

**FirstEnergy Corp.**  
**Resolutions**

Extract from the Minutes of the Special Meeting of the Board of Directors of  
FirstEnergy Corp. held February 10, 2010

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FirstEnergy management informed the Board that the merger agreement had been finalized and that the Allegheny Board of Directors had approved the merger agreement. Also, Morgan Stanley delivered its oral opinion, later confirmed in writing, that as of February 10, 2010, and based upon and subject to the factors and assumptions set forth in the opinion, the exchange ratio pursuant to the proposed merger agreement was fair from a financial point of view to FirstEnergy.

The Board considered and discussed the information presented at the meeting, and at prior meetings, regarding the proposed merger. Following such discussions, the Board, by unanimous vote, determined that the merger agreement and the transactions contemplated by the merger agreement were advisable and in the best interests of the FirstEnergy shareholders and approved the merger agreement and the transactions contemplated thereby including the Charter Amendment. Further, the Board determined to recommend that the FirstEnergy shareholders approve the issuance of FirstEnergy common stock in connection with the merger and the Charter Amendment.

Consideration was given to the following resolutions regarding a strategic transaction with Allegheny Energy, Inc.

WHEREAS, FirstEnergy Corp., an Ohio corporation (the "*Company*"), is considering a transaction in which the Company would acquire Allegheny Energy, Inc., a Maryland corporation, ("*Allegheny*");

WHEREAS, the Board of Directors of the Company (the "*Board*") has reviewed and evaluated, and caused to be prepared and negotiated, an Agreement and Plan of Merger (the "*Merger Agreement*") to be entered into by and among the Company, Allegheny, and Element Merger Sub, Inc., a Maryland corporation and wholly-owned subsidiary of the Company ("*Merger Sub*"), pursuant to which, among other things: (i) Merger Sub will merge with and into Allegheny with Allegheny as the surviving corporation (the "*Merger*"); (ii) Allegheny will become a wholly-owned subsidiary of the Company; and (iii) each share of Allegheny's common stock, par value \$1.25 (each a "*Share*" and collectively, the "*Shares*"), issued and outstanding immediately prior to the Effective Time (as defined in the Merger Agreement), will be converted into the right to receive 0.667 fully-paid and non-assessable shares of common stock, par value \$0.10 per share (the "*Company Common Stock*"), of the Company (the "*Merger Consideration*"); and

WHEREAS, the Board has reviewed and discussed the Merger and the Merger Agreement with the Company's legal and financial advisors and considered such other matters as the Board deems relevant.

**1. Approval of Merger and Merger Agreement**

**WHEREAS, the Board (i) has discussed and considered whether the Merger is consistent with and in furtherance of the long-term business strategy of the Company, and in the best interests of the Company and its shareholders; (ii) has discussed and considered the Merger Agreement, the Merger, and the other transactions contemplated by the Merger Agreement; and (iii) has discussed and considered the advisability of the Merger Agreement, the Merger, and the other transactions contemplated by the Merger Agreement.**

**NOW, THEREFORE, BE IT RESOLVED, that it is advisable and in the best interests of the Company and its shareholders that the Company enter into the Merger Agreement and effect the Merger and the other transactions contemplated by the Merger Agreement, and that the Merger Agreement, the Merger, and the other transactions contemplated by the Merger Agreement are in the best interests of the Company and its shareholders;**

**RESOLVED FURTHER, that the form, terms, and provisions of the Merger Agreement, which have heretofore been presented to each member of the Board, be and they hereby are, approved in all respects;**

**RESOLVED FURTHER, that the Authorized Officers (as defined below) be, and each of them individually hereby is, authorized and directed, in the name and on behalf of the Company, to execute and enter into, deliver, and perform the Merger Agreement, including without limitation all exhibits, appendices and schedules thereto, in substantially the form submitted to and approved by the Board, and with such changes as the Authorized Officers deem advisable;**

**RESOLVED FURTHER, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered in the name and on behalf of the Company to negotiate, cause to be prepared, execute and enter into, deliver, and perform any other agreements, instruments, and undertakings, and any amendments to any such agreements, instruments, and undertakings, as may be necessary, desirable, or appropriate to effect or consummate the Merger and other transactions contemplated by the Merger Agreement, such necessity, desirability, or appropriateness to be conclusively evidenced by the execution, delivery, or performance thereof by such Authorized Officer; and**

