

## SECRETARY'S CERTIFICATE

I, Christopher M. Reitz, do hereby certify that I am duly elected and acting Secretary of Aquila, Inc. (the "Company"), and as such corporate officer, have in my custody and under my control the corporate records and seal of the Company.

I further certify that the resolutions attached hereto as Exhibit A are full, true and correct copies of resolutions adopted by the Directors of the said Company on February 6, 2007, and said resolution are in full force and effect and have not been amended or revoked.

IN WITNESS WHEREOF, I have hereunto signed this Certificate this 2<sup>nd</sup> day of March, 2007.

  
CHRISTOPHER M. REITZ  
SECRETARY

## EXHIBIT A

### RESOLUTIONS

WHEREAS, the Company has retained Lehman Brothers Inc. ("Lehman Brothers"), and The Blackstone Group L.P. ("Blackstone"), and the Board of Directors (the "Board") has retained Evercore Partners L.P. (together with Lehman Brothers and Blackstone, the "Financial Advisors") to assist the Company and the Board with reviewing and analyzing certain strategic alternatives, including a potential merger or sale of the Company;

WHEREAS, after determining that a merger or sale of the Company would maximize stockholder value when compared to other strategic alternatives, the Financial Advisors recommended to the Board that the Company conduct a process to explore a potential merger or sale of the Company (the "Transaction Process");

WHEREAS, in connection with the Transaction Process, the Company's management and the Financial Advisors conducted a process in which they (i) identified more than a dozen transaction candidates, ultimately contacting nine transaction candidates; (ii) entered into confidentiality agreements with seven transaction candidates; (iii) prepared and disseminated a detailed confidential information memoranda to seven transaction candidates; (iv) created comprehensive electronic and physical data rooms; (v) received and evaluated indicative, non-binding bids from five transaction candidates, ultimately inviting all five parties to participate in the next phase of the process; (vi) conducted management presentations for the four transaction candidates that wished to receive presentations; (vii) responded to extensive due diligence questions from the transaction candidates; and (ix) prepared and disseminated a form of merger agreement, including disclosure schedules, to the three transaction candidates that wished to receive those materials;

WHEREAS, after two transaction candidates withdrew from the Transaction Process, the Company received from the only remaining potential counterparties, Great Plains Energy Incorporated, a Missouri corporation and the parent company of Kansas City Power & Light Company ("Great Plains") and Black Hills Corporation, a South Dakota corporation ("Black Hills"), a proposal for a transaction in which the Company's Colorado utilities and Iowa, Kansas and Nebraska gas utilities would be sold to Black Hills, with the remaining assets of the Company being acquired by Great Plains;

WHEREAS, Great Plains required that the Company agree to conduct discussions exclusively with Great Plains and Black Hills as a condition to Great Plains' willingness to proceed with discussions regarding its and Black Hills' proposal and, after reviewing the terms of the proposal and obtaining the advice of the Financial Advisors and its special legal counsel, Fried, Frank, Harris, Shriver and Jacobson LLP, the Board authorized the Company to enter into an exclusivity agreement with Great Plains;

WHEREAS, the Company engaged in extensive negotiations with Great Plains and Black Hills regarding their transaction proposal during which the Company's management, with the assistance of the Financial Advisors, the Company's special legal counsel, and the Company's regulatory counsel, (i) conducted reverse due diligence on Great Plains; (ii) reviewed and analyzed the plans of Great Plains and Black Hills for obtaining the regulatory approvals necessary to complete the transaction and the likelihood of Great Plains and Black Hills successfully obtaining these approvals; and (iii) negotiated terms and conditions of definitive transaction agreements (described below) with Great Plains and Black Hills.

