

CONSENT TO ACTION TAKEN  
IN LIEU OF MEETING OF DIRECTORS  
OF  
MISSOURI GAS UTILITY, INC.

Pursuant to Section 7-108-202, Colorado Revised Statutes, the undersigned, being the directors of the Corporation, acting without notice or a meeting, hereby waive notice and the holding of such meeting and consent to the action taken as set forth in the following resolution:

WHEREAS, it is advantageous for Missouri Gas Utility, Inc. to obtain additional long term debt financing to pay a portion of the cost for expansion in its southern service area.

WHEREAS, an application must be filed with the Missouri Public Service Commission for approval of the additional bond financing, and to use the assets of the Company as collateral to secure the financing and credit facility provider.

THEREFORE, the president, the executive vice president and the vice president and general counsel are authorized to file the necessary application with the Missouri Public Service Commission and to pursue such regulatory approval as is required.

Dated: May 11, 2010

  
Del D. Hock, Chairman

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Armando A. Pena, Director

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Michael P. Earnest, Director

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James M. Anderson, Director

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Sarah Z. Wu, Director

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Robert F. Hill, Director

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Daniel J. Schuller, Director

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Dated: May 12, 2010

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TO: KEN WOLFE 40 JEANETTE BINKLEY

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