


**WHITE RIVER VALLEY WATER CO., INC.  
P.O. BOX 833  
FORSYTH, MO. 65653**

A RESOLUTION OF WHITE RIVER VALLEY WATER CO., INC. AUTHORIZING AND APPROVING THE EXECUTION OF A PURCHASE AGREEMENT FOR THE SALE OF THE ASSETS OF THE COMPANY.

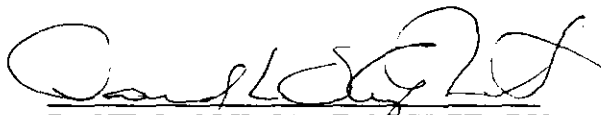
BE IT HEREBY RESOLVED BY THE BOARD OF DIRECTORS OF WHITE RIVER VALLEY WATER COMPANY THAT APROVAL IS GIVEN TO ENTER INTO A PURCHASE CONTRACT AGREEMENT WITH PUBLIC WATER DISTRICT NUMBER 2 OF TANEY COUNTY, MISSOURI. THE PRESIDENT OF THE BOARD IS HEREBY AUTHORIZED TO SIGN SAID AGREEMENT ON BEHALF OF THE COMPANY.

THE SALE OF THE ASSETS OF THE COMPANY SHALL BE SUBJECT TO THE APPROVAL OF THE MISSOURI PUBLIC SERVICE COMMISSION.

PASSED, APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF WHITE RIVER VALLEY WATER COMPANY, INC. ON THIS 15<sup>TH</sup> DAY OF MAY, 2006.

  
DAVID L. OLIPHANT, PRESIDENT  
WHITE RIVER VALLEY WATER CO.

ATTEST:

  
DAVID L. OLIPHANT, SECRETARY  
WHITE RIVER VALLEY WATER CO.