

**RESTATED BYLAWS OF
CASCADEL MUTUAL WATER COMPANY
a California Non-Profit Mutual Benefit Corporation
AUGUST 26, 2018**

**ARTICLE 1
MEMBERSHIP MEETINGS**

Section 1. PLACE OF MEETINGS.

All meetings of the members shall be held at the office of the corporation in the State of California, as may be designated for that purpose from time to time by the Board of Directors.

Section 2. ANNUAL MEETINGS.

The Annual Meeting shall be held on second Saturday of September or such date and time to be determined by the Board of Directors.

Section 3. SPECIAL MEETINGS.

Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President, or by the Board of Directors, or by any two or more members thereof, or by one or more members holding five percent (5%) or more of the voting power of the corporation. [Corporations Code Section 7510(e)]

Section 4. NOTICE OF MEETINGS.

Notices of meetings, annual or special, shall be given in writing to members entitled to vote by the Secretary or the Assistant Secretary, or if there be no such officer, or in case of his neglect or refusal, by any director or members. Notices of such meetings may be given by e-mail if a member consents in writing to receive such notices by e-mail.

Such notices shall be sent to the member's mailing address or, if applicable, e-mail address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice, not less ten (10) or more than ninety (90) days before such meeting. [Corporations Code Section 7511(a)]

Notice of any meeting of members shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members. The notice of any meeting at which directors are to be elected shall include the names of nominees intended at the time of the notice to be presented by the board for election, pursuant to Section 7511(a) of the Corporations Code of California.

If action is proposed to be taken at any meeting for approval of (i) a contract or transaction in which a director has a direct or indirect financial interest, pursuant to Section 7233 of the California Corporations Code, (ii) an amendment of the Articles of Incorporation, pursuant to Sections 7812 and 7813 of that Code, (iii) a sale or transfer of all or substantially all of the Association's assets pursuant to Section 7911 of that Code, (iv) a merger of the corporation pursuant to Section 8011 of that Code; or (v) a voluntary dissolution of the corporation, pursuant to Section 8610 of that Code, the general nature of that proposal shall be stated in the notice given to, or in the written waiver of notice received from, each member entitled to vote thereon.

When a meeting is adjourned for 45 days or more, notice of the adjourned meeting shall be given as in case of an original meeting. Save, as aforesaid, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 5. CONSENT TO MEMBERS MEETINGS.

The transactions of any meeting of members, however called and noticed, shall be valid as though had at a meeting daily held after call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, sign a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Any action which may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all of the holders of memberships who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the corporation.

Section 6. QUORUM.

The holders of a majority of the memberships entitled to vote thereat, present in person, or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If, however, such majority shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person, or by proxy, shall have power to adjourn the meeting from time to time, until the requisite amount of voting memberships shall be present. At such adjourned meeting at which the requisite amount of voting memberships shall be represented, in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. VOTING RIGHTS; CUMULATIVE VOTING.

Only persons in whose names memberships entitled to vote stand on the memberships records of the corporation on the day of any meeting of members, unless some other day be fixed by the Board of Directors for the determination of members of record, then on such other day, shall be entitled to vote at such meeting. A membership must be in good standing and not be delinquent in any monies owed to the corporation, including any assessments, maintenance charges, water fees and charges or other fees or charges, in order to be eligible to vote.

Every member entitled to vote shall be entitled to one vote for each of said memberships and shall have the right to accumulate his votes as provided in Section 7615 of the Corporations Code of California.

Section 8. PROXIES.

Every member entitled to vote, or to execute consents, may do so, either in person or by written proxy, executed in accordance with the provisions of Section 7514 of the Corporations Code of California and filed with the Secretary of the Corporation.

ARTICLE II DIRECTORS; MANAGEMENT

Section 1. POWERS.

Subject to the limitation of the Articles of Incorporation, of the Bylaws and of the Laws of the State of California as to actions to be authorized or approved by the members, all corporate powers shall be exercised by

or under authority of, and the business and affairs of this corporation shall be controlled by, a Board of Directors. The Board of Directors' powers include all powers necessary to provide water service to the members and to maintain in good condition and repair all roads the corporation has agreed to maintain and repair.

Section 2. NUMBER AND QUALIFICATION.

