

NOEL WATER CO., INC.
UNANIMOUS CONSENT OF THE SHAREHOLDERS
February 27, 2011

The undersigned, being all of the Shareholders of the Noel Water Co., Inc., a Missouri corporation (the "Company"), do hereby consent to the adoption of, and do hereby adopt, the following resolutions to have the same force and effect as a unanimous vote of the Shareholders at a meeting duly held, and may be stated as such in any certificate or document:

WHEREAS, the Shareholders have been presented with a draft Asset Purchase Agreement (the "Asset Purchase Agreement") by and between the Company and Algonquin Water Resources of Missouri, LLC, a Missouri limited liability company ("Buyer") regarding the proposed sale by the Company of substantially all of its assets to Buyer; and

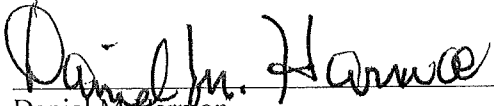
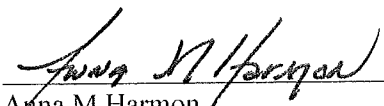
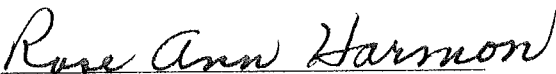
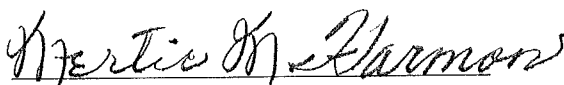
WHEREAS, the Shareholders have determined that it is in the best interests of the Company to enter into and carry out the Asset Purchase Agreement and related transactions, and

NOW THEREFORE, BE IT RESOLVED, that each of the President, Vice-President, Secretary, or Treasurer (each an "Authorized Officer"), is hereby authorized to negotiate, execute and deliver the Asset Purchase Agreement and enter into the transactions contemplated therein, and the execution and delivery of the Asset Purchase Agreement by such Authorized Officer shall constitute conclusive evidence of his or her approval and of the Company's approval of the terms thereof;

FURTHER RESOLVED, each Authorized Officer is hereby authorized to (i) negotiate, execute, deliver and file any and all other documents, certificates, or other writings, (ii) pay any and all costs, fees and expenses, or (iii) perform all other acts or things, in each case that he or she deems necessary or desirable in connection with carrying out the Asset Purchase Agreement, including applying to the Missouri Public Service Commission for approval of the transaction;

FURTHER RESOLVED, that the Shareholders hereby ratify, approve and confirm any and all acts that any Authorized Officer has done to date in connection with the Asset Purchase Agreement as the act and deed of the Corporation; and

FURTHER RESOLVED, that the Secretary of the Company is hereby authorized and directed to certify and affix the corporate seal thereunto and furnish copies of these resolutions to anyone who may require the same;

 Daniel M Harmon	 Anna M Harmon
 Rose Ann Harmon	 Mertie M Harmon

The undersigned, Mertie M. Harmon, the Secretary of Noel Water Co., Inc., certifies that the foregoing is a true and correct copy of the Resolution of Unanimous Consent executed by the identified stockholders of Noel Water Company, Inc. on February 27, 2011.

Mertie M. Harmon


Mertie M. Harmon, Secretary

Date Feb 27, 2011

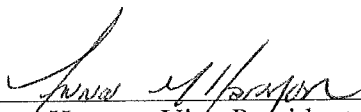
**WAIVER OF NOTICE
OF
SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
NOEL WATER COMPANY, INC.**

The undersigned, being all of the Directors of Noel Water Company, Inc., a Missouri corporation, do hereby waive notice of the time, place and purposes of the special meeting of the Board of Directors and do hereby waive all requirements of the laws of the State of Missouri, and by-laws of the corporation as to notice of such meeting and do hereby consent to such transactions thereat, or any adjournment or adjournments thereof, of any and all business that may come before such meeting.

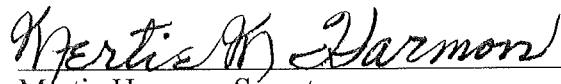
DATED: February 27, 2011



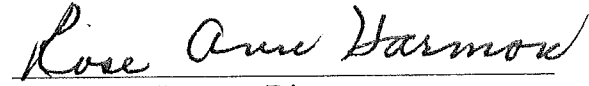
Dan Harmon, President



Ann Harmon Vice-President and Treasurer



Mertie Harmon, Secretary



Rose Ann Harmon, Director