**RESOLVED FURTHER, that, the conditions set forth in the Merger Agreement having been satisfied or waived, the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized, empowered, and directed to cause the Company to consummate the Merger in accordance with the terms of the Merger Agreement, and to do any and all other acts and things, and to enter into and execute any and all additional documents or instruments which, in the opinion of such Authorized Officer, shall be necessary or advisable in connection with the consummation of the Merger and the other transactions contemplated by the Merger Agreement.**

**2. Approval of Charter Amendment**

**WHEREAS**, in order to consummate the Merger in accordance with the terms of the Merger Agreement, the Company is required to have a sufficient number of shares of Company Common Stock outstanding in order to issue and pay the Merger Consideration; and

**WHEREAS**, the Board has considered whether it is in the best interests of the Company and its shareholders to amend the Company's Amended Articles of Incorporation to provide for an increase in the number of authorized shares of capital stock of the Company to 495,000,000 shares (the "*Charter Amendment*"), and whether to recommend that the shareholders of the Company approve the Charter Amendment.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby approves and determines advisable the Charter Amendment in the form attached hereto as **Exhibit A**;

**RESOLVED FURTHER**, that the Board hereby recommends that the Charter Amendment be submitted to the Company's shareholders for their consideration, and that the Company's shareholders adopt the Charter Amendment;

**RESOLVED FURTHER**, that the Board hereby provides and determines, pursuant to Article IX of the Amended Articles of Incorporation of the Company, that the approval and adoption of the Charter Amendment by the Company's shareholders shall be by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power (as defined in the Amended Articles of Incorporation of the Company) of the Company voting on the Charter Amendment;

**RESOLVED FURTHER**, that if the Charter Amendment is approved and adopted by the Company's shareholders in accordance with the preceding resolutions, the Authorized Officers be, and they hereby are, authorized and directed to execute the Charter Amendment, certifying that the Charter Amendment has been duly approved and adopted in accordance with the Ohio General Corporation Law, and to cause the same to be filed with the Ohio Secretary of State, and to do all acts and things that may be necessary or proper to cause the Charter Amendment to become effective, subject to the other conditions to the Merger being satisfied or waived as provided in the Merger Agreement; and

**RESOLVED FURTHER**, that at any time prior to the effectiveness of the filing of the Charter Amendment with the Ohio Secretary of State, notwithstanding its adoption by the Company's shareholders, the Board may, in its sole discretion, abandon the Charter Amendment without further action by the Company's shareholders.

**3. Approval of Share Issuance**

WHEREAS, the Board has considered whether it is in the best interests of the Company and its shareholders to approve the issuance of the Merger Consideration in connection with the Merger (the "*Share Issuance*"), and whether to recommend that the shareholders of the Company approve the Share Issuance.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby directs that the Share Issuance be submitted to the shareholders of the Company for their approval, and recommends that the shareholders approve the Share Issuance as required by the Listed Company Manual of the New York Stock Exchange, Inc. (the "*NYSE*").

**4. Registration Statement/Proxy Statement**

WHEREAS, as provided in the Merger Agreement, the Company shall prepare and file with the Securities and Exchange Commission (the "*SEC*"), a Registration Statement on Form S-4 (the "*S-4 Registration Statement*") with respect to the shares of Company Common Stock to be issued in the Merger; and

WHEREAS, the prospectus contained in the S-4 Registration Statement shall also serve as the Company's proxy statement (the "*Proxy Statement*"), for the purpose of soliciting proxies to vote on approval of the Share Issuance and the Charter Amendment at the Special Meeting.

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers of the Company be, and each of them individually hereby is, authorized and directed for and on behalf of the Company, to take any and all actions that such officer may deem necessary, desirable, or appropriate, and to cooperate and coordinate with Allegheny (i) in the preparation and filing with the SEC of the S-4 Registration Statement and any amendments and supplements thereto, together with any other documents required or appropriate in connection therewith; and (ii) to assure that the distribution of the Proxy Statement to the Company's shareholders and the solicitation of proxies by the Company in connection therewith are effected in compliance with all applicable laws and regulations, and all rules and regulations of the SEC, and any national securities exchange to which such solicitation is subject.

