



WATERPRO INC.

If you are interested in running for a position on the Draper Irrigation Company's board of directors, you must submit your request by 5:00 p.m. February 24, 2012. If you, as a stockholder would like to nominate an individual or yourself, you must complete the following:

Each such notice shall set forth:

- a) The name and address of the stockholder who intends to make the nomination and of the persons to be nominated;
- b) A representation that such stockholder is a holder of record of stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice;
- c) A description of all arrangements or understandings between such stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by such stockholder;
- d) A description, covering the past five years of:
 - (i) The nominee's business experience, including the nominee's principle occupation(s) and employment and the name and principal business of the corporations or organizations in which such occupations or employment were carried on;
 - (ii) Any federal bankruptcy petitions or state insolvency proceedings that were filed by or against the nominee, any partnership in which the nominee was a general partner at or within two years preceding the time of filing, or any corporation or business association in which the nominee was an executive officer at or within two years before time of filing;
 - (iii) Any criminal convictions for the nominee, other than traffic violations or other minor offenses;
 - (iv) Any other judgment of decree (not later reversed, suspended, or vacated) enjoining or barring the nominee from participation in any business activity, including those related to banking or trading in securities or commodities, or any judicial or administrative determination, finding, or conclusion that the nominee had violated federal or state law; and the consent of each nominee to serve as a director of the corporation if elected. The chairman of a stockholder meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

Nominations for the election of directors may be made to the board of directors or by any stockholder entitled to vote for the election of directors. Any stockholder entitled to vote for the election of directors at a meeting may nominate persons for election as directors only if written notice of such stockholder's intent to make such nomination is given, either by personal delivery or by United States first class mail, postage prepaid, to the secretary of the corporation not later than the date stated above.