

THE METROPOLITAN WATER DISTRICT OF
SOUTHERN CALIFORNIA
RESOLUTION 8480

RESOLUTION OF THE BOARD OF DIRECTORS
OF THE METROPOLITAN WATER DISTRICT OF
SOUTHERN CALIFORNIA AUTHORIZING THE
ISSUANCE OF COMMERCIAL PAPER NOTES
IN BOOK ENTRY FORM
(SECOND SUPPLEMENTAL RESOLUTION)

ADOPTED AUGUST 22, 1995

WHEREAS, pursuant to the Act (as defined in the hereinafter defined Short-Term Revenue Certificate Resolution), the Board of Directors of The Metropolitan Water District of Southern California (the "District") may authorize the issuance of short-term revenue certificates and revolving notes for any purpose permitted under the Act;

WHEREAS, pursuant to Resolution 8322 adopted by the District on May 14, 1991 (as heretofore supplemented and amended, the "Short-Term Revenue Certificate Resolution"), the District has heretofore authorized the issuance of Commercial Paper Notes and Revolving Notes (each as defined in the Short-Term Revenue Certificate Resolution) on behalf of the District with the payment of the principal of and interest thereon being secured by and payable from Net Operating Revenues (as defined in the Short-Term Revenue Certificate Resolution);

WHEREAS, pursuant to the Short-Term Revenue Certificate Resolution, the District has issued and there are currently outstanding, \$60,000,000 aggregate principal amount of the District's Commercial Paper Notes and there are no issued and outstanding Revolving Notes;

WHEREAS, pursuant to Section 7.01(3) of the Short-Term Revenue Certificate Resolution, the Short-Term Revenue Certificate Resolution may be amended by a supplemental resolution adopted by the Board of Director of the District without the consent of Holders of the Notes (each as defined in the Short-Term Revenue Certificate Resolution) to make changes in the provisions thereof as the District may deem necessary or desirable and which shall not materially adversely affect the interests of the Holders of the Commercial Paper Notes;

WHEREAS, pursuant to Section 7.01(4) of the Short-Term Revenue Certificate Resolution, the Short-Term Revenue Certificate Resolution may be amended by a supplemental resolution adopted by the Board of Directors of the District without the consent of Holders of the Notes to provide that the Commercial Paper Notes shall be delivered in registered form, including in a system of book-entry registration;

NOW, THEREFORE, the Board of Directors of The Metropolitan Water District of Southern California, DOES HEREBY RESOLVE, DETERMINE AND ORDER as follows:

Section 1.01 Second Supplemental Resolution. This Second Supplemental Resolution is adopted in accordance with the provisions of the Short-Term Revenue Certificate Resolution.

Section 1.02 Amendment of Article 1 of the Short-Term Revenue Certificate Resolution.

(a) Pursuant to Section 7.01(4) of the Short-Term Revenue Certificate Resolution, Article 1 of the Short-Term Revenue Certificate Resolution is hereby amended by the addition of the following definitions in alphabetical order:

"Depository" means the Depository Trust Company, New York, New York or any other Person appointed by the District to serve as securities depository for the Master Note.

"Master Note" means a note substantially in the form annexed hereto as Exhibit A-1 and registered in the name of the Depository thereof or its nominee, or any successor or assign;

(b) Pursuant to Section 7.01(4) of the Short-Term Revenue Certificate Resolution, Article 1 thereof is hereby further amended by the amendment and restatement of the definitions of "Commercial Paper Note" and "Holder" as follows:

"Commercial Paper Note" means, so long as any Master Note is issued and outstanding, each portion of indebtedness evidenced by the Master Note, and, whenever there is no issued and outstanding Master Note, a note substantially in the form annexed hereto as Exhibit A.

"Holder" whenever used with respect to a Note, means the Person in whose name such Note is registered or if such Note is not in registered form, the Person who is the bearer thereof; provided that so long as any Master Note is issued and outstanding, then, with respect to the Commercial Paper Notes, it shall mean the Depository or its nominee.

Section 1.03 Amendment of Article 2 of the Short-Term Revenue Certificate Resolution.

