

UNION ELECTRIC COMPANY  
CONSENT OF DIRECTORS IN LIEU OF  
BOARD OF DIRECTORS' MEETING  
MARCH 15, 2010

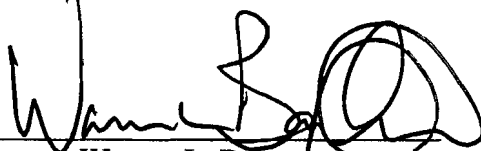
The undersigned, being all of the directors of Union Electric Company, a Missouri corporation (the "Company"), do hereby consent without a Board of Directors' meeting, pursuant to Section 351.340.2 of the General and Business Corporation Law of Missouri, to the adoption of the following resolutions:

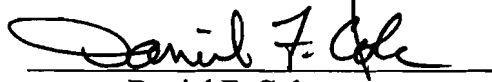
RESOLVED, that the sale of the Company's Phelps Substation located in Phelps County, Missouri be and hereby is determined to be desirable; that the officers of the Company be and hereby are authorized, in their discretion, to sell (i) such facilities, including the real property on which it is located, but excluding the transformers located therein, to the City of St. James, Mo. and (ii) two transformers located in the Phelps Substation to the City of Rolla, Mo.; and that such officers be and hereby are authorized to enter into asset purchase agreements, individually, with the City of St. James, Mo. and the City of Rolla, Mo., as are necessary or desirable to accomplish the foregoing; and further

RESOLVED, that, if necessary, the trustee under the indenture creating a lien on the properties to be sold pursuant to the foregoing resolution be and hereby is authorized and requested to release such properties from the lien of said indenture in accordance with the provisions there; that the Company may appoint, if necessary, an independent engineer for the purpose of furnishing certificates required by the provisions of said indenture; and that the officers of the Company be and hereby are authorized and directed to seek, with the advice of counsel, regulatory approvals required in connection with the sale of such properties; and further

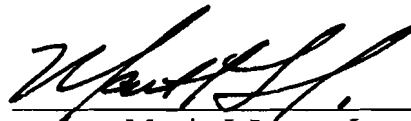
RESOLVED, that the officers of this Company be and hereby are authorized to execute and deliver all such instruments and do or cause to be done all such further acts and things as they may consider necessary or desirable in order to carry into effect the purposes and intent of the foregoing resolutions and the terms and provisions of the documents referred to therein.

DATED as of the date first written above.

  
Warner L. Baxter

  
Daniel F. Cole

\_\_\_\_\_  
Adam C. Heflin

  
Martin J. Lyons, Jr.

  
Richard J. Mark

  
Steven R. Sullivan

DATED as of the date first written above.

---

Warner L. Baxter

---

Martin J. Lyons, Jr.

---

Daniel F. Cole

---

Richard J. Mark

A handwritten signature in black ink, appearing to read "Adam C. Heflin", is written over a horizontal line.

Adam C. Heflin

---

Steven R. Sullivan