

**AGENDA
IRVINE RANCH WATER DISTRICT
BOARD OF DIRECTORS
REGULAR MEETING**

July 25, 2016

PLEDGE OF ALLEGIANCE

CALL TO ORDER

5:00 p.m., Board Room, District Office
15600 Sand Canyon Avenue, Irvine, California

ROLL CALL

Directors LaMar, Reinhart, Swan, Withers and President Matheis

NOTICE

If you wish to address the Board on any item, including Consent Calendar items, please file your name with the Secretary. Forms are provided on the lobby table. Remarks are limited to five minutes per speaker on each subject. Consent Calendar items will be acted upon by one motion, without discussion, unless a request is made for specific items to be removed from the Calendar for separate action.

COMMUNICATIONS TO THE BOARD

1. A. Written:
- B. Oral:

2. **ITEMS RECEIVED TOO LATE TO BE AGENDIZED**

Recommendation: Determine the need to discuss and/or take immediate action on item(s).

PUBLIC HEARING

Resolution No. 2016-18

3. **SEWER TAXES IN THE NEWPORT NORTH SERVICE AREA**

- a. Recommendation: Open the hearing.
- b. Inquire of the Secretary how the hearing was noticed.
- c. Receive and file the affidavit of posting and proof of publication.
- d. Inquire of the Secretary if there have been any written communications.
- e. Request legal counsel to describe the nature of the proceedings.
- f. Hear any person who wishes to speak regarding sewer taxes in the Newport North service area.
- g. Inquire of the Board if it has any comments or questions.
- h. Close the hearing, and
- i. Adopt a resolution by title.

Reso No. 2016-

PUBLIC HEARING - Continued

Resolution No. 2016-18

4. 2016 GENERAL OBLIGATION BOND ISSUANCE

- a. Recommendation: Open the hearings
- b. Inquire of the Secretary how the hearings were noticed.
- c. Receive and file the affidavit of posting and proof of publications.
- d. Request legal counsel to describe the nature of the proceedings.
- e. Request Director of Finance to provide a report with respect to the proposed bond issue and requested findings.
- f. Inquire of the Secretary if there have been any written communications.
- g. Hear any persons who wishes to speak relative to issuance of consolidated Improvement District bonds.
- h. Board comments/discussion.
- i. Close the hearings, and
- j. Adopt the following two resolutions by title.

Reso No. 2016-
Reso No. 2016-

CONSENT CALENDAR

Items 5-9

5. MINUTES OF REGULAR BOARD MEETINGS

Recommendation: That the minutes of the July 11, 2016 Regular Board Meeting, and July 14, 2016 and July 18, 2016 Adjourned Board Meetings be approved as presented.

6. RATIFY/APPROVE BOARD OF DIRECTORS' ATTENDANCE AT MEETINGS AND EVENTS

Recommendation: That the Board ratify/approve the meetings and events for Steven LaMar, Mary Aileen Matheis, and Peer Swan as described.

7. IRVINE RANCH WATER DISTRICT STRATEGIC MEASURES

Recommendation: That the Board receive and file the report.

8. JUNE 2016 TREASURY REPORTS

Recommendation: That the Board receive and file the Treasurer's Investment Summary Report, the Monthly Interest Rate Swap Summary for June 2016, and Disclosure Report of Reimbursements to board members and staff; approve the June 2016 summary of payroll ach payments in the total amount of \$1,641,418 and approve the June 2016 accounts payable disbursement summary of warrants 367878 through 368923, workers' compensation distributions, wire transfers, payroll withholding distributions and voided checks in the total amount of \$25,833,430.

CONSENT CALENDAR - Continued	Resolution No. 2016-18	Items 5-9
<p>9. <u>SANTIAGO HILLS II SUPPLEMENTAL REIMBURSEMENT AGREEMENT</u></p> <p>Recommendation: That the Board authorize the General Manager to execute a Supplemental Reimbursement Agreement with the Irvine Community Development Company for the design and construction of IRWD Capital Facilities within the Santiago Hills II Development.</p>		

ACTION CALENDAR		
<p>10. <u>ESTABLISHING REDEVELOPMENT CONNECTION FEES</u></p> <p>Recommendation: That the Board adopt the following resolution by title changing the rates and charges to include the addition of a redevelopment connection fee methodology along with miscellaneous non-substantive changes.</p>		Reso No. 2016-
<p>11. <u>2016 CERTIFICATES OF PARTICIPATION ISSUANCE AND REFUNDING OF THE 2010 CERTIFICATES OF PARTICIPATION</u></p> <p>Recommendation: That the Board adopt a resolution approving Installment Sale Agreement, trust agreement and other documents and approving certain actions relating to certificates of participation, Irvine Ranch Water District, Series 2016.</p>		Reso No. 2016-
<p>12. <u>MICHELSON WATER RECYCLING PLANT BIOSOLIDS AND ENERGY RECOVERY FACILITIES RECOVERY PLAN CONTRACT CHANGE ORDER</u></p> <p>Recommendation: That the Board approve Contract Change Order No. 45 in the amount of \$9,750,000 which addresses all project delays to date and authorize extension of the contractual date for final completion to October 31, 2017, extension of the contractual dates for intermediate milestone by various amounts; authorize reduction of retention from 10% to 6.25% and release of funds in excess of 6.25% of the contract amount from retention currently held for the Michelson Water Recycling Plant Biosolids and Energy Recovery Facilities, project 4286.</p>		

OTHER BUSINESS

Pursuant to Government Code Section 54954.2, members of the Board of Directors or staff may ask questions for clarification, make brief announcements, make brief reports on his/her own activities. The Board or a Board member may provide a reference to staff or other resources for factual information, request staff to report back at a subsequent meeting concerning any matter, or direct staff to place a matter of business on a future agenda. Such matters may be brought up under the General Manager's Report or Directors' Comments.

OTHER BUSINESS – Continued

13. A. General Manager's Report

B. Directors' Comments

C. CLOSED SESSION - CONFERENCE WITH LEGAL COUNSEL RELATIVE TO EXISTING LITIGATION - Government Code Section 54956.9(d)(1) IRWD v. OCWD (Case No.30-2016-00858584-CU-WM-CJC).

D. OPEN SESSION

E. Adjourn

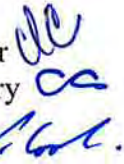
Availability of agenda materials: Agenda exhibits and other writings that are disclosable public records distributed to all or a majority of the members of the Irvine Ranch Water District Board of Directors in connection with a matter subject to discussion or consideration at an open meeting of the Board of Directors are available for public inspection in the District's office, 15600 Sand Canyon Avenue, Irvine, California ("District Office"). If such writings are distributed to members of the Board less than 72 hours prior to the meeting, they will be available from the District Secretary of the District Office at the same time as they are distributed to Board Members, except that if such writings are distributed one hour prior to, or during, the meeting, they will be available at the entrance to the Board of Directors Room of the District Office. The Irvine Ranch Water District Board Room is wheelchair accessible. If you require any special disability-related accommodations (e.g., access to an amplified sound system, etc.), please contact the District Secretary at (949) 453-5300 during business hours at least seventy-two (72) hours prior to the scheduled meeting. This agenda can be obtained in alternative format upon written request to the District Secretary at least seventy-two (72) hours prior to the scheduled meeting.

July 25, 2016

Prepared by: Cheryl Carter

Submitted by: Cheryl Clary

Approved by: Paul Cook



PUBLIC HEARING

SEWER TAXES IN THE NEWPORT NORTH SERVICE AREA

SUMMARY:

On June 27, 2016, the Board adopted Rates and Charges for Fiscal Year 2016-17, which included monthly sewer charges of \$25.75 for a residential single family home and \$19.30 per unit for multiple family dwelling units. The Newport North customers will have the same rate, but the method of collection differs in that they pay their sewer fees on an annual basis by means of the County tax rolls. The Orange County Special Assessment Report provides a listing of the parcels and the tax revenue generated and is included as Exhibit "A".

By adoption of Resolution No. 1987-45, the Board of Directors elected to have sewer charges for certain parcels of land located in the Newport North area collected on the tax roll together with the District's general taxes. That resolution directs the filing of a report containing a description of such parcels and the corresponding charges for each fiscal year. Pursuant to the requirements of the Health and Safety Code of the State of California, a public hearing on the report is required. The District Secretary has noticed a hearing for this meeting for objections or protests to the report, if any.

OUTLINE OF PROCEEDINGS

- President: Declare this to be the time and place for a hearing on the sewer taxes in the Newport North area, and declare the hearing open. Ask the Secretary how the hearing was noticed.
- Secretary: The report was filed with the Secretary on June 28, 2016 and notice of the filing of the report and the time and place of this hearing was published in the Newport Beach-Costa Mesa Daily Pilot on July 9 and July 16, 2016. A notice was also posted in the District office on June 28, 2016.
- Board: RECOMMENDED MOTION: "RECEIVE AND FILE THE AFFIDAVIT OF POSTING AND THE PROOF OF PUBLICATION PRESENTED BY THE SECRETARY."
- President: Request Legal Counsel to describe the nature of the proceedings.
- Legal Counsel: Describe the proceedings.
- President: Inquire of the Secretary whether there have been any written communications.

President: Inquire whether there is anyone present who wishes to address the Board regarding the proposed collection of sewer charges on the tax roll.

President: Inquire whether there are any comments or questions from members of the Board of Directors. State that the hearing will be closed.

Board: RECOMMENDED MOTION: THAT THE HEARING BE CLOSED AND THAT THE FOLLOWING RESOLUTION BE ADOPTED BY TITLE:

RESOLUTION NO. 2016 -

RESOLUTION OF THE BOARD OF DIRECTORS
OF IRVINE RANCH WATER DISTRICT ADOPTING
SEWER TAXES IN THE NEWPORT NORTH SERVICE AREA

FISCAL IMPACTS:

The sewer rates charged in Newport North are the same as any other area within the District, and therefore will be set at the equivalent of \$25.75 per month for residential single family home and \$19.30 per month for multiple family dwelling units for a total FY 2016-17 assessment of \$309.00 or \$231.60 respectively. The means of collection through property taxes is the only difference for customers in the Newport North area compared to other sewer customers. The charges described above account for both the collection and the treatment of sewage from the Newport North area.

ENVIRONMENTAL COMPLIANCE:

This item is not a project as defined in the California Environmental Quality Act Code of Regulations, Title 14, Chapter 3, Section 15378.

COMMITTEE STATUS:

This is a routine annual item for Board consideration and was not reviewed by a Committee.

LIST OF EXHIBITS:

Exhibit “A” – Orange County Special Assessment Report
Exhibit “B” – Resolution

Exhibit "A"

Irvine Ranch Water District
 Orange County Special Assessment Report
 Fiscal Year 2016/2017

<u>Parcel #</u>	<u>Amount</u>	<u>Parcel #</u>	<u>Amount</u>	<u>Parcel #</u>	<u>Amount</u>	<u>Parcel #</u>	<u>Amount</u>	<u>Parcel #</u>	<u>Amount</u>	<u>Parcel #</u>	<u>Amount</u>
42734202	309.00	44204208	132,012.00	44204210	309.00	44205210	463.20	44205401	309.00	44205402	309.00
44205403	309.00	44205404	309.00	44205405	309.00	44205406	309.00	44205407	309.00	44205408	309.00
44205409	309.00	44205410	309.00	44205411	309.00	44205412	309.00	44205413	309.00	44205414	309.00
44205415	309.00	44205416	309.00	44205417	309.00	44205418	309.00	44205419	309.00	44205420	309.00
44205421	309.00	44205422	309.00	44205423	309.00	44205424	309.00	44205425	309.00	44205426	309.00
44205427	309.00	44205428	309.00	44205429	309.00	44205430	309.00	44205431	309.00	44205432	309.00
44205433	309.00	44205434	309.00	44205435	309.00	44205436	309.00	44205437	309.00	44205438	309.00
44205439	309.00	44205440	309.00	44205441	309.00	44205442	309.00	44205443	309.00	44205444	309.00
44205445	309.00	44205446	309.00	44205447	309.00	44205448	309.00	44205449	309.00	44205450	309.00
44205451	309.00	44205452	309.00	44205453	309.00	44205454	309.00	44205455	309.00	44205456	309.00
44205457	309.00	44205458	309.00	44205459	309.00	44205460	309.00	44205461	309.00	44205501	309.00
44205502	309.00	44205503	309.00	44205504	309.00	44205505	309.00	44205506	309.00	44205507	309.00
44205508	309.00	44205509	309.00	44205510	309.00	44205511	309.00	44205512	309.00	44205513	309.00
44205514	309.00	44205515	309.00	44205516	309.00	44205517	309.00	44205518	309.00	44205519	309.00
44205520	309.00	44205521	309.00	44205522	309.00	44205523	309.00	44205524	309.00	44205525	309.00
44205526	309.00	44205527	309.00	44205528	309.00	44205529	309.00	44205530	309.00	44205531	309.00
44205532	309.00	44205533	309.00	44205534	309.00	44205535	309.00	44205536	309.00	44205537	309.00
44205538	309.00	44205539	309.00	44205540	309.00	44205541	309.00	44205542	309.00	44205543	309.00
44205544	309.00	44205545	309.00	44205546	309.00	44205547	309.00	44205548	309.00	44205549	309.00
44205550	309.00	44205551	309.00	44205552	309.00	44205553	309.00	44205554	309.00	44205555	309.00
44205556	309.00	44205557	309.00	44205601	309.00	44205602	309.00	44205603	309.00	44205604	309.00
44205605	309.00	44205606	309.00	44205607	309.00	44205608	309.00	44205609	309.00	44205610	309.00
44205611	309.00	44205612	309.00	44205613	309.00	44205614	309.00	44205615	309.00	44205616	309.00
44205617	309.00	44205618	309.00	44205619	309.00	44205620	309.00	44205621	309.00	44205622	309.00
44205623	309.00	44205624	309.00	44205625	309.00	44205626	309.00	44205627	309.00	44205628	309.00
44205629	309.00	44205630	309.00	44205631	309.00	44205632	309.00	44205633	309.00	44205634	309.00
44205635	309.00	44205636	309.00	44205637	309.00	44205638	309.00	44205639	309.00	44205640	309.00
44205641	309.00	44206115	69,480.00	44228201	309.00	44231169	309.00	93180614	309.00	93180615	309.00
93180616	309.00	93180617	309.00	93180618	309.00	93180619	309.00	93180620	309.00	93180621	309.00
93180622	309.00	93180623	309.00	93180624	309.00	93180625	309.00	93180626	309.00	93180627	309.00
93180628	309.00	93180629	309.00	93180630	309.00	93180631	309.00	93180632	309.00	93180633	309.00

93180634	309.00	93180635	309.00	93180636	309.00	93180637	309.00	93180638	309.00	93180639	309.00
93180640	309.00	93180641	309.00	93180642	309.00	93180643	309.00	93180644	309.00	93180645	309.00
93180646	309.00	93180647	309.00	93180648	309.00	93180649	309.00	93180650	309.00	93180651	309.00
93180652	309.00	93180653	309.00	93180654	309.00	93180655	309.00	93180656	309.00	93180657	309.00
93180658	309.00	93180659	309.00	93180660	309.00	93180661	309.00	93180662	309.00	93180663	309.00
93180664	309.00	93180665	309.00	93180666	309.00	93180667	309.00	93180668	309.00	93180669	309.00
93180670	309.00	93180671	309.00	93180672	309.00	93180673	309.00	93180674	309.00	93180675	309.00
93180676	309.00	93180677	309.00	93180678	309.00	93180679	309.00	93180680	309.00	93180681	309.00
93180682	309.00	93180683	309.00	93180684	309.00	93180685	309.00	93180686	309.00	93180687	309.00
93180688	309.00	93180689	309.00	93180690	309.00	93180691	309.00	93180692	309.00	93180693	309.00
93180694	309.00	93180695	309.00	93180696	309.00	93180697	309.00	93180698	309.00	93180699	309.00
93180700	309.00	93180701	309.00	93180702	309.00	93180703	309.00	93180704	309.00	93180705	309.00
93180706	309.00	93180707	309.00	93180708	309.00	93180709	309.00	93180710	309.00	93180711	309.00
93180712	309.00	93180713	309.00	93180714	309.00	93180715	309.00	93180716	309.00	93180717	309.00
93180718	309.00	93180719	309.00	93180720	309.00	93180721	309.00	93180722	309.00	93180723	309.00
93180724	309.00	93180725	309.00	93180726	309.00	93180727	309.00	93180728	309.00	93180729	309.00
93180730	309.00	93180731	309.00	93180732	309.00	93180733	309.00				

Total Parcels: 286
Total Assessment Amount: 289,402.20

Exhibit "B"

RESOLUTION NO. 2016-

RESOLUTION OF THE BOARD OF DIRECTORS OF IRVINE RANCH WATER DISTRICT ADOPTING REPORT OF SEWER CHARGES TO BE COLLECTED ON TAX ROLL

WHEREAS, by Resolution No. 1987-45 adopted August 10, 1987, the Board of Directors of Irvine Ranch Water District ("IRWD") elected to have sewer charges for certain parcels collected on the tax roll each year in the same manner, by the same persons, and at the same time as, together with and not separately from, its general taxes, pursuant to Section 5473 et seq. of the California Health and Safety Code; and

WHEREAS, pursuant to said Resolution, a report has been filed with the Secretary containing a description of such parcels and the corresponding charges for fiscal year 2016-17 and notice was given as required by law of a hearing on the report to be held on Monday, the 25th day of July, 2016, at the hour of 5:00 p.m. of said day (or as soon thereafter as is reasonably practicable) in the Board of Directors meeting room of IRWD, 15600 Sand Canyon Avenue, Irvine, California; and

WHEREAS, at the time set, the duly noticed public hearing was held and all persons interested were given an opportunity to be heard concerning the report and to submit any objections or protests to the report.

NOW, THEREFORE, the Board of Directors of IRWD does hereby RESOLVE, DETERMINE and ORDER as follows:

Section 1. The Board of Directors hereby determines that protests to the report were not made by the owners of a majority of separate parcels of property described in the report.

Section 2. The Board of Directors hereby adopts the report containing a description of the parcels for which charges for sewer service shall be collected on the tax roll and containing the amount of the charges for each parcel for the fiscal year 2016-17, computed in conformity with the schedule of rates and charges adopted by Resolution No. 2016-___. The report is attached as Exhibit "A" and incorporated herein by this reference. Each charge set forth in Exhibit "A" is hereby determined to be adopted.

Section 3. The Secretary is hereby authorized and directed to endorse on the report a statement that the report was adopted by this Board on July 25, 2016, and to take whatever other action is required by the Auditor of the County of Orange in regard thereto.

Section 4. The Secretary is hereby authorized and directed to file a copy of such report with the Auditor of the County of Orange.

APPROVED, SIGNED and ADOPTED this 25th day of July, 2016.

President, IRVINE RANCH WATER DISTRICT
and of the Board of Directors thereof

Secretary, IRVINE RANCH WATER DISTRICT
and of the Board of Directors thereof

APPROVED AS TO FORM;
BOWIE, ARNESON, WILES & GIANNONE

By _____

July 25, 2016

Prepared by: Tanja Fournier

Submitted by: Rob Jacobson/Cheryl Clary

Approved by: Paul Cook

PUBLIC HEARING

2016 GENERAL OBLIGATION BOND ISSUANCE

SUMMARY:

Pursuant to the California Water Code, the IRWD Board is required to hold a Public Hearing and make findings pertaining to the issuance of consolidated Improvement District (ID) bonds. Following the Public Hearing regarding this item, staff recommends that the Board adopt the following Resolutions:

- Resolution Making Findings Relative to the Bonds
- Resolution of Issuance, which includes approval of the Indenture of Trust, the Preliminary Official Statement, and authorizing and ratifying certain actions.

PUBLIC HEARING – OUTLINE OF PROCEEDINGS

President: Declare this to be the time and place for a hearing of the Board of Directors of the Irvine Ranch Water District regarding the proposed Resolution of Issuance of Consolidated Bonds for Improvement District Nos. 112, 113, 125, 153, 185, 188, 212, 213, 225, 240, 253, 285, and 288 in an amount up to \$130 million, and to declare the hearing open. Ask the District Secretary how the hearing was noticed.

Secretary: Resolution No. 2016-15, declaring the Board's intention to issue bonds, was published for two successive weeks in the Orange County Register on July 9, 2016 and July 16, 2016 and posted at the District office on July 9, 2016. Additionally, on July 9, 2016 this resolution was posted in three public places within each Improvement District. The Proof of Publication and Affidavit of Posting are now to be received and filed.

President: Request Legal Counsel to describe the nature of the proceedings.

Legal

Counsel: Describe the proceedings.

President: Request the Executive Director of Finance and Administration to provide a summary of the proposed bond issue and requested findings.

**Director of
Finance:**

The proposed bond issue is recommended to reimburse the Capital Fund for expenditures that have occurred over the past three years up to a maximum amount of \$130 million. The capital expenditures are primarily related to the Biosolids project, the Baker Water Treatment facility and other smaller capital projects. Relative to the findings, Public Financial Management and Bank of America Merrill Lynch have prepared letters which staff has provided as Exhibits

“A” and “B”, respectively which outlines the advantages of a negotiated transaction versus competitive bid sale of the bonds, issuing the bonds as a consolidated sale, and the advantages of issuing the bonds in a fixed rate mode.

President: Inquire of the Secretary whether there have been any written communications.

Secretary: Respond.

President: Inquire whether there is anyone present who wishes to address the Board concerning the matter.

President: Inquire whether there are any comments or questions from members of the Board. State that the hearing will be closed and ask for a recommendation to close the hearing and to adopt resolutions.

Board: RECOMMENDATION: THAT THE HEARING BE CLOSED AND THE FOLLOWING RESOLUTIONS BE ADOPTED BY TITLE:

RESOLUTION NO. 2016-

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
IRVINE RANCH WATER DISTRICT MAKING FINDINGS
RELATIVE TO CONSOLIDATED BONDS
(CONSOLIDATED SERIES 2016)

RESOLUTION NO. 2016-

RESOLUTION OF THE BOARD OF DIRECTORS OF
THE IRVINE RANCH WATER DISTRICT PROVIDING FOR
THE ISSUANCE OF CONSOLIDATED BONDS OF
SAID DISTRICT, APPROVING DOCUMENTS AND AUTHORIZING
AND RATIFYING CERTAIN ACTIONS (SERIES 2016)

BACKGROUND:

At its meeting on June 27, 2016, the IRWD Board adopted a Resolution of Intent to Issue Consolidated Series General Obligation (GO) Bonds for a maximum amount of \$130 million. The Resolution of Intent included a list of Improvement Districts that were expected to be part of the issuance. After further analysis, staff has removed ID 154 from the bond issuance due to the de minimis amount of the project allocation. Pursuant to the California Water Code, the IRWD Board is required to hold a public hearing and make findings pertaining to the issuance of consolidated bonds. To assist the Board in making its findings, Public Financial Management and Bank of America Merrill Lynch have prepared letters which staff has provided as Exhibits “A” and “B”, respectively which outlines the advantages of a negotiated transaction versus competitive bid sale of the bonds, issuing the bonds as a consolidated sale, and the advantages of issuing the bonds in a fixed rate mode.

Following the Public Hearing regarding this item, staff recommends that the Board adopt a Resolution Making Findings Relative to the Bonds (Exhibit “B”), and a Resolution of Issuance, which includes approval of the Indenture of Trust, the Preliminary Official Statement, and authorizing and ratifying certain actions (Exhibit “C”).

The Indenture of Trust, Preliminary Official Statement, and Bond Purchase Agreement are on file with the District Secretary in substantially final form. The pricing and closing of the bond sale are estimated to be on September 28, 2016 and October 6, 2016, respectively.

FISCAL IMPACTS:

A \$130 million GO bond sale will reimburse the Capital Fund for approximately \$129.4 million of eligible expenditures that have occurred during the three years prior to the bond issuance. The underwriter fees, expenses, and cost of issuance, including legal, rating agencies, trustee, and printing expenses for the GO bond issue are estimated at \$600,000.

ENVIRONMENTAL COMPLIANCE:

This item is not a project as defined in the California Environmental Quality Act Code of Regulations, Title 14, Chapter 3, Section 15378.

COMMITTEE STATUS:

The 2016 bond issuance was reviewed and approved by the Finance and Personnel Committee on June 7, 2016 and July 12, 2016 and by the Board on June 27, 2016.

EXHIBITS:

- Exhibit “A” – Public Financial Management Letter to Assist the Board in Making Findings
- Exhibit “B” – Bank of America Merrill Lynch Letter to Assist the Board in Making Findings
- Exhibit “C” – Resolution Making Findings
- Exhibit “D” – Resolution of Issuance



The PFM Group

Public Financial Management, Inc.
PFM Asset Management LLC
PFM Advisors

601 S. Figueroa St. 213-489-4075
Suite 4500 213-489-4175 fax
Los Angeles, CA 90017 www.pfm.com

July 21, 2016

Ms. Tanja Fournier
Irvine Ranch Water District
15600 Sand Canyon Avenue
Irvine, CA 92618

Dear Ms. Fournier:

Pursuant to your request, this letter serves as the financial advisors' certification of the potential benefits to be derived from a negotiated method of sale for the Irvine Ranch Water District Series 2016 Bonds ("Bonds") and the Irvine Ranch Water District Certificates of Participation Series 2016 ("COPs").

The Bonds and COPs will be issued by IRWD to provide funding for certain capital projects and to refund the outstanding 2010A COPs previously issued by IRWD. This is a complex financing involving multiple parties, and two series of debt, including COPs and General Obligation bonds that have different structures and different closing dates. In addition, the GO Bonds have a flexible structure allowing for different modes in the future. A bond issuance of this complexity will benefit from extensive outreach and pre-marketing, enabling investors to understand the differences between the series of bonds (COPs and Bonds) to help ensure that the investors understand and bid on the bonds that best match their needs in terms of coupons and terms. Further, the Bonds and COPs will be issued at different times, and a negotiated transaction provides the greatest flexibility in terms of market timing and ease of entry. It is much easier to reschedule a sale if market conditions warrant. Working with both investors and the rating agencies, the senior manager (underwriter) can work with us to ensure that we achieve the lowest yield and structure the transaction to achieve the most effective pricing, including different coupons for different maturities, depending upon investor preference.

In today's volatile financial market (interest rates have moved as much as 20 basis points in a single day following the BREXIT vote), flexibility is critical to a successful transaction. Given the volatility in today's capital markets due to still fragile international economies and the impact of outside events, including the presidential election, and the dependency of the savings and economics on interest rates, we recommend the refunding bonds be issued under a negotiated basis, using a team of underwriters. While it is always difficult to determine interest rate differentials as a result of a negotiated or competitive sale, we believe there will be positive benefits to the negotiated method of sale.

Thank you for this opportunity to serve the District. Please let us know if you have any questions.

Sincerely,


The PFM Group

Memorandum



To: Irvine Ranch Water District
From: Bank of America Merrill Lynch
Date: July 20, 2016
Subject: Bonds of Irvine Ranch Water District, Series 2016

The purpose of this memo is to provide a brief outline of the financing structure considered for the 2016 Consolidated General Obligation Bond issue and to highlight the reasons for issuing as Consolidated GO Bonds versus selling separate Improvement District Bonds using a multi-modal indenture with the plan to initially offer the bonds in a fixed rate mode. It is our understanding that the Board of Directors is required by the California State Water Code to make the finding noted below in connection with the General Obligation Bonds:

Water Code Section: 36447. 1(b) -- The Board is required to find that the "included bonds as consolidated bonds shall not increase the cost that any improvement district will pay for its included bonds over the cost it would have paid had its bonds sold separately."

Water Code Section - 36447.10 -- The Board may provide for the bonds to bear a variable interest rate, for the manner and intervals in which the rate shall vary, and for the dates on which the interest shall be payable. The district may enter into arrangements for the remarketing or resale of the bonds, the purchase and holding of the bonds, liquidity support, debt service insurance or other credit enhancement, and such other matters related to the bonds as the board determines to be necessary or appropriate. The Board is required to find that the variable rate 'feature' so utilized will not increase the cost that any improvement district will pay over the cost that it would have paid had the bonds been sold without those features.

We also describe below the rationale and benefit of providing credit enhancement in the form of a pledge of system net revenues of the District as allowed by the SB 613 which became effective January 1, 2011. To assist the Board in making the findings with respect to the planned consolidated General Obligation bonds using a multi-modal indenture, we provide the following analyses.

Market Access

The sole underlying security of the General Obligation (GO) credit for each Improvement Districts (ID) is the pledge of an unlimited *ad valorem* tax upon real property within the individual improvement district. Prior to SB 613 there was no ability (in the case of most districts) to pledge system net revenues to GO bondholders. As a result, if the bonds are sold individually by ID, the rating agencies and investors will base their credit analysis on each individual ID's tax base and ability to produce *ad valorem* tax revenues sufficient to cover debt service. If the District were to pursue separate Improvement District Bonds for each ID, accessing the capital markets would be more costly, by virtue of needing to incur separate costs for each issuance rather than aggregating them into one consolidated issuance. More importantly, the individual Improvement District Bonds would vary in size and rating, creating additional cost and administrative burden for the District and each ID. Some of the individual issuances would be very small and therefore not attract the same level of attention an aggregated consolidated issuance would command. Additionally, the individual ID issuances would each require their own unique rating. As discussed further below, because the bonds will include a pledge of system net revenues we believe the ratings on the consolidated issue will be higher than any individual rating on stand-alone ID bonds. Therefore issuing a Consolidated GO transaction provides economies of scale, and creates a larger and more liquid bond offering that should result in broader investor participation and lower overall borrowing cost than if each were done on a stand-alone basis.

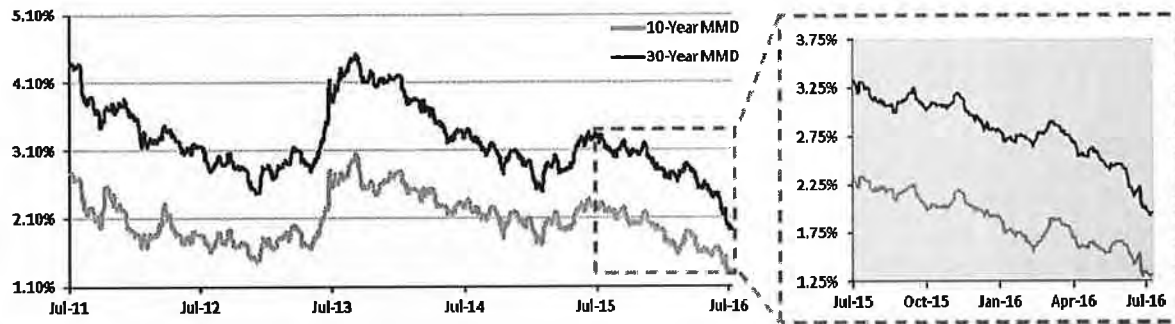
Application of System Net Revenues

The District now has the ability to elect to create a "double-barrel" pledge of both *ad valorem* taxes within each improvements district, and net revenues of the system for its Consolidated GO bond issuances thanks to SB 613. Absent the application of SB 613 to the Series 2016 Bonds, we believe it would be very challenging to achieve an underlying rating reflecting the credit quality of the District's net revenues pledge, and necessary to attract the universe of buyers required to produce the lowest cost of financings. By applying the pledge of net revenues, the District should be able to achieve 'AAA' level ratings on the bonds. These are the highest ratings available to municipal borrowers and will result in best execution and lowest cost of borrowing versus any financing alternative. The most efficient and cost effective way to utilize SB 613 is to apply it to a consolidated GO issue which aggregates to a significant size as discussed above.

Fixed Rate Market and Structure

The current market provides a very attractive time to issue long-term fixed rate debt. As shown in the chart below, long-term MMD – the municipal equivalent of a risk free benchmark interest rate – has lowered in yield significantly over the past year.

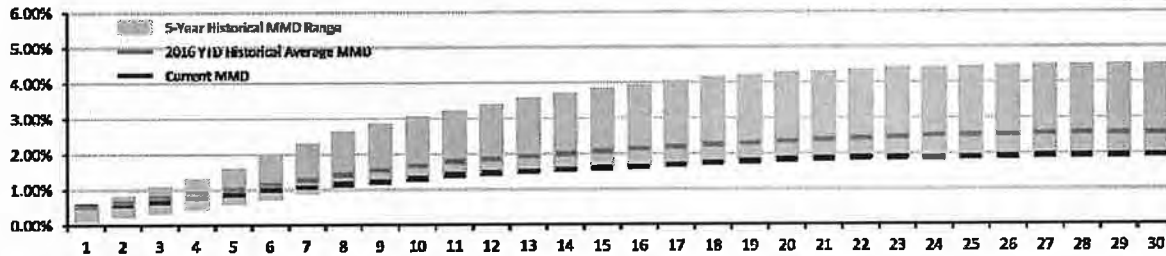
10-Year and 30-Year MMD Rates (Last Five Years)



Source: Thomson Reuters as of 7/9/16

As a result long-term interest rates as measured by MMD are now near all-time historic low levels, with 30 year MMD at a 2.10% as of July 15, 2016.

MMD Yield Curve (Last Five Years)



Source: Thomson Reuters as of 7/9/16

Given these historically-low rates we recommend the District sell the Series 2016 bonds in a fixed rate mode which will lock in rate certainty over the life of the transaction. Additionally, a 10 year par call will be included to give the District flexibility to refinance the bonds in the future. However, we also recommend structuring the 2016 Bonds using a multi-modal indenture which would include both fixed rate and variable modes. While the finance team believes issuing the bonds in a fixed rate mode is the best option today, it is prudent to retain the

flexibility provided by a multi-modal indenture should market conditions materially change between now and when the bonds are sold in late September.

Multi-modal Indenture and Variable Rate 'Features'

In the past the District has utilized two variable rate structure, i) Variable Rate Demand Bonds ('VRDBs') supported by a Direct Pay letter or credit ('LOC') from a commercial bank, and Floating Rate Notes ('FRNs') which are unenhanced and supported only by the District's ability to remarket them in the future and if not successfully remarketed, the District's ability to pay them from available resources when due.

Historically, tax-exempt variable rate bonds with strong credit ratings have provided the District and other municipal issuers with a very attractive cost of capital, with the average rate over the past 10 years of 0.89% (as measured by the SIFMA index). In the current market, we would expect a VRDB from the District to remarket at or near the SIFMA Index, which is currently 0.40%. This has increased significantly from the lows of the past few years given the Fed's increased Fed Funds rate target in early 2016 and regulatory changes the Money Market Funds. The District would also have to secure an LOC bank and pay the associated fees which we estimate to be between 0.40% and 0.45% annually. All-in, the District's VRDBs would have averaged around 1.35% over the past 10 years including LOC fees and remarketing agent costs. While the interest rates will vary over time, in the current market we believe a variable rate offering would not increase the costs as compared to a fixed rate offering. This approach, however, has risks which are being considered on an ongoing basis. Because the interest rates are variable they will change over time, and unlike a fixed rate offering, the annual interest costs cannot be known over the life of the bonds. Other considerations include potential changes in the cost and terms of the LOCs, as most LOCs are only entered into for a term of 2-4 years but the bonds will have a final maturity as long as 30 years. Given these factors and the current historically low fixed rates, we recommend an initial fixed rate mode, even if the expected cost is slightly higher than current variable rates.

Conclusion

In summary, the finance team recommends pursuing the General Obligation Bonds as a consolidated issue and utilizing the "double-barrel" pledge per SB 613 which will include a pledge of the System Net Revenues. We believe this structure will not increase the cost that any improvement district will pay for its included bonds over the cost it would have paid had its bonds were sold separately.

We also recommend pursuing a fixed rate offering given the risks/considerations of a variable rate transaction, as compared to the current historically attractive long-term fixed rates. However, should market conditions materially change between now and the pricing of the bonds, it is prudent to retain the flexibility to issue in a variable rate mode. It is our understanding that the District would only pursue this to the extent the long-term fixed rate market deteriorated (and expected fixed interest rates are higher), at which time a variable offering would still not increase the expected cost to any improvement district relative to a fixed rate transaction.

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Exhibit "C"

RESOLUTION NO. 2016-_____

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
IRVINE RANCH WATER DISTRICT MAKING FINDINGS
RELATIVE TO CONSOLIDATED BONDS
(CONSOLIDATED SERIES 2016)

WHEREAS, by Resolution No. 2016-15 adopted June 27, 2016, the Board of Directors of Irvine Ranch Water District ("IRWD") declared its intention that portions of the remaining authorized bonds of Improvement District Nos. 112, 113, 125, 153, 154, 185, 188, 212, 213, 225, 240, 253, 285 and 288 (the "Included Improvement Districts") be issued as consolidated bonds pursuant to Sections 36447 and following of the California Water Code and Section 53541 of the California Government Code (hereinafter the bonds, in the principal amount and otherwise as described in the forms of the documents specified in the resolution providing for issuance, are referred to as the "Bonds"); and

WHEREAS, by said resolution, the Board of Directors approved as to form a resolution providing for the issuance of the Bonds and set Monday, the 25th day of July, 2016, at the hour of 5:00 p.m. of said day (or as soon thereafter as is reasonably practicable) in the Board of Directors Room of Irvine Ranch Water District, 15600 Sand Canyon Avenue, Irvine, California as the time and place for a hearing on the proposed resolution of issuance and directed the publication and posting of notice thereof; and

WHEREAS, at the time set, the duly noticed public hearing was held and all persons interested, including all persons owning land in the Included Improvement Districts or any persons otherwise interested in the Bonds, were given an opportunity to be heard concerning any matters set forth in Resolution No. 2016-15 and the proposed resolution of issuance or any matters material thereto, including the question of whether the burden on the lands of any of the Included Improvement Districts would be increased over the burden that would be borne by the Included Improvement District were its bonds sold separately; and

WHEREAS, there have been placed on file with the Secretary of IRWD the form of an indenture and contract of purchase relating to the Bonds, and in the form of such indenture are specified the forms of a reimbursement agreement (including the form of a letter of credit or credit facility) and a remarketing agreement relating the Bonds to be entered into if required by the Indenture with respect to the initial interest rate mode of the Bonds, and this Board of Directors has been presented with the proposed resolution providing for the issuance of the Bonds; and

WHEREAS, the proposed resolution providing for the issuance of the Bonds and the form of the indenture referred to above contain provisions limiting the levy and collection of assessments within the respective Included Improvement Districts to their proportional shares of the payment of the Bonds and interest thereon, provisions to insure apportionment and accounting for the respective Included Improvement Districts' proportional shares of the Bond proceeds and general obligation bond fund, and provisions for the Included Improvement

Districts' proportional establishment, use and, if any, replenishment of any bond reserve funds and bond redemption funds; and

WHEREAS, modifications have been made in the previously approved form of the resolution providing for issuance, including the modification of the defined term "Included Improvement Districts" by deletion of Improvement District No. 154 therefrom, the specification of a fixed rate mode as the initial interest rate mode and authorization for the Treasurer to determine a different initial interest rate mode, and the insertion of provisions for the selection of a remarketing agent and letter of credit or liquidity facility provider and specifications as to the forms of remarketing agreement and reimbursement agreement to be used if required by the indenture in the event of such selection of a different initial interest rate mode;

NOW, THEREFORE, the Board of Directors of IRWD does hereby RESOLVE, DETERMINE AND ORDER as follows:

Section 1. In accordance with Section 36447.6 of the California Water Code, the Board of Directors determines that no protests signed by owners of land in any of the Included Improvement Districts have been submitted against the issuance of the Bonds.

Section 2. In accordance with Sections 36447.1(b) and 36447.7 of the Water Code, the Board of Directors finds that the sale of the Bonds as consolidated bonds pursuant to Sections 36447 and following of the Water Code will not increase the cost that any Included Improvement District will pay for its included bonds over the cost it would have paid had its bonds been sold separately, and further finds that the sale of the Bonds at private sale without advertising for bids as permitted by Section 36447.9 and, if determined to be used, the use of a variable interest rate mode for the Bonds as permitted by Section 36447.10 will not increase the cost that any Included Improvement District will pay over the cost that it would have paid had the Bonds been sold without those features, that the foregoing determinations include the above-recited modifications in the proposed form of the resolution providing for issuance, and further, that the foregoing determinations are supported by substantial evidence contained in the record of IRWD concerning the Bonds.

ADOPTED, SIGNED AND APPROVED THIS _____ day of _____, 2016.

President/Vice President
IRVINE RANCH WATER DISTRICT
and of the Board of Directors
thereof

Secretary/Assistant Secretary
IRVINE RANCH WATER DISTRICT
and of the Board of Directors
thereof

APPROVED AS TO FORM:

BOWIE, ARNESON,
WILES & GIANNONE
Legal Counsel - IRWD

By _____

00191578/ 071916

Exhibit "D"

RESOLUTION NO. __

RESOLUTION OF THE BOARD OF DIRECTORS OF
THE IRVINE RANCH WATER DISTRICT PROVIDING
FOR THE ISSUANCE OF CONSOLIDATED BONDS
OF SAID DISTRICT, APPROVING DOCUMENTS AND
AUTHORIZING AND RATIFYING CERTAIN ACTIONS
(CONSOLIDATED SERIES 2016)

WHEREAS, the below-recited authorized, unissued bonds of improvement districts of Irvine Ranch Water District ("IRWD") may be issued as consolidated bonds;

IMPROVEMENT DISTRICT NO. 112

WHEREAS, pursuant to Resolution No. 2008-29 adopted by the Board of Directors of IRWD on May 27, 2008, a special election was conducted in Improvement District No. 112 of IRWD on August 26, 2008, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 112 thereof in the amount of \$28,512,300 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage, distribution and treatment of water and water rights, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment, urban runoff diversion and treatment systems, and all necessary equipment and property therefor, reconstruction, replacements and additions to said facilities, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 112?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$28,512,300, the principal amounts of \$1,370,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$1,370,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$3,000,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, SERIES 2010B have been issued and sold;

IMPROVEMENT DISTRICT NO. 113

WHEREAS, pursuant to Resolution No. 2004-21 adopted by the Board of Directors of IRWD on June 14, 2004, a special election was conducted in Improvement District No. 113 of IRWD on August 31, 2004, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 113 thereof in the amount of \$25,769,500 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage, distribution and treatment of water and water rights, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment, urban runoff diversion and treatment systems, and all necessary equipment and property therefor, reconstruction, replacements and additions to said facilities, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 113?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$25,769,500, the principal amount of \$1,500,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2006," \$5,000,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2007," \$1,500,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$1,500,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$5,300,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, SERIES 2010B have been issued and sold;

IMPROVEMENT DISTRICT NO. 125

WHEREAS, by Resolution No. 2013-43 adopted on November 11, 2013, and pursuant to Section 36454 *et seq.* of the California Water Code, the Board of Directors of IRWD ordered the consolidation of Improvement District Nos. 102, 105, 106, 121, 130, 135, 140, 161, 182, 184 and 186, as modified by certain annexations and detachments previously ordered by the Board, into a single improvement district designated "Improvement District No. 125," and the authorized but unissued bonds of Improvement District Nos. 102, 105, 106, 121, 130, 135, 140, 161, 182, 184 and 186 permitted pursuant to Section 36438 of the California Water Code to be issued and sold as the bonds of Improvement District No. 125 totaled \$322,089,640 upon said consolidation;

WHEREAS, the bonds permitted to be issued and sold as the bonds of Improvement District No. 125 consist of authorized but unissued bonds of Improvement District Nos. 106, 121, 130, 140, 161, 182, 184 and 186, as recited below (at the time of said consolidation no

unissued amounts remained from the authorizations for Improvement District Nos. 102, 105 and 135);

Improvement District No. 106

WHEREAS, pursuant to Resolution No. 1976-70 adopted by the Board of Directors of IRWD on August 20, 1976, a special election was conducted in Improvement District No. 106 of IRWD on November 2, 1976, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 106 thereof in the amount of \$22,895,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 106?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$22,895,000, the principal amounts of \$4,475,000 of bonds designated "WATERWORKS BONDS, ELECTION 1976, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 106," \$1,505,000 of bonds designated "WATERWORKS BONDS, ELECTION 1976, SERIES B, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 106," \$1,170,000 of bonds designated "WATERWORKS BONDS, ELECTION 1976, SERIES C, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 106," \$3,570,000 of bonds designated "WATERWORKS BONDS, ELECTION 1976, SERIES D, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 106," \$10,670,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984" and \$1,179,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1985" have been issued and sold prior to the above-recited consolidation of Improvement District No. 106 into Improvement District No. 125;

Improvement District No. 121

WHEREAS, pursuant to Resolution No. 1978-58 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 121 of

IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 121 thereof in the amount of \$35,437,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, to enable said District to utilize a water supply furnished under the State Water Resources Development System (commonly known as the "State Water Project") pursuant to Section 12944.5 of the Water Code of the State of California, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 121?

WHEREAS, more than one-half of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$35,437,000, the principal amounts of \$1,350,000 of bonds designated "WATERWORKS BONDS, ELECTION 1978, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 121," \$9,850,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984," \$782,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1985," \$2,900,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A;" \$2,900,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$14,400,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, SERIES 2010B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 121 into Improvement District No. 125;

Improvement District No. 130 (consolidated)

WHEREAS, by Resolution No. 2008-56 adopted on October 13, 2008, the Board of Directors of IRWD ordered the consolidation of Improvement District Nos. 103 and 109 into a single improvement district designated "Improvement District No. 130," and pursuant to Section 36438 of the California Water Code, the authorized but unissued bonds of Improvement District Nos. 103 and 109, recited as follows, permitted to be issued and sold as the bonds of Improvement District No. 130 totaled \$72,304,000 upon said consolidation;

WHEREAS, pursuant to Resolution No. 1977-37 adopted by the Board of Directors of IRWD on April 18, 1977, a special election was conducted in Improvement District No. 103 of

IRWD on May 31, 1977, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an additional indebtedness and issue general obligation bonds for Improvement District No. 103 thereof in the amount of \$19,345,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 103 as heretofore amended by and described in Resolution No. 1977-36 of the Board of Directors of the District?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, pursuant to Resolution No. 1978-59 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 103 of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 103 thereof in the amount of \$7,381,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, to enable said District to utilize a water supply furnished under the State Water Resources Development System (commonly known as the "State Water Project") pursuant to Section 12944.5 of the Water Code of the State of California, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Supplement to the Plan of Works for Improvement District No. 103?

WHEREAS, more than one-half of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, pursuant to Resolution No. 1978-64 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 109 of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 109 thereof in the amount of \$73,194,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, to enable said District to utilize a water supply furnished under the State Water Resources Development System (commonly known as the "State Water Project") pursuant to Section 12944.5 of the Water Code of the State of California, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Supplement to the Plan of Works for Improvement District No. 109?

WHEREAS, more than one-half of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of the above-recited authorized amounts of Improvement District Nos. 103 and 109, the following amounts were issued and sold prior to the consolidation of said improvement districts into Improvement District No. 130: (1) Improvement District No. 103 (1977 authorization) - the principal amounts of \$6,530,000 comprising a portion of the bonds designated "WATERWORKS BONDS, SERIES B, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 103," \$275,000 of bonds designated "WATERWORKS BONDS, SERIES C, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 103," \$4,450,000 of bonds designated "WATERWORKS BONDS, SERIES D, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 103," \$3,750,000 of bonds designated "WATERWORKS BONDS, SERIES E, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 103" and \$470,000 of bonds designated "WATERWORKS BONDS, ELECTION 1977, SERIES F, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 103;"(2) Improvement District No. 103 (1978 authorization) - no bonds of said authorized amount of \$7,381,000 were issued and sold prior to the above-recited consolidation of Improvement District No. 103; (3) Improvement District No. 109 - the principal amounts of \$4,800,000 of bonds designated "WATERWORKS BONDS, ELECTION 1978, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 109," \$1,200,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984" and \$6,141,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1985;"

WHEREAS, of the authorized and unissued amount of \$72,304,000 of Improvement District No. 130 upon its consolidation, the principal amounts of \$2,650,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$2,650,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$11,700,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, SERIES 2010B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 130 into Improvement District No. 125;

Improvement District No. 140 (consolidated)

WHEREAS, by Resolution No. 1989-59 adopted on August 28, 1989, the Board of Directors of IRWD ordered the consolidation of Improvement District Nos. 104, 141 and 142 into a single improvement district designated "Improvement District No. 140," and pursuant to Section 36438 of the California Water Code, the authorized but unissued bonds of Improvement District Nos. 104, 141 and 142, recited as follows, permitted to be issued and sold as the bonds of Improvement District No. 140 totaled \$108,773,000 upon said consolidation;

WHEREAS, pursuant to Resolution No. 1972-53 adopted by the Board of Directors of IRWD on November 17, 1972, Improvement District No. 104 of IRWD was formed and general obligation bonds of IRWD for Improvement District No. 104 in the amount of \$32,760,000 were authorized in proceedings taken pursuant to the provisions of Chapter 3.5 of Part 6 of Division 13 of the California Water Code;

WHEREAS, pursuant to Resolution No. 1978-60 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 141 of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 141 thereof in the amount of \$43,471,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, to enable said District to utilize a water supply furnished under the State Water Resources Development System (commonly known as the "State Water Project") pursuant to Section 12944.5 of the Water Code of the State of California, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 141?

WHEREAS, more than one-half of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, pursuant to Resolution No. 1978-61 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 142 of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 142 thereof in the amount of \$40,899,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, to enable said District to utilize a water supply furnished under the State Water Resources Development System (commonly known as the "State Water Project") pursuant to Section 12944.5 of the Water Code of the State of California, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 142?

WHEREAS, more than one-half of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of the above-recited authorized amounts of Improvement District Nos. 104, 141 and 142, the following amounts were issued and sold prior to the consolidation of said improvement districts into Improvement District No. 140: (1) Improvement District No. 104 - no bonds of said authorized amount of \$32,760,000 were issued and sold prior to the above-recited consolidation of Improvement District No. 104; (2) Improvement District No. 141 - the principal amounts of \$2,350,000 of bonds designated "WATERWORKS BONDS, ELECTION 1978, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 141," \$5,250,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984" and \$642,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1985;" (3) Improvement District No. 142 - the principal amount of \$115,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984;"

WHEREAS, of the authorized and unissued amount of \$108,773,000 of Improvement District No. 140 upon its consolidation, the principal amounts of \$11,341,750 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1989," \$6,000,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES

1993,” \$4,827,320 comprising a portion of consolidated bonds designated “BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1995,” \$900,000 comprising a portion of consolidated bonds designated “BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A” and \$900,000 comprising a portion of consolidated bonds designated “BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B” have been issued and sold prior to the above-recited consolidation of Improvement District No. 140 into Improvement District No. 125;

Improvement District No. 161

WHEREAS, pursuant to Resolution No. 1978-63 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 161 of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 161 thereof in the amount of \$40,786,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, to enable said District to utilize a water supply furnished under the State Water Resources Development System (commonly known as the “State Water Project”) pursuant to Section 12944.5 of the Water Code of the State of California, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 161?

