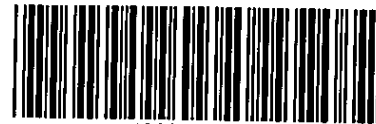


Company No 5622726

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COMPANIES HOUSE

MACQUARIE GLOBAL UTILITY INVESTMENTS GP LIMITED
(the "Company")

Written resolution of MEIF (UK) Limited as the sole member of the Company pursuant to Article 10 of the Company's Articles of Association and Regulation 53 of Table A and the Companies Act 1985 as amended (the "Act"), distributed on this 1st day of SEPTEMBER 2007 and passed on this 12th day of SEPTEMBER 2007

Ordinary Resolutions

It is RESOLVED

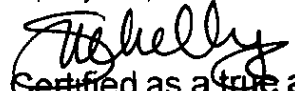
- 1 THAT the Accounts for the financial period from 15th November 2005 to 31st March 2007, together with the Directors' and Auditor's reports thereon, be received, and,
- 2 THAT PricewaterhouseCoopers LLP be appointed as auditors of the Company to hold office until the conclusion of the next general meeting before which accounts are laid, and,
- 3 THAT the Directors be authorised to determine the remuneration of the Auditors

Elective Resolutions

It is RESOLVED

- 4 THAT, pursuant to section 80A of the Act, the authority given to the directors to allot shares up to the Company's current level of unissued authorised capital, being 99 shares of £1 00 each, be renewed for an indefinite period
- 5 THAT, pursuant to section 252 of the Act, the Company elects to dispense with the laying of report and accounts before the Company in General Meeting
- 6 THAT, pursuant to section 366A of the Act, the Company elects to dispense with the holding of AGM's
- 7 THAT, the majority of shareholders required to authorise the short notice of meetings be reduced from 95 per cent to 90 per cent by substituting "90 per cent" where references to 95 per cent are made in sections 369(4) and 378(3) of the Act
- 8 THAT, pursuant to section 386 of the Act, the Company dispense with the obligation to appoint auditors annually


MEIF (UK) Limited


Certified as a true and correct
copy of the original
Date: 1st November 2007
Name: S. K. L. L.
Position: Solicitor