

In the opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Authority, based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the 2012 Series A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 and is exempt from State of California personal income taxes. In the further opinion of Bond Counsel, interest on the 2012 Series A Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Bond Counsel observes that such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the 2012 Series A Bonds. See "TAX MATTERS" herein.

\$22,940,000

**CONTRA COSTA WATER AUTHORITY
(CONTRA COSTA COUNTY, CALIFORNIA)
WATER TREATMENT REVENUE REFUNDING BONDS, 2012 SERIES A**

Dated: Date of Delivery

Due: October 1, as shown on the inside cover page

This cover page contains certain information for general reference only. It is not intended to be a summary of the security or terms of this issue. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision. Capitalized terms used on this cover page not otherwise defined shall have the meanings set forth herein.

The Contra Costa Water Authority Water Treatment Revenue Refunding Bonds, 2012 Series A (the "2012 Series A Bonds") are being issued by the Contra Costa Water Authority (the "Authority") to provide funds, together with other available moneys, for the refunding of a portion of the Authority's outstanding Water Treatment Revenue Refunding Bonds, 2002 Series A (the "Refunded Bonds"), as more fully described herein, and to pay the costs of issuance of the 2012 Series A Bonds, as more fully described herein. See "PLAN OF REFUNDING" herein.

Interest on the 2012 Series A Bonds is payable on October 1, 2012, and semiannually thereafter on April 1 and October 1 of each year. Principal is payable on the dates set forth on the inside cover of this Official Statement. The 2012 Series A Bonds are being issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository of the 2012 Series A Bonds. Individual purchases of interests in the 2012 Series A Bonds will be made in book-entry form only, in the principal amount of \$5,000 or any integral multiple thereof. Purchasers of such interests will not receive certificates representing their interests in the 2012 Series A Bonds. Principal of and interest on the 2012 Series A Bonds are payable directly by U.S. Bank National Association, as trustee (the "Trustee"), to DTC, which is obligated in turn to remit such principal and interest to DTC Participants for subsequent disbursement to the Beneficial Owners of the 2012 Series A Bonds, as described herein. See APPENDIX F – "DTC DESCRIPTION" herein.

The 2012 Series A Bonds are subject to redemption prior to maturity as described herein.

The 2012 Series A Bonds are limited obligations of the Authority, payable solely from Authority Revenues. Authority Revenues consist primarily of Rental Payments from Net Revenues received from the Contra Costa Water District (the "District") pursuant to the Facility Lease described herein. The obligations of the District to pay Rental Payments from Net Revenues of the District is on parity with payments of principal and interest on the District's Water Revenue Bonds from Net Revenues as more particularly described herein. See "SECURITY AND SOURCES OF PAYMENT FOR THE 2012 SERIES A BONDS – Outstanding Water Revenue Bonds and Other Parity Debt."

Neither the faith and credit of the Authority, the District, nor the Diablo Water District are pledged to the payment of the principal of or interest on the 2012 Series A Bonds.

The 2012 Series A Bonds are offered when, as and if issued and received by the initial purchasers, subject to the approval of validity of the 2012 Series A Bonds and certain other legal matters by Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the District. Bold, Polisner, Maddow, Nelson & Judson, A Professional Corporation, Walnut Creek, California will pass on certain legal matters for the Authority. It is anticipated that the 2012 Series A Bonds, in book-entry form, will be available for delivery to the Trustee on behalf of DTC by Fast Automated Securities Transfer on or about August 8, 2012.

THE BONDS WERE SOLD AT COMPETITIVE BID ON JULY 18, 2012. INITIAL REOFFERING PRICES AND YIELDS HAVE BEEN SET BY THE INITIAL PURCHASER.

Dated: July 18, 2012

**CONTRA COSTA WATER AUTHORITY
WATER TREATMENT REVENUE REFUNDING BONDS
2012 SERIES A**

MATURITY SCHEDULE

Maturity Date (October 1)	Principal Amount (\$)	Interest Rate (%)	Yield (%)	CUSIP Number[†]
2014	\$1,900,000	1.000%	0.360%	21221RBY4
2015	3,360,000	1.000	0.480	21221RBZ1
2016	3,395,000	1.000	0.610	21221RCA5
2017	3,435,000	1.000	0.790	21221RCB3
2018	3,505,000	3.000	1.070	21221RCC1
2019	3,620,000	3.000	1.290	21221RCD9
2020	3,725,000	3.000	1.500	21221RCE7

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This Official Statement is intended only to furnish information in connection with the purchase of the 2012 Series A Bonds. The Official Statement DOES NOT constitute a recommendation, expressed or implied, to purchase or not to purchase the 2012 Series A Bonds or any other obligations or bonds of the Authority.

No dealer, broker, salesperson or other person has been authorized by the Authority to give any information or to make any representations, other than as contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by the Authority.

This Official Statement is not to be construed as a contract with the purchasers of the 2012 Series A Bonds. Statements contained in this Official Statement which involve estimates, forecasts or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of facts.

The information set forth herein has been furnished by the Authority and other sources as noted that the Authority believes reliable. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall under any circumstances create any implication that there has been no change in the affairs of the Authority or the System since the date hereof. This Official Statement is submitted in connection with the sale of the 2012 Series A Bonds referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY THE 2012 SERIES A BONDS, NOR SHALL THERE BE ANY SALE OF ANY OF THE 2012 SERIES A BONDS, BY ANY PERSON IN ANY JURISDICTION IN WHICH, OR TO ANY PERSON TO WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER, SOLICITATION OR SALE. In making an investment decision, potential investors must rely on their own examination of the Authority and the terms of the offering, including the merits and risks involved. The 2012 Series A Bonds have not been registered or qualified under the securities laws of any state. These securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Official Statement. Any representation to the contrary is a criminal offense.

The summaries and references to the Resolution, the Facility Lease, the Trust Agreement, the Continuing Disclosure Agreement and statutes and other documents do not purport to be comprehensive or definitive and are qualified in their entireties by reference to each such document and statute. The 2012 Series A Bonds have not been registered under the Securities Act of 1933, as amended, in reliance upon exemptions from the registration requirements contained in such Acts.

Certain statements included or incorporated by reference in this Official Statement constitute “forward-looking statements.” Such statements generally are identifiable by the terminology used, such as “plan,” “expect,” “estimate,” “budget” or other similar words. Such forward-looking statements include but are not limited to certain statements contained in the information under the captions “THE WATER SYSTEM – Water Supply,” “– Ten-Year Capital Improvement Program and Financial Plan,” “– Rate Adjustments” and “– Projected Operating Results and Debt Service Coverage” in this Official Statement. The forward-looking statements are not guarantees of future performance. Actual results may vary materially from what is contained in a forward-looking statement. Factors which may cause a result different than expected or anticipated include new legislation, increases in suppliers’ prices, particularly prices for purchased water and prices for power in connection with the operation of the Water System, changes in environmental compliance requirements, acquisitions, changes in customer water use patterns, natural disasters such as earthquakes, and the impact of weather on operating results. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The Authority does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations of events, conditions or circumstances on which such statements are based occur.

