

**Moab Irrigation Company
Annual Shareholders Meeting
February 5, 2018**

The meeting opened at 7:05 pm.

Total company shares are 1081.06. 540.53 shares are needed for a quorum. 655.797 shares were present either in person or by proxy, representing 84 shareholders out of the company's 200 shareholders. The board of directors appreciates all those who either attended the meeting in person or who made the effort to return proxy votes.

Board members attending – Ron Pierce, Ken Minor, David Engleman, and Mike Duncan.

President Ron Pierce conducted the meeting.

Mike Duncan presented the Proof of Notice for the meeting.

Mike Duncan read the minutes from the 2017 Annual meeting. A motion was made by Powell to accept the minutes, second by Carter. Motion passed.

Ron Pierce gave the Officer's Report for 2017. The lack of snow so far this winter may cause serious water shortages this coming summer. As of the beginning of February, 2018 the LaSals are only 37% of normal.

Ken Minor went over the Financial Report. Over all the company is in good financial shape. The loan the company has had with the Board of Water Resources for the past 20 years has now been paid off.

David Engleman's five year term has ended as a director. He was willing to run again and voted in Yes - 655.172 and No - .625. Ron Pierce is resigning from the board. One nomination was made and accepted for George Dalton to fill Ron's remaining time on the board. Voting for George was as follows – Yes – 655.797 No - 0

Dave Engleman presented the proposed bylaw changes. There were two bylaw changes proposed this year.

Change 1 was for Article 6 Section 3 regarding the process to recover unpaid assessments. There was minimal discussion on this change. The bylaw change passed - Yes – 655.297 No – 0.5

Changed 2 was for Article 7 Section 4 – This was a new section for the bylaws related to Arbitration. The change failed to pass on a close vote of Yes – 323.922 No – 331.875

During the counting of the votes a raffle was held this year. Grand County Credit Union donated 6 folding chairs as a thank you for moving our checking/savings accounts to the Credit Union. These 6 chairs were raffled off.

Several other general questions were asked about the operation of the company. A brief discussion was held on the length of the water season. Also a discussion was held on the forth coming adjudication and the amount of land being irrigated in the lower Moab valley.

Attending Shareholders also thanked Ron Pierce for his work on the board.

The meeting adjourned at 8:15 pm.

Proposed Bylaw Changes

Article 6 – ASSESSMENT Section 3. Notice

The Secretary/Treasurer shall mail to each stockholder, at his last known address, a notice of the stock assessment no later than 30 days prior to the due date of the assessment fee. The notice shall set forth the amount per share levied on the stock and the administrative fee, stating that the assessment is payable at the date fixed by the Board of Directors at the office of the Secretary/Treasurer, and that if the same is not paid on the day specified, the same will be delinquent and advertised for sale at public auction on a day appointed by the Board of Directors and set forth in this notice. **Utah Code 16-4-302 thru 16-4-312 will be used for the process to sell any shares to cover assessment costs.**

****Bylaw Sections 4 thru 10 in Article 6 will be totally eliminated by the adding of this single line in Section 3 as those sections would be covered by Utah Code 16-4-302 thru 16-4-312.****

Article 7 – SUNDRY PROVISIONS Section 4 Arbitration (new section)

If a dispute arises between a shareholder and the board, and if the dispute cannot be settled through direct discussions, the parties agree to endeavor first to settle the dispute by mediation administered by an impartial mediation service. The parties further agree that any unresolved controversy or claim not settled by mediation, shall be settled by arbitration administered by an impartial arbitration service and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.