WHEREAS, more than one-half of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$40,786,000, the principal amounts of \$735,000 of bonds designated “WATERWORKS BONDS, ELECTION 1978, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 161,” \$1,100,000 comprising a portion of consolidated bonds designated “BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2006,” \$1,800,000 comprising a portion of consolidated bonds designated “BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A;” \$1,800,000 comprising a portion of consolidated bonds designated “BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B” and \$7,000,000 comprising a portion of consolidated bonds designated “BONDS OF IRVINE RANCH WATER DISTRICT, SERIES 2010B” have been issued and sold prior to the above-recited consolidation of Improvement District No. 161 into Improvement District No. 125;

Improvement District No. 182

WHEREAS, pursuant to Resolution No. 1988-11 adopted by the Board of Directors of IRWD on January 25, 1988, a special election was conducted in Improvement District No. 182 of IRWD on March 1, 1988, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 182 thereof in the amount of \$74,653,000 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, to enable the Irvine Ranch Water District to utilize a water supply furnished under the State Water Resources Development System (commonly known as the "State Water Project"), including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 182?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$74,653,000, the principal amounts of \$7,350,000 of bonds designated "WATERWORKS BONDS, ELECTION 1988, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 182," \$357,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2006," \$850,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$850,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$3,000,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2010B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 182 into Improvement District No. 125;

Improvement District No. 184

WHEREAS, pursuant to Resolution No. 1988-30 adopted by the Board of Directors of IRWD on March 14, 1988, a special election was conducted in Improvement District No. 184 of IRWD on April 19, 1988, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 184 thereof in the amount of \$79,065,000 at a maximum interest rate of twelve

percent (12%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, to enable the Irvine Ranch Water District to utilize a water supply furnished under the State Water Resources Development System (commonly known as the "State Water Project"), including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 184?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$79,065,000, the principal amounts of \$600,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$600,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$2,750,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2010B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 184 into Improvement District No. 125;

Improvement District No. 186

WHEREAS, pursuant to Resolution No. 1989-27 adopted by the Board of Directors of IRWD on April 24, 1989, a special election was conducted in Improvement District No. 186 of IRWD on June 13, 1989, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 186 thereof in the amount of \$19,266,000 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, to enable the Irvine Ranch Water District to utilize a water supply furnished under the State Water Resources Development System (commonly known as the "State Water Project"), including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 186?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$19,266,000, the principal amounts of \$5,632,690 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1989," \$500,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A" and \$500,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 186 into Improvement District No. 125;

WHEREAS, no bonds of the consolidated authorized amount of \$322,089,640 permitted to be sold as the bonds of Improvement District No. 125 have heretofore been issued and sold;

IMPROVEMENT DISTRICT NO. 153

WHEREAS, pursuant to Resolution No. 78-5-3 adopted by the Board of Directors of the Santiago County Water District ("SCWD") on May 2, 1978, a special election was conducted in Improvement District No. 1 of SCWD on June 13, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Santiago County Water District incur a bonded indebtedness for Improvement District No. 1 thereof in the sum of \$237,300,000 for the purpose of the acquisition and construction of works and facilities useful or necessary to convey, supply, store or make use of water, including all land, easements, rights of way and other property necessary therefor, and including all engineering, inspection, legal and fiscal agent's fees, costs of the bond election and of the issuance of bonds, and bond interest estimated to accrue during the construction period and for a period not to exceed twelve months after the completion of construction, and all costs and estimated costs incidental to or connected with such acquisition, construction or financing of said facilities?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and SCWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, effective July 1, 2006, SCWD was consolidated with IRWD and IRWD was designated the consolidated successor district, and pursuant to the order of consolidation, the \$237,300,000 authorized but unissued principal amount of SCWD Improvement District No. 1's water bonds were transferred to Improvement District No. 153;

WHEREAS, no bonds of said authorized amount of \$237,300,000 have been issued and sold;

IMPROVEMENT DISTRICT NO. 185

WHEREAS, pursuant to Resolution No. 2013-57 adopted by the Board of Directors of IRWD on December 16, 2013, a special election was conducted in Improvement District No. 185

of IRWD on March 4, 2014, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 185 thereof in the amount of \$13,500,000 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage, distribution and treatment of water and water rights, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment, urban runoff diversion and treatment systems, and all necessary equipment and property therefor, reconstruction, replacements and additions to said facilities, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 185?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, no bonds of said authorized amount of \$13,500,000 have been issued and sold;

IMPROVEMENT DISTRICT NO. 188

WHEREAS, pursuant to Resolution No. 1989-28 adopted by the Board of Directors of IRWD on April 24, 1989, a special election was conducted in Improvement District No. 188 of IRWD on June 13, 1989, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 188 thereof in the amount of \$8,174,000 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the acquisition, collection, storage and distribution of water and water rights, to enable the Irvine Ranch Water District to utilize a water supply furnished under the State Water Resources Development System (commonly known as the "State Water Project"), including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 188?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$8,174,000, the principal amounts of \$2,957,010 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1989," \$90,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$90,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$1,300,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2010B" have been issued and sold;

IMPROVEMENT DISTRICT NO. 212

WHEREAS, pursuant to Resolution No. 2008-30 adopted by the Board of Directors of IRWD on May 27, 2008, a special election was conducted in Improvement District No. 212 of IRWD on August 26, 2008, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 212 thereof in the amount of \$108,711,800 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage and the storage and distribution of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, reconstruction, replacements and additions to said facilities, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 212?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$108,711,800, the principal amounts of \$3,650,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$3,650,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$8,400,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2010B" have been issued and sold;

IMPROVEMENT DISTRICT NO. 213

WHEREAS, pursuant to Resolution No. 2004-22 adopted by the Board of Directors of IRWD on June 14, 2004, a special election was conducted in Improvement District No. 213 of IRWD on August 31, 2004, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 213 thereof in the amount of \$87,647,500 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage and the storage and distribution of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, reconstruction, replacements and additions to said facilities, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 213?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$87,647,500, the principal amount of \$11,100,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2006," \$6,300,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2007," \$3,200,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A" and \$3,200,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" have been issued and sold;

IMPROVEMENT DISTRICT NO. 225

WHEREAS, by Resolution No. 2013-43 adopted on November 11, 2013, and pursuant to Section 36454 *et seq.* of the California Water Code, the Board of Directors of IRWD ordered the consolidation of Improvement District Nos. 2(202), 206, 221, 230, 235, 250, 261, 282, 284 and 286, as modified by certain annexations and detachments ordered by the Board, into a single improvement district designated "Improvement District No. 225," and the authorized but unissued bonds of Improvement District Nos. 2(202), 206, 221, 230, 235, 250, 261, 282, 284 and 286 permitted to be issued and sold pursuant to Section 36438 of the California Water Code as the bonds of Improvement District No. 225 totaled \$406,894,840 upon said consolidation;

WHEREAS, the bonds permitted to be issued and sold as the bonds of Improvement District No. 225 consist of authorized but unissued bonds of Improvement District Nos. 2(202), 206, 221, 230, 250, 261, 282, 284 and 286, as recited below (at the time of said consolidation no unissued amount remained from the authorization for Improvement District No. 235);

Improvement District No. 2(202)

WHEREAS, pursuant to Resolution No. 1971-24 adopted by the Board of Directors of IRWD on June 18, 1971, Improvement District No. 2^a of IRWD was formed and general

^a Subsequently renamed Improvement District No. 2(202).

obligation bonds of IRWD for Improvement District No. 2 in the amount of \$30,316,000 were authorized in proceedings taken pursuant to the provisions of Chapter 3.5 of Part 6 of Division 13 of the California Water Code;

WHEREAS, of said authorized amount of \$30,316,000, the principal amounts of \$8,160,000 of bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 2, 1971 SEWER BONDS, SERIES A," \$8,370,000 of bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 2, 1971 SEWER BONDS, SERIES B" and \$11,880,000 of bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 2, 1971 SEWER BONDS, SERIES C;"

Improvement District No. 206

WHEREAS, pursuant to Resolution No. 1975-46 adopted by the Board of Directors of IRWD on July 17, 1975, a special election was conducted in Improvement District No. 206 of IRWD on November 4, 1975, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: : Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 206 thereof in the amount of \$69,665,000, at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the collection, treatment, and disposal of sewage, including dams, reservoirs, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 206?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$69,665,000, the principal amounts of \$4,515,000 of bonds designated "SEWER BONDS, ELECTION 1975, SERIES A, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 206," \$3,925,000 of bonds designated "SEWER BONDS, ELECTION 1975, SERIES B, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 206," \$2,135,000 of bonds designated "SEWER BONDS, ELECTION 1975, SERIES C, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 206," \$2,405,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984" and \$4,937,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1985" have been issued and sold prior to the above-recited consolidation of Improvement District No. 206 into Improvement District No. 225;

Improvement District No. 221

WHEREAS, pursuant to Resolution No. 1978-65 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 221 of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 221 thereof in the amount of \$50,452,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage, and the acquisition, storage and treatment of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 221?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$50,452,000, the principal amounts of \$8,980,000 of bonds designated "SEWER BONDS, ELECTION 1978, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 221," \$11,660,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984," \$8,314,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1985," \$7,800,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$7,800,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$5,900,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2010B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 221 into Improvement District No. 225;

Improvement District No. 230 (consolidated)

WHEREAS, by Resolution No. 2008-56 adopted on October 13, 2008, the Board of Directors of IRWD ordered the consolidation of Improvement District Nos. 3(203) and 290 into a single improvement district designated "Improvement District No. 230," and pursuant to Section 36438 of the California Water Code, the authorized but unissued bonds of Improvement District Nos. 3(203) and 290, recited as follows, permitted to be issued and sold as the bonds of Improvement District No. 230, totaled \$132,651,000 upon said consolidation;

WHEREAS, pursuant to Resolution No. 1971-25 adopted by the Board of Directors of IRWD on June 18, 1971, Improvement District No. 3^b of IRWD was formed and general obligation bonds of IRWD for Improvement District No. 3 in the amount of \$23,630,000 were authorized in proceedings taken pursuant to the provisions of Chapter 3.5 of Part 6 of Division 13 of the California Water Code;

WHEREAS, pursuant to Resolution No. 1978-66 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 3(203) of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 3(203) thereof in the amount of \$56,662,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage, and the acquisition, storage and treatment of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Supplement to the Plan of Works for Improvement District No. 3(203)?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, pursuant to Resolution No. 1978-71 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 290 of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 290 thereof in the amount of \$78,231,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage, and the acquisition, storage and treatment of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of

^b Subsequently renamed Improvement District No. 3(203).

the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 290?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of the above-recited authorized amounts of Improvement District Nos. 3(203) and 290, the following amounts were issued and sold prior to the consolidation of said improvement districts into Improvement District No. 230: (1) Improvement District No. 3(203) (1971 authorization) - the principal amount of \$9,090,000 of bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 3, 1971 SEWER BONDS, SERIES A;" (2) Improvement District No. 3(203) (1978 authorization) - the principal amounts of \$1,285,000 of bonds designated "SEWER BONDS, ELECTION 1978, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 3(203)" and \$3,475,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984;" and (3) Improvement District No. 290 - the principal amounts of \$905,000 of bonds designated "SEWER BONDS, ELECTION 1978, SERIES A, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 290," \$500,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984," \$7,422,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1985" and \$3,195,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1991" were issued and sold prior to the below-recited consolidation of Improvement District No. 290;

WHEREAS, of the authorized and unissued amount of \$132,651,000 of Improvement District No. 230 upon its consolidation, the principal amounts of \$8,350,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A;" \$8,350,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B," and \$21,200,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2010B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 230 into Improvement District No. 225;

Improvement District No. 250

WHEREAS, pursuant to Resolution No. 1978-69 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 250 of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 250 thereof in the amount of \$286,727,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the

collection, treatment and disposal of sewage, and the acquisition, storage and treatment of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 250?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$286,727,000, the principal amounts of \$7,590,000 of bonds designated "SEWER BONDS, ELECTION 1978, SERIES A, OF THE IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 250," \$7,980,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984," \$29,526,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1985," \$10,217,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1991," \$9,900,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1993," \$15,071,160 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1995," \$19,884,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2006," \$42,000,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2007," \$15,650,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$15,650,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$43,150,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, SERIES 2010B have been issued and sold prior to the above-recited consolidation of Improvement District No. 250 into Improvement District No. 225;

Improvement District No. 261

WHEREAS, pursuant to Resolution No. 1978-70 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 261 of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 261 thereof in the amount of \$46,364,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the

collection, treatment and disposal of sewage, and the acquisition, storage and treatment of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 261?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$46,364,000, the principal amounts of \$1,275,000 of bonds designated "SEWER BONDS, ELECTION 1978, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 261," \$1,100,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2006," \$3,950,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$3,950,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$17,100,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2010B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 261 into Improvement District No. 125;

Improvement District No. 282

WHEREAS, pursuant to Resolution No. 1988-13 adopted by the Board of Directors of IRWD on January 25, 1988, a special election was conducted in Improvement District No. 282 of IRWD on March 1, 1988, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 282 thereof in the amount of \$59,101,000 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage and the storage and distribution of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 282?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$59,101,000, the principal amounts of \$5,000,000 of bonds designated "SEWER BONDS, ELECTION 1988, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 282," \$490,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$490,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$3,500,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2010B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 282 into Improvement District No. 225;

Improvement District No. 284

WHEREAS, pursuant to Resolution No. 1988-14 adopted by the Board of Directors of IRWD on January 25, 1988, a special election was conducted in Improvement District No. 284 of IRWD on March 1, 1988, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 284 thereof in the amount of \$92,590,000 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage and the storage and distribution of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 284?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$92,590,000, the principal amounts of \$7,650,000 of bonds designated "SEWER BONDS, ELECTION 1988, SERIES A, OF IRVINE RANCH WATER DISTRICT FOR IMPROVEMENT DISTRICT NO. 284," \$850,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A," \$850,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" and \$3,500,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2010B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 284 into Improvement District No. 225;

Improvement District No. 286

WHEREAS, pursuant to Resolution No. 1989-29 adopted by the Board of Directors of IRWD on April 24, 1989, a special election was conducted in Improvement District No. 286 of IRWD on June 13, 1989, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 286 thereof in the amount of \$40,531,000 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage and the storage and distribution of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 286?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$40,531,000, the principal amounts of \$250,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A" and \$250,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" have been issued and sold prior to the above-recited consolidation of Improvement District No. 286 into Improvement District No. 225;

WHEREAS, no bonds of the consolidated authorized amount of \$406,894,840 permitted to be sold as the bonds of Improvement District No. 225 have heretofore been issued and sold;

IMPROVEMENT DISTRICT NO. 240

WHEREAS, by Resolution No. 1989-59 adopted on August 28, 1989, the Board of Directors of IRWD ordered the consolidation of Improvement District Nos. 204, 241 and 242 into a single improvement district designated "Improvement District No. 240," and pursuant to Section 36438 of the California Water Code, the authorized but unissued bonds of Improvement District Nos. 204 and 242^c, recited as follows, permitted to be issued and sold as the bonds of Improvement District No. 240 totaled \$35,267,000 upon said consolidation;

WHEREAS, pursuant to Resolution No. 1972-54 adopted by the Board of Directors of IRWD on November 17, 1972, Improvement District No. 204 of IRWD was formed and general obligation bonds of IRWD for Improvement District No. 204 in the amount of \$27,385,000 were

^c No authorized bonds of Improvement District No. 241 remained unissued upon the consolidation of such improvement districts.

authorized in proceedings taken pursuant to the provisions of Chapter 3.5 of Part 6 of Division 13 of the California Water Code;

WHEREAS, pursuant to Resolution No. 1978-68 adopted by the Board of Directors of IRWD on April 17, 1978, a special election was conducted in Improvement District No. 242 of IRWD on June 19, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 242 thereof in the amount of \$7,942,000 at a maximum interest rate of eight percent (8%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage, and the acquisition, storage and treatment of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, and the payment of operating and other costs of the District and the establishment of all or part of the bond reserve fund out of the proceeds of the sale of said bonds, all in accordance with the Plan of Works for Improvement District No. 242?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of the above-recited authorized amounts of Improvement District Nos. 204, and 242, the following amount was issued and sold prior to the consolidation of said improvement districts into Improvement District No. 240: Improvement District No. 204 - \$60,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1984;"

WHEREAS, subsequent to such consolidation, pursuant to Resolution No. 1989-67 adopted by the Board of Directors of IRWD on October 23, 1989, a special election was conducted in Improvement District No. 240 of IRWD on November 28, 1989, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 240 thereof in the amount of \$79,949,000 at a maximum interest rate of twelve percent (12%) per annum, to be issued in addition to previously authorized bonds to acquire and construct works and facilities for the collection, treatment and disposal of sewage and the storage and distribution of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance

with the consolidated and amended Plan of Works for Improvement District No. 240?

WHEREAS, of said authorized and unissued amount of \$115,216,000 of Improvement District No. 240, the principal amounts of \$15,068,550 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1989," \$16,800,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1993," \$10,050,920 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 1995," \$2,250,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A" and \$2,250,000 comprising a portion of consolidated bonds designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B" have been issued and sold;

IMPROVEMENT DISTRICT NO. 253

WHEREAS, pursuant to Resolution No. 78-5-7 adopted by the Board of Directors of the Santiago County Water District ("SCWD") on May 2, 1978, a special election was conducted in Improvement District No. 1 of SCWD on June 13, 1978, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Santiago County Water District incur a bonded indebtedness for Improvement District No. 1 thereof in the sum of \$121,280,000 for the purpose of the acquisition and construction of works for the collection, treatment and disposal of sewage, waste water, including trunk sewers, sewage treatment, water reclamation facilities, pumping stations, and including all land, easements and other property necessary therefor, and including all engineering, inspection, legal and fiscal agent's fees, costs of the bond election and of the issuance of bonds, and bond interest estimated to accrue during the construction period and for a period not to exceed twelve months after the completion of construction, and all costs and estimated costs incidental to or connected with such acquisition, construction or financing of said facilities?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and SCWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, effective July 1, 2006, SCWD was consolidated with IRWD and IRWD was designated the consolidated successor district, and pursuant to the order of consolidation, the \$121,280,000 authorized but unissued principal amount of SCWD Improvement District No. 1's sewer bonds were transferred to Improvement District No. 253;

WHEREAS, no bonds of said authorized amount of \$121,280,000 have been issued and sold;

IMPROVEMENT DISTRICT NO. 285

WHEREAS, pursuant to Resolution No. 2013-58 adopted by the Board of Directors of IRWD on December 16, 2013, a special election was conducted in Improvement District No. 285 of IRWD on March 4, 2014, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 285 thereof in the amount of \$21,300,000 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage and the storage and distribution of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, reconstruction, replacements and additions to said facilities, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 285?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, no bonds of said authorized amount of \$21,300,000 have been issued and sold;

IMPROVEMENT DISTRICT NO. 288

WHEREAS, pursuant to Resolution No. 1989-30 adopted by the Board of Directors of IRWD on April 24, 1989, a special election was conducted in Improvement District No. 288 of IRWD on June 13, 1989, at which election there was submitted to the qualified voters of said Improvement District the following bond proposition:

BOND PROPOSITION: Shall the Irvine Ranch Water District incur an indebtedness and issue general obligation bonds for Improvement District No. 288 thereof in the amount of \$8,977,000 at a maximum interest rate of twelve percent (12%) per annum, to acquire and construct works and facilities for the collection, treatment and disposal of sewage and the storage and distribution of reclaimed water, including dams, reservoirs, storage tanks, treatment facilities, pipes, pumping equipment and all necessary equipment and property therefor, acquiring funds to fulfill contractual commitments to carry out the powers and purposes of the District contained in contracts, including contracts with other agencies, all in accordance with the Plan of Works for Improvement District No. 288?

WHEREAS, more than two-thirds of the votes cast at said election were cast in favor of incurring said indebtedness and issuing said general obligation bonds and IRWD was authorized to issue bonds in the amount and for the purpose set forth in said proposition;

WHEREAS, of said authorized amount of \$8,977,000, the principal amounts of \$150,000 comprising a portion of consolidated bonds designated “BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009A” and \$150,000 comprising a portion of consolidated bonds designated “BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2009B” have been issued and sold;

WHEREAS, the Board of Directors has evaluated the various factors associated with the issuance of portions of the above-described authorized, unissued bonds as consolidated bonds and has found that the sale of the bonds of the Included Improvement Districts, as defined below, as consolidated bonds will not increase the cost that any Included Improvement District will pay for its bonds over the cost it would have paid had its bonds been sold separately;

WHEREAS, the Board of Directors of IRWD deems it proper that portions of the above-described authorized, unissued bonds of the Included Improvement Districts (as hereinafter defined, the “Bonds”) be issued as the consolidated several general obligations of the Included Improvement Districts pursuant to Section 36447 *et seq.* of the California Water Code, and pursuant to Section 53541 of the California Government Code;

WHEREAS, pursuant to Water Code Section 36447.15 IRWD is authorized to provide credit enhancement in connection with the issuance or carrying of consolidated general obligation bonds for improvement districts by pledging and applying all or any part of the revenues of IRWD to the payment or security of any or all of the principal, redemption price and purchase price of the bonds and the interest thereon in the manner and upon terms that the Board of Directors may deem advisable;

WHEREAS, it is in the interest of IRWD to secure the timely payment of the principal, redemption price and purchase price of and interest on the Bonds by pledging certain revenues of IRWD;

WHEREAS, pursuant to subdivision (f) of Section 36447.15, the Board of Directors of IRWD has, by adoption of Resolution No. 2010-40, adopted criteria to govern its determinations to use pledges pursuant to Section 36447.15, including evaluation of the use of a pledge in lieu of or in combination with other credit enhancement and liquidity options available to the Board, and has duly considered such criteria in regard to the use of a pledge of certain revenues of IRWD in connection with the proposed Bonds;

WHEREAS, there has been placed on file with the Secretary of IRWD the form of an indenture for the Bonds, pursuant to which the above-described transactions will be accomplished, as well as the form of a contract of purchase relating to the Bonds and this Board desires to approve the forms and authorize the execution thereof;

WHEREAS, the Bonds will be offered for sale using an official statement;

WHEREAS, if the Indenture (defined below) so requires, it is in the interest of IRWD to secure the timely payment of the principal and purchase price of and interest on the Bonds by obtaining a letter of credit or liquidity facility with respect to the Bonds and entering into a reimbursement agreement with the provider of the letter of credit or liquidity facility;

WHEREAS, this Board desires to authorize the selection of the initial trustee and if required by the Indenture, initial remarketing agent with respect to the Bonds, and such other agents as may be required or permitted to perform the duties described under the indenture;

WHEREAS, the forms of the Indenture and other documents on file with the Secretary as described in this resolution set forth or describe the terms of the Bonds and/or the sale thereof, and the terms pursuant to which the above-described transactions will be accomplished;

WHEREAS, this Board finds that the sale of the Bonds on such terms is in the best interest of IRWD and each of the Included Improvement Districts and finds that the sale of the Bonds as consolidated bonds on such terms will not cause any Included Improvement District to pay more than it would have paid had its bonds been sold separately or had its bonds been sold without such terms;

WHEREAS, this Board desires to authorize the execution and delivery of any and all documents and instruments and the performance of any and all acts and things necessary or proper for carrying out the transactions contemplated by this resolution and the indenture, including, but not limited to, any and all documents, instruments, acts and things necessary or proper for securing and maintaining a rating or ratings with respect to the Bonds.

NOW, THEREFORE, the Board of Directors of IRWD DOES HEREBY RESOLVE, DETERMINE AND ORDER as follows:

Section 1. Pursuant to Division 13 of the California Water Code, consolidated bonds of IRWD (the "Bonds"), shall be issued for the purposes set forth in the recitals hereof in an aggregate principal sum of not to exceed \$130,000,000 and maturing on or before 40 years from their date, as tax-exempt obligations under the provisions of Sections 103, 148 and 149 of the Internal Revenue Code of 1986. Subject to the preceding limitations in this Section, the Treasurer of IRWD or in his absence an Assistant Treasurer of IRWD (the "Treasurer") is authorized, at the time of sale of the Bonds, to determine and set forth in a certificate(s) delivered by the Treasurer at the time of closing and delivery of the Bonds the principal amount, dates of maturity and sinking fund payments, and, if different from the initial interest rate mode specified in Section 2, the initial interest rate mode, that will in his judgment optimize the cost of funds to IRWD. Pursuant to Section 36447 *et seq.* of the Water Code, the Bonds shall constitute, when originally issued, the consolidated several general obligations, in the proportions determined by the Treasurer and set forth in a certificate(s) delivered by the Treasurer at the time of closing and delivery of the Bonds, of Improvement District Nos. 112, 113, 125, 153, 185, 188, 212, 213, 225, 240, 253, 285 and 288 (collectively, the "Included Improvement Districts" and each, an "Included Improvement District"), whose remaining authorized amounts of bonds, described in the recitals hereof, shall be reduced by such respective amounts. The Bonds shall in addition constitute obligations of IRWD payable from certain net revenues and secured by a pledge of revenues of IRWD as provided herein.

Section 2. The Bonds shall be designated "BONDS OF IRVINE RANCH WATER DISTRICT, CONSOLIDATED SERIES 2016" and/or as provided in the Indenture (defined below), and the Bonds shall be numbered as determined by the Trustee (defined below). The Bonds shall be of the denominations specified in the Indenture. Subject to the determination by the Treasurer as provided above, the Bonds shall initially be in a fixed rate mode. Pursuant to

the determinations by the Treasurer as provided above, the Bonds shall be dated, bear interest at the rates, mature on the dates and in the aggregate principal amounts, be issued in the form, have such sinking fund installments, be subject to redemption, and have such other terms and be in other respects as provided in the Indenture.

Section 3. Pursuant to Section 5050 et seq. of the Government Code, the President of the Board of Directors of IRWD is hereby authorized and directed to sign all of said Bonds by his manual or facsimile signature and the Secretary of IRWD is hereby authorized and directed to affix thereto the seal of IRWD by facsimile or otherwise and to attest thereto by her manual or facsimile signature.

Section 4. The Bonds shall be issued pursuant to an indenture of trust (the "Indenture") by and between IRWD and the Trustee, as defined herein. The Indenture, including the form of the Bonds, is hereby approved in the form on file with the Secretary upon adoption of this resolution, and the President and Secretary of IRWD are authorized and directed to execute it in such form, with such changes, insertions and deletions as are approved by, and on the date for closing and delivery established by, the Treasurer with the concurrence of the President of IRWD, which approval and concurrence will be conclusively evidenced by execution and delivery thereof. The form of the Indenture as so executed and delivered is incorporated herein as of its date, by this reference. This resolution, each Bond and the Indenture shall together constitute the contract between IRWD and the owner of such Bond, and reference is hereby made to this resolution, each Bond and the Indenture for a complete statement of such contract. The Bank of New York Mellon Trust Company, N.A., is hereby selected as the initial Trustee (the "Trustee").

Section 5. The Bonds shall be the several consolidated obligations of the Included Improvement Districts in the proportions that the respective amounts of Bonds attributed to each Included Improvement District determined by the Treasurer as set forth in Section 1 hereof bear to the aggregate principal amount of Bonds being issued. The Bonds shall be payable from the following sources: (1) ad valorem assessments on taxable land in the Included Improvement Districts, (2) water and sewer charges which in the discretion of the Board of Directors of IRWD are fixed and collected in the Included Improvement Districts in lieu of assessments, (3) proceeds from the sale of property in the Included Improvement Districts for delinquent assessments, all such amounts referred to in clauses (1), (2) and (3) to be collected and applied as the several obligations of the Included Improvement Districts as provided herein, (4) all moneys and earnings thereon held in the funds and accounts created under the terms of the Indenture (except the Rebate Fund, as that term is defined in the Indenture), and (5) certain net revenues of IRWD as provided in Section 6.

Section 6. IRWD covenants hereby to impose and collect or cause the imposition and collection of the annual assessments in the Included Improvement Districts, or charges for water and sewer service in the Included Improvement Districts in lieu thereof, and delinquent assessments and proceeds from the sale of property therefor, in the amounts necessary to satisfy the requirements stated in the Indenture. The assessments and charges levied upon and collected within any Included Improvement District shall not exceed the amount required to pay such Included Improvement District's proportional share of the requirements stated in the Indenture with respect to principal, purchase price and redemption price of, and interest on, the Bonds, which share shall correspond to the portion of the total par value of the Bonds comprised by the

par value included on behalf of such Included Improvement District, as specified in Section 1 hereof. Any provision of this resolution to the contrary notwithstanding, IRWD may, to the extent permitted by law, but except as provided in the next paragraph, shall not be obligated to, apply funds of IRWD to the payment of principal, purchase price and redemption price of, and interest on the Bonds.

IRWD hereby further pledges certain revenues for the payment of the Bonds in accordance with the terms and conditions set forth in such forms of the Indenture.

Section 7. There shall be created and funded pursuant to the Indenture a general obligation bond fund designated "2016 BONDS OF THE IRVINE RANCH WATER DISTRICT, GENERAL OBLIGATION BOND FUND" or as otherwise provided in the Indenture (the "General Obligation Bond Fund").

Moneys deposited in the General Obligation Bond Fund shall be apportioned within the fund according to each Included Improvement District's proportional share thereof determined as specified in Section 1 hereof. The General Obligation Bond Fund shall be applied for the purposes provided in the Indenture, and all taxable land within each Included Improvement District having a proportional share thereof shall be and remain liable to be assessed for such purposes. The assessments and charges levied upon and collected within any such Included Improvement District shall not exceed the amount required to pay such Included Improvement District's proportional share of the requirements stated in the Indenture with respect to principal, purchase price and redemption price of, and interest on, the Bonds, which share shall correspond to the portion of the total par value of the Bonds comprised by the par value included on behalf of such Included Improvement District. Moneys raised by each Included Improvement District for this purpose shall be deposited to the Included Improvement District's account within the General Obligation Bond Fund and shall be used solely for the purpose of paying such Included Improvement District's proportional share of the requirements stated in the Indenture with respect to principal, purchase price and redemption price of, and interest on, the Bonds.

Section 8. There shall be created such other funds and accounts as are required under the Indenture. Any moneys deposited in any such fund or account that is apportioned to Included Improvement Districts shall be obtained from and apportioned within the fund or account according to each Included Improvement District's proportional share in accordance with Section 36447.1 of the Water Code. Moneys in any fund or account that is apportioned to Included Improvement Districts shall be disbursed only to the extent of the share apportioned therein to the Included Improvement District on whose behalf they are disbursed. Any charges and annual assessments used to establish any fund or account under the Indenture that is apportioned to Included Improvement Districts shall be set aside within such fund or account to the account of the Included Improvement District from which they were obtained.

Section 9. The contract of purchase for the Bonds, by and between IRWD and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC (together, the "Underwriter"), to be dated as of such date as may be established by the Treasurer, is hereby approved in the form on file with the Secretary upon adoption of this resolution, and the Treasurer is authorized and directed to execute it in such form, with such changes, insertions and deletions (including, but not limited to, any changes to such contract of purchase that are

necessary to reflect the sale of Bonds bearing interest in an interest rate mode selected by the Treasurer in lieu of such specified mode pursuant to the delegation of authority in Section 1) as are approved by, and on the date for delivery established by, the Treasurer, which approval will be conclusively evidenced by execution and delivery thereof. The form of the contract of purchase relating to the Bonds, as so executed and delivered (the "Contract of Purchase") is incorporated herein as of its date, by this reference.

Section 10. In accordance with Sections 36447.7 and 36447.9 of the California Water Code, and after review of the terms and provisions of the Bonds (including the terms of the sale of the Bonds under the proposed form of the Contract of Purchase), the Board of Directors hereby finds that the sale of the Bonds at private sale without advertising for bids will be consistent with the prudent management of IRWD's fiscal affairs and will produce a lower interest cost on the Bonds.

Section 11. The preliminary official statement relating to the Bonds (the "Preliminary Official Statement"), in substantially the form presented to the Board at this meeting, is hereby approved with such changes, insertions and deletions as the Treasurer with the concurrence of the President of IRWD shall approve; such approval shall be conclusively evidenced by the Treasurer's execution and delivery of a "deemed final" certificate under the Securities and Exchange Act of 1934, as amended, with respect to the Preliminary Official Statement, which execution and delivery are hereby authorized and approved. The Board hereby approves the use of the Preliminary Official Statement by the Underwriter in connection with the offering and sale of the Bonds. An official statement relating to the Bonds to be dated the date determined by the Treasurer (the "Official Statement"), in substantially the form of the Preliminary Official Statement with such changes thereto as are necessary or appropriate to reflect the terms of the Bonds and satisfy the requirements of the Contract of Purchase and with such other changes as the Treasurer with the concurrence of the President shall approve (such approval and concurrence to be conclusively evidenced by execution and delivery thereof), is hereby approved, and the Board hereby approves the use of the Official Statement by the Underwriter in connection with the offering and sale of the Bonds, and the Board hereby further approves the use by the Underwriter of any supplement or amendment to the Official Statement which the Treasurer shall determine is necessary so that the Official Statement does not include any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein not misleading. The Treasurer of IRWD is hereby authorized and directed to execute the Official Statement and any amendment or supplement thereto, in the name and on behalf of IRWD and thereupon to cause the Official Statement and any such amendment or supplement to be delivered to the Underwriter.

Section 12. The distribution of the Preliminary Official Statement and the Official Statement, inclusive of the above-authorized changes, is hereby authorized.

Section 13. The Treasurer, with the concurrence of the President of IRWD, is hereby authorized and directed to select and appoint, or approve the selection and appointment of, such initial paying agents and other agents as may be required or permitted to perform the duties described under the Indenture.

Section 14. Upon the payment of the purchase price for the Bonds as provided for in the Contract of Purchase, the Trustee is hereby authorized and directed to authenticate and deliver the Bonds as provided in the Contract of Purchase, in the amounts, maturities and denominations as provided in the Indenture.

Section 15. If a letter of credit or liquidity facility is required by the Indenture to be delivered in connection with an initial interest rate mode selected by the Treasurer in lieu of the initial interest rate mode specified in Section 2, pursuant to the delegation of authority in Section 1, there is hereby approved a reimbursement agreement relating to the Bonds, by and between IRWD and such provider of the letter of credit or liquidity facility as the Treasurer, with the concurrence of the President, shall select, inclusive of the form of the letter of credit or credit facility described therein, to contain covenants, representations and warranties that are substantially the same as those in the certain Amended and Restated Reimbursement Agreement dated as of April 11, 2011, as currently amended, delivered with reference to IRWD's Bonds of Irvine Ranch Water District, Consolidated Series 2009A; provided, the Treasurer is authorized to modify or delete any such provision or substitute therefor another provision, the net effect of which is at least as favorable to IRWD. The President and Secretary of IRWD are authorized and directed to execute the reimbursement agreement relating to the Bonds in such form and on the date for closing and delivery established by, the Treasurer with the concurrence of the President of IRWD, which approval will be conclusively evidenced by execution and delivery thereof. The form of any such reimbursement agreement, inclusive of the letter of credit or liquidity facility, as so executed and delivered is incorporated herein as of its date, by this reference.

Section 16. If a remarketing agent is required by the Indenture to be appointed in connection with an initial interest rate mode selected by the Treasurer in lieu of the initial interest rate mode specified in Section 2, pursuant to the delegation of authority in Section 1, there is hereby approved a remarketing agreement relating to the Bonds, by and between IRWD and such remarketing agent as the Treasurer, with the concurrence of the President, shall select, to contain covenants, representations and warranties that are substantially the same as those in the certain Amended and Restated Remarketing Agreement dated as of July 22, 2013, as currently amended, delivered with reference to IRWD's Bonds of Irvine Ranch Water District, Consolidated Series 2009A; provided, the Treasurer is authorized to modify or delete any such provision or substitute therefor another provision, the net effect of which is at least as favorable to IRWD. The President and Secretary of IRWD are authorized and directed to execute the remarketing agreement relating to the Bonds in such form and on the date for closing and delivery established by, the Treasurer with the concurrence of the President of IRWD, which approval and concurrence will be conclusively evidenced by execution and delivery thereof. The form of any such remarketing agreement relating to the Bonds, as so executed and delivered is incorporated herein as of its date, by this reference.

Section 17. If and when the Bonds shall be in an index tender mode, the Treasurer of the District is authorized for all tender periods to do or cause to be done any and all of the following, if and to the extent required or permitted by the Indenture: to require an unscheduled mandatory tender and establish the date thereof, to rescind an unscheduled mandatory tender, to determine the scheduled mandatory tender date and call protection date for each ensuing tender period, and on behalf of the District in connection with all of the foregoing to give, exercise, make and deliver any notices, directions, elections and requests required or permitted in the Indenture or remarketing agreement to be given, exercised, made or delivered by the District.

Section 18. The President, the Treasurer, the Secretary and each other officer of IRWD, acting singly, be and each of them hereby is authorized and directed to execute and deliver any and all documents and instruments, and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this resolution, the Indenture, and the other documents and instruments approved or authorized by this resolution including, but not limited to, continuing disclosure agreements and any and all documents, instruments, acts and things necessary or proper for securing and maintaining a rating or ratings with respect to the Bonds.

Section 19. This resolution shall take effect immediately upon its adoption.

ADOPTED, SIGNED AND APPROVED this _____ day of _____, 2016.

President/Vice President
IRVINE RANCH WATER DISTRICT
and of the Board of Directors
thereof

Secretary/Assistant Secretary
IRVINE RANCH WATER DISTRICT
and of the Board of Directors
thereof

APPROVED AS TO FORM:

BOWIE, ARNESON,
WILES & GIANNONE
Legal Counsel - IRWD

By _____

BAWG/00191105/072016

July 25, 2016

Prepared and

Submitted by: L. Bonkowski

Approved by: P. Cook



CONSENT CALENDAR

MINUTES OF BOARD MEETING

SUMMARY:

Provided are the minutes of the July 11, 2016 Regular Board Meeting, and July 14, 2016 and July 18, 2016 Adjourned Regular Board Meetings for approval.

FISCAL IMPACTS:

None.

ENVIRONMENTAL COMPLIANCE:

Not applicable.

COMMITTEE STATUS:

Not applicable.

RECOMMENDATION:

THAT THE MINUTES OF THE JULY 11, 2016 REGULAR BOARD MEETING AND THE JULY 14, 2016 AND JULY 18, 2016 ADJOURNED REGULAR BOARD MEETINGS BE APPROVED AS PRESENTED.

LIST OF EXHIBITS:

Exhibit "A" – July 11, 2016 Minutes

Exhibit "B" – July 14, 2016 Minutes

Exhibit "C" – July 18, 2016 Minutes

EXHIBIT "A"

MINUTES OF REGULAR MEETING – JULY 11, 2016

The regular meeting of the Board of Directors of the Irvine Ranch Water District (IRWD) was called to order at 5:00 p.m. by President Matheis on July 11, 2016 in the District office, 15600 Sand Canyon Avenue, Irvine, California.

Directors Present: LaMar, Reinhart, Swan, Matheis and Withers.

Directors Absent: None.

Also Present: General Manager Cook, Executive Director of Engineering and Water Quality Burton, Executive Director of Finance Clary, Executive Director of Water Policy Weghorst, Executive Director of Operations Sheilds, Director of Treasury and Risk Management Jacobson, Director of Water Resources Sanchez, Director of Public Affairs Beeman, Director of Human Resources Roney, Assistant Director of Recycling Operations Zepeda, Assistant Director of Water Operations Roberts, Assistant Director of Maintenance Drake, Legal Counsel Arneson, Secretary Bonkowski, Principle Engineer Akiyoshi, Mr. Matt Veeh, Mr. John Dayer, Mr. Allen Shinbachi, Ms. Kelly Hubbard, Ms. Dorian McElroy, Ms. Sunny Lee, Ms. Amy McNulty, Ms. Lindsay Swain, and Mr. Greg Kester.

WRITTEN COMMUNICATIONS: None.

ORAL COMMUNICATIONS: None.

ITEMS RECEIVED TOO LATE TO BE AGENDIZED: None.

PRESENTATIONS

IRWD'S NEW COMBINATION SEWER CLEANING VACTOR

Manager of Fleet Services Dayer provided an overview of the capabilities and features of the Combination Sewer Cleaning Vactor, the newest addition to IRWD's fleet.

DEPARTMENT OF HOMELAND SECURITY URBAN AREA SECURITY INITIATIVE GRANT OVERVIEW

Manager of Fleet Services Dayer provided an overview of the Municipal Water District of Orange County's successful effort to secure a Department of Homeland Security Urban Area Security Initiative grant to purchase mobile diesel refueling trailers; one of which will be assigned to IRWD.

WORKSHOP

IRVINE RANCH WATER DISTRICT BIOSOLIDS PROGRAM OVERVIEW

Using a PowerPoint presentation, Mr. Greg Kester of the California Association of Sanitation Agencies provided an overview of California's perspective of biosolids use. He highlighted usage for the last two years, state mandated goals by 2020, future of organics in landfills, and opportunities for IRWD.

Executive Director of Operations Shields provided an overview of the preparation for pellet production at IRWD including goals and expectations, project milestones, process overview, challenges, opportunities and next steps. Following discussion, Director Swan made suggestions for scheduling focus groups and contacting other entities to test and support the product.

CONSENT CALENDAR

Requests were made by Director Matheis to move Item No. 12 and by Director Reinhart to move Item No. 13 to the Action Calendar. There being no objections, both items were moved accordingly. On MOTION by Withers, seconded and unanimously carried, CONSENT CALENDAR ITEMS 6 THROUGH 11 WERE APPROVED AS FOLLOWS:

6. MINUTES OF REGULAR BOARD MEETING

Recommendation: That the minutes of the June 27, 2016 Regular Board meeting be approved as presented.

7. PROPOSED SALARY GRADE SCHEDULE CHANGES FOR FY 2016-17

Recommendation: That the Board rescind Resolution No. 2015-27 and adopt the following resolution by title:

RESOLUTION NO. 2016 -16

RESOLUTION OF THE BOARD OF DIRECTORS
OF IRVINE RANCH WATER DISTRICT,
RESCINDING RESOLUTION NO. 2015-27 AND
ESTABLISHING A REVISED SCHEDULE OF POSITIONS
AND SALARY RATE RANGES

8. DYER ROAD WELLFIELD WELL NO. 18 REHABILITATION CONSTRUCTION
AWARD

Recommendation: That the Board authorize the General Manager to execute a construction contract with Best Drilling and Pump, Inc. in the amount of \$345,520 for the Dyer Road Wellfield Well No. 18 Rehabilitation, project 4401.

CONSENT CALENDAR (CONTINUED)

9. IRVINE BUSINESS COMPLEX APPURTENANCE RELOCATIONS BID REJECTION

Recommendation: That the Board reject all bids received for the Irvine Business Complex Appurtenance Relocations, projects 6849 and 6850, and authorize staff to re-bid the project after revising the project documents.

10. 2016 LEGISLATIVE UPDATE

Recommendation: That the Board adopt a “WATCH” position on SB 814 (Hill) and a “SUPPORT IF AMENDED” position on AB 2909 (Levine).

11. UPDATED WATER USE EFFICIENCY OUTREACH PROGRAMS

Recommendation: That the Board authorize the General Manager to execute a Professional Service Agreement with Sukle Advertising & Design in the amount of \$115,000 for a water use efficiency message and creative development program.

ACTION CALENDAR

ELECTION OF CALIFORNIA SPECIAL DISTRICTS ASSOCIATION SOUTHERN NETWORK SEAT B BOARD MEMBER

Director Matheis expressed her support for Mr. Bill Nelson. She further noted that the Independent Special District of Orange County will be having an election for officers, and if any individuals are interested, to notify staff as the Board would be required to adopt a resolution of support.

On MOTION by Matheis, seconded and unanimously carried, THE BOARD REVIEWED THE CANDIDATES FOR THE SOUTHERN NETWORK SEAT B REPRESENTATIVE ON THE CALIFORNIA SPECIAL DISTRICTS ASSOCIATION (CSDA) BOARD OF DIRECTORS, AND AUTHORIZED THE DISTRICT TO CAST ITS BALLOT IN FAVOR OF ORANGE COUNTY CEMETERY DISTRICT DIRECTOR BILL NELSON AND TO SUBMIT IT TO CSDA NO LATER THAN THE AUGUST 5, 2016, DEADLINE.

STAKEHOLDER OUTREACH SERVICES

Director LaMar said he recommended Curt Pringle and Associates for outreach services and highlighted its past successful work efforts with the District. On MOTION by LaMar, seconded and unanimously carried, THE BOARD APPROVED A SIX-MONTH PROFESSIONAL SERVICES AGREEMENT, FROM APPROXIMATELY JULY 15, 2016, THROUGH JANUARY 14, 2017, WITH CURT PRINGLE & ASSOCIATES FOR \$6,000 PER MONTH FOR A TOTAL CONTRACT AMOUNT NOT TO EXCEED \$36,000.

SPECIALIZED LEGAL COUNSEL SERVICES – ENVIRONMENTAL QUALITY AND COMPLIANCE

In order to ensure that IRWD remains in compliance with environmental regulations while at the same time not negatively impacting operations, it is critical that the District be engaged in monitoring regulations and participating in policy discussions. Due to the wide-ranging scope of environmental issues that may affect IRWD, staff is seeking to augment existing resources with specialized legal counsel services. On MOTION by Reinhart, seconded and unanimously carried, **THE BOARD AUTHORIZED THE GENERAL MANAGER TO EXECUTE A LETTER OF ENGAGEMENT WITH NOSSAMAN LLP TO PROVIDE SPECIALIZED LEGAL COUNSEL FOR ENVIRONMENTAL ISSUES.**

WATERSMART SOFTWARE VARIANCE NO. 3

Director Withers said that his employer was previously a consultant for WaterSmart Software and he will recuse himself from voting on this item. He left the Board room at 7:48 p.m.

General Manager Cook reported that the District's Water Smart Program, developed and administered by WaterSmart Software Inc., provides enhanced water use information to IRWD's customers separate from monthly water bills. Mr. Cook said that staff requested proposals from multiple consultants to continue this customer engagement and analytics program over the next two years. He said that to maintain program continuity, a variance is required with WaterSmart Software for up to six months until the consultant selection process is complete.

Following discussion, on MOTION by Reinhart, seconded and carried (4-1) (Matheis, Reinhart, LaMar and Swan voting aye, and Withers absent), **THE BOARD AUTHORIZED THE GENERAL MANAGER TO EXECUTE VARIANCE NO. 3 TO THE PROFESSIONAL SERVICES AGREEMENT BETWEEN IRWD AND WATERSMART SOFTWARE INC. IN THE AMOUNT OF \$107,850 TO CONTINUE ADMINISTERING IRWD'S WATER SMART PROGRAM FOR UP TO SIX ADDITIONAL MONTHS.** Director Withers returned to the Board room at 7:55 p.m.

DECLARATION OF WATER SHORTAGE LEVEL ONE

Using a PowerPoint presentation, Director of Water Resources Sanchez provided an overview of the executive orders and the State Board emergency regulation. She said that in response to drought conditions, the Governor issued Executive Order B-2-15 on April 1, 2015 which mandated a 25 percent statewide reduction in urban potable water use from 2013 levels. Ms. Sanchez said that subsequent regulatory action by the State Water Resources Control Board established IRWD's specific potable water use conservation target at 16 percent which equated to the need to save approximately 8,000 acre-feet of potable water.

Ms. Sanchez said that in May 2016, the State Board adopted a further revised regulation extending the term of the regulation until January 2017. The revised regulation incorporates a new methodology for calculating water reduction targets where agencies can self-certify the availability of supplies to meet projected demands, assuming another three dry years. She said that staff submitted IRWD's self-certification which demonstrated the sufficiency of available supplies to meet projected demands. Therefore, IRWD's mandatory conservation target was reduced to zero percent, retroactive to June 1, 2016. She said that the appropriate level of

shortage that reflects local conditions, IRWD's reduced conservation target and the continued state drought emergency are a Water Shortage Level One.

Director LaMar said that this item was reviewed by the Water Resources Policy and Communications Committee on June 6, 2016 and the Committee concurs with staff's recommendation. Following discussion with the Board and legal counsel relative to Director Swan's request to amend language in the resolution deleting all items related under "Level Two Measures Rescinded", as well as other changes under the section of "Additional Measures to be in Effect", on MOTION by Swan, seconded and unanimously carried, THE BOARD DIRECTED STAFF TO AMEND LANGUAGE IN THE RESOLUTION AS NOTED AND ADOPTED THE FOLLOWING RESOLUTION BY TITLE:

RESOLUTION NO. 2016-17

RESOLUTION OF THE BOARD OF DIRECTORS OF
IRVINE RANCH WATER DISTRICT
RESCINDING RESOLUTION NO. 2015-18 AND
DECLARING WATER SHORTAGE LEVEL ONE
(SHORTAGE CONDITION)

GENERAL MANAGER'S REPORT

General Manager Cook noted the upcoming OCWD's Water Issues Committee meeting agenda item. He said that he will not be in attendance at tomorrow's Finance and Personnel Committee meeting as he will be attending an Orange County Business Council meeting. He said that he has been invited to speak at a Bioenergy meeting next week being held at the District's Duck Club. He said that he is looking forward to this Thursday's Strategic Planning Session and noted that there is a Closed Session item on the agenda.

DIRECTORS' COMMENTS

Director LaMar reported on his attendance at a WACO meeting.

Director Withers reported on his attendance at an OCSL Legislative and Public Affairs Committee meeting held this afternoon.

Director Swan reported on his attendance at an Irvine Museum exhibit, a MWDOC Board meeting with Directors Reinhart and LaMar relative to Colorado River issues, an MWD lunch meeting at West Basin Municipal Water District, a Newport Chambers meeting, an ACC-OC City leaders meeting, and a WACO meeting.

Director Reinhart reported on his attendance at a WACO meeting and a MWDOC Board meeting.

Director Matheis reported on her attendance at an ISDOC quarterly meeting and a Sea & Sage Audubon Butterfly Garden Dedication ceremony with Director Swan at the San Joaquin Wildlife Sanctuary, and noted that she is working with the Urban Water Institute relative to its upcoming conference in August.

ADJOURNMENT

President Matheis adjourned the meeting to Thursday, July 14, 2016 at 8:00 a.m. to hold a Strategic Planning Workshop in the Sand Canyon Multi-Purpose Room and also in memory of former County of Orange's Supervisor Marian Bergeson as well as President Matheis' sister.

APPROVED and SIGNED this 25th day of July, 2016.

President, IRVINE RANCH WATER DISTRICT

Secretary IRVINE RANCH WATER DISTRICT

APPROVED AS TO FORM:

Legal Counsel - Bowie, Arneson, Wiles & Giannone

EXHIBIT "B"

MINUTES OF ADJOURNED REGULAR MEETING – JULY 14, 2016

The adjourned Regular meeting of the Board of Directors of the Irvine Ranch Water District (IRWD) was called to order at 8:00 a.m. by Vice President Reinhart on July 14, 2016 at the District's Multi-Purpose Room, 15600 Sand Canyon Avenue, Irvine, California.

Directors Present: Withers, Reinhart, LaMar and Swan.

Directors Absent: Matheis.

Also Present: General Manager Cook, Executive Director of Finance and Administration Clary, Executive Director of Engineering and Planning Burton, Executive Director of Water Policy Weghorst, Director of Human Resources Roney, Executive Director of Operations Shields, Director of Treasury and Risk Management Jacobson, Legal Counsel Arneson, Secretary Bonkowski, Director of Administrative Services Mossbarger, Director of Public Affairs Beeman, Assistant Director of Recycling Operations Zepeda, and Special Legal Counsel Ed Casey.

Written and Oral Communications: None.

Items too late to be agendized: None.

WORKSHOP

General Manager Cook provided a recap of the strategic planning process and desired outcomes.

Mr. Cook reviewed the IRWD Strategic Planning Process and noted the updated July 14, 2016 IRWD Goals and Target Activities Report. In response to Director Swan's comment, discussion was held relative to various formats as well as a yearly brainstorming session relative to larger District issues.

ISSUE-SPECIFIC PLANNING TOPIC: WATER RESOURCE PROJECTS ALTERNATIVE OUTCOMES SEAWATER DESALINATION

General Manager Cook provided an overview and received input from the Board how the District would want to be positioned should the proposed Huntington Beach Seawater Desalination project move forward.

ISSUE-SPECIFIC STRATEGIC PLANNING TOPIC: REGIONAL COLLABORATION OPPORTUNITIES ORANGE COUNTY SANITATION DISTRICT

General Manager Cook provided an overview and received input relative to the opportunities for regional collaboration with the Orange County Sanitation District, specifically how to optimize the use of resources generated by both OCSD and IRWD

Director Withers left the workshop at 10:51 a.m.

CLOSED SESSION

Vice President Reinhart said that a Closed Session will be held as follows: CONFERENCE WITH LEGAL COUNSEL RELATIVE TO ANTICIPATED LITIGATION- Government Code Section 54956.9(d)(4) – significant exposure to litigation (one potential case), and Government Code Section 54956.9(d)(4) initiation of litigation (one potential case). Legal Counsel Arneson said now that the 54956.9(d)(4) item is pending, the language for such item is to be corrected as follows: CONFERENCE WITH LEGAL COUNSEL RELATIVE TO EXISTING LITIGATION - Government Code Section 54956.9(d)(1)*IRWD v. OCWD* (Case No.30-2016-00858584-CU-WM-CJC). ”

OPEN SESSION

Following the Closed Session, the meeting was reconvened with LaMar, Reinhart, and Swan present and Withers absent. Vice President Reinhart reported that there was no action to report.

ADJOURNMENT

Vice President Reinhart adjourned the Board meeting to Monday, July 18 at 7:00 a.m. to tour the Palo Verde Irrigation District in Blythe, California.

APPROVED and SIGNED this 25th day of July 2016.

President, IRVINE RANCH WATER DISTRICT

Secretary IRVINE RANCH WATER DISTRICT

APPROVED AS TO FORM:

Legal Counsel - Bowie, Arneson,
Wiles & Giannone

EXHIBIT "C"

MINUTES OF ADJOURNED REGULAR MEETING – JULY 18, 2016

The adjourned regular meeting of the Board of Directors of the Irvine Ranch Water District (IRWD) was called to order at 7:10 a.m. by President Matheis on July 18, 2016 in the District's Board Room, 15600 Sand Canyon Avenue, Irvine, California.

Directors Present: Matheis, Withers, Reinhart, LaMar and Swan.

Directors Absent: None.