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\$22,940,000
CONTRA COSTA WATER AUTHORITY
(CONTRA COSTA COUNTY, CALIFORNIA)
WATER TREATMENT REVENUE REFUNDING BONDS, 2012 SERIES A

INTRODUCTION

The purpose of this Official Statement, which includes the cover page, the pages preceding this page and the appendices, is to set forth certain information concerning the Contra Costa Water Authority (the “Authority”), the Contra Costa Water District (the “District”), the water supply, treatment, storage, transmission and distribution system of the District (the “Water System” or the “System”), System finances, and the economy of the service area of the District, in connection with the sale by the Authority of \$22,940,000 aggregate principal amount of its Water Treatment Revenue Refunding Bonds, 2012 Series A (the “2012 Series A Bonds”). The descriptions and summaries of various documents hereinafter set forth do not purport to be comprehensive or definitive, and reference is made to each document for the complete details of all terms and conditions. All statements herein are qualified in their entirety by reference to each document. All capitalized terms used in this Official Statement and not otherwise defined herein have the same meaning as in the Trust Agreement (defined below).

The 2012 Series A Bonds are limited obligations of the Authority, payable solely from Revenues (as that term is defined in the Trust Agreement, dated as of May 15, 1990, between the Authority and the Trustee, as supplemented and amended and as supplemented by a third supplemental trust agreement, dated as of August 1, 2012 (collectively, the “Trust Agreement”) and herein referred to as “Authority Revenues”). Neither the faith and credit nor the taxing powers, if any, of the Authority, the District, or the Diablo Water District (“Diablo”) are pledged to the payment of the principal of or the interest on the 2012 Series A Bonds. Authority Revenues consist primarily of Rental Payments received from the District pursuant to an amended and restated facility lease dated as of May 1, 1993, with the Authority as lessor and the District as lessee, as supplemented by a second supplemental facility lease, dated as of August 1, 2012 (together, the “Facility Lease”).

In the Facility Lease, the District agrees to make semiannual Rental Payments from Net Revenues in an amount which has been calculated to be sufficient to pay the principal of and interest on the 2012 Series A Bonds when due. The District also agrees to make additional rental payments from time to time in amounts sufficient to pay all costs and expenses of the Authority in connection with the execution, performance or enforcement of the Facility Lease and the Trust Agreement (including amounts necessary to make Authority Reserve Account Requirement payments thereunder), the rights to use and occupancy of the Randall-Bold Water Treatment Plant (the “Plant”) and the lease of the rights to the use and occupancy of the Plant to the District. The obligation of the District to pay Rental Payments from Net Revenues of the District is absolute and unconditional and is not subject to abatement or nonappropriation. “Net Revenues” for any Fiscal Year means the sum of (i) the System Revenues for such Fiscal Year plus (ii) the amounts, if any, withdrawn by the District from the Rate Stabilization Fund for treatment as System Revenues for such Fiscal Year, less the sum of (iii) all Maintenance and Operation Costs for such Fiscal Year and (iv) the amounts, if any, withdrawn by the District from System Revenues during such Fiscal Year for deposit in the Rate Stabilization Fund. See “SECURITY AND SOURCES OF PAYMENT FOR THE 2012 SERIES A BONDS – Pledge of Authority Revenues” herein. The District agrees in the Facility Lease that it will not, so long as any of the 2012 Series A Bonds are Outstanding, issue any obligations or securities, howsoever denominated, payable in whole or in part from the Net Revenues except in accordance with the provisions of the Resolution No. 87-50 of the District, adopted on October 15, 1987, as amended and supplemented (the “Resolution”). The obligation of the District to pay Rental Payments from Net Revenues of the District is on parity with payments of principal and interest on the District’s Water Revenue Bonds from Net Revenues as more particularly

described herein. See “SECURITY AND SOURCES OF PAYMENT FOR THE 2012 SERIES A BONDS – Outstanding Water Revenue Bonds and Other Parity Debt.”

PLAN OF REFUNDING

The 2012 Series A Bonds

The 2012 Series A Bonds are being issued by the Authority to provide funds (i) together with other available funds, to refund a portion of the Authority’s outstanding Water Treatment Revenue Refunding Bonds, 2002 Series A (the “Refunded Bonds”) currently outstanding in the principal amount of \$27,570,000 and (ii) to pay the costs of issuance of the 2012 Series A Bonds.

Proceeds of the 2012 Series A Bonds, together with other available moneys related to the Refunded Bonds, will be transferred to U.S. Bank National Association as escrow agent (the “Escrow Agent”) under an escrow agreement pursuant to which an escrow fund will be established to pay for amounts due in connection with the refunding of the Refunded Bonds. The proceeds and other available moneys will be invested in federal securities or held uninvested in an amount that will be sufficient to pay the regularly scheduled payments and to redeem the Refunded Bonds on October 1, 2012, at a redemption price of 100% of the principal amount thereof plus interest accrued thereon. Upon such deposit, the Refunded Bonds will no longer be deemed to be outstanding. See “VERIFICATION” herein.

The amounts held and invested by the Escrow Agent in the escrow fund are pledged solely to the payment and redemption of the Refunded Bonds. Neither the amount deposited in the escrow fund nor the interest on the invested amounts will be available for the payment of debt service on the 2012 Series A Bonds. The following tables set forth the maturities and par amounts of the Refunded Bonds to be redeemed.

Refunded Bonds
Base CUSIP Number: 21221R

Maturity Date (October 1)	Principal to be Redeemed	CUSIP Number[†]
2013	\$2,655,000	BQ1
2014	2,760,000	BR9
2015	2,875,000	BS7
2016	3,015,000	BT5
2017	3,175,000	BU2
2018	3,335,000	BV0
2019	3,515,000	BW8
2020	3,690,000	BX6

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District Bonds

On or about the date of issuance of the 2012 Series A Bonds, the District is expected to issue its Water Revenue Refunding Bonds, Series Q (the “Series Q Bonds”) to refund in whole or in part its Water Revenue Refunding Bonds, Series K and Series L (the “District Refunded Bonds”). The Series Q Bonds will be payable by the District from Net Revenues and will be secured on a parity with the District’s outstanding Water Revenue Bonds and the Authority’s outstanding Water Treatment Revenue Bonds. The following table sets forth the maturities and par amounts of the District Refunded Bonds expected to be redeemed from the proceeds of the Series Q Bonds and other available funds.

