

MISSOURI-AMERICAN WATER COMPANY
Unanimous Consent of Directors
(Without a Meeting)

The undersigned, being all members of the Board of Directors of Missouri-American Water Company (the "Company"), hereby waive all statutory and by-law requirements as to notice of time, place and purpose of a meeting thereof and consent in writing to the adoption of the following resolutions and agree that such resolutions shall have the same force and effect as though duly adopted at a meeting of such Directors duly called and held:

WHEREAS, the Company has determined the necessity to raise additional capital for the 2007 and 2008 period by (i) the issuance of notes evidencing up to Two Hundred Million Dollars (\$200,000,000) of long-term indebtedness, and (ii) the issuance of common stock or the receipt of paid-in capital on outstanding common stock in an amount up to One Hundred Five Million Dollars (\$105,000,000) (the issuance of debt and equity as set forth above shall be collectively referred to herein as the "Proposed Transaction"); and

WHEREAS, the Company will file an application (the "Application") with the Missouri Public Service Commission detailing the Proposed Transaction and seeking approval therefore; and

WHEREAS, a draft of the Application is attached hereto as Exhibit A and has been reviewed by the Directors.

NOW, THEREFORE, BE IT

RESOLVED, that the Company be, and hereby is, authorized to take all actions reasonably prudent and necessary to consummate the Proposed Transaction; and be it

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

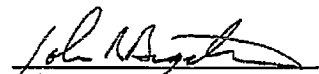
FURTHER RESOLVED, that the President and the Chief Financial Officer of the Company, or either of them individually, be and hereby are authorized and directed to (i) execute, attest and deliver, in the name of and on behalf of the Company, the Transaction Documents, with such changes thereto as deemed necessary or advisable by the President or the

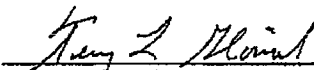
Chief Financial Officer to permit the consummation of the transactions contemplated thereby, and such execution shall be binding upon the Company, and (ii) take such other actions on behalf of the Company as the President or the Chief Financial Officer deems necessary to permit the consummation of the 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

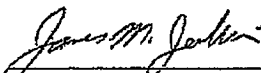
FURTHER RESOLVED, that this consent be filed by the Secretary of the Company with its minutes.

This action without a meeting of the Board of Directors is taken pursuant to proper procedure and established law, and shall be effective as of January 10, 2007.


John R. Bigelow


Terry L. Gloriod


R. Douglas Mitchem


James M. Jenkins


Ellen C. Wolf

Exhibit A

See Application.