

KMB UTILITY CORPORATION
UNANIMOUS CONSENT OF THE SHAREHOLDERS
APRIL 19, 2011

The undersigned, being the sole Shareholder of KMB Utility Corporation, a Missouri corporation (the "Company"), does hereby consent to the adoption of, and does hereby adopt, the following resolutions to have the same force and effect as a unanimous vote of the Shareholders at a meeting duly held, and may be stated as such in any certificate or document:

WHEREAS, the Shareholder has been presented with a draft Asset Purchase Agreement (the "Asset Purchase Agreement") by and between the Company and Algonquin Water Resources of Missouri, LLC, a Missouri limited liability company (the "Buyer") regarding the proposed sale by the Company of substantially all of its assets to Buyer; and

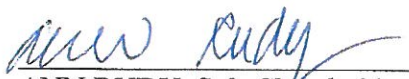
WHEREAS, the Shareholder has determined that it is in the best interests of the Company to enter into and carry out the Asset Purchase Agreement and related transactions, and

NOW THEREFORE, BE IT RESOLVED, that each of the President, Vice-President, Secretary, or Treasurer (each an "Authorized Officer"), is hereby authorized to negotiate, execute and deliver the Asset Purchase Agreement and enter into the transaction contemplated therein, and the execution and delivery of the Asset Purchase Agreement by such Authorized Officer shall constitute conclusive evidence of his or her approval and of the Company's approval of the terms thereof;

FURTHER RESOLVED, each Authorized Officer is hereby authorized to (i) negotiate, execute, deliver and file any and all other documents, certificates or other writings, (ii) pay any and all costs, fees and expenses, or (iii) perform all other acts or things, in each case that he or she deems necessary or desirable in connection with carrying out the Asset Purchase Agreement, including applying to the Missouri Public Service Commission for approval of the transaction;

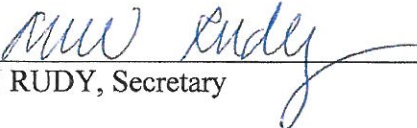
FURTHER RESOLVED, that the Shareholder hereby ratifies, approves and confirms any and all acts that any Authorized Officer has done to date in connection with the Asset Purchase Agreement as the act and deed of the Corporation; and

FURTHER RESOLVED, that the Secretary of the Company is hereby authorized and directed to certify and affix the corporation seal thereunto and furnish copies of these resolutions to anyone who may require the same:



ANN RUDY, Sole Shareholder

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


ANN RUDY, Secretary

Date: April 19, 2011