**District Refunded Bonds
Series K
Base CUSIP Number: 212218**

<u>Maturity Date</u> <u>(October 1)</u>	<u>Principal to be</u> <u>Redeemed</u>	<u>CUSIP</u> <u>Number</u>[†]
2027	\$ 4,530,000	KN0
2031	10,385,000	KP5

**District Refunded Bonds
Series L
Base CUSIP Number: 212218**

<u>Maturity Date</u> <u>(October 1)</u>	<u>Principal to be</u> <u>Redeemed</u>	<u>CUSIP</u> <u>Number</u>[†]
2013	\$5,900,000	LA7
2014	6,150,000	LB5
2015	6,420,000	LC3
2016	6,695,000	LD1
2017	7,015,000	LE9
2018	7,365,000	LF6
2019	4,825,000	LG4
2020	5,060,000	LH2
2021	2,135,000	LJ8
2022	2,240,000	LK5
2023	2,355,000	LL3
2024	2,475,000	LM1
2028	11,250,000	LN9
2032	13,735,000	LP4

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ESTIMATED SOURCES AND USES OF FUNDS

Sources:	Principal amount of the 2012 Series A Bonds	\$22,940,000.00
	Original Issue Premium	1,420,474.75
	Amounts available from the Refunded Bonds	<u>3,801,805.99</u>
	TOTAL SOURCES	\$28,162,280.74
Uses:	Deposit to Escrow Account for Series 2002A Bonds	\$25,603,575.12
	Underwriter's Discount	26,415.53
	Debt Service Reserve Fund	2,436,047.48
	Costs of Issuance ⁽¹⁾	<u>96,242.61</u>
	TOTAL USES	\$28,162,280.74

⁽¹⁾ Includes: Authority Counsel fees, District Counsel fees, Bond Counsel's fee, Financial Advisor's fee, Trustee and Escrow Agent fees, printing costs, rating agency fees and other costs incurred in connection with the issuance of the 2012 Series A Bonds.

THE 2012 SERIES A BONDS

General Description

The 2012 Series A Bonds are being issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). DTC will act as securities depository of the 2012 Series A Bonds. Individual purchases of ownership interests in the 2012 Series A Bonds will be made in book-entry form only in denominations of \$5,000 or any integral multiple thereof. See APPENDIX F – "DTC DESCRIPTION."

The 2012 Series A Bonds will be dated their date of delivery, and bear interest at the rates and mature in the amounts and on the dates set forth on the inside cover page of this Official Statement. Interest on the 2012 Series A Bonds is payable on October 1, 2012, and semiannually thereafter on April 1 and October 1 in each year, calculated on the basis of a 360-day year comprised of twelve 30-day months. Principal of and interest on the 2012 Series A Bonds are payable by the Trustee to DTC, which is obligated in turn to remit such principal and interest to DTC Participants for subsequent disbursement to the Beneficial Owners of the 2012 Series A Bonds.

Extraordinary Redemption

The 2012 Series A Bonds are subject to redemption prior to their respective maturities at the option of the Authority, as a whole or in part on any date, to the extent of hazard insurance or condemnation proceeds received with respect to the Plant and not applied to the repair or restoration thereof, by such maturities as designated by the Authority or if the Authority fails to so designate, in inverse order of maturity, and by lot within maturity at a redemption price equal to the principal amount thereof and interest accrued thereon to the date fixed for redemption, without premium.

Selection of 2012 Series A Bonds to be Redeemed

Whenever provision is made in the Trust Agreement for the redemption of less than all of the applicable 2012 Series A Bonds of any maturity thereof, the Trustee shall select the 2012 Series A Bonds to be redeemed, from all 2012 Series A Bonds not previously called for redemption in minimum denominations of \$5,000, by lot in any manner which the Trustee in its sole discretion shall deem appropriate and fair.

Notice of Redemption

Notice of redemption shall be mailed by the Trustee not less than 30 nor more than 60 days prior to the redemption date, to the respective owners of any 2012 Series A Bonds designated for redemption at their addresses appearing on the bond registration books of the Trustee. So long as the book-entry system is used for the 2012 Series A Bonds, the Trustee will give any notice of redemption or any other notices required to be given to registered owners of the 2012 Series A Bonds only to Cede & Co., as nominee for DTC. Any failure of DTC to advise any DTC Participant or of any DTC Participant to notify the Beneficial Owner, of any such notice and its content or effect will not affect the validity of the redemption of the 2012 Series A Bonds called for redemption or any other action premised on such notice. Beneficial Owners may desire to make arrangements with a DTC Participant so that all notices of redemption or other communications to DTC which affect such Beneficial Owners, including notification of all interest payments, will be forwarded in writing by such DTC Participant. See APPENDIX F – “DTC DESCRIPTION” herein.

Effect of Redemption

If notice of redemption has been given as provided in the Trust Agreement and moneys for the payment of the redemption price of, together with interest accrued to the redemption date on, such 2012 Series A Bonds so called for redemption is held by the Trustee, on the redemption date designated in such notice, the 2012 Series A Bonds or portions thereof so called for redemption shall become due and payable at the redemption price therein specified. Interest on the 2012 Series A Bonds called for redemption will cease to accrue from and after the date fixed for redemption and said 2012 Series A Bonds will cease to be entitled to any benefit or security under the Trust Agreement, and the registered owners of said 2012 Series A Bonds will have no rights in respect thereof except to receive payment of the redemption price and accrued interest.

SECURITY AND SOURCES OF PAYMENT FOR THE 2012 SERIES A BONDS

General

The 2012 Series A Bonds are limited obligations of the Authority, payable solely from Authority Revenues, and neither the faith and credit nor the taxing powers, if any, of the Authority, the District or Diablo is pledged to the payment of the principal of or the interest on the 2012 Series A Bonds. Authority Revenues consist primarily of Rental Payments received from the District pursuant to the Facility Lease, described herein.

In the Facility Lease, the District agrees to make semiannual Rental Payments from Net Revenues of the District in an amount which has been calculated to be sufficient to pay the principal of and interest on the 2012 Series A Bonds when due. The District also agrees to make additional rental payments from time to time from Net Revenues of the District in amounts sufficient to pay all costs and expenses of the Authority in connection with the execution, performance or enforcement of the Facility Lease and the Trust Agreement (including amounts necessary to make Reserve Account Requirement payments thereunder), the rights to the use and occupancy of the Plant and the lease of the rights to the use and occupancy of the Plant to the District. The obligation of the District to pay Rental Payments from Net Revenues constitutes Parity Debt under the Resolution, is absolute and unconditional, and is not subject to abatement or nonappropriation.

