

MINUTES of the Meeting of the Board of Directors of the Root Creek Water District (RCWD) held at 9:30 a.m., Wednesday, February 18, 2009, at the offices of Baker, Manock & Jensen, located at 5260 N. Palm Avenue, Fourth Floor, Fresno, California.

DIRECTORS PRESENT: Philip R. Pierre – President
L. Dave Cobb
Jeffrey D. Coulthard
Rodger B. Jensen

OTHERS PRESENT: Christopher L. Campbell – Attorney
Jim Provost - Manager
Deborah Messer – Secretary
Tim Jones

1. MINUTES

President Pierre asked if there were any corrections to the Minutes of the meeting held on June 5, 2008. Manager Provost indicated that he was not included under Others Present and requested that this be corrected. Upon motion by Director Coulthard, seconded by Director Jensen, the Minutes were approved with the requested correction.

2. BOARD OF DIRECTORS VACANCIES

President Pierre presented the resignation of Director Bascou, effective February 18, 2009, as the Grove Land Programs no longer own property within the District. President Pierre also presented the nomination of Timothy Jones, Member Manager of San Joaquin River Ranch, new owners of the Grove Land Programs' properties, as successor to the position held by Mr. Bascou and to complete the term which expires January 1, 2010. The Board unanimously adopted

Resolution 2009-01 appointing Timothy Jones to serve on the District's Board of Directors and requesting the Madera County Board of Supervisors affirm this appointment as soon as possible.

President Pierre then presented the resignation of Director Blunck, as Mr. Blunck is no longer an employee of a landowner within the District. President Pierre presented the request of Castle & Cooke to have Laura Whitaker fill the vacancy left by Mr. Blunck's resignation and to complete the term which expires January 1, 2010. The Board unanimously adopted

Resolution 2009-02 appointing Laura Whitaker to serve on the District's Board of Directors and requesting the Madera County Board of Supervisors affirm this appointment as soon as possible.

3. RESIGNATION OF TREASURER, ASSESSOR, TAX COLLECTOR

President Pierre reported that Jim Burkhart has retired and there is a need to fill his position of Treasurer, Assessor, Tax Collector. He suggested that Deborah Messer, who has been doing the Treasurer, Assessor, Tax Collector work for several year be appointed as Mr. Burkhart's replacement. Upon motion of Director Jensen, seconded by Director Cobb, Deborah Messer was unanimously appointed as Treasurer, Assessor, Tax Collector for the District.

4. TREASURER'S REPORT

Deborah Messer submitted the Treasurer's Report showing the following:

<u>Wells Fargo Bank – Checking Account</u>	
Balance as of June 30, 2008	\$54,574.17
Assessments Received	27,651.81
Other operating income received	281,810.50
<u>Disbursements (operating expenses)</u>	<u>(293,598.58)</u>
Balance as of February 12, 2009	\$70,437.90
Accounts Payable	\$7,320.84
Accounts Receivable	\$4,742.40
Accrued Expenses	\$0.00

The Treasurer presented the following expenses to be paid:

<u>Accounts Payable</u>	<u>Amount</u>
Baker Manock & Jensen	\$4,742.40
Deborah Messer	178.44
San Joaquin River Resource Management Coalition	2,400.00
<u>Total</u>	<u>\$7,320.84</u>

Upon motion by Director Coulthard, seconded by Director Jensen, the Board approved the Treasurer's Report and placed it on file, ratified bills paid from June 5, 2008 thru present, and approved payment of accounts payable.

5. DISTRICT CHECKING ACCOUNT

President Pierre informed the Board of the need to update the District's checking account authorized signators. Currently the signators are Directors Cobb, Jensen and Pierre, and checks require two signatures. In the event, however, that two of these signators are not available, it presents a problem. Upon motion by Director Jensen, seconded by Director Cobb, the Board unanimously voted to add Directors Jones and Coulthard as authorized signators on the District's checking account.

6. CHANGE IN LOCATION OF DISTRICT OFFICE

President Pierre reported that Deborah Messer is no longer employed by S & J Ranch. She is now working for Rodger Jensen and all District files have been moved to that office. Deborah is continuing to do the District accounting and administrative work. Upon motion by Director Jones, seconded by Director Coulthard, the Board unanimously adopted

Resolution 2009-03 to change the official location of the District's office to 1396 W. Herndon Avenue, Suite 108, Fresno, California 93711. The District's new office phone and fax numbers are (559) 435-6403 and (559) 435-1603, respectively.

7. ACWA REGION 6 REPORT AND UPCOMING SPRING CONFERENCE

President Pierre gave a report on ACWA Region 6. He stated that the committee doesn't meet often, however they do put together events upon occasion. There will be a joint meeting with Region 7 committee on March 13, in Visalia. This will be a water forum with water and legislative representatives attending.

