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05/29/96 3:07 PM**NO FEE**
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
UTAH ST-WATER RESOURCES
REC BY: J MORGAN , DEPUTY - WI

CERTIFICATION AND ACKNOWLEDGMENT

STATE OF UTAH)
) ss.
County of Salt Lake)

Comes now Woodrow S. Mickelsen, who being first duly sworn upon oath deposes and says: That he is the duly qualified Secretary of the DRAPER IRRIGATION COMPANY, a corporation organized under the laws of the State of Utah; that on the 8th day of December, 1987, a meeting of the STOCKHOLDERS of the aforesaid corporation was held at Draper, Utah, which meeting was held in the manner required by law and after due notice had been given to the aforesaid STOCKHOLDERS in the manner prescribed by law; that at such meeting 64.7 percent of the total shares of stock in this corporation were represented and that the following resolution was made, seconded and passed by 99.99 percent of the company stock represented at the meeting.

R E S O L U T I O N

IT IS HEREBY RESOLVED that Noel H. Enniss, President, and Woodrow S. Mickelsen, Secretary, acting on behalf of the DRAPER IRRIGATION COMPANY are hereby authorized to enter into a contract with the State of Utah, acting through the Board of Water Resources, for the construction of a water conservation project consisting of a concrete diversion structure and ductile iron culinary water pipeline located in Sections 22, 23, and 26, T3S, R1E, SLB&M.

FURTHER, that the total estimated cost of completing the project will be \$272,000, of which amount of the Board of Water Resources will pay 75 percent of the cost of construction but not to exceed \$204,000 and all additional costs to complete the project will be paid by the DRAPER IRRIGATION COMPANY, and

FURTHER, that this corporation shall assign to the Board of Water Resources its properties, easements, and water rights, appurtenant to said project on condition that the same be reconveyed to this corporation upon the payment of the purchase price thereof, such purchase price to be the combined total of all money paid by the Board of Water Resources for the construction of the project, but not to exceed \$204,000, plus all expense incurred by the Board of Water Resources for investigation, engineering and inspection in its accomplishment of project and

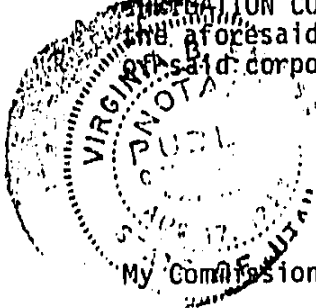
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FURTHER, that this corporation shall have full use of such properties and water rights during the life of this contract, provided this corporation is not delinquent in any of its obligations under the contract. We further authorize the Board of Directors of this corporation to assess all the outstanding corporate stock for any payments which may become delinquent under the terms of the aforesaid contract.

W S Mickelsen
Secretary

STATE OF UTAH)
County of Salt Lake) ss

On this 8th day of March, 1987, appeared before me Woodrow S. Mickelsen who is personally known to me to be the Secretary of the DRAPER IRRIGATION COMPANY and who did acknowledge to me under oath that he executed the aforesaid document entitled "Certification and Acknowledgment" on behalf of said corporation.



Virginia B. ...
NOTARY PUBLIC

My Commission Expires: August 12, 1989

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