

**WRITTEN CONSENT  
IN LIEU OF SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF UNION ELECTRIC COMPANY, d/b/a AmerenUE,  
a Missouri corporation**

The undersigned, being the directors of Union Electric Company, d/b/a AmerenUE, a Missouri corporation (the "Company"), do hereby consent to and adopt the following action as the action of the Board of Directors of said Company (the "Board"), and waive notice of any meeting and the holding of any meeting, it being intended that this Consent shall have the same force and effect as the vote of all of the Board members at a meeting duly called and held on the effective date hereof. The Secretary of the Company is directed to file this Consent with the permanent records of the Company as the duly authorized act of the Board.

**WHEREAS**, the Board deems it advisable to approve the purchase by the Company of a 640 nameplate megawatt (MW) simple-cycle, natural gas-fired "peaking" power generation facility located in Audrain County, Missouri (the "NRG Plant") in order to maintain an adequate reserve margin and meet customer need and power supply commitments.

**WHEREAS**, the Board deems it advisable and in the best interest of the Company and its shareholders to acquire from NRG Audrain Holding LLC and NRG Audrain Generating LLC (the "Sellers") their interest in the NRG Plant, and assume the Sellers' rights and obligations under the following documents (collectively, the "Chapter 100 Transaction Documents"): (i) the Trust Indenture among Audrain County, Missouri (the "County") and Commerce Bank, N.A. as indenture trustee (the "Trust Indenture"), (ii) the Lease Agreement between the County, as landlord and Duke Capital Corporation ("Duke"), and NRG Audrain Generating LLC, as successor to Duke, as tenant ("Chapter 100 Lease Agreement"), (iii) the Grant Agreement among the County, various taxing districts and Duke, NRG Generating LLC, as successor to Duke (the "Grant Agreement"), (iv) the bond or bonds issued pursuant to Sections 100.010 to 100.200 of the Revised Statutes of Missouri by the County to Duke and now held by NRG Audrain Generating LLC (the "Chapter 100 Bond"), and (v) certain related documents, all dated as of April 15, 2000.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby authorizes and approves the purchase from Sellers of their interest in the NRG Plant and the assumption by the Company of Sellers' rights and obligations under the Chapter 100 Transaction Documents for a purchase price not to exceed \$120,000,000, all in accordance with the terms and conditions of the Asset Purchase and Sale Agreement ("Purchase Agreement") presented to the Board; and further

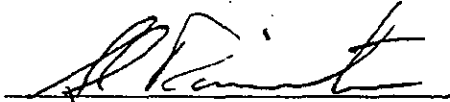
**RESOLVED**, that the Board hereby authorizes the President and any Vice President of the Company, and each of them, to execute and deliver the Purchase Agreement and all related documents, with such corrections, amendments and changes to the terms and conditions thereof as shall be approved by the President or Vice President, such execution by the President or Vice President to constitute conclusive evidence of his approval of such corrections, amendments and changes; and further

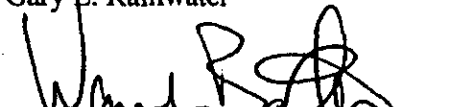
**RESOLVED**, that the officers of the Company be and hereby are authorized to seek, in their discretion and with the assistance of counsel, regulatory approvals, if any, required to effectuate the transaction contemplated by the Purchase Agreement, including approvals from the Federal Energy Regulatory Commission, the Public Service Commission of the State of Missouri or any other governmental agency having jurisdiction over such transaction; and further

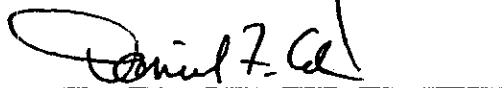
**RESOLVED**, that the officers of the Company be and hereby are authorized to execute and deliver all such agreements, documents and instruments and do or cause to be done all such further acts or things as they may consider necessary or desirable in order to carry into effect the purposes and intent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

**RESOLVED**, that any and all acts, transactions or agreements undertaken prior to the date of these resolutions by any officers of the Company for, or on behalf of, or in the name of, the Company in connection with any of the foregoing matters be, and they hereby are, ratified, confirmed, adopted and approved in all respects by the Board.

DATED this 31st day of October, 2005.

  
Gary L. Rainwater


  
Warner L. Baxter

  
Daniel F. Cole

  
Richard J. Mark

  
Steven R. Sullivan

  
Thomas R. Voss

  
David A. Whiteley