

**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.

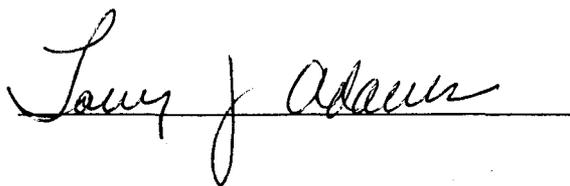
DATED this 20 day of January, 2001.













**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE IVINS IRRIGATION COMPANY**

We, the Board of Directors of the Ivins Irrigation 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 (3) approve the Ivins Reservoir to Santa Clara Pipeline Agreement; and do hereby approve the same.

DATED this 13th day of January, 2001.

Ray Erce

Don A. Sims

David H. Hahn

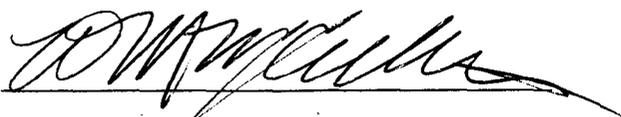
W. Roosevelt Gubler

Don Morwood

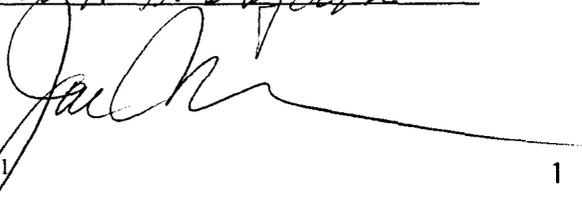
**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE LOWER GUNLOCK RESERVOIR CORPORATION**

We, the Board of Directors of the Lower Gunlock Reservoir Corporation (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 (3) approve the Agreement among the Utah Division of Wildlife Resources, Washington County Water Conservancy District and the Lower Gunlock Reservoir Corporation regarding control of water from the conservation pool in Gunlock Reservoir; and do hereby approve the same.

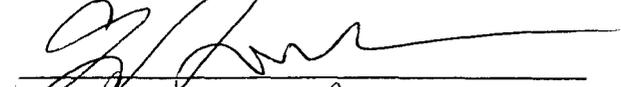
DATED this 15 day of January, 2001.



Steve A. Rubin



T. Cecy Hamner



Larry H. Gardner

RESOLUTION

LOWER GUNLOCK RESERVIOR CORPORATION

Whereas on July 21, 1980, the State of Utah pursuant to Title 73, Chapter 4, Utah Code as amended, initiated a statutory adjudication of the water rights in the Fifth Judicial District Court of the State of Utah in and for Washington County which encompasses all the rights to the use of water both surface and underground within the drainage area of the Virgin River and its tributaries in Utah including the Santa Clara drainage. Whereas the United States was joined as a party in the Virgin River adjudication pursuant to 43 USC § 666 read on February 17, 1987 the United States filed a Statement of Water Use Claim asserting the water right based on state law and federal reserved water rights claim for the benefit of the Shivwits Band of the Paiute Indian Tribe of Utah.

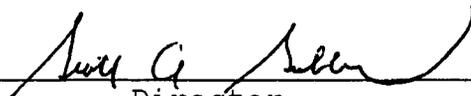
Whereas the Water Conservancy District has proposed an agreement to satisfy the claim against water users Ed Bowler, Gunlock Irrigation Company, Ivins Irrigation Company; the Lower Gunlock Reservoir Corporation; the New Santa Clara Field Canal Company; the Shivwit Band of the Paiute Indian Tribe of Utah; the Southgate Irrigation Company; the City of St. George, Utah; the St. George Santa Clara Field Company; the United States of America; the State of Utah; and the Washington County Water Conservancy District.

Whereas pursuant to a Special Meeting of the Board of Directors which was called pursuant to Notice and validated by Waivers of Notice of Special Meeting of Directors and signed by the Board of Directors and attached hereto as exhibit A.

