

STOCKHOLDERS

CERTIFICATION AND ACKNOWLEDGMENT

STATE OF UTAH)
): ss
COUNTY OF WASATCH)

Comes now Mike Kohler, who being first duly sworn upon oath deposes and says: that he is the duly qualified Secretary of the MIDWAY IRRIGATION COMPANY, a corporation organized under the laws of the State of Utah; that on the 4th day of January, 2003, a meeting of the STOCKHOLDERS of the aforesaid corporation was held at Midway City, 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 thirty-eight percent (38%) of the total shares of stock in this corporation were represented and that the following resolution was made, seconded and passed by one hundred percent (100%) of the company stock represented at the meeting.

RESOLUTION

IT IS HEREBY RESOLVED that Steve Farrell, President and Mike Kohler, Secretary, acting on behalf of the MIDWAY 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 pressurized irrigation system located in Section 18, T. 3 S., R. 5 E., SLB&M, Sections 13, 21, 22, 23, 24, 25, 26, 27, 28, 33, 34, and 35, T. 3 S., R. 4 E., SLB&M, and Sections 2, 3, 9, and 10, T. 4 S., R. 4 E., SLB&M.

FURTHER, that the total estimated cost of completing the project will be THREE MILLION 400 HUNDRED THOUSAND AND NO/100 DOLLARS (\$3,400,000.00) of which amount the Board of Water Resources will pay Seventy-one Percent (71%) of the cost of construction but not to exceed TWO MILLION FOUR HUNDRED FOURTEEN THOUSAND DOLLARS (\$2,414,000.00), in addition to the FIVE MILLION THREE HUNDRED FIFTY-FIVE THOUSAND DOLLARS (\$5,355,000.00) already provided and all additional costs to complete the project will be paid by the MIDWAY IRRIGATION COMPANY; and

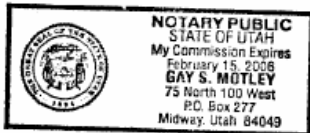
FURTHER, that this corporation shall assign to the Board of Water Resources its properties, easements, and water rights, appurtenant to said project on condition that the same be reconveyed to this corporation upon the payment of the purchase price thereof, such purchase price to be the combined total of all money paid by the Board of Water Resources for the construction of the project, but not to exceed TWO MILLION FOUR HUNDRED FOURTEEN THOUSAND AND NO/100 DOLLARS (\$2,414,000.00), plus all expense incurred by the Board of Water Resources for investigation, engineering, and inspection in its accomplishment of the project; and

FURTHER, that this corporation shall have the 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.


Secretary

STATE OF UTAH)
 : ss
COUNTY OF WASATCH)

On this 4 day of March, 2003, appeared before me Mike Kohler who is personally known to me to be the Secretary of the MIDWAY 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.




Notary Public



State of Utah

**Department of
Natural Resources**

MICHAEL R. STYLER
Executive Director

**Division of
Water Resources**

D. LARRY ANDERSON
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

September 16, 2005

Ms. Elizabeth M. Palmier
Wasatch County Recorder
County Administration Bldg.
25 North Main Street
Heber City, UT 84032

Ms. Palmier:

Please record the documents between the Utah Board of Water Resources and the Midway Irrigation Company, which are listed as follows:

1. Agreement No. 99-1615, dated 22 February, 1999
2. Amendment to Agreement 99-1615, dated 15 September, 1999
3. Certification and Acknowledgment

We request these documents be recorded without the usual fee as provided in Section 21-7-2 Utah Code Annotated. It will not be necessary for you to abstract these documents for our purposes.

Please return to: **Division of Water Resources**
1594 W. North Temple
P.O. Box 146201
Salt Lake City, Utah 84114-6201

If you have any questions, please call me at 538-7255.

Thank you,

Shalaine DeBernardi
Contract/Bond Officer

Enclosures