

CERTIFIED COPY OF RESOLUTIONS ADOPTED
BY THE BOARD OF DIRECTORS OF
UNION ELECTRIC COMPANY
HELD ON THURSDAY, AUGUST 21, 2003

RESOLVED, that the actions of the officers of this Company in negotiating an offer to purchase the Missouri Eastern Gas System properties of Aquila, Inc. consisting of a natural gas distribution system serving approximately 4,200 customers in the communities of Rolla, Salem and Owensville, pursuant to the Letter of Intent dated August 11, 2003 and subject to the acceptance of the Asset Purchase Agreement, be and hereby are in all respects approved, ratified and confirmed; that such officers be and hereby are authorized and directed to enter into a definitive agreement for such purchase, with such changes therein as the officers executing such agreement may consider necessary or desirable; and further

RESOLVED, that the officers of the Company be and hereby are authorized and directed to seek, with the advice of counsel, regulatory approvals required for the acquisition by this Company of the Missouri Eastern Gas System of Aquila, Inc.; 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.

I hereby certify that the foregoing is a true and correct copy of resolutions adopted by the Board of Directors of Union Electric Company on Thursday, August 21, 2003 and that such resolutions are still in full force and effect.

NOV 21 2003



Assistant Secretary