EXHIBIT A

AMENDED AND RESTATED BYLAWS OF MISSION SPRINGS WATER DISTRICT IMPROVEMENT CORPORATION

These Amended and Restated Bylaws hereby amend and restate all previous bylaws of the Mission Springs Water District Improvement Corporation as follows:

ARTICLE I
Name, Organization and Purpose, Principal Office

Section 1.1 Name. The name of this corporation is the Mission Springs Water District Improvement Corporation ("Corporation").

Section 1.2 Organization and Purpose. The Corporation is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law ("Law"). The Corporation is organized and operated exclusively to provide financial assistance to Mission Springs Water District ("District") by assisting in the acquisition, construction, improvement, financing, refinancing, leasing, ownership, development, and operation of facilities and related property for the use, benefit, and enjoyment of the public. The facilities that may be financed, acquired, developed, improved, leased, owned, or assisted by the Corporation include:

(a) Wastewater Facilities. Facilities for the collection, transmission, treatment, reclamation, recycling, and disposal of sewage, waste, and wastewater, together with all appurtenances and appurtenant works.

(b) Water Facilities. Facilities for the production, treatment, storage, transmission, distribution, conservation, recycling, and management of water, together with all appurtenances and appurtenant works.

The Corporation may engage in all activities incidental or necessary to accomplish these purposes.

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, member, or private person except that the Corporation may make payments and distributions in furtherance of its nonprofit purposes.

Section 1.3 Principal Office. The principal office of the Corporation shall be located at the administrative offices of Mission Springs Water District, as may be designated from time to time by the Board of Directors. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted by the Secretary but shall not be considered an amendment to these Bylaws.

ARTICLE II
MEMBERS

Section 2.1 No Members. The Corporation has no members pursuant to California Corporations Code § 5310. All powers otherwise exercised by members are exercised by the Board of Directors to the fullest extent permitted by law.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the California Nonprofit Public Benefit Corporation Law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. No Director shall be personally liable for any action taken or omitted in good faith in the performance of his or her duties as a Director. Without limiting the foregoing, the Board of Directors shall have the following powers:

(a) To select and remove all appointed officers, agents and employees of the Corporation, prescribe such powers and duties for such officers, agents and employees as may not be inconsistent with law or the Articles of Incorporation or Bylaws, fix their compensation and require from such officers, agents and employees security for faithful service.

(b) To conduct, manage, and control the affairs and business of the Corporation and to adopt such rules, policies, procedures, and regulations as may be necessary or convenient to carry out the purposes of the Corporation.

(c) To acquire, purchase, construct, reconstruct, improve, expand, repair, rehabilitate, develop, own, hold, lease, sublease, operate, maintain, convey, transfer, exchange, sell, assign, or otherwise dispose of real property, personal property, easements, water facilities, wastewater facilities, equipment, improvements, and any other property interests necessary or convenient to accomplish the purposes of the Corporation.

(d) To finance and refinance facilities, projects, improvements, equipment, land, and infrastructure for the benefit of Mission Springs Water District and the public served by the District.

(e) To borrow money and incur indebtedness for any lawful corporate purpose and, in connection therewith, to issue or cause to be issued bonds, notes, certificates of participation, lease obligations, installment sale obligations, commercial paper, refunding obligations, evidences of indebtedness, or other financing obligations authorized by law.

(f) To execute and deliver leases, lease-purchase agreements, installment sale agreements, financing agreements, loan agreements, trust agreements, indentures, security agreements, mortgages, deeds of trust, pledges, assignments, guarantees, reimbursement agreements, and other instruments necessary or desirable in connection with any financing or refinancing undertaken by the Corporation.

(g) To apply for, receive, administer, and expend grants, loans, advances, contributions, donations, and other public or private financial assistance from any federal, state, local, or private source.

(h) To enter into contracts, joint powers arrangements, cooperative agreements, memoranda of understanding, leases, licenses, permits, and other agreements with Mission Springs Water District, other public agencies, nonprofit corporations, private entities, and individuals as necessary or convenient to carry out the purposes of the Corporation.

(i) To establish and maintain reserves, funds, accounts, and investments and to invest and reinvest Corporation funds in accordance with applicable law and prudent financial practices.

(j) To sue and be sued, prosecute and defend actions and proceedings, settle claims and disputes, and exercise all rights and remedies available to the Corporation under law.

(k) To do any and all lawful acts and things necessary, convenient, incidental, or advisable to carry out the purposes for which the Corporation was organized and to exercise all powers granted to nonprofit public benefit corporations under California law.

(l) To amend or repeal these Bylaws, amend the Articles of Incorporation to the extent permitted by applicable law, dissolve the Corporation in accordance with applicable law, and exercise all powers necessary or convenient to carry out the purposes of the Corporation and all powers granted to nonprofit public benefit corporations under the California Nonprofit Public Benefit Corporation Law. Any amendment to the Articles of Incorporation or these Bylaws, or any action to dissolve the Corporation, shall require the affirmative vote of a majority of the entire Board of Directors, unless a greater vote is required by applicable law.

