

RESOLUTION NO. 11-04

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
DEVIL'S DEN WATER DISTRICT CERTIFYING ASSENT BY
THE VOTERS OF THE DISTRICT TO AMENDED AND RESTATED BYLAWS**

WHEREAS, the Board of Directors of the Devil's Den Water District (District), acting pursuant to Section 35305 of the Water Code of the State of California previously determined that the original bylaws of the District adopted in 1963 needed to be updated; and

WHEREAS, proposed Amended and Restated Bylaws have been presented to the Board of Directors; and

WHEREAS, the Board of Directors approved the Amended and Restated Bylaws attached hereto in Exhibit A at its May 26, 2011 Board meeting; and

WHEREAS, the Secretary conveyed the Amended and Restated Bylaws to all voters in the District and requested the voters in the District to assent to such Amended and Restated Bylaws in writing no later than June 24, 2011, all as required by Section 35306 of the Water Code; and

WHEREAS, a majority of the votes in the District assented in writing to the Amended and Restated Bylaws.

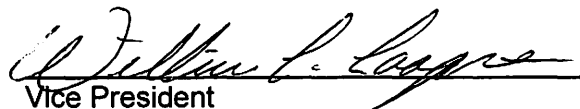
NOW, THEREFORE, the Board of Directors of the Devil's Den Water District hereby finds, determines, declares and resolves as follows:

Section 1. The Board of Directors hereby finds and determines that 97% of the votes in the District assented in writing to the Amended and Restated Bylaws attached hereto in Exhibit A, which written assents are attached hereto as Exhibit B.

Section 2. The Board hereby directs the Secretary to forward the Amended and Restated Bylaws to the Recorders of Kern and Kings Counties for recordation, all as required by Section 35306 of the Water Code.

Section 3. The President and the Secretary of the Board, the General Manager, the Treasurer and such other officers of the District are authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents, which they may deem necessary or advisable in order to effectuate the purposes of this Resolution, and such actions previously taken by such officers are hereby ratified and confirmed.

Section 4. This Resolution shall take effect immediately.


Vice President

I, the undersigned, hereby certify: That I am the duly appointed and acting Secretary of the Devil's Den Water District, and that at a special meeting of the Board of Directors of said District held on July 13, 2011, the foregoing Resolution No. 11-04 was duly and regularly adopted by said Board, and that said resolution has not been rescinded or amended since the date of its adoption, and that it is now in full force and effect.

DATED: July 13, 2011


Secretary

AMENDED AND RESTATED BY-LAWS

of

DEVIL'S DEN WATER DISTRICT

ARTICLE I

LOCATION OF THE DISTRICT OFFICE

Section 1. Principal Office. The district office for the transaction of the business of the water district was previously relocated to 27234 Bouquet Canyon Road, Santa Clarita, California. The Board of Directors is hereby granted full power and authority to change the principal office of the district from the above-stated location to another suitable location within the State of California.

Section 2. Other Offices. Branch or subordinate offices may at any time, or from time to time, be established by the Board of Directors at any place or places within the State of California as the Board of Directors may, by resolution, declare necessary or desirable.

ARTICLE II

MANNER OF CALLING ELECTIONS

All district elections, both general and special, shall be called and held in accordance with the California Water District Law and the Uniform District Election Law.

ARTICLE III

MANNER OF VOTING

The manner of voting, in person or by proxy, at all district elections, whether general or special, shall be as prescribed by the provisions of the California Water District Law in force at the time the said election is held.

ARTICLE IV

NOMINATION OF CERTAIN OFFICERS

All candidates for election to the office of District Director shall be nominated in accordance with the California Water District Law and the Uniform District Election Law in force at the time the said election is held.

ARTICLE V

QUALIFICATIONS AND DUTIES OF OFFICERS, THE TENURE OF THEIR OFFICE, AND THE TIME AND MANNER OF THEIR APPOINTMENT OR ELECTION

Section 1. Directors. The qualifications, duties, tenure, and time and manner of nomination and election of District Director shall be as prescribed by the California Water District Law and the Uniform District Election Law now in force, or as hereafter amended.

Section 2. Assessor, Tax Collector and Treasurer. The District has previously approved the consolidation of the offices of the District Assessor, Tax Collector and Treasurer as permitted by Section 34725 of the Water Code and determined that such office shall be appointed by the Board of Directors rather than elected by the District voters as permitted by Section 34711 of the Water Code.

