

AQUA MISSOURI, INC.
Unanimous Consent of the Board of Directors
December 10, 2010

THE UNDERSIGNED, being the sole member of the Board of Directors of Aqua Missouri, Inc. (the "Company"), in accordance with the authority contained in the Bylaws of the Company, does hereby consent in writing that the following resolutions shall have the same force and effect as if adopted at a Special Meeting of the Board of Directors of the Company, duly called and held in accordance with the law and the Bylaws of the Company,

WHEREAS, the Company currently owns and operates certain water and/or wastewater system assets in the State of Missouri (the "System"); and

WHEREAS, the Company desires to sell all of the assets that constitute or are used in furtherance of the System, other than the Taos system, to Missouri-American Water Company (the "Transaction") pursuant to the terms and conditions of the Asset Purchase Agreement attached hereto as **Exhibit A** (the "Agreement").

NOW, THEREFORE BE IT HEREBY

RESOLVED, that the Transaction as negotiated by the Company is hereby approved; and it is further

RESOLVED, that the Chairman, President and any Vice President of the Company (an "Officer"), whether acting singly or in combination, be and hereby is authorized to execute the Agreement on behalf of the Company and to complete the closing of the Transaction and to negotiate and approve all instruments and documents to be delivered hereunder or in connection therewith and to execute and deliver the same on behalf of the Company, the execution and delivery thereof by any such Officer to be conclusive evidence of such approval; and it is further

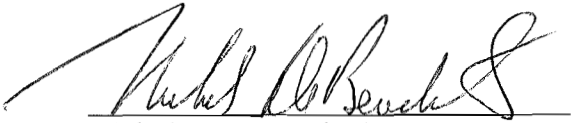
RESOLVED, that any such Officer of the Company be and hereby is authorized to file with any federal, state or local governmental agency or authority, on behalf of the Company, any such application or request for consent or approval as such Officer may deem necessary or desirable for the consummation of the Transaction; and it is further

RESOLVED, that any such Officer of the Company be and hereby is authorized and directed to take any and all actions and to execute and deliver on behalf of the Company such other documents as such Officer may deem necessary or desirable in order to carry out the purpose and intent of the foregoing resolutions; and it is further

RESOLVED, that all of the acts of any such Officer of the Company, whether heretofore or hereafter taken or done, which are in conformity with the purpose and intent of these resolutions, shall be hereby in all respects ratified, approved and confirmed.

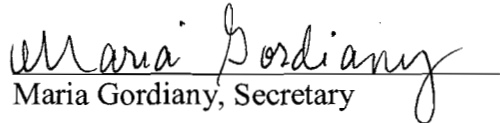
RESOLVED, that any and all acts of any said Officer, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption hereof, are hereby severally ratified, confirmed approved and adopted as acts in the name and on behalf of the Company.

IN WITNESS WHEREOF, this Consent of the Board of Directors has been executed as of the day and year set forth above.



Nicholas DeBenedictis

FILED with the undersigned as Secretary of the Company as of the day and yet set for above.



Maria Gordiany, Secretary