**5. Blue Sky Matters**

RESOLVED FURTHER, that the Authorized Officers be, and each of them hereby is, authorized and directed in the name and on behalf of the Company to take any and all action that they, or any one of them, may deem necessary or advisable in order to effect the registration or qualification of part or all of the Company Common Stock to be issued pursuant to the Merger Agreement under the Securities Act of 1933, the Securities Exchange Act of 1934, the "Blue Sky" laws of any state of the United States of America, or under the securities laws of any foreign country, and in connection therewith to execute, acknowledge, verify, deliver, file, and publish all such applications, reports, resolutions, and other instruments as may be required under such laws, and to take any and all further action deemed necessary or advisable in order to maintain any such

registration or qualification for as long as any Authorized Officer deems it to be in the best interests of the Company and its shareholders; and

RESOLVED FURTHER, that the Board hereby adopts the form of any and all resolutions required by any state or other authority in connection with any such applications, reports, and other papers and instruments, if (i) in the opinion of an Authorized Officer acting in connection therewith, the adoption of such resolution is necessary and advisable; and (ii) the Secretary evidences such adoption by filing with the minutes of this meeting copies of such resolutions, which shall thereupon be deemed adopted by this Board and incorporated in the minutes as part of this resolution and with the same force and effect as if presented in such at this meeting.

6. New York Stock Exchange Matters

RESOLVED FURTHER, that the Authorized Officers be, and each of them hereby is, authorized in the name and on behalf of the Company to make application to the NYSE for the listing thereon of the Company Common Stock to be issued pursuant to the Merger Agreement, and that each Authorized Officer or such other person as such Authorized Officer may designate, is authorized to appear before any official or officials, or before any body of the NYSE, and to execute and deliver any and all papers and agreements, specifically including, without limitations, Supplemental Listing Applications and indemnity agreements for the benefit of the NYSE relating to the use of facsimile signatures, and to do any and all things which may be necessary to effect such listing.

7. Regulatory Filings and Consents

RESOLVED FURTHER, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company and/or its subsidiaries, (i) to prepare, execute, and file or cause to be filed all reports, schedules, consents, documents, and information (including, without limitation, any application or filing required by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended; the Federal Power Act, as amended, and the Federal Energy Regulatory Commission; the Maryland Public Service Commission; the Pennsylvania Public Utility Commission; the Virginia State Corporate Commission, and the Public Service Commission of West Virginia, and any other states or state regulatory bodies that have or may assert jurisdiction with respect to the Merger as determined to be advisable); and any amendments or supplements thereto, that are necessary or advisable in connection with the Merger Agreement and the consummation of the Merger; and (ii) to obtain all permits, consents, approvals, and authorizations of all regulatory authorities and other governmental authorities, and take all such other actions necessary or advisable to comply with the applicable laws of any jurisdiction (domestic or foreign) and with any requirement of any court or governmental, regulatory, or administrative agency or instrumentality in connection with the Merger and the Merger Agreement.

8. Legal Proceedings

RESOLVED FURTHER, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take any and all steps in connection with initiating or defending legal

proceedings in any court or agency as such Authorized Officers of the Company shall, after consulting with counsel for the Company, deem necessary or appropriate, in connection with the Merger and the Merger Agreement.

9. General

**RESOLVED FURTHER**, that the "*Authorized Officers*" referenced in these resolutions shall be the President, Chief Executive Officer, Chief Financial Officer, any Executive Vice President, Secretary, Assistant Secretary, or Treasurer of the Company, or any other officer or employee of the Company or its subsidiaries designated by such persons;

**RESOLVED FURTHER**, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Company, to approve, execute, and deliver from time to time, as appropriate, the documents referred to herein with such further changes, revisions or modifications thereto as the officers executing the same shall, as evidenced by their execution thereof, deem appropriate, and any other agreements, documents, certificates, and instruments contemplated thereby or hereby, including all exhibits thereto, to which the Company is a necessary party, such necessity to be conclusively evidenced by the execution and delivery thereof by such officer;

**RESOLVED FURTHER**, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Company, to approve, execute, and deliver any amendments to the aforementioned documents that may be necessary or desirable to effectuate the basic transactions contemplated thereby, and any other agreements, documents, certificates, and instruments contemplated thereby or hereby, including all exhibits thereto, such approval to be conclusively established by the execution and delivery thereof;

**RESOLVED FURTHER**, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Company, to make all payments and incur all expenses in connection with any transaction contemplated by these resolutions as they, or any of them, shall determine to be appropriate, such payment to be conclusive evidence of their determination;

