

**TENNESSEE-AMERICAN WATER COMPANY**  
**Unanimous Consent of Directors**  
**(Without a Meeting)**

The undersigned, being all of the Directors of Tennessee-American Water Company (the "Corporation"), do hereby consent to the following actions, effective as of the 4th day of November, 2015, in lieu of a meeting of the Board of Directors of the Corporation, and do hereby waive all notices necessary or required in connection therewith:


**WHEREAS**, pursuant to the requirements of the Tennessee Regulatory Authority's approved Alternative Regulatory Mechanism, the attached current 2016 Capital Budget is submitted for approval; and

**WHEREAS**, pursuant to the requirements of the Tennessee Regulatory Authority's approved Alternative Regulatory Mechanism, the 2016 Forecasted QIIP Investment Amount, Forecasted EDI Investment Amount and Forecasted SEC Investment Amount per the attachment are submitted for approval as reflected in the current 2016 Capital Budget; and

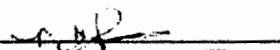
**NOW THEREFORE BE IT,**

**RESOLVED**, that the current 2016 Capital Budget and Forecasted QIIP Investment Amount, Forecasted EDI Amount and Forecasted SEC Investment Amount, attached hereto as Exhibit A, is hereby approved for filing with the Tennessee Regulatory Authority.

**IN WITNESS WHEREOF**, the undersigned, being all of the Directors of the Company have executed this unanimous consent effective as of the day and year first above written.

  
 Deron Allen

11.03.2015 4:36 PM

  
 Nick Rowe

11.05.2015 8:15 AM



11.04.2015 10:28 AM

STRATEGIC CAPITAL EXPENDITURE PLAN  
PROGRAM

Business Unit Tennessee  
Revision Date May 21, 2015  
Description TN BP 2016-2020 SCEP

Unanimous Consent (effective 11/4/15, Exhibit updated 11/11/15) - Unanimous Consent

