RESOLUTION OF THE BOARD OF DIRECTORS OF THE BLOOMINGTON CANAL COMPANY

We, the Board of Directors of the Bloomington Canal Company (the "Company"), pursuant to a duly authorized meeting under the Company's Articles of Incorporation, and having previously discussed the following matters with the Company's shareholders, hereby resolve that it is in the best interests of the Company and its shareholders for the Board, on behalf of the Company and its shareholders, to: (1) approve the Shivwits Band water rights settlement as set forth in the Santa Clara Project Agreement, the St. George Water Reuse Project Agreement, the Shivwits Band Water Rights Settlement Agreement (the "Settlement Agreement") and the Shivwits Band Water Rights Settlement Act, P.L. 106-263 (the "Shivwits Water Rights Settlement"); (2) approve the Santa Clara Project Agreement and the Settlement Agreement (which must be approved and signed by the Company in order to implement the Shivwits Water Rights Settlement); and do hereby approve the same.

DATED this 20 day of January, 2001.