The authorized number of directors of the corporation shall be five (5), until changed by amendment to the Articles of Incorporation or by an amendment to this Section 2, Article II, of these Bylaws, adopted by the voting power of the corporation. Directors must be members in good standing of the corporation (that is, not be delinquent in any monies owed to the corporation, including any assessments, maintenance charges, water fees and charges or other fees or charges) at the time of election and at all times while serving in that position.

All directors are mandated to complete an ethics course as required by Health & Safety Code Section 116755.

Section 3. ELECTION AND TENURE OF OFFICE.

The authorized number of directors of the corporation shall be five, until changed by amendment to the Articles of Incorporation or by an amendment to this Section, Article II of these Bylaws, adopted by vote or written assent of the members entitled to exercise the majority of the voting power of the corporation. Directors shall be elected by ballot at the applicable annual meeting of the members, to serve for two (2) year terms and until their successors are elected and have qualified. Their term of office shall begin immediately after election.

Section 4. VACANCIES.

Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual meeting of members or at a special meeting called for that purpose.

The members may at any time elect a director to fill any vacancy not filled by the directors, and may elect the additional directors at the meeting at which an amendment of the Bylaws is voted authorizing an increase in the number of directors.

A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director, or if the members shall increase the authorized number of directors but shall fail at the meeting at which such increase is authorized, or at an adjournment thereof, to elect the additional director so provided for, or in case the members fail at any time to elect the full number of authorized directors.

If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board, or the members, shall have power to elect a successor to take office when the resignation shall become effective.

No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. REMOVAL OF DIRECTORS.

The entire Board of Directors or any individual director may be removed from office as provided by Sections 7222 and 7223 of the Corporations Code of the State of California.

Section 6. PLACE OF MEETINGS AND MEETINGS BY TELECONFERENCE.

Meetings of the Board of Directors shall be held at the office of the corporation in the State of California, as designated for that purpose, from time to time, by resolution of the Board of Directors or written consent of all of the Members of the Board.

Members of the Board of Directors may participate in a meeting through the use of conference telephone, and shall constitute presence at the meeting, so long as notice of the teleconferenced meeting is provided (including identifying at least one physical location where Eligible Persons, as defined in Section 10, below, may attend) and all members of the Board participating in the meeting and any Eligible Person attending the meeting, can hear each other. All such directors shall be deemed to be present in person at the meeting. The Board may not conduct a meeting by a series of electronic transmissions, except in the event of an emergency meeting, as described in Section 9, below, where all directors consent in writing to the action.

Section 7. ORGANIZATIONAL MEETING.

The organizational meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the members.

Section 8. OTHER REGULAR MEETINGS.

Regular meetings of the Board of Directors shall be held on the second Friday of June, August, October, December, February and April of each year at 4 o'clock p.m.

Section 9. SPECIAL MEETINGS; EMERGENCY MEETINGS.

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or if he is absent or unable or refuses to act, by any Vice-president or any two directors. An emergency meeting of the Board may be called by the President, or by any two directors other than the President, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide notice as required by Section 10, below.

Section 10. BOARD MEETINGS; EXECUTIVE SESSIONS; NOTICE OF MEETINGS.

All Board of Directors' meetings shall be open to attendance by Eligible Persons ("Eligible Persons" shall mean members, non-member customers who receive water service from the corporation, and any elected city or county official who represents people who receive drinking water from the corporation on a retail basis), except for executive sessions of the Board to discuss (a) pending or potential litigation; (b) contracts to be formed with third parties; (c) member discipline; provided that the member that is the subject of any fine, penalty or other discipline has the right to attend the executive session; (d) personnel matters; or (e) a member's payment of assessments where the member requests to meet in executive session. Any matters discussed in executive session of a Board meeting must be generally noted in the minutes of the Board meeting at which the executive session occurred. Any Eligible Person who desires to attend a Board of Directors' meeting must provide at least twenty-four (24) hours' prior written notice of his or her intent to attend that meeting. Any Eligible Person who attends a Board meeting must be allowed to speak at the meeting, although the Board can establish a reasonable time limit for such comments.

Notice of the time and place of all Board meetings, except for emergency meetings, must be provided, as specified in this paragraph, to all Eligible Persons at least four (4) days before the meeting. Notice of the meeting must specify the time and place of the meeting and must include an agenda for the meeting, specifying the items to potentially be discussed and upon which action may be taken. Notice of the meeting shall be posted at the outside of the corporation's office, may be provided by e-mail to any Eligible Person if the

Eligible Persons consents, and must be provided by mail to any Eligible Person who has requested mailed notice of the meetings; provided that the corporation may recover from the recipient the reproduction and mailing costs for that requested notice.

