**UNANIMOUS WRITTEN CONSENT
OF THE MANAGERS OF
GLOBAL WATER, LLC**

The undersigned, being all of the members of the Managers (the "Managers") of Global Water, LLC, a Delaware limited liability company (the "Company"), pursuant to 18-404(d) of the Delaware Limited Liability Company Act, in lieu of acting at a meeting of the Managers of the Company, do, by their signatures below, consent unanimously to take the following actions and adopt the following resolutions:

Credit Agreement

WHEREAS, Global Water Resources, Inc., a Delaware corporation ("Parent"), has approved a one-year term credit facility (the "Credit Agreement") with Regions Bank, an Alabama state chartered bank ("Lender") in the principal amount of $7,000,000 (the "Loan"), a draft of which has been provided to the Managers on the date hereof;

WHEREAS, it is a condition to the Lender making the Loan that the Company pledge 100% of the stock of each of Valencia Water Co, Inc., an Arizona corporation, Water Utility of Greater Buckeye, Inc., an Arizona corporation, Water Utility of Greater Tonopah, Inc., an Arizona corporation, Willow Valley Water Co., Inc., an Arizona corporation, Water Utility of Northern Scottsdale, Inc., an Arizona corporation (collectively, the "Pledged Subsidiaries"), as more particularly described in the draft Pledge Agreement attached hereto as Exhibit A (the "Pledge");

NOW THEREFORE IT IS RESOLVED, that the Managers authorize and approve the execution, delivery and performance of the Pledge, including providing indemnification of the Lender in connection therewith and the encumbrance, pledge, conveyance, grant, assignment of all or any part of this Company's property for the purpose of securing the payment of the Loan and the other obligations related thereto and the participation of the Company in the transactions contemplated thereby and in the Credit Agreement.

LILP Loan

WHEREAS, pursuant to that certain Settlement Agreement, dated April 27, 2009 by and among the Company (the successor in interest to the original party to the Settlement Agreement, Global Water Resources, Inc.), the Shareholders named therein ("Sellers"), and William S. Levine, with respect to the acquisition of West Maricopa Combine, Inc., the Company is required to pay in full the amount of $11,909,889.31 (the "Settlement Amount") on March 31, 2012;

WHEREAS, to manage the cash flow of the Company, the Company desires to pay $3,000,000 of the Settlement Amount to the Sellers from the funds advanced under the Credit Agreement to be contributed to the Company (the "Contribution") and the remainder from a loan in the principal amount of $9,409,889.31, comprised of $8,909,889.31 advanced and $500,000 in respect of origination fee (the "LILP Loan") from Levine Investments Limited Partnership

("LILP"), as more particularly described in the Promissory Note (the "Promissory Note") attached hereto as Exhibit B;

WHEREAS, it is a condition of the LILP Loan that the Company stipulate in advance to a judgment against the Company in event the Company defaults on the Promissory Note, all as described in more detail in the Promissory Note;

NOW THEREFORE IT IS RESOLVED, that the Managers authorize and approve the acceptance of the Contribution, the LILP Loan, the execution, delivery and performance of the Promissory Note, and the participation of the Company in the transactions contemplated thereby including without limitation the borrowing of money from LILP.

Other Resolutions

FURTHER RESOLVED, that the President, the Chief Executive Officer, the Chief Financial Officer, the Secretary or the Treasurer (acting in such capacities for the Company, the "Authorized Officers") be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver the Pledge and the Promissory Note, each in substantially the form presented to the members of the Managers, but with such changes therein and with such other terms and conditions as any such Authorized Officers of the Company (acting alone or in concert) may by such execution and delivery approve, such approval and the authority therefor to be conclusively evidenced by such execution and to take all other actions contemplated thereby on behalf of the Company;

FURTHER RESOLVED, that the Authorized Officers of the Company be, and each of them with full power to act without the others hereby is, authorized and empowered: (i) to do any and all acts and things and to sign, seal, execute, acknowledge, file (including, without limitation, the filing of any UCC-1 financing statements, or USPTO assignment), deliver and record all papers, instruments, documents and certificates and to pay all charges, fees, taxes and other expenses, from time to time necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law or otherwise, in the name and on behalf of the Company and to certify as having been adopted by the Managers any form of resolution required by any law, regulation or agency appropriate to effectuate the purpose and intent of these resolutions or any of them and such other agreements and documents as may be executed by any Authorized Officer pursuant to authorization granted in these resolutions or to carry out the transactions contemplated thereby; (ii) to retain, in the name and on behalf of the Company such financial advisors, legal counsel and such other advisors, consultants, or experts necessary or appropriate to carry out the actions contemplated in these resolutions; (iii) to secure any appropriate advice and opinions from such advisors, consultants or experts; (iv) to pay all fees and expenses incurred by the Company in connection with the transactions contemplated herein; and (v) to do or cause to be done all such acts or things and to sign and deliver or cause to be signed and delivered, all such documents, instruments and certificates, and amendments and supplements thereto, as such officer may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to perform the obligations of the Company under the agreements and instruments referred to therein, the execution and delivery of such documents, instruments and certificates and the taking of any such action conclusively to evidence the due authorization thereof by the appropriate entity;

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken on behalf of the Company by any of said persons or entities within the terms of the foregoing resolutions are hereby approved, ratified and confirmed as the acts and deeds of the Company;

FURTHER RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers of the Company to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

Counterparts

These resolutions may be signed in two or more counterparts by original or facsimile, or other form of electronic signature, and each such counterpart when taken together shall constitute one and the same resolution and notwithstanding their date of execution shall be deemed to be dated as of the date set forth below.

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IN WITNESS WHEREOF, the undersigned directors of the Company have executed these resolutions on March 22, 2012.

William S. Levine

Trevor T. Hill

Daniel F. Cracchiolo

IN WITNESS WHEREOF, the undersigned directors of the Company have executed these resolutions on March ___, 2012.

William S. Levine

Trevor T. Hill

Daniel F. Cracchiolo

IN WITNESS WHEREOF, the undersigned directors of the Company have executed these resolutions on March ___, 2012.

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William S. Levine

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Trevor T. Hill

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Daniel F. Cracchiolo

<u>Exhibit A</u>

Pledge

Exhibit B

Promissory Note