

SECRETARY'S CERTIFICATE

I, Sara L. Henning, do hereby certify that I am the duly elected and acting Assistant Secretary of Aquila, Inc. (the "Company"), and as such corporate officer, have in my custody and under my control the corporate records and seal of the Company.

I further certify that the resolutions attached hereto as Exhibit A are full, true and correct copies of resolutions adopted at a regular meeting of the Board of Directors of said Company on November 3, 2004, and said resolutions are in full force and effect and have not been amended or revoked.

IN WITNESS WHEREOF, I have hereunto signed this Certificate and affixed the seal of the Company this 22nd day of November, 2004.


SARA L. HENNING
ASSISTANT SECRETARY

Exhibit A

**AQUILA, INC.
BOARD OF DIRECTORS
November 3, 2004**

R E S O L U T I O N S

Approve Construction of South Harper Peaking Facility

WHEREAS, on May 5, 2004, the Board authorized the Company to construct, and manage the construction of, a new power generation facility (then known as the Camp Branch Generating Facility, the "Project") on a site near Harrisonville, Missouri, in accordance with Company's management's proposal, including, if possible, financing of the Project through a Missouri Chapter 100 financing;

WHEREAS, the Company's management has since recommended that the Project be moved to a site on South Harper Road near Peculiar, Missouri;

WHEREAS, the Project will comprise three natural gas fired, Siemens Westinghouse Model 501D5A Econopac Units (the "Turbines") and the related equipment and adjacent facilities, including (a) an electrical substation on the South Harper site designed to allow interconnection of the generating units to the electrical transmission system, (2) a number of electric transmission system upgrades, including an electrical substation south of the project site to allow interconnection to Company's existing transmission system, (3) a fuel gas interconnection to an interstate natural gas transmission system, including a downstream metering and regulating station (designed to filter, measure the volume and quality, and reduce the pressure of the natural gas to that required for each combustion turbine), and (4) a small modular office building designed to house the control and communications equipment for the plant;

WHEREAS, the Company's management has recommended that the best, least-cost method of managing the Project is to perform the role of a general contractor by (a) subcontracting procurement, engineering, and construction work to third parties, (b) assuming principal project risks associated with scheduling, costs and facility performance, and (c) establishing a risk management system that includes insurance requirements for each subcontractor and the Company's procurement of a comprehensive "Builders Risk" policy;

WHEREAS, the Company's budget for the Project is estimated to be \$[155.8] million, including \$78 million previously committed to procure the Turbines and related equipment and approximately \$_____ million of future direct costs; and

WHEREAS, if possible, the Company may finance the cost of acquiring, developing, constructing, and/or equipping the Project through a Missouri Chapter 100 financing; be it

RESOLVED, that the Company be, and hereby is, authorized to construct, and manage the construction of, the Project in accordance with Company's management proposal, provided the Company's future direct costs do not exceed \$_____ million;

RESOLVED FURTHER, that the Company be, and hereby is, authorized to finance part or all of the costs of acquiring, developing, constructing, and/or equipping the Project through a Chapter 100 financing or, alternatively, such other financing as the Company may pursue to complete the Project;

RESOLVED FURTHER, that, in connection with a Chapter 100 financing, the Company be, and hereby is, authorized to, among other things, (a) enter into an agreement whereby the Company agrees to make annual payments to a county, city or other municipal body organized and existing under the laws of the State of Missouri (the "Chapter 100 Bond Issuer") in lieu of certain taxes during the term of the Chapter 100 financing; (b) transfer to the Chapter 100 Bond Issuer title to the property on which the Project resides and ownership of the Turbines and all other property (including, without limitation, equipment) comprising the Project then owned by the Company; and, (c) contemporaneously with the aforementioned transfer, enter into a lease agreement with the Chapter 100 Bond Issuer whereby the Project is leased to the Company for a period not to exceed 30 years from the Project's commercial operation date;

RESOLVED FURTHER, that proper actions taken by Company officers and employees in furtherance of the foregoing resolution prior to the date hereof be, and hereby are, ratified; and

RESOLVED FURTHER, that the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Treasurer, or any Senior Vice President of the Company be, and each hereby is, authorized, empowered, and directed to do and perform or cause to be done or performed all such acts and things (including, without limitation, the filing of applications and related materials with the Missouri Public Service Commission and other state or local agencies) and to make, execute and deliver any and all such agreements (including, without limitation, pre-annexation and development agreements, bond purchase agreements, escrow agreements, and blocked account agreements), affidavits, instruments, certificates, notices, letters, statements, powers of attorney, security filings, and other documents, in the name of and on behalf of the Company or any of its subsidiaries or affiliates, as said officers or any of them may deem necessary, advisable, or proper in order to give effect to the intent of the foregoing resolution and consummate the transactions described therein.