

LAW OFFICES

BRYDON, SWEARENGEN & ENGLAND

PROFESSIONAL CORPORATION

312 EAST CAPITOL AVENUE

P.O. BOX 456

JEFFERSON CITY, MISSOURI 65102-0456

TELEPHONE (573) 635-7166

FACSIMILE (573) 636-6450 OR 635-0427

E-MAIL: PBOUDREAU@MAIL.ULTRAWEBS.NET

DAVID V.G. BRYDON
JAMES C. SWEARENGEN
WILLIAM R. ENGLAND, III
JOHNNY K. RICHARDSON
GARY W. DUFFY
PAUL A. BOUDREAU
SONDRA B. MORGAN
CHARLES E. SMARR
DEAN COOPER

MARK G. ANDERSON
TIMOTHY T. STEWART
GREGORY C. MITCHELL
RACHEL M. CRAIG
BRIAN T. MCCARTNEY
DALE T. SMITH

OF COUNSEL
RICHARD T. CIOTTONE

February 22, 2000

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

FILED²

FEB 23 2000

Re: **UtiliCorp United Inc.**
Case No. EY-2000-506

Missouri Public
Service Commission

m

Dear Mr. Roberts:

On Friday, February 18, 2000, I caused to be filed with the Commission an Application for authority for UtiliCorp United Inc. to acquire the Canadian electric utility distribution and retail business of TransAlta Corporation. That Application was assigned the case number referenced above.

At the time of the filing of the Application, I only had available a photocopy of the Resolutions of UtiliCorp United Inc. authorizing the transaction which is the subject of the Application. That document was attached to the Application as Appendix 3.

Enclosed herewith are an original and fourteen (14) copies of a substitute Appendix 3 which is a certified copy of the Resolutions of the Board of Directors of UtiliCorp United. I would appreciate it if you would replace the original Appendix 3 to the Application with the attached document and see that the extra copies are circulated to the appropriate Commission personnel.

I appreciate your attention to this matter and I apologize for any inconvenience that this delayed filing has caused.

Sincerely,

BRYDON, SWEARENGEN & ENGLAND P.C.

By: 

Paul A. Boudreau

PAB/aw

Enclosures


cc: The Office of Public Counsel

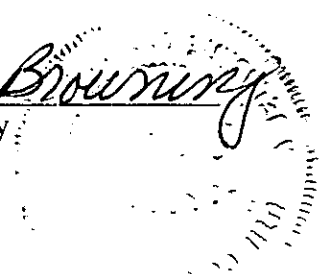
UTILICORP UNITED

C E R T I F I C A T E

I, Nancy J. Browning, hereby certify that I am Assistant Secretary of UtiliCorp United Inc. (the "Company") and custodian of the records and seal of such Company; that the attached resolutions are full, true and correct copies of resolutions adopted at a regular meeting of the Board of Directors of said Company on February 2, 2000 and said resolutions are in full force and effect and have not been amended or revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said Company this 16th day of February, 2000.


Assistant Secretary



RESOLUTION

Acquisition of TransAlta Utilities

WHEREAS, TransAlta Utilities Corporation ("TransAlta") intends to sell its electricity distribution and retail business in Alberta, Canada (collectively, the "Business"); and

WHEREAS, UtiliCorp United Inc. (the "Company") proposes to acquire the Business on its own or through a consortium; and

WHEREAS, the Company proposes to structure its acquisition of the Business through existing or-to-be-created domestic and/or foreign subsidiaries of the Company (the "Subsidiaries"); and

WHEREAS, in order for the Subsidiaries to fund the cost of acquiring the Business, the Company may enter into certain agreements to guarantee or otherwise provide credit support for Canadian dollar denominated loans to be made to the Subsidiaries by one or more syndicates of commercial banks; be it

RESOLVED, that the Company (or, if applicable, the consortium on behalf of the Company) be, and hereby is, authorized to acquire the Business for a purchase price of 1.52 times the book value of the TransAlta electricity distribution and retail assets at closing, which Company and/or its Subsidiaries will be expected to fund (by way of equity or debt finance for the purpose of providing acquisition funding and working capital), guarantee or otherwise provide credit support (a) if the Company acquires the Business on its own, for all of said amount plus any amounts required for working capital purposes (less any amounts borrowed directly by the acquired Business for the purpose of facilitating the acquisition and obtaining working capital) or (b) if the Company acquires the Business as part of a consortium, for its proportionate part (calculated by dividing the amount invested by the Company in such consortium by the amount invested by all partners of the consortium) of said entire amount plus any amounts required for working capital purposes (less any amount borrowed directly by the acquired Business for purposes of facilitating the acquisition and obtaining working capital), and

RESOLVED FURTHER, that the officers and directors of the Company be, and they hereby are, authorized and empowered in the name of and on behalf of the Company to negotiate, prepare, execute, and deliver the acquisition agreement and other such agreements, affidavits, certificates and documents, and to take or cause to be taken such actions (including, without limitation, obtaining governmental and regulatory approvals from any and all foreign, federal, state or local governmental agencies or bodies) as may be necessary or desirable to consummate the transactions contemplated herein and to do and perform all such other acts and things as they, in their sole discretion, consider necessary, advisable or appropriate to carry out the Company's obligations under any such agreements, and to carry out the purpose and intent of the foregoing resolutions.