

**Moab Irrigation Company
Annual Stockholders Meeting
February 2, 2009**

The meeting opened at 7:05 pm.

Total company shares is 1081.06. 540.53 shares were needed for a quorum. 688.031 shares were present plus mail in proxies of 97.833 shares, for a total of 785.864 shares.

Board Members Attending: George Carter, Ben Byrd, David Engleman, Jim Farnsworth, and Fred Powell

Fred Powell conducted the meeting.

George Carter presented the Proof of Notice for the meeting.

David Engleman read the minutes from the 2008 Annual meeting. A motion was made by Ballard to accept the minutes, second by Blackburn. Motion passed.

Fred Powell gave a 2008 Officer's Report. Several questions followed by the shareholders.

Jim Farnsworth gave the Financial Report. Several questions followed by the shareholders. A question was raised as to why there were bank service charges. The board will look into that. A motion was made by Wilson to accept the report, second by Holyoak. Motion passed.

Ben Byrd's five year term has ended. Nominations were accepted for individuals to fill this board position for another five years. Williams nominated Ben Byrd, second by Hawkins. Riley nominated Brian Ballard, second by Weiss. Tranter made a motion to close nominations, second by Weiss. A vote was completed. Ben Byrd 536.299 votes. Brian Ballard 148.982 votes. Ben will serve for another term.

A question was raised by a shareholder as to which pipe lines the company considers to be private. Carter referred the shareholders to the map on the wall (which is also on the web page). The lines shown in WHITE are private lines.

Fred Powell then presented the proposed by-law changes. These changes were all proposed by the Board of Directors.

ITEM 1 - The proposed change in Article 3, Section 1 was read (see below). The motion passed by written vote – 712.732 shares FOR – 73.132 shares AGAINST.

ITEM 2 - The proposed change in Article 7, Section 2 was read (see below). The motion passed by written vote – 526.75 shares FOR – 259.114 shares AGAINST.

ITEM 3 - The proposed change in Article 9, Section 2 was read (see below). The motion passed by written vote – 782.864 shares FOR – 3 shares AGAINST.

ITEM 4 - The proposed change in Article 9, Section 2 was read (see below). The motion passed by written vote – 782.864 shares FOR – 3 shares AGAINST. It was recommend by a shareholder that the board have good documentation of all incidents of theft with at least two witnesses documenting the event.

Meeting was adjourned at 8:40 pm

ITEM 1 - Article 3 - Section 1 – Number and Authority

It is proposed that the following line shall be added to the existing paragraph: "**All nominations for a Board of Directors position shall be submitted to the Board of Directors by the 1st of December prior to the annual meeting. Nominations must have a signed consent letter by the person being nominated. The nomination list will be sent to all shareholders by the Monday following the January board meeting.**"

ITEM 2 - Article 7, Section 2 - Amendments

It is proposed that the following line shall be added to the existing paragraph: "**All proposals/motions for amending the By-Laws at the annual meeting shall be submitted to the Board of Directors by the 1st of December prior to the meeting. The proposed B-Law change(s) will be sent to all shareholders by the Monday following the January board meeting.**"

ITEM 3 - Article 9 - Section 2 – Theft by a Stockholder

It is proposed that the following line shall be added to the opening paragraph: "**Theft of water includes taking water out of turn, failing to shut off your valves at the end of your turn, and failing to maintain private risers, valves, pipelines, etc. which are leaking water outside your turn.**"

ITEM 4 – Article 9 – Section 2 – Theft by a Stockholder

It is proposed that the wording of Repeated Offense be changed to the following: "**Repeated Offense: The Board of Directors may impose a \$50 fine for each offense. Each fine must be paid prior to receiving water again. If fines are not paid, the Board will pursue legal action in the courts and/or stop delivery of water to the shareholder for the season.**"