**RESOLVED FURTHER**, that in addition to the specific authorizations conferred upon the officers and certain directors of the Company, and subject to the authority of the Board, each of the Authorized Officers is authorized and empowered to do or cause to be done all further acts and things (including the execution of all such further documents, papers and instruments, and any amendments to such documents, papers and instruments) as they, upon the advice of counsel, may deem necessary or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions; and, if specific forms of resolutions are necessary or desirable in the opinion of counsel to accomplish the foregoing transactions, then the same shall be deemed to have been and hereby are adopted, and the Secretary is authorized and directed to certify the adoption of all such resolutions as though such resolutions are to be inserted in the records of the Company immediately following execution hereof;

**RESOLVED FURTHER**, that all lawful acts of the officers of the Company, and each of them prior to the date hereof in connection with the matters contemplated by the foregoing resolutions, are hereby ratified, approved, adopted and confirmed;

**RESOLVED FURTHER**, that, in addition to and not in derogation of any other indemnity that may be available or that may have previously been authorized by the Board, the Company shall indemnify and save harmless each and

every officer and employee of the Company who has executed and prepared, in connection with the Share Issuance, a registration statement or qualification filed with the Securities and Exchange Commission under the Securities Act of 1933, or the Securities Exchange Act of 1934, or under the "Blue Sky" laws of any state of the United States of America, or under the securities laws of any foreign country, in each case in its original or amended form, and every director of the Company who was a director thereof at the time of the filing of any such registration statement or qualification in its original or amended form, against any and all expenses reasonably incurred by them or any of them, or anticipated to be incurred by them or any of them and in advance of the final disposition thereof, in connection with any action, suit or proceeding against such director, officer, or employee arising out of the preparation, filing, or use of any such registration statement or qualification, or the related prospectus, whether brought under either of such Acts, or under any other applicable law, in each case to the full extent permitted by, and in accordance with the procedures and requirements set forth in, the Ohio General Corporation Law as in effect from time to time; and

**RESOLVED FURTHER**, that the Secretary or any other appropriate officer of the Company be, and hereby is, authorized and empowered to certify and furnish such copies of these resolutions and such statements as to the incumbency of the officers of the Company, under corporate seal if necessary, as may be requested, and any person receiving such certified copy is and shall be authorized to rely upon the contents thereof.

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I, Edward J. Udovich, Assistant Corporate Secretary of FirstEnergy Corp., do hereby certify that the foregoing is a true and correct copy of resolutions duly adopted by the Board of Directors of FirstEnergy Corp., and that said resolutions have not since been rescinded but are still in full force and effect.

Executed on this 6<sup>th</sup> day of May 2010.

  
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Edward J. Udovich  
Assistant Corporate Secretary



**Allegheny Energy, Inc.  
Resolutions**

**ALLEGHENY ENERGY, INC.**

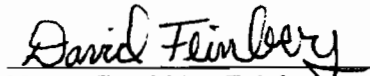
**SECRETARY'S CERTIFICATE**

I, David M. Feinberg, Vice President, General Counsel and Secretary of Allegheny Energy, Inc. (the "Company"), do hereby certify as follows:

Attached hereto as Exhibit A is a true, correct and complete copy of the resolutions duly adopted by the Board of Directors of the Company on February 10, 2010. Such resolutions have not been amended or modified, are in full force and effect in the form adopted and are the only resolutions adopted by the Board of Directors or any committee of the Board of Directors relating to the Agreement and Plan of Merger by and among FirstEnergy Corp., Element Merger Sub, Inc. and the Company, dated as of February 10, 2010 or the transaction contemplated by such agreement.

IN WITNESS WHEREOF, I have signed this certificate.

Dated: April ~~26~~ 2010



Name: David M. Feinberg

Title: Vice President, General Counsel and Secretary

**EXHIBIT A**

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
ALLEGHENY ENERGY, INC.**

**FEBRUARY 10, 2010**

WHEREAS, it is proposed that Allegheny Energy, Inc., a Maryland corporation (the "Company"), enter into an Agreement and Plan of Merger (the "Merger Agreement") by and among Allegheny Energy, Inc., FirstEnergy Corporation, an Ohio corporation, and Element Merger Sub, Inc., a Maryland corporation and wholly-owned subsidiary of FirstEnergy Corporation ("Merger Sub"), pursuant to which (i) Allegheny Energy, Inc. would merge with and into Merger Sub, with Allegheny Energy, Inc. surviving the merger (the "Merger"), in accordance with the Maryland General Corporation Law (the "MGCL") and (ii) each share of Allegheny Energy, Inc.'s outstanding common stock, par value \$1.25 per share (the "Common Stock"), would be converted into the right to receive 0.667 shares (the "Conversion Ratio") of common stock, par value \$0.10 per share, of FirstEnergy Corporation;