Also Present: General Manager Cook, Executive Director of Finance and Administration Cheryl Clary, Executive Director of Water Policy Weghorst, Director of Treasury and Risk Management Jacobson, and Ms. Kelly Welch.

Written and Oral Communications: None.

PRESENTATION – TOUR OF PALO VERDE IRRIGATION DISTRICT

At 7:15 a.m., the Board of Directors and staff left the District facilities, and at 11:20 a.m., they arrived at Palo Verde Irrigation District (PVID), 180 W. 14th Avenue, Blythe, CA 92225. At 11:30 a.m., discussion was held with PVID's Board of Directors and staff regarding IRWD's ownership of land and participation in existing and future PVID programs with Metropolitan Water District. Following this discussion, both the PVID staff and Board of Directors along with IRWD's Board of Directors and staff toured IRWD lands in PVID and the Palo Verde Diversion Dam.

At 2:00 p.m., the Board of Directors and staff departed from PVID, and at 7:08 p.m, the bus arrived at IRWD.

ADJOURNMENT

Following the tour, President LaMar adjourned the meeting at 7:14 p.m.

APPROVED and SIGNED this 25th day of July, 2016.

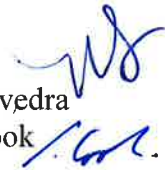
President, IRVINE RANCH WATER DISTRICT

Secretary IRVINE RANCH WATER DISTRICT

APPROVED AS TO FORM:

Legal Counsel - Bowie, Arneson,
Wiles & Giannone

July 25, 2016
Prepared and
Submitted by: N. Savedra
Approved by: P. Cook



CONSENT CALENDAR

RATIFY/APPROVE BOARD OF DIRECTORS'
ATTENDANCE AT MEETINGS AND EVENTS

SUMMARY:

Pursuant to Resolution 2006-29 adopted on August 28, 2006, approval of attendance of the following events and meetings are required by the Board of Directors.

Events/Meetings

Steven LaMar

6/30/16	ISDOC Quarterly Meeting
7/14/16	Orange County Forum
7/22/16	Southern California Water Committee Quarterly Meeting
8/2-5/16	National Water Resources Association Conference, Sun Valley, ID
8/24-25/16	Urban Water Institute Annual Conference, San Diego, CA

Mary Aileen Matheis

6/12-14/16	California Water Law & Policy Conference, San Francisco, CA
7/19/16	IRWD Briefing for Mr. Brian Calle of Southern California News Group
7/22/16	Southern California Water Committee Quarterly Meeting
8/24-26/16	Urban Water Institute Annual Conference, San Diego, CA

Peer Swan

7/19/16	WACO Planning Committee Meeting
7/27/16	Southern California Water Dialogue Meeting
8/10-12/16	CASA Annual Conference, Monterey, CA
8/24-26/16	Urban Water Institute Annual Conference, San Diego, CA

RECOMMENDATION:

THAT THE BOARD RATIFY/APPROVE THE MEETINGS AND EVENTS FOR STEVEN LAMAR, MARY AILEEN MATHEIS, AND PEER SWAN AS DESCRIBED.

LIST OF EXHIBITS:

None

July 25, 2016

Prepared by: Tina Bertsch/Christopher Smithson

Submitted by: Cheryl Clary *CC*

Approved by: Paul Cook *P. Cook*

CONSENT CALENDAR

IRVINE RANCH WATER DISTRICT STRATEGIC MEASURES

SUMMARY:

Provided as Exhibit "A" are the IRWD Strategic Measures and informational items for the Board's review. These measures are intended to reflect the critical performance measures that gauge the District's key business objectives.

BACKGROUND:

The proposed strategic measures document summarizes a number of operating performance, financial, customer and other key measures important to the ongoing operation of the District. These measures were selected and designed to provide a "snapshot" view of the measures that would be of interest to the Board.

FISCAL IMPACTS:

Not applicable.

ENVIRONMENTAL COMPLIANCE:

Not applicable.

RECOMMENDATION:

THAT THE BOARD RECEIVE AND FILE THE REPORT.

LIST OF EXHIBITS:

Exhibit "A" – June 2016 Strategic Measures

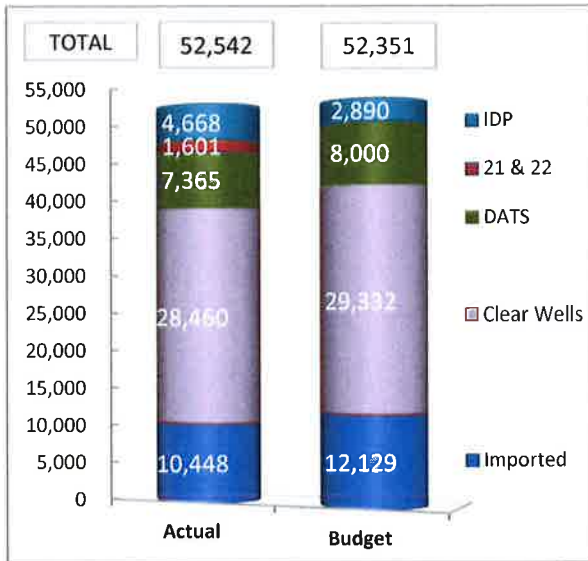
IRVINE RANCH WATER DISTRICT

Operational Performance Measures

Data as of June 30, 2016

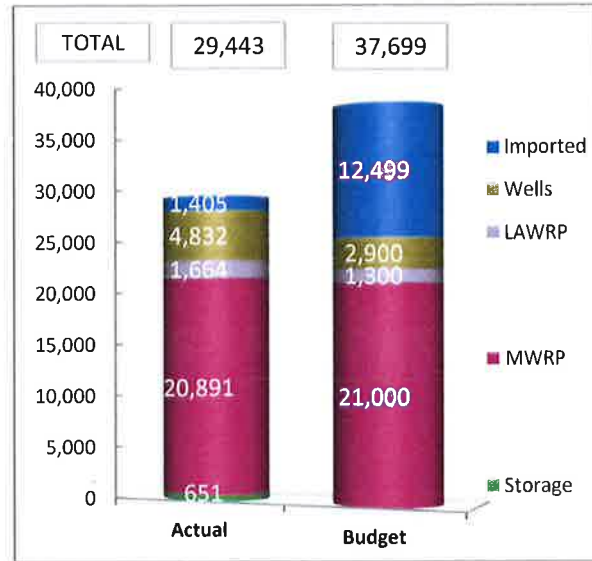
Potable Water Production FYTD

(AF)



Non-Potable Water Production FYTD

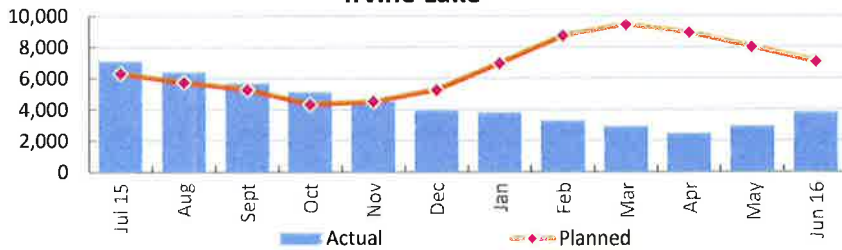
(AF)



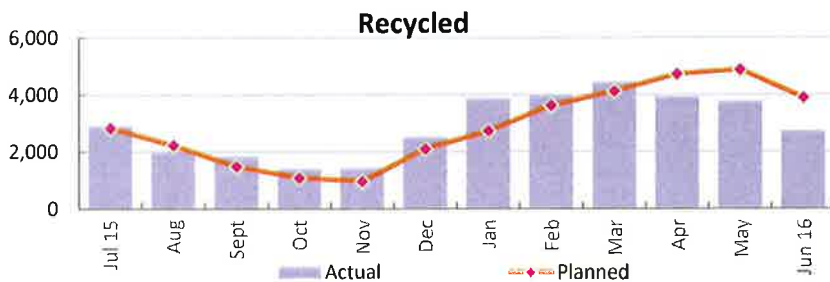
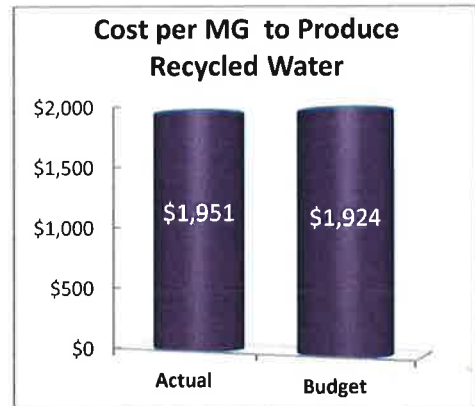
Non-Potable Reservoir Storage

(AF)

Irvine Lake

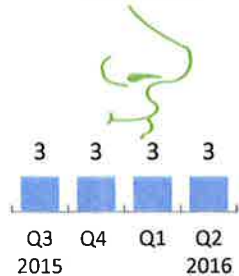


Cost Per MG At MWRP FYTD



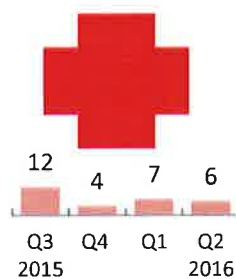
Odor Complaints

(by quarter)



OSHA Recordables

Incidents



Regulatory Compliance

Incidents

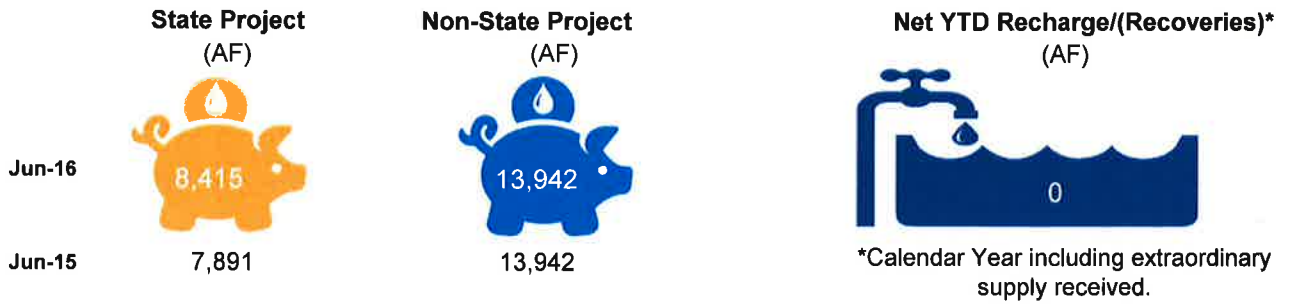
Category	Q3 2015	Q4 2015	Q1 2016	Q2 2016
AQMD	0	0	0	0
Plants	3	0	0	0
Sewer Spills	1	0	0	0

IRVINE RANCH WATER DISTRICT

Other Statistical Information

Data as of June 30, 2016

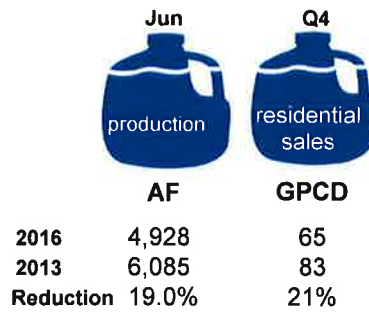
Banked Water



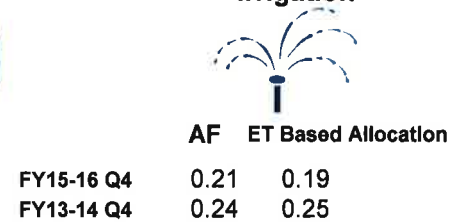
Certificates of Occupancies FYTD



Total Potable Water

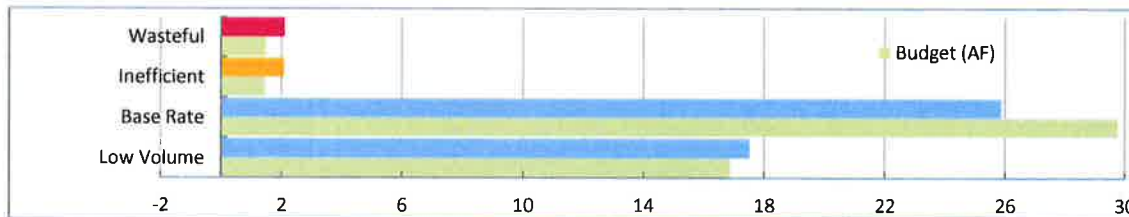


Acre-Foot Per Acre Irrigation

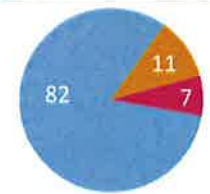


Potable Sales by Tier FYTD

(in thousands)

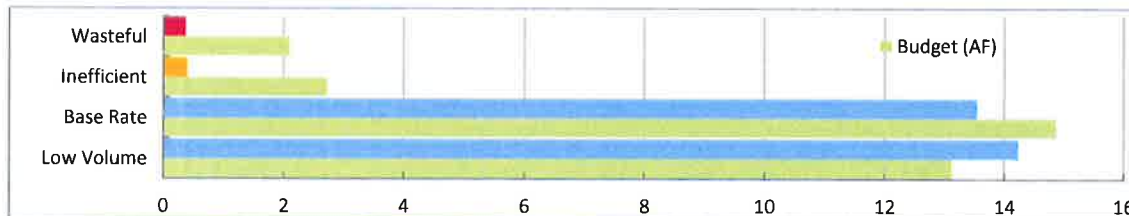


% of Customers by Tier

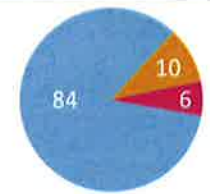


Non-Potable Sales by Tier FYTD

(in thousands)

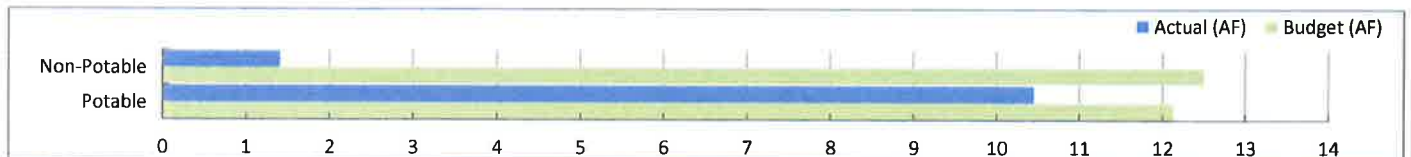


% of Customers by Tier



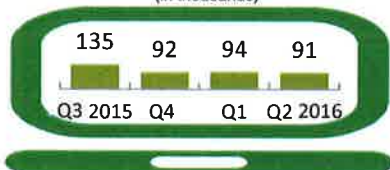
Imported Water FYTD

(in thousands)



Website Hits

(in thousands)



Customer Satisfaction Index**



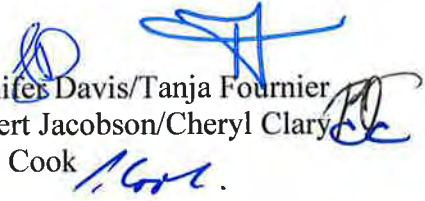
** 12 month rolling average

July 25, 2016

Prepared by: Jennifer Davis/Tanja Fournier

Submitted by: Robert Jacobson/Cheryl Clary

Approved by: Paul Cook



CONSENT CALENDAR

JUNE 2016 TREASURY REPORTS

SUMMARY:

The following is submitted for the Board's information and approval:

- A. The Investment Summary Report for June 2016. This Investment Summary Report is in conformity with the 2016 Investment Policy and provides sufficient liquidity to meet estimated expenditures during the next six months, as outlined in Exhibit "A".
- B. The Monthly Interest Rate Swap Summary as of June 30, 2016, as outlined in Exhibit "B".
- C. The Summary of Payroll ACH payments in the total amount of \$1,641,418, as outlined in Exhibit "C".
- D. The June 30, 2016 Disbursement Summary of warrants 367878 through 368923, wire transfers, Workers' Compensation distributions, payroll withholding distributions, and voided checks in the total amount of \$25,833,430 as outlined in Exhibit "D".
- E. The Disclosure Report of Reimbursements to Board Members and Staff for June 2016, detailing payments or reimbursements for individual charges of \$100.00 or more per transaction, as outlined in Exhibit "E".

FISCAL IMPACTS:

As of June 30, 2016, the book value of the investment portfolio was \$239,766,353, with an 0.80% rate of return and a market value of \$239,990,714. Based on the District's June 30, 2016 quarterly real estate investment rate of return of 13.92%, the weighted average return for the fixed income and real estate investments was 3.84%.

As of June 30, 2016, the total notional amount of the interest rate swap portfolio was \$130 million of fixed payer swaps. Cash accrual in June from all swaps was negative \$554,677.

Payroll ACH payments totaled \$1,641,418, and wire transfers, all other ACH payments, and checks issued for debt service, accounts payable, payroll, and water purchases for June totaled \$25,833,430.

ENVIRONMENTAL COMPLIANCE:

This item is not a project as defined in the California Environmental Quality Act Code of Regulations, Title 14, Chapter 3 Section 15378.

COMMITTEE STATUS:

This item was not submitted to a Committee; however, the investment and interest rate swap reports are submitted to the Finance and Personnel Committee on a monthly basis.

RECOMMENDATION:

THAT THE BOARD RECEIVE AND FILE THE TREASURER'S INVESTMENT SUMMARY REPORT, THE MONTHLY INTEREST RATE SWAP SUMMARY FOR JUNE 2016, AND DISCLOSURE REPORT OF REIMBURSEMENTS TO BOARD MEMBERS AND STAFF; APPROVE THE JUNE 2016 SUMMARY OF PAYROLL ACH PAYMENTS IN THE TOTAL AMOUNT OF \$1,641,418 AND APPROVE THE JUNE 2016 ACCOUNTS PAYABLE DISBURSEMENT SUMMARY OF WARRANTS 367878 THROUGH 368923, WORKERS' COMPENSATION DISTRIBUTIONS, WIRE TRANSFERS, PAYROLL WITHHOLDING DISTRIBUTIONS AND VOIDED CHECKS IN THE TOTAL AMOUNT OF \$25,833,430.

LIST OF EXHIBITS:

Exhibit "A" – Investment Summary Report

Exhibit "B" – Monthly Interest Rate Swap Summary

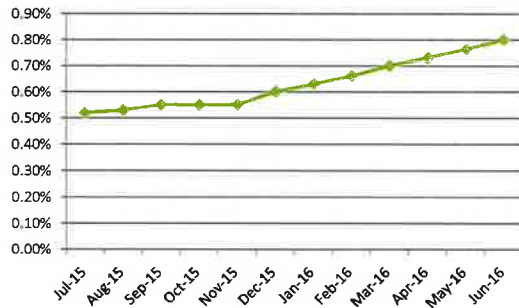
Exhibit "C" – Monthly Payroll ACH Summary

Exhibit "D" – Monthly Summary of District Disbursements

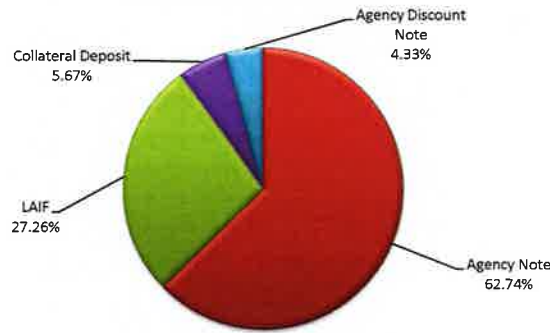
Exhibit "E" – Disclosure of Reimbursements to Board Members and Staff

Exhibit "A"
**Irvine Ranch Water District
Investment Portfolio Summary
June 2016**

Monthly Fixed Income Yield



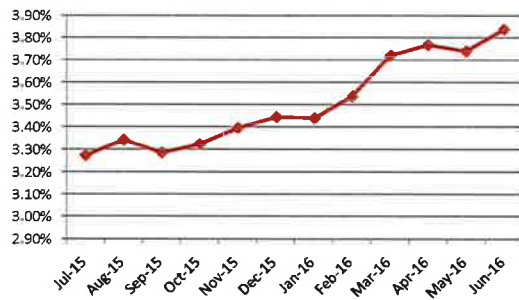
Portfolio Distribution



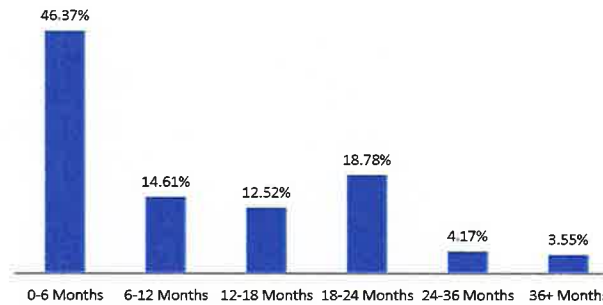
Investment Summary

Type	PAR	Book Value	Market Value
Agency Note	145,000,000	145,207,360	145,389,605
LAIF	63,000,000	63,000,000	63,039,137
Collateral Deposit	13,108,997	13,108,997	13,108,997
Agency Discount Note	10,000,000	9,953,421	9,956,400
Direct Muni	8,496,575	8,496,575	8,496,575
Grand Total	239,605,572	239,766,353	239,990,714

**Weighted Average Return
Including Real Estate Portfolio**



Maturity Distribution



Top Issuers

Issuer	PAR	% Portfolio
State of California Treasury - LAIF	63,000,000	26.29%
Fed Home Loan Mortgage Corp	49,000,000	20.45%
Fed Home Loan Bank	46,000,000	19.20%
Fed Natl Mortgage Assoc	40,000,000	16.69%
Fed Farm Credit Bank	15,000,000	6.26%
ETWD	8,496,575	3.55%
Citi-Group Collateral	8,208,997	3.42%
Fed Ag Mortgage Corp	5,000,000	2.09%
Merrill Lynch Collateral	4,900,000	2.05%

IRVINE RANCH WATER DISTRICT
INVESTMENT SUMMARY REPORT

06/30/16

SETTLMT *	Call Schedule	Initial Call	Maturity Date	Rating	INVESTMENT TYPE	INSTITUTION / ISSUER	PAR Amount	COUPON DISCOUNT	YIELD	YTFC	ORIGINAL COST	CARRY VALUE	MARKET VALUE ⁽¹⁾ 6/30/2016	UNREALIZED ⁽²⁾ GAIN/(LOSS)	
06/07/16			07/01/16		LAIF	State of California Tsy	\$63,000,000		0.580%		\$63,000,000.00	\$63,000,000.00	63,039,136.99	39,136.99	
05/08/14	N/A	N/A	07/05/16	Aaa/AA+/AAA	FNMA - Note	Fed Natl Mortgage Assoc	5,000,000	0.375%	0.484%		4,988,300.00	4,999,940.68	5,000,000.00	59.32	
06/09/15	N/A	N/A	08/25/16	Aaa/AA+/AAA	FHLMC - Note	Fed Home Loan Mortgage Corp	10,000,000	2.000%	0.467%		10,184,900.00	10,022,955.98	10,023,400.00	444.02	
10/19/15	N/A	N/A	09/28/16	Aaa/AA+/AAA	FNMA - Note	Fed Natl Mortgage Assoc	10,000,000	1.250%	0.342%		10,085,280.00	10,022,545.29	10,019,800.00	(2,745.29)	
06/15/15	N/A	N/A	10/13/16	NR	FAMCA - Note	Fed Ag Mortgage Corp	5,000,000	0.970%	0.578%		5,025,900.00	5,005,542.39	5,007,500.00	1,957.61	
09/21/15	N/A	N/A	12/09/16	Aaa/AA+/AAA	FHLB - Note	Fed Home Loan Bank	5,000,000	1.625%	0.532%		5,066,150.00	5,023,932.92	5,024,950.00	1,017.08	
10/08/15	N/A	N/A	01/30/17	Aaa/AA+/AAA	FNMA - Note	Fed Natl Mortgage Assoc	5,000,000	1.250%	0.492%		5,049,445.00	5,021,941.22	5,022,600.00	658.78	
09/21/15	N/A	N/A	02/22/17	Aaa/AA+/AAA	FHLMC - Note	Fed Home Loan Mortgage Corp	5,000,000	0.875%	0.570%		5,021,500.00	5,009,757.69	5,011,950.00	2,192.31	
06/15/15	N/A	N/A	03/30/17	Aaa/AA+/NR	FHLB - Note	Fed Home Loan Bank	5,000,000	0.625%	0.727%		4,990,950.00	4,996,236.09	5,005,000.00	8,763.91	
06/16/16	N/A	N/A	04/21/17	NR	FNMA - Discount Note	Fed Natl Mortgage Assoc	5,000,000	0.530%	0.539%		4,977,254.15	4,978,358.32	4,979,600.00	1,241.68	
06/16/16	N/A	N/A	04/27/17	Aaa/AA+/NR	FNMA - Note	Fed Natl Mortgage Assoc	5,000,000	1.125%	0.607%		5,022,271.95	5,021,211.38	5,022,150.00	938.62	
06/16/16	N/A	N/A	05/12/17	NR	FNMA - Discount Note	Fed Natl Mortgage Assoc	5,000,000	0.570%	0.580%		4,973,875.00	4,975,062.50	4,976,800.00	1,737.50	
08/27/15	N/A	N/A	05/30/17	NR	FHLB - Note	Fed Home Loan Bank	5,000,000	0.625%	0.642%		4,998,500.00	4,999,221.96	5,002,300.00	3,078.04	
06/16/16	N/A	N/A	06/30/17	Aaa/AA+/NR	FHLB - Note	Fed Home Loan Bank	5,000,000	0.800%	0.614%		5,009,614.00	5,009,233.50	5,009,950.00	716.50	
11/05/15	N/A	N/A	08/28/17	Aaa/AA+/NR	FHLB - Note	Fed Home Loan Bank	5,000,000	0.750%	0.800%		4,995,500.00	4,997,124.62	5,008,050.00	10,925.38	
09/16/15	N/A	N/A	09/15/17	Aaa/AA+/AAA	FHLMC - Note	Fed Home Loan Mortgage Corp	5,000,000	0.900%	0.915%	0.960%	4,998,500.00	4,999,093.84	5,020,050.00	20,956.16	
09/29/15	Continuous after	03/28/16	09/28/17	Aaa/AA+/NR	FFCB - Note	Fed Farm Credit Bank	5,000,000	0.810%	0.815%		4,999,500.00	4,999,689.04	5,000,050.00	360.96	
07/29/15	Continuous after	01/16/13	10/16/17	Aaa/AA+/NR	FHLB - Note	Fed Home Loan Bank	5,000,000	1.000%	0.997%		5,000,000.00	5,000,000.00	5,000,000.00		
12/18/15	Continuous after	12/13/13	12/12/17	Aaa/AA+/NR	FFCB - Note	Fed Farm Credit Bank	5,000,000	0.820%	1.132%		4,969,500.00	4,977,745.52	5,000,100.00	22,354.48	
04/22/16	N/A	N/A	01/29/18	Aaa/AA+/AAA	FHLMC - Note	Fed Home Loan Mortgage Corp	4,000,000	0.850%	0.856%		3,999,600.00	3,999,643.28	4,013,480.00	13,836.72	
03/01/16	Quarterly	05/26/16	02/26/18	NR/AA+/AAA	FHLMC - Note	Fed Home Loan Mortgage Corp	5,000,000	1.050%	1.050%		5,000,000.00	5,000,000.00	5,000,600.00	600.00	
03/23/16	N/A	N/A	03/23/18	Aaa/AA+/AAA	FHLMC - Note	Fed Home Loan Mortgage Corp	5,000,000	1.100%	0.908%		5,019,000.00	5,016,397.26	5,039,350.00	22,952.74	
04/07/16	N/A	N/A	04/09/18	NA	FHLMC - Note	Fed Home Loan Mortgage Corp	5,000,000	0.750%	0.790%		4,996,000.00	4,996,464.48	4,993,285.00	(3,179.48)	
03/03/16	One Time	07/27/16	04/27/18	Aaa/AA+/NR	FHLB - Note	Fed Home Loan Bank	5,000,000	1.250%	1.096%	0.436%	5,016,250.00	5,013,765.92	5,003,650.00	(10,115.92)	
05/16/16	N/A	N/A	05/16/18	Aaa/AA+/NR	FFCB - Note	Fed Farm Credit Bank	5,000,000	0.750%	0.801%		4,995,000.00	4,995,315.07	5,005,900.00	10,584.93	
05/13/16	N/A	N/A	05/21/18	Aaa/AA+/AAA	FNMA - Note	Fed Natl Mortgage Assoc	5,000,000	0.875%	0.768%		5,010,700.00	5,009,989.57	5,019,800.00	9,810.43	
05/24/16	N/A	N/A	06/08/18	Aaa/AA+/NR	FHLB - Note	Fed Home Loan Bank	11,000,000	1.250%	0.995%		11,056,540.00	11,053,656.08	11,124,190.00	70,533.92	
06/29/16	One Time	12/29/16	06/29/18	Aaa/AA+/AAA	FHLMC - Note	Fed Home Loan Mortgage Corp	10,000,000	1.000%	0.679%		10,016,000.00	10,015,956.16	10,011,500.00	(4,456.16)	
05/30/15	N/A	N/A	04/30/36	NR	Direct Muni	ETWD	8,496,575	4.570%	4.570%	4.570%	8,496,574.67	8,496,574.67	8,496,574.67		
SUB-TOTAL							<u>\$226,496,575</u>				<u>\$226,962,604.77</u>	<u>\$226,657,355.43</u>	<u>\$226,881,716.66</u>	<u>\$224,361.23</u>	
RESTRICTED CASH (Swap Collateral Deposits)⁽⁵⁾															
03/01/16					Collateral Deposit	Citi-Group	\$8,208,997		0.380%		\$8,208,997.08	\$8,208,997.08	8,208,997.08		
02/28/16					Collateral Deposit	Merrill Lynch	\$4,900,000		0.380%		\$4,900,000.00	\$4,900,000.00	4,900,000.00		
SUB-TOTAL							<u>\$13,108,997</u>				<u>\$13,108,997.08</u>	<u>\$13,108,997.08</u>	<u>\$13,108,997.08</u>		
TOTAL INVESTMENTS							<u>\$239,605,572</u>				<u>\$240,071,601.85</u>	<u>\$239,766,352.51</u>	<u>\$239,990,713.74</u>		
				June	Petty Cash Ck Balance	Bank of America					3,400.00				
											(3,554,717.03)				
											<u>\$236,520,284.82</u>				

⁽¹⁾ LAIF market value is as of the most recent quarter-end as reported by LAIF.	Outstanding Variable Rate Debt	\$316,200,000		
Security market values are determined using Bank of New York ("Trading Prices"), Bloomberg and/or broker dealer pricing.	Net Outstanding Variable Rate Debt (Less \$130 million fixed-payer swaps)	\$186,200,000		
	Investment Balance:	\$236,520,285		
⁽²⁾ Gain (loss) calculated against carry value using the trading value provided by Bank of New York/or Brokers	Investment to Variable Rate Debt Ratio:	127%		
⁽³⁾ Real estate rate of return is based on most recent quarter end return	Portfolio - Average Number of Days To Maturity ⁽⁴⁾	279		
⁽⁴⁾ Calculation excludes Direct Muni - ETWD				
⁽⁵⁾ Swap Collateral Deposits assumes 6 month maturity, dependent on interest rate changes				
	Investment Portfolio	Real Estate⁽¹⁾ Portfolio	Weighted Avg. Return	
	June	0.80%	13.92%	3.84%
	May	0.76%	13.63%	3.74%
	Change	0.04%		

This Investment Summary Report is in conformity with the 2016 Investment Policy and provides sufficient liquidity to meet the next six months estimated expenditures.
*S - Step up

IRVINE RANCH WATER DISTRICT
SUMMARY OF MATURITIES

06/30/16

DATE	TOTAL	%	LAIF	Agency Notes	Agency Discount Notes	Collateral Deposit	Direct Muni
06/16	\$63,000,000	26.29%	\$63,000,000				
07/16	5,000,000	2.09%		5,000,000			
08/16	10,000,000	4.17%		10,000,000			
09/16	10,000,000	4.17%		10,000,000			
10/16	5,000,000	2.09%		5,000,000			
11/16	13,108,997	5.47%				\$13,108,997	
12/16	5,000,000	2.09%		5,000,000			
01/17	5,000,000	2.09%		5,000,000			
02/17	5,000,000	2.09%		5,000,000			
03/17	5,000,000	2.09%		5,000,000			
04/17	10,000,000	4.17%		5,000,000	5,000,000		
05/17	10,000,000	4.17%		5,000,000	5,000,000		
SUB-TOTAL	\$146,108,997	60.98%	\$63,000,000	\$60,000,000	\$10,000,000	\$13,108,997	
13 Months - 3 YEARS							
06/01/17-08/30/17	10,000,000	4.17%		10,000,000			
09/01/17 - 11/31/2017	15,000,000	6.26%		15,000,000			
12/30/17 - 2/31/2018	14,000,000	5.84%		14,000,000			
03/01/2018-05/31/2018	25,000,000	10.43%		25,000,000			
06/01/2018-08/30/18	21,000,000	8.76%		21,000,000			
	-						
04/30/2036	8,496,575	3.55%					8,496,575
TOTALS	\$239,605,572	100.00%	\$63,000,000	\$145,000,000	\$10,000,000	\$13,108,997	\$8,496,575

% OF PORTFOLIO 26.29% 60.52% 4.17% 5.47% 3.55%

Irvine Ranch Water District
 Summary of Real Estate
 6/30/2016

	<u>ACQUISITION DATE</u>	<u>PROPERTY TYPE</u>	<u>OWNERSHIP INTEREST</u>	<u>ORIGINAL COST</u>	<u>RATE OF RETURN QUARTER ENDED Jun-16</u>
Sycamore Canyon	Dec-92	Apartments	Fee Simple	\$ 43,550,810	18.45%
Wood Canyon Villas	Jun-91	Apartments	Limited Partner	\$ 6,000,000	8.60%
ITC (230 Commerce)	Jul-03	Office Building	Fee Simple	\$ 5,739,845	8.64%
Waterworks Business Pk.	Nov-08	Research & Dev.	Fee Simple	\$ 8,630,577	3.56%
Sand Canyon Professional Center	Jul-12	Medical Office	Fee Simple	\$ 8,648,594	8.62%
				<u>\$ 72,569,826</u>	<u>13.92%</u>

IRVINE RANCH WATER DISTRICT INVESTMENT SUMMARY REPORT
INVESTMENT ACTIVITY
Jun-16

MATURITIES/SALES/CALLS

PURCHASES

DATE	SECURITY TYPE	PAR	YIELD	Settlement Date	Maturity Date	SECURITY TYPE	PAR	YIELD TO MATURITY
6/16/2016	FHLMC - Note	\$5,000,000	1.14%	6/16/2016	4/21/2017	FNMA - Discount Note	\$5,000,000	0.54%
6/24/2016	FHLB - Note	\$5,000,000	0.35%	6/16/2016	4/27/2017	FNMA - Note	\$5,000,000	0.61%
6/27/2016	FHLMC - Note	\$5,000,000	0.42%	6/16/2016	5/12/2017	FNMA - Discount Note	\$5,000,000	0.58%
6/30/2016	FHLB - Note	\$5,000,000	0.50%	6/16/2016	6/30/2017	FHLB - Note	\$5,000,000	0.61%
				6/29/2016	6/29/2018	FHLMC - Note	\$10,000,000	0.68%

IRVINE RANCH WATER DISTRICT
INTEREST RATE SWAP MONTHLY SUMMARY REPORT - DETAIL
June 30, 2016

LIBOR Avg %	Prior Mo. 0.44%	Current Mo. 0.45%	12-Mo Avg 0.33%
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Current Fiscal Year Active Swaps								Cash Flow				Mark to Market	
Effective Date	Maturity Date	Years to Maturity	Counter Party	Notional Amt	Type	Base Index	Fixed Rate	(Since 6/06)			Current Mark to Market	Notional Difference	
								Prior Month	Current Month	Fiscal YTD			Cumulative Cash Flow
6/4/2006	6/4/2019	2.9	ML	\$ 20,000,000	FXP	LIBOR	6.200%	(102,473)	(89,028)	\$ (1,172,209)	\$ (9,827,176)	\$ 16,790,052	\$ (3,209,948)
6/4/2006	6/4/2019	2.9	CG	20,000,000	FXP	LIBOR	6.200%	(102,473)	(89,028)	(1,172,209)	(9,827,176)	16,788,195	(3,211,805)
6/17/2006	6/17/2019	3.0	CG	30,000,000	FXP	LIBOR	6.140%	(152,129)	(132,643)	(1,740,548)	(14,578,451)	25,178,609	(4,821,391)
3/10/2007	3/10/2029	12.7	ML	30,000,000	FXP	LIBOR	5.687%	(139,988)	(121,989)	(1,605,221)	(13,115,029)	15,032,985	(14,967,015)
3/10/2007	3/10/2029	12.7	CG	30,000,000	FXP	LIBOR	5.687%	(139,988)	(121,989)	(1,605,221)	(13,115,029)	15,010,000	(14,990,000)
Totals/Weighted Avgs		7.4		\$ 130,000,000			5.949%	\$ (637,051)	\$ (554,677)	\$ (7,295,408)	\$ (60,462,862)	\$ 88,799,841	\$ (41,200,159)
Total Current Year Active Swaps				\$ 130,000,000				\$ (637,051)	\$ (554,677)	\$ (7,295,408)	\$ (60,462,862)	\$ 88,799,841	\$ (41,200,159)

Current Fiscal Year Terminated Swaps								Cash Flow				Mark to Market	
Effective Date	Maturity Date	Counter Party	Notional Amt	Type	Base Index	Fixed Rate	(Since 6/06)			Current Mark to Market	Notional Difference		
							Prior Month	Current Month	Fiscal YTD			Cumulative Cash Flow	
Total Current Year Terminated Swaps								\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Current Fiscal Year - Total Swaps								Cash Flow				Mark to Market	
								Prior Month	Current Month	Fiscal YTD	Cumulative Cash Flow	Current Mark to Market	Notional Difference
Total Current Year Active & Terminated Swaps				\$ 130,000,000				\$ (637,051)	\$ (554,677)	\$ (7,295,408)	\$ (60,462,862)	\$ 88,799,841	\$ (41,200,159)

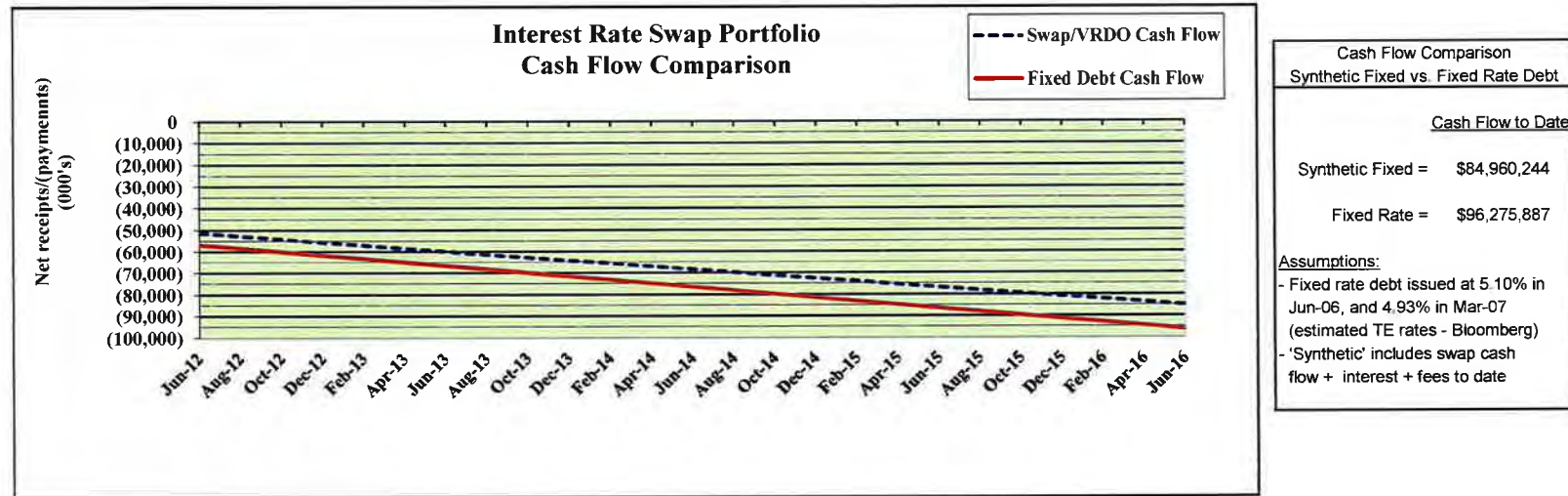


Exhibit "C"

MONTHLY SUMMARY OF PAYROLL ACH PAYMENTS

**June
2016**

	AMOUNT	VENDOR	PURPOSE
6/10/2016	833,987.41	BANK OF AMERICA	ACH Payments for Payroll
6/24/2016	807,430.29	BANK OF AMERICA	ACH Payments for Payroll
	<u>\$1,641,417.70</u>		

Exhibit "D"

>

IRWD Ledger

Void Payment Register

Report Date: 19-JUL-2016 07:14

Include Zero Amount Payments: Yes
Display Payee Address: No

Period From: 01-JUN-16

Page: 1
To: 30-JUN-16
Date: Void Date

Bank: Bank of America N.A.

Branch: Los Angeles

Account: Checking AP and PR

Bank Account Currency: USD

Payment Currency: USD (US Dollar)

Payment Number	Date	Payee Name	Site	Address	Payment Amount	Void Date
Payment Document: IRWD CHECK						
364616	21-JAN-16	LEWIS BRISBOIS BISGAARD AND	LOS ANGELES		4,780.00	20-JUN-16
364752	28-JAN-16	COUNTY OF RIVERSIDE	PURCHASE		50.00	20-JUN-16
366004	17-MAR-16	CHA, JONGHWAN	PAY		35.15	10-JUN-16
366105	17-MAR-16	SCHULER ENGINEERING CORP	PAY		627.45	10-JUN-16
366353	31-MAR-16	ENTERPRISE INFORMATION SYST	SACRAMENTO		625.00	24-JUN-16
366365	31-MAR-16	GAIGE, CLINT E	PAY		7.95	14-JUN-16
366436	31-MAR-16	STICE COMPANY INC	PAY		1,271.80	20-JUN-16
367156	28-APR-16	RELIANCE SAFETY CONSULTANTS	PURCHASE		5,065.84	02-JUN-16
367173	28-APR-16	SUN, TAO	PAY		777.72	24-JUN-16
367829	26-MAY-16	SECURTEC DISTRICT PATROL, I	PAY		1,600.00	24-JUN-16
367965	02-JUN-16	NIXON, LAURENCE	PAY		668.92	10-JUN-16
368198	09-JUN-16	SOL CONSTRUCTION, INC.	PAY		540.20	29-JUN-16
368417	16-JUN-16	WESTERN EXTERMINATOR COMPAN	SANTA ANA		42.00	20-JUN-16
368473	23-JUN-16	COUNTY OF RIVERSIDE	PURCHASE		50.00	24-JUN-16
368643	27-JUN-16	COUNTY OF RIVERSIDE	PURCHASE		50.00	27-JUN-16
368677	27-JUN-16	ORANGE COUNTY SANITATION DI	FOUNTAIN VALLEY		306,236.24	27-JUN-16
368687	27-JUN-16	RYAN HERCO PRODUCTS CORP	POBOX 31001-212		873.65	27-JUN-16

Payment Document Subtotal 323,301.92

Bank Account Subtotal 323,301.92

Report Count: 17

Report Total 323,301.92

Total Voids

*** End of Report ***

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IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 1
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
367878		01-JUN-16	JCI JONES CHEMICALS INC	CINCINNATI	6,009.36	06-JUN-16	6,009.36	Reconciled
367879		02-JUN-16	Murphy, Alexander J (Alexander)		645.00	06-JUN-16	645.00	Reconciled
367880		02-JUN-16	Mossbarger, Anthony J (Tony)		60.60	02-JUN-16	60.60	Reconciled
367881		02-JUN-16	Kelly, Cheryl D (Cheryl)		128.95	06-JUN-16	128.95	Reconciled
367882		02-JUN-16	Compton, Christine A		76.69	01-JUL-16	76.69	Reconciled
367883		02-JUN-16	McBride, Damien J		178.45	07-JUN-16	178.45	Reconciled
367884		02-JUN-16	Lin, Eileen (Eileen)		449.36	03-JUN-16	449.36	Reconciled
367885		02-JUN-16	Soto, Franklin E (Frank)		135.26	06-JUN-16	135.26	Reconciled
367886		02-JUN-16	Nash, Joel		127.98			Negotiable
367887		02-JUN-16	Bennett, Ray R (Ray)		319.64	06-JUN-16	319.64	Reconciled
367888		02-JUN-16	Martinez, Veronica P		400.00	07-JUN-16	400.00	Reconciled
367889		02-JUN-16	ABS PRODUCTS INC		1,184.79	06-JUN-16	1,184.79	Reconciled
367890		02-JUN-16	ALL AMERICAN SEWER TOOLS		1,467.04	06-JUN-16	1,467.04	Reconciled
367891		02-JUN-16	ALTA CONTRACTING		878.76	06-JUN-16	878.76	Reconciled
367892		02-JUN-16	AMALFI APARTMENT HOMES		267.25	15-JUN-16	267.25	Reconciled
367893		02-JUN-16	ANIXTER INC		648.00	06-JUN-16	648.00	Reconciled
367894		02-JUN-16	APPLIED INDUSTRIAL TECHNOLOGIES - CA LLC		189.50	06-JUN-16	189.50	Reconciled
367895		02-JUN-16	ARMORCAST PRODUCTS COMPANY		6,464.56	06-JUN-16	6,464.56	Reconciled
367896		02-JUN-16	AT&T		700.09	08-JUN-16	700.09	Reconciled
367897		02-JUN-16	AT&T		51.09	09-JUN-16	51.09	Reconciled
367898		02-JUN-16	BADGER METER INC		51,564.61	10-JUN-16	51,564.61	Reconciled
367899		02-JUN-16	BARCO PRODUCTS COMPANY		872.52	06-JUN-16	872.52	Reconciled
367900		02-JUN-16	BATTERIES PLUS AND BATTERIES PLUS BULBS		675.09	06-JUN-16	675.09	Reconciled
367901		02-JUN-16	BATTERY SPECIALTIES		824.92	07-JUN-16	824.92	Reconciled
367902		02-JUN-16	BIGWIG MONSTER, LLC		6,000.00	03-JUN-16	6,000.00	Reconciled
367903		02-JUN-16	BILL'S SWEEPING SERVICE INC		690.00	08-JUN-16	690.00	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 2
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
367904		02-JUN-16	BIOMAGIC INC		9,044.35	08-JUN-16	9,044.35	Reconciled
367905		02-JUN-16	BLACK & VEATCH CORPORATION		379,795.97	09-JUN-16	379,795.97	Reconciled
367906		02-JUN-16	BOUDREAU PIPELINE CORP		897.17	16-JUN-16	897.17	Reconciled
367907		02-JUN-16	BRENNTAG PACIFIC INC		2,302.50	06-JUN-16	2,302.50	Reconciled
367908		02-JUN-16	C WELLS PIPELINE MATERIALS INC		4,194.72	07-JUN-16	4,194.72	Reconciled
367909		02-JUN-16	CALIFORNIA BARRICADE RENTAL, INC.		3,514.40	06-JUN-16	3,514.40	Reconciled
367910		02-JUN-16	CANON SOLUTIONS AMERICA, INC.		407.01	06-JUN-16	407.01	Reconciled
367911		02-JUN-16	CAPTIVE AUDIENCE MARKETING INC.		85.32	07-JUN-16	85.32	Reconciled
367912		02-JUN-16	CAROLLO ENGINEERS, INC		89,402.97	09-JUN-16	89,402.97	Reconciled
367913		02-JUN-16	CDW GOVERNMENT LLC		138.56	08-JUN-16	138.56	Reconciled
367914		02-JUN-16	CERTIFIED TRANSPORTATION		641.14	06-JUN-16	641.14	Reconciled
367915		02-JUN-16	CHANG, BONNA		15.08	08-JUN-16	15.08	Reconciled
367916		02-JUN-16	CITY OF SANTA ANA		18,980.06	13-JUN-16	18,980.06	Reconciled
367917		02-JUN-16	CITY OF SANTA ANA		101.49	07-JUN-16	101.49	Reconciled
367918		02-JUN-16	CITY OF TUSTIN		130,064.81	10-JUN-16	130,064.81	Reconciled

367919	02-JUN-16	CREDENTIAL CHECK CORPORATION	301.04	06-JUN-16	301.04	Reconciled
367920	02-JUN-16	CROCKER & CROCKER	5,081.00	07-JUN-16	5,081.00	Reconciled
367921	02-JUN-16	CUMMINS PACIFIC, LLC	200.00	06-JUN-16	200.00	Reconciled
367922	02-JUN-16	DONROWE.COM LTD	4,196.00	15-JUN-16	4,196.00	Reconciled
367923	02-JUN-16	EAST ORANGE COUNTY WATER DISTRICT	7,513.12	15-JUN-16	7,513.12	Reconciled
367924	02-JUN-16	EI&C ENGINEERING INC	46,125.00	14-JUN-16	46,125.00	Reconciled
367925	02-JUN-16	ENVIRONMENTAL ENGINEERING AND CONTRACTING, INC.	8,715.00	06-JUN-16	8,715.00	Reconciled
367926	02-JUN-16	ENVIRONMENTAL SCIENCE ASSOCIATES	9,062.82	07-JUN-16	9,062.82	Reconciled
367927	02-JUN-16	EXCEL PAVING CO	1,750.32	16-JUN-16	1,750.32	Reconciled
367928	02-JUN-16	EXCEL PAVING COMPANY	757.28	16-JUN-16	757.28	Reconciled
367929	02-JUN-16	FARRELL & ASSOCIATES	2,185.55	03-JUN-16	2,185.55	Reconciled
367930	02-JUN-16	FEDEX	391.86	07-JUN-16	391.86	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 3
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
367931	02-JUN-16	FIELDS, LESLIE T			464.44	07-JUN-16	464.44	Reconciled
367932	02-JUN-16	FISERV			284.50	03-JUN-16	284.50	Reconciled
367933	02-JUN-16	FISHER SCIENTIFIC COMPANY LLC			350.91	06-JUN-16	350.91	Reconciled
367934	02-JUN-16	FRONTIER CALIFORNIA INC.			268.20	07-JUN-16	268.20	Reconciled
367935	02-JUN-16	GRAINGER			469.15	06-JUN-16	469.15	Reconciled
367936	02-JUN-16	GREGG OHLHAVER			175.00	06-JUN-16	175.00	Reconciled
367937	02-JUN-16	H2O INNOVATION USA INC			3,299.70	08-JUN-16	3,299.70	Reconciled
367938	02-JUN-16	HAAKER EQUIPMENT COMPANY			558.00	07-JUN-16	558.00	Reconciled
367939	02-JUN-16	HACH COMPANY			3,790.74	06-JUN-16	3,790.74	Reconciled
367940	02-JUN-16	HELP/SYSTEMS, LLC			6,350.00	06-JUN-16	6,350.00	Reconciled
367941	02-JUN-16	HELPMATES STAFFING SERVICES			6,048.89	03-JUN-16	6,048.89	Reconciled
367942	02-JUN-16	HILL BROTHERS CHEMICAL COMPANY			4,386.00	03-JUN-16	4,386.00	Reconciled
367943	02-JUN-16	HOME DEPOT USA INC			318.30	13-JUN-16	318.30	Reconciled
367944	02-JUN-16	IDENTICARD SYSTEMS WORLDWIDE			529.20	09-JUN-16	529.20	Reconciled
367945	02-JUN-16	IMMERSIV MEDIA			9,800.00	07-JUN-16	9,800.00	Reconciled
367946	02-JUN-16	INDUSTRIAL METAL SUPPLY CO			255.37	06-JUN-16	255.37	Reconciled
367947	02-JUN-16	INFOSYS LIMITED			42,885.80	09-JUN-16	42,885.80	Reconciled
367948	02-JUN-16	IP, WAI KWAN			868.61	06-JUN-16	868.61	Reconciled
367949	02-JUN-16	IRVINE PIPE & SUPPLY INC			3,921.30	03-JUN-16	3,921.30	Reconciled
367950	02-JUN-16	JACOBS PROJECT MANAGEMENT CO.			19,600.00	10-JUN-16	19,600.00	Reconciled
367951	02-JUN-16	KIMBALL MIDWEST			2,269.49	09-JUN-16	2,269.49	Reconciled
367952	02-JUN-16	KPMG LLP			228,879.00	10-JUN-16	228,879.00	Reconciled
367953	02-JUN-16	LA HABRA FENCE COMPANY INC			1,000.00	07-JUN-16	1,000.00	Reconciled
367954	02-JUN-16	LABELLE-MARVIN INC			1,010.00	23-JUN-16	1,010.00	Reconciled
367955	02-JUN-16	LAGUNA BEACH COUNTY WATER DISTRICT			2,500.10	09-JUN-16	2,500.10	Reconciled
367956	02-JUN-16	MAYER, ERIC			120.11	06-JUN-16	120.11	Reconciled
367957	02-JUN-16	MBF CONSULTING, INC.			18,092.83	15-JUN-16	18,092.83	Reconciled
367958	02-JUN-16	MC FADDEN-DALE INDUSTRIAL			63.33	07-JUN-16	63.33	Reconciled
367959	02-JUN-16	MGH PAINTING INC			3,528.00	03-JUN-16	3,528.00	Reconciled
367960	02-JUN-16	MOTHKURI, PRAVEEN			70.26	14-JUN-16	70.26	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 4
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
367961	02-JUN-16	NATIONAL READY MIXED CONCRETE CO.			1,910.00	06-JUN-16	1,910.00	Reconciled
367962	02-JUN-16	NATURES IMAGE INC			144.96	07-JUN-16	144.96	Reconciled
367963	02-JUN-16	NAUTILUS ENVIRONMENTAL, INC.			1,600.00	07-JUN-16	1,600.00	Reconciled
367964	02-JUN-16	NINYO & MOORE			21,363.00	08-JUN-16	21,363.00	Reconciled

