

FILED

APR 11 1997

MISSOURI  
PUBLIC SERVICE COMMISSION

WF-97-349

RESOLUTION OF THE BOARD OF DIRECTORS  
of  
TRI-STATES UTILITY, INC.  
(Name of Borrower)

WHEREAS, the above named borrower ("Borrower"), under its articles of incorporation, bylaws, or other organizational documents has full power and authority to borrow money and to secure the same with its property; and

WHEREAS, all prerequisite acts and proceedings preliminary to the adoption of this Resolution have been taken and done in due and proper form, time and manner;

NOW, THEREFORE, BE IT RESOLVED, that each of the following officers or positions (insert titles only)

President and Secretary

("Officers") of the Borrower are jointly and severally authorized and empowered to obtain for and on behalf of the Borrower from time to time, from Great Southern Bank, a loan or loans or other financial accommodations (including, without limitation, letters of credit and bankers acceptances) (collectively, a "Loan") under this Resolution not exceeding the principal SUM OF ONE MILLION THREE HUNDRED THOUSAND DOLLARS (\$1,300,000) at any one time outstanding, exclusive of amounts authorized to be borrowed under other resolutions submitted to Great Southern Bank and which have not been revoked; and for such purposes: (1) to execute such applications or applications (including exhibits, amendments and/or supplements thereto) as may be required for all borrowings; (2) to obligate the Borrower to pay such rate or rates of interest as the Officers so acting shall deem proper, and in connection therewith to purchase such interest rate risk management products as may be offered from time to time by Great Southern Bank; (3) to obligate the Borrower to such other terms and conditions as the Officers so acting shall deem proper; (4) to obligate the Borrower to make such investments in Great Southern Bank as required by Great Southern Bank; (5) to execute and deliver to Great Southern Bank or its nominee all such written loan agreements, documents and instruments as may be required by Great Southern Bank in regard to or as evidence of any Loan made pursuant to the terms of this Resolution; (6) to pledge, grant a security interest or lien in, or assign property of the Borrower of any kind and in any amount as security for any or all obligations (past present and/or future) of the Borrower to Great Southern Bank; (7) from time to time extend, amend, renew or refinance any such loan; (8) to reborrow from time to time, subject to the provisions of this Resolution, all or any part of the amounts repaid to Great Southern Bank on any Loan

made pursuant hereto (whether for the same or different purpose); (9) to direct and delegate to designated employees of the Borrower the authority to direct, by written or telephonic instructions, the disposition of the proceeds of any Loan authorized herein or any property of the Borrower at any time held by Great Southern Bank; and (10) to delegate to designated employees of the Borrower the authority to request (by telephonic or written means) loan advances and/or other financial accommodations, and in connection therewith, to fix rates and agree to pay fees. In the absence of any direction or delegation authorized in (9) or (10) above, all existing directions and/or delegations shall remain in full force and effect and shall be applicable to any Loan authorized herein.

**RESOLVED FURTHER,** That each of the Officers are hereby jointly and severally authorized to: (1) establish a Cash Investment Services Account at Great Southern Bank; (2) make such investments therein as any Officer shall deem proper; (3) direct by written or telephonic instructions the disposition of the proceeds therein; and (4) delegate to designated employees of the Company the authority set forth in (2) and (3) above.

**RESOLVED FURTHER,** That each of the Officers are hereby jointly and severally authorized and directed to do and/or cause to be done, from time to time, all things which may be necessary and/or proper for the carrying out the terms of these Resolutions.

**RESOLVED FURTHER,** That all prior acts by the Officers or other employees or agents of the Borrower to accomplish the purposes of these Resolutions are hereby approved and ratified.

**RESOLVED FURTHER,** That any Officer of the Borrower is hereby authorized and directed to cast the ballot of the Borrower in any and all proceedings in which the Borrower is entitled to vote for the selection of a member of Great Southern Bank's board of directors or for any other purpose.

**RESOLVED FURTHER,** That these Resolutions shall remain in full force and effect until a certified copy of a duly adopted resolution effecting a revocation or amendment, as the case may be, shall have been received by Great Southern Bank. The authority hereby granted shall apply with equal force and effect to the successors in office of the Officers herein named.

**RESOLVED FURTHER,** That effective on the date when the Loan under these Resolutions becomes available, the following listed Resolutions are hereby revoked:                     N/A                    X                    . No such revocation shall affect the validity of any action or actions made or taken in reliance on such resolution(s) prior to effective date of revocation.

**RESOLVED FURTHER,** That the Secretary or any Assistant Secretary of the Borrower is hereby authorized and directed to certify to Great Southern Bank a copy of these Resolutions, the names and specimen signatures of the present Officers above referred to, and if and when any change is made in the personnel of any said Officers, the fact of such change and the name and specimen signatures of the new Officers. Great Southern Bank shall be entitled to rely on any such certification until a new certification is actually received by Great Southern Bank.

**CERTIFICATE**

The undersigned, a Secretary or Assistant Secretary of the Borrower, hereby certifies that the Board of Directors, at a meeting duly called, noticed, convened and held on the 10th day of February, 1997, at which a quorum was present, did adopt the foregoing resolutions and that said resolutions have not been revoked or amended in any way.

Dated this 10th day of February, 1997.

By: Harold Epps

Title: President

By: Sharon Epps

Title: Secretary