Notices of meetings shall be delivered to directors personally, by facsimile, by electronic mail or by telephone to each director or sent by first-class mail, charges prepaid, addressed to each director at that director's address as it is shown on the records of the corporation, or as may have been given to the corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held. Notice shall be provided to directors at least four (4) days before any Board of Directors' meeting.

Section 11. LIMITATIONS ON BOARD DISCUSSION AND ACTION.

Other than for the exceptions listed in subdivision (i) of Corporations Code Section 14305, the Board of Directors may not discuss or take action on any item at a non-emergency Board meeting that is not placed on the agenda included in the notice for that meeting. Directors are also prohibited from taking action on any items outside of a Board meeting unless the item has been delegated by the Board to another person.

Section 12. NOTICE OF ADJOURNMENT.

Notice of the time and place of holding an adjourned meeting, held within 24 hours of adjournment, need not be given to absent directors in the time and place be fixed at the meeting adjourned.

Section 13. QUORUM.

A majority of the number of directors as fixed by the articles or Bylaws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a minority of the directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business.

Section 14. VIOLATION OF OPEN MEETING REQUIREMENTS.

If an Eligible Person alleges the Board of Directors has violated the open meeting requirements specified in this article, before filing a legal action regarding that alleged violation, the Eligible Person must make a demand on the Board of Directors to cure or correct the alleged violation. The demand must be in writing, and must be submitted to the Board of Directors within ninety (90) days from the date the alleged violation occurred. The demand must state the Board action being challenged and the nature of the alleged violation. Within thirty (30) days of receipt of the demand, the Board must cure or correct the challenged action and inform the Eligible Person in writing of its actions to cure or correct, or inform the Eligible Person in writing of the Board of Directors' decision not to cure or correct the challenged action.

Within fifteen (15) days of receipt of the written notice of the Board of Directors' decision to cure or correct or not to cure or correct, or within fifteen (15) days of the expiration of the 30-day period to cure or correct, whichever is earlier, the Eligible Person may commence legal action. If the Eligible Person fails to commence the action within that fifteen (15) day period, the Eligible Person is then barred from later commencing the action.

Section 15. PERFORMANCE OF DUTIES BY DIRECTOR; LIABILITY.

- a) A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the

best interests of the corporation and its members and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

- b) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
- 1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented.
 - 2) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence.
 - 3) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- c) A person who performs the duties of a director in accordance with subdivisions (a) and (b) shall have no liability based upon any alleged failure to discharge the person's obligations as a director.

Section 16. CONTRACTS WITH DIRECTORS.

No director of the corporation nor any other corporation, firm, association, or other entity in which one or more of the corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with the corporation unless: (a) the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon, or (b) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all directors before consideration by the Board of Directors of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the vote of the interested director.

Section 17. LOANS TO DIRECTORS AND OFFICERS.

The corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation unless: (a) the Board of Directors decides that the loan or guaranty may reasonably be expected to benefit the corporation; and (b) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the vote of the director or officer, if that director or officer is a member, or the vote of a majority of the directors then in office, without counting the vote of the director who is to receive the loan or guaranty.

Section 18. COMPENSATION OF DIRECTORS.

Directors and members of committees may not receive compensation for their services. They may be reimbursed for personal expenses, as may be fixed or determined by resolution of the Board of Directors.

Section 19. INDEMNIFICATION.

The corporation shall, to the maximum extent permitted by the California Non-Profit Mutual Benefit Corporation Law, have power to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the corporation, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this section, an "agent" of the corporation includes any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

ARTICLE III OFFICERS

Section 1. OFFICERS

The officers shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, which officers shall be elected by, and hold office at the pleasure of the Board of Directors.

Section 2 ELECTION.

After their election, the directors shall meet and organize by electing a President from their own number, and one or more Vice-Presidents, a Secretary and a Treasurer, who may, but need not be, members of the Board of Directors. Any two or more of such offices except those of President and Secretary, may be held by the same person.

Section 3. TENURE OF OFFICE.

The tenure of office of all the officers of the corporation shall be fixed by the Board of Directors.

Section 4. REMOVAL AND RESIGNATION.

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt if such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 6. 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 business and affairs of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she

shall be ex-officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7. VICE-PRESIDENTS.

