

APPENDIX D

Certified copy of the resolution of the board of directors of Atmos Energy Corporation authorizing the sale and purchase of the subject assets and related transactions contemplated by the Agreement, and certified copy of the minutes of the Algonquin Power & Utilities Corp. board of directors reflecting the resolution authorizing the purchase of the subject assets and related transactions contemplated by the Agreement.

ATMOS ENERGY CORPORATION

Certificate of Corporate Secretary

I, Dwala Kuhn, the duly elected, qualified and acting Corporate Secretary of Atmos Energy Corporation, a Texas and Virginia corporation (the "Company"), do hereby certify as follows pursuant to that certain Asset Purchase Agreement dated as of May 12, 2011 (the "Purchase Agreement"), among the Company and Liberty Energy (Midstates) Corp., a Missouri corporation ("Liberty"):

1. 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 at a meeting held on May 4, 2011, at such duly called and held meeting a quorum was present and acted throughout; and such resolutions (i) constitute all resolutions of the Board of Directors of the Company or any committee thereof relating to the transaction as defined therein and (ii) have not been amended, modified, rescinded or revoked and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have duly executed this Certificate effective as of the 14th day of July, 2011.



Dwala Kuhn, Corporate Secretary

EXHIBIT A

RESOLUTIONS

WHEREAS, the Company has determined that it would be in the best interests of the Company and its shareholders to sell all the assets of the Kentucky/Mid-States Division of the Company that are located in the States of Illinois, Iowa and Missouri (the "Proposed Transaction"); and

WHEREAS, pursuant to written invitation by the Company, a prospective purchaser of the assets in the Proposed Transaction, Liberty Energy (Midstates) Corp., a Missouri corporation (the "Buyer"), which is wholly-owned by Algonquin Power & Utilities Corp., a Canadian corporation, is in the process of performing due diligence activities with respect to such assets and has entered into a Letter of Intent with the Company for the purchase of such assets in the Proposed Transaction; and

WHEREAS, the officers and other representatives of the Company are requesting the Board for authorization to enter into further negotiations with the Buyer in the Proposed Transaction, to sell the assets included in the Proposed Transaction for \$123,870,000 in cash, contingent upon the final financial analyses and due diligence reviews performed by the Buyer's representatives and the satisfactory negotiation with the Buyer of the final terms of the Asset Purchase Agreement between the Company and the Buyer for the sale of the Company's assets in each of Illinois, Iowa and Missouri (the "Agreement"), a related term sheet on which was reviewed with the Board this day; and

WHEREAS, should the Company and the Buyer successfully negotiate the terms of the Agreement, the officers and other representatives of the Company are requesting the Board for authorization for the President and Chief Executive Officer or the Senior Vice President and Chief Financial Officer to execute the Agreement on behalf of the Company and to perform all other acts necessary to consummate the Proposed Transaction.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby concludes that it would be in the best interests of the Company and its shareholders for the Company to sell for a total of \$123,870,000 in cash the assets included in the Proposed Transaction, substantially in accordance with the terms contained in the term sheet reviewed with the Board this day, and in connection therewith, negotiate with the Buyer the final terms of the Agreement; and

FURTHER RESOLVED, that the actions taken prior to the date hereof by the officers and representatives of the Company in connection

with the Proposed Transaction are hereby ratified, confirmed, and approved in all respects and for all purposes; and

FURTHER RESOLVED, that should the Company and the Buyer successfully negotiate the terms of the Agreement, the President and Chief Executive Officer or the Senior Vice President and Chief Financial Officer of the Company be, and hereby is, authorized and directed to execute and deliver, for and on behalf of and in the name of the Company, the Agreement, with such changes thereto as the officer executing the same may, in his sole discretion, deem necessary, appropriate, or desirable, pursuant to which the Company will sell the Illinois, Iowa and Missouri utility assets of the Kentucky/Mid-States Division of the Company that are the subject of the Proposed Transaction; and

FURTHER RESOLVED, that should the Company and the Buyer successfully negotiate the terms of the Agreement, the proper officers and directors, or any of them, be, and hereby are, authorized to do or cause to be done any and all acts and things and to execute and deliver any and all agreements, undertakings, consents, documents, instruments, and certificates (including, but not limited to, any amendments to the Agreement or waivers of any conditions contained therein) in connection with the consummation of the Proposed Transaction as, in their opinion, may be necessary, appropriate, and desirable in order to carry out the purposes and intent of the foregoing resolutions and to perform, or cause to be performed, the obligations of the Company under the Agreement or any other agreement referred to herein and therein and the consummation of the transactions contemplated herein and therein.

Confirmation

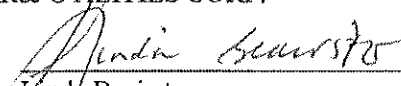
TOWN OF OAKVILLE)
) SS.
PROVINCE OF ONTARIO)
CANADA

I, Linda Beairsto, the General Counsel & Corporate Secretary of Algonquin Power & Utilities Corp. hereby confirms that the following resolution was passed by the Board of Directors of Algonquin Power & Utilities Corp. held on Wednesday, May 11, 2011 at 3: 30 pm and Thursday, May 12, 2011 at 8:00 a.m. (local time) at 2845 Bristol Circle, Oakville, Ontario, Canada:

BE IT RESOLVED that the Board of Directors hereby approves the signing of the purchase documentation for the ATMOS transaction by management and effecting the ATMOS transaction, subject to satisfactory financing terms. Any two members of management are hereby authorized to sign such other further documentation and take such other steps as are necessary to give effect to the foregoing.

The above excerpt was extracted from the minutes of the Board of Directors meeting held on the above-mentioned dates.

ALGONQUIN POWER & UTILITIES CORP.

By: 
Name: Linda Beairsto
Title: General Counsel & Corporate Secretary