

**CONSENT ACTION OF THE SHAREHOLDER  
OF BLUEGRASS WATER UTILITY HOLDING COMPANY, LLC**

St. Louis, Missouri  
January 19, 2023

The following actions were taken and unanimously consented to by Bluegrass Water Utility Holding Company, LLC (the "Member"), the sole member of Bluegrass Water Utility Operating Company, LLC, ("Bluegrass OUC") in accordance with KRS § 275-175 and the provisions of the Member's duly approved Operating Agreement, as indicated by the signature hereto:

**WHEREAS**, Bluegrass UOC owns and operates sewer facilities for the Randview Subdivision in Graves County, Kentucky, that it wishes to sell to the Electric Plant Board, City of Mayfield, Kentucky ("Mayfield"); and

**WHEREAS**, the Member wishes to adopt certain resolutions authorizing and ratifying actions taken and to be taken by Bluegrass UOC to consummate the aforementioned sale;

**NOW THEREFORE**, the following resolutions were adopted and approved by the Member:

**BE IT RESOLVED** that the Member approves the *Agreement for Sale of Utility System*, dated August 18, 2022, between Bluegrass UOC and Mayfield (the "Agreement") for the sale of sewer facilities owned and operated by Bluegrass UOC, as more specifically described in the Agreement.

**BE IT FURTHER RESOLVED** that the Member ratifies and approves all actions taken and to be taken by Bluegrass UOC related to the Agreement and the sale of assets described therein.

**BE IT FURTHER RESOLVED** that the Member authorizes Bluegrass' President, Josiah M. Cox, to take all actions necessary and required to consummate the sale transaction.

**IN WITNESS WHEREOF**, the undersigned Member has duly executed this written Consent Action as of January 19, 2023.

BLUEGRASS WATER UTILITY HOLDING  
COMPANY, LLC

By: \_\_\_\_\_

Josiah M. Cox, President