To the extent applicable, directors and officers of the Corporation shall comply with all applicable conflict-of-interest laws, including the Political Reform Act (Gov. Code § 81000 et seq.), Government Code section 1090, and any conflict-of-interest code adopted by Mission Springs Water District or the Corporation.

Section 3.2 Number of Directors. The authorized number of Directors shall be five until changed by amendment of the Articles of Incorporation or by amendment of the Bylaws. The Directors shall be the persons then serving as elected Directors of Mission Springs Water District.

Section 3.3 Selection and Term of Office. The Directors of the Corporation shall be the persons then elected or appointed as the Board of Directors of District, as established in accordance with the California Elections Code from time to time. Pursuant to the resolutions of the District and the Corporation, each Director of the District shall simultaneously serve as a Director of the Corporation. Except as otherwise stated herein and in accordance with Cal Corp Code § 5220(d), each Director shall hold office for a term concurrent with his or her term as a member of the Board of Directors of the District. Upon assuming office as a Director of the District, such person shall automatically become a Director of the Corporation without further action by the Corporation.

Each Director shall continue to serve until the expiration of his or her term on the District Board and until his or her successor has been duly appointed or elected and qualified to serve on the District Board and, by virtue thereof, on the Board of Directors of the Corporation.

Notwithstanding any other provision of these Bylaws, no Director of the Corporation may be removed from office so long as such Director continues to serve as a member of the Board of Directors of the District, except as otherwise required by applicable law.

A person who ceases to serve as a member of the Board of Directors of the District shall automatically cease to serve as a Director of the Corporation upon the effective date of such separation from District office, without further action of the Corporation.

Section 3.4 Vacancies. Subject to the provisions of Cal Corp Code § 5224, any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No such resignation shall be effective, however, unless and until such Director shall have resigned from the Board of Directors of the District.

A vacancy or vacancies on the Board of Directors shall be deemed to exist upon the expiration of a Director's term, if the authorized number of Directors comprising the Board of Directors of the District is increased, or upon the events specified in Cal Gov Code § 1770 including but not limited to the death, or resignation, on the Board of Directors of the District.

Any vacancy occurring on the Board of Directors of the District shall create a corresponding vacancy on the Board of Directors of the Corporation, and any person appointed or elected to fill such District vacancy shall automatically become a Director of the Corporation upon assuming office with the District.

Section 3.5 Organization and Annual Meetings. The annual meeting of the Corporation shall be held on the date designated by resolution of the Board Directors. At the annual meeting, the Board shall consider such organizational matters that are necessary or desirable for the administration of the Corporation. Failure to hold the annual meeting at the designated time shall not affect the validity of any corporate action or cause a forfeiture or dissolution of the Corporation. If the annual meeting is not held on the date designated by the Board of Directors, the President may call, or the Board may establish, an alternate date for the annual meeting consistent with applicable law and these Bylaws.

Section 3.6 Regular Meetings. The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings in accordance with the Ralph M. Brown Act, commencing at Section 54950 of the Government Code of the State of California and Section 5211(a)(2) of the Law and Section 3.11 hereof.

Section 3.7 Special Meetings; Notice Waiver. A special meeting of the Board of Directors shall be held whenever called in accordance with the Ralph M. Brown Act, commencing at Section 54950 of the Government Code of the State of California and Section 5211(a)(2) of the Law and Section 3.11 hereof.

Section 3.8 Adjourned Meetings; Notice of Adjournment. The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a majority may so adjourn from time to time. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment and in accordance with the Ralph M. Brown Act. When a regular or adjourned regular meeting is adjourned as provided in this Section, the resulting adjourned regular meeting is a regular meeting for all purposes.

Section 3.9 Majority. A majority of the Board of Directors shall constitute a quorum for the transaction of any business. A majority of the Board of Directors is sufficient for every act or decision of the Board of Directors (except as otherwise provided in Section 5.9), but in the event only three Directors are present at a meeting duly held, any motion must be passed by a unanimous vote.

Section 3.10 Fees and Compensation. Directors shall receive no compensation from the Corporation for services as Directors of the Corporation but shall be entitled to reimbursement for actual out of pocket expenses incurred for services as Directors of the Corporation.

Section 3.11 Ralph M. Brown Act. Notwithstanding any of the provisions of these Bylaws to the contrary, all meetings of the Board of Directors shall be subject to the Ralph M. Brown Act, commencing at Section 54950 of the Government Code of the State of California.

ARTICLE IV
OFFICERS

Section 4.1 Officers. The officers of the Corporation shall be a President (Chief Executive Officer), a Vice President, a Secretary and a Treasurer (Chief Financial Officer). The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except that the offices of President and Secretary or President and Treasurer may not be combined.

Section 4.2 President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the affairs and officers of the Corporation. The President shall preside at all meetings of the Board of Directors, shall execute on behalf of the Corporation such contracts, agreements, instruments, and other documents as may be authorized by the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The President shall have such additional powers and duties as are customarily incident to the office of president of a nonprofit public benefit corporation and as may be necessary to carry out the purposes of the Corporation. The person serving from time-to-time as the President of the Board of Directors of the District shall serve as the President of the Corporation

Section 4.3 Vice President. The Vice President shall perform the duties of the President during the President's absence or incapacity. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice President respectively by the Board of Directors or by the Bylaws. The person serving from time-to-time as Vice President of the Board of Directors of the District shall serve as Vice President of the Corporation.

