AMENDMENT NO. 5
TO
GROUNDWATER STORAGE PROGRAM
FUNDING AGREEMENT NO. 49960

BY AND AMONG

THE METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA

AND

INLAND EMPIRE UTILITIES AGENCY

AND

THREE VALLEYS MUNICIPAL WATER DISTRICT

AND

CHINO BASIN WATERMASTER

DATED AS OF MARCH 2009
AMENDMENT NO. 5 TO GROUNDWATER STORAGE PROGRAM
FUNDING AGREEMENT NO. 49960

THIS AMENDMENT NO. 5 TO GROUNDWATER STORAGE PROGRAM FUNDING AGREEMENT NO. 49960 (this “Amendment No. 5”), dated as of March 6, 2009, is entered into by and among THE METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA (“Metropolitan”), a public entity of the State of California, INLAND EMPIRE UTILITIES AGENCY, a municipal water district of the State of California (“IEUA”), THREE VALLEYS MUNICIPAL WATER DISTRICT, a municipal water district of the State of California (“TVMWD”) and CHINO BASIN WATERMASTER, an entity established by the Superior Court of the State of California to manage the Chino Groundwater Basin (“Watermaster”). Hereafter, Metropolitan, IEUA, TVMWD and Watermaster may be referred to collectively as “Parties.”

RECITALS

A. In June 2003, the Parties entered into an agreement titled, “Agreement No. 49960 Groundwater Program Storage Funding Agreement” (“Agreement”) pursuant to which Metropolitan has stored water in the Chino Basin.

B. Recital H of the Agreement defines the Program Funds allocated to the Chino Basin Groundwater Storage Project (Project) and specifies that the project is eligible for up to $9 million of the Prop. 13 funds and up to $18.5 million of other funds administered by Metropolitan. It has been determined that $386,027.14 of the Prop. 13 grant previously allocated to other approved groundwater storage projects will not be expended, and Metropolitan has reallocated these Prop. 13 funds to the Prop. 13 budget for this Chino Basin Groundwater Storage Project in lieu of a like amount of the other funds administered by Metropolitan. The total budget amount for the Chino Basin project will not be altered.

NOW, THEREFORE, in consideration of the foregoing Recital, the Parties hereby agree as follows:

AMENDMENT

1. Recital H is revised to read as follows:

On January 19, 2001, the Proposal for Chino Basin Groundwater Storage Project (the “Proposal”) was submitted by IEUA for Metropolitan’s consideration (see Exhibit C attached hereto). On April 10, 2001, Metropolitan notified IEUA that the program described in its Proposal had been selected for further consideration (see Exhibit D attached hereto) and that it was eligible for up to $9 million of the Prop. 13 funds. The Program is also eligible for disbursement of up to $18.5 million of other funds administered by Metropolitan. In March 2009, $386,027.14 of additional Prop. 13 funds became available for use for approved groundwater storage projects. The $386,027.14 of additional Prop. 13 funds have been added to the Prop. 13 budget for the program and subtracted from the budget of other funds administered by Metropolitan for this program. The total budget amount for the Chino Basin project has not changed. The Prop. 13 Funds plus the Metropolitan funds specifically allocated to the proposed Program are referred to herein as the “Program Funds”. This adjustment to the budgeted Program Funds applies throughout the Agreement.

2. Except as, and to the extent specifically and expressly modified by this Amendment No. 5, the Agreement is, and shall continue to be, in full force and effect. This Amendment does not
constitute a waiver of any provisions, terms or conditions of the Agreement or of any failure to comply with such provisions, terms or conditions.

3. This Amendment No. 5 may be executed in multiple counterparts, all of which together shall constitute a single, integrated amendment to the Agreement.

IN WITNESS WHEREOF, the Parties have caused this Amendment No. 5 to be executed as of the date first set forth above.

THE METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA
By: __________________________
    Jeffrey Kightinger
    General Manager
Date: 3/30/09

INLAND EMPIRE UTILITIES AGENCY
By: __________________________
    Richard Atwater
    General Manager
Date: 3/18/09

THREE VALLEYS MUNICIPAL WATER DISTRICT
By: __________________________
    Richard W. Hansen
    General Manager/Chief Engineer
Date: _________________________

CHINO BASIN WATERMASTER
By: __________________________
    Ken Manning
    Chief Executive Officer
Date: _________________________

APPROVED AS TO FORM:
Karen Tachiki, General Counsel
By: __________________________
    Setha Schlang
    Senior Deputy General Counsel
Date: 3/26/09

APPROVED AS TO FORM:
By: __________________________
    __________________________
    General Counsel
Date: 3-18-09

APPROVED AS TO FORM:
By: __________________________
    __________________________
    District Counsel

APPROVED AS TO FORM:
By: __________________________
    __________________________
    General Counsel
Date: _________________________
constitute a waiver of any provisions, terms or conditions of the Agreement or of any failure to comply with such provisions, terms or conditions.

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IN WITNESS WHEREOF, the Parties have caused this Amendment No. 5 to be executed as of the date first set forth above.

THE METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA

By: Jeffrey Kightlinger
General Manager

Date: __________________________

INLAND EMPIRE UTILITIES AGENCY

By: Richard Atwater
General Manager

Date: __________________________

THREE VALLEYS MUNICIPAL WATER DISTRICT

By: Richard W. Hansen
General Manager/Chief Engineer

Date: 3/19/09

CHINO BASIN WATERMASTER

By: Ken Manning
Chief Executive Officer

Date: __________________________
constitute a waiver of any provisions, terms or conditions of the Agreement or of any failure to comply with such provisions, terms or conditions.

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IN WITNESS WHEREOF, the Parties have caused this Amendment No. 5 to be executed as of the date first set forth above.

THE METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA

By: __________________________________________
    Jeffrey Kightlinger
    General Manager

Date: _________________________________________

INLAND EMPIRE UTILITIES AGENCY

By: __________________________________________
    Richard Atwater
    General Manager

Date: _________________________________________

THREE VALLEYS MUNICIPAL WATER DISTRICT

By: __________________________________________
    Richard W. Hansen
    General Manager/Chief Engineer

Date: _________________________________________

CHINO BASIN WATERMASTER

By: __________________________________________
    Ken Manning
    Chief Executive Officer

Date: 3/24/09

APPROVED AS TO FORM:
Karen Tachiki, General Counsel

By: __________________________________________
    Setha Schlang
    Senior Deputy General Counsel

Date: _________________________________________

APPROVED AS TO FORM:

By: __________________________________________
    General Counsel

Date: _________________________________________

APPROVED AS TO FORM:

By: __________________________________________
    Steve Kennedy
    District Counsel

Date: _________________________________________

APPROVED AS TO FORM:

By: __________________________________________
    Michael Fife
    General Counsel

Date: 3/26/09