

Missouri-American Water Company
Secretary's Certificate

I, Kenneth Jones, 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, duly called and held, at which all members of the Board of Directors attended and voted therefore on December 15, 2010 and that said resolutions are still in full force and affect:

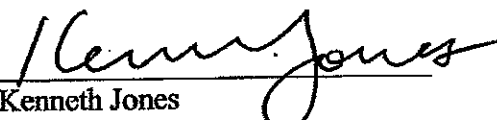
RESOLVED, that the Company be, and hereby is, authorized to take all actions reasonably prudent and necessary to consummate the Proposed Transaction of the issuance of notes evidencing up to Eighty Million Dollars (\$80,000,000) of long-term indebtedness and One Hundred Thirty-Two Million Five Hundred Thousand Dollars (\$132,500,000) in refinancing of current debt for period of 2011 - 2013; 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.

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

Dated: December 15, 2010


Kenneth Jones
Assistant Secretary

(Corporate Seal)