

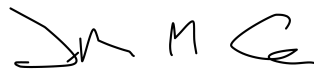
**CONSENT ACTION OF THE DIRECTORS OF  
ELM HILLS UTILITY OPERATING COMPANY, INC.**

The following action was taken by the President of Elm Hills Utility Operating Company, Inc. (hereinafter referred to as "Corporation"), pursuant to the authority granted to him in the Articles of Incorporation and Bylaws of the Corporation, as is indicated by his signature hereto:

**BE IT RESOLVED** that the Corporation purchase certain real property and/or easement interests in real property situated in Pettis County, Missouri, together with certain improvements thereon, as described in the Title Commitments bearing File No. 15031090 and File No. 15041050, issued by Agents National Title Insurance Company ("Title Company"), and as described in any other title commitments issued by the Title Company in accordance with an Agreement for Sale of Water and Sewer System, dated September 29, 2015 ("Agreement"), for a purchase price of Thirty Thousand and 00/100 Dollars (\$30,000.00).

**BE IT FURTHER RESOLVED** that the President of the Corporation, Josiah Cox, is hereby authorized to execute all notes, deeds of trust, mortgages, or any other documents he deems necessary and to do all acts and things to finalize and close said Agreement on behalf of the Corporation.

Dated as of the 14th day of November, 2016, at St. Louis County, Missouri.

A handwritten signature in black ink, appearing to read 'J M C', is written above a horizontal line.

Josiah Cox – President