The Vice-Presidents shall, in the order designated by the Board of Directors, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 8. SECRETARY.

The Secretary shall keep, or cause to be kept, a book of minutes at the corporation's principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of memberships present or represented at members' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a membership register, or a duplicate membership register, showing the names of the members and their addresses; the number and classes of memberships held by each; the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the Bylaws or by law to be given; he or she shall keep the seal of the corporation and affix said seal to all documents requiring a seal, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 9. TREASURER.

The Treasurer shall receive and keep all the funds of the corporation, and pay them out only on the check of the corporation, signed in the manner authorized by the Board of Directors.

Section 10. ASSISTANTS.

Any Assistant Secretary or Assistant Treasurer, respectively, may exercise any of the powers of Secretary or Treasurer, respectively, as provided in these Bylaws or as directed by the Board of Directors, and shall perform such other duties as are imposed upon them by the Bylaws or the Board of Directors.

ARTICLE IV EXECUTIVE AND OTHER COMMITTEES

The Board of Directors may appoint an executive committee, and such other committees as may be necessary from time to time, consisting of such number of its members and with such powers as it may designate, consistent with the Articles of Incorporation and Bylaws and the Non-Profit Mutual Benefit Corporation Laws of the State of California. Such committees shall hold office at the pleasure of the Board.

ARTICLE V CORPORATE RECORDS AND REPORTS -- INSPECTION

Section 1. RECORDS.

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of

California, as fixed by the Board of Directors from time to time.

Section 2. INSPECTION OF BOOKS AND RECORDS.

All books and records provided for in Section 8320 of the Corporations Code of California shall be open to inspection of the directors and members from time to time and in the manner as therein provided.

Section 3. CERTIFICATION AND INSPECTION OF BYLAWS.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by any member of the company, as provided in Section 7160 of the Corporation Code of California.

Section 4. CHECKS, DRAFTS, ETC.

All checks, details or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. CONTRACTS, ETC. — HOW EXECUTED.

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to tender it liable for any purpose or to any amount.

Section 6. ANNUAL REPORT.

Pursuant to Corporations Code Section 8321, the Board of Directors shall cause the Corporation to notify each member yearly of the member's right to receive a financial report in accordance with that section. The corporation shall prepare the annual financial report not later than one hundred twenty (120) days after the close of the corporation's fiscal year. Upon written request of a member, the Board of Directors shall promptly cause the most recent annual report to be sent to the requesting member. The annual financial report shall consist of a balance sheet as of the closing date of such fiscal year, and an income statement and statement of changes in financial position for that fiscal year. The annual report shall also include a statement of the place where the names and addresses of the current members are located and any information required under Corporations Code Section 8322 regarding transactions with interested persons. The financial statements included in the annual report shall be certified to by the President, Secretary, Treasurer or a public accountant.

The CMWC will complete the annual Consumer Confidence Report (CCR) and mail or email it to all members no later than June 1 of each year.

Section 7. ANNUAL FINANCIAL REVIEW; BUDGET.

The corporation shall engage a certified public accountant or public accountant to conduct an annual review in accordance with generally accepted accounting principles of the corporation's financial statements and financial reports. The corporation shall prepare and adopt a budget prior to the commencement of each fiscal year.

**ARTICLE VI
CERTIFICATES AND TRANSFER OF MEMBERSHIPS**

Section 1. CERTIFICATES OF MEMBERSHIP.

The Board of Directors shall cause to be issued a Certificate of Membership to the owners of Lots or Outlots upon which homes have been constructed within:

Cascadel Woods Subdivision No. 1 as recorded in Vol. 7 of Maps, page 37, Madera County Records,

Cascadel Woods Subdivision No. 2, Tract No. 24 as recorded in Vol. 7 of Maps, pages 76 and 77 Madera County Records,

Cascadel Woods Subdivision No. 4 Tract No. 24, as recorded in Vol. 9 of Maps, pages 146 to 150 inclusive, Madera County Records.

