

**Moab Irrigation Company
Annual Stockholders Meeting
February 1, 2010**

The meeting opened at 7:10 pm.

Total company shares is 1081.06. 540.53 shares were needed for a quorum. 841.081 shares were present either in person or by proxy, representing 85 stock holders out of the company's 191 stock holders.

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 2009 Annual meeting. A motion was made by Bodner to accept the minutes, second by Holyoak. Motion passed.

Fred Powell gave a 2009 Officer's Report. Several questions followed by the shareholders. Primarily about the Moab City bill and the Upper Irrigation Dam repairs.

Jim Farnsworth gave the Financial Report. Several questions followed by the shareholders. A motion was made by Schappert to accept the report, second by Holland. Motion passed.

George Carter's five year term has ended as a board director. Two nominations had been received for this position. Gary Holyoak had been nominated by Patricia Holyoak. George Carter had been nominated by Dale Weiss. Both nominations had been second by the board. Each individual talked for a few minutes on why they would be a good candidate for the board. A vote was completed. Gary Holyoak received 198.739 votes. George Carter received 642.739 votes. George will serve for another term.

Fred Powell then presented the proposed by-law changes.

ITEM 1 - The proposed change in Article 1, Section 2 was read (see below). This change was proposed by George Carter. Pros and cons were read and discussed. The motion passed by written vote – 814.081 shares FOR – 24 shares AGAINST.

ITEM 2 - The proposed change in Article 3, Section 9 was read (see below). This motion was proposed by Jim Farnsworth. Pros and cons were read. There was no discussion. The motion failed by written vote – 161.107 shares FOR – 676.974 shares AGAINST.

ITEM 3 - The proposed change in Article 7, Section 3 was read (see below). This motion was proposed by Jim Farnsworth. Pros and cons were read and discussed. The motion passed by written vote – 646.031 shares FOR – 180.80 shares AGAINST.

Meeting was adjourned at 9.00 pm

ITEM 1 - Proposed by George Carter

Article 1 – Stock - Section 2 – Add the following line to the section.

All shares issued to diversion points not allocated to Mill Creek (ie wells, springs, etc.) shall have the stock certificate marked “Non Transferable Water”.

ITEM 2 - Proposed by Jim Farnsworth

Article 3 – Section 9 - Adding the following line to Section 9 –

No board member will be paid more than they owe in assessments.

ITEM 3 - Proposed by Jim Farnsworth

Article 7 – Sundry Provisions - Section 3. Changes to Ditch/Pipe Lines (this would be a new section under Article 7)

No request of right-of-way change of pipeline or ditch or adding or change of delivery valves to a new place will be granted by the Company without meeting the following criteria:

- 1. The proposed change must be brought before the Board for approval to insure that the flow of water will not be obstructed by the change and to insure that the change is built to the standard and design required by the Board.**
- 2. The requestor will complete the change with zero cost to the Company for the initial change.**
- 3. The requestor will provide (within 30 days of completion) a recorded easement to the Company of the change at which time the Company will resume maintenance of the new line or ditch, except for the surface improvements.**
- 4. The requestor will reimburse the Company for the cost of any future access though surface improvements, not limited to, but including pavement, concrete, curb, and gutter, for the purpose of maintaining the line.**