The obligations of the District under the Facility Lease are payable solely from Net Revenues, which constitute substantially all of the income of the District after the payment of Maintenance and Operation Costs. “Net Revenues” for any Fiscal Year means the sum of (i) the System Revenues for such Fiscal Year plus (ii) the amounts, if any, withdrawn by the District from the Rate Stabilization Fund for

treatment as System Revenues for such Fiscal Year, less the sum of (iii) all Maintenance and Operation Costs for such Fiscal Year and (iv) the amounts, if any, withdrawn by the District from System Revenues during such Fiscal Year for deposit in the Rate Stabilization Fund. The Net Revenues, subject only to the provisions of the Resolution permitting the application thereof for the purposes and on the term and conditions set forth therein, and pledged to the payment of the District's Water Revenue Bonds and Parity Debt issued in accordance with the Resolution. See "Limitations on the Issuance of Obligations Payable from Net Revenues" below. The pledge of Net Revenues constitutes a charge and lien on and security interest in such assets.

The owners of the 2012 Series A Bonds cannot compel the exercise of any taxing power of the Authority or the forfeiture of any of its property. The 2012 Series A Bonds are not a legal or equitable pledge, charge, lien or encumbrance upon any of the property of the District or the Authority (including the Water System) or upon any of their income, receipts or revenues except the Authority Revenues. Amounts held from time to time in the Interest Account, Principal Account, Redemption Fund and Reserve Account are also pledged to secure the payment of the 2012 Series A Bonds.

Rate Covenant; Debt Coverage

The District agrees in the Facility Lease that, so long as any of the Authority's Water Treatment Revenue Bonds are outstanding, the District will fix, charge and collect, or cause to be fixed, charged and collected, such rates, fees and charges for the use of and for the services furnished or to be furnished by the Water System which, together with all other receipts and revenues of the District, will provide sufficient Net Revenues in each Fiscal Year so that (i) the ratio of Net Revenues to Annual Debt Service at the end of each Fiscal Year is not less than 1.25 to 1.0, and (ii) the Obligation Service Coverage Ratio at the end of such Fiscal Year is not less than 1.0 to 1.0.

Pledge of Authority Revenues

Authority Revenues are generally those amounts derived from rental payments and other payments made by the District, pursuant to the Facility Lease and the Authority is not obligated to pay interest on and principal of the 2012 Series A Bonds except from said Authority Revenues. All 2012 Series A Bonds are equally and ratably secured in accordance with the terms and conditions of the Trust Agreement by a pledge of and charge and lien upon the Authority Revenues, and the Authority Revenues constitute a trust fund for the security and payment of the interest on and the principal of the 2012 Series A as provided in the Trust Agreement. No tax shall ever be levied or collected to pay the interest on or principal of the 2012 Series A Bonds. Additional bonds payable from the Revenues may be issued which will rank equally as to the security with the 2012 Series A Bonds, but only subject to the conditions and upon compliance with the procedures set forth in the Trust Agreement.

The Authority Revenues are pledged to the payment of the Authority's Water Treatment Revenue Bonds and Parity Debt without distinction of one over the other.

Authority Reserve Account

The Reserve Account is held by the Trustee. The Authority is required by the Trust Agreement to maintain therein an amount equal to the Reserve Account Requirement subject to the provisions of the Trust Agreement permitting delivery of a reserve account credit instrument in full or partial satisfaction of the Reserve Account Requirement. The Reserve Account Requirement is an amount equal to the lesser of (i) Maximum Annual Debt Service on all Authority bonds then outstanding; (ii) 125% of average Annual Debt Service (excluding accrued interest) on all Authority bonds then outstanding; and (iii) 10% of the initial proceeds of the Authority bonds then outstanding, in each case as of such date. Amounts in the Reserve Account are available only to pay debt service on Authority bonds. Moneys in the reserve

accounts for the District's Water Revenue Bonds are not available to pay debt service on the Authority bonds.

In lieu of funding the Reserve Account with cash, or in replacement of moneys on deposit in the Reserve Account (which shall be transferred by the Trustee to the Authority), the Authority may deliver to the Trustee an irrevocable letter of credit issued by a financial institution having unsecured debt obligations rated in one of the two highest rating categories of Moody's Investors Service and Standard & Poor's Corporation and/or an insurance policy issued by an insurance company whose claims paying ability is rated in one of the two highest rating categories of Moody's Investors Service and Standard & Poor's Corporation in (or securing) an amount, together with other amounts or insurance policies on deposit in the Reserve Account, equal to the Reserve Requirement. See "APPENDIX B – SUMMARY OF PRINCIPAL DOCUMENTS – The Trust Agreement – Reserve Account" herein.

Outstanding Water Revenue Bonds and Other Parity Debt

As of April 1, 2012, the District had outstanding Water Revenue Bonds and other Parity Debt in the aggregate principal amount of \$436,585,080 consisting of the following series and amounts:

	Principal Amount Outstanding as of April 1, 2012
<u>District – Water Revenue Bonds</u>	
Senior Series E Bonds	\$ 1,965,000
Senior Series K Bonds*	14,915,000
Senior Series L Bonds*	87,305,000
Senior Series M Bonds	69,305,000
Senior Series N Bonds	114,555,000
Senior Series O Bonds	60,035,000
Senior Series P Bonds	46,705,000
Total	\$394,785,000
<u>Authority</u>	
2012 Series A Bonds†	\$ 27,570,000
Total	\$ 27,570,000
<u>District – State Revolving Fund Loans</u>	
SRF Loan 2002	\$ 8,881,395
SRF Loan 2003	1,311,733
SRF Loan 2004	4,036,952
Total SRF Loans	\$ 14,230,080
Total Senior Debt	\$ 436,585,080

* To be redeemed in whole or in part from proceeds of the Series Q Bonds and other available funds as described in "PLAN OF REFUNDING."

† To be redeemed in part from proceeds of the 2012 Series A Bonds and other available funds as described in "PLAN OF REFUNDING."

As shown in the table above, there are outstanding \$27,570,000 principal amount of the Refunded Bonds. The Authority expects to redeem the Refunded Bonds in part from the proceeds of the 2012 Series A Bonds.

In June 2002, the District also borrowed \$15,137,776 (of which \$8,881,395 is outstanding as of April 1, 2012) from the State's Safe Drinking Water Act State Revolving Fund ("SRF") loan program. This low-interest loan covers the fundable portion under the State program of treatment process improvements at the District's Bollman Water Treatment Plant. This loan bears interest at the rate of 2.5132% and has a 20-year term. In October 2003, the District borrowed \$2,000,000 (of which \$1,311,733 is outstanding as of April 1, 2012) from the SRF loan program. This low-interest loan covers the District's investment in water quality improvements at its Contra Loma Dam and Reservoir. This loan bears interest at the rate of 2.39% and has a 20-year term. In May 2004, the District borrowed \$5,942,427 (of which \$4,036,952 is outstanding as of April 1, 2012) from the SRF loan program. This low-interest loan covers the District's investment in improvements to the Sedimentation Basins at it Bollman Water Treatment Plant. This loan bears interest at the rate of 2.39% and has a 20-year term. Each of these SRF loans is payable by the District from Net Revenues and secured on a parity with the outstanding Water Revenue Bonds.

