

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI**

In the Matter of the Application of Liberty                    )  
Utilities (Missouri Water) LLC to Acquire the                )  
Water and Sewer Franchises and Assets of                    )  
Lakeland Heights Water Company, Oakbrier                 )            Case No. WM-2020-0174  
Water Company, R.D. Sewer Company LLC, and                )  
Whispering Hills Water System                                 )

**APPLICATION AND MOTION FOR PARTIAL WAIVER**

COMES NOW Liberty Utilities (Missouri Water) LLC (“Liberty Water”), and, pursuant to RSMo. §393.190 and Rules 20 CSR 4240-2.060 and 20 CSR 4240-10.105, submits its application for approval of the transfer of water and sewer assets, including all water and sewer service franchises and Certificates of Convenience and Necessity, from Lakeland Heights Water Company, Oakbrier Water Company, R.D. Sewer Company LLC, and Rodger and La Dawn Owens d/b/a Whispering Hills Water System (collectively, the “Selling Utilities”) to Liberty Water. In this regard, Liberty Water respectfully states as follows to the Missouri Public Service Commission (the “Commission”):

**I. Background Information**

1. Liberty Water is a Missouri limited liability company with its principal office located at 602 Joplin Street, Joplin, Missouri, 64801, and provides water and sewer services to customers in its Missouri service areas, as certificated by the Commission. Liberty Water is a “water corporation,” a “sewer corporation,” and a “public utility,” as those terms are defined by RSMo. §386.020 and, therefore, is subject to the general regulatory jurisdiction of the Commission as provided by law. Liberty Water currently serves approximately 3,000 water and/or sewer customers in Missouri.

2. A copy of Liberty Water's Certificate of Good Standing was attached as Appendix A to the Joint Application filed in Commission File No. WM-2018-0023. In Commission File No. SN-2014-0036, Liberty Water filed a fictitious name certificate showing the name "Liberty Utilities" is registered to Liberty Utilities (Missouri Water) LLC. These documents are incorporated by reference and made a part of this Application for all purposes.

3. Liberty Water has no overdue Commission annual reports or assessment fees. There is no pending action or final unsatisfied judgment or decision against Liberty Water from any state or federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within three years of the date of this Application.

4. Each of the Selling Utilities is a "public utility" and a "water corporation" and/or "sewer corporation," as those terms are defined by RSMo. §386.020 and, therefore, each of the Selling Utilities is subject to the general regulatory jurisdiction of the Commission as provided by law. The Selling Utilities are further described in paragraphs 5-10 below.

5. Lakeland Heights Water Company and Oakbrier Water Company are Missouri corporations; R.D. Sewer Company LLC is a Missouri limited liability company; and Whispering Hills Water System is the d/b/a of Rodger and La Dawn Owens. Rodger and La Dawn Owens collectively own 100% of the capital stock, membership units, or other equity interests of each of Lakeland Heights Water Company, Oakbrier Water Company, and R.D. Sewer Company LLC.

6. Lakeland Heights Water Company owns and operates assets comprising a distinct water distribution system, which system is geographically located in rural Wayne County and Butler County, Missouri, as more specifically described in Lakeland's Tariff dated effective December 14, 2012.

7. Oakbrier Water Company owns and operates assets comprising a distinct water distribution system, which system is geographically located in rural Butler County, Missouri, as more specifically described in Oakbrier's Tariff dated effective December 14, 2012.

8. R.D. Sewer Company LLC owns and operates assets comprising a distinct wastewater disposal system, which system is geographically located in rural Stoddard County, Missouri, as more specifically described in RD Sewer's Tariff dated effective December 14, 2012.

9. Rodger and La Dawn Owens together own and operate under the fictitious name "Whispering Hills Water System" assets comprising a distinct water distribution system, which system is geographically located in rural Wayne County, Missouri, as more specifically described in the Tariff dated effective September 12, 2009.

10. The Selling Utilities have no overdue Commission annual reports or assessment fees. There is no pending action or final unsatisfied judgment or decision against the Selling Utilities, or any of them, from any state or federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within three years of the date of this Application.

## **II. The Asset Transfer**

11. Because the Selling Utilities are regulated water and/or sewer corporations doing business in the state of Missouri, they are subject to the provisions of RSMo. §393.190.1, which states in pertinent part, that "no . . . water corporation or sewer corporation shall hereafter sell, assign, lease, transfer, mortgage or otherwise dispose of or encumber the whole or any part of its franchise, works or system, necessary or useful in the performance of its duties to the public . . . without having first secured from the Commission an order authorizing it so to do."