Petitioner's Exhibit 6 SCEP - BEO  
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			Year: 2016					
Business Unit	Business Unit No.	Project Title	1	2	3	4	5	6
<b>RECURRING PROJECTS</b>								
Tennessee	DV	Projects Funded by Others	\$ 5,000	\$ 5,000	\$ 30,000	\$ 70,000	\$ 150,000	\$ 100,000
Tennessee	A	Mains - New	-	-	-	10,000	30,000	40,000
Tennessee	B	Mains - Replaced / Restored	-	-	50,000	100,000	150,000	175,000
Tennessee	C	Mains - Unscheduled	65,000	60,000	90,000	35,000	40,000	70,000
Tennessee	D	Mains - Relocated	-	-	30,000	40,000	100,000	50,000
Tennessee	E	Hydrants, Valves, and Manholes - New	-	2,000	5,000	3,000	5,000	4,000
Tennessee	F	Hydrants, Valves, and Manholes - Replaced	-	-	5,000	15,000	20,000	30,000
Tennessee	G	Services and Laterals - New	25,000	30,000	36,000	50,000	56,000	65,000
Tennessee	H	Services and Laterals - Replaced	-	10,000	20,000	18,000	25,000	35,000
Tennessee	I	Meters - New	-	10,000	15,000	22,000	22,000	32,000
Tennessee	J	Meters - Replaced	50,000	35,000	60,000	55,000	35,000	35,000
Tennessee	K	ITS Equipment and Systems	31,446	45,747	68,246	142,076	65,518	80,102
Tennessee	L	SCADA Equipment and Systems	-	-	-	-	35,000	100,000
Tennessee	M	Security Equipment and Systems	-	-	10,000	10,000	20,000	45,000
Tennessee	N	Offices and Operations Centers	-	-	-	40,000	-	-
Tennessee	O	Vehicles	-	-	-	-	83,250	83,250
Tennessee	P	Tools and Equipment	5,000	5,000	5,000	10,000	5,000	10,000
Tennessee	Q	Process Plant Facilities and Equipment	-	80,000	100,000	150,000	160,000	90,000
Tennessee	R	Capitalized Tank Rehabilitation/Painting	-	-	-	-	-	-
Tennessee	S	Engineering Studies	-	-	-	-	-	-
<b>Total Recurring Projects</b>			<b>\$ 176,446</b>	<b>\$ 277,747</b>	<b>\$ 494,246</b>	<b>\$ 700,076</b>	<b>\$ 851,768</b>	<b>\$ 944,352</b>
<b>ACQUISITIONS</b>								
Tennessee		<b>Total Acquisitions</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>CENTRALLY SPONSORED PROJECTS</b>								
Tennessee	T26-0202	Business Transformation 2010 - 2014						
Tennessee	T26-0203	Business Transformation 2010 - 2014						
<b>Total Centrally Sponsored Projects</b>			<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>INVESTMENT PROJECTS</b>								
Tennessee	I26-020017	Electrical Motor Efficiency Enhancement		Total 2,900,000	In Service Date 7/17/2018			
Tennessee	I26-020027	Construct 1.0MG Tank & 2500-16" ER		3,500,000	7/31/2019			
Tennessee	I26-020028	Citico Plant Improvements Phase 1B	6,649,997		6/1/2016	1,605,850	1,554,821	1,527,550
Tennessee	I26-020032	Wastewater Treatm't & Handling Impr	-		10/17/2015			
Tennessee	I26-020034	3000'-24" Tennessee River Crossing			12/29/2017			
Tennessee	I26-020038	Retire Basin 1	300,000		11/30/2016			
Tennessee	I26-020039	Basin 2 Tube Settlers	3,500,000		7/30/2018			
Tennessee	I26-020040	Chlorine Gas Conversion	4,500,000		11/30/2020			
Tennessee	I26-000002	Post Acquisition BD Capex	120,000					
<b>Total Investment Projects</b>			<b>\$ 1,605,850</b>	<b>\$ 1,554,821</b>	<b>\$ 1,527,550</b>	<b>\$ 751,377</b>	<b>\$ 1,032,489</b>	<b>\$ 82,986</b>
<b>Total Investment and Centrally Sponsored Projects</b>			<b>\$ 1,605,850</b>	<b>\$ 1,554,821</b>	<b>\$ 1,527,550</b>	<b>\$ 751,377</b>	<b>\$ 1,032,489</b>	<b>\$ 82,986</b>
<b>Contributions</b>			<b>\$ (20,000)</b>	<b>\$ (20,000)</b>	<b>\$ (20,000)</b>	<b>\$ (20,000)</b>	<b>\$ (20,000)</b>	<b>\$ (20,000)</b>
<b>Advances</b>			<b>(58,333)</b>	<b>(58,333)</b>	<b>(58,333)</b>	<b>(58,333)</b>	<b>(58,333)</b>	<b>(58,333)</b>
<b>Total Refunds</b>			<b>29,167</b>	<b>29,167</b>	<b>29,167</b>	<b>29,167</b>	<b>29,167</b>	<b>29,167</b>
<b>Gross minus BT</b>			<b>\$ 1,787,296</b>	<b>\$ 1,837,568</b>	<b>\$ 2,051,796</b>	<b>\$ 1,521,454</b>	<b>\$ 2,034,257</b>	<b>\$ 1,127,338</b>
			<b>(49,167)</b>	<b>(49,167)</b>	<b>(49,167)</b>	<b>(49,167)</b>	<b>(49,167)</b>	<b>(49,167)</b>
<b>Net minus BT</b>			<b>\$ 1,738,130</b>	<b>\$ 1,788,401</b>	<b>\$ 2,002,630</b>	<b>\$ 1,472,287</b>	<b>\$ 1,985,090</b>	<b>\$ 1,078,171</b>
<b>Gross plus BT</b>			<b>\$ 1,787,296</b>	<b>\$ 1,837,568</b>	<b>\$ 2,051,796</b>	<b>\$ 1,521,454</b>	<b>\$ 2,034,257</b>	<b>\$ 1,127,338</b>
			<b>(49,167)</b>	<b>(49,167)</b>	<b>(49,167)</b>	<b>(49,167)</b>	<b>(49,167)</b>	<b>(49,167)</b>
<b>Net plus BT</b>			<b>\$ 1,738,130</b>	<b>\$ 1,788,401</b>	<b>\$ 2,002,630</b>	<b>\$ 1,472,287</b>	<b>\$ 1,985,090</b>	<b>\$ 1,078,171</b>