President Pierre also informed the Board of the upcoming ACWA Spring Conference, May 19 thru 22, 2009, in Sacramento. He stated that he attended last year and the cost to the District was approximately \$1500. He inquired of the Board if they felt it was beneficial to the District that he attend. Counsel Campbell stated that it is most beneficial to the District to have this exposure and the networking. President Pierre talked about networking at the Conference and that he is learning about being an M & I server. It has been good exposure for him. Upon motion by Director Jensen, seconded by Director Coulthard, the Board unanimously voted to have President Pierre attend the ACWA Spring Conference.

8. MADERA COUNTY WATER ADVISORY COMMISSION

President Pierre gave a report on the Madera County Water Advisory Commission. He stated that the meetings he has attended have been mostly regarding governance. The Commission has the power to recommend County ordinances which can affect the District. He stated that the State requires a Regional Water Management Group (RWMG) to govern the implementation of the Integrated Regional Water Management Plan. The RWMG must consist of at least three (3) public agencies. At least two of those must have authority for water management. The RWMG formation committee, in which President Pierre is a member, is in the process of developing a governance MOU between the public agencies and other potential participants. Grant applications for water infrastructure will be processed through the RWMG. The Root Creek Water District turnout and pipeline project is currently one of the projects in the County Integrated Regional Water Management Plan. There is also a possibility of getting some grant monies for the pipeline from the stimulus package, however, more information on that will be available shortly. The validity of the Commission was challenged by the Grand Jury. The Board of Supervisors went through the process and verified that the appointees on the Commission are qualified. Once the draft MOU is approved by the RWMG formation committee it will be circulated for comment and input from the potential participating agencies including RCWD.

9. MADERA COUNTY FARM BUREAU WATER CONFERENCE

President Pierre reported that the District is once again a sponsor of the Madera County Farm Bureau Water Conference. The conference will be held on February 20, 2009, from 9:00 a.m. to 3:30 p.m, at the State Center Community College. Reservations are not required, and it is open attendance. He distributed information to each one present.

10. VILLAGE OF GATEWAY UPDATE

Counsel gave an update regarding the status of the Village of Gateway project. He stated that easement agreements for offsite water supply wells and wastewater disposal have been renegotiated with the purchaser of the Grove Land Programs' properties. The project was approved on September 11, 2007, however, a lawsuit was filed. The lawsuit was settled with the county's blessing. The plaintiff didn't want a change in the Gateway project. The settlement was a payment of \$1 million, in 5 \$200,000 increments each January, to be given to the Rose Foundation. The Rose Foundation is located in the Bay Area and administers settlements for the benefit of the public. They will develop grant criteria for what money can be used for and a list of potential grantees. Root Creek Water District is on the list of potential grantees. There is an advisory committee to administer each fund in the Foundation. The advisory committee for this fund consists of Bart Bond, Martin McIntyre, Julia Berry, Tony Ward and Charles Levitt.

All permits are done and Gateway projection is moving forward on the environmental analysis on the water plan. A cultural survey has been completed by the Bureau and the State Historical Preservation office has reviewed and approved it. Although the biology is signed off,

it may be subject to update due to the lapse of time.

Counsel is still working on a water exchange agreement and hopes to have it to MID by the end of February. The goal is to have all work done and Bureau approval by mid-summer 2009.

11. WESTSIDE MUTUAL WATER COMPANY AGREEMENT

Counsel presented the First Amendment to the Water Supply Agreement between the District and Westside Mutual Water Company. The Amendment modifies the 2009 payment schedule for the annual standby charge of \$676,242.00 (see attached), into quarterly payments with 8% interest. Upon motion by Director Jones, seconded by Director Jensen, the Board unanimously approved the First Amendment and authorized President Pierre to execute this Amendment, with the stipulation that Castle & Cooke deposit the monies to fund this Agreement on or before 20 days prior to the date due.

12. ADJOURNMENT

There being no further business to come before the Board, President Pierre adjourned the meeting at 11:33 a.m.

Respectfully submitted,


Deborah C. Messer, Secretary

Approved:


Philip R. Pierre, President

ROOT CREEK WATER DISTRICT
RESOLUTION NO. 2009-01

WHEREAS, the Root Creek Water District (the "District") is a California Water District formed pursuant to California Water District Law (Water Code §34000 *et seq.*);

WHEREAS, a director of a California Water District may be elected or appointed pursuant to the Uniform District Election Law (Gov. Code §10500 *et seq.*) ("UDEL");

WHEREAS, Director Richard L. Bascou resigned effective February 18, 2009;

WHEREAS, during the District's Board of Directors meeting on February 18, 2009, the Board voted to appoint Timothy Jones to fill this vacancy and to complete the term which expires January 1, 2010; and

WHEREAS, the County of Madera, consistent with UDEL, shall complete all necessary notices of the pending vacancies and, shall require the District to submit to the County evidence of this Board action to be considered and approved by the Madera County Board of Supervisors.