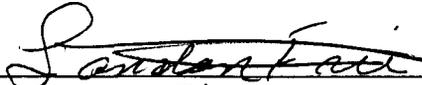
Now therefore be it resolved that Scott A. Gubler - President, is hereby authorized to sign the Santa Clara Project agreement attached hereto as exhibit B.

Now therefore be it resolved that Scott A. Gubler - President, is hereby authorized to sign the Shivwits Band of the Paiute Indian Tribe of Utah Water Rights Settlement Agreement attached hereto as exhibit C.

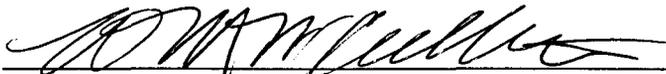
Now therefore be it resolved that Scott A. Gubler - President, is hereby authorized to sign the Ivins Reservoir to St. George, Santa Clara Pipeline Agreement attached hereto as exhibit D.



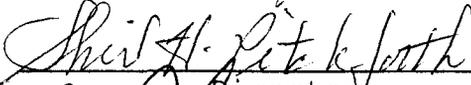
Director



Director



Director



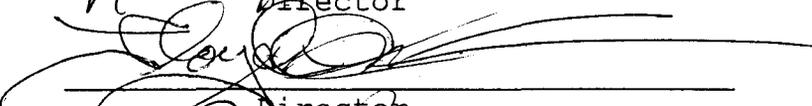
Director



Director



Director



Director



Director



Director



**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE NEW SANTA CLARA FIELD CANAL COMPANY**

We, the Board of Directors of the New Santa Clara Field 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 (3) approve the Ivins Reservoir to Santa Clara Pipeline Agreement; and do hereby approve the same.

DATED this 14 day of January, 2001.

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]



January 25, 2001

To Whom It May Concern:

I hereby certify that the enclosed excerpt of minutes of the St. George City Council meeting held January 11, 2001 approving the Shivwits settlement agreement and authorizing the Mayor to execute it is true and correct and accurately reflects the action taken by the St. George City Council at that meeting.

Sincerely,

Gay A. Cragun, CMC
City Recorder

Councilmember Isom temporarily left the stand.



SETTLEMENT AGREEMENT WITH SHIVWITS:

Mayor Daniel McArthur explained this settlement agreement is an historic document which has taken years to negotiate and involves users of the Santa Clara River including Santa Clara City, the City of St. George, the Shivwits Band, and Washington County Water Conservation District. An official signing will take place on Monday, January 15 at the Shivwits reservation.

A motion to approve the agreement and authorize the Mayor to sign it was made by Councilmember Whatcott. The motion was seconded by Councilmember Orton. Mayor McArthur called for a vote, as follows:

- Councilmember Whatcott - aye
- Councilmember Orton - aye
- Councilmember Allen - aye
- Councilmember Gardner - aye

The vote was unanimous, except for Councilmember Isom who left the stand. The motion carried.

Councilmember Isom returned to the stand.

DISCUSSION RE DOCTORS' FREE CLINIC:

City Manager Gary Esplin advised that the City could work consistently with the recent Supreme Court decision concerning donations by municipalities in order to donate property for the Doctors' Free Clinic. There are three sites owned by the City that appear to be suitable: (1) on Dixie Drive south of the southernmost veterinarian clinic, (2) along Riverside Drive on property adjacent to property owned by Ence Realty, or (3) the Elks Field site. The location on Dixie Drive will require fill and there may be wetland issues. The property along Riverside Drive was donated to the City, and a joint parking lot would be needed with the adjacent property. Additionally, there may be political concerns. There are zoning concerns with the Elks Field site in that a commercial enterprise there may be an intrusion into the residential zone, and the City at this time does not know its plans for the Sunbowl. The site may be needed as part of a future overall park complex.

Mayor McArthur commented he preferred the Dixie Drive site.