STRATEGIC CAPITAL EXPENDITURE PLAN  
PROGRAM

Business Unit Tennessee  
Revision Date May 21, 2015  
Description TN BP 2016-2020 SCEP

Unanimous Consent (effective 11/4/15, Exhibit updated 11/11/15) - Unanimous Consent

Petitioner's Exhibit 16 SCEP - BEO  
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Business Unit	Business Unit No.	Project Title	7	8	9	10	11	12	Total	U.S. \$ 2016	Surcharge Category
<b>RECURRING PROJECTS</b>											
Tennessee	DV	Projects Funded by Others	\$ 55,000	\$ 55,000	\$ 50,000	\$ 60,000	\$ 120,000	\$ 100,000	\$ 800,000		
Tennessee	A	Mains - New	50,000	40,000	30,000	20,000	-	-	220,000		EDI
Tennessee	B	Mains - Replaced / Restored	155,000	130,000	50,000	20,500	-	-	830,500		QIIP
Tennessee	C	Mains - Unscheduled	70,000	100,000	95,000	95,000	80,000	120,000	920,000		QIIP
Tennessee	D	Mains - Relocated	30,000	-	-	-	-	-	250,000		QIIP
Tennessee	E	Hydrants, Valves, and Manholes - New	5,000	8,500	8,500	6,000	3,000	-	50,000		EDI
Tennessee	F	Hydrants, Valves, and Manholes - Replaced	30,000	60,000	30,000	50,000	20,000	10,000	270,000		QIIP
Tennessee	G	Services and Laterals - New	55,000	56,000	46,000	41,000	35,000	26,800	521,800		
Tennessee	H	Services and Laterals - Replaced	33,000	23,000	21,000	25,000	20,000	20,000	250,000		QIIP
Tennessee	I	Meters - New	31,400	20,000	15,000	15,000	10,000	2,500	194,900		
Tennessee	J	Meters - Replaced	75,000	73,930	80,000	120,000	85,000	50,000	753,930		QIIP
Tennessee	K	ITS Equipment and Systems	153,588	95,843	102,398	86,528	92,404	74,728	1,038,624		
Tennessee	L	SCADA Equipment and Systems	125,000	-	-	-	-	-	260,000		SEC
Tennessee	M	Security Equipment and Systems	10,000	20,000	20,000	25,000	20,000	20,000	200,000		SEC
Tennessee	N	Offices and Operations Centers	-	-	-	-	-	-	40,000		
Tennessee	O	Vehicles	83,250	83,250	-	-	-	-	333,000		
Tennessee	P	Tools and Equipment	5,000	6,000	1,000	4,000	2,000	2,000	60,000		
Tennessee	Q	Process Plant Facilities and Equipment	60,000	80,000	100,000	100,000	55,000	-	975,000		SEC
Tennessee	R	Capitalized Tank Rehabilitation/Painting	-	-	-	-	-	-	-		QIIP
Tennessee	S	Engineering Studies	-	-	-	-	-	-	-		
<b>Total Recurring Projects</b>			<b>\$ 971,238</b>	<b>\$ 796,523</b>	<b>\$ 598,898</b>	<b>\$ 608,028</b>	<b>\$ 422,404</b>	<b>\$ 326,028</b>	<b>\$ 7,167,754</b>		
<b>ACQUISITIONS</b>											
Tennessee		<b>Total Acquisitions</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
<b>CENTRALLY SPONSORED PROJECTS</b>											
Tennessee	T26-0202	Business Transformation 2010 - 2014				\$ -	\$ -	\$ -	\$ -		
Tennessee	T26-0203	Business Transformation 2010 - 2014									
<b>Total Centrally Sponsored Projects</b>			<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>		