NOW, THEREFORE, BE IT RESOLVED that:

1. The District hereby appoints Timothy Jones to serve on the District's Board of Directors.
2. The District hereby requests that the Madera County Board of Supervisors affirm this appointment as soon as possible.

ADOPTED this 18th day of February 2009.

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Philip R. Pierre, President	<u> <i>ℓ</i> </u>	_____	_____
Jeffrey D. Coulthard	<u> <i>ℓ</i> </u>	_____	_____
Rodger B. Jensen	<u> <i>ℓ</i> </u>	_____	_____
L. Dave Cobb	<u> <i>ℓ</i> </u>	_____	_____

Certificate of Secretary

The undersigned hereby certifies that she is the Secretary of the Root Creek Water District and that the foregoing resolution was duly adopted by the Board of Directors at a meeting thereof, duly and regularly held on February 18, 2009.

IN WITNESS WHEREOF, I have set my hand this 18th day of February 2009.


Deborah Messer, Secretary

ROOT CREEK WATER DISTRICT
RESOLUTION NO. 2009-02

WHEREAS, the Root Creek Water District (the "District") is a California Water District formed pursuant to California Water District Law (Water Code §34000 *et seq.*);

WHEREAS, a director of a California Water District may be elected or appointed pursuant to the Uniform District Election Law (Gov. Code §10500 *et seq.*) ("UDEL");

WHEREAS, Director Scott S. Blunck resigned effective February 18, 2009;

WHEREAS, during the District's Board of Directors meeting on February 18, 2009, the Board voted to appoint Laura Whitaker to fill this vacancy and to complete the term which expires January 1, 2010; and

WHEREAS, the County of Madera, consistent with UDEL, shall complete all necessary notices of the pending vacancies and, shall require the District to submit to the County evidence of this Board action to be considered and approved by the Madera County Board of Supervisors.

NOW, THEREFORE, BE IT RESOLVED that:

1. The District hereby appoints Laura Whitaker to serve on the District's Board of Directors.
2. The District hereby requests that the Madera County Board of Supervisors affirm this appointment as soon as possible.

ADOPTED this 18th day of February 2009.

<u>Vote</u>	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Philip R. Pierre, President	<u> X </u>	_____	_____
Jeffrey D. Coulthard	<u> X </u>	_____	_____
Rodger B. Jensen	<u> X </u>	_____	_____
L. Dave Cobb	<u> X </u>	_____	_____

Certificate of Secretary

The undersigned hereby certifies that she is the Secretary of the Root Creek Water District and that the foregoing resolution was duly adopted by the Board of Directors at a meeting thereof, duly and regularly held on February 18, 2009.

IN WITNESS WHEREOF, I have set my hand this 18th day of February 2009.


Deborah Messer, Secretary

**ROOT CREEK WATER DISTRICT
TREASURER'S REPORT**

2008-2009 Investment Report
for
Period Ending February 12, 2009

DATE: February 12, 2009
TO: Board of Directors
FROM: James M. Burkhart, Treasurer

In accordance with Government Code Section 53646 and the Root Creek Water District Investment Policy, the following shall constitute the quarterly report of investments on behalf of the Root Creek Water District:

1. As of the date of the report, the remaining District funds are deposited in Federal Deposit Insurance Corporation (FDIC) insured accounts at Wells Fargo Bank. Therefore, as provided by Government Code Section 53646 (e), attached is the most recent statement received by the District.
2. The portfolio of the District is in compliance with the District's Statement of Investment Policy.
3. It is expected the District will be able to meet its expenditure requirements for the next six months based on current account balances and projected revenue from benefit assessments.

**ROOT CREEK WATER DISTRICT
TREASURER'S REPORT
February 12, 2009**

OPERATING FUNDS:

Beginning Checking Account Balance as of June 30, 2008 \$ 54,574.17

ASSESSMENTS RECEIVED:

Castle & Cooke Madera Properties, LLC 27,651.81

OTHER OPERATING INCOME:

Castle & Cooke Madera Properties, LLC 281,810.50

TOTAL FUNDS AVAILABLE \$ 364,036.48

DISBURSEMENTS:

ACWA 945.00

Baker Manock & Jensen \$ 14,552.39

Bureau Approval \$ 1,126.40

Water Acquisition \$11,623.60

General \$ 1,802.39

Michael B. Cuttone, CPA 2,850.00

Provost & Pritchard 1,038.50

S & J Ranch 2,295.00

Madera Pumps 1,757.50

Philip R. Pierre 69.08

Westside Mutual Water Company 269,060.50

Madera County Farm Bureau 500.00

Deborah C. Messer 530.61

TOTAL DISBURSEMENTS \$ 293,598.58

ENDING CHECKING ACCOUNT BALANCE as of ~~June 30, 2008~~ \$ 70,437.90

2/12/09

ACCOUNTS RECEIVABLE -

Castle & Cooke Madera Properties, LLC \$ 4,742.40

TOTAL ACCOUNTS RECEIVABLE \$ 4,742.40

ACCOUNTS PAYABLE -

Baker Manock & Jensen \$ 4,742.40

Deborah C. Messer 178.44

San Joaquin River Resource Management Coalition 2,400.00

TOTAL ACCOUNTS PAYABLE \$ 7,320.84

**ROOT CREEK WATER DISTRICT
WORKING TRIAL BALANCE
AS OF Feb. 12, 2009**

<u>ACCT #</u>	<u>DESCRIPTION</u>					<u>ENDING 6/30/2008</u>	<u>ENDING 2/12/2009</u>
<u>ASSETS</u>							
100-00	CASH	54,574.17	1	27,651.81	3	(169,060.50)	70,437.90
			2	169,060.50	8	(3,921.00)	
			4	704.00	9	(1,206.50)	
			5	668.80	10	(12,046.00)	
			6	11,377.20	13	(712.39)	
			7	100,000.00	14	(2,850.00)	
					15	(945.00)	
					16	(478.45)	
					18	(2,309.66)	
					19	(100,000.00)	
					20	(69.08)	
100-01	DEPOSITS ACCOUNT	0.00					0.00
110-00	ACCOUNTS RECEIVABLE	0.00					0.00
110-01	Castle & Cooke - Bureau Approval	457.60			4	(457.60)	0.00
110-02	Castle & Cooke - Water Acquisition	246.40	12	4,742.40	4	(246.40)	4,742.40
110-03	Castle & Cooke - Westside Mutual Agreement	0.00					0.00
110-04	Castle & Cooke - Other	0.00					0.00
111-01	A / R ASSESSMENT - PRIOR YEAR	0.00					0.00
111-02	A / R ASSESSMENT - CURR YEAR	0.00					0.00
111-03	A / R AB-303 GRANT	0.00					0.00
111-04	A / R PROP. 13 GRANT	0.00					0.00
112-00	INTEREST RECEIVABLE	0.00					0.00
120-00	PREPAID EXPENSES	2,500.00					2,500.00
120-01	PREPAID TAXES	0.00					0.00
125-00	STANDBY CHARGES	0.00	3	169,060.50			169,060.50
TOTAL ASSETS		<u>57,778.17</u>					<u>246,740.80</u>
<u>LIABILITIES</u>							
310-00	ACCOUNTS PAYABLE	(3,921.00)	8	3,921.00	11	(4,742.40)	(7,320.84)
					17	(178.44)	
					21	(2,400.00)	
311-01	ACCRUED EXPENSES	(1,206.50)	9	1,206.50			0.00
312-01	INTEREST PAYABLE	0.00					0.00
320-00	NOTES PAYABLE	0.00					0.00
320-01	NOTES PAYABLE - S & J RANCH	0.00					0.00
321-01	ACCRUED INTEREST	0.00					0.00
TOTAL LIABILITIES		<u>(5,127.50)</u>					<u>(7,320.84)</u>

**ROOT CREEK WATER DISTRICT
WORKING TRIAL BALANCE
AS OF Feb. 12, 2009**

<u>ACCT #</u>	<u>DESCRIPTION</u>	<u>ENDING 6/30/2008</u>		<u>ENDING 2/12/2009</u>
<u>CAPITAL</u>				
400-00	CAPITAL	(52,650.67)		(52,650.67)
450-00	WITHDRAWALS	0.00		0.00
500-00	CURRENT EARNINGS	0.00		(186,769.29)
600-00	PRIOR EARNINGS	0.00		0.00
TOTAL CAPITAL		<u>(52,650.67)</u>		<u>(239,419.96)</u>
TOTAL LIABILITIES AND CAPITAL		<u>(57,778.17)</u>		<u>(246,740.80)</u>
	check - should be zero	0.00		0.00
<u>REVENUE</u>				
610-01	ASSESSMENTS - PRIOR YEAR	0.00	1 (27,651.81)	(27,651.81)
620-01	ASSESSMENTS - CURR YEAR	0.00		0.00
630-01	OTHER OPERATING INCOME	0.00	2 (169,060.50) 5 (668.80) 6 (11,377.20) 7 (100,000.00) 12 (4,742.40)	(285,848.90)
630-02	OTHER INCOME	0.00		0.00
630-03	OTHER INCOME - AB-303 GRANT	0.00		0.00
630-04	OTHER INCOME - PROP. 13 GRANT	0.00		0.00
640-01	INVESTMENT INCOME	0.00		0.00
TOTAL REVENUES		<u>0.00</u>		<u>(313,500.71)</u>
<u>EXPENSES</u>				
711-01	LEGAL	0.00	10 12,046.00 11 4,742.40 13 712.39	17,500.79
711-02	LOBBYIST	0.00		0.00
711-05	ACCOUNTING	0.00	14 2,850.00	2,850.00
712-01	CONSULTANT - ENGINEER	0.00		0.00
712-03	CONSULT - ENG - AB-303 STUDY	0.00		0.00
712-04	CONSULT - ENG - PROP. 13 STUDY	0.00		0.00
712-05	CONSULTANT - SPECIAL	0.00		0.00