367965	02-JUN-16	NIXON, LAURENCE	668.92				Voided
367966	02-JUN-16	OLIN CORPORATION	8,336.06	06-JUN-16	8,336.06		Reconciled
367967	02-JUN-16	ORANGE COAST PLUMBING	173.98	06-JUN-16	173.98		Reconciled
367968	02-JUN-16	ORANGE COUNTY AUTO PARTS CO	213.41	03-JUN-16	213.41		Reconciled
367969	02-JUN-16	ORANGE COUNTY FIRE PROTECTION	550.00	03-JUN-16	550.00		Reconciled
367970	02-JUN-16	PACIFIC EH&S SERVICES, INC.	3,466.62	17-JUN-16	3,466.62		Reconciled
367971	02-JUN-16	PACIFIC SPECTRUM LLC	28.89	08-JUN-16	28.89		Reconciled
367972	02-JUN-16	PARKWAY LAWNMOWER SHOP	1,035.94	06-JUN-16	1,035.94		Reconciled
367973	02-JUN-16	PERRY, LORI	161.24	03-JUN-16	161.24		Reconciled
367974	02-JUN-16	PHILLIPS PLYWOOD CO, INC.	28.28	07-JUN-16	28.28		Reconciled
367975	02-JUN-16	PRAXAIR DISTRIBUTION INC	528.09	09-JUN-16	528.09		Reconciled
367976	02-JUN-16	PTI SAND & GRAVEL INC	1,435.00	07-JUN-16	1,435.00		Reconciled
367977	02-JUN-16	PULTE GROUP	250.00				Negotiable
367978	02-JUN-16	QASYMPHONY, INC.	10,450.00	10-JUN-16	10,450.00		Reconciled
367979	02-JUN-16	RAM AIR ENGINEERING INC	10,590.07	09-JUN-16	10,590.07		Reconciled
367980	02-JUN-16	RANCHO MONTEREY APTS	843.23	15-JUN-16	843.23		Reconciled
367981	02-JUN-16	RESPONSE ENVELOPE, INC	1,308.96	10-JUN-16	1,308.96		Reconciled
367982	02-JUN-16	RINCON TRUCK CENTER INC.	726.88	06-JUN-16	726.88		Reconciled
367983	02-JUN-16	RIOS, KARINA	35.58	06-JUN-16	35.58		Reconciled
367984	02-JUN-16	RMC WATER AND ENVIRONMENT	3,347.69	06-JUN-16	3,347.69		Reconciled
367985	02-JUN-16	RMS ENGINEERING & DESIGN, INC.	27,596.10	08-JUN-16	27,596.10		Reconciled
367986	02-JUN-16	ROCKWELL COLLINS, INC	1.86	20-JUN-16	1.86		Reconciled
367987	02-JUN-16	SAN PAULO APTS	1,106.53	15-JUN-16	1,106.53		Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 5
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
367988		02-JUN-16	SANTA ANA BLUE PRINT		502.43	09-JUN-16	502.43	Reconciled
367989		02-JUN-16	SANTA MARGARITA FORD		521.41	03-JUN-16	521.41	Reconciled
367990		02-JUN-16	SANTA MARGARITA WATER DISTRICT		51,664.93	08-JUN-16	51,664.93	Reconciled
367991		02-JUN-16	SAYER, MICHAEL E		52.55	08-JUN-16	52.55	Reconciled
367992		02-JUN-16	SCHINDLER ELEVATOR CORPORATION		180.14	09-JUN-16	180.14	Reconciled
367993		02-JUN-16	SECURTEC DISTRICT PATROL, INC.		19,734.00	08-JUN-16	19,734.00	Reconciled
367994		02-JUN-16	SIGMA-ALDRICH INC		1,474.83	06-JUN-16	1,474.83	Reconciled
367995		02-JUN-16	SIRIUS COMPUTER SOLUTIONS INC		31,129.80	10-JUN-16	31,129.80	Reconciled
367996		02-JUN-16	SITMATIC		1,202.15	06-JUN-16	1,202.15	Reconciled
367997		02-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT		834.07	10-JUN-16	834.07	Reconciled
367998		02-JUN-16	SOUTHERN CALIFORNIA EDISON COMPANY		245,318.44	03-JUN-16	245,318.44	Reconciled
367999		02-JUN-16	STANDARD REGISTER, INC.		2,571.59	06-JUN-16	2,571.59	Reconciled
368000		02-JUN-16	STRADLING YOCCA CARLSON & RAUTH		1,260.00	03-JUN-16	1,260.00	Reconciled
368001		02-JUN-16	TA, NGUYEN		18.41	09-JUN-16	18.41	Reconciled
368002		02-JUN-16	TESTAMERICA LABORATORIES, INC		157.50	07-JUN-16	157.50	Reconciled
368003		02-JUN-16	TETRA TECH, INC		7,800.00	06-JUN-16	7,800.00	Reconciled
368004		02-JUN-16	THE IRVINE COMPANY LLC		9,000.00	06-JUN-16	9,000.00	Reconciled
368005		02-JUN-16	THYSSENKRUPP ELEVATOR CORPORATION		179.64	07-JUN-16	179.64	Reconciled
368006		02-JUN-16	TOWNSEND, MICHELE		397.93	06-JUN-16	397.93	Reconciled
368007		02-JUN-16	TREE OF LIFE NURSERY		637.20	07-JUN-16	637.20	Reconciled
368008		02-JUN-16	TRI POINTE HOMES, INC.		128.96	03-JUN-16	128.96	Reconciled
368009		02-JUN-16	TROPICAL PLAZA NURSERY INC		26,120.12	08-JUN-16	26,120.12	Reconciled
368010		02-JUN-16	TRUCPARCO		294.36	08-JUN-16	294.36	Reconciled
368011		02-JUN-16	US BANK NAT'L ASSOCIATION NORTH DAKOTA		88,117.66	15-JUN-16	88,117.66	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 6
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368012		02-JUN-16	VERIZON WIRELESS SERVICES LLC		7,760.04	09-JUN-16	7,760.04	Reconciled
368013		02-JUN-16	VRIDE INC		11,155.00	09-JUN-16	11,155.00	Reconciled
368014		02-JUN-16	VWR INTERNATIONAL, LLC		948.06	07-JUN-16	948.06	Reconciled
368015		02-JUN-16	WALTERS WHOLESALE ELECTRIC		1,017.77	08-JUN-16	1,017.77	Reconciled
368016		02-JUN-16	WASTE MANAGEMENT OF ORANGE COUNTY		1,848.21	07-JUN-16	1,848.21	Reconciled
368017		02-JUN-16	WATER EDUCATION FOUNDATION		52.00	10-JUN-16	52.00	Reconciled
368018		02-JUN-16	WATERLINE TECHNOLOGIES INC		2,343.00	03-JUN-16	2,343.00	Reconciled
368019		02-JUN-16	WAXIE'S ENTERPRISES, INC		254.67	06-JUN-16	254.67	Reconciled
368020		02-JUN-16	WET SEAL, LLC		9.38	30-JUN-16	9.38	Reconciled
368021		02-JUN-16	XEROX CORPORATION		995.00	07-JUN-16	995.00	Reconciled
368022		02-JUN-16	ZENON ENVIRONMENTAL CORPORATION		1,132.74	06-JUN-16	1,132.74	Reconciled
368023		07-JUN-16	WESTAMERICA COMMUNICATIONS, INC.	LAKE FOREST	12,454.53	08-JUN-16	12,454.53	Reconciled
368024		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368025		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368026		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368027		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368028		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368029		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368030		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 7
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368031		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368032		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368033		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368034		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368035		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368036		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368037		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368038		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368039		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled
368040		07-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT	PAY	122.53	09-JUN-16	122.53	Reconciled

368041	07-JUN-16	DISTRICT SOUTH COAST AIR PAY		122.53	09-JUN-16	122.53	Reconciled
		QUALITY MANAGEMENT DISTRICT					
368042	07-JUN-16	COUNTY OF RIVERSIDE	RIVERSIDE	50.00	17-JUN-16	50.00	Reconciled
		RIVERSIDE	1				
368043	09-JUN-16	Paz, Alfonso III		260.00	10-JUN-16	260.00	Reconciled
368044	09-JUN-16	Hansen, Casey		50.00			Negotiable
368045	09-JUN-16	Thatcher, Forrest R (Ray)		411.34	10-JUN-16	411.34	Reconciled
368046	09-JUN-16	Swift, Ian P (Ian)		1,119.65	13-JUN-16	1,119.65	Reconciled
368047	09-JUN-16	Hamer, James B (James)		164.00	14-JUN-16	164.00	Reconciled
368048	09-JUN-16	Garcia, Jose		65.00	13-JUN-16	65.00	Reconciled
368049	09-JUN-16	Cortez, Malcolm A (Malcolm)		61.56	13-JUN-16	61.56	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 8
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368050		09-JUN-16	Mori, Richard K (Rich)		115.00	27-JUN-16	115.00	Reconciled
368051		09-JUN-16	Sinclair, Todd C (Todd)		80.00			Negotiable
368052		09-JUN-16	A.J. KLEIN, INC. T. DENATALE, B. GOLDNER		2,310.00	13-JUN-16	2,310.00	Reconciled
368053		09-JUN-16	ADS LLC		1,936.50	13-JUN-16	1,936.50	Reconciled
368054		09-JUN-16	AGILENT TECHNOLOGIES, INC.		1,428.57	13-JUN-16	1,428.57	Reconciled
368055		09-JUN-16	AIRGAS, INC.		29.31	14-JUN-16	29.31	Reconciled
368056		09-JUN-16	AKM CONSULTING ENGINEERS, INC.		65,995.00	16-JUN-16	65,995.00	Reconciled
368057		09-JUN-16	ALBISHER, ABDULMOHSEN		23.73			Negotiable
368058		09-JUN-16	ALPHA TRAFFIC SERVICES, INC.		1,140.00	17-JUN-16	1,140.00	Reconciled
368059		09-JUN-16	ANIXTER INC		350.93	13-JUN-16	350.93	Reconciled
368060		09-JUN-16	ANTHEM BLUE CROSS		415.62	20-JUN-16	415.62	Reconciled
368061		09-JUN-16	ANTHEM BLUE CROSS		1,089.40	20-JUN-16	1,089.40	Reconciled
368062		09-JUN-16	ANTHONY SUFFREDINI		1,600.00	13-JUN-16	1,600.00	Reconciled
368063		09-JUN-16	APPLIED TECHNOLOGY GROUP INC		124.38	13-JUN-16	124.38	Reconciled
368064		09-JUN-16	ARCADIS U.S., INC.		75,304.89	17-JUN-16	75,304.89	Reconciled
368065		09-JUN-16	ASSOCIATION OF CALIFORNIA WATER AGENCIES/JPIA		33,067.52	20-JUN-16	33,067.52	Reconciled
368066		09-JUN-16	AT&T		3,520.39	15-JUN-16	3,520.39	Reconciled
368067		09-JUN-16	BANK OF NEW YORK MELLON TRUST COMPANY NA		1,743.00	16-JUN-16	1,743.00	Reconciled
368068		09-JUN-16	BATTERIES PLUS AND BATTERIES PLUS BULBS		449.67	14-JUN-16	449.67	Reconciled
368069		09-JUN-16	BATTERY SPECIALTIES		8,329.80	14-JUN-16	8,329.80	Reconciled
368070		09-JUN-16	BIGWIG MONSTER, LLC		23,100.00	15-JUN-16	23,100.00	Reconciled
368071		09-JUN-16	BONTERRA CONSULTING LLC		2,667.57	16-JUN-16	2,667.57	Reconciled
368072		09-JUN-16	BRANNIGAN, WILLIAM A		716.10	13-JUN-16	716.10	Reconciled
368073		09-JUN-16	BRITHINEE ELECTRIC		5,897.87	13-JUN-16	5,897.87	Reconciled
368074		09-JUN-16	C WELLS PIPELINE MATERIALS INC		6,203.52	14-JUN-16	6,203.52	Reconciled
368075		09-JUN-16	CALDESAL		5,000.00	29-JUN-16	5,000.00	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 9
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368076		09-JUN-16	CALIFORNIA BARRICADE RENTAL, INC.		2,892.50	14-JUN-16	2,892.50	Reconciled
368077		09-JUN-16	CALIFORNIA PACIFIC HOMES		180.73	15-JUN-16	180.73	Reconciled
368078		09-JUN-16	CANON FINANCIAL SERVICES, INC		1,315.44	14-JUN-16	1,315.44	Reconciled
368079		09-JUN-16	CAROLLO ENGINEERS, INC		66,784.90	16-JUN-16	66,784.90	Reconciled
368080		09-JUN-16	CDW GOVERNMENT LLC		4,648.55	14-JUN-16	4,648.55	Reconciled
368081		09-JUN-16	CITY OF IRVINE		319,176.00	10-JUN-16	319,176.00	Reconciled

368082	09-JUN-16	CITY OF TUSTIN	218.39	13-JUN-16	218.39	Reconciled
368083	09-JUN-16	CLARKE MOSQUITO CONTROL PRODUCTS, INC.	9,928.13	13-JUN-16	9,928.13	Reconciled
368084	09-JUN-16	CLEAN ENERGY	1,207.52			Negotiable
368085	09-JUN-16	CORELOGIC INC	24.00	13-JUN-16	24.00	Reconciled
368086	09-JUN-16	CORNELL COURT APTS	270.33	20-JUN-16	270.33	Reconciled
368087	09-JUN-16	COUNTY OF RIVERSIDE	50.00	17-JUN-16	50.00	Reconciled
368088	09-JUN-16	CREDENTIAL CHECK CORPORATION	137.28	13-JUN-16	137.28	Reconciled
368089	09-JUN-16	CUMMINS PACIFIC, LLC	560.00	13-JUN-16	560.00	Reconciled
368090	09-JUN-16	D & G SIGNS	178.20	13-JUN-16	178.20	Reconciled
368091	09-JUN-16	DANGELO CO	2,797.20	13-JUN-16	2,797.20	Reconciled
368092	09-JUN-16	DATAZEO, INC.	71.52	16-JUN-16	71.52	Reconciled
368093	09-JUN-16	DB INDUSTRIAL SUPPLY CO	1,386.49	10-JUN-16	1,386.49	Reconciled
368094	09-JUN-16	DC FROST ASSOCIATES, INC.	4,588.11	14-JUN-16	4,588.11	Reconciled
368095	09-JUN-16	DEE JASPAR & ASSOCIATES, INC.	26,959.63	15-JUN-16	26,959.63	Reconciled
368096	09-JUN-16	DELL MARKETING LP	1,762.93	13-JUN-16	1,762.93	Reconciled
368097	09-JUN-16	E.J. MEYER COMPANY, INC.	530,156.44	16-JUN-16	530,156.44	Reconciled
368098	09-JUN-16	EHS INTERNATIONAL, INC	1,620.00	13-JUN-16	1,620.00	Reconciled
368099	09-JUN-16	EMPLOYEE BENEFIT SPECIALIST, INC	1,110.00	17-JUN-16	1,110.00	Reconciled
368100	09-JUN-16	ENDRESS AND HAUSER INC	3,725.69	13-JUN-16	3,725.69	Reconciled
368101	09-JUN-16	ESTANCIA APTS	49.20	20-JUN-16	49.20	Reconciled
368102	09-JUN-16	EUROFINS EATON ANALYTICAL, INC.	382.50	13-JUN-16	382.50	Reconciled
368103	09-JUN-16	EVANS-HYDRO INC	39,149.90	01-JUL-16	39,149.90	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 10
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368104		09-JUN-16	FARWEST CORROSION CONTROL COMPANY		9,741.00	13-JUN-16	9,741.00	Reconciled
368105		09-JUN-16	FEDEX		315.29	16-JUN-16	315.29	Reconciled
368106		09-JUN-16	FERGUSON ENTERPRISES, INC.		1,206.32	13-JUN-16	1,206.32	Reconciled
368107		09-JUN-16	FIDELITY SECURITY LIFE INSURANCE COMPANY		6,480.01	17-JUN-16	6,480.01	Reconciled
368108		09-JUN-16	FIRST CHOICE SERVICES		357.29	14-JUN-16	357.29	Reconciled
368109		09-JUN-16	FISHER SCIENTIFIC COMPANY LLC		8,138.67	13-JUN-16	8,138.67	Reconciled
368110		09-JUN-16	FLW, INC.		449.87	10-JUN-16	449.87	Reconciled
368111		09-JUN-16	FRONTLINE SENSORS AND SYSTEMS, INC.		5,912.36	14-JUN-16	5,912.36	Reconciled
368112		09-JUN-16	GANAHL LUMBER CO.		1,357.54	15-JUN-16	1,357.54	Reconciled
368113		09-JUN-16	GAO, WEN		11.82	15-JUN-16	11.82	Reconciled
368114		09-JUN-16	GRAYBAR ELECTRIC COMPANY		26,561.64	15-JUN-16	26,561.64	Reconciled
368115		09-JUN-16	GUTKE, STEVE		26.17	06-JUL-16	26.17	Reconciled
368116		09-JUN-16	HACH COMPANY		11,550.53	17-JUN-16	11,550.53	Reconciled
368117		09-JUN-16	HARDY & HARPER INC		26,365.35	15-JUN-16	26,365.35	Reconciled
368118		09-JUN-16	HARRINGTON INDUSTRIAL PLASTICS LLC		1,593.16	13-JUN-16	1,593.16	Reconciled
368119		09-JUN-16	HARRIS, DEAN		649.00	13-JUN-16	649.00	Reconciled
368120		09-JUN-16	HAZEN AND SAWYER		74,451.63	22-JUN-16	74,451.63	Reconciled
368121		09-JUN-16	HEGEL, IDORA		420.83	10-JUN-16	420.83	Reconciled
368122		09-JUN-16	HELMATES STAFFING SERVICES		6,404.41	10-JUN-16	6,404.41	Reconciled
368123		09-JUN-16	HILL BROTHERS CHEMICAL COMPANY		10,145.70	15-JUN-16	10,145.70	Reconciled
368124		09-JUN-16	HILLEBRECHT, WARREN K		271.68	24-JUN-16	271.68	Reconciled
368125		09-JUN-16	HOME DEPOT USA INC		263.84	16-JUN-16	263.84	Reconciled
368126		09-JUN-16	IBM CORPORATION		1,179.00	15-JUN-16	1,179.00	Reconciled
368127		09-JUN-16	IDENTICARD SYSTEMS WORLDWIDE		1,478.12	15-JUN-16	1,478.12	Reconciled
368128		09-JUN-16	INDUSTRIAL METAL SUPPLY CO		206.11	13-JUN-16	206.11	Reconciled
368129		09-JUN-16	IRVINE COMMUNITY DEVELOPMENT COMPANY LLC		361,623.86	20-JUN-16	361,623.86	Reconciled
368130		09-JUN-16	IRVINE PIPE & SUPPLY INC		353.01	10-JUN-16	353.01	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 11
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368131		09-JUN-16	IRWD-PETTY CASH CUSTODIAN		1,234.92	10-JUN-16	1,234.92	Reconciled
368132		09-JUN-16	JAMBOREE PARTNERS		65.64	24-JUN-16	65.64	Reconciled
368133		09-JUN-16	JOHN SZOT		2,223.35	14-JUN-16	2,223.35	Reconciled
368134		09-JUN-16	JOONG HO, JANG		98.33	22-JUN-16	98.33	Reconciled
368135		09-JUN-16	KARANDISH, ALI		35.82			Negotiable
368136		09-JUN-16	KATHRYN HUGHES KELSON		120.00			Negotiable
368137		09-JUN-16	KAYUGA SOLUTION INC		26,400.00	17-JUN-16	26,400.00	Reconciled
368138		09-JUN-16	KHOSRAVI, FARHAD		88.73	16-JUN-16	88.73	Reconciled
368139		09-JUN-16	KONECRANES INC		1,874.85	13-JUN-16	1,874.85	Reconciled
368140		09-JUN-16	L. G. SUPPLY COMPANY		5,783.89	16-JUN-16	5,783.89	Reconciled
368141		09-JUN-16	LANDCARE HOLDINGS, INC.		55,664.00	15-JUN-16	55,664.00	Reconciled
368142		09-JUN-16	LIN, MINGXIN		749.82			Negotiable
368143		09-JUN-16	MAILFINANCE INC		9,931.08	15-JUN-16	9,931.08	Reconciled
368144		09-JUN-16	MARIA, TERESA		573.83	13-JUN-16	573.83	Reconciled
368145		09-JUN-16	MARRIOTT INTL DBA SAN DIEGO MARRIOTT HOTEL & MARINA		1,545.10	20-JUN-16	1,545.10	Reconciled
368146		09-JUN-16	MBF CONSULTING, INC.		3,875.00	15-JUN-16	3,875.00	Reconciled
368147		09-JUN-16	MC FADDEN-DALE INDUSTRIAL		55.08	14-JUN-16	55.08	Reconciled
368148		09-JUN-16	MC MASTER CARR SUPPLY CO		1,208.41	13-JUN-16	1,208.41	Reconciled
368149		09-JUN-16	MICHAEL BAKER INTERNATIONAL, INC.		13,049.03	16-JUN-16	13,049.03	Reconciled
368150		09-JUN-16	MOORE, KIM		21.81	05-JUL-16	21.81	Reconciled
368151		09-JUN-16	MR CRANE INC		853.30	13-JUN-16	853.30	Reconciled
368152		09-JUN-16	MUNICIPAL UNDERGROUND SERVICES INC		34,012.00	15-JUN-16	34,012.00	Reconciled
368153		09-JUN-16	MUTUAL PROPANE		27.00	13-JUN-16	27.00	Reconciled
368154		09-JUN-16	MYLA, SUBBARAO		1,648.51	13-JUN-16	1,648.51	Reconciled
368155		09-JUN-16	NATIONAL WATER RESEARCH INSTITUTE		50,000.00	15-JUN-16	50,000.00	Reconciled
368156		09-JUN-16	NATURALWELL, LLC		1,237.50	10-JUN-16	1,237.50	Reconciled
368157		09-JUN-16	NUR, FADUMO		12.70			Negotiable
368158		09-JUN-16	O'HAREN GOVERNMENT RELATIONS		13,000.00	17-JUN-16	13,000.00	Reconciled
IRWD Ledger								
BANK: Bank of America N.A.			Branch : Los Angeles			Payment Register For 01-JUN-16 To 30-JUN-16		Report Date: 19-JUL-2016 07:14
Bank Account Currency: USD (US Dollar)			Payment Type: All			Account: Checking AP and PR		Page: 12
						Payment Currency: USD (US Dollar)		
						Display Supplier Address: No		

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368159		09-JUN-16	OCEAN BLUE ENVIRONMENTAL SERVICES INC		755.80	13-JUN-16	755.80	Reconciled
368160		09-JUN-16	OLIN CORPORATION		8,590.43	13-JUN-16	8,590.43	Reconciled
368161		09-JUN-16	ONESOURCE DISTRIBUTORS LLC		9,194.27	13-JUN-16	9,194.27	Reconciled
368162		09-JUN-16	ORANGE COUNTY AUTO PARTS CO		51.31	10-JUN-16	51.31	Reconciled
368163		09-JUN-16	ORANGE COUNTY MOSQUITO AND VECTOR CONTROL DISTRICT		2,501.37	20-JUN-16	2,501.37	Reconciled
368164		09-JUN-16	ORCHARD HILLS APARTMENTS		348.94	20-JUN-16	348.94	Reconciled
368165		09-JUN-16	OUTSOURCE TECHNICAL LLC		25,472.00	15-JUN-16	25,472.00	Reconciled
368166		09-JUN-16	PACIFIC COAST BOLT CORP		870.22	14-JUN-16	870.22	Reconciled
368167		09-JUN-16	PACIFIC GAS AND ELECTRIC COMPANY		22.89	13-JUN-16	22.89	Reconciled
368168		09-JUN-16	PACIFIC TECHNICAL EQUIPMENT AND ENGINEERING, INC.		828.75	13-JUN-16	828.75	Reconciled
368169		09-JUN-16	PAPER DEPOT DOCUMENT DESTRUCTION LLC		360.00	20-JUN-16	360.00	Reconciled
368170		09-JUN-16	PARKHOUSE TIRE INC		3,425.82	20-JUN-16	3,425.82	Reconciled
368171		09-JUN-16	PARKWAY LAWNMOWER SHOP		551.66	13-JUN-16	551.66	Reconciled
368172		09-JUN-16	PAULUS ENGINEERING INC		40,617.49	15-JUN-16	40,617.49	Reconciled
368173		09-JUN-16	PAYNE & FEARS LLP		9,828.00	13-JUN-16	9,828.00	Reconciled
368174		09-JUN-16	PIVOT INTERIORS		1,118.32	13-JUN-16	1,118.32	Reconciled

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
368175		09-JUN-16	INC		19.70	20-JUN-16	19.70	Reconciled
368176		09-JUN-16	PORTOLA PLACE APTS		1,621.03	13-JUN-16	1,621.03	Reconciled
368177		09-JUN-16	PRAXAIR		1,770.31	14-JUN-16	1,770.31	Reconciled
368178		09-JUN-16	DISTRIBUTION INC		6,245.00	10-JUN-16	6,245.00	Reconciled
368179		09-JUN-16	QUICKEL PAVING INC		1,248.12	13-JUN-16	1,248.12	Reconciled
368180		09-JUN-16	QUINN COMPANY		800.00	13-JUN-16	800.00	Reconciled
368181		09-JUN-16	RED HAWK FIRE & SECURITY (CA) LLC		475.00	13-JUN-16	475.00	Reconciled
368182		09-JUN-16	RED HAWK FIRE & SECURITY (CA) LLC		1,900.00	24-JUN-16	1,900.00	Reconciled
368182		09-JUN-16	REED, JAMES D		1,900.00	24-JUN-16	1,900.00	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 13
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368183		09-JUN-16	RESPONSE ENVELOPE, INC		1,223.42	14-JUN-16	1,223.42	Reconciled
368184		09-JUN-16	RICHARD C. SLADE & ASSOCIATES LLC		5,691.00	21-JUN-16	5,691.00	Reconciled
368185		09-JUN-16	RINCON TRUCK CENTER INC.		828.07	10-JUN-16	828.07	Reconciled
368186		09-JUN-16	RINGCLEAR LLC		62.16	14-JUN-16	62.16	Reconciled
368187		09-JUN-16	ROSEDALE - RIO BRAVO WATER STORAGE DISTRICT		83,765.09	20-JUN-16	83,765.09	Reconciled
368188		09-JUN-16	SANTA ANA BLUE PRINT		771.26	15-JUN-16	771.26	Reconciled
368189		09-JUN-16	SANTA CIARA APTS		986.13	20-JUN-16	986.13	Reconciled
368190		09-JUN-16	SHAMROCK SUPPLY CO INC		1,962.94	13-JUN-16	1,962.94	Reconciled
368191		09-JUN-16	SHARIF, NIMA		34.27	10-JUN-16	34.27	Reconciled
368192		09-JUN-16	SHEA/BAKER RANCH ASSOCIATES, LLC		494.25			Negotiable
368193		09-JUN-16	SHEA/BAKER RANCH ASSOCIATES, LLC		970.87	29-JUN-16	970.87	Reconciled
368194		09-JUN-16	SIEMENS DEMAG DELAVAL TURBOMACHINERY, INC.		1,179.36	20-JUN-16	1,179.36	Reconciled
368195		09-JUN-16	SIMI VALLEY LANDFILL AND RECYCLING CENTER		825.48	13-JUN-16	825.48	Reconciled
368196		09-JUN-16	SIMMON, VINCENT		47.55	14-JUN-16	47.55	Reconciled
368197		09-JUN-16	SOL CONSTRUCTION, INC		657.45	23-JUN-16	657.45	Reconciled
368198		09-JUN-16	SOL CONSTRUCTION, INC.		540.20			Voided
368199		09-JUN-16	SOLANA APTS		832.08	20-JUN-16	832.08	Reconciled
368200		09-JUN-16	SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT		1,270.97	17-JUN-16	1,270.97	Reconciled
368201		09-JUN-16	SOUTHERN CALIFORNIA EDISON COMPANY		194,595.21	10-JUN-16	194,595.21	Reconciled
368202		09-JUN-16	SPARKLETTTS		365.80	16-JUN-16	365.80	Reconciled
368203		09-JUN-16	STANDARD REGISTER, INC.		3,124.51	13-JUN-16	3,124.51	Reconciled
368204		09-JUN-16	STICE COMPANY INC		2,525.00	15-JUN-16	2,525.00	Reconciled
368205		09-JUN-16	SUNSHINE SUPPLY COMPANY, INC.		2,741.04	13-JUN-16	2,741.04	Reconciled
368206		09-JUN-16	TAKAHASHI, SHIN		19.19			Negotiable

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 14
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368207		09-JUN-16	TEE FURY, LLC.		40.80			Negotiable
368208		09-JUN-16	TEE FURY, LLC.		173.03			Negotiable
368209		09-JUN-16	TESTAMERICA LABORATORIES, INC		192.15	14-JUN-16	192.15	Reconciled
368210		09-JUN-16	THE FURMAN GROUP, INC.		12,590.00	16-JUN-16	12,590.00	Reconciled
368211		09-JUN-16	THE ORANGE COUNTY REGISTER		870.08	15-JUN-16	870.08	Reconciled
368212		09-JUN-16	THOMAS HARDER & CO		30,497.83	20-JUN-16	30,497.83	Reconciled
368213		09-JUN-16	THOMPSON INDUSTRIAL SUPPLY		966.34	13-JUN-16	966.34	Reconciled
368214		09-JUN-16	TIMOTHY W. HOGAN		1,175.00	14-JUN-16	1,175.00	Reconciled
368215		09-JUN-16	TOLL BROS., INC		11.62	23-JUN-16	11.62	Reconciled
368216		09-JUN-16	TRANSCAT, INC		1,705.63	13-JUN-16	1,705.63	Reconciled

368217	09-JUN-16	TRI COUNTY PUMP COMPANY	3,169.40	13-JUN-16	3,169.40	Reconciled
368218	09-JUN-16	TRI POINTE HOMES, INC.	91.14	10-JUN-16	91.14	Reconciled
368219	09-JUN-16	TRICOR DIRECT INC	114.03	16-JUN-16	114.03	Reconciled
368220	09-JUN-16	TROPICAL PLAZA NURSERY INC	1,727.13	14-JUN-16	1,727.13	Reconciled
368221	09-JUN-16	TRUCPARCO	1,103.04	20-JUN-16	1,103.04	Reconciled
368222	09-JUN-16	ULTRA SCIENTIFIC	439.60	14-JUN-16	439.60	Reconciled
368223	09-JUN-16	UNDERGROUND SERVICE ALERT OF SOUTHERN CALIFORNIA	1,032.00	17-JUN-16	1,032.00	Reconciled
368224	09-JUN-16	UNITED PARCEL SERVICE INC	124.00	14-JUN-16	124.00	Reconciled
368225	09-JUN-16	USA BLUEBOOK	660.93	14-JUN-16	660.93	Reconciled
368226	09-JUN-16	VWR INTERNATIONAL, LLC	710.29	13-JUN-16	710.29	Reconciled
368227	09-JUN-16	WALTERS WHOLESALE ELECTRIC	166.50	14-JUN-16	166.50	Reconciled
368228	09-JUN-16	WALTON MOTORS & CONTROLS INC	10,639.15	15-JUN-16	10,639.15	Reconciled
368229	09-JUN-16	WASTE MANAGEMENT OF ORANGE COUNTY	455.37	13-JUN-16	455.37	Reconciled
368230	09-JUN-16	WATERLINE TECHNOLOGIES INC	1,420.00	10-JUN-16	1,420.00	Reconciled
368231	09-JUN-16	WATSON, JOELE	124.48			Negotiable
368232	09-JUN-16	WAXIE'S ENTERPRISES, INC	1,084.89	20-JUN-16	1,084.89	Reconciled
368233	09-JUN-16	WEATHER GAGE MANAGEMENT	64.31			Negotiable

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 15
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368234		09-JUN-16	WECK LABORATORIES INC		3,075.00	14-JUN-16	3,075.00	Reconciled
368235		09-JUN-16	WESTERN EXTERMINATOR COMPANY		42.00	22-JUN-16	42.00	Reconciled
368236		09-JUN-16	WESTERN WEATHER GROUP INC		2,161.96	14-JUN-16	2,161.96	Reconciled
368237		09-JUN-16	WIRELESS WATCHDOGS, LLC		492.00	16-JUN-16	492.00	Reconciled
368238		09-JUN-16	WOOD, GARETT		3,470.94	16-JUN-16	3,470.94	Reconciled
368239		09-JUN-16	WOROBAY, RON		293.59	15-JUN-16	293.59	Reconciled
368240		09-JUN-16	XIAO, XIAO PING		17.75	13-JUN-16	17.75	Reconciled
368241		09-JUN-16	YI, ANNIE		170.03	14-JUN-16	170.03	Reconciled
368242		09-JUN-16	ZHANG, KEWEN		16.78	05-JUL-16	16.78	Reconciled
368243		09-JUN-16	ZHOWANDAI, WAHID		168.60	13-JUN-16	168.60	Reconciled
368244		10-JUN-16	CLEARINGHOUSE	PHOENIX	477.67	13-JUN-16	477.67	Reconciled
368245		10-JUN-16	ORANGE COUNTY SHERIFF'S OFFICE	4601	62.50	15-JUN-16	62.50	Reconciled
368246		10-JUN-16	PERS LONG TERM CARE	PASADENA	771.11	16-JUN-16	771.11	Reconciled
368247		10-JUN-16	IRWD EMPLOYEE ASSOCIATION	15600 SC	840.00	21-JUN-16	840.00	Reconciled
368248		10-JUN-16	JCI JONES CHEMICALS INC	CINCINNATI	5,505.50	15-JUN-16	5,505.50	Reconciled
368249		10-JUN-16	E.J. MEYER COMPANY, INC.	ESR 146804018	27,902.97	16-JUN-16	27,902.97	Reconciled
368250		16-JUN-16	Murphy, Alexander J (Alexander)		50.00	27-JUN-16	50.00	Reconciled
368251		16-JUN-16	Gomez, Braulio		160.00	27-JUN-16	160.00	Reconciled
368252		16-JUN-16	McElroy, Dorien		177.00	17-JUN-16	177.00	Reconciled
368253		16-JUN-16	Bertsch, Frederick J (Jeff)		100.18	22-JUN-16	100.18	Reconciled
368254		16-JUN-16	Irey, Janet K (Janet)		2,238.22	16-JUN-16	2,238.22	Reconciled
368255		16-JUN-16	Ludwig, Jason		100.00			Negotiable
368256		16-JUN-16	Perez, Jesus J (Jesus)		300.00			Negotiable
368257		16-JUN-16	Hoffman, Michael S (Mike)		120.00	22-JUN-16	120.00	Reconciled
368258		16-JUN-16	Vazquez, Rafael		263.16	16-JUN-16	263.16	Reconciled
368259		16-JUN-16	Ruiz, Ricky (Ricky)		230.00	20-JUN-16	230.00	Reconciled
368260		16-JUN-16	Pisal, Sudhir		43.20	05-JUL-16	43.20	Reconciled
368261		16-JUN-16	Norman, Tammy		164.78	20-JUN-16	164.78	Reconciled
368262		16-JUN-16	ACCESS TECHNOLOGIES, INC.		9,353.58	23-JUN-16	9,353.58	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 16
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Cleared

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368263		16-JUN-16	AKM CONSULTING ENGINEERS, INC.		24,145.00	24-JUN-16	24,145.00	Reconciled
368264		16-JUN-16	ALLIANT INSURANCE SERVICES, INC		8,800.00	21-JUN-16	8,800.00	Reconciled
368265		16-JUN-16	ALPHA TRAFFIC SERVICES, INC.		570.00	23-JUN-16	570.00	Reconciled
368266		16-JUN-16	APPLIED TECHNOLOGY GROUP INC		2,066.80	23-JUN-16	2,066.80	Reconciled
368267		16-JUN-16	AQUA BEN CORPORATION		33,642.00	22-JUN-16	33,642.00	Reconciled
368268		16-JUN-16	ARB, INC.		1,025.00	22-JUN-16	1,025.00	Reconciled
368269		16-JUN-16	ARCADIS U.S., INC.		2,925.00	23-JUN-16	2,925.00	Reconciled
368270		16-JUN-16	ARIZONA INSTRUMENT LLC		1,342.00	23-JUN-16	1,342.00	Reconciled
368271		16-JUN-16	AT&T		48.51	24-JUN-16	48.51	Reconciled
368272		16-JUN-16	AT&T		1,856.14	24-JUN-16	1,856.14	Reconciled
368273		16-JUN-16	ATHENS SERVICES		6,779.82	23-JUN-16	6,779.82	Reconciled
368274		16-JUN-16	AUTOZONE PARTS, INC.		775.08	24-JUN-16	775.08	Reconciled
368275		16-JUN-16	B & B METALS, INC.		211.68	22-JUN-16	211.68	Reconciled
368276		16-JUN-16	BATTERY SPECIALTIES		4,182.40	27-JUN-16	4,182.40	Reconciled
368277		16-JUN-16	BDC SPECIAL WASTE		207.20	22-JUN-16	207.20	Reconciled
368278		16-JUN-16	BELL TOWER FLORIST & GIFTS		99.35	01-JUL-16	99.35	Reconciled
368279		16-JUN-16	BERESFORD, LINDA		77.83	22-JUN-16	77.83	Reconciled
368280		16-JUN-16	BEST DRILLING AND PUMP, INC.		102,425.00	22-JUN-16	102,425.00	Reconciled
368281		16-JUN-16	BIGWIG MONSTER, LLC		11,700.00	22-JUN-16	11,700.00	Reconciled
368282		16-JUN-16	BIOMAGIC INC		4,762.36	22-JUN-16	4,762.36	Reconciled
368283		16-JUN-16	BOWIE, ARNESON, WILES & GIANNONE		28,284.33	06-JUL-16	28,284.33	Reconciled
368284		16-JUN-16	BP RESORT, LLC		243,596.78	29-JUN-16	243,596.78	Reconciled
368285		16-JUN-16	BROWN, JULIA		9.02	22-JUN-16	9.02	Reconciled
368286		16-JUN-16	BURKE, WILLIAMS & SORENSEN, LLP		3,185.00	23-JUN-16	3,185.00	Reconciled
368287		16-JUN-16	C WELLS PIPELINE MATERIALS INC		4,637.52	23-JUN-16	4,637.52	Reconciled
368288		16-JUN-16	CALIFORNIA BARRICADE RENTAL, INC.		7,897.50	21-JUN-16	7,897.50	Reconciled
368289		16-JUN-16	CANON FINANCIAL SERVICES, INC		8,109.92	22-JUN-16	8,109.92	Reconciled
368290		16-JUN-16	CARL WARREN & CO		272.00	22-JUN-16	272.00	Reconciled
IRWD Ledger								
BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14								
Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 17								
Payment Type: All Display Supplier Address: No								

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368291		16-JUN-16	CAROLLO ENGINEERS, INC		25,172.50	23-JUN-16	25,172.50	Reconciled
368292		16-JUN-16	CARPENTER, COURTNEY		12.79	28-JUN-16	12.79	Reconciled
368293		16-JUN-16	CDB INVESTMENTS, L.P.		250.00	29-JUN-16	250.00	Reconciled
368294		16-JUN-16	CDW GOVERNMENT LLC		2,730.79	23-JUN-16	2,730.79	Reconciled
368295		16-JUN-16	CHO DESIGN ASSOCIATES, INC		20,525.00	23-JUN-16	20,525.00	Reconciled
368296		16-JUN-16	CITY OF IRVINE		333.09	21-JUN-16	333.09	Reconciled
368297		16-JUN-16	CITY OF TUSTIN		596.69	22-JUN-16	596.69	Reconciled
368298		16-JUN-16	CORELOGIC INC		60.00	23-JUN-16	60.00	Reconciled
368299		16-JUN-16	COTTONS POINT DESIGN, INC		7,626.29	23-JUN-16	7,626.29	Reconciled
368300		16-JUN-16	COX COMMUNICATIONS, INC.		109.00	23-JUN-16	109.00	Reconciled
368301		16-JUN-16	CR & R INCORPORATED		135.65	24-JUN-16	135.65	Reconciled
368302		16-JUN-16	CURT PRINGLE AND ASSOCIATES		4,000.00	06-JUL-16	4,000.00	Reconciled
368303		16-JUN-16	CYBERNETICS		14,534.00	23-JUN-16	14,534.00	Reconciled
368304		16-JUN-16	D & G SIGNS		9,487.80			Voided
368305		16-JUN-16	DATAZEO, INC.		1,795.00	24-JUN-16	1,795.00	Reconciled
368306		16-JUN-16	DEACON, JANET		1,303.04	30-JUN-16	1,303.04	Reconciled
368307		16-JUN-16	DEE JASPAR & ASSOCIATES, INC.		2,122.05	24-JUN-16	2,122.05	Reconciled
368308		16-JUN-16	DELL MARKETING LP		2,248.26	23-JUN-16	2,248.26	Reconciled
368309		16-JUN-16	DMS FACILITY SERVICES, INC.		16,516.93	23-JUN-16	16,516.93	Reconciled
368310		16-JUN-16	DUDLEY RIDGE WATER DISTRICT		8,181.44	27-JUN-16	8,181.44	Reconciled
368311		16-JUN-16	EDGEWAVE, INC.		6,960.00	27-JUN-16	6,960.00	Reconciled
368312		16-JUN-16	EISEL ENTERPRISES INC		4,611.00	24-JUN-16	4,611.00	Reconciled

368313	16-JUN-16	ENDRESS AND HAUSER INC	4,570.38	24-JUN-16	4,570.38	Reconciled
368314	16-JUN-16	ENVIRONMENTAL RESOURCE ASSOCIATES	3,040.10	27-JUN-16	3,040.10	Reconciled
368315	16-JUN-16	EXECUTIVE LIGHTING & ELECTRIC	4,534.21	22-JUN-16	4,534.21	Reconciled
368316	16-JUN-16	FARD, BEHRAD	19.82	27-JUN-16	19.82	Reconciled
368317	16-JUN-16	FEDEX	235.90	24-JUN-16	235.90	Reconciled
368318	16-JUN-16	FEDEX NATIONAL LTL, INC	1,371.32	23-JUN-16	1,371.32	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 18
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368319	16-JUN-16	16-JUN-16	FIERRO, SERGIO D		3,324.99	27-JUN-16	3,324.99	Reconciled
368320	16-JUN-16	16-JUN-16	FISHER SCIENTIFIC COMPANY LLC		504.73	22-JUN-16	504.73	Reconciled
368321	16-JUN-16	16-JUN-16	FREEWAY MACHINE & WELDING SHOP		1,930.50	22-JUN-16	1,930.50	Reconciled
368322	16-JUN-16	16-JUN-16	FRONTIER CALIFORNIA INC.		167.89	24-JUN-16	167.89	Reconciled
368323	16-JUN-16	16-JUN-16	GARZA INDUSTRIES, INC		1,295.58	22-JUN-16	1,295.58	Reconciled
368324	16-JUN-16	16-JUN-16	GRAINGER		161.08	24-JUN-16	161.08	Reconciled
368325	16-JUN-16	16-JUN-16	GRAINGER		2,046.04	23-JUN-16	2,046.04	Reconciled
368326	16-JUN-16	16-JUN-16	GREGG OHLHAVER		851.04	21-JUN-16	851.04	Reconciled
368327	16-JUN-16	16-JUN-16	HACH COMPANY		5,113.64	23-JUN-16	5,113.64	Reconciled
368328	16-JUN-16	16-JUN-16	HARMSWORTH ASSOCIATES		4,826.00	24-JUN-16	4,826.00	Reconciled
368329	16-JUN-16	16-JUN-16	HCL LABELS, INC.		116.54	28-JUN-16	116.54	Reconciled
368330	16-JUN-16	16-JUN-16	HDR ENGINEERING INC		84,171.75	23-JUN-16	84,171.75	Reconciled
368331	16-JUN-16	16-JUN-16	HELPMATES STAFFING SERVICES		6,642.50	21-JUN-16	6,642.50	Reconciled
368332	16-JUN-16	16-JUN-16	HILL BROTHERS CHEMICAL COMPANY		848.40	23-JUN-16	848.40	Reconciled
368333	16-JUN-16	16-JUN-16	HOME DEPOT USA INC		388.25	27-JUN-16	388.25	Reconciled
368334	16-JUN-16	16-JUN-16	HUNSAKER & ASSOCIATES IRVINE		224.00	24-JUN-16	224.00	Reconciled
368335	16-JUN-16	16-JUN-16	IDEXX DISTRIBUTION, INC		922.32	23-JUN-16	922.32	Reconciled
368336	16-JUN-16	16-JUN-16	INDUSTRIAL METAL SUPPLY CO		203.40	22-JUN-16	203.40	Reconciled
368337	16-JUN-16	16-JUN-16	INFOSYS LIMITED		25,000.00	23-JUN-16	25,000.00	Reconciled
368338	16-JUN-16	16-JUN-16	IRELAND, INC.		3,942.00	29-JUN-16	3,942.00	Reconciled
368339	16-JUN-16	16-JUN-16	IRVINE PIPE & SUPPLY INC		26,765.20	21-JUN-16	26,765.20	Reconciled
368340	16-JUN-16	16-JUN-16	IRWD-PETTY CASH CUSTODIAN		540.67	21-JUN-16	540.67	Reconciled
368341	16-JUN-16	16-JUN-16	JOHN ROBINSON CONSULTING, INC.		20,382.00	30-JUN-16	20,382.00	Reconciled
368342	16-JUN-16	16-JUN-16	KAYUGA SOLUTION INC		19,030.00	29-JUN-16	19,030.00	Reconciled
368343	16-JUN-16	16-JUN-16	KENT & AMY DAHLBERG		30,907.30	23-JUN-16	30,907.30	Reconciled
368344	16-JUN-16	16-JUN-16	KLEINFELDER, INC.		33,575.98	22-JUN-16	33,575.98	Reconciled
368345	16-JUN-16	16-JUN-16	KONECRANES INC		5,490.00	23-JUN-16	5,490.00	Reconciled
368346	16-JUN-16	16-JUN-16	KUCAIRA, MACIEJ		38.62	27-JUN-16	38.62	Reconciled
368347	16-JUN-16	16-JUN-16	LA HABRA FENCE COMPANY INC		11,174.00	22-JUN-16	11,174.00	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 19
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368348	16-JUN-16	16-JUN-16	LGC GEOTECHNICAL, INC.		4,294.50	21-JUN-16	4,294.50	Reconciled
368349	16-JUN-16	16-JUN-16	LOUI, MICHAEL		66.81	28-JUN-16	66.81	Reconciled
368350	16-JUN-16	16-JUN-16	MADSEN, KNEPPERS & ASSOCIATES, INC.		5,929.00	22-JUN-16	5,929.00	Reconciled
368351	16-JUN-16	16-JUN-16	MAIN & REDHILL BUS CTR PHASE 1		460.96			Negotiable
368352	16-JUN-16	16-JUN-16	MARINA LANDSCAPE MAINTENANCE, INC.		6,152.82	27-JUN-16	6,152.82	Reconciled
368353	16-JUN-16	16-JUN-16	MARVIN GARDENS LLC		127.76	23-JUN-16	127.76	Reconciled
368354	16-JUN-16	16-JUN-16	MBC APPLIED ENVIRONMENTAL SCIENCES		1,300.00	24-JUN-16	1,300.00	Reconciled
368355	16-JUN-16	16-JUN-16	MC MASTER CARR SUPPLY CO		1,155.52	22-JUN-16	1,155.52	Reconciled
368356	16-JUN-16	16-JUN-16	MCCREADY, KELLY		38.30	30-JUN-16	38.30	Reconciled

368357	16-JUN-16	MICHAEL BAKER INTERNATIONAL, INC.	1,787.43	23-JUN-16	1,787.43	Reconciled
368358	16-JUN-16	MR CRANE INC	853.30	22-JUN-16	853.30	Reconciled
368359	16-JUN-16	MUNICIPAL WATER DISTRICT OF ORANGE COUNTY	160,008.70	21-JUN-16	160,008.70	Reconciled
368360	16-JUN-16	MUTUAL PROPANE	68.30	22-JUN-16	68.30	Reconciled
368361	16-JUN-16	NATIONAL READY MIXED CONCRETE CO.	3,822.00	22-JUN-16	3,822.00	Reconciled
368362	16-JUN-16	NATURALWELL, LLC	357.50	21-JUN-16	357.50	Reconciled
368363	16-JUN-16	NEWARK ELEMENT14	316.96	23-JUN-16	316.96	Reconciled
368364	16-JUN-16	NEXLEVEL INFORMATION TECHNOLOGY, INC.	27,822.00	27-JUN-16	27,822.00	Reconciled
368365	16-JUN-16	NORMAN A. OLSSON CONSTRUCTION, INC.	195,818.75	23-JUN-16	195,818.75	Reconciled
368366	16-JUN-16	OCTA	973.00	23-JUN-16	973.00	Reconciled
368367	16-JUN-16	OLIN CORPORATION	8,544.29	23-JUN-16	8,544.29	Reconciled
368368	16-JUN-16	ONESOURCE DISTRIBUTORS LLC	565.42	22-JUN-16	565.42	Reconciled
368369	16-JUN-16	ORACLE AMERICA, INC.	217,807.68	22-JUN-16	217,807.68	Reconciled
368370	16-JUN-16	ORANGE COUNTY AUTO PARTS CO	1,169.08	21-JUN-16	1,169.08	Reconciled
368371	16-JUN-16	OUTSOURCE TECHNICAL LLC	39,328.00	21-JUN-16	39,328.00	Reconciled
368372	16-JUN-16	PARKS, SHERI&JOHN	2,328.16	23-JUN-16	2,328.16	Reconciled
368373	16-JUN-16	PARMA	150.00			Negotiable

