

NOTICE OF SPECIAL PROVIDENCE LOGAN IRRIGATION COMPANY SHAREHOLDER'S MEETING
Your water rights are at risk; your attention, action and vote are needed !

To All Shareholders:

February 10, 2023

Notice is hereby given that a Special Meeting of the Shareholders of the Providence Logan Irrigation Company (ProLog) will be held March 2nd, 2023, 7:00 pm at the Old River Heights Elementary School 420 South 500 East, River Heights, Utah.

Shareholders are invited to meet with the Board of Directors to help determine the future of Providence Logan Irrigation Company (ProLog). The Board feels it would be irresponsible to continue current company operations and status without stockholder understanding and approval.

Current Status:

- 1) Institutional knowledge of the system's operation and maintenance is only known by a handful of individuals. Only one person knows the scheduling and billing program.
- 2) Major Shareholders are not using their water. More than 60% of our water shares are not being actively used which may put our rights at risk due to lack of beneficial use.
- 3) Infrastructure needs constant oversight due to maintenance of old flumes, open ditches and the liability of operating in suburban neighborhoods.

Options to be explained, considered and voted upon:

- 1) Form an Ad Hoc Committee (AHC), including a lawyer, to evaluate best options for continued functioning?

Possibilities may include the following and/or other viable options:

- a. The AHC may try to work out agreements with local municipalities to provide water via culinary pipes in exchange for water rights transferred to them.
 - b. The AHC may investigate selling the water shares outright.
 - c. The AHC may investigate borrowing money to pressurize the system.
- 2) Maintain open flow: Monitor, maintain structures and accounting? (Business as usual.)

Should the Shareholders vote to maintain open flow, the current President, Chris Milbank, will step down. An election will be held to nominate and vote for a new president and board members who are willing to take responsibility for ProLog maintenance, scheduling and billing. Members of the new Board will be registered with the Utah Dept of Corporations. The new President must be the Registered Agent representing ProLog.

- 3) Distribute water in 2023 with additional Board members and form AHC to investigate future options?

Voting:

Ballots to vote on the above options will be distributed at this meeting. Nominations for additional Board members will be asked for and voted upon at this meeting.

Note: Stockholder and Shareholder are interchangeable terms.

Bylaws regarding Voting:

Vote: Shareholders shall be entitled to one vote for each share and fractional shares shall be entitled to a corresponding fractional vote. Voting may be in person, by proxy appointed by written instrument, or by written ballot (not requiring personal presence). Cumulative voting for Directors is authorized according to law and upon additional procedures as may be adopted by the Board.

Procedure and Voting at Meetings:

The President shall preside at Stockholder Meetings. Voting by Shareholders at the meeting may be open or by secret ballot, as determined by the presiding Officer except as otherwise directed by the Board. Parliamentary procedure as presented in the latest available edition of Robert's Rules of Order shall prevail in the event of questions concerning procedure.

Ballots In Lieu of Attendance:

Regarding Voting by Shareholders in lieu of attending a meeting may be accomplished by written ballot. A written ballot shall set forth the proposed action, provide an opportunity to vote for or against each proposed action, state the time when the ballot must be received by this Corporation to be counted, and be accompanied by information sufficient to permit an informed decision on the matter. A written ballot may not be revoked, unless otherwise provided by the By-Laws. Actions taken by written ballots shall have the same effect as if the person were present at a meeting and the solicitation for written ballot may state that the person may vote in person or by written ballot in lieu of attendance at such meeting, and that such ballot submitted shall not automatically be revoked by attendance but may be timely revoked by attendance accompanied by timely notification to the Secretary. The solicitation for votes by written ballot may indicate the number of responses needed to meet the quorum requirements and the percentage of approvals necessary to approve each matter other than election of directors.

Proxy:

A proxy by a Stockholder shall be in writing and filed with the Secretary at or prior to the beginning of such meeting. An electronic transmission may constitute a proxy provided it is a written statement of the appointment to the proxy, state the number of shares, any limitations on the proxy, and bear the signature (or facsimile thereof) of the Stockholder. The appointment by proxy is valid for eleven (11) months, unless a different period is expressly provided in the proxy appointment. A proxy is revocable by the Stockholder prior to the vote.

Sincerely, ProLog Board of Directors

Please send your email address to: prologwater@gmail.com to receive important updates regarding your ProLog water shares.