

**A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
ORLAND-ARTOIS WATER DISTRICT**

RESOLUTION NO. 2016-03

**A RESOLUTION APPROVING THE SITES RESERVOIR PROJECT
PHASE 1 PROJECT AGREEMENT**

WHEREAS, the Orland-Artois Water District is a member of the Sites Project Authority (“SPA”) and is working with the other members agencies of SPA and other interested parties to coordinate efforts and to share in the costs of jointly obtaining the assistance of technical, financial and legal consultants to perform studies and investigations concerning the feasibility and implementation of the Sites Reservoir Project;

WHEREAS, the District has entered into the Modified Third Amended and Restated Sites Project Authority Joint Exercise of Powers Agreement dated December 21, 2015 (“SPA JPA”), which in part provides that SPA members and other interested parties may enter into one or more project agreements to conduct and fund the studies and investigations necessary for the Project; and

WHEREAS, representatives of the District, other SPA member agencies and certain non-member participating parties have negotiated a project agreement and exhibits to undertake Phase 1 studies, investigations and other actions for the Project, as further described in Exhibit B to that agreement (the “Phase 1 Project Agreement”), which agreement is intended to be approved at the May 9, 2016 SPA JPA meeting.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Orland-Artois Water District as follows:

1. The Board hereby approves the Phase 1 Project Agreement and authorizes the Board President or General Manager to execute that agreement. The Board’s approval of the Phase 1 Project Agreement and authorization for its execution is contingent upon any final changes or modifications of that agreement before or at the SPA board’s May 9, 2016 being acceptable to the Board President, General Manger, and District legal counsel.

2. In accordance with Section 2(a) of the Phase 1 Project Agreement, the Board hereby appoints Emil Cavagnolo as the District’s representative on the Phase 1 Project Agreement Committee (“Committee”), and authorizes the appointed member to vote the District’s allocated voting percentage on items of Project business that are authorized to come before the Committee for decision and approval, and to serve as an officer on the Committee if selected to serve in such capacity.

3. The General Manager is directed to report back to the Board at least quarterly on the activities conducted by the Committee, and to account for expenditure of District funds expended on Project. The Board further authorizes the General Manager to provide any necessary approvals required for the Committee's expenditure of the District's allocated funds for Project work, subject to the approval and reporting requirements set by the Board in accordance with its approval of the District's annual budget and previous resolutions authorizing District expenditures on Project activities. The Board also authorizes the Board President or the General Manager, with the President's prior approval, to sign any documents that are necessary for the District and the Committee to carry out their Project-related actions.

PASSED AND ADOPTED at a regular meeting of the Board of Directors of the Orland-Artois Water District on April 19, 2016 by the following vote:

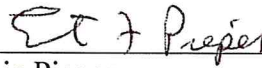
AYES:

NOES:

ABSENT:


ABSTAIN:

Signed:



Ernie Pieper
Vice-President, Board of Directors

Attest:



Emil Cavagnolo
General Manager/Secretary

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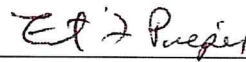
AYES:

NOES:

ABSENT:

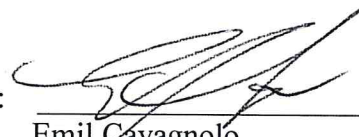
ABSTAIN:

Signed:



Ernie Pieper
Vice-President, Board of Directors

Attest:



Emil Cavagnolo
General Manager/Secretary