

**THE METROPOLITAN WATER DISTRICT OF
SOUTHERN CALIFORNIA**

RESOLUTION 9374

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA
AUTHORIZING THE DISTRICT'S AMENDED AND RESTATED AGREEMENT
BETWEEN ANTELOPE VALLEY-EAST KERN WATER AGENCY AND
METROPOLITAN FOR THE HIGH DESERT WATER BANK PROGRAM AND
AUTHORIZING THE GENERAL MANAGER OR ASSISTANT GENERAL
MANAGER/CHIEF FINANCIAL OFFICER AND TREASURER TO NEGOTIATE,
EXECUTE AND DELIVER VARIOUS AGREEMENTS AND DOCUMENTS RELATED
THERE TO**

The Board of Directors of The Metropolitan Water District of Southern California (the "Board") hereby finds that:

1. In April 2019, the Board authorized the General Manager to enter into the Agreement Between Antelope Valley-East Kern Water Agency and the District for the High Desert Water Bank Program (the "Original Water Bank Agreement"), by and between the Antelope Valley-East Kern Water Agency ("AVEK") and The Metropolitan Water District of Southern California (the "District"), to provide up to \$131 million, which was increased to \$211 million in September 2023, for the construction of monitoring and production wells, turnouts, pipelines, recharge basins and water storage and booster pump facilities (collectively, the "High Desert Water Bank"); and
2. Pursuant to the Original Water Bank Agreement, the District will pay the capital costs related to, and AVEK will construct and own, the High Desert Water Bank and the District will have the right to store and recover up to 70,000 acre-feet of water per year with a total storage capacity of 280,000 acre-feet; and
3. The Original Water Bank Agreement set forth the arrangements for the construction and operation of the High Desert Water Bank; and
4. The District finds it advisable for the Antelope Valley-East Kern Water Agency Financing Authority (the "Authority"), to issue its Water Bank Revenue Bonds, Series 2025A (High Desert Water Bank Program) (the "2025A Bonds"), in one or more subseries, in order to finance the design, acquisition, construction and installation of improvements creating the High Desert Water Bank, as further described in one or more Preliminary Official Statements (the "Preliminary Official Statement") and one or more final Official Statements (the "Official Statement") relating to the 2025A Bonds; and

5. The District and AVEK desire to amend and restate the Original Water Bank Agreement to provide for the financing of the construction of the High Desert Water Bank through the issuance of the 2025A Bonds, among other matters; and

6. The Board desires to authorize the General Manager or the Assistant General Manager/Chief Financial Officer and Treasurer of the District to negotiate, execute, and deliver the Amended and Restated Agreement Between AVEK and the District for the High Desert Water Bank Program (the “Amended and Restated Water Bank Agreement”), a form of which has been presented to this meeting, pursuant to which the District will make installment payments to AVEK in exchange for its right to use the High Desert Water Bank (the “Installment Payments”), which Installment Payments will be applied to the payment of debt service on the 2025A Bonds, among other matters; and

7. In connection with the issuance of the 2025A Bonds, AVEK will assign, without recourse, all of its rights to receive the Installment Payments scheduled to be paid by the District and certain other rights to the Authority under and pursuant to the Amended and Restated Water Bank Agreement pursuant to an Assignment Agreement (the “Assignment Agreement”), by and among the Authority, AVEK and the District, a form of which has been presented to this meeting; and

8. The Board desires to authorize the General Manager or the Assistant General Manager/Chief Financial Officer and Treasurer of the District to execute and deliver one or more continuing disclosure undertakings with respect to the 2025A Bonds (the “Continuing Disclosure Undertaking,” and together with the Amended and Restated Water Bank Agreement, and the Assignment Agreement, the “Financing Documents,” and the Financing Documents together with the transactions contemplated by the Amended and Restated Water Bank Agreement, and in furtherance of financing the design, acquisition, construction, installation of improvements and water treatment, creating the High Desert Water Bank, the “Project Financing”), forms of which have been presented to this meeting, for the benefit of the owners of the 2025A Bonds and in order to assist the underwriters of the 2025A Bonds in complying with Rule 15c2-12 promulgated under the Securities Exchange Act of 1934; and

NOW, THEREFORE, THE BOARD DOES HEREBY RESOLVE, DETERMINE AND ORDER as follows:

1. **Approval of the Project Financing.** Each of the above recitals is true and correct and is adopted by the Board. Subject to Section 3 below, the Board hereby authorizes and approves the Project Financing.

