

**CERTIFICATE OF SECRETARY  
OF  
CANON WATER COMPANY OF POMONA, CALIFORNIA  
a California mutual benefit corporation**

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary of CANON WATER COMPANY OF POMONA, CALIFORNIA, a California mutual benefit corporation;
2. Attached hereto is a true and correct copy of the resolution duly adopted by the Board of Directors of said Corporation at a meeting held on September 2, 2020;
3. Said resolutions are in full force and effect as so adopted.

IN WITNESS WHEREOF, I have subscribed my name to this Certificate this September 2, 2020.

Maribel Sosa  
Secretary/Treasurer

**CERTIFIED COPY OF RESOLUTIONS**  
**CANON WATER COMPANY OF POMONA, CALIFORNIA**  
**RESOLUTION OF BOARD OF DIRECTORS TO WIND UP**  
**AND DISSOLVE THE CORPORATION**

WHEREAS, the books and records of the Corporation show that there are 23,100 shares of common stock issued and outstanding;

WHEREAS, after an exhaustive review of the historical records and reconciliation of the stock ledger by City staff, it has been determined that the City owns shares in a range from 23,002 shares to 23,739 shares, which means that there are either 98 shares unaccounted for or the number of shares that have been transferred to the City over the years actually exceeded the number of issued shares by 639;

WHEREAS, the City therefore owns no less than 99.6% of the issued and outstanding shares, there is no evidence that shares are actually unaccounted for and no party has stepped forward to assert that it owns shares in the Corporation, it appears that the discrepancy in share ownership is an accounting error and that the City is in fact the sole shareholder of the Corporation;

WHEREAS, the only assets of the Corporation are water rights that are exercised by the City for its current operations and the existing water distribution system, which is used to deliver raw water to water treatment facilities owned by the City (collectively, the "Assets");

WHEREAS, the Board of Directors has determined that the continuation of the Corporation serves no operational purpose and simply increases the cost of the maintenance and operation of the Assets;

WHEREAS, the Board of Directors has developed, in consultation with legal counsel, a Plan of Dissolution setting forth the actions necessary to wind up and dissolve the Corporation, a copy of which is attached hereto as Exhibit "A" ("Plan");

BE IT RESOLVED, the Board of Directors hereby acknowledges the City as the sole shareholder of the Corporation and directs the Secretary of the Corporation to make a notation in the stock ledger of the Corporation that the final ownership of the City is 23,100 shares and that such shares constitute all of the issued and outstanding shares of the Corporation;

RESOLVED FURTHER, that the Board of Directors recommends to the City, as the sole shareholder, to take action to dissolve the Corporation in accordance with the Plan, including the distribution of the Assets to the City in full satisfaction of the surrender of its shares to the Corporation.

RESOLVED FURTHER, the Plan is hereby approved and adopted by the Board to effect the dissolution of the Corporation and transition of the Assets, subject to the approval of the dissolution of the Corporation by the City, and that on the date of a resolution of the City Council being adopted for that purpose, the Plan shall become effective.

RESOLVED FURTHER, that following the Plan becoming effective, the following actions will take place:

- (A) the Corporation shall commence proceedings to wind up and dissolve in accordance with the terms of the Plan, the requirements of the Corporations Code of the State of California and the applicable provisions of the Internal Revenue Code of the United States and the California Revenue and Taxation Code;
- (B) the officers of this Corporation shall cause all outstanding debts and obligations of this Corporation to be paid or otherwise provided for and prepare and mail to all known creditors and claimants whose addresses appear on the records of the Corporation, written notice of the commencement of proceedings to wind up and dissolve this Corporation;
- (C) the City will assume the liability associated with any claim in the future that shares in the Corporation were in fact outstanding and held by a third party;
- (D) the officers of this Corporation are hereby authorized and directed to file, or provide for the filing, of any tax returns as required by the applicable provisions of the Internal Revenue Code and the California Revenue and Taxation Code;
- (E) the officers of this Corporation are hereby authorized and directed to execute such instruments as are necessary to provide for the transfer of the System; and
- (F) that upon completion of the Plan, the Board of Directors of this Corporation is hereby authorized and directed to execute such certificates as may be required by the California Corporations Code and to do all things necessary or convenient to the winding up and dissolution of this Corporation.

RESOLVED FURTHER, the Board hereby appoints a committee of the Board to supervise the implementation of the Plan by the officers of the Corporation and to take such additional Board action as may be required in connection therewith, which committee shall be made up of the following individuals: Gary Matthews, Jorge Anaya, Nick Capogni, Nichole Horton, and Damian Martinez.

RESOLVED FURTHER, that all actions for the complete dissolution of this Corporation as authorized and set forth in the foregoing resolutions shall be commenced as soon as practicable following the Plan becoming effective, and that all assets and liabilities be distributed or provided for and that the dissolution be completed as soon as practicable.

RESOLVED FURTHER, that in the event that the City does not approve the dissolution of the Corporation, then this resolution and the Plan will be void and of no further force and effect.

*[END OF RESOLUTIONS]*

**EXHIBIT A**  
**PROPOSED PLAN OF DISSOLUTION**

*(See Attached)*