

**UNANIMOUS WRITTEN CONSENT/RESOLUTIONS OF
THE BOARD OF DIRECTORS AND SHAREHOLDER
OF KIMBERLING CITY WATER COMPANY**

The undersigned, being the director and sole shareholder of Kimberling City Water Company, does hereby consent, in writing, to the following action, such consent to have the same force and effect as a unanimous vote of the director and shareholder at a meeting duly held:

WHEREAS, Kimberling City Water Company owns and operates a water system and it is desirable and in the best interest of Kimberling City Water Company to enter into an agreement to donate the assets which constitute that water system to Upper White River Basin Foundation, Inc. on such terms and conditions as substantially set forth in an Agreement For Donation of Water System;

NOW, THEREFORE, be it

RESOLVED, that the Company be, and it hereby is, authorized, empowered and directed to donate the water system assets to Upper White River Basin Foundation, Inc. on such terms and conditions as substantially set forth in the Agreement For Donation of Water System;

RESOLVED, that the President, R. Layne Morrill be, and hereby singly is, authorized and directed to execute and deliver, on behalf of and in the name of Kimberling City Water Company, the Agreement and any and all other instruments, agreements and documents in connection therewith, and to take such other action as may be necessary or convenient in order to carry out the purposes of these resolutions.

- The signing of this unanimous written consent shall constitute full ratification

thereof and waiver of notice of meeting.

Dated this 3rd day of November, 2014.



R. Layne Morrill, Director



R. Layne Morrill, Shareholder