(a) Pursuant to Section 7.01(3) of the Short-Term Revenue Certificate Resolution, Article 2 thereof is hereby amended by the deletion of the seventh paragraph of Section 2.02 and the amendment and restatement of the first and sixth paragraphs of Section 2.02 as follows:

"Subject to Section 3.01 of this Resolution, Commercial Paper Notes to be designated "The Metropolitan Water District of Southern California Commercial Paper Notes" may be issued and sold and delivered from time to time in such principal amounts and denominations as determined by an Authorized Representative, numbered in such manner as the Issuing and Paying Agent shall determine and to mature and become due and payable on such dates as an Authorized Representative shall determine at the time of sale; provided, however, that

no Commercial Paper Note shall have a term in excess of two hundred seventy (270) days.

Both principal of and interest on the Commercial Paper Notes shall be payable in lawful money of the United States of America in immediately available funds, at the principal corporate office of the Issuing and Paying Agent to the Holder thereof.

The District and the Issuing and Paying Agent may treat the Holder as the absolute owner of any Commercial Paper Note for the purpose of receiving payment thereof and for all other purposes and the District and the Issuing and Paying Agent shall not be affected by any notice or knowledge to the contrary."

(b) Pursuant to Section 7.01(4) of the Short-Term Revenue Certificate Resolution, Article 2 thereof is hereby amended by the amendment and restatement of the first paragraph of Section 2.04 as follows:

"So long as the District uses the book-entry system, the Commercial Paper Notes and the Certificate of Authentication to appear on each of the Commercial Paper Notes shall be substantially in the form set forth in Exhibit A-1 hereto and if the District determines to discontinue use of the book-entry system, the Commercial Paper Notes and the Certificate of Authentication to appear on each of the Commercial Paper Notes shall be substantially in the form set forth in Exhibit A hereto, in each case, with such appropriate insertions, omissions, substitutions and other variations as are permitted or required by this Resolution and may have such letters, numbers or other marks of identification and such legends, endorsements and opinions thereon as may, consistent herewith, be approved by an Authorized Representative. Any portion of the text of any Commercial Paper Notes may be set forth on the reverse thereof, with an appropriate reference thereto on the face of the Commercial Paper Notes."

(c) Pursuant to Section 7.01(4) of the Short-Term Revenue Certificate Resolution, Article 2 thereof is hereby amended by the amendment and restatement of the final paragraph of Section 2.05 as follows:

"No Commercial Paper Note shall be entitled to any right or benefit under this Resolution, or be valid or obligatory for any purpose unless there appears on such Commercial Paper Note a certificate of authentication, executed by the Issuing and Paying Agent by manual signature (which, so long as the District uses the

book-entry system, shall be in substantially the form provided in Exhibit A-1 hereto and if the District determines to discontinue use of the book-entry system, shall be in substantially the form provided in Exhibit A hereto), and such certificate upon any Commercial Paper Note shall be conclusive evidence that such Commercial Paper Note has been duly certified or registered, if applicable, and delivered."

(c) Pursuant to Section 7.01(4) of the Short-Term Revenue Certificate Resolution, Article 2 thereof is hereby amended by the addition of the following Sections 2.09 and 2.10 as follows:

"SECTION 2.09. Book Entry System. So long as the District uses the book-entry system, each series of Commercial Paper Notes shall be issued in the form of a separate single fully registered Master Note for each such series. Upon initial issuance, the ownership of each such Master Note shall be registered in the name of Cede & Co., as nominee of the Depository.

In order to qualify the Commercial Paper Notes for the Depository's book-entry system, the Authorized Representative is hereby authorized to execute, seal, countersign and deliver, from time to time, on behalf of the District to such Depository a letter or letters from the District representing such matters as shall be necessary to so qualify the Commercial Paper Notes (each a "Representation Letter"). The execution and delivery of a Representation Letter shall not in any way limit the provisions hereof or in any other way impose upon the District any obligation whatsoever with respect to persons having interests in the Commercial Paper Notes other than the Holders. In addition to the execution and delivery of a Representation Letter, each Authorized Representative of the District is hereby authorized to take any other actions, not inconsistent with this Resolution, to qualify the Commercial Paper Notes for the Depository's book-entry program.

