

CERTIFIED COPY OF RESOLUTIONS ADOPTED BY
THE BOARD OF DIRECTORS OF
UNION ELECTRIC COMPANY
ON OCTOBER 19, 2007

RESOLVED, that the sale or exchange to Pemiscot-Dunklin Electric Cooperative of certain distribution facilities and easements be and hereby are determined to be desirable; that the officers of the Company be and hereby are authorized, in their discretion, to convey such facilities to such cooperative; and that such officers be and hereby are authorized to enter into such agreements as are necessary or desirable to accomplish the foregoing; and further

RESOLVED, that the trustee under the indenture creating a lien on the properties to be conveyed pursuant to the foregoing be and hereby is authorized and requested to release such properties from the lien of said indenture in accordance with the provisions thereof; that Joseph W. Rinke be and hereby is appointed independent engineer for the purpose of furnishing certificates required by the provisions of said indenture; and that the officers of the Company be and hereby are authorized and directed to seek, with the advice of counsel, regulatory approvals required in connection with the conveyance of such properties; and further

RESOLVED, that the officers of this Company be and hereby are authorized to execute and deliver all such instruments and do or cause to be done all such further acts and things as they may consider necessary or desirable in order to carry into effect the purposes and intent of the foregoing resolutions and the terms and provisions of the documents referred to therein.

I hereby certify that the foregoing is a true and correct copy of resolutions adopted by the Board of Directors of Union Electric Company on October 19, 2007 and that such resolutions are still in full force and effect.

NOV 16 2007


Assistant Secretary