Property adjacent to Cascadel Woods Subdivisions No.1, No. 2, and No. 4 which is described as follows:

The West half of the Southwest quarter of Section 15 and the South half of Section 16, all in Township 8, South, Range 23 East, MDB & M, according to official Government Township Plats thereof. EXCEPTING THEREFROM that portion lying within Cascadel woods Subdivisions No. 1, No. 2 and No. 4. FURTHER EXCEPTING THEREFROM that portion of Section 16 lying South of the Southerly boundary Cascadel Road as said Road is shown on Map of Cascadel Woods No.4, said parcel being bounded on the Northerly and Easterly sides by said Cascadel Road, on the South by the South line of Section 16, Township 8 South, Range 23 East, and on the West by a line extending due South from the Southeast corner of Lot 39, Cascadel Woods No. 4, Tract No. 119 to the point of intersection of the South of Section 16. These areas shall be referred to herein as the "Corporation's Service Area".

Section 2. CONTENTS OF CERTIFICATES OF MEMBERSHIP; MEMBERSHIP RECORDS

Each newly issued Certificate of Membership shall be substantially in the following form:

**CERTIFICATE OF MEMBERSHIP
CASCADEL WOODS MUTUAL WATER COMPANY**

No.

This Certificate certifies that _____ (name of member(s)) _____ is/are a member of Cascadel Woods Mutual Water Company and is/are entitled to receive a water supply therefrom on the real property within the Corporation's Service Area, owned by member(s), more particularly described as:

This membership and the right to receive water service from the corporation are appurtenant as a part and parcel of said land.

The above named member(s) is/are entitled to one vote at meetings of members.

Upon any sale of the foregoing land, this membership shall terminate and the purchaser shall be entitled to become a member, subject to the provisions of Article VI of the Bylaws of the Corporation.

The membership is subject to all provisions of the Articles and Bylaws of the Corporation and is subject to assessments levied by the Board of Directors which may be collected by personal action against the member.

Dated:

By: _____ Attest: _____
President Secretary

The corporation shall maintain a list of all memberships, including the names, addresses, and property descriptions of all members. The corporation may establish an electronic database to facilitate that listing.

Section 3. LEVYING ASSESSMENTS; RATES, FEES AND CHARGES; LIENS.

a) Authority is expressly conferred upon the corporation to levy assessments upon and against all the memberships issued by the corporation and to establish rates, fees and charges, in such amounts as the Board of Directors shall determine, for water service the corporation provides and for maintenance and repair of all roads for which the corporation has undertaken maintenance and repair; and the Board of Directors shall have power, by majority vote of its members, to levy assessments upon all the issued memberships of the corporation at such times and from time to time and in such amounts as shall to them appear necessary or expedient relative to providing water to the members and maintaining such roads in good condition and repair; (provided that the assessment levied at any particular time shall be for the same amount against each membership then issued and outstanding, except that any member who does not receive water service from the corporation shall not be charged any assessments, rates, fees or charges related to such water service). Each assessment and rate, fee and charge imposed shall be a lien on the memberships assessed from time of adoption of the resolution levying such assessment or from, as applicable, the provision of the water service and/or road maintenance services to which any rate, fee or charge relates until paid. Such assessments, rates, fees or charges shall constitute a lien on the member's real property to which the member's membership is appurtenant, and each member shall be personally liable to the corporation for all amounts assessed or charged against the memberships standing upon the books of the corporation in the name of such member at the time of the adoption of the resolution levying such assessment or, as applicable, from the provision of the water service and/or road maintenance services to which such rate, fee or charge relates, which amount may be recovered from the member by suit of personal action. Upon any such delinquency in the payment of monies owed to the corporation, the corporation is authorized, in accordance with Corporations Code Section 14304, to take any actions necessary to perfect that lien, including providing the member at least twenty (20) days' advance written notice, as required under Corporations Code Section 14304. Such lien shall continue until any amount owing to the corporation is paid or said land is sold to satisfy said lien. The corporation shall perfect any lien against a member's real property by the recording of a notice of lien with the Madera County Recorder, which claim of lien shall include all collection costs the corporation has incurred through the date of recording of said lien (including, but not limited to, recording fees, attorneys' fees, notary fees and postage and photocopying costs), as well as interest and late charges that have accrued and continue to accrue on the amount owing to the corporation, at rates established by the board of directors from time to time. The corporation shall comply with applicable law in the event it becomes necessary to foreclose upon any such lien in order to collect monies owed to the corporation.

b) The Board of Directors shall also have the authority, in the event a member's of the roads for which the corporation has undertaken maintenance and repair results in extraordinary wear and tear to those roads, to assess charges for the repair of such extraordinary wear and tear. The Board's determination of extraordinary wear and tear shall be final and binding upon the member.

