

PENNSYLVANIA-AMERICAN WATER COMPANY

I, A.L. SWOPE, Secretary of Pennsylvania-American Water Company, a Pennsylvania corporation (the "Company"), DO HEREBY CERTIFY that below is a true and correct copy of resolutions duly adopted by the Board of Directors of the Company by Unanimous Written Consent dated September 9, 2016, and that such resolutions have not been amended or rescinded and are still in full force and effect:

RESOLVED, that the proper officers of the Company be, and hereby are, authorized and directed to execute and deliver to the Municipal Authority of the City of McKeesport an agreement to purchase assets of the Authority's wastewater system; and

RESOLVED, that the proper officers including but not limited to the President or a Vice President of the Company be, and hereby are, authorized and directed to execute and deliver any and all documents, make all filings and do any other thing which they may deem necessary, proper or desirable to effectuate the purposes of the foregoing resolution, and to carry out the closing of the purchase of the Authority's wastewater system.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of this Company this 24th day of March, 2017.


Secretary

PENNSYLVANIA-AMERICAN WATER COMPANY

I, ANDREW L. SWOPE, Secretary of Pennsylvania-American Water Company, a Pennsylvania corporation (the "Company"), DO HEREBY CERTIFY that the following are true, correct and complete copies of certain resolutions duly adopted by the Board of Directors of said Company and have not subsequently been rescinded or modified and remain in full force and effect:

September 9, 2016 Unanimous Consent of Directors

RESOLVED, that the proper officers of the Company be, and hereby are, authorized and directed to execute and deliver to the Municipal Authority of the City of McKeesport an agreement to purchase assets of the Authority's wastewater system; and

RESOLVED, that the proper officers including but not limited to the President or a Vice President of the Company be, and hereby are, authorized and directed to execute and deliver any and all documents, make all filings and do any other thing which they may deem necessary, proper or desirable to effectuate the purposes of the foregoing resolution, and to carry out the closing of the purchase of the Authority's wastewater system.

May 11, 2017 Board of Directors Meeting

WHEREAS, the Board of Directors of the Company by Unanimous Written Consent dated September 9, 2016, adopted resolutions approving the purchase of the wastewater system assets of the Municipal Authority of the City of McKeesport ("MACM") for the higher of a cash price of \$156,000,000 or the fair market value as determined by the Act 12 appraisal process; and

WHEREAS, the Company and MACM entered into an Asset Purchase Agreement ("APA") for the sale and purchase of MACM's wastewater system assets; and

WHEREAS, pursuant to the APA, the Company agreed to provide the City of McKeesport a \$7,000,000 non-escrowed deposit ("Deposit") that will be credited against the payment of the purchase price to become due at the closing of the transaction; and

WHEREAS, the Company believes that the Act 12 appraisal process may result in determination of fair market value that is significantly higher than \$156,000,000; and

WHEREAS, the Company and MACM have discussed and each party is willing to set an amended purchase price in the negotiated amount of \$162,000,000.

NOW THEREFORE, be it resolved, that the transaction be amended to increase the amount of the purchase price and the amount of the deposit;

BE IT FURTHER RESOLVED, that the Board approves the purchase of the wastewater system assets of MACM for a cash price not to exceed \$162,000,000, which amount shall be the purchase price without regard to the Act 12 determination of fair market value;

BE IT FURTHER RESOLVED, that the amount of the deposit be increased from \$7,000,000 to \$9,000,000;

BE IT FURTHER RESOLVED, that the duly appointed officers and representatives of the Company are hereby authorized to enter into such amendments of the APA and other documents relating to the APA and the transaction as are necessary or appropriate so as to consummate the transaction as amended by this Resolution;

BE IT FURTHER RESOLVED, all other terms of the resolutions adopted by the Unanimous Consent of the Board of Directors dated September 9, 2016, relating to the purchase of the wastewater system assets of MACM are incorporated herein and shall remain in full force and effect; and

BE IT FURTHER RESOLVED, that any and all actions previously taken by the duly appointed officers and representatives of the Company to effectuate the full intent and purpose of the purchase of the wastewater system assets of MACM are hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of this Company this 23rd day of May, 2017.




Secretary