Section 3. Other Officers. The further officers of the district shall be a President, Vice President and Secretary. The district may also have, at the discretion of the Board of Directors, one or more additional Vice-Presidents, one or more Assistant Secretaries and/or Treasurers, and such other officers as may from time to time be appointed in accordance with the provisions of Section 5 of this Article VI. The President and Vice-Presidents must be directors. None of said other officers need be directors. One person may hold two or more of said offices simultaneously except the offices of President and Secretary.

Section 4. Appointment. The officers of the District (except District Directors) shall be designated by majority vote of the Board of Directors and shall thereafter hold office at the pleasure of the Board of Directors.

Section 5. General Manager and Other Officers. The Board of Directors shall further have the authority, in its discretion and by majority vote, to appoint a general manager who shall hold office during the pleasure of the Board of Directors. It shall be the duty of any such general manager to superintend, oversee and direct the operation of the district. The general manager shall have the immediate control, command and direction of all persons in the employ of the district, and shall have power to discharge or suspend any employee of the district. The general manager shall have the charge and custody of all the property of the district. The general manager shall cause to be kept regular and accurate accounts of all transactions and business of the district. The general manager shall monthly, or at such intervals or times as the Board shall direct, make a full and complete report to the Board of Directors. Reports of the general manager shall be oral, or in writing, as directed from time to time by the Board of Directors. The general manager shall be responsible to the Board of Directors, shall faithfully perform all things which the Board of Directors shall order to be done, and shall be responsible for the implementation of the policies of the District, as formulated by the Board of Directors.

Section 6. Removal and Resignation. Any officer appointed or elected by the Board of Directors may be removed, either with or without cause, by a majority of the directors at any regular or special meeting of the Board. A majority of the Board may remove or discharge any employee or agent of the district, regardless of by whom such agent or employee may have been initially employed. A district director and any other officer may resign, at any time, by giving written notice to the Board of Directors, or to the President, or to the Secretary of the district; and any such resignation shall take effect at the date of the receipt of such notice or at any later time specified

therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by appointment by the Board of Directors, and if the appointment be to an elective office the appointee shall hold office until his successor is regularly elected and qualified.

Section 8. President. The President of the District shall preside at all meetings of the Board of Directors. The President shall be ex-officio member of all committees, and, subject to any delegation of powers and duties to the general manager of this District, as in these By-laws set forth, shall have the usual powers and duties of the President of a district and such other powers and duties as may from time to time be prescribed by the Board of Directors.

Section 9. Vice President. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors shall perform all of the duties of the President, and when so acting shall have all the powers and duties of the President. The Vice Presidents shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 10. Secretary. The Secretary shall keep, or cause to be kept, the District Minute Book at the principal office of the District or such other place as the Board of Directors may direct. All business transacted at any Directors' meeting, together with a record of whether the meeting be regular or special, (and if a special meeting, how authorized to be held,) the notice thereof given, and the names of Directors and other officers present at such meetings, shall be fully and accurately set forth in the District Minute Book. The Secretary shall perform such further duties as may from time to time be prescribed by the President, General Manager or the Board of Directors. All documents pertaining to district affairs shall be filed at the district office with the Secretary who shall keep the district records open to inspection at all times by any person interested as provided by the California Water District Law now in force or as hereafter amended.

ARTICLE VI

COMPENSATION OF OFFICERS

Section 1. Compensation of Directors. Each Director shall receive as compensation for his service the sum, of \$25.00 for each Directors' meeting attended, or for each day or fractional day's service otherwise actually rendered in the discharge of official duties as a Director, together with any actual expenses incident to the service except expenses incurred in traveling between his resident's and the place at which directors' meetings are held.

Section 2. Compensation of other Officers. The compensation, if any, to be paid to all other officers of the district, and the manner in which the same shall be paid, shall be fixed by resolution of the Board of Directors.

ARTICLE VII

METHOD OF AMENDING OR REPEALING BY-LAWS

The By-Laws of the district may be amended or repealed or new By-Laws adopted in the manner prescribed by Section 35305 of the California Water District Law now in force, or as hereafter amended. After any amendment or addition to the By-Laws, the By-Laws shall be recorded in each county in which District lands lie in the manner prescribed by Section 35306 of the California Water District Law now in force, or as hereafter amended.

ARTICLE VIII

THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors shall hold regular meetings at such time and place as maybe agreed upon by resolution.

Section 2. Special Meetings. The Board of Directors may hold special meetings as it deems advisable and as permitted under California law. A special meeting is invalid unless prior thereto one of the following has been done:

- (a) Each Director has filed with the Secretary his written consent to the meeting.
- (b) The President, or three members of the Board of Directors, has called the meeting by giving each director five days written notice of the meeting.
- (c) The Directors have authorized the meeting by a resolution adopted at a former meeting and have caused five days written notice of the meeting to be given by the Secretary to each Director net joining in the resolution.

