

AMENDMENT TO AGREEMENT TO FORM THE UPPER SANTA ANA RIVER WASH LAND MANAGEMENT AND HABITAT CONSERVATION PLAN TASK FORCE

THIS AMENDMENT TO AGREEMENT TO FORM THE UPPER SANTA ANA RIVER WASH LAND MANAGEMENT AND HABITAT CONSERVATION PLAN TASK FORCE ("Amendment") is made effective this 3rd day of September, 2013, by and between the following entities (hereinafter individually referred to as a "Party" and collectively referred to as the "Parties"):

CEMEX CONSTRUCTION MATERIALS
PACIFIC, LLC ("CEMEX")

ROBERTSON'S READY MIX, LTD
("ROBERTSON'S")

CITY OF HIGHLAND ("HIGHLAND")

EAST VALLEY WATER DISTRICT
("EVWD")

CITY OF REDLANDS ("REDLANDS")

REDLANDS MUNICIPAL UTILITIES AND
ENGINEERING DEPARTMENT
("RMUED")

COUNTY OF SAN BERNARDINO ("SAN
BERNARDINO COUNTY")

SAN BERNARDINO COUNTY FLOOD
CONTROL DISTRICT ("SBCFCD")

SAN BERNARDINO VALLEY WATER
CONSERVATION DISTRICT ("SBVWCD"
OR "CONSERVATION DISTRICT")

UNITED STATES BUREAU OF LAND
MANAGEMENT ("BLM")

SAN BERNARDINO VALLEY MUNICIPAL
WATER DISTRICT ("VALLEY DISTRICT")

RECITALS

This Amendment is entered into on the basis of the following facts, understandings, and intentions of the Parties:

A. All Parties hereto, except Valley District, entered into that certain "Agreement to Form the Upper Santa Ana River Wash Land Management and Habitat Conservation Plan Task Force" on November 20, 2002 ("Original Agreement"), for the purposes of advancing environmental planning and permitting in connection with the Upper Santa Ana River Wash Land Management Plan ("Wash Plan").

B. Since the time the Original Agreement was entered into, planning for the Wash Plan has advanced in all phases, including with respect to groundwater recharge and other water conservation facilities. In connection with such facilities, Conservation District and Valley District have entered into a series of agreements to allow for joint use

of Conservation District property, and construction of additional facilities as part of an Enhanced Recharge Program with Valley District, to fulfill the Wash Plan objectives regarding expanded groundwater recharge and water conservation capabilities.

C. The Original Agreement provided, in paragraph 2 (G), that all Parties acknowledged and agreed that the effectiveness of the Task Force may be improved by the addition of other entities that had interest in the work of the Task Force, and given Valley District's intended role in contributing to expanding groundwater recharge facilities in the Wash Plan area, Valley District is such an entity.

D. At a Task Force meeting held July 16, 2013, the Task Force reviewed cost estimates for the completion of environmental review and permitting activities for the Wash Plan, and the individual members will be going to their respective governing bodies for funding authorization for the completion of such environmental review and permitting activities. In addition, the Task Force has refined its description of covered activities to be included within the "take" and other permitting authorizations proposed to be pursued, such that the Wash Plan process is now at a point where responsible estimates for long-term habitat maintenance and other costs can be generated, and an equitable distribution of such costs over parties sponsoring, or benefitting from, component projects of the overall Wash Plan can be determined.

E. The Parties therefore wish to amend the Original Agreement to add Valley District as a regular member of the Task Force, and to specify their going-forward intentions for additional consultations for deriving an equitable cost-sharing allocation for the costs that may be incurred by the Task Force members for implementation of the Habitat Conservation Plan and other permanent funding requirements that may attend final Wash Plan approval.

NOW, THEREFORE, the Parties do hereby agree as follows:

1. Valley District is, and henceforth shall be, a "Regular Member" of the Task Force under Section 2 (A) of the Original Agreement. Valley District shall pay a one-time fee into the Fund (provided in Section 5 (C) of the Task Force Agreement) of \$275,000.00. Such amount shall be utilized by the Conservation District, as Project Manager, to help offset the Conservation District's share of interim and estimated costs of completion of the environmental and permitting documentation for the Wash Plan. The Task Force at its meeting on July 16, 2013 approved estimated costs for planning and consulting services.

2. The Parties agree to meet and confer, in order to rework the contribution levels specified in Exhibit "B-1" to the Original Agreement, for those expenses that will be required of the Task Force members for costs for implementation of the Habitat Conservation Plan and other implementation funding requirements that may attend final Wash Plan approval. As presently contemplated, the basis for the allocation of such implementation costs shall be allocated on a proportionate acreage basis as it relates to the habitat disturbances attributable to the portions of the component projects of the Wash Plan advanced by, sponsored by, or benefitting Task

Force members, with offsetting credit being given to the amount of habitat as acreage being contributed by various Task Force members. The Task Force will refine such costs allocations once the PAR analysis and final permitting costs are more fully determined.

3. Except as specifically amended herein, the Original Agreement remains in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have entered into the Amendment as of the day and year first set forth above.

APPROVED AS TO FORM:

CEMEX CONSTRUCTION MATERIALS
PACIFIC, LLC

Counsel for CEMEX

APPROVED AS TO FORM:

ROBERTSON'S READY MIX, LTD.

Counsel for Robertson's Ready Mix, Ltd.

UNITED STATES BUREAU OF LAND
MANAGEMENT

Field Manager

APPROVED AS TO FORM:

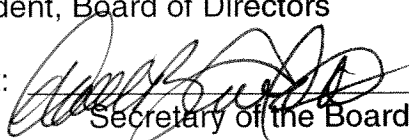
SAN BERNARDINO VALLEY WATER
CONSERVATION DISTRICT



General Counsel



President, Board of Directors

Attest: 
Secretary of the Board

APPROVED AS TO FORM:

EAST VALLEY WATER DISTRICT

General Counsel

President, Board of Directors

Attest: _____
Secretary of the Board

[SIGNATURES CONTINUED ON FOLLOWING PAGE]

APPROVED AS TO FORM:

City Attorney

REDLANDS MUNICIPAL UTILITIES AND
ENGINEERING DEPARTMENT

Mayor

Attest: _____
City Clerk

APPROVED AS TO FORM:

County Counsel

COUNTY OF SAN BERNARDINO

Chairperson, Board of Supervisors

Attest: _____
Clerk of the Board

APPROVED AS TO FORM:

General Counsel

SAN BERNARDINO COUNTY FLOOD
CONTROL DISTRICT

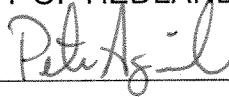
Chairperson, Board of Supervisors

Attest: _____
Clerk of the Board

APPROVED AS TO FORM:

City Attorney

CITY OF REDLANDS



Mayor

Attest: 
City Clerk

APPROVED AS TO FORM:

City Attorney

CITY OF HIGHLAND

Mayor

Attest: _____
City Clerk

[SIGNATURES CONTINUED ON FOLLOWING PAGE]

APPROVED AS TO FORM:

General Counsel

SAN BERNARDINO VALLEY MUNICIPAL
WATER DISTRICT

President, Board of Directors

Attest: _____
Secretary, Board of Directors