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 20
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368374		16-JUN-16	PRAXAIR DISTRIBUTION INC		2,329.54	27-JUN-16	2,329.54	Reconciled
368375		16-JUN-16	PRO MOBILE AUTO DETAILING		750.00	22-JUN-16	750.00	Reconciled
368376		16-JUN-16	R&B AUTOMATION, INC.		2,766.96	23-JUN-16	2,766.96	Reconciled
368377		16-JUN-16	RAINBOW DISPOSAL CO INC		325.21	24-JUN-16	325.21	Reconciled
368378		16-JUN-16	RAM AIR ENGINEERING INC		19,647.98	21-JUN-16	19,647.98	Reconciled
368379		16-JUN-16	RELIANCE SAFETY CONSULTANTS, INC.		5,600.00	01-JUL-16	5,600.00	Reconciled
368380		16-JUN-16	RINCON TRUCK CENTER INC.		185.37	21-JUN-16	185.37	Reconciled
368381		16-JUN-16	RITEWAY AUTO PAINT & BODYWORKS		1,400.00	21-JUN-16	1,400.00	Reconciled
368382		16-JUN-16	ROSA, CORAL		11.07			Negotiable
368383		16-JUN-16	RS HUGHES COMPANY, INC.		347.76	22-JUN-16	347.76	Reconciled
368384		16-JUN-16	SANTIAGO AQUEDUCT COMMISSION		80,535.24	20-JUN-16	80,535.24	Reconciled
368385		16-JUN-16	SHAMROCK SUPPLY CO INC		324.43	22-JUN-16	324.43	Reconciled
368386		16-JUN-16	SIEMENS DEMAG DELAVAL TURBOMACHINERY, INC.		12,543.12	01-JUL-16	12,543.12	Reconciled
368387		16-JUN-16	SIRIUS COMPUTER SOLUTIONS INC		15,829.08	24-JUN-16	15,829.08	Reconciled
368388		16-JUN-16	SOUTH COAST WATER CO.		40.00	23-JUN-16	40.00	Reconciled
368389		16-JUN-16	SOUTHERN CALIFORNIA EDISON COMPANY		49,219.48	21-JUN-16	49,219.48	Reconciled
368390		16-JUN-16	SOUTHERN CALIFORNIA SECURITY CENTERS, INC.		184.65	29-JUN-16	184.65	Reconciled
368391		16-JUN-16	SOUTHERN CALIFORNIA WATER COMMITTEE INC		5,000.00	28-JUN-16	5,000.00	Reconciled
368392		16-JUN-16	SOUTHERN COUNTIES LUBRICANTS LLC		2,123.13	23-JUN-16	2,123.13	Reconciled
368393		16-JUN-16	STANTEC CONSULTING SERVICES INC.		765.50	23-JUN-16	765.50	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 21
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								

368394	16-JUN-16	STATE BOARD OF EQUALIZATION	2,069.00	29-JUN-16	2,069.00	Reconciled
368395	16-JUN-16	STEVEN ENTERPRISES INC	1,110.24	23-JUN-16	1,110.24	Reconciled
368396	16-JUN-16	TESTAMERICA LABORATORIES, INC	192.15	24-JUN-16	192.15	Reconciled
368397	16-JUN-16	THE GAS COMPANY	3,228.45	23-JUN-16	3,228.45	Reconciled
368398	16-JUN-16	THE NEW HOME COMPANY	41.65			Negotiable
368399	16-JUN-16	THOMPSON INDUSTRIAL SUPPLY	149.49	22-JUN-16	149.49	Reconciled
368400	16-JUN-16	TOM BISTLINE & COMPANY	1,716.81	22-JUN-16	1,716.81	Reconciled
368401	16-JUN-16	TOM BISTLINE CONSTRUCTION	1,753.63	27-JUN-16	1,753.63	Reconciled
368402	16-JUN-16	TRIPAC MARKETING INC	83.60	22-JUN-16	83.60	Reconciled
368403	16-JUN-16	TROPICAL PLAZA NURSERY INC	3,381.12	22-JUN-16	3,381.12	Reconciled
368404	16-JUN-16	TRUCPARCO	891.86	28-JUN-16	891.86	Reconciled
368405	16-JUN-16	U.S. HEALTHWORKS MEDICAL GROUP, P.C.	350.00	22-JUN-16	350.00	Reconciled
368406	16-JUN-16	ULINE INC	430.79	24-JUN-16	430.79	Reconciled
368407	16-JUN-16	VCS ENVIRONMENTAL	326.25	21-JUN-16	326.25	Reconciled
368408	16-JUN-16	VULCAN MATERIALS COMPANY	1,390.37	22-JUN-16	1,390.37	Reconciled
368409	16-JUN-16	VWR INTERNATIONAL, LLC	897.23	23-JUN-16	897.23	Reconciled
368410	16-JUN-16	WALTERS WHOLESALE ELECTRIC	60.57	23-JUN-16	60.57	Reconciled
368411	16-JUN-16	WATER ENVIRONMENT RESEARCH FOUNDATION (WERF)	8,280.00	23-JUN-16	8,280.00	Reconciled
368412	16-JUN-16	WATER SYSTEMS OPTIMIZATION, INC.	3,067.50	28-JUN-16	3,067.50	Reconciled
368413	16-JUN-16	WATERSMART SOFTWARE, INC	17,974.42	22-JUN-16	17,974.42	Reconciled
368414	16-JUN-16	WATERWISE CONSULTING, INC.	20,650.00	22-JUN-16	20,650.00	Reconciled
368415	16-JUN-16	WAXIE'S ENTERPRISES, INC	415.75	23-JUN-16	415.75	Reconciled
368416	16-JUN-16	WESTAMERICA COMMUNICATIONS, INC.	3,307.00	21-JUN-16	3,307.00	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 22
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368417		16-JUN-16	WESTERN EXTERMINATOR COMPANY		42.00			Voided
368418		16-JUN-16	WET SEAL, LLC		227.97	13-JUL-16	227.97	Reconciled
368419		16-JUN-16	YP LLC		123.50	23-JUN-16	123.50	Reconciled
368420		20-JUN-16	JCI JONES CHEMICALS INC	CINCINNATI	4,404.40	23-JUN-16	4,404.40	Reconciled
368421		20-JUN-16	CITY OF SANTA ANA	SANTA ANA	2,686.87	22-JUN-16	2,686.87	Reconciled
368422		22-JUN-16	JOHN MICHAEL COVASPO	BOX 421	195.80	24-JUN-16	195.80	Reconciled
368423		23-JUN-16	Meserlian, Barkev M		35.19	30-JUN-16	35.19	Reconciled
368424		23-JUN-16	Wilson, Brett		750.00	27-JUN-16	750.00	Reconciled
368425		23-JUN-16	Kanoff, Debbie G (Debbie)		249.81	23-JUN-16	249.81	Reconciled
368426		23-JUN-16	Sanchez, Fiona M (Fiona)		11.95	12-JUL-16	11.95	Reconciled
368427		23-JUN-16	Sanchez, Hector A (Hector)		735.15	29-JUN-16	735.15	Reconciled
368428		23-JUN-16	Pan, Jenny W (Jenny)		292.76	05-JUL-16	292.76	Reconciled
368429		23-JUN-16	Figueroa, Jorge (Jorge)		750.00	28-JUN-16	750.00	Reconciled
368430		23-JUN-16	Matheis, Mary Aileen		1,010.41	24-JUN-16	1,010.41	Reconciled
368431		23-JUN-16	Swan, Peer		265.50	05-JUL-16	265.50	Reconciled
368432		23-JUN-16	Sitzler, Roberta K (Roberta)		30.00	11-JUL-16	30.00	Reconciled
368433		23-JUN-16	Habiger, Steve Jr (Steve)		105.00	11-JUL-16	105.00	Reconciled
368434		23-JUN-16	LaMar, Steven E		2,934.29	27-JUN-16	2,934.29	Reconciled
368435		23-JUN-16	Pisal, Sudhir		43.20	05-JUL-16	43.20	Reconciled
368436		23-JUN-16	Bertsch, Truc Mai (Tina)		5.94	27-JUN-16	5.94	Reconciled
368437		23-JUN-16	ADVANCED STERILIZATION PRODUCT		2,727.33			Negotiable
368438		23-JUN-16	AIR TECHNOLOGY		289.00	30-JUN-16	289.00	Reconciled

368439	23-JUN-16	LABORATORIES ALPHA TRAFFIC SERVICES, INC.	570.00	08-JUL-16	570.00	Reconciled
368440	23-JUN-16	AMERICAN GEOTECHNICAL, INC.	3,022.50	27-JUN-16	3,022.50	Reconciled
368441	23-JUN-16	ANDERSONPENNA PARTNERS, INC.	15,876.50	28-JUN-16	15,876.50	Reconciled
368442	23-JUN-16	ANTHONY N. LARSEN	400.00	01-JUL-16	400.00	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 23
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368443		23-JUN-16	APPLIED INDUSTRIAL TECHNOLOGIES - CA LLC		263.40	27-JUN-16	263.40	Reconciled
368444		23-JUN-16	AQUA-METRIC SALES COMPANY		13,944.55	05-JUL-16	13,944.55	Reconciled
368445		23-JUN-16	AT&T		7,284.35	30-JUN-16	7,284.35	Reconciled
368446		23-JUN-16	AT&T		3,649.06	29-JUN-16	3,649.06	Reconciled
368447		23-JUN-16	AUTOZONE PARTS, INC.		388.87	29-JUN-16	388.87	Reconciled
368448		23-JUN-16	BANK OF NEW YORK MELLON TRUST COMPANY NA		2,542.60	30-JUN-16	2,542.60	Reconciled
368449		23-JUN-16	BARTEL ASSOCIATES, LLC		945.00	27-JUN-16	945.00	Reconciled
368450		23-JUN-16	BASELINE EQUIPMENT COMPANY		155.50	05-JUL-16	155.50	Reconciled
368451		23-JUN-16	BATTERIES PLUS AND BATTERIES PLUS BULBS		600.24	06-JUL-16	600.24	Reconciled
368452		23-JUN-16	BILL'S SWEEPING SERVICE INC		460.00	29-JUN-16	460.00	Reconciled
368453		23-JUN-16	BIOMAGIC INC		5,294.59	27-JUN-16	5,294.59	Reconciled
368454		23-JUN-16	BLOOMBERG FINANCE LP		12,465.00	30-JUN-16	12,465.00	Reconciled
368455		23-JUN-16	BORCHARD SURVEYING & MAPPING, INC.		3,232.50	30-JUN-16	3,232.50	Reconciled
368456		23-JUN-16	BOWIE, ARNESON, WILES & GIANNONE		27,331.33	06-JUL-16	27,331.33	Reconciled
368457		23-JUN-16	BROOKFIELD HOMES		832.73	30-JUN-16	832.73	Reconciled
368458		23-JUN-16	BROOKFIELD ORCHARD HILLS 72 LLC 10036		828.33	30-JUN-16	828.33	Reconciled
368459		23-JUN-16	CALIFORNIA BARRICADE RENTAL, INC.		800.00	27-JUN-16	800.00	Reconciled
368460		23-JUN-16	CAMPBELL DEVELOPMENT		1,009.84	29-JUN-16	1,009.84	Reconciled
368461		23-JUN-16	CANON FINANCIAL SERVICES, INC		9,617.97	29-JUN-16	9,617.97	Reconciled
368462		23-JUN-16	CAROLLO ENGINEERS, INC		10,830.00	30-JUN-16	10,830.00	Reconciled
368463		23-JUN-16	CDW GOVERNMENT LLC		775.08	30-JUN-16	775.08	Reconciled
368464		23-JUN-16	CHAIET, LORIE		27.39	06-JUL-16	27.39	Reconciled
368465		23-JUN-16	CHAN, ALVIN		137.44	28-JUN-16	137.44	Reconciled
368466		23-JUN-16	CHARLES P CROWLEY COMPANY INC		3,853.76	30-JUN-16	3,853.76	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 24
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368467		23-JUN-16	CHEVRON STATIONS INC		12,060.44			Negotiable
368468		23-JUN-16	CITY OF COSTA MESA		18,150.00	01-JUL-16	18,150.00	Reconciled
368469		23-JUN-16	CITY OF IRVINE		630,020.98	28-JUN-16	630,020.98	Reconciled
368470		23-JUN-16	CITY OF NEWPORT BEACH		1,113.76	06-JUL-16	1,113.76	Reconciled
368471		23-JUN-16	CLA-VAL COMPANY		4,833.34	27-JUN-16	4,833.34	Reconciled
368472		23-JUN-16	CORTECH ENGINEERING, A DXP COMPANY		2,930.08	29-JUN-16	2,930.08	Reconciled
368473		23-JUN-16	COUNTY OF RIVERSIDE		50.00			Voided
368474		23-JUN-16	COX COMMUNICATIONS, INC.		3,259.08	28-JUN-16	3,259.08	Reconciled
368475		23-JUN-16	CS-AMSCO		1,817.73	29-JUN-16	1,817.73	Reconciled
368476		23-JUN-16	D & H WATER SYSTEMS INC.		84,392.00	06-JUL-16	84,392.00	Reconciled
368477		23-JUN-16	DATA CLEAN CORPORATION		526.50	29-JUN-16	526.50	Reconciled

368478	23-JUN-16	DAVIS FARR LLP	5,000.00	27-JUN-16	5,000.00	Reconciled
368479	23-JUN-16	DB INDUSTRIAL SUPPLY CO	107.65	27-JUN-16	107.65	Reconciled
368480	23-JUN-16	DEE JASPAR & ASSOCIATES, INC.	14,934.78	30-JUN-16	14,934.78	Reconciled
368481	23-JUN-16	DELL MARKETING LP	55,709.62	29-JUN-16	55,709.62	Reconciled
368482	23-JUN-16	DETECTION INSTRUMENTS CORP	779.49	29-JUN-16	779.49	Reconciled
368483	23-JUN-16	DEX MEDIA INC.	77.25	29-JUN-16	77.25	Reconciled
368484	23-JUN-16	DIRECTV INC	235.98	29-JUN-16	235.98	Reconciled
368485	23-JUN-16	DSD - USA PORTOLA WEST, LLC	1,000.00			Negotiable
368486	23-JUN-16	EHS INTERNATIONAL, INC	3,240.00	27-JUN-16	3,240.00	Reconciled
368487	23-JUN-16	EMERGENCY POWER CONTROLS INC	2,400.00	01-JUL-16	2,400.00	Reconciled
368488	23-JUN-16	ENVIRONMENTAL ENGINEERING AND CONTRACTING, INC.	10,125.00	29-JUN-16	10,125.00	Reconciled
368489	23-JUN-16	ESSEX PORTFOLIO, LP	24.34			Negotiable
368490	23-JUN-16	FARRELL & ASSOCIATES	267.02	28-JUN-16	267.02	Reconciled
368491	23-JUN-16	FISHER SCIENTIFIC COMPANY LLC	2,907.86	27-JUN-16	2,907.86	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 25
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368492		23-JUN-16	FLEET SOLUTIONS LEC		4,495.85	28-JUN-16	4,495.85	Reconciled
368493		23-JUN-16	FOOTHILL/EASTERN TRANSPORTATION		4,650.00	11-JUL-16	4,650.00	Reconciled
368494		23-JUN-16	FRONTIER CALIFORNIA INC.		457.50	28-JUN-16	457.50	Reconciled
368495		23-JUN-16	GANAHL LUMBER CO.		1,471.50	29-JUN-16	1,471.50	Reconciled
368496		23-JUN-16	GARDENSOFT		3,000.00	27-JUN-16	3,000.00	Reconciled
368497		23-JUN-16	GENTERRA CONSULTANTS INC		4,867.50	27-JUN-16	4,867.50	Reconciled
368498		23-JUN-16	GHD INC.		50,246.10	05-JUL-16	50,246.10	Reconciled
368499		23-JUN-16	GOLDEN BELL PRODUCTS		23,185.50	30-JUN-16	23,185.50	Reconciled
368500		23-JUN-16	GRAINGER		5,701.29	27-JUN-16	5,701.29	Reconciled
368501		23-JUN-16	GRAYBAR ELECTRIC COMPANY		7,606.75	27-JUN-16	7,606.75	Reconciled
368502		23-JUN-16	H2O INNOVATION USA INC		3,299.38	28-JUN-16	3,299.38	Reconciled
368503		23-JUN-16	HACH COMPANY		88.29	29-JUN-16	88.29	Reconciled
368504		23-JUN-16	HARMSWORTH ASSOCIATES		1,739.00	05-JUL-16	1,739.00	Reconciled
368505		23-JUN-16	HARPER & ASSOCIATES ENGINEERING INC		5,450.00	29-JUN-16	5,450.00	Reconciled
368506		23-JUN-16	HARRIS & ASSOCIATES, INC.		22,770.00	29-JUN-16	22,770.00	Reconciled
368507		23-JUN-16	HARTFORD LIFE INSURANCE COMPANY		26,297.49	30-JUN-16	26,297.49	Reconciled
368508		23-JUN-16	HARVEY, ELIZABETH		15.36	11-JUL-16	15.36	Reconciled
368509		23-JUN-16	HDR ENGINEERING INC		103,784.99	05-JUL-16	103,784.99	Reconciled
368510		23-JUN-16	HELPMATES STAFFING SERVICES		17,017.62	28-JUN-16	17,017.62	Reconciled
368511		23-JUN-16	HILL BROTHERS CHEMICAL COMPANY		11,982.65	29-JUN-16	11,982.65	Reconciled
368512		23-JUN-16	HILLCREST CONTRACTING, INC.		1,115.06	28-JUN-16	1,115.06	Reconciled
368513		23-JUN-16	HOPKINS TECHNICAL PRODUCTS INC		2,653.43	28-JUN-16	2,653.43	Reconciled
368514		23-JUN-16	HUNG, MIRANDA		178.79			Negotiable
368515		23-JUN-16	IDEA HALL		6,818.00	27-JUN-16	6,818.00	Reconciled
368516		23-JUN-16	INDUSTRIAL NETWORKING SOLUTIONS		1,500.40	27-JUN-16	1,500.40	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 26
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368517		23-JUN-16	IRON MOUNTAIN INFORMATION MANAGEMENT INC		1,960.17	27-JUN-16	1,960.17	Reconciled
368518		23-JUN-16	IRON MOUNTAIN		1,921.80	30-JUN-16	1,921.80	Reconciled

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
368519	23-JUN-16	IRVINE PIPE & SUPPLY INC		763.61	27-JUN-16	763.61	Reconciled	
368520	23-JUN-16	IRVINE UNIFIED SCHOOL DISTRICT		200.00			Negotiable	
368521	23-JUN-16	IRVINE UNIFIED SCHOOL DISTRICT		100.00			Negotiable	
368522	23-JUN-16	IRVINE UNIFIED SCHOOL DISTRICT		100.00			Negotiable	
368523	23-JUN-16	IRVINE UNIFIED SCHOOL DISTRICT		100.00			Negotiable	
368524	23-JUN-16	KAESER COMPRESSORS, INC.		535.93	28-JUN-16	535.93	Reconciled	
368525	23-JUN-16	KEC ENGINEERING		1,942.21	29-JUN-16	1,942.21	Reconciled	
368526	23-JUN-16	KIM, SOON TAE		3,100.00	28-JUN-16	3,100.00	Reconciled	
368527	23-JUN-16	LA HABRA FENCE COMPANY INC		644.00	28-JUN-16	644.00	Reconciled	
368528	23-JUN-16	LANDCARE HOLDINGS, INC.		2,480.50	29-JUN-16	2,480.50	Reconciled	
368529	23-JUN-16	LEE, YUN MEI		10.59	27-JUN-16	10.59	Reconciled	
368530	23-JUN-16	LOPEZ, JOANN		4.31	29-JUN-16	4.31	Reconciled	
368531	23-JUN-16	LU'S LIGHTHOUSE, INC.		937.71	29-JUN-16	937.71	Reconciled	
368532	23-JUN-16	MARINA LANDSCAPE MAINTENANCE, INC.		266.62	29-JUN-16	266.62	Reconciled	
368533	23-JUN-16	MARVIN GARDENS LLC		2,593.70	23-JUN-16	2,593.70	Reconciled	
368534	23-JUN-16	MBF CONSULTING, INC.		32,642.69	01-JUL-16	32,642.69	Reconciled	
368535	23-JUN-16	MC MASTER CARR SUPPLY CO		8,626.10	28-JUN-16	8,626.10	Reconciled	
368536	23-JUN-16	MCR TECHNOLOGIES INC		1,950.00	27-JUN-16	1,950.00	Reconciled	
368537	23-JUN-16	MDT INC		10,067.00	13-JUL-16	10,067.00	Reconciled	
368538	23-JUN-16	MESSER, AMY		230.62	08-JUL-16	230.62	Reconciled	
368539	23-JUN-16	MICHAEL BAKER INTERNATIONAL, INC.		320.00	27-JUN-16	320.00	Reconciled	
368540	23-JUN-16	MOBILE MODULAR MANAGEMENT CORPORATION		1,020.60	30-JUN-16	1,020.60	Reconciled	

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 27
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368541	23-JUN-16	MOODY'S INVESTORS SERVICE INC		15,000.00	30-JUN-16	15,000.00	Reconciled	
368542	23-JUN-16	MOSLEHI JENABIAN, SOHEL		31.12	28-JUN-16	31.12	Reconciled	
368543	23-JUN-16	MSC INDUSTRIAL SUPPLY CO		72.44	01-JUL-16	72.44	Reconciled	
368544	23-JUN-16	MUNICIPAL WATER DISTRICT OF ORANGE COUNTY		16,173.00	28-JUN-16	16,173.00	Reconciled	
368545	23-JUN-16	MYERS & SONS HI-WAY SAFETY, INC.		2,587.68	27-JUN-16	2,587.68	Reconciled	
368546	23-JUN-16	NAKAE & ASSOCIATES		925.00	27-JUN-16	925.00	Reconciled	
368547	23-JUN-16	NGUYEN, JASON		56.20			Negotiable	
368548	23-JUN-16	NINYO & MOORE		5,490.00	27-JUN-16	5,490.00	Reconciled	
368549	23-JUN-16	NMG GEOTECHNICAL INC		883.10	05-JUL-16	883.10	Reconciled	
368550	23-JUN-16	NOVACOAST INC		3,112.50	27-JUN-16	3,112.50	Reconciled	
368551	23-JUN-16	OCTA		525.00	28-JUN-16	525.00	Reconciled	
368552	23-JUN-16	OLIN CORPORATION		14,254.34	30-JUN-16	14,254.34	Reconciled	
368553	23-JUN-16	ONESOURCE DISTRIBUTORS LLC		2,940.00	27-JUN-16	2,940.00	Reconciled	
368554	23-JUN-16	ORANGE COUNTY AUTO PARTS CO		455.40	27-JUN-16	455.40	Reconciled	
368555	23-JUN-16	ORANGE COUNTY MOSQUITO AND VECTOR CONTROL DISTRICT		1,072.54	30-JUN-16	1,072.54	Reconciled	
368556	23-JUN-16	OUTSOURCE TECHNICAL LLC		21,980.00	28-JUN-16	21,980.00	Reconciled	
368557	23-JUN-16	OWEN, SHARON		743.37	28-JUN-16	743.37	Reconciled	
368558	23-JUN-16	PACIFIC COAST BOLT CORP		545.17	28-JUN-16	545.17	Reconciled	
368559	23-JUN-16	PACIFIC EH&S SERVICES, INC.		774.85	28-JUN-16	774.85	Reconciled	
368560	23-JUN-16	PACIFIC PARTS & CONTROLS INC		150.55	27-JUN-16	150.55	Reconciled	
368561	23-JUN-16	PACRIM ENGINEERING INC.		1,437.50	06-JUL-16	1,437.50	Reconciled	
368562	23-JUN-16	PAN, JULIA		2.20	29-JUN-16	2.20	Reconciled	
368563	23-JUN-16	PARKHOUSE TIRE INC		2,003.10	28-JUN-16	2,003.10	Reconciled	
368564	23-JUN-16	PHILLIPS PLYWOOD CO, INC.		300.95	28-JUN-16	300.95	Reconciled	
368565	23-JUN-16	PRAXAIR		224.22	30-JUN-16	224.22	Reconciled	

368566 23-JUN-16 DISTRIBUTION INC
 PROBOLSKY RESEARCH 44,575.00 28-JUN-16 44,575.00 Reconciled
 LLC

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 28
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368567		23-JUN-16	PRONTO GYM SERVICES, INC.		140.00	28-JUN-16	140.00	Reconciled
368568		23-JUN-16	PURE EFFECT INC		5,955.00	28-JUN-16	5,955.00	Reconciled
368569		23-JUN-16	R&B AUTOMATION, INC.		6,526.84	05-JUL-16	6,526.84	Reconciled
368570		23-JUN-16	REACH EMPLOYEE ASSISTANCE INC		940.80	05-JUL-16	940.80	Reconciled
368571		23-JUN-16	RED WING SHOES		190.08	29-JUN-16	190.08	Reconciled
368572		23-JUN-16	RELIANCE SAFETY CONSULTANTS, INC.		6,175.42	01-JUL-16	6,175.42	Reconciled
368573		23-JUN-16	RESILIENT COMMUNICATIONS INC.		28,749.60			Negotiable
368574		23-JUN-16	REYES, DANIEL		127.50			Negotiable
368575		23-JUN-16	RITE AID PHARMACY		4,060.00	01-JUL-16	4,060.00	Reconciled
368576		23-JUN-16	RITWAY AUTO PAINT & BODYWORKS		658.04	27-JUN-16	658.04	Reconciled
368577		23-JUN-16	RMC WATER AND ENVIRONMENT		1,845.56	27-JUN-16	1,845.56	Reconciled
368578		23-JUN-16	RS HUGHES COMPANY, INC.		1,258.20	27-JUN-16	1,258.20	Reconciled
368579		23-JUN-16	RUST AUTOMATION & CONTROLS INC		3,692.88	28-JUN-16	3,692.88	Reconciled
368580		23-JUN-16	SANTA ANA BLUE PRINT		616.90	28-JUN-16	616.90	Reconciled
368581		23-JUN-16	SANTIAGO AQUEDUCT COMMISSION		19,911.03	28-JUN-16	19,911.03	Reconciled
368582		23-JUN-16	SECURTEC DISTRICT PATROL, INC.		11,467.00			Negotiable
368583		23-JUN-16	SHAMROCK SUPPLY CO INC		1,040.73	27-JUN-16	1,040.73	Reconciled
368584		23-JUN-16	SIGMA-ALDRICH INC		348.75	27-JUN-16	348.75	Reconciled
368585		23-JUN-16	SITMATIC		671.63	27-JUN-16	671.63	Reconciled
368586		23-JUN-16	SOUTH COAST ANSWERING SERVICE		693.69	28-JUN-16	693.69	Reconciled
368587		23-JUN-16	SOUTH ORANGE COUNTY WASTEWATER AUTHORITY		60,761.00	07-JUL-16	60,761.00	Reconciled
368588		23-JUN-16	SOUTHERN CALIFORNIA EDISON COMPANY		295,617.49	27-JUN-16	295,617.49	Reconciled
368589		23-JUN-16	SOUTHERN CALIFORNIA EDISON COMPANY		1,260.00	27-JUN-16	1,260.00	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 29
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368590		23-JUN-16	SOUTHERN CALIFORNIA SECURITY CENTERS, INC.		1,643.04	06-JUL-16	1,643.04	Reconciled
368591		23-JUN-16	SPENCER, LINDA		889.83	01-JUL-16	889.83	Reconciled
368592		23-JUN-16	STANDARD & POOR'S FINANCIAL SERVICES LLC		8,500.00	29-JUN-16	8,500.00	Reconciled
368593		23-JUN-16	STANTEC CONSULTING SERVICES INC.		3,987.00	29-JUN-16	3,987.00	Reconciled
368594		23-JUN-16	STEVEN A. CARLSON		1,248.48	01-JUL-16	1,248.48	Reconciled
368595		23-JUN-16	SUEZ TREATMENT SOLUTIONS INC.		911.28	28-JUN-16	911.28	Reconciled
368596		23-JUN-16	SUPPORT PRODUCT SERVICES, INC		3,530.76	01-JUL-16	3,530.76	Reconciled
368597		23-JUN-16	SUSAN A. SIROTA		4,295.00	28-JUN-16	4,295.00	Reconciled
368598		23-JUN-16	TESTAMERICA LABORATORIES, INC		52.50	28-JUN-16	52.50	Reconciled
368599		23-JUN-16	THE FURMAN GROUP, INC.		12,550.00	07-JUL-16	12,550.00	Reconciled
368600		23-JUN-16	THE GAS COMPANY		587.94	28-JUN-16	587.94	Reconciled
368601		23-JUN-16	THE PARK @ SPECTRUM APARTMENTS		23,347.30	01-JUL-16	23,347.30	Reconciled
368602		23-JUN-16	TROPICAL PLAZA NURSERY INC		1,910.00	28-JUN-16	1,910.00	Reconciled

368603	23-JUN-16	TRUCPARCO		1,178.30	01-JUL-16	1,178.30	Reconciled
368604	23-JUN-16	U.S. HEALTHWORKS MEDICAL GROUP, P.C.		1,840.00	27-JUN-16	1,840.00	Reconciled
368605	23-JUN-16	UCT, LLC		426.06	28-JUN-16	426.06	Reconciled
368606	23-JUN-16	ULTRA SCIENTIFIC		60.40	28-JUN-16	60.40	Reconciled
368607	23-JUN-16	UNITED SITE SERVICES OF CALIFORNIA INC		478.25	27-JUN-16	478.25	Reconciled
368608	23-JUN-16	URS CORPORATION		3,262.52	27-JUN-16	3,262.52	Reconciled
368609	23-JUN-16	VWR INTERNATIONAL, LLC		3,899.30	28-JUN-16	3,899.30	Reconciled
368610	23-JUN-16	W.M. LYLES CO		205,518.89	29-JUN-16	205,518.89	Reconciled
368611	23-JUN-16	W.M. LYLES CO		36,131.33	01-JUL-16	36,131.33	Reconciled
368612	23-JUN-16	WALTERS WHOLESALE ELECTRIC		3,092.98	29-JUN-16	3,092.98	Reconciled
368613	23-JUN-16	WARE MALCOMB		1,950.46	27-JUN-16	1,950.46	Reconciled
368614	23-JUN-16	WATERBORNE, INC		450.00	06-JUL-16	450.00	Reconciled
368615	23-JUN-16	WATERWISE CONSULTING, INC.		9,002.00	27-JUN-16	9,002.00	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 30
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368616		23-JUN-16	WAXIE'S ENTERPRISES, INC		1,263.55	27-JUN-16	1,263.55	Reconciled
368617		23-JUN-16	WESTAMERICA COMMUNICATIONS, INC.		2,600.26	27-JUN-16	2,600.26	Reconciled
368618		23-JUN-16	WESTERN AV		1,099.14	27-JUN-16	1,099.14	Reconciled
368619		23-JUN-16	WESTERN EXTERMINATOR COMPANY		12,524.50	13-JUL-16	12,524.50	Reconciled
368620		23-JUN-16	WESTERN SAFETY PRODUCTS INC		5,365.44	28-JUN-16	5,365.44	Reconciled
368621		23-JUN-16	WOODRUFF, SPRADLIN & SMART APC		3,963.50	28-JUN-16	3,963.50	Reconciled
368622		23-JUN-16	ZEE MEDICAL SERVICE CO		678.17	27-JUN-16	678.17	Reconciled
368623		23-JUN-16	ORANGE COUNTY SANITATION DISTRICT	FOUNTAIN VALLEY	3,070.00	27-JUN-16	3,070.00	Reconciled
368624		24-JUN-16	IRWD EMPLOYEE ASSOCIATION	15600 SC	840.00			Negotiable
368625		24-JUN-16	ORANGE COUNTY SHERIFF'S OFFICE	4601 JAMBOREE	62.50	30-JUN-16	62.50	Reconciled
368626		24-JUN-16	CLEARINGHOUSE	PHOENIX	477.67	27-JUN-16	477.67	Reconciled
368627		24-JUN-16	PERS LONG TERM CARE	PASADENA	771.11	29-JUN-16	771.11	Reconciled
368628		24-JUN-16	JCI JONES CHEMICALS INC	CINCINNATI	5,505.50	28-JUN-16	5,505.50	Reconciled
368629		27-JUN-16	AIRGAS, INC.		892.27	05-JUL-16	892.27	Reconciled
368630		27-JUN-16	AMERICAN GEOTECHNICAL, INC.		614.91	06-JUL-16	614.91	Reconciled
368631		27-JUN-16	ARBITRATION MEDIATION CONCILIATION CENTER, INC.		870.87	05-JUL-16	870.87	Reconciled
368632		27-JUN-16	ARCADIS U.S., INC.		13,099.73	08-JUL-16	13,099.73	Reconciled
368633		27-JUN-16	AUTOZONE PARTS, INC.		498.53	05-JUL-16	498.53	Reconciled
368634		27-JUN-16	BATTERIES PLUS AND BATTERIES PLUS BULBS		703.94	05-JUL-16	703.94	Reconciled
368635		27-JUN-16	BIGWIG MONSTER, LLC		21,000.00	06-JUL-16	21,000.00	Reconciled
368636		27-JUN-16	BROWN AND CALDWELL		6,351.03	05-JUL-16	6,351.03	Reconciled
368637		27-JUN-16	BRUCE NEWELL		1,316.00	11-JUL-16	1,316.00	Reconciled
368638		27-JUN-16	C WELLS PIPELINE MATERIALS INC		12,025.33	13-JUL-16	12,025.33	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 31
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368639		27-JUN-16	CALIFORNIA BANK & TRUST		22,487.92	01-JUL-16	22,487.92	Reconciled
368640		27-JUN-16	CANON SOLUTIONS AMERICA, INC.		407.01	05-JUL-16	407.01	Reconciled
368641		27-JUN-16	CIVILSOURCE, INC.		28,440.00	08-JUL-16	28,440.00	Reconciled
368642		27-JUN-16	CONTROLLED KEY SYSTEMS INC		3,833.01	12-JUL-16	3,833.01	Reconciled

368643	27-JUN-16	COUNTY OF RIVERSIDE	50.00				Voiced
368644	27-JUN-16	COX COMMUNICATIONS, INC.	107.77	06-JUL-16		107.77	Reconciled
368645	27-JUN-16	DAVIS FARR LLP	5,000.00	05-JUL-16		5,000.00	Reconciled
368646	27-JUN-16	DILYTICS INC	5,000.00	06-JUL-16		5,000.00	Reconciled
368647	27-JUN-16	DIRECTV INC	113.55	06-JUL-16		113.55	Reconciled
368648	27-JUN-16	ENTERPRISE INFORMATION SYSTEMS, INC.	625.00				Negotiable
368649	27-JUN-16	ENVIRONMENTAL RESOURCE ASSOCIATES	126.24	06-JUL-16		126.24	Reconciled
368650	27-JUN-16	EXECUTIVE LIGHTING & ELECTRIC	835.42	06-JUL-16		835.42	Reconciled
368651	27-JUN-16	FAIRBANK, MASLIN, MAULLIN, METZ & ASSOC.	9,500.00	06-JUL-16		9,500.00	Reconciled
368652	27-JUN-16	FEDEX	192.83	07-JUL-16		192.83	Reconciled
368653	27-JUN-16	FIRST CHOICE SERVICES	1,149.56	06-JUL-16		1,149.56	Reconciled
368654	27-JUN-16	FUSCOE ENGINEERING, INC.	9,724.58	05-JUL-16		9,724.58	Reconciled
368655	27-JUN-16	GRAINGER	262.40	05-JUL-16		262.40	Reconciled
368656	27-JUN-16	HAAKER EQUIPMENT COMPANY	1,094.73	06-JUL-16		1,094.73	Reconciled
368657	27-JUN-16	HALCYON ELECTRIC INC	980.00	12-JUL-16		980.00	Reconciled
368658	27-JUN-16	HDR ENGINEERING INC	4,046.25	05-JUL-16		4,046.25	Reconciled
368659	27-JUN-16	HELPMATES STAFFING SERVICES	1,266.55	01-JUL-16		1,266.55	Reconciled
368660	27-JUN-16	HOME DEPOT USA INC	388.85	07-JUL-16		388.85	Reconciled
368661	27-JUN-16	IRVINE PIPE & SUPPLY INC	1,275.35	01-JUL-16		1,275.35	Reconciled
368662	27-JUN-16	KAESER COMPRESSORS, INC.	1,136.50	05-JUL-16		1,136.50	Reconciled
368663	27-JUN-16	KIMBALL MIDWEST	1,540.90	06-JUL-16		1,540.90	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 32
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368664		27-JUN-16	KOELLER NEBEKER CARLSON & HALUCK, LLP		2,380.00	05-JUL-16	2,380.00	Reconciled
368665		27-JUN-16	LA HABRA FENCE COMPANY INC		9,312.00	06-JUL-16	9,312.00	Reconciled
368666		27-JUN-16	LAGUNA BEACH COUNTY WATER DISTRICT		3,091.09	07-JUL-16	3,091.09	Reconciled
368667		27-JUN-16	LANDCARE HOLDINGS, INC.		1,023.00	05-JUL-16	1,023.00	Reconciled
368668		27-JUN-16	LUBRICATION ENGINEERS, INC.		858.82	06-JUL-16	858.82	Reconciled
368669		27-JUN-16	MC FADDEN-DALE INDUSTRIAL		175.76	06-JUL-16	175.76	Reconciled
368670		27-JUN-16	MC MASTER CARR SUPPLY CO		2,517.76	05-JUL-16	2,517.76	Reconciled
368671		27-JUN-16	MICHAEL BAKER INTERNATIONAL, INC.		3,222.02	05-JUL-16	3,222.02	Reconciled
368672		27-JUN-16	NAKAE & ASSOCIATES		925.00	05-JUL-16	925.00	Reconciled
368673		27-JUN-16	NINYO & MOORE		1,162.00	05-JUL-16	1,162.00	Reconciled
368674		27-JUN-16	OLIN CORPORATION		11,241.95	07-JUL-16	11,241.95	Reconciled
368675		27-JUN-16	ONPOINT ECOSYSTEMS, INC		50,290.69	11-JUL-16	50,290.69	Reconciled
368676		27-JUN-16	ORANGE COUNTY AUTO PARTS CO		466.89	05-JUL-16	466.89	Reconciled
368677		27-JUN-16	ORANGE COUNTY SANITATION DISTRICT		306,236.24			Voided
368678		27-JUN-16	ORANGE COUNTY TREASURER		73,187.13	07-JUL-16	73,187.13	Reconciled
368679		27-JUN-16	PAULUS ENGINEERING INC		0.60	11-JUL-16	0.60	Reconciled
368680		27-JUN-16	PTI SAND & GRAVEL INC		1,068.40	06-JUL-16	1,068.40	Reconciled
368681		27-JUN-16	R&B AUTOMATION, INC.		4,368.24	05-JUL-16	4,368.24	Reconciled
368682		27-JUN-16	RAM AIR ENGINEERING INC		798.79	01-JUL-16	798.79	Reconciled
368683		27-JUN-16	RESPONSE ENVELOPE, INC		2,563.06	06-JUL-16	2,563.06	Reconciled
368684		27-JUN-16	RICHARD C. SLADE & ASSOCIATES LLC		1,770.50	11-JUL-16	1,770.50	Reconciled
368685		27-JUN-16	RINCON TRUCK CENTER INC.		29.46	05-JUL-16	29.46	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 33
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368686		27-JUN-16	ROBERT HALF INTERNATIONAL, INC.		4,898.78	05-JUL-16	4,898.78	Reconciled
368687		27-JUN-16	RYAN HERCO PRODUCTS CORP		873.65			Voided
368688		27-JUN-16	SANDERS PAVING INC		20,309.50	13-JUL-16	20,309.50	Reconciled
368689		27-JUN-16	SANTA MARGARITA FORD		227.39	05-JUL-16	227.39	Reconciled
368690		27-JUN-16	SECURTEC DISTRICT PATROL, INC.		1,600.00	06-JUL-16	1,600.00	Reconciled
368691		27-JUN-16	SIEMENS INDUSTRY INC		9,932.03	05-JUL-16	9,932.03	Reconciled
368692		27-JUN-16	SOUTH COAST WATER CO.		151.68	06-JUL-16	151.68	Reconciled
368693		27-JUN-16	SOUTHERN CALIFORNIA EDISON COMPANY		86,703.52	06-JUL-16	86,703.52	Reconciled
368694		27-JUN-16	SPARLING INSTRUMENTS LLC		560.32	06-JUL-16	560.32	Reconciled
368695		27-JUN-16	SPX CORP		29.28	05-JUL-16	29.28	Reconciled
368696		27-JUN-16	SS MECHANICAL CORPORATION		22,355.00	07-JUL-16	22,355.00	Reconciled
368697		27-JUN-16	STANTEC CONSULTING SERVICES INC.		3,678.50	05-JUL-16	3,678.50	Reconciled
368698		27-JUN-16	STERILIZER TECHNICAL SPECIALISTS LLC		375.00	05-JUL-16	375.00	Reconciled
368699		27-JUN-16	STRADLING YOCCA CARLSON & RAUTH		616.00	01-JUL-16	616.00	Reconciled
368700		27-JUN-16	TETRA TECH, INC		17,932.84	08-JUL-16	17,932.84	Reconciled
368701		27-JUN-16	TRI COUNTY PUMP COMPANY		22,217.28	07-JUL-16	22,217.28	Reconciled
368702		27-JUN-16	TRUCPARCO		3,421.56	07-JUL-16	3,421.56	Reconciled
368703		27-JUN-16	UCT, LLC		259.96	05-JUL-16	259.96	Reconciled
368704		27-JUN-16	US BANK NAT'L ASSOCIATION NORTH DAKOTA		119,466.14	11-JUL-16	119,466.14	Reconciled
368705		27-JUN-16	USA BLUEBOOK		1,951.98	07-JUL-16	1,951.98	Reconciled
368706		27-JUN-16	WALTERS WHOLESALE ELECTRIC		3,231.33	11-JUL-16	3,231.33	Reconciled
368707		27-JUN-16	WECK LABORATORIES INC		3,075.00	11-JUL-16	3,075.00	Reconciled
368708		27-JUN-16	WESTAMERICA COMMUNICATIONS, INC.		1,718.29	01-JUL-16	1,718.29	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 34
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368709		27-JUN-16	WESTERN EXTERMINATOR COMPANY		7,218.50	13-JUL-16	7,218.50	Reconciled
368710		27-JUN-16	ZEBRON CONTRACTING INC		62,860.00	11-JUL-16	62,860.00	Reconciled
368711		27-JUN-16	ZEE MEDICAL SERVICE CO		742.47	01-JUL-16	742.47	Reconciled
368712		27-JUN-16	COUNTY OF RIVERSIDE	PURCHASE	0.00			Negotiable
368713		28-JUN-16	AIRGAS, INC.		269.64	05-JUL-16	269.64	Reconciled
368714		28-JUN-16	ALEXANDER'S CONTRACT SERVICES, INC.		111,056.75	07-JUL-16	111,056.75	Reconciled
368715		28-JUN-16	ANDERSONPENNA PARTNERS, INC.		19,144.00	07-JUL-16	19,144.00	Reconciled
368716		28-JUN-16	AT&T		110.45	06-JUL-16	110.45	Reconciled
368717		28-JUN-16	AUTOZONE PARTS, INC.		395.49	05-JUL-16	395.49	Reconciled
368718		28-JUN-16	BATTERIES PLUS AND BATTERIES PLUS BULBS		700.05	05-JUL-16	700.05	Reconciled
368719		28-JUN-16	BIOMAGIC INC		7,579.01	01-JUL-16	7,579.01	Reconciled
368720		28-JUN-16	C.H. BULL CO.		1,370.52	05-JUL-16	1,370.52	Reconciled
368721		28-JUN-16	CALIFORNIA BARRICADE RENTAL, INC.		10,085.00	12-JUL-16	10,085.00	Reconciled
368722		28-JUN-16	CAMERON-COLE, LLC		1,993.77	05-JUL-16	1,993.77	Reconciled
368723		28-JUN-16	CDW GOVERNMENT LLC		6,836.76	05-JUL-16	6,836.76	Reconciled

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
368724		28-JUN-16	CEM CORPORATION		10,944.60	08-JUL-16	10,944.60	Reconciled
368725		28-JUN-16	CIVILSOURCE, INC.		56,889.00	08-JUL-16	56,889.00	Reconciled
368726		28-JUN-16	COMMERCE ENERGY INC		165.55	05-JUL-16	165.55	Reconciled
368727		28-JUN-16	CONTROLLED KEY SYSTEMS INC		92.00	12-JUL-16	92.00	Reconciled
368728		28-JUN-16	CUNNINGHAM, MARK		149.00	11-JUL-16	149.00	Reconciled
368729		28-JUN-16	DELL MARKETING LP		30.78	05-JUL-16	30.78	Reconciled
368730		28-JUN-16	E. J. MEYER COMPANY, INC.		183,487.67	08-JUL-16	183,487.67	Reconciled
368731		28-JUN-16	E. J. MEYER COMPANY, INC.		9,657.25	06-JUL-16	9,657.25	Reconciled
368732		28-JUN-16	ENTERPRISE INFORMATION SYSTEMS, INC.		2,500.00			Negotiable
368733		28-JUN-16	FERGUSON ENTERPRISES, INC.		7,043.76	05-JUL-16	7,043.76	Reconciled
368734		28-JUN-16	FISERV		284.50	01-JUL-16	284.50	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles
 Bank Account Currency: USD (US Dollar)
 Payment Type: All

Payment Register For 01-JUN-16 To 30-JUN-16
 Account: Checking AP and PR
 Payment Currency: USD (US Dollar)
 Display Supplier Address: No

Report Date: 19-JUL-2016 07:14
 Page: 35

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368735		28-JUN-16	FLINT, BENNIE		112.35	07-JUL-16	112.35	Reconciled
368736		28-JUN-16	FRANK LA PLACA EXTERMINATING, INC.		175.00	08-JUL-16	175.00	Reconciled
368737		28-JUN-16	FRED EMMERT		9,936.00	01-JUL-16	9,936.00	Reconciled
368738		28-JUN-16	FRONTIER CALIFORNIA INC.		268.20	05-JUL-16	268.20	Reconciled
368739		28-JUN-16	GRAINGER		2,583.39	05-JUL-16	2,583.39	Reconciled
368740		28-JUN-16	HACH COMPANY		437.23	05-JUL-16	437.23	Reconciled
368741		28-JUN-16	HDR ENGINEERING INC		37,247.48	08-JUL-16	37,247.48	Reconciled
368742		28-JUN-16	HELPMATES STAFFING SERVICES		4,998.82	01-JUL-16	4,998.82	Reconciled
368743		28-JUN-16	HERTZ EQUIPMENT RENTAL CORPORATION		1,020.60	06-JUL-16	1,020.60	Reconciled
368744		28-JUN-16	HILL BROTHERS CHEMICAL COMPANY		3,413.80	07-JUL-16	3,413.80	Reconciled
368745		28-JUN-16	IDEXX DISTRIBUTION, INC		6,619.08	05-JUL-16	6,619.08	Reconciled
368746		28-JUN-16	IRVINE PIPE & SUPPLY INC		37.32	01-JUL-16	37.32	Reconciled
368747		28-JUN-16	JOHNSON PLASTICS		794.21	05-JUL-16	794.21	Reconciled
368748		28-JUN-16	KAZARIANS & ASSOCIATES, INC.		6,086.50	06-JUL-16	6,086.50	Reconciled
368749		28-JUN-16	LANDCARE HOLDINGS, INC.		700.00	05-JUL-16	700.00	Reconciled
368750		28-JUN-16	MORRISROE, EDWARD		223.28			Negotiable
368751		28-JUN-16	NATIONAL READY MIXED CONCRETE CO.		1,345.20	05-JUL-16	1,345.20	Reconciled
368752		28-JUN-16	NORMAN A. OLSSON CONSTRUCTION, INC.		153,344.47			Negotiable
368753		28-JUN-16	ORANGE COUNTY SANITATION DISTRICT		2,908,874.79	06-JUL-16	2,908,874.79	Reconciled
368754		28-JUN-16	ORANGE COUNTY SANITATION DISTRICT		1,128,271.29	06-JUL-16	1,128,271.29	Reconciled
368755		28-JUN-16	OSTS, INC		5,950.00	06-JUL-16	5,950.00	Reconciled
368756		28-JUN-16	PRAXAIR		1,800.97	07-JUL-16	1,800.97	Reconciled
368757		28-JUN-16	PRUDENTIAL OVERALL SUPPLY		283.85	05-JUL-16	283.85	Reconciled
368758		28-JUN-16	RAM AIR ENGINEERING INC		2,367.38	01-JUL-16	2,367.38	Reconciled
368759		28-JUN-16	REAL WATER CONSULTANTS INC.		20,619.00	08-JUL-16	20,619.00	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles
 Bank Account Currency: USD (US Dollar)
 Payment Type: All

Payment Register For 01-JUN-16 To 30-JUN-16
 Account: Checking AP and PR
 Payment Currency: USD (US Dollar)
 Display Supplier Address: No

Report Date: 19-JUL-2016 07:14
 Page: 36

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368760		28-JUN-16	RELIANCE SAFETY CONSULTANTS, INC.		6,260.42	11-JUL-16	6,260.42	Reconciled
368761		28-JUN-16	ROBERT HALF INTERNATIONAL, INC.		3,019.01	05-JUL-16	3,019.01	Reconciled
368762		28-JUN-16	SAN REMO APTS		25.38	07-JUL-16	25.38	Reconciled
368763		28-JUN-16	SANTA ANA BLUE PRINT		1,563.51	01-JUL-16	1,563.51	Reconciled
368764		28-JUN-16	SHAMROCK SUPPLY CO		392.05	06-JUL-16	392.05	Reconciled

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
368765		28-JUN-16	INC SOUTHERN CALIFORNIA EDISON COMPANY		73,996.54	06-JUL-16	73,996.54	Reconciled
368766		28-JUN-16	TROPICAL PLAZA NURSERY INC		704.00	05-JUL-16	704.00	Reconciled
368767		28-JUN-16	VAN MALSEN, BETTY		101.10			Negotiable
368768		28-JUN-16	VERIZON WIRELESS SERVICES LLC		4,339.33	07-JUL-16	4,339.33	Reconciled
368769		28-JUN-16	VWR INTERNATIONAL, LLC		896.09	06-JUL-16	896.09	Reconciled
368770		28-JUN-16	WALTERS WHOLESALE ELECTRIC		168.91	11-JUL-16	168.91	Reconciled
368771		28-JUN-16	WASTE MANAGEMENT OF ORANGE COUNTY		1,500.19	05-JUL-16	1,500.19	Reconciled
368772		28-JUN-16	WATER SYSTEMS OPTIMIZATION, INC.		12,205.56			Negotiable
368773		28-JUN-16	WINDWOOD GLEN		1.55	07-JUL-16	1.55	Reconciled
368774		29-JUN-16	ORANGE COUNTY FIREIRVINE AUTHORITY		466.00	06-JUL-16	466.00	Reconciled
368775		30-JUN-16	Kalinsky, Arseny (Arseny)		516.04	30-JUN-16	516.04	Reconciled
368776		30-JUN-16	Compton, Christine A		153.32	01-JUL-16	153.32	Reconciled
368777		30-JUN-16	Paulson, David		34.73	01-JUL-16	34.73	Reconciled
368778		30-JUN-16	Martinez, Diego		73.00	05-JUL-16	73.00	Reconciled
368779		30-JUN-16	Lin, Eileen (Eileen)		1,295.00	05-JUL-16	1,295.00	Reconciled
368780		30-JUN-16	Blaska, Erika M (Erika)		35.16	05-JUL-16	35.16	Reconciled
368781		30-JUN-16	Sanchez, Fiona M (Fiona)		13.55	12-JUL-16	13.55	Reconciled
368782		30-JUN-16	Justice, Jack L (Jack)		172.00	08-JUL-16	172.00	Reconciled
368783		30-JUN-16	Nash, Joel		75.06	11-JUL-16	75.06	Reconciled
368784		30-JUN-16	Garcia, Jose		49.36	05-JUL-16	49.36	Reconciled
368785		30-JUN-16	Zepeda, Jose		78.11			Negotiable