All of the District's Water Revenue Bonds and Parity Debt bear interest at fixed rates. The District has not previously entered into any interest rate swaps or other derivatives and does not currently intend to enter into any interest rate swaps or other derivatives with respect to its indebtedness.

Other Debt

As described under the heading "-- Limitations on the Issuance of Obligations Payable from Net Revenues," the District may issue indebtedness that is junior or subordinate to the Water Revenue Bonds.

In January 1997, the District authorized the issuance of \$60,000,000 of subordinate lien tax-exempt commercial paper notes (the "Commercial Paper") to finance District capital improvements. In July 2008, the Board of Directors approved increasing the District's Commercial Paper program from \$60 million to \$100 million. The increase allowed the District to finance the construction of the Middle River Intake and other capital projects through the issuance of Commercial Paper. In June 2010, the District issued promissory notes (the "Series A Notes") to refund all outstanding Commercial Paper and to continue to fund construction of the Middle River Intake Project. The Commercial Paper program became dormant, yet it can be revived, at the District's option, if outside liquidity support is obtained for the purpose of supporting Commercial Paper issuances in the future. The Commercial Paper is subordinate to the Water Revenue Bonds.

Pursuant to a Note Trust Agreement, dated as of June 1, 2010, as supplemented (the "Trust Agreement"), the District issued its Series A Notes which are currently outstanding in the principal amount of \$97,630,000. On July 6, 2011 the District issued an additional series of promissory notes (the "Series B Notes") pursuant to the Note Trust Agreement which are currently outstanding in the principal amount of \$59,820,000 to finance or refinance certain capital projects of the District. The Series A Notes and Series B Notes are subordinate to the Water Revenue Bonds.

Limitations on the Issuance of Obligations Payable from Net Revenues

The District agrees in the Facility Lease that it will not, so long as any of the 2012 Series A Bonds are Outstanding, issue any obligations or securities, howsoever denominated, payable in whole or in part from the Net Revenues except in accordance with the provisions of the Resolution. The Resolution permits the issuance of additional obligations payable from Net Revenues, provided that the following conditions are met:

- (a) Water Revenue Bonds payable from Net Revenues and secured by the pledge made under the Resolution equally and ratably with Water Revenue Bonds previously issued, provided that the following conditions are satisfied:

- (i) No Event of Default shall have occurred and then be continuing.
- (ii) Subject to the provisions of the Resolution relating to the funding and application of the Bond Reserve Fund (as defined in the Resolution), the Supplemental Resolution providing for the issuance of such Series shall require that the balance in the Bond Reserve Fund, forthwith upon the receipt of the proceeds of the sale of such Series, be increased, if necessary, to an amount at least equal to the Bond Reserve Requirement with respect to all Bonds to be Outstanding upon the issuance of such Series. Said deposit may be made from the proceeds of the sale of such Series or from other funds of the District or from both such sources, as provided in such Supplemental Resolution.
- (iii) The aggregate principal amount of Bonds issued hereunder shall not exceed any limitation imposed by law or by any Supplemental Resolution.
- (iv) Either (i) the Debt Service Coverage Ratio for the most recent Fiscal Year for which audited financial statements are available, calculated as of the date of sale of such series of Bonds and including the Water Revenue Bonds and Parity Debt then Outstanding and such additional series of Bonds, shall not be less than 1.25:1.0; provided that in calculating the Debt Service Coverage Ratio:
 - (A) if rates and charges in effect on the date upon which such series of Bonds will become Outstanding will be greater than those in effect during the most recent Fiscal Year for which audited financial statements are available, then the Net Revenues for said Fiscal Year may be augmented by 75% of the estimated increase in Net Revenues computed to accrue to the System in the first twelve months during which such rates and charges shall be in effect; and
 - (B) Net Revenues may be augmented by 75% of the projected increase in annual Net Revenues to be provided by additional facilities under construction (financed from any source) or to be constructed with the proceeds of the series of Bonds then being issued; or (ii):
 - (A) The District has complied with Section 6.09 for the most recent Fiscal Year for which audited financial statements are available; and
 - (B) the Debt Service Coverage Ratio for each of the five full Fiscal Years beginning with the first full Fiscal Year following the issuance of such additional series of Bonds (or, if later, the first full Fiscal Year in which less than ten percent (10%) of the interest coming due on such additional series of Bonds is to be paid from the proceeds of such Water Revenue Bonds) is projected to be at least equal to 1.25:1.0.
- (b) Refunding Bonds in an aggregate principal amount sufficient (together with other available funds) to pay the principal or redemption price of all outstanding Water Revenue Bonds or Parity Debt to be refunded, all expenses incidental thereto, interest on all Outstanding Water Revenue Bonds or Parity Debt to be refunded to the date such Water Revenue Bonds or Parity Debt will be called for redemption or paid at maturity and interest on the Refunding Bonds from the date thereof to the date of payment or redemption of the Water Revenue Bonds or Parity Debt to be refunded.

- (c) Parity Debt payable on a parity with the outstanding Water Revenue Bonds and which will have, when issued, an equal lien and charge upon the Net Revenues, provided that the following conditions to the issuance of such Parity Debt are satisfied:
- (1) Such Parity Debt has been duly and legally authorized for any lawful purpose.
 - (2) The proceedings for the issuance of such Parity Debt shall require the District to establish, fix and collect rates and charges in an amount not less than the amounts necessary to maintain at the end of each Fiscal Year the Debt Service Coverage Ratio not less than 1.25:1.0 and the Obligation Service Coverage Ratio at not less than 1.0:1.0.
 - (3) No Event of Default shall have occurred and then be continuing, as evidenced in a Certificate of the District filed with the Trustee.
 - (4) Either:
 - (A) The District delivers to the Trustee a Certificate of the District and a certificate of an independent engineer or an independent certified public accountant evidencing that the Debt Service Coverage Ratio for the most recent Fiscal Year for which audited financial statements are available, calculated as of the date of sale of such Water Revenue Bonds or Parity Debt and including the Water Revenue Bonds and Parity Debt then outstanding and such additional Water Revenue Bonds or Parity Debt, shall not be less than 1.25:1.0; provided that in calculating the Debt Service Coverage Ratio:
 - (i) if rates and charges in effect on the date upon which such Water Revenue Bonds or Parity Debt will become outstanding will be greater than those in effect during the most recent Fiscal Year for which audited financial statements are available, then the Net Revenues for said Fiscal Year may be augmented by 75% of the estimated increase in Net Revenues computed to accrue to the Water System in the first twelve months during which such rates and charges shall be in effect; and
 - (ii) Net Revenues may be augmented by 75% of the projected increase in annual Net Revenues to be provided by additional facilities under construction (financed from any source) or to be constructed with the proceeds of the Water Revenue Bonds or Parity Debt then being issued;
 - (B) The District delivers to the Trustee a Certificate of the District and a certificate of an independent engineer or an independent certified public accountant to the effect that:
 - (i) the Debt Service Coverage Ratio for the most recent Fiscal Year for which audited financial statements are available, including the Water Revenue Bonds or Parity Debt then outstanding but not such additional Water Revenue Bonds or Parity Debt, was at least equal to 1.25:1.0, and the Obligation Service Coverage Ratio was at least equal to 1.0:1.0; and
- or-

