

**STATEMENT OF UNANIMOUS CONSENT TO ACTION
TAKEN IN LIEU OF
SPECIAL MEETING OF MANAGER AND SOLE MEMBER
OF
VALLEY WOODS UTILITY, LLC**

THE UNDERSIGNED, being the manager and proxyholder for the sole member of **VALLEY WOODS UTILITY, LLC**, a Missouri limited liability company (the "Company," hereinafter), in lieu of holding a formal special meeting of manager and the proxyholder for the sole member of the Company, and in conformance with the articles of organization and operating agreement of the Company, and acting pursuant to the authorization contained in section 347.083 of the Revised Statutes of Missouri, 1994, do hereby unanimously adopt the following resolutions:

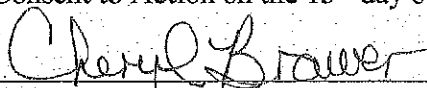
WHEREAS, the Company, along with Ozark International, Inc. and Bilyeu Ridge Water Company, LLC, Taney County Water, LLC, Midland Water Company, Inc., Riverfork Water Company and Moore Bend Water Utility, LLC (hereinafter referred to as the "Companies"), has received an Indicative Bid from Liberty Utilities Co. to purchase all the Companies' water and sewer assets, and


WHEREAS, the manager of the Company has executed an Asset Purchase Agreement by and among the Companies with Liberty Utilities (Missouri Water) LLC as Buyer in exchange for an aggregate purchase price of **five hundred seventy thousand dollars (\$570,000.00)**,

NOW THEREFORE, BE IT RESOLVED, that the Company is hereby authorized and directed to sell to Liberty Utilities (Missouri Water) LLC all the assets of the Company in exchange for payment to the Companies, or Ozark International, Inc., of the sum of **five hundred seventy thousand dollars (\$570,000.00)**, subject to the provisions thereof, and

RESOLVED FURTHER, that the manager of the Company, Cheryl Brower, is hereby authorized and directed to take any and all action necessary and/or convenient to proceed with the sale pursuant to the Asset Purchase Agreement, including but not limited to signing the Asset Purchase Agreement and any and all documents necessary and/or convenient to close said sale, including but not limited to bills of sales and settlement statements and applications to the Missouri Public Service Commission to facilitate the sale.

IN WITNESS WHEREOF, the undersigned, being all the manager and proxyholder for the sole member of **VALLEY WOODS UTILITY, LLC**, have executed this Statement of Unanimous Consent to Action on the 13th day of September, 2017.


Cheryl Brower, manager


Cheryl Brower, Proxyholder for sole member Ozark International, Inc.

Being all the manager and proxyholder for the sole member of the Company