WHEREAS, the Company, Great Plains and Black Hills have negotiated the following definitive transaction agreements:

- i. the agreement and plan of merger (the "Merger Agreement"), pursuant to which a wholly-owned subsidiary of Great Plains would merge with and into the Company (the "Merger"), with the Company surviving the Merger and becoming a wholly-owned subsidiary of Great Plains, and all of the outstanding shares of common stock, par value \$1.00 per share, of the Company (the "Shares") will be converted into the right to receive the Merger Consideration (as that term is defined in the Merger Agreement);
- ii. the asset purchase agreement (the "APA"), pursuant to which the Company's Iowa, Kansas, and Nebraska natural gas businesses and assets will be sold to Black Hills immediately prior to the closing of the Merger (the "Gas Asset Sale"); and
- iii. the partnership interests purchase agreement (the "PIPA" and together with the Merger Agreement and the APA, the "Transaction Agreements"), pursuant to which the Company will, immediately prior to the closing of the Merger, transfer (a) its Colorado electric business and assets to a newly-formed limited partnership, (b) its Colorado natural gas business and assets to a newly-formed limited partnership, and (c) the Company's direct and indirect interests in the two newly-formed limited partnerships to Black Hills (the "Equity Sale," and together with the Gas Asset Sale, the "Asset Sale Transactions"), in each case, immediately prior to the closing of the Merger;

WHEREAS, each Financial Advisor has provided to the Board an opinion that the Merger Consideration is fair to the Company's stockholders from a financial point of view; and

WHEREAS, after review of presentations by, and discussions with the Company's management, the Financial Advisors, and the Company's special legal counsel, Fried, Frank, Harris, Shriver & Jacobson, LLP, regarding the Transaction Process, and the terms and conditions of the Transaction Agreements, the Board believes the Merger and the Asset Sale Transactions, together, are fair to and in the

best interests of the Company and its stockholders and the Merger Agreement and other Transaction Agreements are advisable;

NOW THEREFORE, BE IT:

RESOLVED, that the Transaction Agreements and the transactions contemplated thereby, including the Merger and the Asset Sale Transactions, and all documents contemplated thereby or otherwise related thereto (the "Related Documents") be and they hereby are authorized and approved and the Merger Agreement and other Transaction Agreements are hereby declared advisable;

FURTHER RESOLVED, that the Board hereby recommends that the Company's stockholders vote to adopt the Merger Agreement and approve the Merger and authorizes the Company to include this recommendation in the Proxy Material (as hereinafter defined);

FURTHER RESOLVED, that, pursuant to Section 251(c) of the Delaware General Corporation Law (the "DGCL"), the Board hereby directs that the Merger shall be submitted to the stockholders of the Company for their consideration and approval at a stockholders meeting (the "Stockholders Meeting") to be held in accordance with the applicable provisions of the DGCL as soon as practicable after the execution and delivery of the Merger Agreement and the clearance of the Proxy Material by the Securities and Exchange Commission, with the date, time and place of the Stockholders Meeting and the applicable record date to be determined by the Board (and, if appropriate, in consultation with Great Plains), and each of the Authorized Officers (as hereinafter defined) is hereby authorized and empowered to arrange for the solicitation of proxies from the stockholders of the Company and take all other legal action necessary to obtain the approval of those stockholders of the Merger Agreement and the Merger;

FURTHER RESOLVED, that the Authorized Officers are, and each of them acting individually is, hereby authorized, empowered and directed to prepare and file, or cause to be prepared and filed, all documentation necessary and incidental to the consummation of the transactions contemplated by the Transaction Agreements and the Related Documents, including, without limitation:

- (i) the filing with the Department of Justice and the Federal Trade Commission Notifications and Report Forms pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and any other reports, documents or information necessary or advisable to be filed thereunder, and any other reports, documents, applications or information as may be necessary or advisable to be filed with any governmental authority, in each case, with respect to or in connection with the consummation of the transactions contemplated by the Transaction Agreements and the Related Documents;
- (ii) the filing with the Securities and Exchange Commission of a proxy statement/prospectus relating to the matters to be

submitted to the Company's stockholders at the Stockholders Meeting, including a form of proxy, in preliminary and final form (the "Proxy Material"); and

- (iii) the filing with or notification to any local, state or federal public utility commissions or similar local, state and foreign regulatory bodies, including the United States Federal Energy Regulatory Commission, the United States Federal Communications Commission, and any other local, state or federal governmental authority as may be necessary or advisable with respect to the transactions contemplated by the Transaction Agreements and Related Documents.