- (ii) the Debt Service Coverage Ratio for each of the five full Fiscal Years beginning with the first full Fiscal Year following the issuance of such additional Water Revenue Bonds or Parity Debt (or, if later, the first full Fiscal Year in which less than 10% of the interest coming due on such additional Water Revenue Bonds or Parity Debt is to be paid from the proceeds of such Water Revenue Bonds or Parity Debt) is projected to be at least equal to 1.25:1.0.
- (5) The District delivers to the Trustee an Opinion of Bond Counsel to the effect that such Water Revenue Bonds or Parity Debt have been duly authorized in accordance with the law and all prior proceedings of the District.
- (d) Obligations which are junior and subordinate to the payment of the principal, premium, interest and reserve fund requirements for the Water Revenue Bonds and all Parity Debt and which subordinated obligations are payable as to principal, premium, interest and reserve fund requirements, if any, only out of Net Revenues after the prior payment of all amounts required to be paid from Net Revenues for principal, premium, interest and reserve fund requirements for the Water Revenue Bonds and all Parity Debt, as the same become due and payable and at the times and in the manner as required in the Resolution.

Limitations on Encumbrances

The District agrees in the Facility Lease that it will not mortgage or otherwise encumber, pledge, or place any charge upon the Water System or any part thereof, and the District will not create any pledge, lien or charge upon any of the Net Revenues except only as permitted by the Resolution in connection with the issuance of additional obligations payable from Net Revenues as described under “Limitations on the Issuance of Obligations Payable from Net Revenues.”

Limitations on Additional Authority Bonds

The Authority may at any time issue Additional Bonds payable from Authority Revenues, secured by a pledge of and charge and lien equal to the pledge, charge and lien securing the 2012 Series A Bonds, but only if certain specific conditions are met, including:

- (a) The Authority shall be in compliance with all agreements and covenants contained in the Trust Agreement.
- (b) The issuance of such Additional Bonds shall have been authorized pursuant to the County Water District Law and Title 5, Division 2, Part 1, Chapter 3, Article 11 of the California Government Code (collectively, the “Law”) and shall have been provided for by the Supplemental Trust Agreement which, among other things, shall specify the purpose for which such Additional Bonds are to be issued; provided that such purpose is for (i) financing the completion of Plant or an Additional Project, including payment of all costs incidental to or connected with such financing, and/or (ii) the purpose of refunding the Authority Water Treatment Revenue Bonds then Outstanding, including the payment of all costs incidental to or connected with such refunding, and/or (iii) for the financing, construction, maintenance and operation of public capital improvements in accordance with the Joint Powers Agreement; and
- (c) The Facility Lease shall have been amended to include the Additional Project and to increase the Rental Payments payable by the District thereunder by an amount at least sufficient to pay the interest on and principal of such Additional Bonds as the same become due.

THE CONTRA COSTA WATER AUTHORITY

The Authority is a joint exercise of powers authority created pursuant to that certain Joint Exercise of Powers Agreement, dated June 6, 1989 (the “Joint Powers Agreement”), between the District and Diablo (formerly known as Oakley Water District). The Authority was created for the purpose, among other things, of financing, constructing, owning and operating a joint water treatment plant, known as the Randall-Bold Treatment Plant. The Plant will continue to be leased to the District by the Authority pursuant to an amended and restated facility lease, dated as of May 1, 1993, as supplemented, including as supplemented by a second supplemental facility lease, dated as of August 1, 2012. Pursuant to Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California, the Authority is empowered to issue bonds to assist local agencies in financing projects and programs consisting of certain public capital improvements or liability and other insurance needs. The Joint Powers Agreement between the District and Diablo empowers the Authority to finance, construct, maintain and operate certain improvements including the Plant. The Authority is governed by a five-member Board of Directors pursuant to the Joint Powers Agreement. The members of the Board of Directors of the District have been appointed to serve as the Board of Directors of the Authority. In addition, pursuant to the Joint Powers Agreement, all administrative and operational functions for the Plant are performed by District personnel. The Authority has no staff. See “THE CONTRA COSTA WATER DISTRICT” below for a description of the members of the Board of Directors of the Authority/District and the senior staff of the District.

THE AUTHORITY’S WATER TREATMENT PLANT

The Randall-Bold Water Treatment Plant (the “Plant”) is jointly owned by the District and Diablo, and is operated by the District in accordance with the Joint Powers Agreement. Diablo currently reimburses the District for 35.5% of the annual debt service costs, 30.0% of the Plant’s annual fixed operating and maintenance costs (based on Diablo’s current allocation of the Plant’s capacity) and a percentage of the Plant’s annual variable operating and maintenance costs equal to the annual percentage of the total water production received by Diablo.

The Plant has a current design capacity of 50 million gallons per day and expansion potential to 80 million gallons per day. The Plant is located near Antioch, California and serves Diablo’s retail customers. Additionally, as District demand for water exceeds the design capacity of the District’s Bollman Treatment Plant, the Plant will also serve customers in Clayton, Concord and portions of Walnut Creek and Pleasant Hill. Three-tenths of the Plant’s capacity has been allocated to Diablo with the remaining seven-tenths capacity allocated to the District. The District is currently serving treated water to the City of Brentwood to supplement the City’s existing treated water supply under a water supply agreement. The District and the City of Antioch entered into a long-term treated water supply agreement for treated water from the District’s portion of the Randall-Bold Plant with deliveries of up to 10 million gallons per day.

The Plant is designed to meet both existing and anticipated drinking water regulations. The raw water source for the Plant is Rock Slough on the Sacramento-San Joaquin River Delta via the Contra Costa Canal. The water treated in the Plant is supplied under the District’s existing water contract with the United States Bureau of Reclamation.