12. On December 16, 2019, Liberty Water and the Selling Utilities entered into an Asset Purchase Agreement, a copy of which is attached hereto as **Application Exhibit A**. As set forth therein, Liberty Water proposes to purchase from the Selling Utilities, and the Selling Utilities proposes to sell and transfer to Liberty Water, the Selling Utilities' water and sewer utility assets, including all contracts, agreements, franchises, and Certificates of Convenience and Necessity ("CCNs") that are currently necessary or useful to the Selling Utilities' provision of water and/or sewer service to its customers. Application Exhibit A has been identified as Confidential in accordance with Commission Rule 20 CSR 4240-2.135(2)(A)(3) and (6), as it contains market specific information and information representing strategies employed in contract negotiations.

13. The written statement of consent of the Board of Managers for Liberty Water is attached hereto as **Application Exhibit B**. The authorizing resolutions of the Selling Utilities are attached hereto as **Application Exhibit C**.

14. Since Liberty Water is subject to the jurisdiction of the Commission, pursuant to Rule 20 CSR 4240-10.105(1)(E), attached as **Application Exhibit D** are a balance sheet and an income statement with adjustments showing the results of the asset transfer. Application Exhibit D has been designated as Confidential pursuant to Rule 20 CSR 4240-2.135(2)(A)(5) and (8).

### **III. Tariffs/Rates/Financing**

15. For service provided to customers within the Selling Utilities' existing service areas, Liberty Water proposes to adopt Liberty Water's existing tariffed Rules and Regulations, so that one set of Rules and Regulations will apply to all customers.

16. As to rates and service charges, Liberty Water proposes to continue to use the existing rates and service charges for each of the Selling Utilities until such time as they are changed in a general rate case proceeding.

17. No financing approval or encumbrance of assets is being requested at this time.

#### **IV. The Public Interest**

18. The proposed sale and transfer of the assets is not detrimental to the public interest, and, in fact, will be beneficial to the public interest, as Liberty Water is fully qualified, in all respects, to own and operate the systems currently being operated by the Selling Utilities, and to otherwise provide safe and reliable service.

19. Liberty Water is a subsidiary of Liberty Utilities Co. (“Liberty Utilities”) and part of Liberty Utilities’ Central Region. The Central Region encompasses a number of other Liberty Utilities subsidiaries, including The Empire District Electric Company, The Empire District Gas Company, Liberty Utilities (Pine Bluff Water) Inc., Liberty Utilities (Arkansas Water) Corp., and Liberty Utilities (Midstates Natural Gas) Corp.

20. Liberty Utilities is a Delaware corporation that owns regulated utilities in the United States and is an indirect subsidiary of Algonquin Power & Utilities Corp. (“APUC”). APUC is the ultimate corporate parent and is publicly traded on the Toronto and New York Stock Exchanges.

21. Liberty Water has sufficient operating cash to sustain ongoing operations and is committed to providing water and sewer services to Liberty Water customers for years to come. Further, the financial support and backing of Liberty Utilities and APUC demonstrates that Liberty Water has and will continue to have sufficient access to capital for ongoing operations and infrastructure needs.

22. The sale and transfer of assets as contemplated herein will have no material impact on the tax revenues of the political subdivisions in which any structures, facilities, or equipment of the companies involved in the sale and transfer are located.

## V. Motion for Partial Waiver

23. On December 18, 2019, and pursuant to Commission Rule 20 CSR 4240-4.017, Liberty Water initiated this case by filing its Notice of Intended Case Filing. The Application is being filed less than 60 days after the filing of the Notice of Intended Case Filing and, as such, Liberty Water requests a partial waiver of the pre-filing notice requirement of Rule 20 CSR 4240-4.017.

24. With regard to the good cause requirement of Rule 4.017(1)(D), Liberty Water verifies that it has had no communication with the office of the Commission within the prior 150 days regarding any substantive issue likely to be in this case.

WHEREFORE, Liberty Water respectfully request that the Commission issue its order authorizing the Selling Utilities to sell and transfer and Liberty Water to acquire the Selling Utilities' water and sewer assets identified herein, including all water and sewer service franchises and CCNs for water and/or sewer service currently held by the Selling Utilities. Liberty Water requests such additional relief as is just and proper under the circumstances.