WHEREAS, for U.S. Federal income tax purposes, it is intended that the Merger constitute a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and that the Merger Agreement be adopted as a "plan of reorganization" for purposes of Sections 354 and 361 of the Code;

WHEREAS, the Board of Directors of the Company (the "Board") has given due and proper consideration to all matters necessary or appropriate to enable it to evaluate and reach an informed conclusion as to the advisability of the Merger, including but not limited to (1) the presentation and recommendation of senior management of the Company, (2) the advice and opinion of Goldman, Sachs & Co. ("Goldman"), to the effect that the Conversion Ratio is fair to the Company and the Company's stockholders from a financial point of view, (3) the advice of Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Company, and (4) such other factors that the Board has deemed relevant;

WHEREAS, the Board has determined that it is advisable that the Company enter into the Merger Agreement and that the Merger is in the best interests of the Company and its stockholders; and

WHEREAS, the members of the Board discussed the desirability of limiting the applicability of the Maryland "business combinations" statute (Sections 3-601 to 3-604 of the MGCL) for transactions involving the Company and an "interested stockholder" (as defined in Section 3-601(j) of the MGCL) or any associate or affiliate thereof.

NOW, THEREFORE, IT IS

## The Merger Agreement and the Merger

RESOLVED, that the Merger and the Merger Agreement and the transactions contemplated thereby are hereby approved and declared advisable, fair to and in the best interests of the Company and its stockholders; and further

RESOLVED, that the form, terms and provisions of the Merger Agreement, including the exhibits and attachments thereto, in substantially the form presented to the Board be, and they hereby are, approved and adopted in all respects, and that the consummation by the Company of the Merger and the other transactions contemplated by the Merger Agreement (collectively, the "Transaction") be, and they hereby are, approved and authorized, in all respects; and further

RESOLVED, that the executive officers of the Company (the "Authorized Officers") are, and each of them hereby is, authorized and directed to execute and deliver in the name and on behalf of the Company the Merger Agreement, together with any amendments or supplements thereto and all documentation and related agreements deemed necessary or desirable by the Authorized Officers or other officers of the Company to effectuate the foregoing, containing such changes or additions thereto as the Authorized Officer executing the same shall, in his or her sole discretion, approve, such approval to be conclusively evidenced by the execution and delivery thereof, and that the officers of the Company are authorized to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, such further agreements and documents and to take such actions as contemplated by the Merger Agreement or as such officers deem necessary or appropriate to carry out the intent of this resolution; and further

RESOLVED, that the Board approve and declare advisable, and it hereby does approve and declare advisable, the Merger and the Merger Agreement, for all purposes under Section 3-105 of the MGCL; and further

RESOLVED, that as required by the MGCL, Board hereby directs, in accordance with Section 3-105 of the MGCL, that the adoption of the Merger Agreement and the approval of the Merger, and any other transactions or matters contemplated thereby or in connection therewith as to which the approval and adoption of the Company's stockholders is required, be submitted to a vote at a meeting of the Company's stockholders and recommends that the Company's stockholders vote in favor of approval of the Merger and adoption of the Merger Agreement at such meeting; and further

## Stockholder Meeting

RESOLVED, that the Chairman of the Board of the Company be, and he hereby is, authorized to set the date, time and place of a special meeting of stockholders of the Company (together with any adjournments or postponements thereof, the "Special Meeting") for the purpose of considering the adoption of the Merger Agreement, and to fix the date for the determination of stockholders entitled to notice of, and to vote at, the Special Meeting and that

the Authorized Officers be, and they hereby are, authorized to mail and otherwise disseminate to holders of Common Stock an appropriate notice of the Special Meeting and the related Meeting Materials (as defined below); and further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized to solicit the approval of the Company's stockholders with respect to the Merger; and further

RESOLVED, that the Company be, and it hereby is, authorized and empowered to retain proxy solicitors and other advisors necessary to carry out the matters contemplated in the foregoing resolutions, and to pay all fees and expenses related thereto; and further