THE CONTRA COSTA WATER DISTRICT

History and Purpose

The District was formed as a legal entity on May 9, 1936, in response to the growing water demands of Contra Costa County, California (the “County”). The District purchases and distributes water

provided primarily by the United States Bureau of Reclamation (“Reclamation”) from the Federal Government's Central Valley Project (the “CVP”). The backbone of the District’s distribution system is the 48-mile Contra Costa Canal, which transports water from screened intakes in the Sacramento-San Joaquin Delta to the District’s treatment plants and municipalities, industry, and local water companies. The District stores untreated water in four reservoirs. The largest reservoir, Los Vaqueros, has a newly expanded capacity of 160,000 acre-feet. The District operates three water treatment plants, Randall-Bold and Contra Costa Water District/City of Brentwood in Oakley, and Ralph D. Bollman in Concord. The District delivers safe, high-quality drinking water to approximately 500,000 people in central and eastern Contra Costa County in Northern California. Formed in 1936 to provide water for irrigation and industry, the District is now one of the largest urban water districts in California and a leader in drinking water treatment technology and source water protection.

The District serves treated water directly to approximately 200,000 people in the cities of Clayton, Clyde, Concord, Pacheco, Port Costa and parts of Martinez, Pleasant Hill, and Walnut Creek. Treated water is also served to the cities of Antioch and Brentwood, the Golden State Water Company in Bay Point, and the Diablo Water District in Oakley for distribution to their respective customers.

The District also delivers untreated water to the cities of Antioch, Martinez, and Pittsburg. These cities treat the water and directly distribute it to approximately 300,000 people within their respective service areas. Untreated water is provided to major industrial customers including Tesoro and Shell Oil Company oil refineries, General Chemical and USS-POSCO Industries, a sheet metal/sheet fabrication company.

The Contra Costa Water District (the “Authority”) was formed in 1990 between the District and the Diablo Water District. The Authority is empowered to finance, construct, maintain, operate and make improvements to the Randall-Bold Water Treatment Plant. The Authority has been included in the District's financial statements because the District is responsible for the Authority's outstanding debt.

Service Area

The District distributes water in central and northeastern Contra Costa County, California. Cities and unincorporated communities served include Antioch, Bay Point, Brentwood, Clayton, Clyde, Concord, Martinez, Oakley, Pacheco, Pittsburg and Port Costa, and portions of Pleasant Hill and Walnut Creek. The total area of the District is 137,127 acres (compared to 48,000 acres when the District was formed in 1936).

Organization

A five-member Board of Directors, elected for staggered four-year terms, governs the District. The District’s five divisions contain approximately equal populations, and each elects one Director, who must be a resident of that division. The District has a staff of 323 full-time equivalent employees headed by a General Manager.

The following persons currently form the District’s Board of Directors (the “Board”):

Joseph L. Campbell, *Division 3 Director & President*

Joe Campbell was elected to the District’s Board in 1991, representing Clayton and parts of Concord, Walnut Creek, and Pleasant Hill. He is the current Board President and has served in that capacity for more than 17 years. Mr. Campbell operated a professional engineering construction firm for 23 years until it was sold in 1989. He is currently an independent businessman. In 1988, he served as co-chairman and a key fundraiser for the successful campaign to approve bonds for the District’s \$450 million Los Vaqueros Reservoir Project, and he belonged to the steering committee for the statewide

campaign against the Peripheral Canal in 1982. Until his election to the District Board, Mr. Campbell served as chair of the County Airport Land Use Commission, which regulates development that could affect air traffic safety at the county airports in Concord and Byron. He is a former vice president of the Concord Chamber of Commerce, and served as a member of the Concord General Plan Committee and the Founder Advisory Board of Concord Commercial Bank. He is on the Board of Directors of the Contra Costa Council and a member of the Concord Rotary. He is a former member of the Walnut Creek Child Care Task Force, former parade chairman for the Walnut Festival Association, former board member of the Northgate High School Sports Boosters, and a former board member for the American Red Cross. Mr. Campbell is past president and a founder of the Concord Economic Development Corporation, a partnership of the Concord Chamber of Commerce and the City of Concord.

Karl L. Wandry, *Division 5 Director & Vice President*

Karl L. Wandry was appointed to the District Board on February 5, 2003, elected in 2004, and re-elected in 2008. He has served as Board Vice President since 2008. Mr. Wandry represents parts of Antioch, Oakley, Brentwood, and the Los Vaqueros Reservoir watershed. Mr. Wandry is a planning consultant with extensive experience in city and regional planning and community development throughout the region. He has served as Contra Costa County's Chief of Land Development and Zoning Administrator; Deputy Director, Community Development Department; and Advance Planner in the County Planning Department. In addition, Mr. Wandry has served as the Community Development Director for the City of Rio Vista and Supervising Planner for the City of Antioch. Mr. Wandry is a graduate of Antioch High School and is a long-time resident of eastern Contra Costa County. Mr. Wandry graduated with honors from Diablo Valley College in 1966, and Magna Cum Laude from California State University, Hayward (East Bay) in 1968. He went on to study for a Master's degree in Geography from the University of Victoria in British Columbia, Canada. He is a past director of the Contra Costa Child Care Council, the Boy Scouts of America Executive Board, Mt. Diablo Council, and Rio Vista Care. He is a current member of the American Institute of Certified Planners and the American Planning Association.

Bette Boatmun, *Division 4 Director*

Bette Boatmun was elected to the District Board in 1974 and represents parts of Pittsburg, Antioch, and Concord. She served as president of the Board from 1990 to 1992, and vice president from 1981 to 1989. She is the former executive director of the YWCA of Contra Costa County, and continues to be active in a number of community organizations, including the Concord American Association of University Women, Sons of Italy, and Soroptomist International. She is a member of the Board of Directors for the Kennedy King Scholarship Foundation and Gallery Concord. In 2002 and 2003, she was president of the Association of California Water Agencies (ACWA), a statewide organization that represents agencies receiving approximately 90 percent of the water delivered in California, and is past chair of ACWA Region 5. She currently holds chair positions on the Governing Board of East County Water Management Association and the Contra Costa Special Districts' Association and is past chair of the Sanitation & Water Agencies of Contra Costa County. In March 2001, Ms. Boatmun was honored as the California State Assembly's "Woman of the Year" for the 11th Assembly District. Ms. Boatmun has a Bachelor of Science degree from Russell Sage College, Troy, New York, and a Master of Education from Holy Names College, Oakland, California. She was a teacher in public schools in California and New York and a consultant for the Job Corps.