**ROOT CREEK WATER DISTRICT
WORKING TRIAL BALANCE
AS OF Feb. 12, 2009**

<u>ACCT #</u>	<u>DESCRIPTION</u>	<u>ENDING 6/30/2008</u>			<u>ENDING 2/12/2009</u>
713-00	DUES & SUBSCRIPTIONS	0.00	15	945.00	3,345.00
			21	2,400.00	
714-00	ADMINISTRATIVE COSTS	0.00	16	478.45	656.89
			17	178.44	
714-01	TRAVEL & ENTERTAINMENT	0.00	20	69.08	69.08
714-02	CONFERENCES	0.00			0.00
715-00	MISCELLANEOUS	0.00	18	2,309.66	2,309.66
716-00	INTEREST	0.00			0.00
717-00	MID - CONVEYANCE FOR SALE OF WATER	0.00			0.00
718-00	WESTSIDE MUTUAL - WATER SUPPLY AGREEMENT	0.00	19	100,000.00	100,000.00
TOTAL EXPENSES		<u>0.00</u>			<u>126,731.42</u>
NET (INCOME) / LOSS		<u>0.00</u>			<u>(186,769.29)</u>

ROOT CREEK WATER DISTRICT
WELLS FARGO BANK

DATE	CK NO	ACCT NO	PAYOR / PAYEE	INV NO	AMT	FOR
07/01/2008-06/30/2009						
			BEGINNING BALANCE			
08/21/08	Dep 911	111-02	Castle & Cooke Madera Properties, LLC		① 27,651.81	2008/2009 Assessment
01/27/09	1288	125-00	Westside Mutual Water Company LLC		VOID	Water Supply Agreement - 2009 Standby Charge
01/27/09	1289	125-00	Westside Mutual Water Company LLC		③ (169,060.50)	Water Supply Agreement - 1/4 2009 Standby Charge
09/02/08	Dep 912	630-01	Castle & Cooke Madera Properties, LLC		④ 457.60	BMJ - Bureau Approval
10/07/08	Dep 913	630-01	Castle & Cooke Madera Properties, LLC		⑤ 668.80	BMJ - Bureau Approval
09/02/08	Dep 912	630-01	Castle & Cooke Madera Properties, LLC		④ 246.40	BMJ - Water Acquisition
10/07/08	Dep 913	630-01	Castle & Cooke Madera Properties, LLC		④ 2,873.20	BMJ - Water Acquisition
12/09/08	Dep 915	630-01	Castle & Cooke Madera Properties, LLC		⑥ 5,882.20	BMJ - Water Acquisition
01/13/09	Dep 916	630-01	Castle & Cooke Madera Properties, LLC		⑥ 2,621.80	BMJ - Water Acquisition
	A/R	630-01	Castle & Cooke Madera Properties, LLC		⑫ 4,742.40	BMJ - Water Acquisition
01/29/09	wire	630-01	Castle & Cooke Madera Properties, LLC		② 169,060.50	Water Supply Agreement - 1/4 2009 Standby Charge
07/10/08	Dep 910	630-01	Castle & Cooke Madera Properties, LLC		⑦ 50,000.00	Water Supply Agreement - Reservation fee Qtr 3 2008
10/20/08	Dep 914	630-01	Castle & Cooke Madera Properties, LLC		⑦ 50,000.00	Water Supply Agreement - Reservation fee Qtr 4 2008
09/02/08	1274	711-01	Baker Manock & Jensen	12023-0004	⑨ (457.60)	BMJ - Bureau Approval
10/07/08	1275	711-01	Baker Manock & Jensen	12023-0004	⑩ (668.80)	BMJ - Bureau Approval
09/02/08	1274	711-01	Baker Manock & Jensen	12023-0005	⑨ (246.40)	BMJ - Water Acquisition
10/07/08	1275	711-01	Baker Manock & Jensen	12023-0005	⑨ (2,873.20)	BMJ - Water Acquisition
12/09/08	1280	711-01	Baker Manock & Jensen	12023-0005	⑩ (5,882.20)	BMJ - Water Acquisition
01/13/09	1287	711-01	Baker Manock & Jensen	12023-0005	⑩ (2,621.80)	BMJ - Water Acquisition
	A/P	711-01	Baker Manock & Jensen	12023-0005	⑪ (4,742.40)	BMJ - Water Acquisition
10/07/08	1275	711-01	Baker Manock & Jensen	12023-0001	⑬ (257.45)	BMJ General - Services August 2008
08/01/08	1270	711-01	Baker Manock & Jensen	12023-0001	⑧ (1,090.00)	BMJ General - Services June 2008
01/08/09	1284	711-01	Baker Manock & Jensen	12023-0001	⑧ (117.32)	BMJ General - Services November 2008
11/24/08	1278	711-01	Baker Manock & Jensen	12023-0001	⑬ (337.62)	BMJ General - Services October 2008
12/09/08	1281	711-05	Michael B. Cuttone, CPA		⑭ (2,850.00)	Audit - stmt dtd 12/01/2008
08/01/08	1271	712-01	Provost & Pritchard	24589	⑮ (1,038.50)	Services thru 06/30/2008
10/20/08	1277	713-00	Association of California Water Agencies		⑮ (945.00)	2009 Agency Dues
07/09/08	1268	714-00	S & J Ranch	42710	⑧ (1,792.50)	Administrative services thru 05/31/2008
08/01/08	1272	714-00	S & J Ranch	42903	⑨ (502.50)	Administrative services thru 06/30/2008
12/09/08	1283	714-00	Deborah C. Messer		⑮ (227.50)	Accounting & Administrative services - Nov. 2008
01/08/09	1286	714-00	Deborah C. Messer	⑮	⑮ (250.95)	Accounting & Administrative services - Nov. 2008
11/24/08	1279	715-00	Madera Pumps, Inc.	3006	(883.50)	Sound wells
12/09/08	1283	715-00	Deborah C. Messer		(18.06)	Postage
12/09/08	1283	715-00	Deborah C. Messer		⑮ (22.74)	Reimbursement for supplies
01/08/09	1285	715-00	Madera County Farm Bureau		(500.00)	Water Conference sponsorship
01/08/09	1286	715-00	Deborah C. Messer		(5.80)	Postage
01/08/09	1286	715-00	Deborah C. Messer		(5.56)	Mileage
02/04/09	1290	715-00	Madera Pumps, Inc.	3181	(874.00)	Sound wells
07/10/08	1269	718-00	Westside Mutual Water Company LLC		⑰ (50,000.00)	Water Supply Agreement - Reservation fee Qtr 3 2008
10/20/08	1276	718-00	Westside Mutual Water Company LLC		⑰ (50,000.00)	Water Supply Agreement - Reservation fee Qtr 4 2008
08/04/08	1273	⑦19-00	Philip R. Pierre		(58.08)	ACWA meeting attendance
02/04/09	1291	⑦19-00	Philip R. Pierre		(11.00)	Mileage for ACWA Region 6 Board Meeting
12/09/08	1282		VOID		VOID	