#### Securities and Exchange Commission Filings

RESOLVED, that, in order for the Company to comply with all applicable requirements of the Securities Act of 1933, as amended, and all rules and regulations promulgated thereunder (the "Securities Act") and all applicable requirements of the Securities Exchange Act of 1934, as amended, and all rules and regulations promulgated thereunder (the "Exchange Act"), the Authorized Officers of the Company be, and each of them hereby is, authorized and directed in the name and on behalf of the Company, with the assistance of counsel, to prepare, execute, deliver and file with the Securities and Exchange Commission all reports, statements, documents and information required to be filed by the Company pursuant to the Securities Act or the Exchange Act, as the case may be, including, without limitation, to the extent deemed necessary or appropriate by the officers of the Company, after consultation with counsel, and in cooperation with FirstEnergy Corporation, preliminary and definitive proxy materials meeting the requirements of Regulation 14A under the Exchange Act, and any amendments and supplements thereto, including, without limitation, materials in the form of a joint proxy statement of FirstEnergy Corporation and the Company and a prospectus of FirstEnergy Corporation (collectively, the "Meeting Materials") with respect to a Special Meeting; and further

#### Regulatory and Other Filings

RESOLVED, that, in order for the Company to comply with all applicable requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations thereunder, including, but not limited to, the filing requirements thereunder (the "HSR Act"), the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, with the assistance of counsel, to prepare, execute, deliver and file or cause to be prepared, executed, delivered and filed all reports, statements, documents, and information required to be filed by the Company pursuant to the HSR Act and to respond to all requests for additional information and to meet or confer with, or to cause counsel to meet or confer with, officials of the Federal Trade Commission or the Antitrust Division of the Department of Justice relating to any transactions contemplated by the Merger Agreement, the Transaction or by the foregoing resolutions; and further

RESOLVED, that the officers of the Company be, and each of them hereby is,

authorized to cooperate with FirstEnergy Corporation in the preparation, execution, delivery and filing of any other reports, statements, applications and information which may be required to be filed by the Company or FirstEnergy Corporation or any of their respective subsidiaries in connection with the Transaction or by the foregoing resolutions, pursuant to the statutes, rules and regulations of the federal government or any applicable state, local, foreign or supranational authority or regulatory body, including but not limited to applicable filings with the Federal Energy Regulatory Commission and the New York Stock Exchange, as well as applicable filings pursuant to state utility laws, state security laws, "blue sky" laws and state takeover laws; and further

#### Articles of Merger

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, with the assistance of counsel, to prepare, execute and deliver or cause to be prepared, executed and delivered and, at the appropriate time as contemplated by the Merger Agreement, file or cause to be filed with the State Department of Assessments and Taxation of the State of Maryland, articles of merger as required by Sections 3-107 and 3-109 of the MGCL to effect the Merger, and any and all additional documents and information required to be filed therewith; and further

#### Actions with Third Parties

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take all such action to provide any notices, certificates, statements or other instruments or documents to, and to obtain any authorizations, consents, waivers or approvals of or from, any third party that such officer or officers deem necessary, appropriate or advisable in order to effect the transactions contemplated by the Merger Agreement, including the Merger itself, and further

#### Legal Proceedings

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take any and all steps in connection with initiating or defending legal proceedings in any court or agency as such officer or officers of the Company shall, after consulting with counsel for the Company, deem necessary, appropriate or advisable, in connection with the Merger Agreement and the Transaction; and further

#### Engagement of Financial Advisor

RESOLVED, that the actions of the officers of the Company with respect to the engagement of Goldman are hereby ratified, confirmed and approved in all respects, including the entering into on behalf of the Company of an engagement letter between the Company and Goldman in connection with the Merger and providing for the indemnification of Goldman and such other terms and conditions as such officer shall have determined; and further

Fees and Expenses

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to pay, or cause to be paid, any and all fees and expenses arising in connection with the Merger Agreement and the Transaction or otherwise in connection with matters encompassed by these resolutions; and further

Business Combination Exemption

RESOLVED, that, pursuant to Section 3-603 of the MGCL, any business combination pursuant to and in accordance with the terms and conditions of the Merger Agreement is hereby exempted from the provisions of Section 3-602 of the MGCL; and further

Other Authorization

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized to take or cause to be taken any and all further actions (whether required by the MGCL or otherwise) and to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, all such further reports, schedules, statements, consents, documents, agreements, instruments, certificates and undertakings in the name and on behalf of the Company, as such officer shall determine to be necessary or appropriate to carry into effect the Transaction and the intent and purpose of any and all of the foregoing resolutions; and further

RESOLVED, that all acts and things heretofore done by any director, officer, employee or agent of the Company, on or prior to the date of the adoption of the foregoing resolutions, in connection with the transactions contemplated by such resolutions be, and the same hereby are, in all respects ratified, confirmed, approved and adopted as acts on behalf of the Company.