Section 4.4 Secretary. The Secretary of the Board of Directors of the District shall serve as Secretary of the Corporation. The Secretary shall keep at the principal office of the Corporation a book of minutes of all meetings of Directors, with the time and place of holding, how called or authorized, the notice thereof given, and the names of those present at Directors' meetings. The person serving from time-to-time as Secretary of the Board of Directors of the District shall serve as Secretary of the Corporation.

Section 4.5 Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit all moneys of the Corporation with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Corporation as may be required by the Board of Directors, applicable law, financing documents, auditors, or regulatory agencies. The person serving from time-to-time as the Director of Finance of the District shall serve as Treasurer of the Corporation.

To the extent practicable, the Corporation's financial reporting shall be prepared in conjunction with, and consistent with, the financial reporting practices and fiscal year of Mission Springs Water District. The Treasurer shall present, or cause to be presented, a summary of the Corporation's financial condition and activities to the Board of Directors in connection with the District's annual financial reporting process or at such other time as the Board of Directors may direct. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors, the President, or these Bylaws.

Section 4.6 Subordinate Officers. The Board may establish additional officer positions as needed. Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

Section 4.7 Term of Office. Each of the officers of the Corporation shall be elected annually by the Board of Directors, provided that such officers term shall automatically terminate upon the termination of their employment with the District.

ARTICLE V
CORPORATE POWERS AND ADMINISTRATION

Section 5.1 Contracts and Execution of Documents. The Board of Directors may authorize any officer or officers as agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 5.2 Corporate Records and Inspection. The Corporation shall maintain complete and accurate books and records of account, minutes of proceedings of the Board of

Directors, copies of the Articles of Incorporation and Bylaws as amended from time to time, and such other records as may be required by applicable law.

All books and records of the Corporation shall be maintained at the principal office of the Corporation or at such other location as determined by the Board of Directors.

The Corporation shall maintain its records in accordance with the California Nonprofit Public Benefit Corporation Law, the California Public Records Act to the extent applicable, and all other applicable laws.

Each Director shall have the right at any reasonable time to inspect the books, records, documents, and properties of the Corporation for a purpose reasonably related to the performance of the Director's duties.

Section 5.3 Fiscal Year. It is the intent of these Bylaws that the fiscal year of the Corporation coincide with the fiscal year of Mission Springs Water District.

Section 5.4 Annual Report. Within one hundred twenty (120) days after the close of each fiscal year, the Chief Financial Officer shall prepare or cause to be prepared an annual report, in accordance with Cal Corp Code § 6321, for presentation to the Board of Directors of the Corporation.

Section 5.5 Indemnification. To the fullest extent permitted by the California Nonprofit Public Benefit Corporation Law and other applicable law, the Corporation shall indemnify any person who is or was a Director, officer, employee, agent, or authorized representative of the Corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was acting in such capacity on behalf of the Corporation.

The Corporation shall have the authority to advance expenses incurred in defending any proceeding prior to its final disposition, upon such terms and conditions as may be authorized by law and approved by the Board of Directors.

The rights of indemnification provided by this Section shall not be exclusive of any other rights to which an indemnified person may be entitled under any agreement, vote of the Board of Directors, insurance policy, or otherwise.

Section 5.6 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Director, officer, employee, agent, or authorized representative of the Corporation against any liability asserted against or incurred by such person in such capacity, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

The Corporation may participate in insurance programs, risk-sharing pools, joint powers authority insurance programs, self-insurance programs, or insurance coverages maintained by Mission Springs Water District, to the extent permitted by law and approved by the Board of Directors.

Section 5.7 Dissolution. Upon the dissolution or winding up of the Corporation, and after payment, satisfaction, or adequate provision for all debts, liabilities, and obligations of the Corporation, all remaining assets of the Corporation shall be distributed to Mission Springs Water District, provided that the District is then a public agency organized and existing under the laws of the State of California and is organized and operated exclusively for public purposes.

No Director, officer, employee, or private person shall be entitled to share in the distribution of any of the assets of the Corporation upon dissolution.

Any assets received by Mission Springs Water District pursuant to this Section shall be used solely for public purposes consistent with the purposes for which the Corporation was organized.

Section 5.8 Brown Act and Public Records Compliance. The Corporation acknowledges that it has been formed to assist Mission Springs Water District in carrying out public purposes and that its governing body consists of the Directors of Mission Springs Water District.

Accordingly, meetings of the Corporation shall be conducted in compliance with the Ralph M. Brown Act (Government Code section 54950 et seq.), and records of the Corporation shall be maintained and disclosed in accordance with applicable provisions of the California Public Records Act (Government Code section 7920.000 et seq.), to the extent required by law.

Section 5.9 Amendments. These Bylaws may be amended, restated, or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the entire Board of Directors, unless a greater vote is required by the California Nonprofit Public Benefit Corporation Law or the Articles of Incorporation.

EXHIBIT A