Respectfully submitted,

/s/ Diana C. Carter

Diana C. Carter MBE #50527

Liberty Utilities

428 E. Capitol Ave., Suite 303

Jefferson City, Missouri 65101

Joplin Office Phone: (417) 626-5976

Cell Phone: (573) 289-1961

E-Mail: Diana.Carter@LibertyUtilities.com

**CERTIFICATE OF SERVICE**

I hereby certify that the above document was filed in EFIS on this 6<sup>th</sup> day of February, 2020, and sent by electronic transmission to the Staff of the Commission and the Office of the Public Counsel.

/s/ Diana C. Carter

*Execution*  
*(Owens Water & Sewer Assets)*

**ASSET PURCHASE AGREEMENT**

**by and among**

**LIBERTY UTILITIES (MISSOURI WATER) LLC, as Buyer,**

**and**

**LAKELAND HEIGHTS WATER COMPANY,**

**OAKBRIER WATER COMPANY,**

**R.D. SEWER COMPANY, L.L.C.,**

**RODGER OWENS**

**and**

**LA DAWN OWENS, as Sellers,**

**dated as of December 10, 2019**



## **LIBERTY UTILITIES (MISSOURI WATER) LLC**

### **Statement of Unanimous Written Consent to Action Taken in Lieu of a Special Meeting of the Board of Managers**

**December 16, 2019**

In lieu of a special meeting of the Board of Managers of Liberty Utilities (Missouri Water) LLC, a Missouri limited liability company (the "Company"), the undersigned, being all of the duly elected managers of the Company, acting in accordance with the Missouri Limited Liability Company Act and the Operating Agreement of the Company, do hereby severally and collectively consent to adoption of the following resolutions, the same declared to be authorized and effective as of the date first written above:

#### **Purchase of Water and Sewer Assets of Rodger Owens and Affiliates**

**WHEREAS**, the Board of Managers of this Company deems it to be in the best interests of the Company to enter into that certain Asset Purchase Agreement by and among the Company, as Buyer, and Lakeland Heights Water Company, a Missouri corporation ("Lakeland"), Oakbrier Water Company, a Missouri corporation ("Oakbrier"), R.D. Sewer Company, L.L.C., a Missouri limited liability company ("RD Sewer"), Rodger Owens, individually, and La Dawn Owens, individually (each of Lakeland, Oakbrier, RD Sewer, Rodger Owens and La Dawn Owens, a "Seller" and collectively, the "Sellers"), substantially in the form attached hereto as Exhibit A (the "Asset Purchase Agreement"), pursuant to which the Company will purchase those assets of Sellers comprising three distinct water systems (serving parts of rural Wayne and Butler Counties, Missouri) and one wastewater disposal system (serving part of rural Stoddard County, Missouri) (the "Asset Purchase").

#### **NOW THEREFORE BE IT:**

**RESOLVED**, that the form, terms and provisions of the Asset Purchase Agreement, including all exhibits and schedules attached thereto, be, and hereby are, approved;

**RESOLVED**, that the President, Vice President, Treasurer, Secretary and any other officer of the Company (each such person, an "Authorized Officer") be, and each of them hereby is, authorized and empowered to execute and deliver the Asset Purchase Agreement, including all exhibits and schedules attached thereto, in the name and on behalf of the Company with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) and amendments as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions, changes or amendments), provided

that the Purchase Price (as defined in the Asset Purchase Agreement) shall in no event exceed \$500,000 without the prior approval of the Board of Managers;

**RESOLVED**, that the Company be, and hereby is, authorized and empowered to perform all of its obligations under the Asset Purchase Agreement, including but not limited to, the Asset Purchase;

**RESOLVED**, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

**RESOLVED**, that in connection with the transactions contemplated in the preceding resolutions, the Secretary or the Assistant Secretary of the Company be, and hereby is, authorized in the name and on behalf of the Company, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Board of Managers as if set forth at length herein; and

