

SELLER CLOSING CERTIFICATE

[], 20[]

The undersigned, a duly authorized officer of THE CITY OF OCALA, FLORIDA, d/b/a OCALA ELECTRIC UTILITY, a Florida not-for-profit corporation (the “**Seller**”), on behalf of Seller, hereby certifies as follows pursuant to Section 6(A)(ii) of that certain Asset Purchase Agreement (the “**Agreement**”), dated as of [], 20[], by and between the Seller and DUKE ENERGY FLORIDA, LLC, a Florida limited liability company. Capitalized terms not defined herein are defined in the Agreement.

1. The representations and warranties of the Seller contained in the Agreement were or are, as the case may be, true and correct in all material respects on and as of the date of the Agreement and on and as of the Closing Date with the same effect as though made at and as of such date (except those representations and warranties that address matters only as of a specified date, the accuracy of which shall be determined as of that specified date in all respects).

2. The Seller has duly performed and complied in all material respects with all agreements, covenants and conditions required by the Agreement to be performed or complied with by it prior to or on the Closing Date.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on behalf of the Seller as of the day and year first above written.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Seller has caused this Seller Closing Certificate to be signed on its behalf as of the day and year first above written.

THE CITY OF OCALA, FLORIDA, d/b/a OCALA
ELECTRIC UTILITY

By: _____
Kristen M. Dreyer, as
City Council President

ATTEST:

By: _____
Angel B. Jacobs, as
City Clerk

APPROVED AS TO FORM AND LEGALITY:

By: _____
William E. Sexton, as
City Attorney