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 37
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368786		30-JUN-16	Lew, Kelly N (Kelly)		115.00	05-JUL-16	115.00	Reconciled
368787		30-JUN-16	Richardson, Kyle		73.00	11-JUL-16	73.00	Reconciled
368788		30-JUN-16	Chandler, Michael J (Mike)		36.82	05-JUL-16	36.82	Reconciled
368789		30-JUN-16	Drzymkowski, Michele A (Michele)		1,779.99	05-JUL-16	1,779.99	Reconciled
368790		30-JUN-16	Saini, Mohit		37.37	05-JUL-16	37.37	Reconciled
368791		30-JUN-16	Sheilds, Patrick		93.75			Negotiable
368792		30-JUN-16	Gallegos, Richard (Richard)		164.00	01-JUL-16	164.00	Reconciled
368793		30-JUN-16	Pisal, Sudhir		40.50	05-JUL-16	40.50	Reconciled
368794		30-JUN-16	AT&T	CAROL STREAM 1	33.61	07-JUL-16	33.61	Reconciled
368795		30-JUN-16	A C SPRAGGINS ENGINEERING		720.93	06-JUL-16	720.93	Reconciled
368796		30-JUN-16	ACCUSTANDARD INC		100.56	07-JUL-16	100.56	Reconciled
368797		30-JUN-16	ADS LLC		7,375.00	05-JUL-16	7,375.00	Reconciled
368798		30-JUN-16	AFLAC		7,337.46	11-JUL-16	7,337.46	Reconciled
368799		30-JUN-16	AFLAC		349.70	11-JUL-16	349.70	Reconciled
368800		30-JUN-16	ALBERS, REBECCA		263.69	05-JUL-16	263.69	Reconciled
368801		30-JUN-16	ALPHA TRAFFIC SERVICES, INC.		570.00	08-JUL-16	570.00	Reconciled
368802		30-JUN-16	AMERICAN TECHNOLOGIES, INC		1,665.16	05-JUL-16	1,665.16	Reconciled
368803		30-JUN-16	ANDREWS, ERICA		70.00			Voided
368804		30-JUN-16	AT&T		51.09	06-JUL-16	51.09	Reconciled
368805		30-JUN-16	AT&T		119.83	07-JUL-16	119.83	Reconciled
368806		30-JUN-16	AULT, JOHN		107.49	05-JUL-16	107.49	Reconciled
368807		30-JUN-16	AZTEC CONTAINER		4,401.00	05-JUL-16	4,401.00	Reconciled
368808		30-JUN-16	BALDERSTON, JOHN		12.32	05-JUL-16	12.32	Reconciled
368809		30-JUN-16	BATTERIES PLUS AND BATTERIES PLUS BULBS		49.14	05-JUL-16	49.14	Reconciled
368810		30-JUN-16	BROOKFIELD RESIDENTIAL		2,103.67			Negotiable
368811		30-JUN-16	C.H. BULL CO.		857.85	05-JUL-16	857.85	Reconciled
368812		30-JUN-16	CALIFORNIA STATE UNIVERSITY, FULLERTON		2,800.00	12-JUL-16	2,800.00	Reconciled
368813		30-JUN-16	CAPTIVE AUDIENCE MARKETING INC.		85.32	07-JUL-16	85.32	Reconciled
368814		30-JUN-16	CHEM TECH INTERNATIONAL INC		16,896.00	11-JUL-16	16,896.00	Reconciled
368815		30-JUN-16	CHIANG, DESTINY		563.27			Negotiable

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14

BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 38
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368816		30-JUN-16	CITY OF ORANGE		126.59	05-JUL-16	126.59	Reconciled
368817		30-JUN-16	CITY OF SANTA ANA		131.42	05-JUL-16	131.42	Reconciled
368818		30-JUN-16	CIVILSOURCE, INC.		31,262.00	08-JUL-16	31,262.00	Reconciled
368819		30-JUN-16	COLONIAL LIFE & ACCIDENT INSURANCE CO.		1,139.60	08-JUL-16	1,139.60	Reconciled
368820		30-JUN-16	CREDENTIAL CHECK CORPORATION		753.56	05-JUL-16	753.56	Reconciled
368821		30-JUN-16	CRUMP & CO, INC.		9,997.74	07-JUL-16	9,997.74	Reconciled
368822		30-JUN-16	CUMMINS PACIFIC, LLC		450.00	05-JUL-16	450.00	Reconciled
368823		30-JUN-16	DATA GROUP LTD.		13,844.00			Negotiable
368824		30-JUN-16	DAVIS FARR LLP		14,500.00	06-JUL-16	14,500.00	Reconciled
368825		30-JUN-16	DCSE, INC.		3,040.00			Negotiable
368826		30-JUN-16	DISCOUNT COURIER SERVICE		311.41	05-JUL-16	311.41	Reconciled
368827		30-JUN-16	DUKE'S ROOT CONTROL INC		9,643.81	07-JUL-16	9,643.81	Reconciled
368828		30-JUN-16	EDUCATION & TRAINING SERVICES, LLC		24,950.00			Negotiable
368829		30-JUN-16	ENVIRONMENTAL ENGINEERING AND CONTRACTING, INC.		19,720.00	07-JUL-16	19,720.00	Reconciled
368830		30-JUN-16	ENVIRONMENTAL EXPRESS INC		213.95	05-JUL-16	213.95	Reconciled
368831		30-JUN-16	FARRELL & ASSOCIATES		233.77	06-JUL-16	233.77	Reconciled
368832		30-JUN-16	FIERRO, SERGIO D		3,324.99	08-JUL-16	3,324.99	Reconciled
368833		30-JUN-16	FISHER SCIENTIFIC COMPANY LLC		4,160.76	05-JUL-16	4,160.76	Reconciled
368834		30-JUN-16	FUSCOE ENGINEERING, INC.		1,470.00	05-JUL-16	1,470.00	Reconciled
368835		30-JUN-16	G4S JUSTICE SERVICES		14,008.23	06-JUL-16	14,008.23	Reconciled
368836		30-JUN-16	GM SAGER CONSTRUCTION CO, INC.		46,826.00	07-JUL-16	46,826.00	Reconciled
368837		30-JUN-16	GOODWIN ENTERPRISES INC.		55,000.00	11-JUL-16	55,000.00	Reconciled
368838		30-JUN-16	GRAINGER		117.22	05-JUL-16	117.22	Reconciled
368839		30-JUN-16	HARTFORD LIFE AND ACCIDENT INSURANCE COMPANY		116.18	08-JUL-16	116.18	Reconciled
368840		30-JUN-16	HEALTHY BUILDINGS INTERNATIONAL, INC		9,050.00	05-JUL-16	9,050.00	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 39
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368841		30-JUN-16	HELP/SYSTEMS, LLC		10,900.00	08-JUL-16	10,900.00	Reconciled
368842		30-JUN-16	HELPMATES STAFFING SERVICES		4,940.10	01-JUL-16	4,940.10	Reconciled
368843		30-JUN-16	HILL BROTHERS CHEMICAL COMPANY		4,448.45	07-JUL-16	4,448.45	Reconciled
368844		30-JUN-16	HOME DEPOT USA INC		394.67	07-JUL-16	394.67	Reconciled
368845		30-JUN-16	HORNBURG, JOHN		846.13			Negotiable
368846		30-JUN-16	HSG INC		1,551.00	05-JUL-16	1,551.00	Reconciled
368847		30-JUN-16	IRVINE PIPE & SUPPLY INC		873.99	01-JUL-16	873.99	Reconciled
368848		30-JUN-16	IRWD-PETTY CASH CUSTODIAN		1,351.12	05-JUL-16	1,351.12	Reconciled
368849		30-JUN-16	KAKAR, ALI		30.99			Negotiable
368850		30-JUN-16	KENNEDY PIPELINE CONSTRUCTION, INC.		19,700.00	07-JUL-16	19,700.00	Reconciled
368851		30-JUN-16	KIM, BRIAN		19.71	05-JUL-16	19.71	Reconciled
368852		30-JUN-16	KNOWBE4, INC.		9,845.50	06-JUL-16	9,845.50	Reconciled
368853		30-JUN-16	LCS TECHNOLOGIES, INC.		2,160.00	05-JUL-16	2,160.00	Reconciled
368854		30-JUN-16	LEE, MEEKYOUNG		23.08	11-JUL-16	23.08	Reconciled
368855		30-JUN-16	LEWIS INVESTMENT COMPANY, LLC		70,349.56	07-JUL-16	70,349.56	Reconciled
368856		30-JUN-16	LI, DONG		27.10	05-JUL-16	27.10	Reconciled
368857		30-JUN-16	LINCOLN, GUSTAFSON & CERCOS, LLP		10,000.00			Negotiable
368858		30-JUN-16	LIU, L. WAI-YIN		22.86	05-JUL-16	22.86	Reconciled
368859		30-JUN-16	MARK COMPANY		729.43	06-JUL-16	729.43	Reconciled
368860		30-JUN-16	MC MASTER CARR		1,310.67	05-JUL-16	1,310.67	Reconciled

368861	30-JUN-16	SUPPLY CO MICHAEL BAKER INTERNATIONAL, INC.	7,335.48	05-JUL-16	7,335.48	Reconciled
368862	30-JUN-16	MOTAGHI, SAHAR	75.28	06-JUL-16	75.28	Reconciled
368863	30-JUN-16	MUNICIPAL MAINTENANCE EQUIPMENT INC	5,391.36	05-JUL-16	5,391.36	Reconciled
368864	30-JUN-16	MUNICIPAL WATER DISTRICT OF ORANGE COUNTY	95,261.45	06-JUL-16	95,261.45	Reconciled
368865	30-JUN-16	NATURALWELL, LLC	990.00	01-JUL-16	990.00	Reconciled
368866	30-JUN-16	NEPTUNE TECHNOLOGY GROUP, INC.	78,624.00	08-JUL-16	78,624.00	Reconciled
368867	30-JUN-16	NMG GEOTECHNICAL INC	31,891.15			Negotiable
368868	30-JUN-16	O'BRIEN, JOHN E	165.79			Negotiable
368869	30-JUN-16	OJEDA, JANISE	14.23			Negotiable

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 40
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368870		30-JUN-16	OLIN CORPORATION		5,747.28	05-JUL-16	5,747.28	Reconciled
368871		30-JUN-16	ONESOURCE DISTRIBUTORS LLC		101,477.15	07-JUL-16	101,477.15	Reconciled
368872		30-JUN-16	PACIFIC HYDROTECH CORPORATION		249,222.16	07-JUL-16	249,222.16	Reconciled
368873		30-JUN-16	PACIFIC HYDROTECH CORPORATION		78.74	06-JUL-16	78.74	Reconciled
368874		30-JUN-16	PARK, JAE		42.33	13-JUL-16	42.33	Reconciled
368875		30-JUN-16	PELLETIER & ASSOCIATES, INC.		1,225.00	05-JUL-16	1,225.00	Reconciled
368876		30-JUN-16	PONCE DE LEON, DESI		239.11			Negotiable
368877		30-JUN-16	PRAXAIR DISTRIBUTION INC		815.02	07-JUL-16	815.02	Reconciled
368878		30-JUN-16	PRE-PAID LEGAL SERVICES INC		1,574.90	13-JUL-16	1,574.90	Reconciled
368879		30-JUN-16	PTI SAND & GRAVEL INC		1,441.18	06-JUL-16	1,441.18	Reconciled
368880		30-JUN-16	QUALITY ENVIRONMENTAL CONTAINERS		10,453.00	11-JUL-16	10,453.00	Reconciled
368881		30-JUN-16	QUINN COMPANY		6,605.47	05-JUL-16	6,605.47	Reconciled
368882		30-JUN-16	R&B AUTOMATION, INC.		5,591.11	05-JUL-16	5,591.11	Reconciled
368883		30-JUN-16	RELIANCE SAFETY CONSULTANTS, INC.		2,500.00	11-JUL-16	2,500.00	Reconciled
368884		30-JUN-16	RICHARD C. SLADE & ASSOCIATES LLC		1,790.00	11-JUL-16	1,790.00	Reconciled
368885		30-JUN-16	RINCON TRUCK CENTER INC.		299.11	05-JUL-16	299.11	Reconciled
368886		30-JUN-16	ROBERT HALF INTERNATIONAL, INC.		303.80	05-JUL-16	303.80	Reconciled
368887		30-JUN-16	RSI DEVELOPMENT		685.64	11-JUL-16	685.64	Reconciled
368888		30-JUN-16	RYAN HERCO PRODUCTS CORP		778.39	05-JUL-16	778.39	Reconciled
368889		30-JUN-16	SANTA ANA BLUE PRINT		158.82	01-JUL-16	158.82	Reconciled
368890		30-JUN-16	SEAL ANALYTICAL INC		969.00	05-JUL-16	969.00	Reconciled
368891		30-JUN-16	SOLARWINDS, INC		3,590.00	08-JUL-16	3,590.00	Reconciled
368892		30-JUN-16	SOUTHERN CALIFORNIA EDISON COMPANY		248,251.38	06-JUL-16	248,251.38	Reconciled

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Page: 41
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar)
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368893		30-JUN-16	SOUTHERN CALIFORNIA SECURITY CENTERS, INC.		135.00	13-JUL-16	135.00	Reconciled
368894		30-JUN-16	SPATIAL WAVE, INC.		1,000.00	01-JUL-16	1,000.00	Reconciled
368895		30-JUN-16	STANTEC CONSULTING SERVICES INC.		25,453.27	08-JUL-16	25,453.27	Reconciled
368896		30-JUN-16	STICE COMPANY INC		1,271.80	08-JUL-16	1,271.80	Reconciled
368897		30-JUN-16	SUN, TAO		777.72			Negotiable
368898		30-JUN-16	TETRA TECH, INC		1,090.00	05-JUL-16	1,090.00	Reconciled
368899		30-JUN-16	TONTATH, TRINH		175.42	12-JUL-16	175.42	Reconciled

368900	30-JUN-16	TRI COUNTY PUMP COMPANY		19,609.40	07-JUL-16	19,609.40	Reconciled
368901	30-JUN-16	TROPICAL PLAZA NURSERY INC		29,480.12	07-JUL-16	29,480.12	Reconciled
368902	30-JUN-16	TRUCPARCO		5,420.88	07-JUL-16	5,420.88	Reconciled
368903	30-JUN-16	TURKINGTON, DOUGLAS		34.17	06-JUL-16	34.17	Reconciled
368904	30-JUN-16	UNITED SITE SERVICES OF CALIFORNIA INC		152.31	06-JUL-16	152.31	Reconciled
368905	30-JUN-16	UNITED WAY OF ORANGE COUNTY		630.00	06-JUL-16	630.00	Reconciled
368906	30-JUN-16	VERIZON WIRELESS SERVICES LLC		1,508.69	06-JUL-16	1,508.69	Reconciled
368907	30-JUN-16	VULCAN MATERIALS COMPANY		1,438.15	05-JUL-16	1,438.15	Reconciled
368908	30-JUN-16	W.M. LYLES CO		7,988.17	05-JUL-16	7,988.17	Reconciled
368909	30-JUN-16	W.M. LYLES CO		151,775.16	07-JUL-16	151,775.16	Reconciled
368910	30-JUN-16	WALTERS WHOLESale ELECTRIC		1,643.38	11-JUL-16	1,643.38	Reconciled
368911	30-JUN-16	WASTE MANAGEMENT OF ORANGE COUNTY		517.43	05-JUL-16	517.43	Reconciled
368912	30-JUN-16	WATERWISE CONSULTING, INC.		13,800.00	07-JUL-16	13,800.00	Reconciled
368913	30-JUN-16	WAXIE'S ENTERPRISES, INC		1,150.10	05-JUL-16	1,150.10	Reconciled
368914	30-JUN-16	XU, PEIDONG		69.11	07-JUL-16	69.11	Reconciled
368915	30-JUN-16	YALE/CHASE EQUIPMENT AND SERVICES, INC.		46.14	05-JUL-16	46.14	Reconciled
368916	30-JUN-16	ZEBRON CONTRACTING INC		6,330.00	08-JUL-16	6,330.00	Reconciled
368917	30-JUN-16	MARTIN GUERRA	2283 N BATAVIA	301.50			Negotiable
368918	30-JUN-16	STEVEN A. CARLSON PURCHASE		348.84	07-JUL-16	348.84	Reconciled

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 42
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD CHECK								
368919		30-JUN-16	ADS LLC		7,375.00	05-JUL-16	7,375.00	Reconciled
368920		30-JUN-16	BILL'S SWEEPING SERVICE INC		460.00	07-JUL-16	460.00	Reconciled
368921		30-JUN-16	CITY OF TUSTIN		106,003.18	07-JUL-16	106,003.18	Reconciled
368922		30-JUN-16	CONTROLLED KEY SYSTEMS INC		16,477.18	12-JUL-16	16,477.18	Reconciled
368923		30-JUN-16	KILL-N-BUGS TERMITE AND PEST CONTROL SERVICES		2,775.00	05-JUL-16	2,775.00	Reconciled
Payment Document Subtotal:					16,221,965.94		15,583,639.79	

Payment Document : IRWD Wire								
11555		07-JUN-16	EMPLOYEE BENEFIT SPECIALIST, INC	PAY	5,261.83			Negotiable
11556		07-JUN-16	PCL CONSTRUCTION, INC.	ACCT 6971821722	1,301,192.10			Negotiable
11557		07-JUN-16	PCL CONSTRUCTION, INC.	ESR 141511.1	144,576.90			Negotiable
11558		07-JUN-16	YORK INSURANCE SERVICES GROUP INC - CA	PAY	5,683.64			Negotiable
11559		08-JUN-16	BANK OF NEW YORK MELLON TRUST COMPANY NA	NEWARK	34,553.69			Negotiable
11560		08-JUN-16	SUMITOMO MITSUI BANKING CORPORATION	NEW YORK	3,861.42			Negotiable
11561		08-JUN-16	U.S. BANK NATIONAL ASSOCIATION	PAY	15,521.93			Negotiable
11562		08-JUN-16	BANK OF AMERICA	SAN FRANCISCO	13,248.65			Negotiable
11563		09-JUN-16	MERRILL LYNCH CAPITAL SERVICES, INC	CHARLOTTE	579,082.59			Negotiable
11564		09-JUN-16	CITIGROUP GLOBAL MARKETS INC.	NEW YORK	579,082.22			Negotiable
11565		10-JUN-16	CALPERS	SACRAMENTO 1	437,757.55			Negotiable
11566		10-JUN-16	CALPERS	SACRAMENTO	89,457.51			Negotiable
11567		13-JUN-16	CALPERS	SACRAMENTO	89,353.45			Negotiable

IRWD Ledger
 BANK: Bank of America N.A. Branch : Los Angeles Account: Checking AP and PR Report Date: 19-JUL-2016 07:14
 Bank Account Currency: USD (US Dollar) Payment Currency: USD (US Dollar) Page: 43
 Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD Wire								
11568		13-JUN-16	CALIFORNIA DEPARTMENT OF CHILD SUPPORT SERVICES	SACRAMENTO	3,067.27			Negotiable
11569		13-JUN-16	INTERNAL REVENUE SERVICE	FRESNO	183,236.93			Negotiable
11570		13-JUN-16	FRANCHISE TAX BOARD	SACRAMENTO	50,055.12			Negotiable
11571		13-JUN-16	EMPLOYMENT DEVELOPMENT DEPARTMENT	W SACRAMENTO	11,399.63			Negotiable
11572		13-JUN-16	ORDONEZ, CYNTHIA MARIE	DESERT HOT SPR	500.77			Negotiable
11573		13-JUN-16	EMPLOYEE BENEFIT SPECIALIST, INC	PAY	11,104.28			Negotiable
11574		13-JUN-16	GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY	DENVER	106,359.36			Negotiable
11575		13-JUN-16	U.S. BANK NATIONAL ASSOCIATION	PAY	6,755.66			Negotiable
11576		13-JUN-16	SUMITOMO MITSUI BANKING CORPORATION	NEW YORK	16,940.57			Negotiable
11577		14-JUN-16	HSIEH, HENRY	PAY	31.53			Negotiable
11578		14-JUN-16	CALPERS	SACRAMENTO	89,889.60			Negotiable
11579		14-JUN-16	YORK INSURANCE SERVICES GROUP INC - CA	PAY	19,084.68			Negotiable
11580		20-JUN-16	BANK OF NEW YORK MELLON TRUST COMPANY NA	NEWARK	7,656.25			Negotiable
11581		20-JUN-16	MUNICIPAL WATER DISTRICT OF ORANGEVALLEY COUNTY	FOUNTAIN	91,594.80			Negotiable
11582		20-JUN-16	MUNICIPAL WATER DISTRICT OF ORANGEVALLEY COUNTY	FOUNTAIN	1,307,049.47			Negotiable
11583		20-JUN-16	BANK OF NEW YORK MELLON TRUST COMPANY NA	NEWARK	18,444.44			Negotiable
11584		21-JUN-16	CITIGROUP GLOBAL MARKETS INC.	NEW YORK	857,064.37			Negotiable
11585		22-JUN-16	FILANC-BALFOUR BEATTY JV	ACT 4427724347	2,002,286.06			Negotiable
11586		22-JUN-16	FILANC-BALFOUR BEATTY JV	ESR 211084000	222,476.23			Negotiable
IRWD Ledger								
BANK: Bank of America N.A.			Branch : Los Angeles		Payment Register For 01-JUN-16 To 30-JUN-16		Report Date: 19-JUL-2016 07:14	
Bank Account Currency: USD (US Dollar)					Account: Checking AP and PR		Page: 44	
Payment Type: All					Payment Currency: USD (US Dollar)			
					Display Supplier Address: No			

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
Payment Document : IRWD Wire								
11587		27-JUN-16	U.S. BANK NATIONAL ASSOCIATION	ST. LOUIS	10,254.22			Negotiable
11588		27-JUN-16	YORK INSURANCE SERVICES GROUP INC - CA	PAY	5,194.03			Negotiable
11589		27-JUN-16	INTERNAL REVENUE SERVICE	FRESNO	206,313.06			Negotiable
11590		27-JUN-16	FRANCHISE TAX BOARD	SACRAMENTO	55,091.60			Negotiable
11591		27-JUN-16	EMPLOYMENT DEVELOPMENT DEPARTMENT	W SACRAMENTO	11,789.74			Negotiable
11592		27-JUN-16	ORDONEZ, CYNTHIA MARIE	DESERT HOT SPR	500.77			Negotiable
11593		27-JUN-16	EMPLOYEE BENEFIT SPECIALIST, INC	PAY	11,035.60			Negotiable
11594		27-JUN-16	CALIFORNIA DEPARTMENT OF CHILD SUPPORT SERVICES	SACRAMENTO	3,067.47			Negotiable
11595		27-JUN-16	GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY	DENVER	105,379.45			Negotiable
11596		28-JUN-16	YORK INSURANCE SERVICES GROUP INC - CA	PAY	6,398.87			Negotiable
11597		28-JUN-16	FORESITE ESCROW, INC.	BARDEEN PT/PVID	1,118,591.91			Negotiable
11598		30-JUN-16	INTERNAL REVENUE SERVICE	FRESNO	672.84			Negotiable
11599		30-JUN-16	FRANCHISE TAX BOARD	SACRAMENTO	100.24			Negotiable
11600		30-JUN-16	EMPLOYMENT	W	49.37			Negotiable

DEVELOPMENT SACRAMENTO
DEPARTMENT
11601 30-JUN-16 CALPERS SACRAMENTO 96,696.29 Negotiable

Payment Document Subtotal: 9,934,765.96

Bank Account Subtotal : 26,156,731.90 Disbursements 15,583,639.79

Report Count : 1093 Report Total: 26,156,731.90 15,583,639.79

IRWD Ledger Payment Register For 01-JUN-16 To 30-JUN-16 Report Date: 19-JUL-2016 07:14
BANK: Branch : Account: Page: 45
Bank Account Currency: () Payment Currency: ()
Payment Type: All Display Supplier Address: No

Payment Number	Sequence Num	Date	Supplier Name	Site	Payment Amount	Cleared Date	Cleared Amount	Status
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*** End of Report ***

\$ 26,156,731.90 Disbursements
<323,301.91> Voids
\$ 25,833,429.98 Total Voids and Disbursements

Exhibit "E"

IRWD Gov Code 53065.5 Disclosure Report

Payment or Reimbursements for Individual charges of \$100 or more per transaction for services or product received.

01-JUN-16 to 30-JUN-16

NAME	CHECK NO.	CHECK DATE	TRANSACTION	ITEM DESCRIPTION	EXPENSE JUSTIFICATION
Bennett, Ray R (Ray)	367887	2-Jun-16	127.10	Lodging	CSU Fresno 2016 Water Technology Conference Presenter, Clovis, CA - May 11-12, 2016
Drzymkowski, Michele A	368789	30-Jun-16	390.36	Lodging	2016 AWWA Annual Conference & Exposition, Chicago, IL - Jun 19-22, 2016
Drzymkowski, Michele A	368789	30-Jun-16	390.36	Lodging	2016 AWWA Annual Conference & Exposition, Chicago, IL - Jun 19-22, 2016
Drzymkowski, Michele A	368789	30-Jun-16	390.36	Lodging	2016 AWWA Annual Conference & Exposition, Chicago, IL - Jun 19-22, 2016
Drzymkowski, Michele A	368789	30-Jun-16	164.00	Membership/Certification	California Water Environment Association (CWEA) membership renewal
Figueroa, Jorge (Jorge)	368429	23-Jun-16	538.92	Other(Misc)	Annual Tool Expense Reimbursement
Figueroa, Jorge (Jorge)	368429	23-Jun-16	149.56	Other(Misc)	Annual Tool Expense Reimbursement
Gallegos, Richard (Richard)	368792	30-Jun-16	164.00	Membership/Certification	California Water Environment Association (CWEA) membership renewal
Gomez, Braulio	368251	16-Jun-16	160.00	Membership/Certification	Water Treatment Certificate Grade II
Habiger, Steve Jr (Steve)	368433	23-Jun-16	105.00	Membership/Certification	Water Resources Control Board Treatment Grade IV Certificate
Hamer, James B (James)	368047	9-Jun-16	164.00	Membership/Certification	California Water Environment Association (CWEA) membership renewal
Hoffman, Michael S (Mike)	368257	16-Jun-16	120.00	Other(Misc)	Safety shoes allowance
Kalinsky, Arseny (Arseny)	368775	30-Jun-16	104.98	Airfare	SWMOA 2016 Symposium, Scottsdale, AZ - June 14-15, 2016
Kalinsky, Arseny (Arseny)	368775	30-Jun-16	112.04	Lodging	SWMOA 2016 Symposium, Scottsdale, AZ - June 14-15, 2016
Kalinsky, Arseny (Arseny)	368775	30-Jun-16	132.00	Airfare	SWMOA 2016 Symposium, Scottsdale, AZ - June 14-15, 2016
Kanoff, Debbie G (Debbie)	368425	23-Jun-16	109.98	Other(Misc)	Meeting supplies
LaMar, Steven E	368434	23-Jun-16	137.08	Lodging	ACWA Board meeting, Sacramento, CA - Jun 2, 2016
LaMar, Steven E	368434	23-Jun-16	372.20	Airfare	National Water Resources Assoc. Federal Water Issues Conf., Washington, DC - Apr 9-14, 2016
LaMar, Steven E	368434	23-Jun-16	292.14	Lodging	National Water Resources Assoc. Federal Water Issues Conf., Washington, DC - Apr 9-14, 2016
LaMar, Steven E	368434	23-Jun-16	292.14	Lodging	National Water Resources Assoc. Federal Water Issues Conf., Washington, DC - Apr 9-14, 2016
LaMar, Steven E	368434	23-Jun-16	292.14	Lodging	National Water Resources Assoc. Federal Water Issues Conf., Washington, DC - Apr 9-14, 2016
LaMar, Steven E	368434	23-Jun-16	292.14	Lodging	National Water Resources Assoc. Federal Water Issues Conf., Washington, DC - Apr 9-14, 2016
LaMar, Steven E	368434	23-Jun-16	236.41	Lodging	ACWA Spring Conf., Monterey, CA - May 3-5, 2016
LaMar, Steven E	368434	23-Jun-16	236.41	Lodging	ACWA Spring Conf., Monterey, CA - May 3-5, 2016
LaMar, Steven E	368434	23-Jun-16	255.89	Auto Rental	ACWA Spring Conf., Monterey, CA - May 3-5, 2016
Lew, Kelly N (Kelly)	368786	30-Jun-16	115.00	Other(Misc)	Engineer's license renewal
Lin, Eileen (Eileen)	367884	2-Jun-16	399.00	Membership/Certification	Membership certificate renewal
Lin, Eileen (Eileen)	368779	30-Jun-16	1,295.00	Other(Misc)	CPE License renewal
Martinez, Veronica P	367888	2-Jun-16	400.00	Other(Misc)	SHRM Certification
Matheis, Mary Aileen	368430	23-Jun-16	234.22	Lodging	ACWA Spring Conf., Monterey, CA - May 2-6, 2016
Matheis, Mary Aileen	368430	23-Jun-16	234.22	Lodging	ACWA Spring Conf., Monterey, CA - May 2-6, 2016
Matheis, Mary Aileen	368430	23-Jun-16	234.22	Lodging	ACWA Spring Conf., Monterey, CA - May 2-6, 2016
Matheis, Mary Aileen	368430	23-Jun-16	234.22	Lodging	ACWA Spring Conf., Monterey, CA - May 2-6, 2016
McBride, Damien J	367883	2-Jun-16	178.45	Other(Misc)	Safety shoes allowance
Mori, Richard K (Rich)	368050	9-Jun-16	115.00	Other(Misc)	Engineer's license renewal
Murphy, Alexander J	367879	2-Jun-16	645.00	Membership/Certification	Membership certificate renewal
Norman, Tammy	368261	16-Jun-16	164.78	Other(Misc)	Meeting supplies
Paz, Alfonso III	368043	9-Jun-16	155.00	Membership/Certification	Water Distribution Operator Grade IV exam fee
Paz, Alfonso III	368043	9-Jun-16	105.00	Membership/Certification	Water Distribution Operator Grade IV certification
Perez, Jesus J (Jesus)	368256	16-Jun-16	300.00	Membership/Certification	Wastewater Treatment Plant Operator III Certification
Ruiz, Ricky (Ricky)	368259	16-Jun-16	230.00	Membership/Certification	Wastewater Plant Operator Grade II certification
Sanchez, Hector A (Hector)	368427	23-Jun-16	129.91	Other(Misc)	Annual Tool Expense Reimbursement
Sanchez, Hector A (Hector)	368427	23-Jun-16	508.05	Other(Misc)	Annual Tool Expense Reimbursement
Swift, Ian P (Ian)	368046	9-Jun-16	1,119.65	Other(Misc)	Feral animal trap operating supplies
Vazquez, Rafael	368258	16-Jun-16	116.68	Membership/Certification	Wastewater Treatment Plant Operator Grade II certification
Wilson, Brett	368424	23-Jun-16	694.54	Other(Misc)	Annual Tool Expense Reimbursement
Total Amount:			\$13,337.15		

July 25, 2016

Prepared by: K. Lew

Submitted by: K. Burton *(K.B.)*

Approved by: Paul Cook */P.C.*

CONSENT CALENDAR

SANTIAGO HILLS II SUPPLEMENTAL REIMBURSEMENT AGREEMENT

SUMMARY:

Irvine Community Development Company (ICDC) is beginning development of Santiago Hills II that includes the construction of streets, storm drains, domestic water, sewer, and recycled water improvements. Staff recommends that the Board authorize the General Manager to execute a Supplemental Reimbursement Agreement with ICDC for design and construction of capital facilities within the Santiago Hills II development.

BACKGROUND:

ICDC is moving forward with improvements in the Santiago Hills II development located between the State Route 241/261 and Jamboree at Santiago Canyon Road. The proposed land use consists of 1,180 residential dwelling units, community parks, and natural open space as shown in the Location Map attached as Exhibit "A". ICDC plans to start grading in Fall 2016.

IRWD and ICDC have had a Reimbursement Agreement (RA) for construction of IRWD capital facilities in place since May 1997. Under this RA, a Supplemental Reimbursement Agreement (SRA) serves to define the improvements to be designed and constructed within a specific Planning Area as well as the estimated reimbursable costs. Under the proposed Santiago Hills II SRA, ICDC will design and construct IRWD capital facilities consisting of approximately 6,800 feet of domestic water pipeline, 3,600 feet of sewer pipeline, 14,300 feet of recycled water pipeline, 1,150 feet of 20-inch Zone C+ recycled water supply pipeline to the Irvine Regional Park, 3,600 feet of 42-inch Irvine Lake Pipeline inlet pipeline to the Santiago Hills Reservoir, and 7,100 feet of 42-inch Zone C+ recycled water supply pipeline from the Santiago Hills Reservoir.

The required IRWD domestic water, sewer, and recycled water capital facilities are documented in Santiago Hills II Sub-Area Master Plan Update, as prepared by Michael Baker International in June 2016. The Supplemental Reimbursement Agreement, attached as Exhibit "B", has been reviewed by IRWD's legal counsel.

FISCAL IMPACTS:

None.

ENVIRONMENTAL COMPLIANCE:

Activities such as executing reimbursement agreements are not subject to the California Environmental Quality Act (CEQA) as authorized under the California Code of Regulations, Title 14, Chapter 3, Section 15061 (b)(3), in that CEQA applies only to projects which have the potential for causing a significant effect on the environment.

COMMITTEE STATUS:

This item was reviewed by the Engineering and Operations Committee on July 19, 2016.

RECOMMENDATION:

THAT THE BOARD AUTHORIZE THE GENERAL MANAGER TO EXECUTE A SUPPLEMENTAL REIMBURSEMENT AGREEMENT WITH THE IRVINE COMMUNITY DEVELOPMENT COMPANY FOR THE DESIGN AND CONSTRUCTION OF IRWD CAPITAL FACILITIES WITHIN THE SANTIAGO HILLS II DEVELOPMENT.

LIST OF EXHIBITS:

- Exhibit "A" – Location Map
- Exhibit "B" – Supplemental Reimbursement Agreement

EXHIBIT "A "

SANTIAGO HILL II - NORTH 17895

PRODUCT	UNITS	ACRES	
G-1	60x90	154	23.9
G-2	50x90	123	24.2
G-3	48x75	37	5.9
H-1	48x75	93	12.6
I-1	SIX COURT	149	17.7
I-2	FOUR COURT	110	14.6
I-3	36x92	163	15.2
NORTH RESIDENTIAL TOTAL		777	113.7

SANTIAGO HILL II - SOUTH 18199

PRODUCT	UNITS	ACRES	
J-1	86x90	94	23.1
J-2	65x60	16	3.5
J-3	65x50	42	7.8
J-4	95x60	48	9.9
J-5	45x75	95	14.5
J-6	48x75	52	7.6
X	CASTWOOD TOWNH	114	11.4
SOUTH RESIDENTIAL TOTAL		483	77.8

SHII RESIDENTIAL TOTAL 1160 191.5

- PARK
- LANDSCAPE
- UNDEVELOPED NATURAL AREA



Exhibit "B"

Exhibit "A"
to
Reimbursement Agreement

SUPPLEMENTAL REIMBURSEMENT AGREEMENT

BY AND BETWEEN

IRVINE RANCH WATER DISTRICT

AND

THE IRVINE COMPANY

This SUPPLEMENTAL REIMBURSEMENT AGREEMENT ("Agreement") is entered into as of this ____ day of _____, 20____, by and between Irvine Ranch Water District, a California water district formed and existing pursuant to the California Water District Law of the state of California ("IRWD"), and The Irvine Company ("TIC"). All capitalized terms used herein and not otherwise defined shall have the meanings given such terms in the Reimbursement Agreement.

WHEREAS, IRWD and TIC have previously entered into that certain Reimbursement Agreement dated May 21, 1997 ("Reimbursement Agreement") respecting construction of Capital Facilities; and

WHEREAS, said Reimbursement Agreement made reference to the fact that certain supplemental agreements would be entered into by the parties regarding construction of Capital Facilities and reimbursement therefor consistent with the provisions of said Reimbursement Agreement; and

WHEREAS, the parties now wish to enter this Agreement regarding the construction of Capital Facilities described below, subject to all of the terms of the Reimbursement Agreement, except as provided herein.

NOW, THEREFORE, the parties hereto, in consideration of the mutual promises and covenants hereinafter set forth, do agree as follows:

1. Except as provided herein, the parties hereby incorporate by reference all of the terms and conditions of the Reimbursement Agreement into this Agreement.

2. The name of the Project to which this Agreement pertains is:
Santiago Hills II Capital Facilities.
The Project is depicted on Exhibit 1 attached to this Agreement.

Exhibit "B"

3. The Capital Facilities to be constructed pursuant to this Agreement are as follows: [describe type, diameter, approximate linear footage, etc; include any detailed drawing as Exhibit 3 if needed] Approximately 6,800 feet of 12-inch domestic water pipeline, 3,600 feet of 12-inch to 16-inch sewer pipeline, 14,300 feet of 6-inch to 16-inch recycled water pipeline, 1,150 feet of 20-inch Zone C+ recycled water supply pipeline to the Irvine Regional Park, 3,600 feet of 42-inch Irvine Lake Pipeline inlet to the Santiago Hills Reservoir, and 7,100 feet of 42-inch Zone C+ recycled water supply pipeline from the Santiago Hills Reservoir. The Capital Facilities **do** / **do not** include any facilities that are a part of the Michelson/ Los Alisos Reclamation Plants Upgrades and Distribution System Expansion Project identified in the Agreement No. 61719 2003 LRP Local Resources Program Agreement, entered into as of June 13, 2005, by and between IRWD and the Metropolitan Water District of Southern California (the "MWD Local Project").

4. The total costs for the Capital Facilities shall include, but not be limited to, the actual costs for construction, surveying, compaction testing, permits, construction bonds, legal fees and an administration fee equal to one percent (1%) of the actual cost of construction (all such actual costs are collectively referred to as the "Costs"). The estimated amount of the Costs is \$18,000,000.

5. The following special terms apply to the construction of the Capital Facilities under this Agreement and supersede the provisions of the original Reimbursement Agreement referenced above:

"The "Costs" shall also include consultant design and consultant construction administration assistance.

6. In accordance with Section 10 of the Reimbursement Agreement, TIC is executing concurrently herewith an Assignment Agreement in the form of Exhibit 2, to be effective upon the Effective Date specified in the Assignment Agreement.

7. If the box in Section 3 above has been checked to indicate that any of the Capital Facilities are a part of the MWD Local Project, then TIC shall include the following language in its agreements with any consultant or contractor retained by TIC to work on the Capital Facilities:

"[Contractor / Consultant] agrees at its sole cost and expense to protect, indemnify, defend, and hold harmless Metropolitan Water District of Southern California, Municipal Water District of Orange County, and each of their respective Boards of Directors, officers, representatives, agents and employees from and against any and all claims and liability of any kind (including, but not limited to, any claims or liability for injury or death to any person, damage to property, natural resources or the environment, or water quality problems) that arise out of or relate to any act or omission of [Contractor / Consultant] in the performance of this agreement. Such indemnity shall include all damages and losses related to any claim made, whether or not a court action is filed, and shall include attorney

Exhibit "B"

fees, administrative and overhead costs, engineering and consulting fees and all other costs related to or arising out of such claim of liability.”

IN WITNESS WHEREOF, the parties have entered this Agreement as of the date set forth above.

IRVINE RANCH WATER DISTRICT

THE IRVINE COMPANY

By: _____
General Manager

By: _____
Title: _____

By: _____
Title: _____

Exhibit "B"

Exhibit "2"
to
Supplemental Reimbursement Agreement

Assignment Agreement

This ASSIGNMENT AGREEMENT is made as of _____, 20____, by and between THE IRVINE COMPANY, a corporation, dba Irvine Industrial Company ("Assignor"), to IRVINE RANCH WATER DISTRICT, a California water district formed and existing pursuant to the California Water District Law of the State of California ("Assignee") based upon the following recitals:

A. Assignor has previously (or will, prior to the Effective Date hereof, have) entered into that certain Construction Contract relating to the Project and Capital Facilities identified in Schedule A hereto (the "Construction Contract").

B. Assignee desires to acquire (I) Assignor's right, title and interest in and to the Capital Facilities constructed under the Construction Contract, and (II) the warranty rights of Assignor as to the Capital Facilities under the Construction Contract, and Assignor desires to assign such rights to Assignee.

NOW, THEREFORE, in consideration of the foregoing, the covenants and agreements contained herein and other valuable consideration, receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. ASSIGNMENT. Effective upon the date specified in Section 2 hereof (the "Effective Date"), Assignor assigns and transfers to Assignee all of Assignor's right, title, claim and interest in and to (a) the Capital Facilities constructed pursuant to the Construction Contract, and (b) the warranties and guarantees of contractor as to the Capital Facilities constructed pursuant to the Construction Contract. This Assignment is made by Assignor pursuant to the provisions of Section 10, entitled "Assignment of Interest", contained in that certain Reimbursement Agreement between Assignor and Assignee dated as of May 21, 1997.

2. EFFECTIVE DATE. The Effective Date shall be the date of the filing of the Notice of Completion for the Construction Contract unless a different date is inserted in the following space: _____

3. TRANSFER OF DOCUMENTATION. On or prior to the Effective Date, Assignor shall provide Assignee with a copy of the Construction Contract.

IN WITNESS WHEREOF, Assignor has executed this Assignment Agreement as of the date first above written.

ASSIGNOR:

THE IRVINE COMPANY, a corporation,
dba Irvine Industrial Company

By: _____

Title: _____

By: _____

Title: _____

Exhibit "B"

Schedule A
to
Assignment Agreement

This Schedule A to Assignment Agreement relates to the assignment of certain matters pursuant to the Supplemental Reimbursement Agreement between Assignor and Assignee dated _____ ("Supplemental Reimbursement Agreement").

Insert name of Project from Section 2 of Supplemental Reimbursement Agreement:
Agreement: _____

Insert description of Capital Facilities from Section 3 of Supplemental Reimbursement Agreement: _____

Contractor's Name: _____

License No. _____

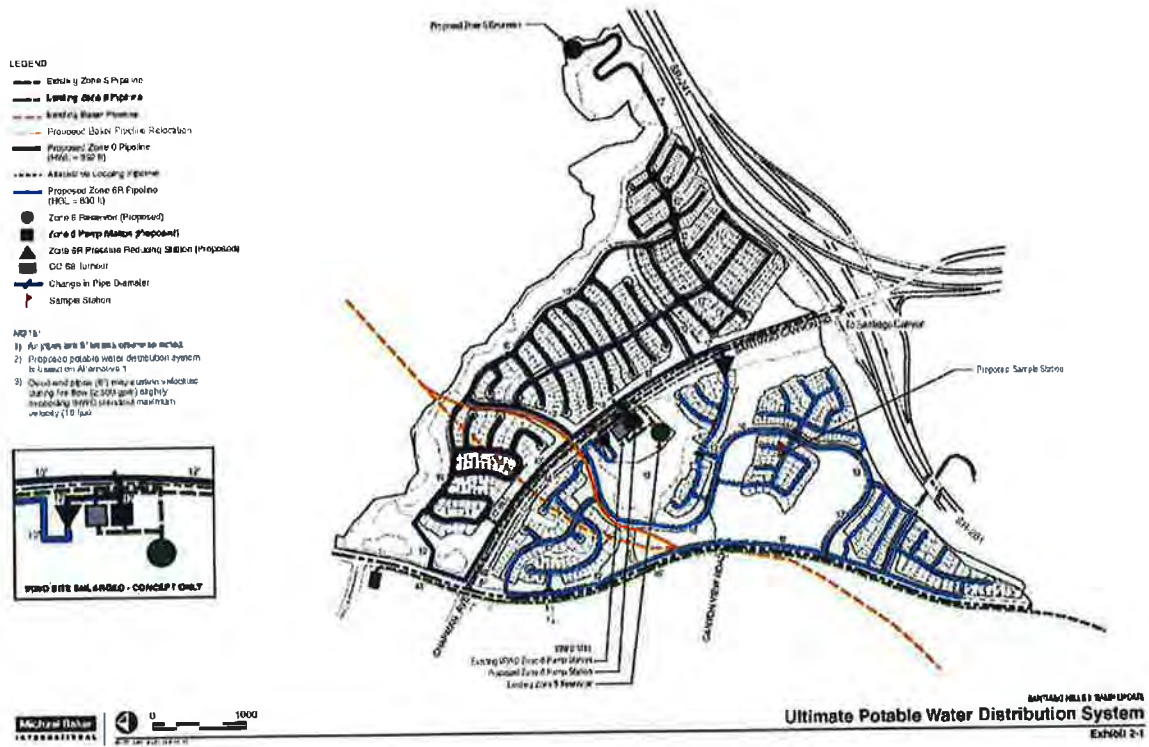
Address: _____

Phone #: _____ Fax #: _____

Contact Person: _____

Exhibit "B"

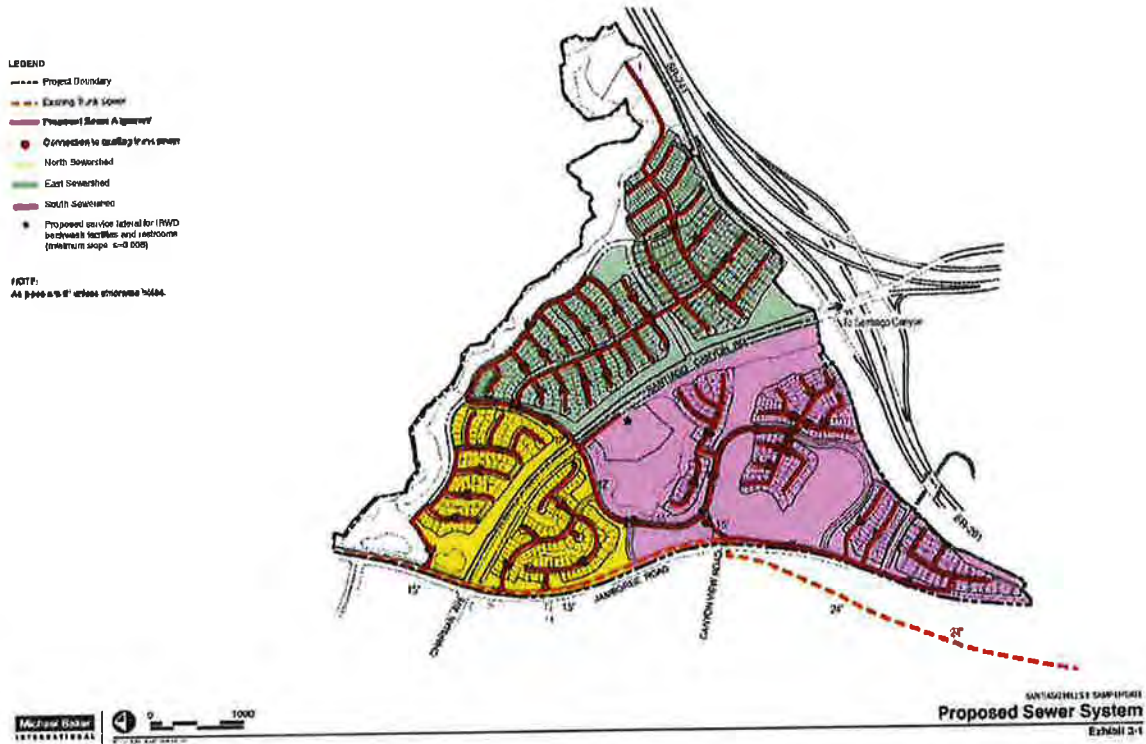
Exhibit "3"
to
Supplemental Reimbursement Agreement



Domestic Water System Facilities

Exhibit "B"

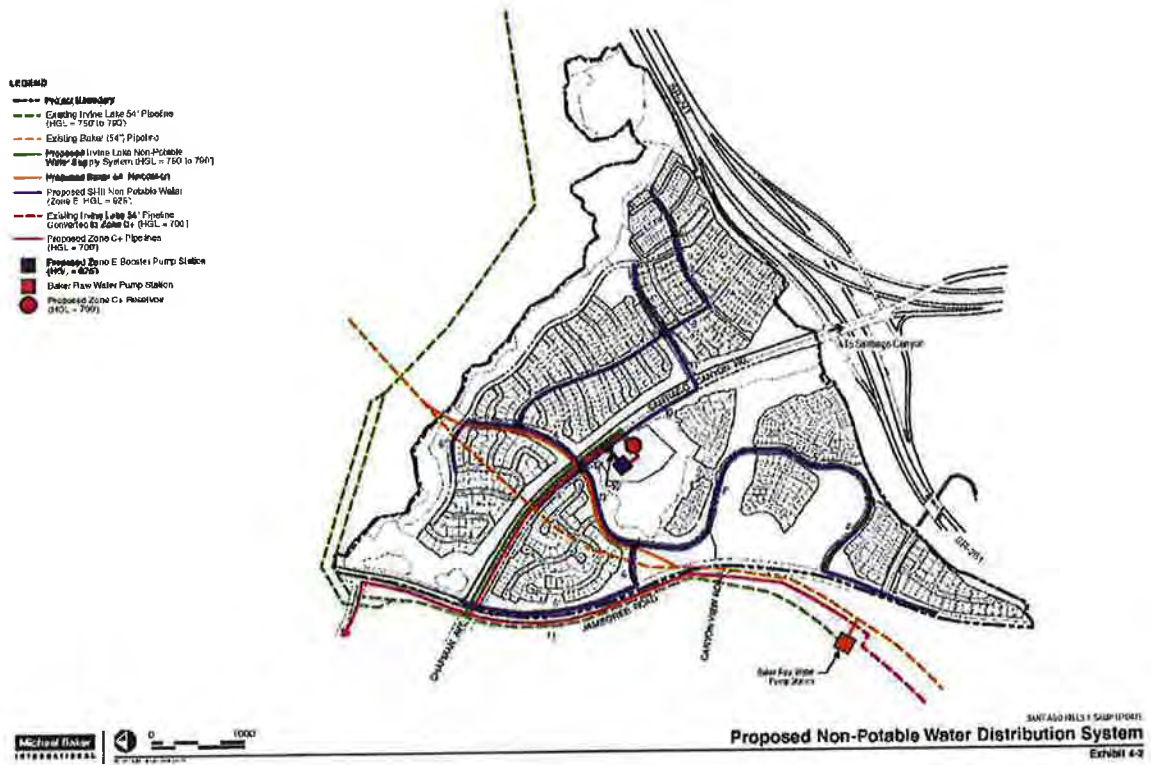
Exhibit "3"
to
Supplemental Reimbursement Agreement



Sewer System Facilities

Exhibit "B"

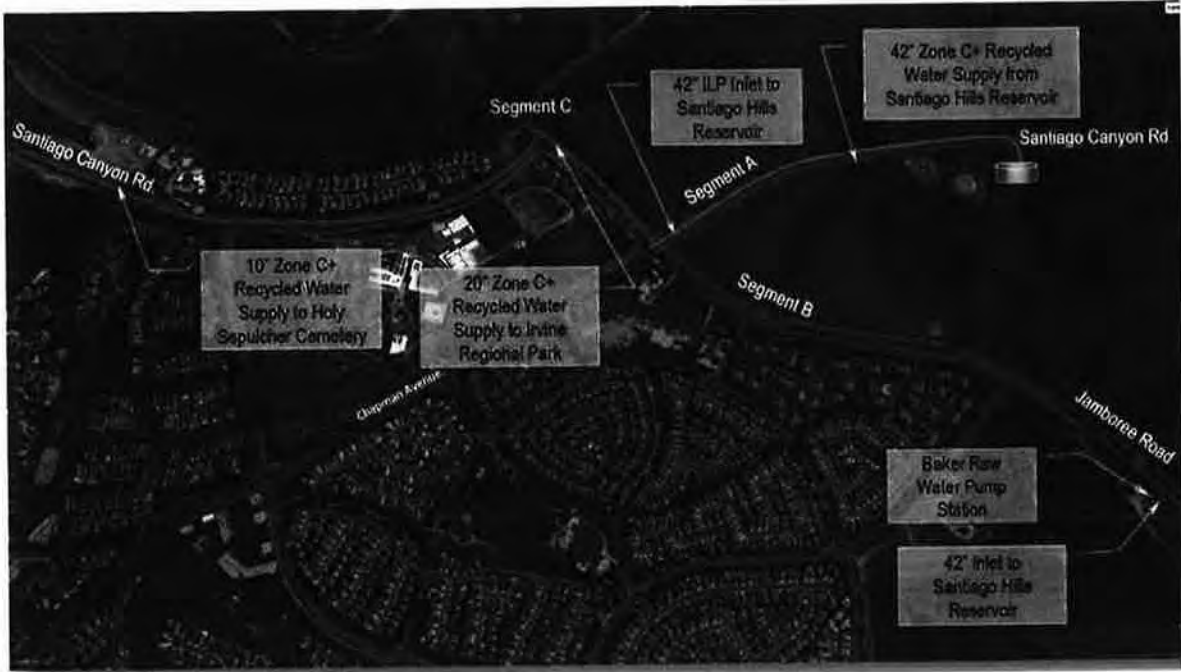
Exhibit "3"
to
Supplemental Reimbursement Agreement



Non-Potable System Facilities

Exhibit "B"

Exhibit "3"
to
Supplemental Reimbursement Agreement



42-Inch Irvine Lake Inlet Pipeline to Santiago Hills Reservoir,
42-Inch Zone C+ Recycled Water Supply Pipeline from Santiago Hills Reservoir,
and 20-inch Zone C+ Recycled Water Supply Pipeline to Irvine Regional Park

Exhibit "B"

Exhibits to Supplemental Reimbursement Agreement:

Exhibit 1 - Depiction of Project

Exhibit 2 - Assignment Agreement

Exhibit 3 - Description of Capital Facilities (as needed)

July 25, 2016

Prepared by: Christopher Smithson

Submitted by: Cheryl Clary/Kevin Burton

Approved by: Paul Cook

ACTION CALENDAR

ESTABLISHING REDEVELOPMENT CONNECTION FEES

SUMMARY:

An increased level of redevelopment throughout the IRWD service area has been occurring over the past several years. Connection fees are being paid by developers based on existing rates and charges without any credits applied for system capacity previously paid. Staff has reviewed these fees and recommends that the Board adopt a redevelopment fee methodology as part of the District's Rates and Charges. Staff also recommends that this methodology be retroactive to January 2014 when the IRWD rate setting long-term financing strategy was adopted with a reimbursement to developers totaling \$1.1 million.

