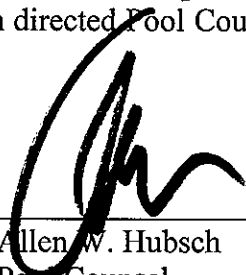


THE NON-AGRICULTURAL POOL COMMITTEE
May 14, 2015

The Non-Agricultural Pool Committee held a telephonic confidential session at approximately 12:30 pm on May 14, 2015. Pool Counsel recorded attendance at the confidential session. The following representatives and alternates were in attendance:

Aqua Capital Management, LP	David Penrice
California Speedway Corporation	Brian Geye
California Steel Industries, Inc.	Ken Jeske, Ramsey Haddad
Calmat Co.	Bob Bowcock
City of Ontario	Tom O'Neill
County of San Bernardino	Bob Page

The Resolutions set forth on Exhibit A attached hereto were presented and adopted as the affirmative action of the Committee. The Chairman directed Pool Counsel to publicly report the adoption by the Committee of such Resolutions.

By: 
Allen W. Hubsch
Pool Counsel

RESOLUTIONS

WHEREAS, on or about July 11, 2014, the Hon. Stanford Reichert entered an order in that certain case entitled Chino Basin Municipal Water District v. City of Chino, et al, Case No. RCVRS51010 authorizing the Non-Agricultural Pool Committee by affirmative action of a majority of the voting power of the Committee, to amend its rules and regulations to allow for a quorum of less than a majority of the voting power; and to allow for affirmative action of the Committee by less than a majority of the voting power, provided that if a volume vote is called, affirmative action of the Committee shall nonetheless require concurrence of at least one-third of its total members;

WHEREAS, a volume vote was called, with one-third of the Committee's members being present, a motion was made and seconded; the Chair called for dissent, and none being noted, the following Resolutions regarding quorum and voting were deemed passed by unanimous vote of those present;

RESOLUTION REGARDING QUORUM

WHEREAS, Section 2.08 of the Rules and Regulations of the Pool Committee currently states as follows:

2.08 Quroum. A majority of the voting power of the Pool Committee shall constitute a quorum for the transaction of its affairs.

NOW THEREFORE, Section 2.08 of the Rules and Regulations of the Pool Committee is hereby deleted in its entirety and replaced as follows:

2.08 Quorum

(a) any 2 or more members of the Pool Committee shall constitute a quorum for the transaction of its affairs, provided that if fewer than 4 members are present to establish a quorum, then such quorum must include the Chair or Vice Chair or both. For the purposes hereof, (1) attendance of the representative of a member, or the alternative of such representative, shall be included for purposes of establishing a quorum; and (2) such attendance may be in person, by telephone or by any other method that allows each representative or alternate in attendance to hear all other persons in attendance, and to be heard clearly by them, at all times while business of the Pool Committee is being conducted.

(b) The Secretary shall take a roll call of the members at or prior to the commencement of each meeting of the Pool Committee. If a quorum is not present at the beginning of a meeting or is lost during a meeting, the meeting shall immediately be adjourned.

(c) If a quorum is not present at the beginning of a meeting or is lost during a meeting, the members in attendance shall have no authority thereafter to take action at

such meeting. Any representatives or alternates who attend a meeting at which a quorum is not present or is lost may elect to receive reports or engage in discussion as long as no action is taken by them. The minutes of any meeting of the Pool Committee at which a quorum is not present or is lost shall state the time of adjournment, and shall not reflect any reports, discussion or other matter occurring after such adjournment.

(d) If action is not taken at a meeting of the Pool Committee on an item that was included as a business item on the agenda of such meeting because of the absence of a quorum, and if the item appears as a business item on the agenda of the next meeting of the Advisory Committee and the Watermaster Board, then the representatives who have been elected by the Pool Committee to serve on the Advisory Committee and the Watermaster Board may act on such item at such meeting of the Advisory Committee and the Watermaster Board as they determine appropriate.

RESOLUTION REGARDING VOTING

WHEREAS the final sentence of the second paragraph of Section 2.09 of the Rules and Regulations and the final sentence of Section 2 of the Pooling Plan currently state as follows:

Affirmative action of the Committee shall require a majority of the voting power of members in attendance, provided that it includes concurrence by at least one-third of its total members.

NOW THEREFORE, such sentences are hereby deleted in their entirety and replaced as follows:

Affirmative action of the Committee shall require a majority of the voting power of members in attendance, provided that, if a volume vote is demanded, affirmative action shall require concurrence by at least one-third of its total members.

Notwithstanding anything to the contrary herein, affirmative action of the Pool Committee on any Pool Administration Matter (as hereafter defined) shall require the affirmative vote of not fewer than one-third of its total members. For the purposes hereof, the term "Pool Administration Matter" shall include (a) any special assessment on members of the Pool Committee; (b) the election, removal or replacement of any officer of the Pool Committee, or of counsel for the Pool Committee, or of any representative of the Pool Committee on the Advisory Committee or the Watermaster Board; and (c) any amendment or modification of these Rules and Regulations. Notwithstanding the foregoing, if action is not taken at a meeting of the Pool Committee at which fewer than one-third of its total members are in attendance, on a Pool Administration Matter appearing on the agenda of such meeting, then affirmative action of the Pool Committee on such Pool Administration Matter at the next meeting of the Pool Committee at which a quorum is present shall require the affirmative vote of a majority of members in attendance.

RESOLUTION REGARDING RATIFICATION

WHEREAS, following the adoption of the two foregoing resolutions, a question was raised as to ratification of recent actions of the Committee taken prior to the adoption of such resolutions. A motion was made and seconded; the Chair called for dissent, and none being noted, the following Resolution was deemed passed by unanimous vote of those present:

All actions of the Committee taken by vote of the Committee on or after July 11, 2014 are hereby ratified if and to the extent such ratification may be necessary or appropriate.