SECTION 2.10. Transfers Outside Book-Entry System. In the event (i) the Depository determines not to continue to act as securities depository for the Commercial Paper Notes, or (ii) the District determines that the Depository shall no longer so act and delivers a written certificate to the Issuing and Paying Agent to that effect, then the District will discontinue the book-entry system with the Depository. If the District determines to replace the Depository with another qualified securities depository, the District shall prepare or direct the preparation of a new, single, separate, fully registered Master Note for each series, registered in the name of such successor or substitute qualified securities depository or its nominee,

or make such other arrangement acceptable to the District and the Depository as are not inconsistent with the terms of this Resolution. If the District fails to identify another qualified securities depository to replace the Depository, the District shall deliver to the Issuing and Paying Agent for safekeeping, completion, authentication and delivery in accordance with the provisions hereof and of the Issuing and Paying Agency Agreement, Commercial Paper Notes executed on behalf of the District, with the date of issuance, principal amount, maturity date, owner and rate of interest left blank. Each such Commercial Paper Note shall be held in safekeeping by the Issuing and Paying Agent until authenticated and issued in accordance with the provisions of Section 3.01 hereof and the Issuing and Paying Agency Agreement."

SECTION 1.04. Amendment of Article 3. Pursuant to Section 7.01(4) of the Short-Term Revenue Certificate Resolution, Article 3 thereof is hereby amended by the amendment and restatement of Section 3.01 as follows:

"SECTION 3.01. Issuance and Sale of Commercial Paper Notes. (a) At any time after the execution of this Resolution, the District may determine to issue Commercial Paper Notes in accordance with telephonic, computer or written instructions of the Authorized Representative and in the manner specified below. To the extent such instructions are not written, they shall be confirmed in writing by the Authorized Representative within 24 hours of the giving of such instructions. Said instructions shall specify such principal amounts, dates of issue, purchase price, maturities, rates of discount or interest, and other terms and conditions which are hereby authorized and permitted to be fixed by the Authorized Representative at the time of sale of the Commercial Paper Notes. So long as the District uses the book-entry system, such instructions shall also include a request to the Issuing and Paying Agent to debit the purchaser's account at the Depository against credit to the Issuing and Paying Agent's account at the Depository which purchase shall then be recorded on the books and records of the Issuing and Paying Agent maintained with respect to each Master Note. If the District is no longer using the book-entry system, such instructions shall also include a request that the Issuing and Paying Agent authenticate such Commercial Paper Notes by countersignature of its authorized officer or employee and deliver them to the named purchaser or purchasers thereof upon receipt of payment in accordance with the custom then prevailing in the New York financial market in regard to such Commercial Paper Notes. The rules of the New York Clearinghouse shall apply thereto. Such instructions shall also contain provisions representing that all action on the part of the District necessary for the valid issuance of the Commercial Paper

Notes then to be issued has been taken, that all provisions of California and federal law necessary for the valid issuance of such Commercial Paper Notes with provisions for interest exemption from federal income taxation have been complied with, and that such Commercial Paper Notes in the hands of the Holders thereof will be valid and enforceable obligations of the District according to their terms, subject to the exercise of judicial discretion in accordance with general principles of equity and bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that, based upon the advice of Bond Counsel, the interest on the Commercial Paper Notes is excluded from gross income for federal income tax purposes. Such instructions shall also certify that:

(i) no Event of Default under Section 5.01 of this Resolution has occurred and is continuing as of the date of such Certificate;

(ii) the District is in compliance with the covenants set forth in Article IV hereof as of the date of such instructions;

(iii) that the interest payable on such Commercial Paper Note will not exceed the Maximum Interest Rate in effect on the date of issuance of such Commercial Paper Note; and

(iv) to the extent such Commercial Paper Notes are to be supported thereby, a Revolving Note shall be or has been delivered to the Bank and indebtedness may be incurred thereunder in accordance with the terms of the respective Liquidity Facility.

Any written instructions delivered by the District to the Issuing and Paying Agent pursuant to this Section 3.01 shall be, so long as the District uses the book-entry system in substantially the form attached hereto as Exhibit B-1 and, if the District no longer uses the book-entry system in substantially the form attached as Exhibit B."

