

MISSOURI-AMERICAN WATER COMPANY  
CERTIFIED COPY OF CORPORATE RESOLUTION

I, Staci Olsen, Assistant Secretary of Missouri-American Water Company, do hereby certify that the following Resolutions were duly adopted at a meeting of the Board of Directors of said Company, duly convened and held on the 11<sup>th</sup> day of February, 2015, at which a quorum was present and voting throughout, and that said Resolutions have not been rescinded, amended or modified:

RESOLVED, that the Company be, and hereby is, authorized to take all actions reasonably prudent and necessary to consummate the Proposed Transaction of the issuance of notes evidencing up to Eighty Million Dollars (\$80,000,000) of long-term indebtedness and One Hundred Ten Million Dollars (\$110,000,000) in refinancing of current debt for period of 2015 - 2017; 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 or Vice 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, Vice 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, Vice 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.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary of Missouri-American Water Company, and have caused the corporate seal of said Company to be hereunto affixed, this 18<sup>th</sup> day of February, 2015.

  
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Staci Olsen  
Assistant Secretary