FURTHER RESOLVED, that the Merger, upon the terms and conditions set forth in the Merger Agreement (including the conversion of the Shares into the right to receive the Merger Consideration), be and hereby is approved for purposes of Section 203 of the DGCL and any other statute which might apply to the foregoing transactions and Article Seven of the Company's certificate of incorporation;

FURTHER RESOLVED, that the employee retention plan (the "Retention Plan"), the terms and conditions of which have previously been reviewed by the Compensation and Benefits Committee of the Board, are designed to retain key employees of the Company through the period during which the Merger will be consummated and a copy of which has been provided to Great Plains, is hereby approved, provided that the cash amount to be paid out under the Retention Plan shall not exceed \$8,600,000 in the aggregate;

FURTHER RESOLVED, that the Chief Executive Officer, the Chief Operating Officer, the Chief Accounting Officer, Treasurer, and the Senior Vice Presidents of the Company (the "Authorized Officers") be, and each Authorized Officer hereby is, authorized to negotiate, execute, and deliver on behalf of the Company the Transaction Agreements and the Related Documents, and any amendments and ancillary agreements and instruments thereto from time to time, containing such terms and conditions as the Authorized Officers or any of them deem necessary, advisable, or appropriate, provided that the terms and conditions of the any amendments, ancillary agreements or instruments to the Transaction Agreements are materially consistent with the terms and conditions presented by the Company's management and the Financial Advisors to the Board;

FURTHER RESOLVED, that the Company is hereby authorized to perform its obligations under the Transaction Agreements, including by taking such steps as may be necessary, advisable, or appropriate, as determined by the Authorized Officers, to satisfy the conditions to completing the Merger, the Asset Sale Transactions, and the other transactions contemplated by the Transaction Agreements and Related Documents;

FURTHER RESOLVED, that the Authorized Officers are, and each of them acting individually is, hereby authorized, empowered and directed in the name and on behalf of the Company, to do and perform all such additional actions including: (i)

seeking all requisite consents and approvals and taking those actions as are necessary or advisable to comply with the requirements of federal, state and foreign laws or regulations; (ii) retaining advisors, consultants and agents (including an exchange agent); (iii) incurring and paying any fees, costs and expenses; (iv) filing with the appropriate state and federal governmental authorities and self-regulatory organizations any further certificates, instruments and other documents; (v) obtaining any and all other third-party consents and approvals required in connection with the Merger and the Asset Sale Transactions or the other transactions contemplated by the Transaction Documents and Related Documents; (vi) taking those steps as may be necessary, advisable, or appropriate, as determined by the Authorized Officers to assist Great Plains and Black Hills (including their respective subsidiaries) in consummating the Merger and the Asset Sale Transactions, including assisting (A) Great Plains and Black Hills with the separation and transition of certain assets and operations as part of the Asset Sale Transactions, (B) Black Hills with its financing efforts to raise the capital required to fund the purchase price of the Asset Sale Transactions, and (C) Great Plains and Black Hills with the preparation of audited financial statements of certain of the Company's assets and operations; and (vii) executing, delivering and performing all agreements, alterations or amendments to agreements, undertakings, obligations, certificates, instruments, notices, filings, opinions and other documents and taking such action as the Authorized Officers, or any of them, consider necessary, advisable or appropriate, on behalf of the Company or otherwise, in each case in order to effectuate the foregoing resolutions and to carry out the intent and purposes thereof or otherwise to effectuate any of the transactions contemplated by the Transaction Agreements and the Related Documents, including, without limitation, the Merger and the Asset Sale Transactions; and

FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Company in connection with the Transaction Agreements the Related Documents and the transactions contemplated thereby be, and each of them hereby is, ratified and approved in all respects.