**RESOLVED**, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

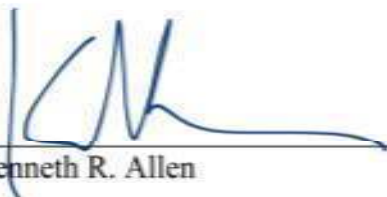
**RESOLVED**, that the Authorized Officers be, and each them individually hereby is, authorized and empowered to do and perform or cause to be done and performed all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name of the Company and to retain such counsel, agents and advisors and to incur and pay such expenses, fees and taxes as shall, in the opinion of the officers of the Company executing the same, be deemed necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution thereof) to effectuate or carry out fully the purpose and interest of all of the foregoing resolutions; and that any and all such actions heretofore or hereafter taken by the Authorized Officers relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the act and deed of the Company;

**RESOLVED**, that this Statement of Unanimous Written Consent may be executed in counterparts and/or by facsimile signatures, and all counterparts so executed shall constitute one and the same instrument, notwithstanding that all of the managers are not signatories to the original or the same counterpart; and

**RESOLVED**, that an executed copy of this Statement of Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board of Managers.

*[Signature page follows.]*

**IN WITNESS WHEREOF**, the undersigned managers have duly executed this Statement of Unanimous Written Consent as of the date first written above.



\_\_\_\_\_  
Kenneth R. Allen

\_\_\_\_\_  
Nicole R. Brown

\_\_\_\_\_  
Johnny Johnston

\_\_\_\_\_  
Ian E. Robertson

\_\_\_\_\_  
John N. Thompson

*Signature Page – Statement of Unanimous Written Consent in Lieu of  
a Special Meeting of the Board of Managers of Liberty Utilities (Missouri Water) Corp.*

**IN WITNESS WHEREOF**, the undersigned managers have duly executed this Statement of Unanimous Written Consent as of the date first written above.

---

Kenneth R. Allen



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Nicole R. Brown

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Johnny Johnston

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Ian E. Robertson

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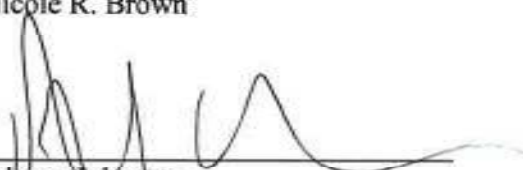
John N. Thompson

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Johnny Johnston

  
\_\_\_\_\_  
Ian E. Robertson

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John N. Thompson

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**IN WITNESS WHEREOF**, the undersigned managers have duly executed this Statement of Unanimous Written Consent as of the date first written above.

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Johnny Johnston

\_\_\_\_\_  
Ian E. Robertson



\_\_\_\_\_  
John N. Thompson

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a Special Meeting of the Board of Managers of Liberty Utilities (Missouri Water) Corp.*

**OAKBRIER WATER COMPANY**

**Statement of Unanimous Written Consent  
To Action Taken in Lieu  
Of a Special Meeting of the Board of Directors**

**December 16, 2019**

In lieu of a special meeting of the Board of Directors of OAKBRIER WATER COMPANY, a Missouri Corporation (the "Corporation"), the undersigned, being all of the duly elected directors of the Corporation, acting in accordance with the Missouri Corporation laws and the By-laws of the Corporation, do hereby severally and collectively consent to adoption of the following resolutions, the same declared to be authorized and effective as of the date first written above:

**Sale of Water  
Assets to Liberty Utilities (Missouri Water) LLC**

**WHEREAS**, the Board Of Directors of this Corporation deems it to be in the best Interests of the Corporation to enter into that certain Asset Purchase Agreement by and among the Corporation, as Seller, Liberty Utilities (Missouri Water) LLC, a Missouri limited liability Company, "Buyer", substantially in the form attached hereto as Exhibit A (the "Asset Purchase Agreement"), pursuant to which the Corporation will sell those assets of Seller comprising of a water systems (serving parts of rural Butler County, Missouri) (the "Asset Purchase").

**NOW THEREFORE BE IT:**

**RESOLVED**, that the form, terms and provisions of the Asset Purchase Agreement, including all exhibits and schedules attached thereto, be, and hereby are, approved;

**RESOLVED**, that the President, Vice President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized and empowered to execute and deliver the Asset Purchase Agreement, including all exhibits and schedules attached thereto, in the name and on behalf of the Corporation with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) and amendments as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions, changes or amendments);

**RESOLVED**, that the Corporation be, and hereby is, authorized and empowered to perform all of its obligations under the Asset Purchase Agreement, including but not limited to, the Asset Sale;



**RESOLVED**, that each of the Authorized Officers be, and each of them hereby is authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duty attested by the Secretary of Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

