

**RESTATED BYLAWS**  
**OF**  
**WALNUT PARK MUTUAL WATER COMPANY**  
**a California corporation**

**Section 7. Other Regular Meetings of Directors.** Other regular meetings of the Board shall be held at such time as shall from time to time be fixed by the Board, subject to the notice to be provided in accordance with Section 9 of this Article III, below.

**Section 8. Special Meetings of Directors; Emergency Meetings.** Subject to compliance with the notice requirements in Section 9 of this Article III, below, special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, the Vice President, the Secretary, 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 9 of this Article III.

**Section 9. Open Board Meetings; Executive Sessions; Notice of Board Meetings.** All Board meetings shall be open to attendance by Eligible Persons ("**Eligible Persons**" means shareholders, non-shareholder 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) shareholder discipline; provided that the shareholder 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 shareholder's payment of assessments where the shareholder 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 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 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 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, Eligible Persons requesting notice by mail shall pay the costs of reproduction and mailing of the notice in advance.

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 meeting.