2. **Authorization of General Manager and Assistant General Manager/Chief Financial Officer.** Subject to Section 3 below, the General Manager and the Assistant General Manager/Chief Financial Officer and Treasurer of the District, and each of them or any of their respective designees (individually, an “Authorized Officer,” and collectively, the “Authorized Officers”) are each hereby authorized, and any one of the Authorized Officers is hereby directed for and in the name of and on behalf of the District, to do any and all things necessary or convenient in the best interests of the District to negotiate, execute and deliver the Financing Documents, which shall be substantially in the forms presented to this meeting, with such additions and changes

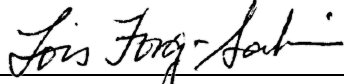
therein as such Authorized Officers shall determine are necessary or desirable or otherwise approve as being in the best interests of the District, such determination and approval to be conclusively evidenced by such Authorized Officer's execution and delivery of the respective Financing Documents.

3. **General Authorizations.** The Authorized Officers are each hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name and on behalf of the District, to take all actions and execute any and all documents necessary or advisable in furtherance of the Project Financing, or the negotiation and execution of the Financing Documents, and to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate, carry out, give effect to and comply with the terms and intent of this Resolution and the consummation of the transactions contemplated hereby, including without limitation: (i) one or more certificates deeming the Preliminary Official Statements relating to the 2025A Bonds final within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the "15c2-12 Certificates"); (ii) one or more Official Statements describing the 2025A Bonds; (iii) one or more Bond Purchase Contracts, each by and between the District and Wells Fargo Securities LLC, or another underwriter as selected by AVEK or an Authorized Officer, as representative of the underwriters named therein, with respect to the 2025A Bonds (the "Bond Purchase Contracts"); and (iv) any future amendments, substitutions, extensions or replacements of the Financing Documents or the other documents described herein. All actions heretofore taken or caused to be taken by any Authorized Officer or other officer of the District with respect to the Project Financing, or in connection with the transactions contemplated by this Resolution, are hereby approved, confirmed, and ratified.

4. **Limitation of Authorization.** The District shall not take any District action under Section 1, 2 or 3 of this Resolution if, after giving effect to such District action, (i) the original aggregate principal amount of the 2025A Bonds exceeds \$180 million; (ii) the interest rate on the 2025A Bonds exceeds the maximum legal rate; (iii) the final maturity of the 2025A Bonds exceeds 40 years from their date of issuance; or (iv) the District's obligations under the Amended and Restated Water Bank Agreement do not satisfy the conditions precedent to the issuance of First Tier Parity Obligations as set forth in Section 6.08 of Resolution 9199 adopted by the District on March 8, 2016, as amended or supplemented, (the "Master Subordinate Resolution"); provided, however, that the Authorized Officers shall calculate the total amount of estimated costs of the Project Financing and the District's responsibility to pay for costs of the High Desert Water Bank based on such reasonable assumptions and methods as provided in the Amended and Restated Water Bank Agreement and as the Authorized Officers shall determine in his or her reasonable discretion and judgment.

5. **Severability.** If any provision of this Resolution is held invalid, that invalidity shall not affect other provisions of this Resolution which can be given effect without the invalid portion or application, and to that end the provisions of this Resolution are severable.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of a Resolution adopted by the affirmative votes of members representing more than 50 percent of the total number of votes of all members of the Board of Directors of The Metropolitan Water District of Southern California at its meeting held on May 13, 2025.

A handwritten signature in black ink, reading "Lois Fong-Sau". The signature is written in a cursive style with a horizontal line extending from the end.

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