11,377.20

12,096.00

2,309.66

Travel
Comp
714-01
714-02

ROOT CREEK WATER DISTRICT
WELLS FARGO BANK

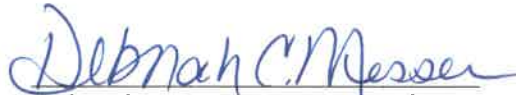
DATE	CK NO	ACCT NO	PAYOR / PAYEE	INV NO	AMT	FOR	(CK)/DEP	BALANCE
07/01/2008-06/30/2009			BEGINNING BALANCE					54,574.17
07/09/08	1268	714-00	S & J Ranch	42710	(1,792.50)	Administrative services thru 05/31/2008	(1,792.50)	52,781.67
07/10/08	Dep 910	630-01	Castle & Cooke Madera Properties, LLC		50,000.00	Water Supply Agreement - Reservation fee Qtr 3 2008	50,000.00	102,781.67
07/10/08	1269	718-00	Westside Mutual Water Company LLC		(50,000.00)	Water Supply Agreement - Reservation fee Qtr 3 2008	(50,000.00)	52,781.67
08/01/08	1270	711-01	Baker Manock & Jensen	12023-0001	(1,090.00)	BMJ General - Services June 2008	(1,090.00)	51,691.67
08/01/08	1271	712-01	Provost & Pritchard	24589	(1,038.50)	Services thru 06/30/2008	(1,038.50)	50,653.17
08/01/08	1272	714-00	S & J Ranch	42903	(502.50)	Administrative services thru 06/30/2008	(502.50)	50,150.67
08/04/08	1273	714-01	Philip R. Pierre		(58.08)	ACWA meeting attendance	(58.08)	50,092.59
08/21/08	Dep 911	111-02	Castle & Cooke Madera Properties, LLC		27,651.81	2008/2009 Assessment	27,651.81	77,744.40
09/02/08	Dep 912	630-01	Castle & Cooke Madera Properties, LLC		457.60	BMJ - Bureau Approval		77,744.40
09/02/08	Dep 912	630-01	Castle & Cooke Madera Properties, LLC		246.40	BMJ - Water Acquisition	704.00	78,448.40
09/02/08	1274	711-01	Baker Manock & Jensen	12023-0004	(457.60)	BMJ - Bureau Approval		78,448.40
09/02/08	1274	711-01	Baker Manock & Jensen	12023-0005	(246.40)	BMJ - Water Acquisition	(704.00)	77,744.40
10/07/08	Dep 913	630-01	Castle & Cooke Madera Properties, LLC		668.80	BMJ - Bureau Approval		77,744.40
10/07/08	Dep 913	630-01	Castle & Cooke Madera Properties, LLC		2,873.20	BMJ - Water Acquisition	3,542.00	81,286.40
10/07/08	1275	711-01	Baker Manock & Jensen	12023-0004	(668.80)	BMJ - Bureau Approval		81,286.40
10/07/08	1275	711-01	Baker Manock & Jensen	12023-0005	(2,873.20)	BMJ - Water Acquisition		81,286.40
10/07/08	1275	711-01	Baker Manock & Jensen	12023-0001	(257.45)	BMJ General - Services August 2008	(3,799.45)	77,486.95
10/20/08	Dep 914	630-01	Castle & Cooke Madera Properties, LLC		50,000.00	Water Supply Agreement - Reservation fee Qtr 4 2008	50,000.00	127,486.95
10/20/08	1276	718-00	Westside Mutual Water Company LLC		(50,000.00)	Water Supply Agreement - Reservation fee Qtr 4 2008	(50,000.00)	77,486.95
10/20/08	1277	713-00	Association of California Water Agencies		(945.00)	2009 Agency Dues	(945.00)	76,541.95