Dr. Doxey advised he had not seen either the Dixie Drive or Riverside Drive sites, but preferred a central location in town. Their first choice is the Elks Field site.

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**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE ST. GEORGE CLARA FIELD CANAL COMPANY**

We, the Board of Directors of the St. George Clara Field 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 (3) approve the Ivins Reservoir to Santa Clara Pipeline Agreement; and do hereby approve the same.

DATED this 15th day of January, 2001.

Scott A. Bull

Kevin H. Tuck

London Frei

Frank Hill

Richard Hagen

RESOLUTION

ST. GEORGE SANTA CLARA FIELD CANAL COMPANY

Whereas on July 21, 1980, the State of Utah pursuant to Title 73, Chapter 4, Utah Code as amended, initiated a statutory adjudication of the water rights in the Fifth Judicial District Court of the State of Utah in and for Washington County which encompasses all the rights to the use of water both surface and underground within the drainage area of the Virgin River and its tributaries in Utah including the Santa Clara drainage. Whereas the United States was joined as a party in the Virgin River adjudication pursuant to 43 USC § 666 read on February 17, 1987 the United States filed a Statement of Water Use Claim asserting the water right based on state law and federal reserved water rights claim for the benefit of the Shivwits Band of the Paiute Indian Tribe of Utah.

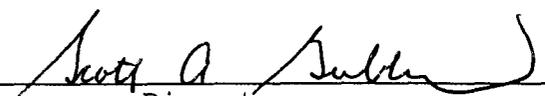
Whereas the Water Conservancy District has proposed an agreement to satisfy the claim against water users Ed Bowler, Gunlock Irrigation Company, Ivins Irrigation Company; the Lower Gunlock Reservoir Corporation; the New Santa Clara Field Canal Company; the Shivwit Band of the Paiute Indian Tribe of Utah; the Southgate Irrigation Company; the City of St. George, Utah; the St. George Santa Clara Field Company; the United States of America; the State of Utah; and the Washington County Water Conservancy District.

Whereas pursuant to a Special Meeting of the Board of Directors which was called pursuant to Notice and validated by Waivers of Notice of Special Meeting of Directors and signed by the Board of Directors and attached hereto as exhibit A.

Now therefore be it resolved that Scott A. Gubler - President, is hereby authorized to sign the Santa Clara Project agreement attached hereto as exhibit B.

Now therefore be it resolved that Scott A. Gubler - President, is hereby authorized to sign the Shivwits Band of the Paiute Indian Tribe of Utah Water Rights Settlement Agreement attached hereto as exhibit C.

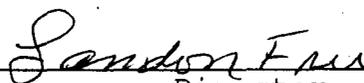
Now therefore be it resolved that Scott A. Gubler - President, is hereby authorized to sign the Ivins Reservoir to St. George, Santa Clara Pipeline Agreement attached hereto as exhibit D.



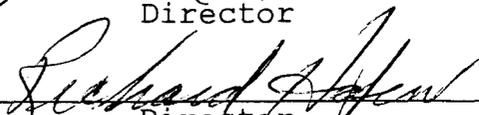
Director



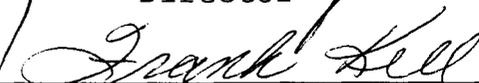
Director



Director



Director



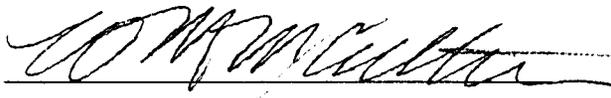
Director

Director

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE SOUTHGATE IRRIGATION COMPANY**

We, the Board of Directors of the Southgate Irrigation 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 ____ day of January, 2001.