**RESOLVED**, that in connection with the transaction contemplated in the preceding resolutions, the Secretary or the assistant Secretary of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transaction contemplated by and the intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Board of Directors as if set forth at length herein; and

**RESOLVED**, that the omission from these resolutions of any agreement of other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions of any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

**RESOLVED**, that the Authorized Officers be, and each them individually hereby is, authorized and empowered to do and perform or cause to be done and performed all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name of the Corporation and to retain such counsel, agents and advisors and to incur and pay such expenses, fees and taxes as shall, in the opinion of the officers of the Corporation executing the same, be deemed necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution thereof) to effectuate or carry out fully the purpose and interest of all of the foregoing resolutions; and that any and all such actions heretofore or hereafter taken by the Authorized Officers relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the act and deed of the Corporation;

**RESOLVED**, that this Statement of Unanimous Written Consent may be executed in counterparts and/or by facsimile signatures, and all counterparts so executed shall constitute one and the same instrument, notwithstanding that all of the directors are not signatories to the original or the same counterpart; and

**RESOLVED**, that an executed copy of this Statement of Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board of Directors.

**IN WITNESS WHEREOF**, the undersigned managers have duly executed this Statement of Unanimous Written Consent as of the date first written above.

  
\_\_\_\_\_  
Rodger Owens

  
\_\_\_\_\_  
LaDawn Owens

**LAKELAND HEIGHTS WATER COMPANY**

**Statement of Unanimous Written Consent  
To Action Taken in Lieu  
Of a Special Meeting of the Board of Directors**

**December 16, 2019**

In lieu of a special meeting of the Board of Directors of LAKELAND HEIGHTS WATER COMPANY, a Missouri Corporation (the "Corporation"), the undersigned, being all of the duly elected directors of the Corporation, acting in accordance with the Missouri Corporation laws and the By-laws of the Corporation, do hereby severally and collectively consent to adoption of the following resolutions, the same declared to be authorized and effective as of the date first written above:

**Sale of Water  
Assets to Liberty Utilities (Missouri Water) LLC**

**WHEREAS**, the Board Of Directors of this Corporation deems it to be in the best Interests of the Corporation to enter into that certain Asset Purchase Agreement by and among the Corporation, as Seller, Liberty Utilities (Missouri Water) LLC, a Missouri limited liability Company, "Buyer", substantially in the form attached hereto as Exhibit A (the "Asset Purchase Agreement"), pursuant to which the Corporation will sell those assets of Sellers comprising of a water systems (serving parts of rural Wayne and Butler Counties, Missouri) (the "Asset Purchase").

**NOW THEREFORE BE IT:**

**RESOLVED**, that the form, terms and provisions of the Asset Purchase Agreement, including all exhibits and schedules attached thereto, be, and hereby are, approved;

**RESOLVED**, that the President, Vice President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized and empowered to execute and deliver the Asset Purchase Agreement, including all exhibits and schedules attached thereto, in the name and on behalf of the Corporation with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) and amendments as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions, changes or amendments);

**RESOLVED**, that the Corporation be, and hereby is, authorized and empowered to perform all of its obligations under the Asset Purchase Agreement, including but not limited to, the Asset Sale;

**RESOLVED**, that each of the Authorized Officers be, and each of them hereby is authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

**RESOLVED**, that in connection with the transaction contemplated in the preceding resolutions, the Secretary or the Assistant Secretary of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transaction contemplated by and the intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Board of Directors as if set forth at length herein; and

**RESOLVED**, that the omission from these resolutions of any agreement of other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions of any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

**RESOLVED**, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered to do and perform or cause to be done and performed all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name of the Corporation and to retain such counsel, agents and advisors and to incur and pay such expenses, fees and taxes as shall, in the opinion of the officers of the Corporation executing the same, be deemed necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution thereof) to effectuate or carry out fully the purpose and interest of all of the foregoing resolutions; and that any and all such actions heretofore or hereafter taken by the Authorized Officers relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the act and deed of the Corporation;

**RESOLVED**, that this Statement of Unanimous Written Consent may be executed in counterparts and/or by facsimile signatures, and all counterparts so executed shall constitute one and the same instrument, notwithstanding that all of the directors are not signatories to the original or the same counterpart; and

**RESOLVED**, that an executed copy of this Statement of Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board of Directors.

**IN WITNESS WHEREOF**, the undersigned managers have duly executed this Statement of Unanimous Written Consent as of the date first written above.