SECTION 1.05. Ratification By Board. The Board hereby approves and ratifies in all respects all actions previously taken by the General Manager in connection with the provision of a book-entry system for the Commercial Paper Notes and hereby determines that the effective date of this Second Supplemental Resolution shall be January 24, 1995.

SECTION 1.06. Approval of Revolving Credit Agreement. The Board hereby approves the Revolving Credit Agreement to be dated as of August 1 between the District and Westdeutsche

Landesbank Girozentrale, New York Branch, on file in the office of the Executive Secretary, which agreement shall constitute a Liquidity Facility under the Resolution and hereby authorizes, empowers and directs the General Manager, the Director of Finance, the Treasurer and the Controller of the District to execute such agreement with such changes therein as the officer or officers executing the same may approve and such other documents in connection therewith and to take such other actions as they deem necessary or advisable in order to carry out and perform the purposes of the Resolution.

Section 1.07. Short-Term Revenue Certificate Resolution. The Short-Term Revenue Certificate Resolution, as amended and supplemented by this Second Supplemental Resolution, is in all respects ratified and approved.

Section 1.08. Severability of Invalid Provisions. If any one or more of the provisions contained in this Second Supplemental Resolution shall be held to be invalid, illegal or unenforceable in any respect, then such provision or provisions shall be deemed severable from the remaining provisions contained in this Second Supplemental Resolution and such invalidity, illegality or unenforceability shall not affect any other provision of this Second Supplemental Resolution, and this Second Supplemental Resolution shall be construed as if such invalid or illegal or unenforceable provision had never been contained herein. The District hereby declares that it would have adopted this Second Supplemental Resolution and each and every other Section, paragraph, sentence, clause or phrase hereof irrespective of the fact that any one or more Sections, paragraphs, sentences, clauses or phrases of this Second Supplemental Resolution may be held illegal, invalid or unenforceable.

Section 1.09. Further Actions. The Chairman of the Board, the Secretary of the Board, the General Manager and the General Counsel are hereby authorized to do all things necessary and desirable to accomplish the purposes of this Second Supplemental Resolution.

Section 1.10. Section Headings and References; Interpretation. The headings or titles of the several Sections hereof shall be solely for convenience of reference and shall not affect the meaning, construction or effect of this Second Supplemental Resolution.

The words "herein," "hereof," "hereby," "hereunder" and other words of similar import refer to this Second Supplemental Resolution as a whole and not to any particular section or subdivision hereof; and words of the masculine gender shall mean and include words of the feminine and neuter genders.

Section 1.11 Governing Law. This Second Supplemental Resolution shall be construed and governed in accordance with the laws of the State of California.

EXHIBIT A-1

MUNICIPAL COMMERCIAL PAPER - TECP MASTER NOTE

(Date of Issuance)

THE METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA ("Issuer") for value received, hereby promises to pay to Cede & Co., as nominee of The Depository Trust Company, or to registered assigns: (i) the principal amount, together with unpaid accrued interest thereon, if any, on the maturity date of each obligation identified on the records of Issuer (the "Underlying Records") as being evidenced by this Master Note, which Underlying Records are maintained by MORGAN GUARANTY TRUST COMPANY OF NEW YORK ("Paying Agent"); (ii) interest on the principal amount of each such obligation that is payable in installments, if any, on the due date of each installment, as specified on the Underlying Records; and (iii) the principal amount of each such obligation that is payable in installments, if any, on the due date of each installment, as specified on the Underlying Records. Interest shall be calculated at the rate and according to the calculation convention specified on the Underlying Records. Payments shall be made solely from the sources stated on the Underlying Records by wire transfer to the registered owner from Paying Agent without the necessity of presentation and surrender of this Master Note.

REFERENCE IS HEREBY MADE TO THE FURTHER PROVISIONS OF THIS MASTER NOTE SET FORTH ON THE REVERSE HEREOF AND ANNEX I HERETO.

This Master Note is a valid and binding obligation of Issuer.

