

BOARD RESOLUTION 9-2010
EMPIRE ELECTRIC ASSOCIATION, INC.

I, James W. Lawrence, do hereby certify that: (i) I am the Secretary of Empire Electric Association, Inc. (hereinafter called the "Cooperative"); (ii) the following are true and correct copies of resolutions duly adopted by the board of directors of the Cooperative at a meeting held on August 20, 2010; (iii) the meeting was duly and regularly called in accordance with the articles of incorporation and bylaws of the Cooperative; (iv) the Cooperative is duly incorporated, validly existing and in good standing under the laws of the state of its incorporation and there is no pending or contemplated proceeding for the merger, consolidation, sale of assets or business or dissolution of the Cooperative; (v) forms of the loan documents were submitted to the meeting and were authorized by the board of directors to be executed; (vi) none of the following resolutions has been rescinded or modified as of this date; and (vii) the persons authorized below have been duly elected or appointed to their respective positions and occupied such positions on the date of actual execution of the loan documents:

RESOLVED, that the Cooperative borrow from National Rural Utilities Cooperative Finance Corporation ("CFC") from time to time as determined by the persons designated by the board of directors of the Cooperative, an aggregate amount not to exceed One Million Sixty Thousand Three Hundred Forty and No/100 Dollars (\$1,060,340.00), substantially in the form of the loan agreement presented to this meeting (the "Loan Agreement");

RESOLVED, that the proceeds of this loan be used to refinance certain of the Cooperative's existing indebtedness with its other lenders;

RESOLVED, that the individuals listed below are hereby authorized to execute and deliver to CFC the following documents:

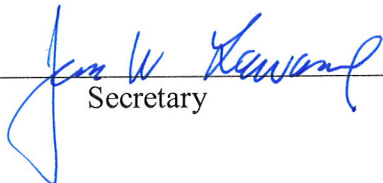
- (a) as many counterparts as shall be deemed advisable of the Loan Agreement; and
- (b) one or more secured promissory notes payable to the order of CFC, which in the aggregate shall not exceed the principal amount of \$1,060,340.00, substantially in the form of the note presented to this meeting.

RESOLVED, that each of the following individuals is hereby authorized in the name and on behalf of the Cooperative to execute and to deliver all such other documents and instruments as may be necessary or appropriate, to make all payments, to execute any future amendments to said Loan Agreement as such individual may deem appropriate within the amount of the promissory notes so authorized herein and to do all such other acts as in the opinion of such authorized individual acting may be necessary or appropriate to carry out the purposes and intent of the foregoing resolutions:

Title or Office
President

Name
William C. Bauer

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Cooperative this 20th day of August, 2010.


Secretary

SEAL