  
\_\_\_\_\_  
Rodger Owens

  
\_\_\_\_\_  
LaDawn Owens

**R.D. SEWER COMPANY LLC**

**Statement of Unanimous Written Consent  
To Action Taken in Lieu  
Of a Special Meeting of the Board of Managers**

**December 16, 2019**

In lieu of a special meeting of the Board of Managers of R.D. Sewer Company LLC, a Missouri limited liability company (the "Company"), the undersigned, being all of the duly elected managers of the Company, acting in accordance with the Missouri Limited Liability Company Act and the Operating Agreement of the Company, do hereby severally and collectively consent to adoption of the following resolutions, the same declared to be authorized and effective as of the date first written above:

**Sale of Sewer  
Assets to Liberty Utilities (Missouri Water) LLC**

**WHEREAS**, the Board of Managers of this Company deems it to be in the best Interests of the Company to enter into that certain Asset Purchase Agreement by and among the Company, as Seller, and Liberty Utilities (Missouri Water), a Missouri limited liability company, "Buyer", substantially in the form attached hereto as Exhibit A (the "Asset Purchase Agreement"), pursuant to which the Company will sell those assets of Sellers comprising and one wastewater disposal system (serving part of rural Stoddard County, Missouri) (the "Asset Purchase").

**NOW THEREFORE BE IT:**

**RESOLVED**, that the form, terms and provisions of the Asset Purchase Agreement, including all exhibits and schedules attached thereto, be, and hereby are, approved;

**RESOLVED**, that the President, Vice President, Treasurer, Secretary and any other officer of the Company (each such person, an "Authorized Officer") be, and each of them hereby is, authorized and empowered to execute and deliver the Asset Purchase Agreement, including all exhibits and schedules attached thereto, in the name and on behalf of the Company with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) and amendments as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions, changes or amendments);

**RESOLVED**, that the Company be, and hereby is, authorized and empowered to perform all of its obligations under the Asset Purchase Agreement, including but not limited to, the Asset Purchase;

**RESOLVED**, that each of the Authorized Officers be, and each of them hereby is authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required, under its corporate seal duty attested by the Secretary of Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

**RESOLVED**, that in connection with the transaction contemplated in the preceding resolutions, the Secretary or the assistant Secretary of the Company be, and hereby is, authorized in the name and on behalf of the Company, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transaction contemplated by and the intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Board of Managers as if set forth at length herein; and

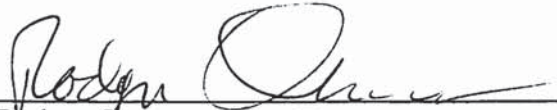
**RESOLVED**, that the omission from these resolutions of any agreement of other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions of any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

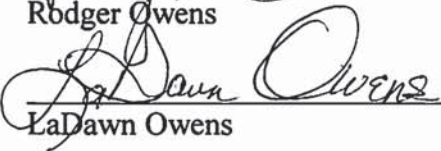
**RESOLVED**, that the Authorized Officers be, and each them individually hereby is, authorized and empowered to do and perform or cause to be done and performed all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name of the Company and to retain such counsel, agents and advisors and to incur and pay such expenses, fees and taxes as shall, in the opinion of the officers of the Company executing the same, be deemed necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution thereof) to effectuate or carry out fully the purpose and interest of all of the foregoing resolutions; and that any and all such actions heretofore or hereafter taken by the Authorized Officers relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the act and deed of the Company;

**RESOLVED**, that this Statement of Unanimous Written Consent may be executed in counterparts and/or by facsimile signatures, and all counterparts so executed shall constitute one and the same instrument, notwithstanding that all of the managers are not signatories to the original or the same counterpart; and

**RESOLVED**, that an executed copy of this Statement of Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board of Managers.

**IN WITNESS WHEREOF**, the undersigned managers have duly executed this Statement of Unanimous Written Consent as of the date first written above.

  
\_\_\_\_\_  
Rodger Owens

  
\_\_\_\_\_  
LaDawn Owens

*Signature Page – Statement of Unanimous Written Consent in Lieu of  
a Special Meeting of the Board of Managers of R.D. Sewer Company Corp.*



Case No. WM-2020-0174  
Exhibit D

Liberty Utilities (Missouri Water) LLC d/b/a Liberty Utilities  
PRO FORMA Balance Sheet and Income Statement