BACKGROUND:

Redevelopment within the IRWD service area continues, with the majority of redevelopment in the Irvine Business Complex (IBC). Redevelopment consists primarily of conversions from commercial development to a higher density residential use, thereby increasing the demands initially projected from the District's Master Plan.

Proposed Methodology for Calculating Redevelopment Connection Fees:

Staff proposes adoption of the following methodology to calculate a redevelopment connection fee:

1. Calculate water and sewer connection fee based on redevelopment plans utilizing current rates and charges;
2. Provide a credit based on the existing project (to be redeveloped) by calculating a connection fee using current rates and charges; and
3. The redevelopment connection fee calculation is the difference between the new development connection fee and the connection fee credit. No refunds will be given if the credit is greater than connection fee.

Application of Proposed Methodology for Calculating Redevelopment Connection Fees:

Application of this methodology to the properties which have been redeveloped since January 2014 is as follows:

<i>Project</i>	<i>DU's</i>	<i>Acres</i>	Connection Fees			Credit for Redev.			<i>Adjusted Fee</i>	<i>% of Total</i>
			<i>Water</i>	<i>Sewer</i>	<i>Total</i>	<i>Water</i>	<i>Sewer</i>	<i>Total</i>		
(in thousands)										
Paseo, Foothill Ranch	72	7.00	\$187	\$202	\$389	\$90	\$96	\$186	\$203	52%
Kelvin Apartments	194	3.19	\$445	\$724	\$1,169	\$64	\$116	\$180	\$989	85%
Boardwalk, Commercial	n/a	7.50	\$151	\$1,004	\$1,155	\$151	\$271	\$422	\$733	63%
Fusion Apartments	280	3.63	\$643	\$1,045	\$1,688	\$73	\$131	\$204	\$1,484	88%
Derian Apartments	80	2.20	\$184	\$299	\$483	\$44	\$80	\$124	\$359	74%
Total			\$1,610	\$3,274	\$4,884	\$422	\$694	\$1,116	\$3,768	

Reimbursement of existing redevelopment projects would result in a refund of \$1.1 million or 23% of the fees paid.

Staff recommends that the Board approve the establishment of a redevelopment methodology calculation that will be included in the IRWD's Rates and Charges and that the methodology be applied retroactively back to January 2014.

FISCAL IMPACTS:

The fiscal impacts are estimated at \$1.1 million reimbursement to local developers.

ENVIRONMENTAL COMPLIANCE:

This item is not a project as defined in the California Environmental Quality Act Code of Regulations, Title 14, Chapter 3, Section 15378.

COMMITTEE STATUS:

This item was reviewed by the Finance and Personnel Committee on July 12, 2016.

RECOMMENDATION:

THAT THE BOARD ADOPT THE FOLLOWING RESOLUTION BY TITLE CHANGING THE RATES AND CHARGES TO INCLUDE THE ADDITION OF A REDEVELOPMENT CONNECTION FEE METHODOLOGY ALONG WITH MISCELLANEOUS NON-SUBSTANTIVE CHANGES.

RESOLUTION NO. 2016-

RESOLUTION OF THE BOARD OF DIRECTORS OF IRVINE RANCH WATER DISTRICT, ORANGE COUNTY, CALIFORNIA ADOPTING CHANGES TO CONNECTION FEES AS SET FORTH IN THE SCHEDULE OF RATES AND CHARGES IN EXHIBIT "B" TO THE RULES AND REGULATIONS OF IRVINE RANCH WATER DISTRICT FOR WATER, SEWER, RECYCLED WATER, AND NATURAL TREATMENT SYSTEM SERVICE

LIST OF EXHIBITS:

Exhibit "A" – Proposed changes to the Schedule of Rates and Charges
Exhibit "B" – Resolution to adopt the Schedule of Rates and Charges

Water Connection Fees

Residential

	IMPROVEMENT DISTRICT	0-5.8 DUUs/acre	5.9-10.8 DUUs/acre	10.9-25.8 DUUs/acre	25.9-40.0 DUUs/acre
Connection Fees Per Dwelling Unit	101*	\$3,696	\$3,260	\$2,762	\$2,332
	112	\$1,386	\$1,386	\$1,386	\$1,386
	112a (tax base exempt)	\$2,550	\$2,550	\$2,550	\$2,550
	113	\$2,881	\$2,881	\$2,881	\$2,881
development shall be gross acres excluding private parks.	125	\$2,637	\$2,637	\$2,637	\$2,637
	153	\$1,937	\$1,937	\$1,937	\$1,937
	153 PA 30	\$3,619	\$3,619	\$3,619	\$3,619
	185	\$1,652	\$1,652	\$1,652	\$1,652
	188	\$1,486	\$1,486	\$1,486	\$1,486
	All others				

Commercial, Industrial and Public Authority – Office Building

	IMPROVEMENT DISTRICT	Commercial	Industrial	Public Authority
Connection Fees Per Gross Acre	101*	\$20,509	\$31,237	\$20,509
	112	\$9,007	\$9,007	\$9,007
	112a (tax base exempt)	\$16,575	\$16,575	\$16,575
	113	\$21,042	\$0	\$10,521
	125	\$13,078	\$18,565	\$13,078
	153	\$10,176	\$14,444	\$10,176
	PA 30	\$17,955	\$25,488	\$17,955
	185	\$7,720	\$7,720	\$7,720
	188	\$5,867	\$5,867	\$5,867
	*All others			

Parks, Churches and Commercial Recreational Facilities

	IMPROVEMENT DISTRICT	Indoor Water Use	Outdoor ⁽¹⁾ Water Use
Connection Fees Per Fixture Unit	101*	\$64.23	\$226.03
(1) As calculated per UPC as revised.	125	\$43.47	\$152.35
	153	\$33.86	\$118.69
	PA 30	\$59.72	\$209.31
	185	\$44.42	\$155.97
	188	\$29.31	\$103.12
	*All others		

Schools (Public and Private)

	IMPROVEMENT DISTRICT	Primary & Intermediate	Secondary	Primary Intermediate & Secondary
Connection Fees Per	101*	\$5,061	\$6,788	\$217
100 Students Average Daily Attendance	125	\$3,418	\$4,590	\$153
	153	\$2,663	\$3,576	\$119
(2) Minimum required	PA 30	\$4,696	\$6,306	\$210
	185	\$3,348	\$4,697	\$151
	188	\$2,681	\$3,587	\$114
	*All others			

*Connection fees will be set by the Board of Directors upon request for initial service for each such improvement district.

High Volume User – Commercial and Industrial

This section shall apply to all non-residential applicants in addition to standard connection fees in all improvement districts.

Connection Fee Formula Additional High Volume Water User Connection Fee =

$$\frac{[\text{Est. GPD use} - (\text{no. acres} \times \text{use factor}^*)] \times \$1,155,083/\text{cfs}}{646,320 \text{ gal/day/cfs}}$$

*Non-Residential Water Use Factor	<u>Land Use Category</u>	<u>Water Use Factors (Gal/Acre/Day)</u>
	Commercial	2,000.00
	Industrial	4,000.00
	UCI	Special Contract

Definitions

Commercial: Commercial development including includes but is not limited to retail and offices

Industrial: Industrial development including manufacturing, research and development, and distributorships

Methodology for Calculating Redevelopment Connection Fees

Redevelopment connection fees will be calculated using the following methodology, effective January 1, 2014:

1. Calculate water and sewer connection fee based on redevelopment plans utilizing current rates and charges;
2. Provide a credit based on the existing project (to be redeveloped) by calculating a connection fee using current rates and charges; and
3. The redevelopment connection fee calculation is the difference between the new development connection fee and the connection fee credit. No refunds will be given if the credit is greater than connection fee.

Service Installations by District

Customers may request the District to install, relocate or abandon domestic water, recycled water and fire protection service lines. To request an action listed above, the customer must submit a Quote Request Form for Service or Meter Modifications which can be obtained by contacting Development Services. District staff will prepare a cost estimate for the requestor. When payment is received, a work order will be issued to District staff to begin coordination and installation.

The District reserves the right to decline a customer's request for service installations by District for any reason. In the event the District declines to perform service installations, the requestor will need to submit design plans for review and approval through Development Services. For further information, see Development Services Procedural Guidelines and General Design Requirements document which can be found at www.inwd.com.

Meter Installations by District

Customers may request the District to install or replace (downsize or upsize) domestic water or recycled water meters. To request an action listed above, the customer must submit a Quote Request Form for Service or Meter Modifications which can be obtained by contacting the District's Development Services. District staff will prepare a cost estimate for the requestor. When payment is received, a work order will be issued to District staff to begin coordination and installation. Meter installation and replacement charges are as follows:

Service Installations by District

Customers may request the District to install, relocate or abandon domestic water, recycled water and fire protection service lines. To request an action listed above, the customer must submit a Quote Request Form for Service or Meter Modifications which can be obtained by contacting the District's Development Services. District staff will prepare a cost estimate for the requestor. When payment is received, a work order will be issued to District staff to begin coordination and installation.

The District reserves the right to decline a customer's request for service installations by District for any reason. In the event the District declines to perform service installations, the requestor will need to submit design plans for review and approval through the District's Development Services. For further information, see the District's Development Services Procedural Guidelines and General Design Requirements document which can be found at www.inwd.com.

Meter Installations by District

Customers may request the District to install or replace (downsize or upsize) domestic water or recycled water meters. To request an action listed above, the customer must submit a Quote Request Form for Service or Meter Modifications which can be obtained by contacting the District's Development Services. District staff will prepare a cost estimate for the requestor. When payment is received, a work order will be issued to District staff to begin coordination and installation. Meter installation and replacement charges are as follows:

<u>Meter size</u>	<u>Cost*</u>	<u>Meter size</u>	<u>Cost*</u>
5/8" x 3/4" **	\$130.00**	2" Disc	\$ 750.00
3/4"	\$200.00	2" Turbo	\$1,300.00
1"	\$250.00***	3" Turbo	\$1,500.00
1-1/2"	\$450.00	4" Turbo	\$2,800.00
<u>5/8" x 3/4" **</u>	<u>\$130.00**</u>	<u>2" Disc</u>	<u>\$ 750.00</u>
<u>3/4"</u>	<u>\$200.00</u>	<u>2" Turbo</u>	<u>\$1,300.00</u>
<u>1"</u>	<u>\$250.00***</u>	<u>3" Turbo</u>	<u>\$1,500.00</u>
<u>1-1/2"</u>	<u>\$450.00</u>	<u>4" Turbo</u>	<u>\$2,800.00</u>

* Prices shown are for standard meter installations only and do not include services, angle stops, meter boxes, meter box covers, vaults or meter box lids. Additional costs may apply. The customer will be responsible for any plumbing modifications downstream of the water meter.

** Developer installed-Residential only.

*** When a customer requests a meter to be upsized from 5/8" x 3/4" to 1", additional parts and labor will be required to make the conversion. The cost for District staff to perform this work is \$2,000.00 and will be collected along with the standard 1" meter cost.

Costs for meters larger than 4-inches will be determined by the District's Purchasing Department at the time of request. Meters costs includes strainer.

Upsizing and Downsizing Meter Requests

1. It is the customer's responsibility to ensure that any upsizing or downsizing of the meter will not have any adverse effects to the customer's system as it relates to water pressure, fire protection or ability to successfully serve the demand of the home or business. The District may require OCFA approval of any modifications and/or a signed waiver form provided by the customer.
2. Any private-side (downstream of the water meter) modifications or repairs are the sole responsibility of the customer.
3. If for any reason the customer chooses to change back to the original size meter, all installation costs would once again apply.

A Quote Request Form for Service or Meter Modifications can be obtained at the District's Development Services Counter.

Domestic Water, Recycled Water and Natural Treatment System Plan Check and Inspection Fees

Plan check and inspection fees for water systems shall be calculated as 8% of the bondable cost for the off-site, public, potable or recycled water system or a fixed fee as described below:

1. Installation of a 1" or 2" service	\$400.00
2. Removal of a 1" or 2" service	\$400.00
3. Installation of a 4" or larger service	\$700.00
4. Installation of Fire DDCA or fire hydrants	\$500.00
5. Installation of recycled water hydrants or temporary construction connections	\$500.00

The plan check and inspection fees for domestic water and recycled water systems will be calculated as 8% of the bondable cost or as a fixed fee as described above. Residential or Natural Treatment Systems plans require a non-refundable deposit of 5% of the estimated cost. Non-residential plans require a nonrefundable \$100 deposit. The deposit shall be submitted when submitting for first plan check. Any remaining fees shall be paid prior to final approval of the plans.

* Prices shown are for standard meter installations only and do not include services, angle stops, meter boxes, meter box covers, vaults or meter box lids. Additional costs may apply. The customer will be responsible for any plumbing modifications downstream of the water meter.

** Developer installed-Residential only.

*** When a customer requests a meter to be upsized from 5/8" x 3/4" to 1", additional parts and labor will be required to make the conversion. The cost for District staff to perform this work is \$2,000.00 and will be collected along with the standard 1" meter cost.

Costs for larger meters will be determined at the time of request from Purchasing Dept. Cost of meter includes the strainer if not already built-in to the meter.

Upsizing and Downsizing of Meter

1. It is the customer's responsibility to make sure that any upsizing or downsizing of the meter will not have any adverse effects to the customer's system as it relates to water pressure, fire protection or ability to successfully serve the demand of the home or business. The District may require OCFA approval of any modifications and/or a signed waiver form provided by the customer.
2. Any private-side (downstream of the water meter) modifications or repairs are the sole responsibility of the customer.
3. If for whatever reason the customer chooses to change back to their original sized meter, all installation costs would once again apply.

A Quote Request Form for Service or Meter Modifications can be obtained at the District's Development Services Counter.

Plan Check and Inspection Fees

Plan check and inspection fees for water systems shall be calculated as 8% of the bondable cost for the off-site, public, potable or recycled water system or a fixed fee as described below:

1. Installation of a 1" or 2" service	\$400.00
2. Removal of a 1" or 2" service	\$400.00
3. Installation of a 4" or larger service	\$700.00
4. Installation or replacement of Fire DDCA	\$500.00

A non-refundable deposit of 5% of the estimated cost of the public potable or recycled water system is required with the submittal of the first plan check to cover the costs of plan checking. The total fee is due and payable prior to final plan approval.

Interim Water Service Charge – New Developments

A one-time charge of \$35.10 per connection to each pad in a new tract and/or development will be made to builders and developers for unmetered water service available for that period of time after in-tract lines have been connected to the District's water system until the new customer begins metered water service.

Unmetered water service is not permitted for custom lots. Developers for custom lots will be required to apply for a domestic water construction meter prior to starting construction.

Interim Water Service Charge – New Developments

~~A one-time charge of \$35.10 per connection to each pad in a new tract and/or development will be made to builders and developers for unmetered water service available for that period of time after in-tract lines have been connected to the District's water system until the new customer begins metered water service.~~

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Sewer Connection Fees

Residential

	IMPROVEMENT DISTRICT	0-5.8 DUs/acre	5.9-10.8 Dus/acre	10.9-25.8 Dus/acre	25.9-40.0 Dus/acre
Connection Fees Per Dwelling Unit	1 (201)*	\$6,563	\$5,840	\$4,807	\$3,793
	212	\$3,617	\$3,617	\$3,617	\$3,617
	212a (tax baseexempt)	\$6,656	\$6,656	\$6,656	\$6,656
	213	\$5,040	\$5,040	\$5,040	\$5,040
Total acreage for any given development shall be gross acres excluding private parks.	240	\$3,621	\$3,621	\$3,621	\$3,621
	225	\$2,847	\$2,847	\$2,847	\$2,847
	253	\$2,251	\$2,251	\$2,251	\$2,251
Parks.	253 PA 30	\$3,776	\$3,776	\$3,776	\$3,776
	256	\$25,839	\$25,839	\$25,839	\$25,839
	285	\$2,949	\$2,949	\$2,949	\$2,949
	288	\$2,549	\$2,549	\$2,549	\$2,549
	OPA1 (Ridgeline)	\$4,430	\$4,430	\$4,430	\$4,430
	<i>*All othersAll others*</i>				

Commercial, Industrial and Public Authority – Office Building

	IMPROVEMENT DISTRICT	Commercial	Industrial	Public Authority
Connection Fees Per Gross Acre	1 (201)*	\$36,780	\$64,170	\$36,780
	212	\$21,597	\$21,597	\$21,597
	212a (tax baseexempt)	\$39,741	\$39,741	\$39,741
	213	\$30,028	\$0	\$15,526
	240	\$16,534	\$0	\$16,534
	225	\$13,921	\$16,468	\$9,924
	253	\$10,329	\$17,140	\$10,329
	253 PA 30	\$16,839	\$27,941	\$16,839
	285	\$5,894	\$5,894	\$5,894
	288	\$10,059	\$10,059	\$10,059
	<i>*All othersAll others*</i>			

Parks, Churches and Commercial Recreational Facilities

	IMPROVEMENT DISTRICT	Fee
Connection Fees Per Fixture Unit	1 (201)*	\$406.93
	240	\$245.99
	225	\$218.19
	253	\$161.89
	253 PA 30	\$263.91
	288	\$66.74
	<i>*All othersAll</i>	

~~*Connection fees will be set by the Board of Directors upon request for initial service for each such improvement district.~~

Schools (Public and Private)

	IMPROVEMENT DISTRICT	Primary & Intermediate	Secondary
Connection Fees Per	1 (201)*	\$19,282	\$25,713
100 Students Average Daily Attendance	240	\$11,626	\$15,504
	225	\$10,252	\$13,669
	253	\$7,606	\$10,141
	253 PA 30	\$12,399	\$16,532
	288	\$3,213	\$4,282
	<i>*All othersAll</i>		

*Connection fees will be set by the Board of Directors upon request for initial service for each such improvement district.

Sewer Lateral Installations by District

The District does not install sewer laterals.

Former OCSD Irvine Business Complex – Non-Residential

	-----Commercial/Industrial-----		
	(1)	(2)	(3)
	<u>Low Demand</u>	<u>Average Demand</u>	<u>High Demand</u>
Connection Fees Per 1,000 Square Feet	\$253	\$1,564	\$3,707

- (1) Low Demand connections are the following categories of users: Nurseries, Warehouses, Parking Structures, RV Storage, Churches, Truck Terminals, RV Parks, Lumber/Construction Yards, and other discharge whose flow is similar in volume to these listed categories.
- (2) Average Demand connections other than listed in Low or High Demand categories.
- (3) High Demand connections are the following categories of users: Restaurants, Supermarkets, Car Washes, Coin Laundries, Amusement Parks, Shopping Centers with Restaurants, Food Processing Facilities, Textile Manufacturers, and other discharges whose flow is similar in volume to these listed categories.

High Volume User – Commercial and Industrial

This section shall apply to all non-residential applicants in addition to standard connection fees in all improvement districts.

Connection Fee Formula

Additional High Volume Sewer User Connection Fee =

* Sewer GPD = 90% of water GPD

[Est. GPD use * – (no. acres x use factor**)] x \$16.52/Gal. of Sewer Flow

**Non-Residential Sewage Flow Generators (Use Factors)

Land Use Category

Average Flows

Commercial

1,300.00

Industrial

2,600.00

UCI

Special Contract

Definitions

Commercial: Commercial development includes but is not limited to retail and offices

Industrial: Industrial development including manufacturing, research and development and distributorships

Methodology for Calculating Redevelopment Connection Fees

Redevelopment connection fees will be calculated using the following methodology, effective January 1, 2014:

1. Calculate water and sewer connection fee based on redevelopment plans utilizing current rates and charges;
2. Provide a credit based on the existing project (to be redeveloped) by calculating a connection fee using current rates and charges; and
3. The redevelopment connection fee calculation is the difference between the new development connection fee and the connection fee credit. No refunds will be given if the credit is greater than connection fee.

High Volume User – Commercial and Industrial

This section shall apply to all non-residential applicants for 2" and larger meters in addition to standard connection fees in all improvement districts.

Connection Fee Formula

Additional High Volume Sewer User Connection Fee =

* Sewer GPD = 90% of water GPD

$\frac{[\text{Est. GPD use}^* - (\text{no. acres} \times \text{use factor}^{**})] \times \$16.79/\text{Gal. of Sewer Flow}}$

**Non-Residential Sewage Flow Generators
(Use Factors)

Land Use Category

Average Flows

Commercial

1,300.00

Industrial

2,600.00

UCI

Special Contract

Definitions

Commercial: Commercial development including retail and offices

Industrial: Industrial development including manufacturing, research and development and distributorships

Sanitary Sewer Plan Check and Inspection Fees

The plan check and inspection fee for public sewer systems will be calculated as 10% of the bondable cost. A non-refundable deposit of 5% of the estimated cost of the sewer system is required with the submittal of the first plan check. Any remaining fees shall be paid prior to final approval of the plans.

District Closed Circuit Television Inspection Charges **Initial TV Inspection Fee**

A fee of \$.60 per linear foot as measured from the center line of manholes will be charged for all 6-inch and larger sewer lines to be inspected by a closed circuit television camera. The District will furnish the special camera equipment and manpower to fulfill this inspection requirement. This fee is to be paid along with the other connection, meter, and inspection fees prior to the District signing developer's tract utility plans.

Reinspection

Fees for Reinspection by District TV Crew after corrective work is completed. Those portions of the pipeline system that have been corrected must be retelevised.

1. District fees for retelevising corrective work will be a flat set-up fee of two hundred fifty dollars (\$250.00) plus \$.60 per foot of sewer line reinspected measured centerline to centerline of manholes.

2. Payment for retelevising estimated inspection fees must be received by the District Engineering Inspection Division prior to scheduling the reinspection. Retelevising will not be done until the fees are paid.

Cancellation of District's TV Inspection

If it is determined by either the Contractor or Developer that the job site will not be ready or accessible for the television inspection on the scheduled date, as notified, the Contractor shall notify the District Inspection Division of the necessary cancellation at least 24 hours in advance of the scheduled inspection to avoid being charged a cancellation fee.

1. If the District's television crew arrives at the job site and the work is not ready or accessible, the Contractor and owner will be billed for the cancellation fee of two hundred fifty dollars (\$250.00), payable to the District prior to the date of the rescheduled television inspection.

2. A rescheduled inspection is to be made through the District's project inspection division.

Optional Developer TV Inspection

If the Contractor or Owner desires to have a portion of, or the entire job, TV inspected for his convenience, he will be charged a fee of one hundred fifty dollars (\$150.00) plus \$.60 per foot of sewer line inspected measured centerline to centerline of manholes.

Sewer Installation Charges

1. A \$100 inspection fee will be charged for sewer laterals installed by the applicant, at no cost to the District, in accordance with District approved plans. The fee is to be paid prior to the approval of the plan for the sewer lateral.
2. The plan check and inspection fee for public sewer systems will be calculated as 10% of the bondable cost for the public sewer system or a fixed fee as described above. A non-refundable deposit of 5% of the estimated cost of the sewer system is required with the submittal of the first plan check. The total fee will be due and payable prior to final approval of the plans.

District Closed Circuit Television Inspection Charges

Initial TV Inspection Fee

A fee of \$.60 per linear foot as measured from the center line of manholes will be charged for all 6-inch and larger sewer lines to be inspected by a closed circuit television camera. The District will furnish the special camera equipment and manpower to fulfill this inspection requirement. This fee is to be paid along with the other connection, meter, and inspection fees prior to the District signing developer's tract utility plans.

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1. District fees for retelevising corrective work will be a flat set-up fee of two hundred fifty dollars (\$250.00) plus \$.60 per foot of sewer line reinspected measured centerline to centerline of manholes.
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Cancellation of District's TV Inspection

If it is determined by either the Contractor or Developer that the job site will not be ready or accessible for the television inspection on the scheduled date, as notified, the Contractor shall notify the District Inspection Division of the necessary cancellation at least 24 hours in advance of the scheduled inspection to avoid being charged a cancellation fee.

1. If the District's television crew arrives at the job site and the work is not ready or accessible, the Contractor and owner will be billed for the cancellation fee of two hundred fifty dollars (\$250.00), payable to the District prior to the date of the rescheduled television inspection.
2. A rescheduled inspection is to be made through the District's project inspection division.

Developer TV Inspection

If the Contractor or Owner desires to have a portion of, or the entire job, TV inspected for his convenience, he will be charged a fee of one hundred fifty dollars (\$150.00) plus \$.60 per foot of sewer line inspected measured centerline to centerline of manholes.

Exhibit "B"

RESOLUTION NO. 2016-

RESOLUTION OF THE BOARD OF DIRECTORS OF IRVINE
RANCH WATER DISTRICT, ORANGE COUNTY, CALIFORNIA
ADOPTING CHANGES TO CONNECTION FEES AS SET FORTH IN
THE SCHEDULE OF RATES AND CHARGES IN EXHIBIT "B" TO THE
RULES AND REGULATIONS OF IRVINE RANCH WATER DISTRICT
FOR WATER, SEWER, RECYCLED WATER, AND NATURAL
TREATMENT SYSTEM SERVICE

WHEREAS, the Irvine Ranch Water District (IRWD) is a California Water District organized and existing under the California Water District Law, and all of the lands within the boundaries of said District are located in the County of Orange, State of California; and

WHEREAS, Section 35423, 35470, and Section 35501 of the California Water Code empower the District to establish, print and distribute equitable rules and regulations and prescribe and collect rates or other charges for water and sewer service, and such authority to prescribe and collect rates or other charges for water and sewer service includes connection fees for connection and service capacity; and

WHEREAS, the Board of Directors of IRWD, by adoption of Resolution No. 2015-23 approved and adopted amended "Rules and Regulations of Irvine Ranch Water District for Water, Sewer, Recycled Water, and Natural Treatment System Service effective August 24, 2015; and

WHEREAS, Exhibit "B" of said Rules and Regulations sets forth Rates and Charges, which Exhibit "B" may be changed from time to time by adoption of changes to any of the rates and charges or any new rates and charges as may be established and set forth therein; and

WHEREAS, Section 21080(b) (8) of the Public Resources Code provides that the establishment, modification, structuring, restructuring or approval of rates, tolls, fares, or other charges by public agencies are exempt from the requirements of the California Environmental Quality Act (CEQA) provided that certain findings are made specifying the basis for the claim of exemption; and

WHEREAS, Article XIII B of the Constitution of the State of California, limiting local agencies' appropriations of proceeds of taxes, excludes user charges or fees or regulatory fees from the definition of proceeds of taxes, as long as such fees and charges do not produce revenue exceeding the costs reasonably borne in providing the regulation, product or service, and further excludes appropriations for debt service and appropriations for qualified capital outlay projects from appropriations subject to limitation; and

WHEREAS, the Board of Directors of IRWD deems it advisable and finds that it would be in the best interest of the District to amend or establish connection fees, consistent with applicable constitutional and statutory requirements; and

WHEREAS, the proposed revisions to the connection fees, as set forth in Exhibit “A” to this resolution, do not modify or establish any property-related fees or charges subject to the notice and hearing procedures of Article XIID of the Constitution of the State of California; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of IRWD as follows:

Section 1. It is hereby found and determined that the proposed changes to the Schedule of Rates and Charges are within the purposes set forth in Section 21080(b) of the Public Resources Code including but not by way of limitation, the purposes of (1) meeting operating expenses, (2) purchasing or leasing supplies, equipment or materials, (3) meeting financial reserve needs and requirements, and (4) obtaining funds for capital projects necessary to maintain service within existing areas, and therefore, that such changes are exempt from CEQA.

Section 2. It is hereby found and determined that relative to Article XIII B of the Constitution of the State of California, the charges or fees or regulatory fees established or increased hereby do not produce revenues exceeding the costs reasonably borne in providing the regulation, product or service and/or are used for debt service or qualified capital outlay projects and accordingly do not constitute proceeds of taxes, the appropriation of which is limited under Article XIII B, and that the documentation used in making such determinations has been on file in the office of IRWD for not less than 15 days prior to the date hereof, pursuant to Section 7910 of the Government Code of the State of California. It is hereby further found and determined that relative to the requirements of Sections 66013 and 66016 of the Government Code of the State of California, the availability of such documentation also satisfies the requirement to make publicly available the data indicating the estimated cost and revenue sources to provide the service for which the fee is imposed at least 10 days prior to the meeting at which this resolution is adopted, and that the connection fees established or increased hereby do not exceed the estimated reasonable cost of providing the service for which they are imposed.

Section 3. The new and/or revised connection fees as set forth in Exhibit “A” attached to this resolution and by this reference incorporated herein are hereby adopted, and the corresponding rate(s), fee(s) or charge(s), if any, as set forth in Rules and Regulations Exhibit “B” currently in effect, are hereby superseded. Staff is directed to incorporate the hereby adopted new and/or revised connection fee(s) into Exhibit “B” to the Rules and Regulations.

Section 4. That the provisions of this Resolution shall be effective upon adoption.

Section 5. That the Secretary is hereby ordered and directed to post a certified copy of this Resolution in a public place within the Irvine Ranch Water District.

ADOPTED, SIGNED and APPROVED this 25th day of July, 2016.

President, IRVINE RANCH WATER DISTRICT
and of the Board of Directors thereof

Assistant Secretary, IRVINE RANCH WATER DISTRICT
and of the Board of Directors thereof

APPROVED AS TO FORM:
BOWIE, ARNESON, WILES & GIANNONE
Legal Counsel - IRWD

By: _____

July 25, 2016

Prepared by: Tanja Fournier

Submitted by: Robert Jacobson/Cheryl Clary

Approved by: Paul Cook



ACTION CALENDAR

2016 CERTIFICATES OF PARTICIPATION ISSUANCE AND REFUNDING OF THE 2010 CERTIFICATES OF PARTICIPATION

SUMMARY:

On June 27, 2016, the Board approved the issuance of Certificates of Participation (COPs) in an amount not to exceed \$100 million to reimburse the Capital Fund for replacement-related projects. The Board also approved a potential refunding of the callable portion (\$42.2 million) of the District's \$54.7 million 2010 COPs issue currently outstanding at 3.82% to take advantage of historically low interest rates, resulting in an estimated \$5.0 to \$5.5 million in interest savings to the District based on current economics. Staff recommends that the Board adopt the resolution attached as Exhibit "A", which approves the Installment Sale Agreement, trust agreement, and certain other actions related to the new issuance of the COPs and refunding of the 2010 COPs. Additionally, there is a companion item related to this transaction on the Irvine Ranch Water District Water Services Corporation July 25, 2016 agenda.

BACKGROUND:

New Issuance of the COPs and Refunding of the 2010 COP's Issue:

On June 27, 2016, the Board approved the issuance of Certificates of Participation in an amount not to exceed \$100 million primarily, to reimburse replacement-related capital expenditures for construction of the District's Michelson Water Recycling Plant's Biosolids Handling and Energy Recovery Facility, and approved a potential refunding of the callable portion (\$42.2 million) of the 2010 COPs outstanding at 3.82%.

Legal counsel has prepared a resolution providing for approval of the new issuance and refunding documents in substantially final form, which includes the Installment Sale Agreement with the IRWD Water Service Corporation, a contract of purchase with Goldman Sachs, a trust agreement with Bank of New York Mellon, and a Preliminary Official Statement. All documents are on file with the Secretary.

COMMITTEE STATUS:

The 2016 COPs issuance was reviewed and approved by the Finance and Personnel Committee on June 7, 2016 and July 12, 2016, and by the Board on June 27, 2016.

FISCAL IMPACTS:

A \$100 million COPs issuance will reimburse the Replacement Fund for eligible expenditures that have occurred over the past three years, and remaining estimated Replacement Fund expenditures primarily related to the Biosolids project through project completion. Refunding

\$42.2 million of the 2010 COPs outstanding at 3.82% is estimated to save the District between \$5.0 million and \$5.5 million in interest expense based on current economics. The underwriter fees, expenses, and cost of issuance, including legal, rating agencies, trustee, and printing expenses for the COPs issue are estimated at \$500,000.

ENVIRONMENTAL COMPLIANCE:

This item is not a project as defined in the California Environmental Quality Act Code of Regulations, Title 14, Chapter 3, Section 15378.

RECOMMENDATION:

THAT THE BOARD ADOPT THE FOLLOWING RESOLUTION BY TITLE:

RESOLUTION 2016-

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
IRVINE RANCH WATER DISTRICT APPROVING INSTALLMENT
SALE AGREEMENT, TRUST AGREEMENT AND OTHER
DOCUMENTS AND APPROVING CERTAIN ACTIONS
RELATING TO CERTIFICATES OF PARTICIPATION, IRVINE
RANCH WATER DISTRICT, SERIES 2016

LIST OF EXHIBITS:

Exhibit “A” – Resolution approving the Installment Sale Agreement and other documents.

RESOLUTION NO. 2016-_____

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
IRVINE RANCH WATER DISTRICT APPROVING AN INSTALLMENT
SALE AGREEMENT, TRUST AGREEMENT AND OTHER
DOCUMENTS AND APPROVING CERTAIN ACTIONS
RELATING TO CERTIFICATES OF PARTICIPATION, IRVINE
RANCH WATER DISTRICT, SERIES 2016

WHEREAS, the Irvine Ranch Water District (“IRWD”) is authorized and empowered join with one or more public agencies, private corporations or other persons for the purpose of carrying out any of the purposes of IRWD and to contract with such other public agencies, private corporations or other persons for the financing of the acquisition and construction of facilities and other properties to carry out said purposes;

WHEREAS, the Irvine Ranch Water District Water Service Corporation (“Corporation”) is authorized and empowered to render financial assistance to IRWD by, among other things, financing, refinancing, acquiring, constructing and selling water, sewer and other public improvements and property for the benefit of IRWD and surrounding areas;

WHEREAS, IRWD, for the purpose of obtaining financing or refinancing for the acquisition and construction of certain additions, betterments, extensions and improvements to IRWD’s facilities for the provision of water, sewer, reclaimed water and related services, authorized the execution and delivery of the Certificates of Participation, Irvine Ranch Water District, Refunding Series 2010 (the “Prior Certificates”);

WHEREAS, this Board of Directors has determined that it is in the interest of IRWD to enter into an installment sale agreement with Corporation, for the purpose of financing and refinancing certain property through the execution and delivery of certificates of participation to provide for such financing and refinancing and to prepay a portion of the Prior Certificates, as permitted pursuant to Sections 53570 *et seq.* and 53580 *et seq.* of the California Government Code;

WHEREAS, there has been placed on file with the Secretary of IRWD the form of the installment sale agreement relating to the Certificates of Participation, Irvine Ranch Water District, Series 2016 (the “Certificates”), as well as the forms of a trust agreement and contract of purchase, relating to the Certificates and this Board desires to approve the form and authorize the execution thereof;

WHEREAS, the Certificates will be offered for sale using an official statement;

WHEREAS, a portion of the proceeds of the Certificates will be deposited with an escrow agent, to be held in escrow and applied to the prepayment of a portion of the Prior Certificates as specified in the Trust Agreement in accordance with the provisions of one or more escrow agreements;

WHEREAS, if the trust agreement so requires, it is in the interest of IRWD to secure the timely payment of the principal and purchase price of and interest with respect to the Certificates by obtaining a letter of credit or liquidity facility with respect to the Certificates and entering into a reimbursement agreement with the provider of the letter of credit or liquidity facility;

WHEREAS, this Board desires to authorize the selection of the initial trustee and if required by the trust agreement, initial remarketing agent with respect to the Certificates, and such other agents as may be required or permitted to perform the duties described under the trust agreement;

WHEREAS, this Board desires to authorize the execution and delivery of any and all documents and instruments and the performance of any and all acts and things necessary or proper for carrying out the transactions contemplated by this resolution, the installment sale agreement and the trust agreement, including, but not limited to, any and all documents, instruments, acts and things necessary or proper for securing and maintaining a rating or ratings with respect to the Certificates.

NOW, THEREFORE, the Board of Directors of IRWD DOES HEREBY RESOLVE, DETERMINE AND ORDER as follows:

Section 1. The installment sale agreement, by and between IRWD and Corporation; the trust agreement, by and among IRWD, Corporation and U.S. Bank National Association, as trustee (the "Trustee"); and the contract of purchase, by and among IRWD, Corporation and Goldman, Sachs & Co., as underwriter (the "Underwriter"), relating to the Certificates, each to be dated as of the date established by the Treasurer of IRWD or in his absence an Assistant Treasurer of IRWD (the "Treasurer"), are hereby approved in the respective forms on file with the Secretary upon adoption of this resolution, and the President and Secretary of IRWD are authorized and directed to execute them in such form, with such changes, insertions and deletions as are approved by, and on the date for closing and delivery established by, the Treasurer with the concurrence of the President of IRWD, which approval will be conclusively evidenced by execution and delivery thereof. The forms of the installment sale agreement, trust agreement and contract of purchase relating to the Certificates, as so executed and delivered (the "Installment Sale Agreement," the "Trust Agreement" and the "Contract of Purchase," respectively) are incorporated herein as of their dates, by this reference. Capitalized terms used herein and not otherwise defined shall have the meanings given such terms in the Trust Agreement.

Section 2. The Certificates to be executed and delivered pursuant to the Trust Agreement shall represent an aggregate principal amount of installment payments which does not exceed the following sum: \$100,000,000 plus an amount determined at the time of sale to be sufficient, together with other funds available therefor, to pay the costs of issuance of the Certificates and to prepay the Prior Certificates to be prepaid, including, pursuant to California Government Code Section 53587, the costs of prepayment of the Prior Certificates to be prepaid. The Treasurer is authorized, at the time of sale of the Certificates, to determine and set forth in a certificate(s) delivered by the Treasurer at the time of closing and delivery of the Certificates the principal amount, dates of maturity and sinking fund payments, and, if different from the initial interest rate mode specified below in this Section 2, the initial interest rate mode, that will in his

judgment optimize the cost of funds to IRWD. The Prior Certificates will be called for prepayment and prepaid on such date as may be determined by the Treasurer and set forth in notices of prepayment given in accordance with the trust agreement relating to the Prior Certificates. The Treasurer is authorized and directed to cause such notices to be given. Upon the payment of the purchase price for the Certificates as provided for in the Contract of Purchase, the Trustee is hereby authorized and directed to execute and deliver the Certificates to the Underwriter in the amounts, maturities and denominations as provided in the Trust Agreement. Subject to the determination by the Treasurer as provided above, the Certificates shall initially be in a fixed rate mode.

Section 3. IRWD covenants to fix, prescribe and collect Revenues, to the fullest extent permitted by law, which will be at least sufficient to yield during each Fiscal Year Net Revenues equal to one hundred twenty-five percent (125%) of Debt Service payable during such Fiscal Year. The obligation of IRWD to make the Installment Payments and other payments under the Installment Sale Agreement is payable only from the Net Revenues and not from any other funds or monies of IRWD and does not constitute an obligation of IRWD for which it is obligated to levy or collect any form of taxation, including ad valorem assessments, or for which IRWD has levied or pledged any form of taxation, including ad valorem assessments.

Section 4. There shall be created in the treasury of IRWD the Costs of Delivery Fund and any other funds and accounts in the treasury of IRWD as are specified in the Trust Agreement. Such funds and accounts in the treasury of IRWD shall be held and applied as provided in the Trust Agreement.

Section 5. A portion of the proceeds of the sale of the Certificates as specified in the Trust Agreement shall, upon receipt under the Trust Agreement, be deposited as provided in the Trust Agreement, and applied to accomplish the prepayment of the Prior Certificates. The use of one or more escrow agreements and an escrow fund or funds to be created and designated pursuant to the escrow agreement(s), as provided in the Trust Agreement, is approved for such purpose. The proceeds applied to the prepayment or placed in any such funds for that purpose shall be applied exclusively to the prepayment of the Prior Certificates and as otherwise provided by the Trust Agreement.

Section 6. If a letter of credit or liquidity facility is required by the Trust Agreement to be delivered in connection with an initial interest rate mode selected by the Treasurer in lieu of the initial interest rate mode specified in Section 2, pursuant to the delegation of authority in Section 2, there is hereby approved a reimbursement agreement relating to the Certificates, by and between IRWD and such provider of the letter of credit or liquidity facility as the Treasurer, with the concurrence of the President, shall select, inclusive of the form of the letter of credit or credit facility described therein, to contain covenants, representations and warranties that are substantially the same as those in the certain Amended and Restated Reimbursement Agreement dated as of April 11, 2011, as currently amended, delivered with reference to IRWD's Bonds of Irvine Ranch Water District, Consolidated Series 2009A; provided, the Treasurer is authorized to modify or delete any such provision or substitute therefor another provision, the net effect of which is at least as favorable to IRWD. The President and Secretary of IRWD are authorized and directed to execute the reimbursement agreement relating to the Certificates in such form and on the date for closing and delivery established by, the Treasurer with the concurrence of the President of IRWD, which approval will be conclusively evidenced by execution and delivery

thereof. The form of any such reimbursement agreement, inclusive of the letter of credit or liquidity facility, as so executed and delivered is incorporated herein as of its date, by this reference.

Section 7. If a remarketing agent is required by the Trust Agreement to be appointed in connection with an initial interest rate mode selected by the Treasurer in lieu of the initial interest rate mode specified in Section 2, pursuant to the delegation of authority in Section 1, there is hereby approved a remarketing agreement relating to the Certificates, by and between IRWD and such remarketing agent as the Treasurer, with the concurrence of the President, shall select, to contain covenants, representations and warranties that are substantially the same as those in the certain Amended and Restated Remarketing Agreement dated as of July 22, 2013, as currently amended, delivered with reference to IRWD's Bonds of Irvine Ranch Water District, Consolidated Series 2009A; provided, the Treasurer is authorized to modify or delete any such provision or substitute therefor another provision, the net effect of which is at least as favorable to IRWD. The President and Secretary of IRWD are authorized and directed to execute the remarketing agreement relating to the Certificates in such form and on the date for closing and delivery established by, the Treasurer with the concurrence of the President of IRWD, which approval and concurrence will be conclusively evidenced by execution and delivery thereof. The form of any such remarketing agreement relating to the Certificates, as so executed and delivered is incorporated herein as of its date, by this reference.

Section 8. The Treasurer, with the concurrence of the President of IRWD, is authorized and directed to select and appoint, or approve the selection and appointment of, such initial paying agents, escrow agents and other agents as may be required or permitted to perform the duties described under the Trust Agreement.

Section 9. The preliminary official statement relating to the Certificates (the "Preliminary Official Statement"), in substantially the form presented to the Board at this meeting, is hereby approved with such changes, insertions and deletions as the Treasurer with the concurrence of the President of IRWD shall approve; such approval shall be conclusively evidenced by the Treasurer's execution and delivery of a "deemed final" certificate under the Securities and Exchange Act of 1934, as amended, with respect to the Preliminary Official Statement, which execution and delivery are hereby authorized and approved. The Board hereby approves the use of the Preliminary Official Statement by the Underwriter in connection with the offering and sale of the Certificates. An official statement relating to the Certificates to be dated the date determined by the Treasurer (the "Official Statement"), in substantially the form of the Preliminary Official Statement with such changes thereto as are necessary or appropriate to reflect the terms of the Certificates and satisfy the requirements of the Contract of Purchase and with such other changes as the Treasurer with the concurrence of the President shall approve (such approval and concurrence to be conclusively evidenced by execution and delivery thereof), is hereby approved, and the Board hereby approves the use of the Official Statement by the Underwriter in connection with the offering and sale of the Certificates, and the Board hereby further approves the use by the Underwriter of any supplement or amendment to the Official Statement which the Treasurer shall determine is necessary so that the Official Statement does not include any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein not misleading. The Treasurer of IRWD is hereby authorized and directed to execute the Official Statement and any amendment or supplement thereto, in the name and on behalf of IRWD and thereupon to cause the Official Statement and

any such amendment or supplement to be delivered to the Underwriter.

Section 10. The distribution of the Preliminary Official Statement and the Official Statement, inclusive of the above-authorized changes, is hereby authorized.

Section 11. If and when the Certificates shall be in an index tender mode, the Treasurer of the District is authorized for all tender periods to do or cause to be done any and all of the following, if and to the extent required or permitted by the Trust Agreement: to require an unscheduled mandatory tender and establish the date thereof, to rescind an unscheduled mandatory tender, to determine the scheduled mandatory tender date and call protection date for each ensuing tender period, and on behalf of the District in connection with all of the foregoing to give, exercise, make and deliver any notices, directions, elections and requests required or permitted in the Trust Agreement or remarketing agreement to be given, exercised, made or delivered by the District.

Section 12. The President, the Treasurer, the Secretary and each other officer of IRWD, acting singly, be and each of them hereby is authorized and directed to execute and deliver any and all documents and instruments, including, but not limited to, one or more escrow agreements, and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this resolution, the Installment Sale Agreement and the Trust Agreement, including, but not limited to, any and all documents, instruments, acts and things necessary or proper for securing and maintaining a rating or ratings with respect to the Certificates.

Section 13. This resolution shall take effect immediately upon its adoption.

ADOPTED, SIGNED AND APPROVED this _____ day of _____, 2016.

President/Vice President
IRVINE RANCH WATER DISTRICT
and of the Board of Directors
thereof

Secretary/Assistant Secretary
IRVINE RANCH WATER DISTRICT
and of the Board of Directors
thereof

APPROVED AS TO FORM:

BOWIE, ARNESON,
WILES & GIANNONE

Legal Counsel - IRWD


By _____

00191144/ 072016

July 25, 2016

Prepared by: S. Malloy

Submitted by: K. Burton 

Approved by: Paul Cook 

ACTION CALENDAR

MICHELSON WATER RECYCLING PLANT BIOSOLIDS AND ENERGY RECOVERY FACILITIES RECOVERY PLAN CONTRACT CHANGE ORDER

SUMMARY:

Filanc/Balfour-Beatty (FBB) is constructing the Michelson Water Recycling Plant (MWRP) Biosolids and Energy Recovery Facilities (Biosolids Project). Staff recommends that the Board approve Contract Change Order (CCO) No. 45 in the amount of \$9,750,000 which addresses all project delays to date, extends the contractual date for final completion to October 31, 2017, and extends the contractual dates for intermediate milestone by various amounts. Staff also recommends that the Board reduce retention from 10% to 6.25% and release funds in excess of 6.25% of the contract amount.

BACKGROUND:

Construction of the Biosolids Project was awarded to FBB in March 2013 in the amount of \$163,513,307. The Biosolids Project will provide biosolids digestion, dewatering, energy production, and on-site sludge drying. The project includes excavation for subsurface structures; installation of 3,009 foundation piles; three egg-shaped digesters; a state-of-the-art odor control system; a biogas conditioning system and power generation using micro-turbines; a fats, oil and grease (FOG) receiving station; and new utility services. These facilities are being constructed on the land north of IRWD's existing Operations Center, maintenance shops, water quality laboratory, and warehouse.

CCO No. 45:

Staff negotiated with FBB for the past nine months to resolve complex items and FBB has agreed to the costs contained in CCO No. 45 in the amount of \$9,750,000. The change order addresses the following items:

SCADA Recovery Plan: The Supervisory Control and Data Acquisition (SCADA) programs are being written by Delta Systems Engineering, the System Integrator (SI), as a subcontractor to the electrical subcontractor (Morrow-Meadows Corporation) who is a subcontractor to the general contractor, FBB. The \$1,500,000 budget included by the SI in its original bid was over \$900,000 less than the next bidder. As the construction progressed, it became apparent that the SI underestimated the complexity of working with many equipment vendors and meeting the requirements of attending pre-programming workshops. Additionally, since the time that the project was bid, the SI experienced several staff changes including new management personnel who restructured their team with additional outside consultants. Although tremendous progress has been made, the SI is unable to absorb the cost of finishing the SCADA work through to completion of the project.

CCO No. 45 includes the cost and time for the SI to attend workshops, coordinate with equipment vendors, prepare documentation of how the control programs will be written, write the control programs, conduct bench testing, participate in field testing, and provide final documentation of the control programs through to completion of the project.

Project Delays: FBB submitted letters stipulating that its work was delayed due to Southern California Edison not providing electrical power in a timely manner, IRWD adding 480-volt secondary circuit breakers on four large electrical transformers, and submittal and approval of Local Control Panel drawings for the thickening and dewatering centrifuges. CCO No. 45 addresses the time and cost impact of these issues.

Additionally, the project includes construction of very complex process systems such as centrifuges, polymer systems, acid and methane digesters, centrate treatment, and the dryer. Each process requires its own time-consuming system start-up. Based on the Biosolids experience of the District's new MWRP Operations staff and with the concurrence of the design engineer, it was decided that a longer, but more thorough start-up is necessary for the entire project. Costs associated with this more comprehensive start-up are included in CCO No. 45. It also addresses the time and time-related cost impacts of all other change order/delay issues known at this time.

Project Schedule: The Biosolids project was planned with seven intermediate project milestones that generally follow the path of the treatment process. Achieving each intermediate milestone indicates that the contractor is pursuing the project towards final completion. The project delay items discussed above have caused impacts to the critical path of the various milestones; therefore, new milestone completion dates are included in CCO No. 45.

To measure progress, two new milestones are proposed:

- “Construction Complete” means that the construction crews will be demobilized from the site because all concrete, structural steel, architectural features, piping and instrumentation, as well as electrical and mechanical equipment have been installed. All that will remain is start-up testing of the equipment and the SCADA control programs, submitting final Operational and Maintenance Manuals, turning over spare parts, and providing the contractor's record drawings, and
- “Anaerobic Digestion Equipment Installed” indicates that the anaerobic digestion process, biogas system, and waste gas burner are installed. At that time, testing may begin and biological loading of the digestion process may begin.

A new project schedule produced by FBB indicates the additional calendar days required to achieve the milestones and final completion of the project. Staff has reviewed the project schedule and believes that the proposed schedule is highly aggressive with little float. The new project milestones and final completion dates are shown in the table below.

Project Milestone	Milestone Description	Current Contractual Dates	Additional Calendar Days	Proposed CCO #45 Dates
1	Primary and Waste Activated Sludge Processing	1/13/16	292	10/31/16
2	Sludge Thickening Facilities	2/29/16	347	2/10/17
3	FOG Receiving Station	3/29/16	384	4/17/17
New with CCO No. 45	Construction Complete			4/28/17
4a	Anaerobic Digestion Equipment Installed			3/21/17
4b	Anaerobic Digestion Facilities Operational	4/5/16	483	8/1/17
5	All Class B (Cake) Facilities	5/14/16	402	6/20/17
6	Microturbines Power Generation	7/29/16	395	8/28/17
7	Class A (Pellets) Facilities	9/15/16	379	9/29/17
Final Completion	All Other Work Complete	10/28/16	368	10/31/17

Reduction of Retention:

As of the May 2016 progress payment, FBB has billed \$125,952,296.95 which is 74.7% of the currently-approved contractual amount of \$168,577,806.15. Retention withheld as of the May 2016 progress payment was 10% of the amount earned, or \$12,595,229.69. Due to the extended construction schedule and FBB's contractual cash flow concerns with its subcontractors, staff recommends that retention be reduced from 10% to 6.25% of the contract amount and funds in excess of 6.25% of the contract amount be released. The retention held after release of the funds in excess of 6.25% will be \$11,154,865.

FISCAL IMPACTS:

The MWRP Biosolids and Energy Recovery Facilities Project No. 4286 is included in the FY 2016-17 Capital Budget. The existing budget of \$196,465,500 is sufficient to fund CCO No. 45; however, in the coming months the budget will need to be increased as the cost impact on the line items for construction management and contingency are evaluated due to extending the project schedule.

ENVIRONMENTAL COMPLIANCE:

The MWRP Biosolids and Energy Recovery Facilities is subject to the California Environmental Quality Act (CEQA) and in conformance with the California Code of Regulations Title 14, Chapter 3, Article 7, a Supplemental Environmental Impact Report (SEIR), SCH # 2011031091, was certified by IRWD at its October 22, 2012 meeting. The City of Irvine Planning Commission approved a conditional use permit for the IRWD Biosolids Project at its December 6, 2012 meeting.

COMMITTEE STATUS:

This item was reviewed by the Engineering and Operations Committee on July 19, 2016.

RECOMMENDATION:

THAT THE BOARD APPROVE CONTRACT CHANGE ORDER (CCO) NO. 45 IN THE AMOUNT OF \$9,750,000 WHICH ADDRESSES ALL PROJECT DELAYS TO DATE AND AUTHORIZE EXTENSION OF THE CONTRACTUAL DATE FOR FINAL COMPLETION TO OCTOBER 31, 2017, EXTENSION OF THE CONTRACTUAL DATES FOR INTERMEDIATE MILESTONE BY VARIOUS AMOUNTS; AUTHORIZE REDUCTION OF RETENTION FROM 10% TO 6.25% AND RELEASE OF FUNDS IN EXCESS OF 6.25% OF THE CONTRACT AMOUNT FROM RETENTION CURRENTLY HELD FOR THE MICHELSON WATER RECYCLING PLANT BIOSOLIDS AND ENERGY RECOVERY FACILITIES, PROJECT 4286.