Section 3. Quorum. A majority of the membership of the Board of Directors shall constitute a quorum of the board for the transaction of business.

Section 4. Majority Vote. The vote of a majority of the Directors present at any meeting of the Board of Directors attended by a quorum is necessary to transact business and to determine any proposition or resolution presented.

Section 5. Residual Powers of the Board of Directors. All powers of management, government and control of the district, and of its affairs, not conferred by the Constitution or the laws of the State of California or by these By-Laws upon any other person, officer or official, are hereby reserved in the Board of Directors of the district.

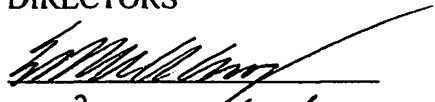
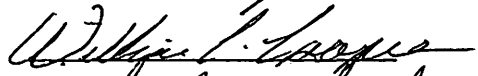
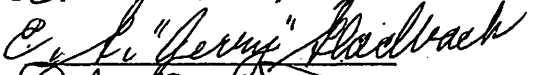

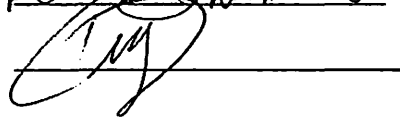
ARTICLE IX

PENALTIES FOR ANY BREACH OR INFRACTION OF THESE BY-LAWS

Any person amenable to these By-Laws who shall violate the same shall be subject to a levy of a monetary penalty of not to exceed One Hundred Dollars (\$100.00) for any one offense, to be levied and assessed by majority vote of the Board of Directors.

We, the undersigned, being all of the members of the Board of Directors of DEVIL'S DEN WATER DISTRICT, duly elected thereto do hereby assent to these amended and restated By-Laws, subject to the assent hereto of two thirds of the total vote of the District, as provided by Section 35305 of the California Water District Law, this 26th day of May, 2011.

DIRECTORS

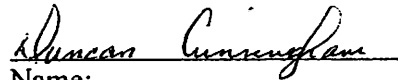






**ASSENT TO AMENDED AND RESTATED BYLAWS
OF THE DEVIL'S DEN WATER DISTRICT**

The undersigned hereby confirms that I own property as described below within the Devil's Den Water District and am authorized to execute this assent:

<u>Name</u>	<u>Property</u>
Duncan Cunningham	The Northwest Quarter of the Northeast Quarter and the North Half of the Southwest Quarter of the Northeast Quarter of Section 25, Township 24 South, Range 18 East, MDB&M, containing 60 acres more or less.

The undersigned hereby confirms that I have received the Amended and Restated Bylaws of the Devil's Den Water District (the "District") dated May 26, 2011 (which amend and restate the bylaws of the District dated December 20, 1962), have reviewed the Amended and Restated Bylaws, have had the opportunity to discuss the Amended and Restated Bylaws with representatives of the District and others as I deem appropriate and, pursuant to Section 35305 of the Water Code, hereby assent to the Amended and Restated Bylaws.



Name:

Date: June 3, 2011

REC'D JUN 6 2011

**ASSENT TO AMENDED AND RESTATED BYLAWS
OF THE DEVIL'S DEN WATER DISTRICT**

The undersigned hereby confirms that I own property as described below within the Devil's Den Water District and am authorized to execute this assent:

<u>Name</u>	<u>Property</u>
Edna L. Cadwell	The Northwest Quarter of the Northeast Quarter and the North Half of the Southwest Quarter of the Northeast Quarter of Section 25, Township 24 South, Range 18 East, MDB&M, containing 60 acres more or less.

The undersigned hereby confirms that I have received the Amended and Restated Bylaws of the Devil's Den Water District (the "District") dated May 26, 2011 (which amend and restate the bylaws of the District dated December 20, 1962), have reviewed the Amended and Restated Bylaws, have had the opportunity to discuss the Amended and Restated Bylaws with representatives of the District and others as I deem appropriate and, pursuant to Section 35305 of the Water Code, hereby assent to the Amended and Restated Bylaws.



Name:

Date: June 4, 2011

RECD JUN 6th 2011

**ASSENT TO AMENDED AND RESTATED BYLAWS
OF THE DEVIL'S DEN WATER DISTRICT**

The undersigned hereby confirms that I own property as described below within the Devil's Den Water District and am authorized to execute this assent:

<u>Name</u>	<u>Property</u>
Russell R. Cadwell	The Northwest Quarter of the Northeast Quarter and the North Half of the Southwest Quarter of the Northeast Quarter of Section 25, Township 24 South, Range 18 East, MDB&M, containing 60 acres more or less.

