

RESOLUTION OF THE BOARD OF DIRECTORS
OF

KMB UTILITY CORPORATION

Approval of Sale of Assets of KMB Utility Corporation to Algonquin Water

Resources of Missouri, LLC, d/b/a Liberty Water Company

1. RESOLVED, that the sale of water and sewer utility assets of KMB Utility Corporation located in the State of Missouri is approved upon the terms and conditions presented to the Sole Member.
2. RESOLVED, further that Ann Rudy, be and hereby is, authorized and directed, for and on behalf of the Entity, to execute all and any other agreements, documents and instruments necessary or appropriate, in order to consummate the purchase on such terms and conditions.
3. RESOLVED, further that the acts and deeds of the manager of the Entity necessary or appropriate to carry out the intent and purposes of these resolutions be, and the same hereby are, ratified, confirmed and adopted as the acts and deeds of the Entity.

The foregoing resolution is hereby consented to by the sole member of the Entity effective the 19th day of April, 2011.



ANN RUDY
President, KMB Utility Corporation

The undersigned, Ann Rudy, the Secretary of KMB Utility Corporation, certifies that the foregoing is a true and correct copy of the Resolution of the Board of Directors executed by the President of KMB Utility Corporation on April 19, 2011.



ANN RUDY, Secretary

Date: April 19, 2011