

DRAPER IRRIGATION COMPANY

CERTIFICATION AND ACKNOWLEDGMENT  
BOARD OF DIRECTORS/STOCKHOLDERS

State of Utah }  
: SS.  
County of Salt Lake }

CERTIFIED TRUE COPY OF THE ORIGINAL  
Office of the Division of Water Resources Tel: 801-538-7284  
I certify that this is a true copy of the original document.  
Authorized Signee: *[Signature]* Dated: *3/3/20*

Comes now George Greenwood, 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 20<sup>th</sup> day of March, 2019, a meeting of the Board of Directors of said Company was held at 12421 South 800 East, Draper, Utah, which meeting was held in the manner required by law and after due notice had been given to said Board of Directors in the manner prescribed by law; that at such meeting a quorum of the Board was present to legally authorize the aforesaid Board to transact the business for which the aforesaid meeting was held; and that at said meeting the following resolution was made, seconded, and passed by a legal majority of the Company's Board of Directors:

RESOLUTION

IT IS HEREBY RESOLVED that Kent Ware, President, and George Greenwood, Secretary, acting on behalf of 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 to install meters on secondary water services, located in and around Section(s) 18,19,20,28,29,30,31,32,33 T3S, R1E, Salt Lake Base & Meridian; and 4,5,6 T4S, R1E, Salt Lake Base & Meridian.

FURTHER, that the total estimated cost of completing the project will be \$4,000,000, of which amount the Board of Water Resources will pay 75% of the cost of construction, but not to exceed \$3,000,000, and all additional costs to complete the project will be paid by the Draper Irrigation Company; and

FURTHER, that this Company shall assign to the Board of Water Resources its properties, easements, and water rights, appurtenant to said project on condition that the same be re-conveyed to this Company 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 \$3,000,000, including all expense incurred by the Board of Water Resources for investigation, engineering, and inspection in its accomplishment of project; and

RECORDED AS RECEIVED  
CO RECORDER

13905543 B: 11313 P: 8851 Total Pages: 2  
03/07/2022 01:57 PM By: ndarmiento Fees: \$0.00  
ACKNOW - ACKNOWLEDGEMENT  
Rashelle Hobbs, Recorder, Salt Lake County, Utah  
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1594 WEST NORTH TEMPLE, STE 310 SALT LAKE CITY, UT 84114

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

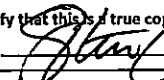
FURTHER, that pursuant to the Company's duly adopted Articles of Incorporation, as amended and restated in 2001 by a vote of 2,952 in favor, 30 opposed, and 2 abstaining, the Company is granted the express power "to borrow money for corporate purposes; to execute and deliver notes, bonds, or other evidence of indebtedness in payment of corporate debts; and to secure the same by mortgages, trust deeds, or other encumbrances upon all or any of the property of this Corporation." (Article III, Section (a).) The power "to enter into contracts" and "to deliver promissory notes, guarantees, or other obligations" is vested solely in the Company's Board of Directors "in such form and upon such terms and conditions" as the Board deems necessary and proper. (Article III, Section (b).) A vote of the Company's shareholders is only required if the Company's property is being disposed of pursuant to merger, consolidation, dissolution, or conversion of the Company outside of the Company's "usual course of business," and in that case, the action must be approved by both "the Board of Directors and the stockholders holding two-thirds of the issued and outstanding Class A Stock." (Article V.) Accordingly, a certification of the shareholders is not required and is not feasible given the nature and structure of the Company which serves thousands of customers.

  
George Greenwood, Secretary

On this 20 day of March, 2019, George Greenwood personally appeared before me and, being personally known to me to be the Secretary of Draper Irrigation Company, did acknowledge to me under oath that he executed the aforesaid document entitled "Certification and Acknowledgment" on behalf of said Company.

  
NOTARY PUBLIC



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