The undersigned hereby confirms that I have received the Amended and Restated Bylaws of the Devil's Den Water District (the "District") dated May 26, 2011 (which amend and restate the bylaws of the District dated December 20, 1962), have reviewed the Amended and Restated Bylaws, have had the opportunity to discuss the Amended and Restated Bylaws with representatives of the District and others as I deem appropriate and, pursuant to Section 35305 of the Water Code, hereby assent to the Amended and Restated Bylaws.



Name:

Date: June 2, 2011

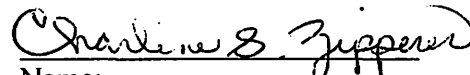
REC'D JUN 6 2011

**ASSENT TO AMENDED AND RESTATED BYLAWS
OF THE DEVIL'S DEN WATER DISTRICT**

The undersigned hereby confirms that I own property as described below within the Devil's Den Water District and am authorized to execute this assent:

<u>Name</u>	<u>Property</u>
Charline S. Zipperer	An undivided one-fourth interest in the Northwest Quarter of the Southwest Quarter of Section 17, Township 25 South, Range 19 East, MDB&M.

The undersigned hereby confirms that I have received the Amended and Restated Bylaws of the Devil's Den Water District (the "District") dated May 26, 2011 (which amend and restate the bylaws of the District dated December 20, 1962), have reviewed the Amended and Restated Bylaws, have had the opportunity to discuss the Amended and Restated Bylaws with representatives of the District and others as I deem appropriate and, pursuant to Section 35305 of the Water Code, hereby assent to the Amended and Restated Bylaws.


Name:
Date: June 5, 2011

REC'D JUN 9 2011

**ASSENT TO AMENDED AND RESTATED BYLAWS
OF THE DEVIL'S DEN WATER DISTRICT**

The undersigned hereby confirms that I own property as described below within the Devil's Den Water District and am authorized to execute this assent:

<u>Name</u>	<u>Property</u>
Marilyn De Mello	The Northwest Quarter of the Northeast Quarter and the North Half of the Southwest Quarter of the Northeast Quarter of Section 25, Township 24 South, Range 18 East, MDB&M, containing 60 acres more or less.

The undersigned hereby confirms that I have received the Amended and Restated Bylaws of the Devil's Den Water District (the "District") dated May 26, 2011 (which amend and restate the bylaws of the District dated December 20, 1962), have reviewed the Amended and Restated Bylaws, have had the opportunity to discuss the Amended and Restated Bylaws with representatives of the District and others as I deem appropriate and, pursuant to Section 35305 of the Water Code, hereby assent to the Amended and Restated Bylaws.



Name:

Date: June 6, 2011

REC'D JUN 13 2011

**ASSENT TO AMENDED AND RESTATED BYLAWS
OF THE DEVIL'S DEN WATER DISTRICT**

The undersigned hereby confirms that I own the following number of acres of land within the Devil's Den Water District and am authorized to execute this assent:

<u>Name</u>	<u>Acres</u>
Castaic Lake Water Agency	7,759 acres in various locations within Kern and Kings Counties

The undersigned hereby confirms that I have received the Amended and Restated Bylaws of the Devil's Den Water District (the "District") dated May 26, 2011 (which amend and restate the bylaws of the District dated December 20, 1962), have reviewed the Amended and Restated Bylaws, have had the opportunity to discuss the Amended and Restated Bylaws with representatives of the District and others as I deem appropriate, and, pursuant to Section 35305 of the Water Code, hereby assent to the Amended and Restated Bylaws.



Dan Masnada, General Manager

Date: June 22, 2011

**ASSENT TO AMENDED AND RESTATED BYLAWS
OF THE DEVIL'S DEN WATER DISTRICT**

The undersigned hereby confirms that I own property as described below within the Devil's Den Water District and am authorized to execute this assent:

<u>Name</u>	<u>Property</u>
W.A. Wickliffe	An undivided one-fourth interest in the Northwest Quarter of the Southwest Quarter of Section 17, Township 25 South, Range 19 East, MDB&M.

The undersigned hereby confirms that I have received the Amended and Restated Bylaws of the Devil's Den Water District (the "District") dated May 26, 2011 (which amend and restate the bylaws of the District dated December 20, 1962), have reviewed the Amended and Restated Bylaws, have had the opportunity to discuss the Amended and Restated Bylaws with representatives of the District and others as I deem appropriate and, pursuant to Section 35305 of the Water Code, hereby assent to the Amended and Restated Bylaws.

wa Wickliffe _____

Name:

Date: June __, 2011

July 1 2011

REC'D JUL 5 - 2011