

EXHIBIT D

See Attached (4) Page(s)

UNANIMOUS JOINT WRITTEN CONSENT OF THE
SOLE DIRECTOR AND SOLE STOCKHOLDER OF
CEDAR HILL ESTATES WATER COMPANY, INC.
TO CORPORATE ACTION IN LIEU OF SPECIAL MEETING

December 6, , 2002

In accordance with the General and Business Corporation Law of Missouri, as amended,
the duly elected and qualified Sole Director and the Sole Stockholder of CEDAR HILL
ESTATES WATER COMPANY, INC., a Missouri corporation (the "Corporation"), hereby
unanimously consent to and vote in favor of the following corporate action:

WHEREAS, the Sole Director and the Sole Stockholder of the
Corporation acknowledge that the Corporation incurs significant administrative
and management expenses associated with maintaining and operating a water
system in Cedar Hill, Missouri; and

WHEREAS, the Sole Stockholder operates various water systems; and

WHEREAS, combining the Corporation's operations with the Sole
Stockholder's operations would allow the business to be run more efficiently and
economically by way of reducing the Corporation's administrative and overhead
expenses.

NOW, THEREFORE, BE IT:

RESOLVED, that the Corporation shall merge with KMB Utility
Corporation, a Missouri corporation ("KMB") with KMB being the surviving
corporation, effective as of the date of filing Articles of Merger with the office
of the Missouri Secretary of State, all pursuant to that certain Plan and
Agreement of Merger, of even date herewith, by and between the Corporation
and KMB, and fully incorporated herein by this reference; and

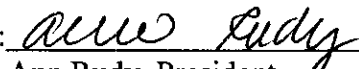
RESOLVED, FURTHER, that the President of the Corporation is hereby
authorized and directed to execute the Plan and Agreement of Merger
mentioned above, and any and all other documents necessary to effectuate the
said merger, and to file with the Secretary of State of Missouri, Articles of
Merger to effectuate said merger transaction, and the proper officers of the
Corporation be and they are hereby authorized to take any and all action to
execute and file any and all instruments and documents deemed necessary or
proper in connection therewith.

Pursuant to the General and Business Corporation Law of Missouri, as amended, the duly elected and qualified Sole Director and the Sole Stockholder of CEDAR HILL ESTATES WATER COMPANY, INC., by their signatures, hereby unanimously consent to the above corporate action. Such action shall have the same force and effect as if taken by a unanimous vote of the Sole Director and Sole Stockholder at a Special Meeting duly called, convened and conducted.

This Consent shall be placed in the corporate record book with the minutes of prior meetings.

KMB Utility Corporation, a Missouri corporation


Ann Rudy, Sole Director

By: 
Ann Rudy, President

BEING THE SOLE DIRECTOR
OF THE CORPORATION

BEING THE SOLE STOCKHOLDER
OF THE CORPORATION

UNANIMOUS JOINT WRITTEN CONSENT OF THE
BOARD OF DIRECTORS AND SOLE STOCKHOLDER OF
KMB UTILITY CORPORATION
TO CORPORATE ACTION IN LIEU OF SPECIAL MEETING

December 6, , 2002

In accordance with the General and Business Corporation Law of Missouri, as amended, the duly elected and qualified Board of Directors and the Sole Stockholder of KMB Utility Corporation, a Missouri corporation (the "Corporation"), hereby unanimously consent to and vote in favor of the following corporate action:

WHEREAS, the Corporation is the Sole Stockholder of Cedar Hill Estates Water Company, Inc. ("Cedar Hill"), a Missouri corporation; and

WHEREAS, the Corporation incurs significant administrative and management expenses associated with maintaining and operating the water system run by Cedar Hill; and

WHEREAS, the Corporation operates other water systems; and

WHEREAS, combining the Corporation's operations with Cedar Hill's operations would allow the business to be run more efficiently and economically by way of reducing the Corporation's administrative and overhead expenses.


NOW, THEREFORE, BE IT:

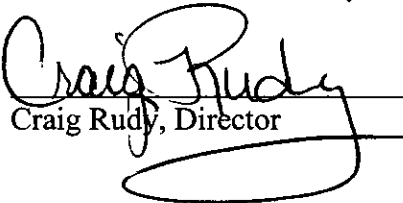
RESOLVED, that the Corporation shall merge with Cedar Hill, with the Corporation being the surviving corporation, effective as of the date of filing Articles of Merger with the office of the Missouri Secretary of State, all pursuant to that certain Plan and Agreement of Merger, of even date herewith, by and between the Corporation and Cedar Hill, and fully incorporated herein by this reference; and

RESOLVED, FURTHER, that the President of the Corporation is hereby authorized and directed to execute the Plan and Agreement of Merger mentioned above, and any and all other documents necessary to effectuate the said merger, and to file with the Secretary of State of Missouri, Articles of Merger to effectuate said merger transaction, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute and file any and all instruments and documents deemed necessary or proper in connection therewith.

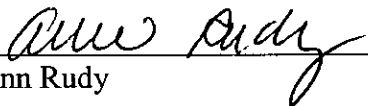
Pursuant to the General and Business Corporation Law of Missouri, as amended, the duly elected and qualified Board of Directors and the Sole Stockholder of KMB UTILITY CORPORATION, by their signatures, hereby unanimously consent to the above corporate action. Such action shall have the same force and effect as if taken by a unanimous vote of the Board of Directors and Sole Stockholder at a Special Meeting duly called, convened and conducted.

This Consent shall be placed in the corporate record book with the minutes of prior meetings.


Ann Rudy, Director


Craig Rudy, Director

BEING ALL OF THE DIRECTORS
OF THE CORPORATION

By: 
Ann Rudy

BEING THE SOLE STOCKHOLDER
OF THE CORPORATION