

SECRETARY'S CERTIFICATE

I, G. L. Waters, do hereby certify as follows:

1. That I am the duly elected, qualified and acting Assistant Secretary of UNION ELECTRIC COMPANY d/b/a Ameren Missouri, organized and under the law of the State of Missouri;

2. That David N. Wakeman has been duly elected a Vice President of said corporation;

3. That the By-Laws of said corporation provide at Article III, Section 3:

Section 3. The officers of the Corporation shall each have such powers and duties as may be prescribed from time to time by the Board of Directors or, in the absence of such prescription, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices...

4. That the power and duty to execute contracts and other instruments including a bill of sale to sell, assign, transfer and convey to Three Rivers Electric Cooperative all of Union Electric Company's rights, title, and interest in distribution cable and related facilities that are the subject of the "Contract for Transfer of Distribution Facilities" between Union Electric Company d/b/a Ameren Missouri and Three Rivers Electric Cooperative dated May 19, 2015, on behalf of the corporation, generally pertain to the office of said Vice President and the Board of Directors has not prescribed any limitations with respect to the exercise of such powers and the performance of such duties by said Vice President.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Company this 30<sup>th</sup> day of July, 2015.

  
Assistant Secretary