

CERTIFICATION OF RESOLUTIONS OF THE BOARD OF DIRECTORS

of

MISSOURI GAS UTILITY, INC.

I hereby certify that I am the duly elected, appointed, qualified and acting Secretary of Missouri Gas Utility, Inc., a Colorado corporation, (the "Company"), and further certify that pursuant to the provisions of the Colorado Business Corporations Act (the "CBCA") and the Articles of Incorporation and Bylaws of the Company, the following resolutions were duly adopted by the Board of Directors of the Company on August 12, 2008:

WHEREAS, the Company desires to enter into various agreements and documents and to undertake certain obligations in connection with the issuance by Summit Utilities, Inc. (the "Issuer") of its Variable Rate Demand Revenue Bonds (Missouri Gas Utility, Inc. Project), Series 2008B (the "Series 2008B Bonds").

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF MISSOURI GAS UTILITY, INC., AS FOLLOWS:

1. The Company is authorized to borrow the sum of \$5,000,000 from the Issuer (the "Series 2008B Loan") pursuant to a Series 2008B Loan Agreement with the Issuer (the "Series 2008B Loan Agreement"), and to execute and deliver to the Company a promissory note (the "Series 2008B Loan Note") in the amount of the loan to evidence the Company's repayment obligations under the Series 2008B Loan Agreement.

2. The proceeds of the Series 2008B Loan, which shall consist of the proceeds of the Series 2008B Bonds, shall be used by the Company to pay the Company's outstanding loan with Cache Bank & Trust, on or about the date of issuance of the Series 2008B Bonds, to finance the costs of acquiring, constructing and installing additional natural gas distribution facilities, to pay the costs of issuing the Series 2008B Bonds and for any other lawful purpose of the Company.

3. The trustee for the Outstanding Bonds is hereby authorized and directed to: (a) call and redeem the Outstanding Bonds on or about the date of issuance of the Series 2008B Bonds, conditioned upon the issuance of the Series 2008B Bonds and the availability of the proceeds thereof to the Company pursuant to the Series 2008B Loan Agreement; and (b) draw on the letters of credit securing the Outstanding Bonds to pay the existing loan at Cache Bank & Trust.

4. Pursuant to the Series 2008B Loan Agreement, in connection with the issuance of the Series 2008B Bonds, and as security therefore, the Company is authorized to obtain and to deliver to The Bank of New York Mellon Trust Company, N.A., as trustee for the Series 2008B Bonds, an irrevocable direct-pay letter of credit (the "Letter of Credit") to be issued by U.S. Bank National Association (the "Bank"), under and pursuant to the terms of a Reimbursement and Pledge Agreement to be entered into among the Company, the Bank and the Issuer (the "Reimbursement Agreement").

5. As security for the Company's obligations under the Reimbursement Agreement, the Company is authorized to execute and deliver to the Bank: (a) a promissory note relating to the Letter of Credit; (b) a promissory note relating to the Line of Credit (as defined in the Reimbursement Agreement); (c) a Mortgage, Security Agreement, Assignment of Profits and Proceeds, Financing Statement and Fixture Filing; (d) a General Security Agreement; and (e) an Environmental Indemnity Agreement (collectively, the "Letter of Credit Security Documents").

6. The form, terms and provisions of the Series 2008B Loan Agreement, the Series 2008B Loan Note, the Reimbursement Agreement and the Letter of Credit Security Documents, substantially in the forms thereof submitted to the Board be, and the same hereby are, approved, adopted and ratified in all respects; and that the Authorized Persons, as hereafter defined, together shall be, and together hereby are, authorized, empowered and directed for and on behalf of the Company to execute and deliver each of the above referenced documents in substantially the form presented to this meeting, with such changes therein as the officers executing the same shall deem necessary or appropriate, the execution and delivery thereof to be conclusive evidence for all purposes that the execution and delivery of such documents have been authorized hereby.

7. The information contained in the Offering Memorandum dated October __, 2008, related to the Series 2008B Bonds (the "Offering Memorandum"), insofar as it describes the Company, the documents listed above and the application of the proceeds of the Series 2008B Loan, is true and correct in all material respects and neither contains any untrue or misleading statement of a material fact or omits to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading.

8. The transactions contemplated by the agreements and documents listed above be, and hereby are, approved, amended as aforesaid, and the Company be and hereby is authorized to enter into the transactions described therein.

9. All actions of the Company's officers and directors taken to date in furtherance of the foregoing resolutions, including, without limitation, directing legal counsel to prepare documents in connection therewith, be, and they hereby are, approved, confirmed and ratified in all respects.

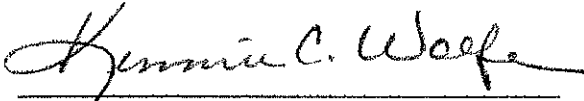
10. Michael P. Earnest and Kenneth C. Wolfe ("Authorized Persons") shall be, and hereby are, authorized and directed for and on behalf of the Company, whether under the corporate seal of the Company or otherwise, to execute and deliver each of the above referenced agreements and documents in such form, on such terms and with such parties as such Authorized Person may approve, such approval to be conclusively evidenced by such execution.

11. Each of the Authorized Persons shall be, and hereby are, for and on behalf of the Company, authorized, empowered and directed to perform or cause to be performed from time to time, either personally or through their agents or attorneys, any and all such actions and to execute and deliver any and all such agreements, notices, instruments, certificates, instructions, requests or other documents, to pay or reimburse all such filing fees and other costs and expenses and to do and perform all such acts and things, as they or any of them may deem necessary or advisable to effectuate the purpose and intent of the foregoing resolutions, and to consummate

the transactions contemplated thereby, the execution and delivery of any such documents and the taking of any such action to be conclusive evidence for all purposes that such documents and such actions have been authorized hereby. Nothing in the foregoing resolutions shall be construed to require that more than one Authorized Person be required to execute any of such documents.

12. Michael P. Earnest and Kenneth C. Wolfe are each hereby designated as an Authorized Borrower Representative under and pursuant to the Series 2008B Loan Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of August, 2008.



Kenneth C. Wolfe, Secretary