Not Valid Unless Countersigned for Authentication by Paying Agent.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK
(Paying Agent)

THE METROPOLITAN WATER
DISTRICT OF SOUTHERN
CALIFORNIA
(Issuer)

By: _____
(Authorized Countersignature)

By: _____
(Authorized Signature)

By: _____
(Authorized Signature)

By: _____

(Authorized Signature)

At the request of the registered owner, Issuer shall promptly issue and deliver one or more separate note certificates evidencing each obligation evidenced by this Master Note. As of the date any such note certificate or certificates are issued, the obligations which are evidenced thereby shall no longer be evidenced by this Master Note.

FOR VALUE RECEIVED, the undersigned hereby sells, assigns, and transfers unto _____

(Name, Address, and Taxpayer Identification Number of Assignee)

the Master Note and all rights thereunder, hereby irrevocably constituting and appointing _____ attorney to transfer said Master Note on the books of Issuer with full power of substitution in the premises.

Dated:

Signature(s) Guaranteed:

(Signature)

Notice: The signature on this assignment must correspond with the name as written upon the face of this Master Note, in every particular, without alteration or enlargement or any charge whatsoever.

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

**ANNEX I TO
THE METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA
MASTER COMMERCIAL PAPER NOTE**

The Metropolitan Water District of Southern California (the "District"), a quasi-municipal corporation organized and existing under the laws of the State of California, FOR VALUE RECEIVED, hereby promises to pay, solely from the sources hereinafter identified and hereinafter stated, to the order of Cede & Co., the principal amount of each portion of indebtedness represented by this Master Commercial Paper Note as identified in the records of Morgan Guaranty Trust Company of New York (the "Issuing and Paying Agent") on the due date set forth in such records, together with unpaid interest thereon, if any, from the issuance date specified in such records at the per annum interest rate shown therein (computed on the basis of actual days elapsed and a 365-day or 366-day year); both principal and interest of each portion of indebtedness represented by this Note being payable in lawful money of the United States of America by wire transfer at the principal corporate office of the Issuing and Paying Agent, or its successor by wire transfer at the principal corporate office of such successor.

This Master Commercial Paper Note is one of a duly authorized issue of commercial paper notes of the District (the "Commercial Paper Notes"), all of which, together with the Revolving Note described below, have been issued pursuant to the Metropolitan Water District Act (California Statutes 1969, Chapter 209, as amended) and Chapter 6, of Part 1, Division 2, Title 5 of the Government Code (herein collectively called the "Act") and in pursuance of the laws and Constitution of the State of California and Resolution 8322 of the District adopted on May 14, 1991 (as amended, modified or otherwise supplemented, from time to time, the "Resolution"), for the purpose of financing Project Costs (as defined in the Resolution) and to refinance, renew or refund Notes (as defined in the Resolution) issued pursuant to the provisions of the Resolution.

Reference is hereby made to the Resolution (a copy of which is on file at said principal corporate trust office of the Issuing and Paying Agent) and all resolutions supplemental thereto and to the Act for a description of the rights thereunder of the registered owners of the Commercial Paper Notes, of the nature and extent of the security, of the rights, duties and immunities of the Issuing and Paying Agent and of the rights and obligations of the District thereunder, to all the provisions of which Resolution the registered owner of this Commercial Paper Note, by acceptance hereof, assents and agrees. All capitalized terms herein not otherwise defined shall have the meaning ascribed to them in the Resolution.

This Commercial Paper Note, together with the other Commercial Paper Notes, is payable from and equally secured by a lien on and pledge of (i) the proceeds from Commercial Paper Notes issued for the purpose of refinancing, renewing or refunding the Notes; (ii) amounts in certain funds established pursuant to the Resolution; (iii) the proceeds of any other indebtedness of the District issued solely for the payment of principal of and interest on the Notes; (iv) advances under and pursuant to a Liquidity Facility (as defined in the Resolution), if any, pursuant to which the Bank (as defined in the Resolution) has agreed to provide credit to the District under the terms and conditions set forth therein, which advances are to be evidenced by a Revolving Note (as defined in the Resolution) and (v) Net Operating Revenues on a junior and subordinate basis to the pledge thereof securing payment of the Prior Lien Obligations (as defined in the Resolution).