Section 4. PAYMENT OF ASSESSMENTS.

Water assessments will be billed monthly. Road assessments will have the option to be paid monthly or annually. Payment schedule, the amount of interest and penalties, will be determined by the Board of Directors and included with the billing. Payments become delinquent thirty (30) days following the billing and may be collected as provided by these Bylaws.

Section 5. NON-PAYMENT OF ASSESMENTS OR OTHER RATES, FEES OR CHARGES.

In the event of non-payment of any assessment or other rate, fee or charge the corporation imposes, the corporation may, by majority vote of the Board of Directors, at its option, either (1) sell or forfeit the memberships against which the assessment was levied in the manner now or hereafter provided by the Bylaws of the corporation; (2), collect the assessment by personal action and suit against the member personally liable therefore; or (3) foreclose the lien on the member's property, or the corporation may elect to pursue any combination of the above said remedies, or any other remedy provided for by law. The corporation shall be entitled to recover from any member with a delinquent account all costs the corporation incurs in connection with the collection of such delinquent account, including, but not limited to, attorneys' fees and any litigation costs.

Any memberships upon which water charges and/or assessments may become delinquent shall be forfeited to the corporation and become suspended from voting, and the holder of said membership shall surrender the certificate of membership to the corporation. A civil action for collection may be undertaken against any holder of a delinquent membership.

Memberships which have been forfeited for failure to pay water charges or assessments may be recovered by the original owner by the payment of the charges or assessments together with the penalty provided for by law, and with all subsequent charges, assessments and penalties, and interest on such sums, from the time they became delinquent, provided the person or persons making application for recovery tenders to the corporation the amount required as aforesaid, within six months from the date of such forfeiture.

In addition to the foregoing paragraphs, if any member shall refuse or fail to pay his water charges or assessments when due, it shall be the duty of the officers of the corporation to disconnect in the manner required by law the distribution system from that member's land and to decline to furnish water to that member's property to which the member's membership is appurtenant, and the corporation shall not be bound to furnish water the property of such member or his successors, or to any lessee of said land, or to any person thereon, until those water charges in default and the expense of disconnection and reconnection are paid in full by or for that member or that member's successor.

Section 6. NUMBER OF MEMBERSHIPS.

The total number of memberships which the corporation is authorized to issue is one membership for each lot or outlot within the Corporation's Service Area upon which a single family dwelling is constructed.

Section 7. ENTITLEMENT TO WATER.

A membership in the Cascadel Mutual Water Company, for which the member opts to receive water service from the corporation, entitles that lot owner to supply one single family dwelling located on the lot to which the membership was issued with water, which supply shall be appurtenant to the lot. Subdivisions in which a guest house is permitted in addition to the main residence may use one membership of water to serve both dwellings. The water pipe furnished to each lot shall be no larger or smaller than a $\frac{3}{4}$ " pipe and shall feed no more than two $\frac{3}{4}$ " pipes, each pipe feeding a separate lot. The water owned by this corporation shall only be sold, distributed, supplied or delivered to members of the corporation, with domestic and irrigation use only upon land to which a membership is appurtenant, except as may otherwise be permitted under Section 2705 of the Public Utilities Code without making the corporation a public utility or subject to the jurisdiction of the Public Utilities Commission.

Section 8. HOOKUPS TO SYSTEM.

All new resident hookups must be inspected and approved by a representative of the Cascadel Mutual Water Company. Only outlets of $\frac{3}{4}$ " size will be approved. The use charge will be prorated from the date of approval.

Section 9. REPAIRS ON PRIVATE PROPERTY.

It is the responsibility of the lot owner to make immediate repairs to a water leak on his/her property. In the absence of the lot owner, the Cascadel Mutual Water Company has the right to shut off the water supply to the lot, with no liability to the Cascadel Woods Mutual Water Company.

Section 10. LOT SPLIT.

In the event of a lot split, delivery of water will only be made to one lot.

Section 11. SWIMMING POOLS.

Water supplied by the Cascadel Mutual Water Company is for domestic purposes only and the Cascadel Mutual Water Company will not furnish water for filling or maintaining a swimming pool.

Excluded from the limitation on swimming pools are children's pools and therapeutic pools not exceeding 600 gallons.