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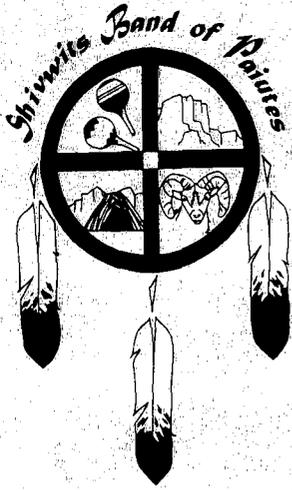
RESOLUTION OF THE BOARD OF TRUSTEES OF
THE WASHINGTON COUNTY WATER CONSERVANCY DISTRICT

We, the board of Trustees of the Washington County Water Conservancy District, pursuant to a duly authorized meeting and after notice of said meeting having been posted, hereby resolve that it is in the best interests of the District for the Board, on behalf of the District to: (1) ratify 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) ratify the Santa Clara Project Agreement and the Settlement Agreement (which has been approved and signed by the District Chairman in order to implement the Shivwits Water Rights Settlement); and (3) ratify the Ivins Reservoir to Santa Clara Pipeline Agreement; and do hereby approve and ratify the same.

DATED this 30 day of January, 2001.

By Jack Lemmon
JACK LEMMON
Chairman

Attest:
Robert McMillin (SEAL)
Secretary/Treasurer



SHIVWITS BAND OF PAIUTES

P.O. Box 448 • Santa Clara, Utah 84765

SHIVWITS BAND COUNCIL RESOLUTION NUMBER 2001-01 CONCERNING SETTLEMENT OF WATER RIGHTS CLAIMS

WHEREAS, the Shivwits Band is one of five constituent bands of the Paiute Indian Tribe of Utah, which is organized under the Tribal Constitution passed on June 11, 1991 pursuant to the provisions of the Indian Reorganization Act of June 18, 1934 (48 Stat. 984), and the Shivwits Band Council is the duly-elected governing body of the Shivwits Band with the powers enumerated in Article VIII of that Constitution; and

WHEREAS, the United States filed a water rights claim on behalf of the Shivwits Band in the Virgin River Adjudication, Civil No. 800507596 in the Fifth Judicial District Court in Washington County, Utah, on February 17, 1987, and the Shivwits Band Council has since been involved in negotiations with federal, state, and local parties to reach agreement concerning the quantity and source of the Band's water rights that satisfies the Shivwits Band's long term water needs; and

WHEREAS, Congress passed legislation authorizing our settlement in July, 2000, and the parties then finalized the details on the three main agreements and two side agreements that embody our settlement, and the Council has reviewed the final versions of those agreements distributed in October, 2000; and

WHEREAS, the Band Council has been involved in the details of negotiating all five agreements and has determined that the 4000 acre foot water right satisfies the Band's long term water needs and justifies the waivers of claims, and that these five agreements, when combined, serve the best interests of the Shivwits Band;

NOW, THEREFORE, BE IT RESOLVED, that the Shivwits Band Council hereby approves (1) the Memorandum of Understanding among the State, District and Shivwits Band concerning future water development projects; and (2) the Agreement for Sale or Exchange of Domestic Quality Water by and between the Shivwits Band of the Paiute Indian Tribe of Utah and the City of St. George, and,

NOW BE IT FURTHER RESOLVED, that conditioned on those two agreements first being executed and enforceable, the Shivwits Band Council hereby approves (3) the Santa Clara Project Agreement, (4) the St. George Water Reuse Agreement, and (5) the Water Rights Settlement

Agreement; and

BE IT FURTHER RESOLVED that the Shivwits Band Council authorizes its Chairperson to execute any and all documents necessary to carry out the terms of this Resolution.

C-E-R-T-I-F-I-C-A-T-I-O-N

It is hereby certified that the foregoing "Resolution 2001-01 Concerning Settlement of Water Right Claims" of the Shivwits Band Council, composed of (4) members of whom 4 constituting a quorum were present at a meeting duly held on the 15 day of January, 2001, was adopted by the affirmative vote of 4 for and 0 against.

