

Missouri-American Water Company
Secretary's Certificate

I, Mary G. Sullivan, being the Assistant Secretary of Missouri-American Water Company ("Company"), hereby certify that the following are a true and accurate copy of resolutions of the Board of Directors of said Company, approved by Unanimous Consent on February 2, 2006 and that said resolutions are still in full force and affect:

WHEREAS, the Company has identified a refinancing opportunity on certain existing tax exempt debt issued in Missouri. The refinancing of approximately \$57,490,000 of existing tax-exempt debt (the "Proposed Transaction") would lower the weighted average cost of capital and lock in an allocation of available tax-exempt financing through 2035.

NOW, THEREFORE, BE IT

RESOLVED, that the Company be, and hereby is, authorized to execute, deliver and perform all of its obligations under the Proposed Transaction, together with all documents, agreements, certificates and/or other instruments which are necessary to consummate the Proposed Transactions (collectively, the "Transaction Documents"); and be it


FURTHER RESOLVED, that the President of the Company be and hereby is authorized and directed to (i) execute, attest and deliver, in the name of and on behalf of the Company, the Transaction Documents, with such changes thereto as deemed necessary or advisable by the President to permit the consummation of the transactions contemplated thereby, and such execution shall be binding upon the Company, and (ii) take such other actions on behalf of the Company as the President deems necessary to permit the consummation of the transactions contemplated therein and those agreements, amendments, certificates and instruments necessary and incidental thereto; and be it

FURTHER RESOLVED, that this unanimous consent may be executed in several counterparts, each of which shall be deemed an original, but all of which shall constitute one (1) and the same unanimous consent and the signature of a Director to this unanimous consent may be sent by facsimile or other electronic transmission and shall be deemed to constitute an original and fully effective signature of such Director; and be it

FURTHER RESOLVED, that this consent be filed by the Secretary of the Company with its minutes.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of the
Company as of the date hereof.

Dated: February 15, 2006



Mary G. Sullivan
Assistant Secretary

(Corporate Seal)