

**RESOLUTION NO. 05-14-267**

**A RESOLUTION OF  
THE MAIN SAN GABRIEL BASIN WATERMASTER  
APPROVING AND ADOPTING  
THE GOVERNMENTAL EXECUTIVE RETIREMENT PLAN**

WHEREAS, the Main San Gabriel Basin Watermaster (the "Watermaster") has been presented with a proposal to adopt a defined contribution plan (the "Plan"), effective January 1, 2012, to provide additional benefits for certain employees; and

WHEREAS, the Watermaster has determined that it is in its own best interest and the best interest of its employees to adopt such a Plan; and

WHEREAS, the Watermaster has determined its Executive Officer and Assistant Executive Officer shall be immediately eligible to participate in the Plan; and

WHEREAS, the Watermaster has determined that participants shall be one hundred percent (100%) vested in their accounts, at all times, in the Plan; and

WHEREAS, the Watermaster has determined that the funds or personal accounts in the Plan shall be participant-directed, and shall be held in a separate trust (the "Trust") that is subject to general fiduciary standards and are credited with actual earnings on the trust fund; and

WHEREAS, the Watermaster has determined that it is in its own best interest and the best interest of the Plan participants to submit the Plan to the Internal Revenue Service requesting the issuance of a favorable determination letter to ensure that the Plan constitutes a tax qualified retirement plan under the provisions of the Internal Revenue Code; and

WHEREAS, pursuant to Article 8 of the Trust, the Watermaster shall appoint the trustee of the Trust; and

WHEREAS, the Watermaster wishes to nominate Tony Zampielo and Lupe Artis as trustees of the Trust; and

WHEREAS, the Plan provides that the Watermaster may appoint one or more administrators to administer the Plan on behalf of the Watermaster; and

WHEREAS, the Watermaster wishes to nominate Tony Zampielo and Lupe Artis to service as the members of the administrative committee under the Plan; and

WHEREAS, the Watermaster has determined that, unless and until it determines otherwise, for each plan year, the Watermaster shall make contributions to the Plan for the participants listed below as follows:

<b>Eligible Employee</b>	<b>Nonelective Contribution Amount</b>	<b>Matching Contribution Amount</b>	<b>Allocation Date</b>
Executive Officer	\$500.00/mo.	0.00	7/1/2014
Assistant Executive Officer	0.00	0.00	

NOW, THEREFORE, BE IT RESOLVED BY THE MAIN SAN GABRIEL BASIN WATERMASTER AS FOLLOWS:

SECTION 1. The proposal to adopt a defined contribution plan, containing the foregoing terms, for the benefit of certain of the Watermaster's employees is hereby adopted, approved and confirmed.

SECTION 2. The Executive Officer and/or Assistant Executive Officer of the Watermaster are hereby authorized and directed to consult with legal counsel to establish the Plan and the Trust documents and their terms and any action already taken by the Executive Officer and/or Assistant Executive Officer to effect the intent of these resolutions is hereby approved, ratified and confirmed.

SECTION 3. The Executive Officer of the Watermaster is hereby authorized and directed to execute the Plan and Trust documents and such other documents that may be required on behalf of the Watermaster.

SECTION 4. The Executive Officer and/or Assistant Executive Officer of the Watermaster are hereby authorized and directed to do and perform such other acts as may be necessary or convenient to establish the Plan and place it in operation in accordance with all of its terms.

SECTION 5. The Executive Officer and/or Assistant Executive Officer of the Watermaster are hereby authorized and directed to take such action and to follow such procedure as deemed necessary or desirable to secure a favorable determination letter on the tax qualified status of the Plan and the Trust from the Commissioner of the Internal Revenue Service.

SECTION 6. The Executive Officer of the Watermaster is authorized and directed to adopt such amendments as may be required to obtain a favorable determination letter confirming the tax qualified status of Plan and Trust.

SECTION 7. The nomination of Tony Zampello and Lupe Artis to serve as trustees of the Trust is hereby approved, ratified and confirmed.

SECTION 8. Pursuant to section 1.05 of the Plan, the Watermaster hereby appoints Tony Zampello and Lupe Artis to serve as members of the administrative committee under the Plan.

SECTION 9. The administrative committee will serve as the plan administrator and will be responsible to administer the Plan on behalf of the Watermaster in accordance with the provisions of the Plan.

SECTION 10. The Secretary of the Watermaster is authorized, whenever necessary or convenient, to prepare true and correct copies of these resolutions and to certify the correctness of such copies.

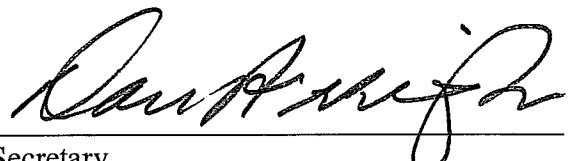
## CERTIFICATION

I, Dan Arrighi, Secretary, hereby certify that I am and at all times mentioned herein have been the qualified and acting Secretary of the Main San Gabriel Basin Watermaster, a district organized and existing under and by virtue of the laws of the State of California, that the foregoing is a full, true and correct copy of a Resolution duly adopted at a meeting of the board of directors of the Main San Gabriel Basin Watermaster duly held on the 12<sup>th</sup> day of December, 2012, a majority and quorum of the members of said board of directors being present and all voting in favor of said Resolution; and that said Resolution has not been modified, rescinded, altered, or amended and is now in full force and effect.

Executed this 14th day of May, 2014.

MAIN SAN GABRIEL BASIN  
WATERMASTER

  
Chair

  
Secretary