

RESOLUTION 2016-11-001

**A RESOLUTION PROPOSING THE ADOPTION OF DIRECTOR AND OFFICERS
COMPENSATION, CONTRACT AUTHORITY AND LIMITS**

November 1st, 2016

Pursuant to the provisions of the Utah Revised Nonprofit Corporation Act, the Board of Directors of the Smithfield Irrigation Company (the "Company") hereby adopts the following resolution proposed during a duly noticed meeting of the Directors:

WHEREAS the Board of Directors desires to allow the President of the Company to contract on behalf of the Company for certain minor and small contracts pursuant to Art. VII(G) of the Bylaws; and

WHEREAS the Board of Directors seeks to set the compensation for the Directors and other officers of the Company pursuant to Art. IX of the Bylaws; and

WHEREAS the Board of Directors wishes to clarify and expand the notice requirements for Board of Director meetings, regular or special, as currently described in Art. VII(N) of the Bylaws;

NOW, THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors as follows:

1. RESOLVED that, any person duly elected as President of the Company is authorized, empowered, and directed to negotiate, execute, and deliver contracts on behalf of the Company during his or her tenure as President, so long as any individual contract would obligate the Company to no more than \$2500.00 total and would last no longer than 1 year; and

FURTHER RESOLVED, any person duly elected as President of the Company is authorized, empowered, and directed to take further action in connection with the foregoing resolution that they may deem necessary, advisable, or appropriate in order to effectuate the intent and accomplish the purpose of the foregoing resolution; and

FURTHER RESOLVED, that all actions heretofore taken by the President on or prior to the date of this Resolution, in connection with the items contemplated by the foregoing resolutions be, and hereby are, in all respects ratified, confirmed, approved and adopted as actions on behalf of the Company as if such acts had been approved prior to such actions being taken;

2. RESOLVED that the Directors and Officers of the Company shall be compensated for each year they serve in such a capacity, commencing at the conclusion of the annual shareholders meeting; and

FURTHER RESOLVED, that the compensation for Directors and Officers per year shall be established as described in Schedule 1, attached hereto. The effective date

of this compensation Resolution shall be November 1st, 2016;


FURTHER RESOLVED, that said compensation shall be paid at the end of each year in the month of December;

FURTHER RESOLVED, that if an individual is appointed or elected in more than one position, such that they fill multiple directorships or officerships, that such compensation shall not be additive, but instead shall be capped as if that person were serving only in the highest compensated capacity he or she has;

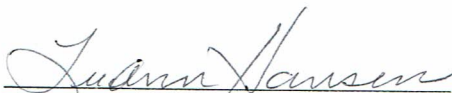
3. RESOLVED, that except as otherwise required or allowed by the Articles of Incorporation or the Bylaws, notice of a meeting of the Board of Directors, whether regular or special, shall be provided by at least one of the methods as described in Schedule 2, attached hereto. The effective date of this notice Resolution shall be November 1st, 2016

PASSED, APPROVED, and ADOPTED by a majority vote of the Directors at its duly noticed November 1st, 2016 meeting

Smithfield Irrigation Company

By: 
Patrick L. Draper, President

Attest:


LuAnn Hansen, Secretary

SCHEDULE 1 to RESOLUTION 2016-11-001

[Establishing Compensation for Officers and Directors]

The compensation per year for Officers and Directors shall be as follow:

Position	Compensation
Directors	\$1,000
President	\$2,000
Vice-President	\$1,000
Secretary/Treasurer	\$1,000

SCHEDULE 2 to RESOLUTION 2016-11-001

[Establishing Notice Requirements for Meetings of the Board of Directors]

Except as otherwise required or allowed by the Articles of Incorporation or the Bylaws, notice of a meeting of the Board of Directors, whether regular or special, shall be provided by at least one of the following methods:

Method of Serving Notice	Time Requirement (prior to the meeting)
Via traditional mail ¹	3 Days
Verbally ²	24 Hours
Electronically ³	24 Hours

1. Notice via traditional mail must be via first class USPS mail.
2. Verbal notice includes all forms of verbal communication, including but not limited to providing notice in person, via telephone, or via voice message to a Director's known voice number, service, or device.
3. Electronic notice includes all forms of electronic communication, including but not limited to providing notice via electronic delivery to a Director's known email address or text message number, service, or device.