LIST OF EXHIBITS:

- Exhibit "A" – Contract Change Order No. 45
- Exhibit "B" – Construction Change Order Summary

CONTRACT CHANGE ORDER

IRVINE RANCH WATER DISTRICT
 15600 Sand Canyon Avenue
 Irvine, California 92618
 (949) 453-5300
 MWRP Biosolids and Energy Recovery Facilities

EXHIBIT "A"



C.O. No. 45
 Final

Project No. 4286

Date: July 11, 2016

Project Title

THE FOLLOWING CHANGE TO CONTRACT, DRAWINGS AND SPECIFICATIONS IS PROPOSED.	\$ ADDITIONS	\$ DELETIONS	DAYS ±
<p>1. Recovery Plan, PR 4286 Task 3510 –</p> <p>The Contract Price is hereby increased to provide an all-inclusive settlement for all supplemental, indirect, consequential, cumulative costs and delays, including extended overhead costs associated with all impacts resulting from schedule delays from the date of the Notice of Award of April 29, 2013 of the Biosolids construction contract to the date this change order is signed by the Filanc/Balfour Beatty Project Manager as indicated below (the Effective Date). The Recovery Plan resolves all time-related cost issues associated with past and outstanding RFIs, submittals, items listed on the latest change requests log (attached), and letters to the Effective Date. The settlement also includes time extensions for the project milestones and Final Completion as listed in the notes below. This change order includes, but is not limited to, these major items:</p> <ol style="list-style-type: none"> 1. SCADA Recovery Plan 2. Delays related to SCE providing electrical power to the site 3. Delays related to addition of circuit breakers to Transformers T-14, T-15, T-16 and T-17 4. Delays related to fabrication of the seven centrifuge local control panels 5. Any time impacts identified by IRWD and/or Filanc/Balfour Beatty to the Effective Date. 6. Delays due to design, construction, and approval of temporary construction elevators/hoists 7. IRWD waiving the third submittal review costs through June 30, 2016 (CR-088A) 8. FBB withdrawing the claim for Pickle and Passivation of Andritz-supplied Equipment (CR-328) <p>Notes:</p> <ol style="list-style-type: none"> 1. The remaining 35.5 weather-related day allotment has been incorporated into the extension of each milestone completion date and Final completion date. 2. Milestone 1 is extended to October 31, 2016. 3. Milestone 2 is extended to February 10, 2017. 4. Milestone 3 is extended to April 17, 2017. 5. Physical construction complete is April 28, 2017. 6. Milestone 4 has been split into two milestones: Milestone 4a is March 21, 2017. Milestone 4b is August 1, 2017. 7. Milestone 5 is extended to June 20, 2017. 8. Milestone 6 is extended to August 28, 2017. 9. Milestone 7 is extended to September 29, 2017. 10. The project completion date of October 28, 2016 is changed to October 31, 2017 by this Change Order. 	\$9,750,000.00	\$0.00	368 See Notes
TOTAL	\$9,750,000.00	\$0.00	368

NOTE: The documents supporting this Change Order, including any drawings and estimates of cost, if required are attached hereto and made a part hereof. This Change Order shall not be considered as such until it has been signed by the Owner and the Contractor. Upon final approval, distribution of copies will be made as required. The parties mutually agree the pricing set forth in this Change Order are complete and fair compensation for the entirety of the work authorized under this Change Order and that no additional compensation is warranted nor shall it be allowed.

CHANGES: All workmanship and materials called for by this Order shall be fully in accord with the original Contract Documents insofar as the same may be applied without conflict to the conditions set forth by this Order. The time for completing the contract will not be extended unless expressly provided for in this Change Order.

DAYS +

1. NET AMOUNT THIS CHANGE ORDER	=	\$9,750,000.00	368
2. ORIGINAL CONTRACT AMOUNT	=	\$163,465,940.00	1,278
3. TOTAL PREVIOUS CHANGE ORDERS	=	\$5,261,450.80	0
4. TOTAL BEFORE THIS CHANGE ORDER (2+ 3)	=	\$168,727,390.80	1,278
5. PROPOSED REVISED CONTRACT AMOUNT TO DATE (1+4)	=	\$178,477,390.80	1,646

We hereby agree to make the above change subject to the terms of this change order for the sum of: _____

-----Nine Million Seven Hundred Fifty Thousand and 00/100-----Dollars

Filanc/Balfour Beatty, JV

Date	Contractor	By: Harry Cosmos, President	
SIGNATURE	DATE	APPROVAL LEVEL REQUIRED	
_____	_____	Department Director Approval Required	<input type="checkbox"/>
IRWD Engineer or Consulting Engineer	Date	Executive Department Director Approval Required	<input type="checkbox"/>
_____	_____	General Manager Approval Required	<input type="checkbox"/>
Principal Engineer – MWRP Construction	Date	Board Approval Required	<input checked="" type="checkbox"/>
_____	_____	By _____	Date _____
Executive Director of Engineering and Water Quality	Date	Purchase Order No. _____	
_____	_____	_____	
General Manager	Date	_____	

NOTE: The documents supporting this Change Order, including any drawings and estimates of cost, if required are attached hereto and made a part hereof. This Change Order shall not be considered as such until it has been signed by the Owner and the Contractor. Upon final approval, distribution of copies will be made as required. The parties mutually agree the pricing set forth in this Change Order are complete and fair compensation for the entirety of the work authorized under this Change Order and that no additional compensation is warranted nor shall it be allowed.

CHANGES: All workmanship and materials called for by this Order shall be fully in accord with the original Contract Documents insofar as the same may be applied without conflict to the conditions set forth by this Order. The time for completing the contract will not be extended unless expressly provided for in this Change Order.

MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary

Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

				Contract Amount						Contract Days				Original Completion Date:
				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum. Total C.O days	Revised Total Contract Days	Revised Completion Date
1	Approved by Exe Director of Engineering and Water Quality Approved on October 24, 2013 1.1 Modifications to Road to Development Area - Delete AC to Triangle, add AB to Michelson (CR-004)	A	IRWD	\$ 20,202.42	\$20,202.42	\$0.00	\$20,202.42	0.01%	\$163,486,142.42	0	0	0	1,278	10/28/2016
2	Approved by Exe Director of Engineering and Water Quality Approved on November 13, 2013 2.1 Street Light Conduit Modifications (CR-007)	B	IRWD	\$ 12,475.08	\$12,475.08	\$20,202.42	\$32,677.50	0.02%	\$163,498,617.50	0	0	0	1,278	10/28/2016
3	Approved by Board of Directors Approved on March 10, 2014 3.1 Bid Quantity Adjustment of Bid Item 8.6 Pre-Drill	B	FBB	\$ 745,503.00	\$745,503.00	\$32,677.50	\$778,180.50	0.48%	\$164,244,120.50	0	0	0	1,278	10/28/2016
4	Approved by Exe Dir of Eng & Water Quality Approved on March 14, 2014 4.1 Installation of Five Additional Groundwater Wells and Monitoring - (CR-006) PR 21146 (4286) Task 3505 4.2 Brace Bay Modifications at the FOG Station - (CR-015) PR 21146 (4286) Task 3505 4.3 Grounding Extension at Nitrogen and Mineral Oil System (CR-025) PR 21146 (4286) Task 3510	A C C	IRWD FBB IRWD	\$11,047.81 \$2,977.81 \$9,003.60	\$23,029.22	\$778,180.50	\$801,209.72	0.49%	\$164,267,149.72	0 0 0	0 0 0	0 0 0	1,278	10/28/2016
5	Approved by Exe Dir of Eng & Water Quality Approved on March 14, 2014 5.1 Unidentified Utility - Meter Shop Discharge (CR-008) PR 21146 (4286) Task 3505 5.2 Connection Beam Modifications at Solids Handling Facility (CR-014) PR 21146 (4286) Task 3235 5.3 Increased Grating Thickness at Solids Handling Facility (CR-041) PR 21146 (4286) Task 3505	B C C	IRWD FBB FBB	\$15,225.75 \$8,270.86 \$1,355.12	\$24,851.73	\$801,209.72	\$826,061.45	0.51%	\$164,292,001.45	0 0 0	0 0 0	0 0 0	1,278	10/28/2016
6	Approved by General Manager Approved on March 20, 2014 6.1 Additional Costs to Install Piles to the Design Tip (CR-033) PR 21146 (4286) Task 3505	B	FBB	\$31,815.00	\$31,815.00	\$826,061.45	\$857,876.45	0.52%	\$164,323,816.45	0	0	0	1,278	10/28/2016
7	Approved by Exe Dir of Eng & Water Quality Approved on April 21, 2014 7.1 Meter Shop Discharge Pipe Leak Investigation and Repair (CR-013) PR 21146 (4286) Task 3505 7.2 Additional Reinforcement and Lifting Eyes for Removable Slabs at Solids Handling Building (CR-021) PR 21146 (4286) Task 3505 7.3 Increased Grating Thickness at Solids Handling Facility (CR-041) PR 21146 (4286) Task 3505 Additional Conductance Probe Materials for Relay Level Switches for Various Sumps Located at the Microturbine Area PR 21146 (4286) Task 3510	B C C	IRWD FBB FBB	\$2,542.00 \$14,059.00 \$8,124.00	\$24,725.00	\$857,876.45	\$882,601.45	0.54%	\$164,348,541.45	0 0 0	0 0 0	0 0 0	1,278	10/28/2016

MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary

Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

				Contract Amount						Contract Days				Original Completion Date:
				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum Total C. O. days	Revised Total Contract Days	Revised Completion Date
8	Approved by General Manager Approved on April 21, 2014				(\$49,990.00)	\$882,601.45	\$832,611.45	0.51%	\$164,298,551.45	0	0	0	1,278	10/28/2016
8.1	Cost Sharing for Project Partnering	A	IRWD	(\$14,611.00)						0				
	Credit for Primavera 7.0 Project Portfolio Management Software (CR-002)	A	IRWD	(\$2,700.00)						0				
8.2	PR 21146 (4286) Task 3235									0				
8.3	Deletion of Concrete Pad near Development Area (CR-004A) PR 21146 (4286) Task 3235	A	IRWD	(\$3,865.00)						0				
8.4	Deletion of Ground Test Device (CR-034) PR 21146 (4286) Task 3210	A	IRWD	(\$15,579.00)						0				
8.5	Deletion of Existing T-4 Switchgear Level Indicating Switch (CR-035) PR 21146 (4286) Task 3210	A	IRWD	(\$9,167.00)						0				
8.6	Change to NEMA 4X Panels and Modification to NEMA 4X Bar Graph Display (CR-046) PR 21146 (4286) Task 3210	A	IRWD	(\$4,068.00)						0				
9	Approved by Exe. Director of Eng. & Water Quality Approved on May 31, 2014				\$24,840.17	\$832,611.45	\$857,451.62	0.52%	\$164,323,391.62	0	0	0	1,278	10/28/2016
9.1	Additional Circuits for Gas Monitors and Re-route of Conduits in Solids Handling Facility (CR-028) PR 21146 (4286) Task 3510	C	FBB	\$1,187.49						0				
9.2	Cantilevered Beam Support Modifications in the Solids Handling Facility (CR-049) PR 21146 (4286) Task 3505	C	FBB	\$4,605.30						0				
9.3	Additional Ethernet Switches (CR-062) PR 21146 (4286) Task 3510	C	IRWD	\$19,047.38						0				
10	Approved by Exe. Director of Eng. & Water Quality Approved on May 31, 2014				\$21,398.99	\$857,451.62	\$878,850.61	0.54%	\$164,344,790.61	0	0	0	1,278	10/28/2016
10.1	Additional Grace Ports for Various PLCs (CR-030) PR 21146 (4286) Task 3510	C	IRWD	\$8,580.62						0				
10.2	Provide H-20 Rated Hatches at WAS Pump Station and Valve Vault (CR-061) PR 21146 (4286) Task 3505	C	IRWD	\$12,818.37						0				
11	Approved by Exe. Director of Eng. & Water Quality Approved on June 4, 2014				\$24,739.76	\$878,850.61	\$903,590.37	0.55%	\$164,369,530.37	#REF!	0	#REF!	#REF!	10/28/2016
11.1	Waste Activated Sludge (WAS) Pump Station Structural Modifications (CR-023) PR 21146 (4286) Task 3505	C	IRWD	\$12,905.49						0				
11.2	Removable Slab Modifications on the Second Floor of Solids Handling Building (CR-064) PR 21146 (4286) Task 3505	C	IRWD	\$11,834.27						0				

MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary

Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

				Contract Amount						Contract Days				Original Completion Date:
				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum. Total C.O. days	Revised Total Contract Days	Revised Completion Date
12	Approved by Board of Directors Approved on July 21, 2014				\$156,580.22	\$903,590.37	\$1,060,170.59	0.65%	\$164,526,110.59	0	0	0	1,278	10/28/2016
12.1	Final Bid Quantity Adjustment for Bid Item No. 5.2 - Undocumented Fill (suitable) - Remedial Grading - Remove and Re-compact a net increase of 8,104.7 CY from 51,700 CY to 59,804.7 CY at \$5/CY. PR 21146 (4286) Task 3505	B	N/A	\$40,523.37						0				
12.2	Final Bid Quantity Adjustment for Bid Item No. 5.5 - Undocumented Fill (not suitable) - Remedial Grading - Remove and Export Offsite, a net increase of 60 CY, from 1,800 CY to 1,860 CY at \$25 /CY. PR 21146 (4286) Task 3505	B	N/A	\$1,500.00						0				
12.3	Final Bid Quantity Adjustment for Bid Item No. 5.6 - Geotextile Fabric - Remedial Grading, a net decrease of 5,414 SF, from 181,500 SF to 176,086 SF at \$0.40/SF. PR 21146 (4286) Task 3505	B	N/A	(\$2,165.60)						0				
12.4	Final Bid Quantity Adjustment for Bid Item No. 5.6 - Geotextile Fabric - Remedial Grading, a net decrease of 5,414 SF, from 181,500 SF to 176,086 SF at \$0.40/SF. PR 21146 (4286) Task 3505	B	N/A	(\$6,523.33)						0				
12.5	Final Bid Quantity Adjustment for Bid Item No. 5.8 - Undocumented Fill - Deep Foundations - Removal, a net increase of 966 CY, from 21,650 CY to 22,616 CY at \$5.50/CY. PR 21146 (4286) Task 3505	B	N/A	\$5,313.00						0				
12.6	Final Bid Quantity Adjustment for Bid Item No. 5.9 - Alluvium - Remedial Grading - Removal and Export Offsite, a net increase of 2,076 CY, from 28,154 CY to 30,230 CY at \$35/CY. PR 21146 (4286) Task 3505	B	N/A	\$72,665.98						0				
12.7	Final Bid Quantity Adjustment for Bid Item No. 5.10 - Undocumented Fill Deep Foundations - Compaction of stockpiled materials, a net increase of 3,117 CY, from 11,400 CY to 14,517 CY at \$15/CY. PR 21146 (4286) Task 3505	B	N/A	\$46,755.00						0				
12.8	Final Bid Quantity Adjustment for Bid Item No. 5.11 - Undocumented Fill - Deep Foundations - Export excess offsite a net decrease of 2,151 CY, from 10,250 CY to 8,099 CY. PR 21146 (4286) Task 3505	B	N/A	(\$30,114.00)						0				
12.9	Final Bid Quantity Adjustment for Bid Item No. 5.12 - Geotextile Fabric - Deep Foundations, a net increase of 9,218 SF, from 51,500 SF to 60,718 SF at \$0.60/SF. PR 21146 (4286) Task 3505	B	N/A	\$5,530.80						0				
12.10	Final Bid Quantity Adjustment for Bid Item No. 5.13 - Aggregate Base - Deep Foundations, a net increase of 513.2 CY, from 2,860 CY to 3,373.2 CY at \$45/CY. PR 21146 (4286) Task 3505	B	N/A	\$23,095.00						0				
13	Approved by Exe. Director of Engineering & Water Quality Approved on July 10, 2014				\$10,129.18	\$1,060,170.59	\$1,070,299.77	0.65%	\$164,536,239.77	0	0	0	1,278	10/28/2016
13.1	Modifications to Switchgear 16 (CR-070) PR 21146 (4286) Task 3510	A	FBB	\$10,129.18						0				
14	Approved by General Manager Approved on June 24, 2014				\$44,543.19	\$1,070,299.77	\$1,114,842.96	0.68%	\$164,580,782.96	0	0	0	1,278	10/28/2016
14.1	Slide Gates Clarification Regarding Actuators (CR-039) PR 21146 (4286) Task 3520	A	IRWD	\$44,543.19						0				

**MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary**

Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

				Contract Amount						Contract Days				Original Completion Date:
				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum. Total C O days	Revised Total Contract Days	Revised Completion Date
15	Approved by General Manager Approval on July 31, 2014				\$45,214.40	\$1,114,842.96	\$1,160,057.36	0.71%	\$164,625,997.36	0	0	0	1,278	10/28/2016
15.1	Provide Masonry Shelf Angle at Digester Control Building (CR-031) PR 21146 (4286) Task 3505	C	FBB	\$27,543.19						0				
15.2	Beam Size Increase for Monorail Runway in Solids Handling Building - (CR-074) PR 21146 (4286) Task 3505	C	FBB	\$1,200.47						0				
15.3	Upsize Odor Control Circulation Pump Motor Disconnects (CR-082) PR 21146 (4286) Task 3510	B	FBB	\$1,184.83						0				
15.4	Additional Deck Support for the Solids Handling Building Roof (CR-044) PR 21146 (4286) Task 3505	C	FBB	\$15,285.91						0				
16	Approved by E&O Committee Approved on August 19, 2014				\$62,037.10	\$1,160,057.36	\$1,222,094.46	0.75%	\$164,688,034.46	0	0	0	1,278	10/28/2016
16.1	Installation of Level 3 Diesel Particulate Filter (DPF) on the Standby Generator - (CR-073) PR 21146 (4286) Task 3520	B	IRWD	\$62,037.10						0				
17	Approved by Board of Directors Approved on August 25, 2014				(\$106,241.99)	\$1,222,094.46	\$1,115,852.47	0.68%	\$164,581,792.47	0	0	0	1,278	10/28/2016
17.1	Modifications to Switchgear 16 (CR-070A) PR 21146 (4286) Task 3510	A	FBB	(\$106,241.99)						0				
18	Approved by Board of Directors Approved on August 25, 2014				\$108,087.55	\$1,115,852.47	\$1,223,940.02	0.75%	\$164,689,880.02	0	0	0	1,278	10/28/2016
18.1	Stormwater Drainage System Modification (CR-017) PR 21146 (4286)	A	IRWD	\$108,087.55						0				
19	Approved by Executive Director of Engineering & Water Quality Approved on September 30, 2014				\$72,572.86	\$1,223,940.02	\$1,296,512.88	0.79%	\$164,762,452.88	0	0	0	1,278	10/28/2016
19.1	Modification to Switchgear 16 (CR-070B) PR 21146 (4286) Task 3510	A	IRWD	\$1,125.75						0				
19.2	Alluvium Removal Due to 36-inch Storm Drain Installation (CR-085) PR 21146 (4286) Task 3520	B	N/A	\$14,140.00						0				
19.3	Additional Structural Support for Fats, Oils, and Grease (FOG) Grinders (CR-081) PR 21146 (4286) Task 3505	C	FBB	\$8,323.99						0				
19.4	Portable Lift Truck for 480V ABB Breakers (CR-108) PR 21146 (4286) Task 3510	A	IRWD	\$2,625.12						0				
19.5	Retaining Wall North and West of Biosolids Site (CR-010) PR 21146 (4286) Task 3505	B	IRWD	\$46,358.00						0				
20	Approved by Executive Director of Engineering & Water Quality Approved on November 19, 2014				\$54,485.63	\$1,296,512.88	\$1,350,998.51	0.83%	\$164,816,938.51	0	0	0	1,278	10/28/2016
20.1	Nitrogen Slab Modifications (CR-052) PR 21146 (4286) Task 3505	A	IRWD	\$24,855.80						0				
20.2	Additional Conduits and Circuits for the Access Control Systems for the Solids Handling Building and the Digester Control Building (CR-082) PR 21146 (4286) Task 3510	A	IRWD	\$3,412.13						0				
20.3	Digital Power Meters Change for SWGR-14 and SWGR-15 (CR-109) PR 21146 (4286) Task 3510	A	IRWD	\$3,863.22						0				
20.4	Truck Unloading Panel Modifications (CR-115) PR 21146 (4286) Task 3510	A	IRWD	\$12,843.50						0				
20.5	Switchgear SWGR-14 Modifications (CR-116) PR 21146 (4286) Task 3510	A	IRWD	\$9,510.98						0				
21	Approved by General Manager Approved on January 30, 2015				\$98,506.19	\$1,350,998.51	\$1,449,504.70	0.89%	\$164,915,444.70	0	0	0	1,278	10/28/2016
21.1	Additional Anchorage for Methane Digesters (CR-051A) PR 21146 (4286) Task 3520	B	FBB	\$92,367.44						0				
21.2	Additional Input/Outputs Review of Master I/O List (CR-136) PR 21146 (4286) Task 3510	C	FBB	\$6,138.75						0				

MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary

Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

				Contract Amount						Contract Days				Original Completion Date:
				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum Total C O days	Revised Total Contract Days	Revised Completion Date
22	Approved by Board of Directors Approved on February 9, 2015				\$964,324.51	\$1,449,504.70	\$2,413,829.21	1.48%	\$165,879,769.21	0	0	0	1,278	10/28/2016
22.1	Electrical Conduit Overfill (CR-055) PR 21146 (4286) Task 3510	C	FBB	\$485,250.28						0				
22.2	Heat Dryer Equipment Escalation Costs (CR-057) PR 21146 (4286) Task 3520	B	FBB	\$333,477.50						0				
22.3	Glass-lining Sludge Density Meters (CR-067) PR 21146 (4286) Task 3510	A	IRWD	\$71,010.74						0				
22.4	Switchgear-16 Enclosure (CR-040) PR 21146 (4286) Task 3510	C	FBB	\$56,882.30						0				
22.5	Propane Gas Tank Foundation Demolition (CR-084) PR 21146 (4286) Task 3505	C	IRWD	\$2,004.98						0				
22.6	Credit for travel costs related to inspection of centrifuges in Germany (CR-091) PR 21146 (4286) Task 3520	A	IRWD	(\$5,573.42)						0				
22.7	Deletion of MMC Switchgear-14 Breaker (CR-092) PR 21146 (4286) Task 3510	A	IRWD	(\$5,032.00)						0				
22.8	Increase of Fiber Optic Conduit Size (CR-097) PR 21146 (4286) Task 3510	C	IRWD	\$23,269.61						0				
22.9	Overtime to perform work in the Solids Handling electrical room (CR-103) PR 21146 (4286) Task 3510	A	IRWD	\$1,384.47						0				
22.10	Credit for modification to the Uninterruptible Power System (CR-118) PR 21146 (4286) Task 3510	A	IRWD	(\$9,771.72)						0				
22.11	Addition of Low Voltage Compartment in SCE Switch "C" (CR-160) PR 21146 (4286) Task 3510	A	IRWD	\$2,156.20						0				
22.12	Addition of input/output points relating to sump pumps located at the Solids Handling Building (CR-161) PR 21146 (4286) Task 3510	A	FBB	\$9,265.57						0				
23	Approved by General Manager Approved on February 26, 2015				\$97,005.10	\$2,413,829.21	\$2,510,834.31	1.54%	\$165,976,774.31	0	0	0	1,278	10/28/2016
23.1	Additional Steel Reinforcement the Pellet Storage Silos Anchor Bolts (CR-094) PR 21146 (4286) Task 3505	B	FBB	\$5,514.57						0				
23.2	Differential Pressure Transmitter (CR-094) PR 21146 (4286) Task 3510	A	IRWD	\$2,535.33						0				
23.3	Additional Aluminum Trench Grating in Digester Control Building (CR-107) PR 21146 (4286) Task 3520	A	IRWD	\$7,552.11						0				
23.4	Light Weight Concrete for Electrical Conduits Underneath the Solids Handling Building Electrical Room (CR-113) PR 21146 (4286) Task 3510	A	IRWD	\$30,535.94						0				
23.5	Adding Energyjets Weir Plates to Dewatering Centrifuges - (CR-124) PR 21146 (4286) Task 3520	A	IRWD	\$11,139.25						0				
23.6	Provide Angle Supports for the Removable Slabs at the Solids Handling Building - (CR-137) PR 21146 (4286) Task 3520	A	IRWD	\$20,671.61						0				
23.7	Structural Modification at Solids Handling Building - (CR-140) PR 21146 (4286) Task 3520	C	FBB	\$1,109.42						0				
23.8	Increase of Fiber Optic Conduit Size (CR-097) PR 21146 (4286) Task 3510	A	IRWD	\$5,516.45						0				
23.9	Steel Joist Framing Modifications at Digester Control Building (CR-151) PR 21146 (4286) Task 3505	C	FBB	\$2,286.29						0				
23.10	WAS Valve Vault and Piping Modifications (CR-100) PR 21146 (4286) Task 3520	A	IRWD	\$10,144.13						0				
24	Approved by General Manager Approved on March 5, 2015				\$99,122.95	\$2,510,834.31	\$2,609,957.26	1.60%	\$166,075,897.26	0	0	0	1,278	10/28/2016
24.1	Coating of WAS/Primary Sludge Pump Stations & Sludge Wetwells per RFI-0612A (CR-127) PR 21146 (4286) Task 3505	A	FBB	\$99,122.95						0				

**MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary**

Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

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				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum. Total C. O. days	Revised Total Contract Days	Revised Completion Date
25	Approved by Board of Directors Approved on March 23, 2015				\$280,575.97	\$2,609,957.26	\$2,890,533.23	1.77%	\$166,356,473.23	0	0	0	1,278	10/28/2016
25.1	Lightning Protection for the Methane Digesters (CR-121) PR 21146 (4286) Task 3505	C	FBB	\$158,259.68						0				
25.2	Deflagration Quench Tubes outside of the Dryer Room (CR-143) PR 21146 (4286) Task 3505	B	FBB	\$122,316.29						0				
26	Approved by Exe. Dir. Of Engineering & Water Quality Approved on April 14, 2015				\$74,815.79	\$2,890,533.23	\$2,965,349.02	1.81%	\$166,431,289.02	0	0	0	1,278	10/28/2016
26.1	UPS and Power Fail Alarms per RFI 357 (CR-056) PR 21146 (4286) Task	C	FBB	\$3,646.82						0				
26.2	I/O Points for Methane Digester Sump Pumps per RFI-356 (CR-077) PR 21146 (4286) Task 3510	C	FBB	\$6,489.00						0				
26.3	Loss of Power Alarms to the SCADA Network per RFI-0393B (CR-093) PR	A	FBB	\$20,297.16						0				
26.4	FOG Flushing and Rock Trap Modifications per RFI-0534 (CR-101) PR	A	IRWD	\$18,093.61						0				
26.5	Install Grounding Pig Tails in Solids Handling Building Area Electrical Room per RFI 0594 (CR-105) PR 21146 (4286) Task 3510	A	IRWD	\$1,593.10						0				
26.6	Additional Pushbuttons, Light and Relays for the FOG Receiving Control Panel (CR-114) PR 21146 (4286) Task 3510	A	IRWD	\$6,892.40						0				
26.7	Changes to the HMI Enclosures at the Sludge Receiving Area (CR-133) PR 21146 (4286) Task 3510	A	IRWD	\$7,114.17						0				
26.8	Provide Storage Shelf for Keyboard and Mouse to the HMI Enclosures at the Sludge Receiving Area (CR-135) PR 21146 (4286) Task 3510	A	IRWD	\$1,163.26						0				
26.9	Dewatering Feed Pump Station Guardrail Additions (CR-142) PR 21146 (4286) Task 3520	C	FBB	\$4,204.00						0				
26.10	Additional I/O Points for PLC-4300 (CR-156) PR 21146 (4286) Task 3510	C	FBB	\$3,035.28						0				
26.11	Shoring Revision to Roof Slab of Dewatering Feed Pump Station (CR-189) PR 21146 (4286) Task 3510	B	FBB	\$1,286.99						0				
26.12	Coating of the Sludge Receiving Bins (CR-199) PR 21146 (4286) Task 3520	A	FBB	\$1,000.00						0				

MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary

Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

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				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum. Total C. O. days	Revised Total Contract Days	Revised Completion Date
27	Approved by Board of Directors Approved on April 27, 2015				\$107,253.26	\$2,965,349.02	\$3,072,602.28	1.88%	\$166,538,542.28	0	0	0	1,278	10/28/2016
27.1	Modifications to Human-Machine Interface (HMI) for the Microturbine Area (CR-078) PR 21146 (4286) Task 3510	A	IRWD	\$29,744.43						0				
27.2	Modifications to the Piping and Automation Features at Fats, Oils, and Grease (FOG) Facility (CR-129) PR 21146 (4286) Task 3510	A	IRWD	\$35,771.81						0				
27.3	Structural Support to the Monorail at the Dewatering Feed Pump Station (CR-152) PR 21146 (4286) Task 3505	C	FBB	\$13,697.51						0				
27.4	Two Additional Magnetic Flowmeters at Polymer Feed System (CR-158) PR 21146 (4286) Task 3510	A	IRWD	\$9,522.81						0				
27.5	Modifications to PLCs at Sludge Receiving Area (CR-180) PR 21146 (4286) Task 3510	A	IRWD	\$18,516.70						0				
28	Approved by Exe Dir. Of Eng. & Water Quality Approved on May 15, 2015				\$74,550.35	\$3,072,602.28	\$3,147,152.63	1.93%	\$166,613,092.63	0	0	0	1,278	10/28/2016
28.1	Decanter Control Panel Modifications (CR-215) Task 3520	C	FBB	\$22,451.01						0				
28.2	Additional Structural Support in the Solids Handling Building (CR-075) Task 3505	C	FBB	\$12,028.44						0				
28.3	Additional Sump Pump Drain Line in the Bulk Polymer Storage Area (CR-119) Task 3520	C	FBB	\$1,433.86						0				
28.4	Install Three 5-inch conduits on Southwest Side of the Biosolids Site (CR-120) Task 3510	C	FBB	\$16,033.58						0				
28.5	Provide Power to Several Instruments Located at the Solids Handling Building and Digester Control Building (CR-154) Task 3520	C	FBB	\$3,454.91						0				
28.6	Install Foam Separator Drain at Digester Control Building (CR-167) Task 3520	C	FBB	\$11,013.75						0				
28.7	Install Support for 14-inch Plug Valve at Centrate Treatment Wetwell (CR-197) Task 3520	C	FBB	\$1,715.20						0				
28.8	Trench Modifications at the Sludge Cake Load-Out Area of the Solids Handling Building (CR-123) Task 3505	C	FBB	\$6,419.60						0				
29	Approved by Board of Directors Approved on June 22, 2015				\$225,971.77	\$3,147,152.63	\$3,373,124.40	2.06%	\$166,839,064.40	0	0	0	1,278	10/28/2016
29.1	Foul Air Pipe Supports in the Solids Handling Building Basement (CR-106) PR 21146 (4286) Task 3520	C	FBB	\$119,937.87						0				
29.2	Secondary Circuit Breaker for Transformer T-14 (CR-185) PR 21146 (4286) Task 3510	A	IRWD	\$106,033.90						0				

MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary

Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

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				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum Total C O days	Revised Total Contract Days	Revised Completion Date
30	Approved by Board of Directors Approved on July 27, 2015				(\$47,976.59)	\$3,373,124.40	\$3,325,147.81	2.03%	\$166,791,087.81	0	0	0	1,278	10/28/2016
30.1	Credit for Changing Storm Drain line from Ductile Iron to PVC (CR-042) PR 21146 (4286) Task 3520	A	IRWD	(\$1,890.92)						0				
30.2	Installation of Additional Digester Anchorage (CR-051B) PR21146 (4286) Task 3505	B	FBB	\$118,335.54						0				
30.3	Huber Screens I/O Modifications per RFI-0391 and RFI-0525A (CR-068) PR 21146 (4286) Task 3510	A	IRWD	\$12,579.20						0				
30.4	Credit for FBB's Portion of Partnering (CR-090) PR 21146 (4286) Task	E	FBB	(\$81,948.33)						0				
30.5	Deletion of Waterstops at Methane Digester Complex (CR-102) PR 21146 (4286) Task 3505	A	IRWD	(\$2,505.79)						0				
30.6	Deletion of Bid Item No 18 4 - Computers and Networking Hardware for the Control System (CR-138) PR 21146 (4286) Task 3510	A	IRWD	(\$200,000.00)						0				
30.7	Electrical and Gas Modifications (CR-146) PR 21146 (4286) Task 3510	C	IRWD	\$363,978.41						0				
30.8	Credit for Changing Heat Dryer Wet Material Mixer from A24 Steel to A36 Steel (CR-157) PR 21146 (4286) Task 3520	E	FBB	(\$2,392.66)						0				
30.9	Credit for Travel Cost of On-Site Inspection for Acid Phase Digester (CR-175) PR 21146 (4286) Task 3520	B	IRWD	(\$683.39)						0				
30.1	Heat Dryer I/O Modifications per RFI-0626 (CR-179) PR 21146 (4286) Task 3510	A	IRWD	\$11,191.41						0				
30.11	Decant Trough I/O Modifications per RFI-0979 (CR-202) PR 21146 (4286) Task 3510	A	IRWD	\$9,960.55						0				
30.12	Deletion of Interior Coating of Methane Digesters (CR-188) PR 21146 (4286) Task 3520	A	IRWD	(\$398,571.00)						0				
30.13	Piping Modifications and Addition of Carbon Canisters (CR-218) PR 21146 (4286) Task 3520	A	IRWD	\$88,076.01						0				
30.14	Pickling and Passivation of Sludge Mixers (CR-248) PR 21146 (4286) Task 3520	C	IRWD	\$73,997.23						0				
30.15	IRWD Costs Associated to Repairing the Pile and Installing Couplers (CR-139) PR 21146 (4286) Task 3505	E	FBB	(\$38,102.85)						0				

MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary

Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

				Contract Amount						Contract Days				Original Completion Date:
				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum Total C O. days	Revised Total Contract Days	Revised Completion Date
31	Approved by Exe Dir Of Eng. & Water Quality Approved on July 28, 2015				\$74,999.74	\$3,325,147.81	\$3,400,147.55	2.08%	\$166,866,087.55	0	0	0	1,278	10/28/2016
31.1	Provide Circuit and Breaker for Standby Generator in the Microturbine Area (CR-170) PR 21146 (4286) Task 3510	C	FBB	\$4,296.86						0				
31.2	Additional Pipe Support for 14-inch Air Line at the Centrate Facility (CR-226) PR 21146 (4286) Task 3520	C	FBB	\$893.78						0				
31.3	Addition of E-stops (CR-128) PR 21146 (4286) Task 3510	A	FBB	\$57,916.71						0				
31.4	Structural Support of Jib Crane at Dewatering Feed Pump Station Stairwell (CR-243) PR 21146 (4286) Task 3520	C	FBB	\$11,892.39						0				
32	Approved by Exe Dir Of Eng. & Water Quality Approved on August 31, 2015				\$74,682.96	\$3,400,147.55	\$3,474,830.51	2.13%	\$166,940,770.51	0	0	0	1,278	10/28/2016
32.1	Additional Conduits and Circuits for Fire Alarm in the Solids Handling	A	IRWD	\$21,637.57						0				
32.2	Additional Davit Bases at Centrate Treatment Facility (CR-111) PR 21146 (4286) Task 3520	A	IRWD	\$1,809.77						0				
32.3	Additional Fire Alarm Panel in Digester Control Building (CR-169) PR 21146 (4286) Task 3510	A	IRWD	\$25,153.79						0				
32.4	Modifications to FOG Sump Pumps Controls (CR-177) PR 21146 (4286) Task 3510	A	IRWD	\$5,690.83						0				
32.5	Additional Truck Load-out Conveyor Input and Output (CR-201) PR 21146 (4286) Task 3510	A	IRWD	\$2,220.12						0				
32.6	Additional Spare Conduits in the Microturbine Area (CR-229) PR 21146 (4286) Task 3510	A	FBB	\$14,602.41						0				
32.7	Conduits for Electrical Disconnect Switch for Roll-Up Doors of the Digester Control Building (CR-230) PR 21146 (4286) Task 3510	A	IRWD	\$3,568.47						0				
33	Approved by Executive Director of Engineering & Water Quality Approved on September 30, 2015				\$58,247.75	\$3,474,830.51	\$3,533,078.26	2.16%	\$166,999,018.26	0	0	0	-	1/0/1900
33.1	Realignment of 8-inch Reclaimed Water Line at Gate 2 (CR-225) PR 21146 (4286) Task 3520	B	FBB	\$24,017.48						0				
33.2	Additional Conduits and Wires for Lighting Circuits to Minimize Voltage Drop (CR-228) PR 21146 (4286) Task 3510	C	IRWD	\$32,399.41						0				
33.3	Cable and Conduit Changes at Solids Handling Building and Dewatering Feed Pump Station (CR-231) PR 21146 (4286) Task 3510	C	IRWD	\$1,830.86						0				

MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
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Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

				Contract Amount						Contract Days				Original Completion Date:
				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum. Total C O days	Revised Total Contract Days	Revised Completion Date
34	Approved by Board of Directors Approved on October 26, 2015				\$164,775.28	\$3,533,078.26	\$3,697,853.54	2.26%	\$167,163,793.54	0	0	0	1,278	10/28/2016
34.1	Credit for Third Submittal Review Through 05/31/2015 (CR-088) PR 21146 (4286) Task 1065	B	IRWD	(\$39,502.50)						0				
34.2	Credit for Overtime Inspection Hours Through 05/31/2015 (CR-089) PR 21146 (4286) Task 3520	E	FBB	(\$80,850.00)						0				
34.3	Credit for Special Inspections for Structural Anchors and Geotechnical Investigation (CR-295) PR 21146 (4286) Task 1065	A	IRWD	(\$27,500.00)						0				
34.4	Change in Knife Gate Valve Manufacturer (CR-187) PR 21146 (4286) Task 3520	E	FBB	\$275,954.90						0				
34.5	Credit for Changes in Low Voltage SWGR-14 Circuit Breaker (CR-163) PR 21146 (4286) Task 3510	A	IRWD	(\$1,978.00)						0				
34.6	Change to Addressable Smoke Detectors (CR-220) PR 21146 (4286) Task 3510	B	IRWD	\$38,650.88						0				
35	Approved by General Manager Approved on November 25, 2015				\$97,980.54	\$3,697,853.54	\$3,795,834.08	2.32%	\$167,261,774.08	0	0	0	1,278	10/28/2016
35.1	Change in Naming Convention for Storm Water Pump Station (Area 1500) SCADA Programming (CR-181) PR 21146 (4286) Task 3510	E	FBB	\$9,027.00						0				
35.2	Valve Status Override Functionality (CR-182) PR 21146 (4286) Task 3510	E	FBB	\$38,999.08						0				
35.3	Control Changes for Primary Sludge and Waste Activated Pump Stations (Area 1900) SCADA Programming (CR-184) PR 21146 (4286) Task 3510	A	IRWD	\$36,772.78						0				
35.4	Motor Protection Relay (CR-239) PR 21146 (4286) Task 3510	A	IRWD	\$13,181.68						0				
36	Approved by General Manager Approved on December 3, 2015				\$86,007.50	\$3,795,834.08	\$3,881,841.58	2.37%	\$167,347,781.58	0	0	0	1,278	10/28/2016
36.1	Light Weight Concrete for Underslab Conduits at Microturbine Area (CR-253) PR 21146 (4286) Task 3510	A	FBB	\$21,117.50						0				
36.2	Outstanding CB&I Items (CR-099A) PR 21146 (4286) Task 3520 – This change order includes: CR-098 (Guard Rail at Biogas Storage Tank); CR-099 (Tube Steel Supports); additional Off-Site Storage Costs; and credit for Use of SS 308 in Lieu of SS 316L Welds.	B	FBB	\$64,890.00						0				
37	Approved by Exe. Director of Engineering and Water Quality Approved on January 21, 2016				\$47,446.49	\$3,881,841.58	\$3,929,288.07	2.40%	\$167,395,228.07	0	0	0	1,278	10/28/2016
37.1	Additional Pressure Relief Valves in the Digester Control Building Slab (CR-112) PR 21146 (4286) Task 3520	C	IRWD	\$1,065.72						0				
37.2	Change Feeder Circuit Breaker Size in MCC-4102 (CR-165) PR 21146 (4286) Task 3510	C	IRWD	\$4,157.60						0				
37.3	Change Feeder Circuit Breaker Size for the Primary Sludge Pump Variable Frequency Drive (CR-233) PR 21146 (4286) Task 3510	C	IRWD	\$2,430.59						0				
37.4	SCADA Programming Changes Due to Change to Schweitzer Power Quality	A	FBB	\$16,814.00						0				
37.5	Additional Labeling of Parallel Conduits and Cables (CR-262) PR 21146 (4286) Task 3510	A	IRWD	\$8,410.00						0				
37.6	Change in Sludge Receiving Entrance Beacon Operation (CR-263) PR 21146 (4286) Task 3510	A	IRWD	\$5,382.19						0				
37.7	Anodize Aluminum Light Fixture Stanchions/Sun Shades (CR-283) PR 21146 (4286) Task 3510	A	IRWD	\$5,911.61						0				
37.8	Hot Tap 8-Inch ACP Potable Water Line (CR-311) PR 21146 (4286) Task 3520	A	FBB	\$3,274.78						0				

B-10

MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary

Exhibit "B"

Contractor: Filanc/Balfour-Beatty
Design Engine Black & Veatch

				Contract Amount						Contract Days				Original Completion Date:
				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum. Total C O days	Revised Total Contract Days	Revised Completion Date
38	Approved by General Manager Approved on February 29, 2016				\$83,345.07	\$3,929,288.07	\$4,012,633.14	2.45%	\$167,478,573.14	0	0	0	1,278	10/28/2016
38.1	Software Control Block Revision for Area 4300 – Dewatering (CR-211) PR 4286 Task 3510	C	FBB	\$18,908.76						0				
38.2	Revised Master List of SCADA Templates (CR-247) PR 4286 Task 3510	C	FBB	\$47,274.54						0				
38.3	Additional Overflow Alarms at Sludge Holding Tanks (CR-280) PR 4286 Task 3510	A	IRWD	\$9,654.54						0				
38.4	Leak Detection at Sulfuric Acid Facility (CR-290) PR 21146 (4286) Task 3510	A	IRWD	\$5,499.97						0				
38.5	Insulation for Acid Phase Gas Piping (CR-218A) PR 21146 (4286) Task 3520	A	IRWD	\$2,007.26						0				
39	Approved by General Manager Approved on March 7, 2016				\$98,006.46	\$4,012,633.14	\$4,110,639.60	2.51%	\$167,576,579.60	0	0	0	1,278	10/28/2016
39.1	SCE Installation - Final Accounting of Work Items Between Negotiated Change Order and Actual Work (CR-146E) PR 4286 Task 3510	B	FBB	\$7,809.51						0				
39.2	Installation of Southern California Gas (SCG) Boxes (CR-146F) PR 4286 Task 3510	A	FBB	\$3,479.81						0				
39.3	Schweitzer SEL-735 Power Monitors for Centrifuge Panels (CR-207) PR 4286 Task 3510	A	IRWD	\$34,274.40						0				
39.4	Hirschmann Ethernet Switches for Centrifuge Panels (CR-208) PR 4286 Task 3510	A	IRWD	\$9,569.15						0				
39.5	Addition of Sample Pump Variable Frequency Drives for Thickening Centrifuges (CR-237) PR 4286 Task 3520	E	IRWD	\$24,496.55						0				
39.6	Upgrade of Exit Signs and Ceiling Lights in the Gas Room of the Digester Control Building to NEC Class 1 Division 1 (CR-313) PR 4286 Task 352	A	IRWD	\$18,377.04						0				
40	Pending Approval by General Manager Pending Approval on April 20, 2016				\$97,287.05	\$4,110,639.60	\$4,207,926.65	2.57%	\$167,673,866.65	0	0	0	1,278	10/28/2016
40.1	Brace Plates in Solids Handling Building (CR-069) PR 4286 Task 3505	C	FBB	\$40,216.76						0				
40.2	Relocation of RIO-50 Panel (CR-186) PR 4286 Task 3510	B	FBB	\$4,818.64						0				
40.3	Addition of Two Doors at the bases of the stairways at Methane Digesters Nos. 1 and No. 2 (CR-232) PR 4286 Task 3505	C	FBB	\$52,251.65						0				

**MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary**

Exhibit "B"

Contractor: Filano/Balfour-Beatty
Design Engine Black & Veatch

				Contract Amount						Contract Days				Original Completion Date:
				Original Contract Amount: \$163,465,940.00						Original Days: 1,278				10/28/2016
Change Order	Description	Category	IRWD or FBB	Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum Total C O days	Revised Total Contract Days	Revised Completion Date
41	Approved By Board of Directors Approved on May 23, 2016				\$1,103,650.56	\$4,207,926.65	\$5,311,577.21	3.25%	\$168,777,517.21	0	0	0	1,278	10/28/2016
41.1	Additional SCE and SCG Modifications (CR-146A) PR 4286 Task 3510	B	FBB	\$51,238.69						0				
41.2	Additional Potholing Due to SCE and SCG Realignment (CR-146B) PR 4286 Task 3510	B	FBB	\$36,706.57						0				
41.3	Additional Cameras at the Unloading/Loading Area of the Solids Handling Facility (CR-164) PR 4286 Task 3505	A	IRWD	\$61,731.96						0				
41.4	Fire Sprinkler System Modifications – Mechanical (CR-174) PR 4286 Task 3520	B	IRWD	\$154,592.08						0				
41.5	Fire Sprinkler System Modifications – Electrical (CR-166) PR 4286 Task 3510	B	IRWD	\$13,730.06						0				
41.6	Fiber Optic System Modifications (CR-172/CR-306/CR-314) PR 4286 Task 3510	A	IRWD	\$178,879.46						0				
41.7	T-15, T-16, and T-17 Secondary Breakers (CR-185A, CR-185B, and CR-185C) PR 4286 Task 3510	A	IRWD	\$254,941.66						0				
41.8	Cable and Conduit Changes at the Sludge Receiving Area of the Solids Handling Building (CR-203) PR 4286 Task 3510	C	FBB	\$14,338.94						0				
41.9	Concrete Surface Treatment (CR-222) PR 4286 Task 3505	A	IRWD	\$68,714.34						0				
41.1	Heating Water Boiler Control Modifications (CR-246) PR 4286 Task 3510	A	IRWD	\$71,379.00						0				
41.11	SCADA Control Modifications for the Acid Phase Digesters, Methane Digesters, and Sludge Holding Tank (CR-252) PR 4286 Task 3510	A	IRWD	\$50,540.23						0				
41.12	Ambient Gas Analyzer Wiring Modification (CR-264) PR 4286 Task 3510	B	IRWD	\$19,734.51						0				
41.13	Disconnect Switches for Flow Valves in the Solids Handling Building (CR-272) PR 4286 Task 3510	C	IRWD	\$25,550.26						0				
41.14	Centrifuge Pedestal Modifications (CR-301) PR 4286 Task 3505	C	IRWD	\$30,603.14						0				
41.15	SCADA, Instrumentation, and Electrical Modifications (CR-287, CR-294, and CR-322) PR 4286 Task 3510	A	IRWD	\$70,969.66						0				
42	Approval By Board of Directors Approved on May 23, 2016				(\$199,771.09)	\$5,311,577.21	\$5,111,806.12	3.13%	\$168,577,746.12	0	0	0	1,278	10/28/2016
42.1	Value Engineering of Chemical Pump Systems (CR-054) PR 4286 Task	E	FBB	(\$48,549.90)						0				
42.2	Change in Lightning Protection Installation for Egg-Shaped Digesters (CR-121A) PR 4286 Task 3510	A	IRWD	(\$10,557.28)						0				
42.3	Deletion of Seal Water Stations and Seal Water Piping (CR-214) PR 4286 Task 3520	A	IRWD	(\$1,748.17)						0				
42.4	Deletion of Low Pressure Switches for Centrate Pumps (CR-257) PR 4286 Task 3510	A	IRWD	(\$24,064.00)						0				
42.5	Centrifuge Seismic Restraint Design Costs (CR-345) PR 4286 Task 1065	E	FBB	(\$97,141.74)						0				
42.6	Credit for Overtime Inspection Hours From 6/1/2015 to Through 12/31/2015 (CR-089B) PR 4286 Task 1065	E	FBB	(\$17,710.00)						0				

**MWRP Biosolids and Energy Recovery Facilities
PR 21146 (4286)
Construction Change Order Summary**

Exhibit "B"

Contractor: Filano/Balfour-Beatty
Design Engine Black & Veatch

Change Order	Description	Category	IRWD or FBB	Contract Amount						Contract Days				Original Completion Date:
				Change Order Line Item Amount	Change Order Amount	Previous Change Orders	Cumulative Total of Change Orders	% of Original Contract Amount	Revised Contract Amount	Change Order Days	Previous Change Orders	Cum. Total C.O. days	Revised Total Contract Days	10/28/2016
														Original Contract Amount: \$163,465,940.00
43	Approved by Exe. Director of Engineering and Water Quality Approved on May 31, 2016				\$74,731.69	\$5,111,806.12	\$5,186,537.81	3.17%	\$168,652,477.81	0	0	0	1,278	10/28/2016
43.1	Combustible Gas Detection System (CR-234) PR 21146 (4286) Task 3510	E	FBB	\$18,843.39						0				
43.2	Additional Wires and Cables Between MCC-4102 and PLC-4000 (CR-278) PR 21146 (4286) Task 3510	C	FBB	\$1,775.13						0				
43.3	SCADA Programming Modifications (CR-282) PR 21146 (4286) Task 3510	E	FBB	\$49,679.02						0				
43.4	Change of Waste Gas Burner Feeder Circuit Breaker (CR-234) PR 21146 (4286) Task 3510	B	FBB	\$4,434.15						0				
44	Approved by Exe. Director of Engineering and Water Quality Approved on June 29, 2016				\$74,912.99	\$5,186,537.81	\$5,261,450.80	3.22%	\$168,727,390.80	0	0	0	1,278	10/28/2016
44.1	Electrical and Telephonic Modifications for Elevators for Solids Handling Building and Digester Control Building (CR-037A) PR 4286 Task 3510	C	FBB	\$38,882.06						0				
44.2	Odor Control Recirculation Pump Selector Switch SCADA Modifications (CR-343) PR 4286 Task 3510	A	IRWD	\$9,294.71						0				
44.3	SCADA Valve Matrix Tables Animation Clarification for Milestone 1 (CR-344) PR 4286 Task 3510	A	IRWD	\$9,195.86						0				
44.4	PLC Status Object Update (CR-234) PR 4286 Task 3510	B	FBB	\$4,783.14						0				
44.5	Elevator Safety Beam in the Digester Control Building (CR-302) PR 4286 Task 3505	C	FBB	\$3,830.95						0				
44.6	Masonry Changes to the North Retaining Wall (CR-365) PR 4286 Task 3505	B	IRWD	\$8,926.27						0				
45	Pending approval by Board of Directors Pending approval on July 25, 2016				\$9,750,000.00	\$5,261,450.80	\$15,011,450.80	9.18%	\$178,477,390.80	368	0	368	1,646	10/31/2017
45.1	Recovery Plan (CR-) PR 4286 Task 3510	B	FBB	\$9,750,000.00						368				

Category	Total Amount	% of Original Contract
A - District Convenience/Initiation - Project Related	\$ 1,157,380.89	0.71%
B - Differing Site Conditions	\$ 11,905,305.40	7.28%
C - Design Oversight	\$ 1,898,460.05	1.16%
D - District Convenience/Initiation - Non-Project Related	\$ -	0.00%
E - Contractor Convenience/Initiation	\$ 50,304.46	0.03%
TOTAL (A + B + C + D)	\$ 15,011,450.80	9.18%

Category	Total Amount	% of Original Contract
IRWD-Initiation/Driven	\$ 2,000,662.74	1.22%
FBB-Initiation/Driven	\$ 12,840,067.84	7.85%
Not applicable	\$ 170,720.22	0.10%
TOTAL	\$ 15,011,450.80	9.18%