By the terms of said Act and by covenant expressed in said Resolution, the District is obligated to fix rates for the sale of water such as to provide revenues sufficient to pay the interest on and principal of the Commercial Paper Notes as they become due and payable in addition to all other payments required for compliance with said Resolution and the necessary Operation and Maintenance Expenses, and is subject to conditions with respect to any sale of its waterworks.

This Commercial Paper Note shall not be entitled to any benefit under the Resolution, or become valid or obligatory for any other purpose, until the Issuing and Paying Agent shall have authenticated the same by manual signature.

This Commercial Paper Note, together with the other Commercial Paper Notes, is payable solely from the sources hereinabove identified securing the payment thereof and the Commercial Paper Notes do not constitute a legal or equitable pledge, charge, lien or encumbrance upon any other property of the District. The registered owner shall never have the right to demand payment of this obligation from any sources or properties of the District except as identified above.

It is hereby certified and recited that all acts, conditions and things required by law and the Resolution to exist, to have happened and to have been performed precedent to and in the issuance of this Commercial Paper Note, do exist, have happened and have been performed in regular and in due time, form and manner as required by the Constitution and laws of the State of California; and that issuance of this Commercial Paper Note, together with all other indebtedness of the District, is within every debt and other limit prescribed by the Constitution and laws of the State of California, and is not in excess of the amount of Notes permitted to be issued under the Resolution.

EXHIBIT B-1

FORM OF INSTRUCTIONS

TO: [NAME AND ADDRESS OF ISSUING AND PAYING AGENT]

Re: The Metropolitan Water District of Southern California Commercial Paper Notes

Ladies and Gentlemen:

These instructions (the "Instructions") are provided pursuant to the provisions of Resolution No. 8322 (as amended and supplemented to date, the "Resolution") adopted by the Board of Directors of The Metropolitan Water District of Southern California (the "District") on May 14, 1991. All terms used herein and not otherwise defined shall have the meanings given such terms in the Resolution.

The undersigned, an Authorized Representative of the District pursuant to the provisions of the Resolution, hereby directs you, as Issuing and Paying Agent, to debit the account of the purchaser named below at the Depository upon receipt of the purchase price or prices indicated below, for the purchase of Commercial Paper Notes with the characteristics as follows:

<u>Purchaser</u>	<u>Principal Amount</u>	<u>Purchase Price</u>	<u>Date of Issuance</u>	<u>Maturity</u>	<u>Interest Rate</u>	<u>Price or Yield</u>
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The undersigned hereby represents and warrants as of the date hereof (which is the date of issuance of the Commercial Paper Notes referenced herein) in connection with these Instructions as follows:

(i) that all action on the part of the District necessary for the valid issuance of such Commercial Paper Notes has been taken, that all provisions of California and federal law necessary for the valid issuance of such Commercial Paper Notes with provisions for interest exemption from federal income taxation have been complied with;

(ii) that such Commercial Paper Notes in the hands of the Holders thereof will be valid and enforceable obligations of the District according to their terms, subject to the exercise of judicial discretion in accordance with general principles of equity and bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable;

(iii) that, based upon the advice of Bond Counsel, interest on such Commercial Paper Notes is excluded from gross income for purposes of federal income taxation;

(iv) no Event of Default under Section 5.01 of the Resolution has occurred and is outstanding as of the date hereof;

(v) the District is in compliance with the covenants set forth in Article IV of the Resolution as of the date hereof; [and]

(vi) the interest payable on such Commercial Paper Notes will not exceed the Maximum Interest Rate in effect as of the date hereof; [and

(vii) to the extent such Commercial Paper Notes are to be supported thereby, a Revolving Note shall be or has been delivered to the Bank and indebtedness may be incurred thereunder in accordance with the terms of the respective Liquidity Facility.]

The proceeds of such Commercial Paper Notes are to be applied as follows:

_____.
Date: _____

THE METROPOLITAN WATER DISTRICT
OF SOUTHERN CALIFORNIA

By: _____
Authorized Representative

I HEREBY CERTIFY, that the foregoing resolution was adopted by the Board of Directors of The Metropolitan Water District of Southern California on August 22, 1995.



Secretary of the Board of Directors
of The Metropolitan Water District
of Southern California