By: Glenn Rogers
Glenn Rogers,
Shivwits Band Chairman

Attested By: Lawrence Snow
~~Norine Castro~~
~~Shivwits Band Secretary~~
Lawrence Snow
Vice Chair



THE PAIUTE INDIAN TRIBE OF UTAH
440 North Palute Drive • Cedar City, Utah 84720 • (435) 586-1112

RESOLUTION 01-02

WHEREAS: The Paiute Indian Tribe of Utah is a federally recognized tribe under 25 U.S.C. § 762, and the Tribal Council is recognized by the Secretary of the Interior as being the duly elected official governing body of the Tribe, and,

WHEREAS: The Shivwits Band of Paiutes is a constituent band of the Paiute Indian Tribe of Utah, and,

WHEREAS: The Shivwits Band of Paiutes has diligently pursued settlement of its water rights claims for many years, and,

WHEREAS: Settlement of these water rights claims is fundamental to the self-determination and economic self-sufficiency of the Shivwits Band of Paiutes, and,

WHEREAS: The Shivwits Band of Paiutes, through its duly elected Band Council, has negotiated settlement of its water rights claims and expressed full support for Public Law 106-263, and,

WHEREAS: Public Law 106-263 was enacted on August 14, 2000 to provide for settlement of the water rights claims of the Shivwits Band of Paiutes, and,

WHEREAS: The Paiute Indian Tribe of Utah is that tribal entity recognized and eligible to receive services from the United States Bureau of Indian Affairs on behalf of the Shivwits Band of Paiutes, and,

NOW, THEREFORE, BE IT RESOLVED: That the Paiute Indian Tribe of Utah fully supports the efforts of the Shivwits Band of Paiutes in securing its water rights and joins with its Band Council in expressing full support for Public Law 106-263.

RESOLUTION 01-02

CERTIFICATION

I hereby certify that the foregoing resolution was fully considered by the Tribal Council at a duly called meeting at Cedar City, Utah, at which a quorum was present, and that the same was passed by a vote of 5 in favor, 0 opposed, 0 abstained, and 0 absent, this third day of January, 2001.


General Anderson, Tribal Chairwoman

ATTEST:


Maureen Keitz, Tribal Council Secretary



U.S. Department of Justice

Environment and Natural Resources Division

Assistant Attorney General
950 Pennsylvania Avenue, N.W.
Washington, DC 20530-8001

Telephone (202) 514-2701
Facsimile (202) 514-8557

December 28, 2000

Privileged Attorney-Client Correspondence

John D. Leshy
Solicitor
United States Department of the Interior
1849 C Street, N.W.
Mail Stop 6352
Washington, D.C. 20240

Attn: Tim Vollmann, Acting Associate Solicitor for Indian Affairs

Re: IN THE MATTER OF THE GENERAL DETERMINATION OF RIGHTS TO THE
USE OF WATER, BOTH SURFACE AND UNDERGROUND, WITHIN THE
DRAINAGE AREAS OF THE VIRGIN RIVER IN WASHINGTON, IRON AND
KANE COUNTIES - Fifth Judicial District - Civil No. 800507596

Shivwits Band of the Paiute Indian Tribe of Utah Water Rights Settlement Agreement

Dear Mr. Leshy:

This is to inform you that, pursuant to my authority under 28 C.F.R. § 0.160, I have approved settlement of the United States' claims on behalf of the Shivwits Band of the Paiute Indian Tribe of Utah, as asserted in the Virgin River Adjudication of water rights, cited above, as this settlement is set forth in the Shivwits Band of the Paiute Indian Tribe of Utah Water Rights Settlement Agreement, the St. George Water Reuse Agreement, and the Santa Clara Project Agreement (collectively the "Settlement Agreements"), and the proposed Judgment and Decree, as appended to these Settlement Agreements and the recent Congressional legislation approving this settlement.

Sincerely,

Lois J. Schiffer
Assistant Attorney General
Environment and Natural
Resources Division

cc: David Hayes, DOI
Craig Alexander, Chief, IRS
Susan Schneider, IRS