

TRIGEN-KANSAS CITY ENERGY CORPORATION  
RESOLUTION OF THE  
BOARD OF DIRECTORS

UNANIMOUS WRITTEN CONSENT ACTION OF THE  
BOARD OF DIRECTORS OF TRIGEN-KANSAS CITY ENERGY  
CORPORATION

April 16, 2007

The undersigned, being all of the directors ("Board of Directors") of Trigen-Kansas City Energy Corporation (the "Company"), do hereby consent and adopt the following resolution in lieu of an actual meeting of the Board of Directors:

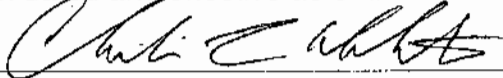
1. WAIVER OF NOTICE

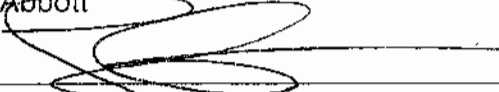
*RESOLVED, that any and all notice to take any action in adopting the following resolution is hereby waived by the Board of Directors.*

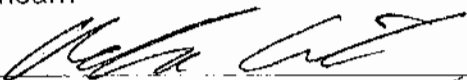
2. SALE OR ASSIGNMENT OF INTERESTS IN COAL CONTRACT

*RESOLVED: That the Company is hereby authorized to explore and consummate the sale or assignment of all of its rights and interests in that certain Coal Purchase Agreement dated May 11, 2006, by and between Trigen Kansas City Energy Corporation and Ricci Mining LLC, and all related ancillary agreements, to either a third-party purchaser or a non-regulated affiliate of the Company.*

IN WITNESS WHEREOF, the undersigned, being all of the directors of Trigen-Kansas City Energy Corporation, have executed this Unanimous Written Consent Action dated and effective as of this 16<sup>th</sup> day of April, 2007.

  
\_\_\_\_\_  
Charles Abbott

  
\_\_\_\_\_  
Lance Ahearn

  
\_\_\_\_\_  
Adam Carte

  
\_\_\_\_\_  
Herb Zien

**TRIGEN-KANSAS CITY ENERGY CORPORATION  
SECRETARY'S CERTIFICATE**

I, Lawrence W. Plitch, the Secretary of Trigen-Kansas City Energy Corporation (the "Corporation"), do hereby certify that the attached is a true and correct copy of the Unanimous Written Consent Action of the Corporation's Board of Directors, dated April 16, 2007.

I have hereunto set my hand and affixed the official seal of the Corporation, as of this 16th day of April, 2007.

By: 

\_\_\_\_\_  
Lawrence W. Plitch,  
Vice President, General Counsel & Secretary