<b>INVESTMENT PROJECTS</b>											
Tennessee	I26-020017	Electrical Motor Efficiency Enhancement							\$ -		SEC
Tennessee	I26-020027	Construct 1.0MG Tank & 2500-16" ER							-		EDI
Tennessee	I26-020028	Citico Plant Improvements Phase 1B	68,477	26,446					6,649,997		QIIP
Tennessee	I26-020032	Wastewater Treatm't & Handling Impr							-		SEC
Tennessee	I26-020034	3000'-24" Tennessee River Crossing							-		EDI
Tennessee	I26-020038	Retire Basin 1			50,000	100,000	100,000	50,000	300,000		SEC
Tennessee	I26-020039	Basin 2 Tube Settlers							-		SEC
Tennessee	I26-020040	Chlorine Gas Conversion							-		SEC
Tennessee	I26-000002	Post Acquisition BD Capex			20,000	20,000	20,000		60,000		
<b>Total Investment Projects</b>			<b>\$ 68,477</b>	<b>\$ 26,446</b>	<b>\$ 70,000</b>	<b>\$ 120,000</b>	<b>\$ 120,000</b>	<b>\$ 50,000</b>	<b>\$ 7,009,997</b>		
<b>Total Investment and Centrally Sponsored Projects</b>			<b>\$ 68,477</b>	<b>\$ 26,446</b>	<b>\$ 70,000</b>	<b>\$ 120,000</b>	<b>\$ 120,000</b>	<b>\$ 50,000</b>	<b>\$ 7,009,997</b>		
<b>Contributions</b>			\$ (20,000)	\$ (20,000)	\$ (20,000)	\$ (20,000)	\$ (20,000)	\$ (20,000)	\$ (240,000)		
<b>Advances</b>			(58,333)	(58,333)	(58,333)	(58,333)	(58,333)	(58,333)	(700,000)		
<b>Total Refunds</b>			29,167	29,167	29,167	29,167	29,167	29,167	350,000		
<b>Gross minus BT</b>			<b>\$ 1,094,715</b>	<b>\$ 877,969</b>	<b>\$ 718,898</b>	<b>\$ 788,028</b>	<b>\$ 662,404</b>	<b>\$ 476,028</b>	<b>\$ 14,977,751</b>		
			(49,167)	(49,167)	(49,167)	(49,167)	(49,167)	(49,167)	(590,000)		
<b>Net minus BT</b>			<b>\$ 1,045,549</b>	<b>\$ 828,802</b>	<b>\$ 669,731</b>	<b>\$ 738,861</b>	<b>\$ 613,237</b>	<b>\$ 426,861</b>	<b>\$ 14,387,751</b>		
<b>Gross plus BT</b>			<b>\$ 1,094,715</b>	<b>\$ 877,969</b>	<b>\$ 718,898</b>	<b>\$ 788,028</b>	<b>\$ 662,404</b>	<b>\$ 476,028</b>	<b>\$ 14,977,751</b>		
			(49,167)	(49,167)	(49,167)	(49,167)	(49,167)	(49,167)	(590,000)		
<b>Net plus BT</b>			<b>\$ 1,045,549</b>	<b>\$ 828,802</b>	<b>\$ 669,731</b>	<b>\$ 738,861</b>	<b>\$ 613,237</b>	<b>\$ 426,861</b>	<b>\$ 14,387,751</b>		

Tennessee American Water 2016 Capital Recovery Riders													
Budgeted Investment Amount (\$k)													
	January	February	March	April	May	June	July	August	September	October	November	December	Total
Forecasted Gross Capital Expenditures	1,787	1,838	2,052	1,521	2,034	1,127	1,095	878	719	788	662	476	14,978
Qualified Infrastructure Investment Program Rider	1,721	1,660	1,783	1,014	1,402	478	461	413	276	311	205	200	9,924
Economic Development Investment Rider	-	2	5	13	35	44	55	49	39	26	3	-	270
Safety and Environmental Compliance Rider	-	80	110	160	215	235	195	100	170	225	175	70	1,735