

CERTIFIED COPY OF RESOLUTIONS ADOPTED  
BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
UNION ELECTRIC COMPANY  
ON TUESDAY, APRIL 26, 2005

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RESOLVED, that, in substitution of that portion of the new securities authorized at the May 14, 2003 meeting of the Board of Directors which remains unissued and unsold (\$611 million of the \$1.5 billion authorized), this Board hereby declares it advisable that the Company issue and sell in one or more series and in any combination up to \$1 billion of new securities; that such new securities may be in the form of senior secured debt securities, first mortgage bonds, senior unsecured debt securities, subordinated debt securities, trust preferred or other preferred securities and any related guarantees (which guarantees, if underlying the concurrent issuance of any new securities, shall not count against the \$1 billion authorization herein), or a combination thereof (the "New Securities"), in amounts to be determined, and with such terms and provisions as shall be later determined by the officers of the Company subject to approval or ratification by the Board or its Executive Committee; and that such New Securities may be issued, sold, or offered for sale in such manner, by private placement or by public offering, through negotiation or by competitive bidding or otherwise, at such time or times, all as may be determined by the officers of the Company in their discretion or as may be required by contractual arrangement or by law; and further

RESOLVED, that the officers of the Company be and hereby are authorized and directed to use the proceeds of the New Securities in any one or a combination of the following manners: (i) in connection with the payment at maturity or the redemption, refunding, refinancing or purchase of the Company's outstanding long-term debt, including without limitation, the Company's first mortgage bonds, and the Company's outstanding preferred stock; and (ii) for general corporate purposes, including without limitation, the repayment of short-term debt incurred to finance construction expenditures and other working capital needs; and further

RESOLVED, that, if it is determined by the officers of the Company to be in the best interests of the Company, such officers be and hereby are authorized and directed, in their discretion, to replace portions of the Company's capitalization deemed appropriate, all in accordance with the terms of any applicable covenants, and to do or cause to be done all such acts and things as they, with the advice of counsel, may deem necessary or advisable in order to carry into effect the purposes and intent of this resolution, including the deposit of the funds necessary for such replacement(s) and providing for requisite notifications; and further

RESOLVED, that the officers of this Company be and hereby are authorized and directed to make, with the assistance of counsel and at such time or times as they may deem advisable, applications, registration statements, or other required filings to the Public Service Commission of Missouri for approval of the issue and sale by this Company of up to \$1 billion principal amount of New Securities heretofore authorized at this meeting, and for such other approvals as may be required in

connection therewith; and that such officers be and hereby are authorized to execute, acknowledge and deliver all such instruments and to do all such other acts and things as they may deem necessary or desirable in connection therewith; and further

RESOLVED, that the officers of the Company be and hereby are authorized, in their discretion, to negotiate with such investment or commercial banking firm or firms as they may deem appropriate and to prepare any necessary documents and instruments required for the issuance of the New Securities and to approve or ratify the selection of trustees, law firms and other parties required by the issuance of the New Securities; and further

RESOLVED, that the officers of this Company be and hereby are authorized and directed to proceed, with the assistance of counsel and at such time or times as they may deem advisable, with the preparation of any registration statement and prospectus required under the Securities Act of 1933 for the issue and sale of up to \$1 billion principal amount of New Securities of the Company; that the proper officers and directors of this Company be and hereby are authorized to execute any such registration statement and such amendments thereto as they may deem necessary or desirable; that the name of any officer or director of the Company, authorized or required to sign any such registration statement or any amendment thereto, may be signed by Gary L. Rainwater and/or Warner L. Baxter and/or Thomas R. Voss and/or Steven R. Sullivan, and/or the duly appointed substitute thereof, pursuant to duly executed powers of attorney providing said named persons with, among other things, full power of substitution and revocation; that the officers of this Company be and hereby are authorized to file any such registration statement and prospectus and amendments thereto with the Securities and Exchange Commission when executed by or on behalf of the proper executive officers and the directors of the Company; and that Warner L. Baxter and Steven R. Sullivan be and hereby are designated as the persons authorized to receive notices and communications from the Securities and Exchange Commission with respect to any such registration statement; and further

RESOLVED, that the officers of this Company be and hereby are authorized to file, in their discretion and with the assistance of counsel, any application to the New York Stock Exchange, Inc., that may be required for listing the New Securities and any agreements required by the Exchange in connection with any such listing; and that Gary L. Rainwater, Warner L. Baxter, Thomas R. Voss and Steven R. Sullivan, or any of them, be and hereby is designated by the Company to appear before said Exchange, with authority to make, with the assistance of counsel, such changes in any such application, or in any agreements relative thereto, as may be necessary to conform with the requirements for listing; and further

RESOLVED, that the officers of this Company be and hereby are authorized to file, in their discretion and with the assistance of counsel, with the Securities and Exchange Commission under the Securities Exchange Act of 1934, any application that may be required for registration on the New York Stock Exchange, Inc. of the New Securities; and that Warner L. Baxter and Steven R. Sullivan be and hereby are designated as the persons authorized to receive notices and communications from the

Securities and Exchange Commission in connection with any such application; and further

RESOLVED, that it is desirable and in the best interest of this Company that its securities be qualified or registered for sale in various states; that the Chairman, President and Chief Executive Officer or any Executive Vice President, or any Senior Vice President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Company as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Company any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service or process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Company and the approval and ratification by this Company of the papers and documents so executed and the action so taken; and further

RESOLVED, that the officers of the Company be and hereby are authorized to negotiate with such parties as they deem appropriate and to prepare any necessary documents or instruments required in connection with the issue and sale of the New Securities; and further

RESOLVED, that the officers of this Company be and hereby are authorized and directed to do or cause to be done all such other acts and things as they may deem necessary or desirable in order to carry into effect the purposes and intent of the foregoing resolutions.

I hereby certify that the foregoing is a true and correct copy of resolutions adopted by unanimous written consent of the Board of Directors of Union Electric Company, on Tuesday, April 26, 2005 and that such resolutions are still in full force and effect.

MAY 10 2005



Assistant Secretary