11/24/08	1278	711-01	Baker Manock & Jensen	12023-0001	(337.62)	BMJ General - Services October 2008	(337.62)	76,204.33
11/24/08	1279	715-00	Madera Pumps, Inc.	3006	(883.50)	Sound wells	(883.50)	75,320.83
12/09/08	Dep 915	630-01	Castle & Cooke Madera Properties, LLC		5,882.20	BMJ - Water Acquisition	5,882.20	81,203.03
12/09/08	1280	711-01	Baker Manock & Jensen	12023-0005	(5,882.20)	BMJ - Water Acquisition	(5,882.20)	75,320.83
12/09/08	1281	711-05	Michael B. Cuttone, CPA		(2,850.00)	Audit - stmt dtd 12/01/2008	(2,850.00)	72,470.83
12/09/08	1282		VOID		VOID		VOID	72,470.83
12/09/08	1283	714-00	Deborah C. Messer		(227.50)	Accounting & Administrative services - Nov. 2008		72,470.83
12/09/08	1283	715-00	Deborah C. Messer		(18.06)	Postage		72,470.83
12/09/08	1283	715-00	Deborah C. Messer		(22.74)	Reimbursement for supplies	(268.30)	72,202.53
01/08/09	1284	711-01	Baker Manock & Jensen	12023-0001	(117.32)	BMJ General - Services November 2008	(117.32)	72,085.21
01/08/09	1285	715-00	Madera County Farm Bureau		(500.00)	Water Conference sponsorship	(500.00)	71,585.21
01/08/09	1286	714-00	Deborah C. Messer		(250.95)	Accounting & Administrative services - Dec. 2008		71,585.21
01/08/09	1286	715-00	Deborah C. Messer		(5.80)	Postage		71,585.21
01/08/09	1286	715-00	Deborah C. Messer		(5.56)	Mileage	(262.31)	71,322.90
01/13/09	Dep 916	630-01	Castle & Cooke Madera Properties, LLC		2,621.80	BMJ - Water Acquisition	2,621.80	73,944.70
01/13/09	1287	711-01	Baker Manock & Jensen	12023-0005	(2,621.80)	BMJ - Water Acquisition	(2,621.80)	71,322.90
01/27/09	1288	125-00	Westside Mutual Water Company LLC		VOID	Water Supply Agreement - 2009 Standby Charge	VOID	71,322.90
01/29/09	wire	630-01	Castle & Cooke Madera Properties, LLC		169,060.50	Water Supply Agreement - 1/4 2009 Standby Charge	169,060.50	240,383.40
01/27/09	1289	125-00	Westside Mutual Water Company LLC		(169,060.50)	Water Supply Agreement - 1/4 2009 Standby Charge	(169,060.50)	71,322.90
02/04/09	1290	715-00	Madera Pumps, Inc.	3181	(874.00)	Sound wells	(874.00)	70,448.90
02/04/09	1291	714-01	Philip R. Pierre		(11.00)	Mileage for ACWA Region 6 Board Meeting	(11.00)	70,437.90
	A/P	711-01	Baker Manock & Jensen	12023-0005	(4,742.40)	BMJ - Water Acquisition		
		713-00	San Joaquin River Resource Mgmt Coalition		(2,400.00)	2009 Member ship Dues		
		714-00	Deborah C. Messer		(163.10)	Accounting & Administrative services - Jan. 2008		
		715-00	Deborah C. Messer		(15.34)	Postage		
					<u>(7,320.84)</u>			
	A/R	630-01	Castle & Cooke Madera Properties, LLC		4,742.40	BMJ - Water Acquisition		