The Board of Directors will consider exceptions to this restriction on an individual basis by application filed with the Cascadel Mutual Water Company. At that time the Board will make a determination on whether to allow the pool and the conditions to be imposed, such as metering of the water, installing pumps for personal fire protection, and whether sufficient water is available to fill the pool.

Section 12. TRANSFER OF MEMBERSHIP.

Certificates of membership shall be transferable on the register of this corporation upon surrender of the certificate properly endorsed or assigned and can be transferred only with the land upon which it is issued and appurtenant, except after sale or forfeiture for delinquent assessments subject to the provision of Article Six of the Articles of Incorporation of this Corporation.

Section 13. TRANSFER ON THE BOOKS.

Upon surrender to the Secretary or transfer agent of the corporation of a certificate for memberships duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Any member who sells that member's property to which a membership in the corporation is appurtenant must notify the corporation's Secretary of that transfer. Upon the closing of escrow of any sale, the purchaser of that property shall pay a transfer fee, in an amount established by the Board of Directors, to have the membership transferred and issued to that purchaser. Any such purchaser is encouraged to contact the corporation while escrow is still open and pending to ensure the membership's account is current, as any such purchaser would be responsible for bringing the account current in order to receive water service from the corporation. Any such purchaser must become a member of the corporation as specified in these Bylaws in order to receive water service from the corporation.

Section 14. LOST OR DESTROYED CERTIFICATES.

Any person claiming a certificate of membership to be lost or destroyed shall make an affidavit or affirmation of that fact, whereupon a new certificate may be issued of the same tenor and for the same number of memberships as the one alleged to be lost or destroyed.

Section 15. CLOSING MEMBERSHIP TRANSFER BOOKS.

The Board of Directors may close the membership transfer books at their discretion for a period not exceeding thirty (30) days preceding any meeting, annual or special, of the members.

Section 16. ISSUING MEMBERSHIPS FOR NEW CONSTRUCTION.

When issuing new membership certificates for lots, or outlots, where new single family homes are being constructed, or will be constructed, the Board of Directors may make appropriate charges for prior capital expenditures on the water system and any new expenditures necessary to provide water to such lots, or outlots.

**ARTICLE VII
CORPORATE SEAL**

The Corporate Seal shall be circular in form, and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word California.

**ARTICLE VIII
DISSOLUTION**

Section 1. DISSOLUTION.

In the event the corporation is dissolved, after paying or providing for payment of all debts of the corporation, each current member in good standing (i.e., who is not delinquent in the payment of any monetary sums to the corporation) shall receive a proportionate share of the corporation's property and assets based on the member's membership interest in relation to the total membership interests in the corporation. For purposes of this section, a member in good standing is any person who has been issued a membership in the corporation that has not been cancelled and that is not delinquent in any monies then owed to the corporation.

Section 2. RECORD KEEPING.

The corporation shall maintain its books and records to ensure that each present and former member's equitable interest in the corporation's funds and assets is accurately set forth, and that the members' respective accrued equity interest can be readily calculated.

**ARTICLE IX
AMENDMENTS TO BYLAWS**

Section 1. BY MEMBERS.

New Bylaws may be adopted or these Bylaws may be repealed or amended at the annual meeting, or at any other meeting of the members called for that purpose, by a vote of members entitled to exercise a majority of the voting power of the Corporation, or by written assent of such members.

Section 2. POWERS OF DIRECTORS.

Subject to the right of the members to adopt, amend or repeal Bylaws, as provided in Section 1 of this Article VIII, the Board of Directors may adopt, amend or repeal any of these Bylaws other than a Bylaw or amendment thereof changing the authorized number of directors.

Section 3. RECORD OF AMENDMENTS.

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Bylaws with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

These Restated Bylaws shall supersede, repeal and replace the Amended Bylaws of Cascadel Mutual Water Company and each, every, and all amendments thereto.

The foregoing Restated Bylaws of Cascadel Mutual Water Company were duly and regularly adopted at a special meeting of the Board of Directors of the Corporation held at the office of the Corporation on August 26, 2018 at which all Directors were present, in person or by proxy and notice of meeting was duly provided, on motion of Director Ken Trapp, and seconded by Director Steve Johansen, on the following vote:

- Director Stan Eggink voted aye.
- Director Steve Johansen voted aye.
- Director Ed Rose voted aye.
- Director Ken Trapp voted aye.
- Director Wayne Shortes voted aye by proxy held by Ken Trapp

President 

Attest: Secretary Kenneth D. Trapp