

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
SUBURBAN WATER AND SEWER COMPANY

The undersigned, being all of the members of the Board of Directors of Suburban Water and Sewer Company, a Missouri corporation (the "Corporation"), hereby consent to the actions set forth below, in accordance with Section 351.340 RSMo., with the same force and effect as if such actions were approved by unanimous vote at a duly held meeting of the directors of the Corporation, and hereby further waive notice of any such meeting.

WHEREAS, the Corporation has operated at a net loss in recent history and continues to do so; and

WHEREAS, the Missouri Department of Natural Resources ("DNR") has imposed various capital improvement and supervision requirements, which are not commercially feasible at current rates; and

WHEREAS, the Missouri Public Service Commission ("PSC") has refused to approve requested rate increases; and

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to give notice of its intent to effect a dissolution and cessation of active operations to the DNR and the PSC, with an anticipated dissolution date of July 1, 2007.

Notice of Dissolution and Discontinuation of Operations

NOW, THEREFORE, BE IT RESOLVED, that the officers and agents of the Corporation are hereby authorized to give notice to the DNR and the PSC of the Corporation's intent to dissolve, discontinue its operations, and wind up its business and affairs, all effective as of July 1, 2007 and continuing thereafter until the Corporation is able to terminate its existence pursuant to applicable law.

FURTHER RESOLVED, that the officers and agents of the Corporation are hereby authorized to give similar notices to the customers, creditors, and other interested parties of the Corporation and to file Articles of Dissolution and other related documents with the Missouri Secretary of State and to take such further actions as may be necessary, advisable, or appropriate in order to effect the voluntary dissolution of the Corporation effective as of July 1, 2007 in accordance with applicable law.

FURTHER RESOLVED, that the officers and agents of the Corporation shall submit this matter to the shareholders of the Corporation for approval.

FURTHER RESOLVED, that pending the effectiveness of the dissolution and except as set forth above, the officers and agents of the Corporation shall be authorized to continue to conduct its

STAFF Exhibit No. 19
Case No(s) WC-2007-0452
Date 7-27-07 Rptr PR

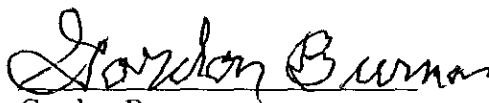
business in the ordinary course of business consistent with past practice and otherwise subject to the approval of the Board of Directors of the Corporation.

Approval of Corporate Actions

RESOLVED, that the officers and agents of the Corporation are hereby authorized and directed in the name and on behalf of the Corporation to prepare, execute, acknowledge, deliver, and file any and all such other instruments and documents, and to do or cause to be done any and all such other things, as they, or any of them, may deem necessary or advisable to effectuate and carry out the foregoing resolutions.

FURTHER RESOLVED, that all of the acts, actions and things done for, in the name of, and on behalf of this Corporation by its officers in connection with the foregoing be, and the same hereby are, ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned Directors have executed and delivered this Unanimous Written Consent as of the dates set forth below

 Date: January 31, 2007
Gordon Burnam

 Date: January 31, 2007
Bonnie Burnam