**CERTIFICATE OF SECRETARY
OF
ROOT CREEK WATER DISTRICT,
A California Water District**

I, Deborah Messer, do hereby certify that I am the duly authorized and appointed Secretary of Root Creek Water District, a California Water District (the“District”); that the following is a true and correct copy of that certain resolution duly and unanimously adopted and approved by the Board of the Directors of the District on February 18, 2009; and that said resolution has not been modified or rescinded and remains in full force and effect as of the date hereof:

Resolve that Directors Timothy Jones and Jeffrey D. Coulthard shall be added as authorized signatories on any and all accounts maintained by the District. Directors Cobb, Jensen and Pierre shall also remain as authorized signatories.

IN WITNESS WHEREOF, I have executed this Certificate on this 1st day of December, 2009.


Deborah Messer, Secretary of
Root Creek Water District

DISTRICT OFFICE LOCATION
RESOLUTION NO. 2009-03

WHEREAS, Deborah Messer is no longer employed by S & J Ranch and is now working for Rodger Jensen, all District files have been moved to that office.

WHEREAS, Deborah Messer is continuing to do the District accounting and administrative work.

NOW, THEREFORE, BE IT RESOLVED that:

The official location of the District's office and contact information are changed to

1396 W. Herndon Avenue, Suite 108, Fresno, California
Office: (559) 435-6403 Fax: (559) 435-1603
E-mail: dmessersp@aol.com

ADOPTED this 18 day of February, 2009.

<u>Vote</u>	<u>Yes</u>	<u>No</u>
Philip R. Pierre	<u>R</u>	___
L. Dave Cobb	<u>R</u>	___
Jeffrey D. Coulthard	<u>R</u>	___
Rodger B. Jensen	<u>R</u>	___
Timothy Jones	<u>R</u>	___
Laura Whitaker	<u>ABSENT</u>	___

Certificate of Secretary

The undersigned hereby certifies that she is the Secretary of Root Creek Water District and that the foregoing resolution was duly adopted by the board of directors at a meeting thereof, duly and regularly held on February 18, 2009

IN WITNESS WHEREOF, I have set my hand this 18th day of February 2009.


Deborah C. Messer, Secretary

FIRST AMENDMENT TO WATER SUPPLY AGREEMENT
(ROOT CREEK WATER DISTRICT – WESTSIDE MUTUAL WATER COMPANY, LLC)

This FIRST AMENDMENT TO WATER SUPPLY AGREEMENT (the “Amendment”) is made effective this ___ day of February, 2009 (the “Effective Date”), by and between the ROOT CREEK WATER DISTRICT, a California water district (“RCWD”) and WESTSIDE MUTUAL WATER COMPANY, LLC, a California limited liability company (“Westside”).

RECITALS:

This Amendment is made with respect to the following facts and circumstances:

A. RCWD and Westside are parties to that certain Water Supply Agreement dated November 1, 2006. All capitalized terms used herein shall have the meanings in the Water Supply Agreement, unless otherwise specified.

B. The Parties desire to amend certain payment provisions of the Water Supply Agreement.

NOW THEREFORE, for valuable consideration, the Parties agree as follows:

1. **Pricing.** In Section 3(b) of the Water Supply Agreement is hereby amended to read:

“The annual standby charge of \$ 676,242.00, for calendar year 2009 only shall be paid in quarterly principal installments of \$ 169,060.50 commencing with the January 31, 2009 payment with the remaining payments to be paid on April 30, 2009, June 30, 2009 and all remaining principal and unpaid interest shall be due and payable on or before September 30, 2009.” The unpaid principal amount shall bear simple interest at eight percent (8%) per annum from January 31, 2009 until paid. All interest accrued to date shall be paid with each principal payment. There shall be no prepayment penalty.

2. **No Further Amendments.** Except as specifically modified by the Agreement, all terms and conditions of the Water Supply Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment to be effective as of the date first above written.

“RCWD”

“Westside”

ROOT CREEK WATER DISTRICT,
A California water district

WESTSIDE MUTUAL WATER
COMPANY, LLC, a California limited
liability company

By _____
Philip R. Pierre, President

By _____
Joseph C. McIlvaine, President