John A. Burgh, *Division 2 Director*

John Burgh was appointed to the District Board in 2004, elected later that year and re-elected in 2006 and 2010. Mr. Burgh represents Pacheco, Port Costa, and parts of Pleasant Hill, Concord, and Martinez. He is a retired engineer who has worked on water and wastewater projects throughout the

world. He has a total of 42 years of experience in the administration, project management, and design of public works projects. For 30 years of his career, he worked for an environmental engineering consulting firm, where he retired as Vice President. Prior to that, he worked for the U.S. Navy Facilities Engineering Command, the State of Alaska Department of Health and Welfare, and other consulting firms. He holds a Bachelor of Science degree from the University of Notre Dame and a Masters in Management degree from the University of New Mexico. He is a registered civil engineer in California and a Diplomat of the American Academy of Environmental Engineers. A 26-year resident of Concord, he works as a volunteer with the Clayton K9 Coalition and is a member of the Pleasant Hill Rotary Club and Contra Costa County Historical Society.

Lisa M. Borba, *Division 1 Director*

Lisa M. Borba, AICP, was appointed to the District Board in April 2010. She represents parts of Martinez, Pleasant Hill, Concord, Clyde, Bay Point, and Pittsburg. She was re-elected to a four-year term in November 2010. A resident of Concord, she is a professional land planner certified by the American Institute of Certified Planners and currently employed by a private land development company. She started her planning career in 1990 after earning a Bachelor's degree in environmental studies from the University of California at Santa Barbara. Her professional experience includes working with federal and state permitting agencies, the county Board of Supervisors, and local city councils and commissions. As a volunteer, she has worked with the Holbrook Heights Community Association, Wheelchair Foundation, Baldwin Park Canine Contingent, and Leadership San Ramon Valley. She is also a member of the American Planning Association, American Institute of Certified Planners, League of Women Voters, Pleasant Hill/Walnut Creek Mothers Club, Executive Women's Golf Association, El Sobrante Golf Club, and Concord Bocce Federation.

The senior District management is comprised of:

Jerry D. Brown, PE, *General Manager*

Jerry Brown was appointed General Manager of the District in September 2010. He has 26 years of experience in planning, design, construction, operation and maintenance of water, wastewater and water recycling systems for urban areas. He has expertise in management and leadership of large organizations including strategic business planning and financial management.

Mr. Brown has been with the District since 2001, beginning as Director of Planning and then becoming the Assistant General Manager of Planning and Operations & Maintenance in 2008. In these capacities, he lead the operations and maintenance of water system facilities serving more than 500,000 customers while overseeing the planning activities of the District associated with securing water supply and water quality, development of new business initiatives, conducting infrastructure planning including development of the annual capital improvement program, and conducting planning studies for enlarging the Los Vaqueros Reservoir to a capacity of 160,000 acre-feet.

Mr. Brown is actively involved with the Climate Change Committee with the Association of Metropolitan Water Agencies. He is a dedicated member of the American Water Works Association and serves as a project advisor on various water research projects including the Recycled Water Standards Committee. He is an active member of the American Society of Civil Engineers where he was past chair of the Committee on Engineering Management and Business Practices. He is an Executive Committee Member of CalDesal, and is also engaged in work with the Water Research Foundation as a member of the Project Advisory Committee and as a past co-chair on the Regulation/Permitting Workgroup of California Water Recycling Task Force. Mr. Brown has authored several papers and articles focused on water and wastewater management, and engineering.

Mr. Brown is a registered Civil and Mechanical Engineer in California. He holds a Bachelors Degree in Mechanical Engineering from California State University at Northridge, a Master's Degree in Civil Engineering from the University of Southern California and a Master's Degree in Business Administration from California State University at San Jose. His career began with the Los Angeles Department of Water and Power in 1986. From 1991 to 2000, he worked with the East Bay Municipal Utility District. He then worked with the San Jose Water Company prior to starting with CCWD.

Gregory Gartrell, *Assistant General Manager – Planning/Water Resources*

Dr. Gartrell has been Assistant General Manager – Planning/Water Resources for the District since August 2002. He has been with the District since 1988, holding increasingly responsible positions including serving as Director of Planning from 1995 to 2001. Dr. Gartrell manages the Planning, Water Resources, Delta Projects, and Watershed and Lands Departments. His responsibilities have included planning and permitting for the District's \$100 million Middle River Intake Project, and the \$122 million Los Vaqueros Reservoir Expansion Project. He directed the District's Delta Projects including \$15 million in drainage mitigation water quality projects, as well as the District's 50-year Future Water Supply Implementation and Ten-Year, \$500 million Capital Improvement Program. He served on the CALFED Bay-Delta Public Advisory Committee as an appointee of the Secretary of the Interior and Governor of California, and on the Delta Vision Stakeholder Committee. Prior to his tenure at the District, Dr. Gartrell worked in engineering consulting and academics. Dr. Gartrell graduated with a Bachelor of Science degree with honors in 1973 and received his Ph.D. in Environmental Engineering Science in 1979, both from the California Institute of Technology.

Stephen J. Welch, *Assistant General Manager – Engineering*

Mr. Welch has been Assistant General Manager – Engineering, overseeing Capital Projects/Operations and Maintenance (O&M) for the District since January 2008. He holds a Bachelor and Masters of Science in Civil Engineering and a Masters of Business Administration all from the University of California at Berkeley. Mr. Welch began with the District in 1997 as a Principal Engineer and has earned promotions to his current position. He currently is responsible for over \$200 million in engineering and construction work, as well as District operations and maintenance. He manages a staff of over 220 people among three departments.

Brice Bledsoe, *Director of Finance and Human Resources*

Mr. Bledsoe has been with the District since November 1999 and was promoted, effective February 27, 2012 to Director of Finance and Human Resources. Subsequent to the retirement of Mr. Kurt G. Ladensack as the District's Assistant General Manager for Administrative functions, Mr. Bledsoe assumed responsibility for the District's Human Resource Division, as well as management of the District's Retirement Trust and Other Post Employment Benefit (OPEB) Contribution Plan. Mr. Bledsoe had served as the District's Director of Finance since March 2007, after having previously served as the District's Accounting Manager. From 1997 through 1998, Mr. Bledsoe was the Finance Director for the Central Valley Project Water Association, where he advocated financial issues with Reclamation relating to the Federal Central Valley Project (CVP) on behalf of the CVP water contractors. Mr. Bledsoe worked as a CPA with a public accounting firm from 1992-1997. Mr. Bledsoe graduated with honors from California State University, Sacramento in 1992 with a Bachelors degree in Business Administration, Concentration in Accounting.

Employee Relations

The District has two recognized employee unions: Clerical/Maintenance Representation Unit and Professional/Supervisory Representation Unit.

The International Union of Operating Engineers, Stationary Engineers, Local 39 (“Local 39”) represents the Clerical/Maintenance Representation Unit. The current Memorandum of Understanding with Local 39 covers the term of July 1, 2007 through June 30, 2014. The International Federation of Professional and Technical Engineers, Local 21 (“Local 21”), represents the Professional/Supervisory Representation Unit. The current Memorandum of Understanding with Local 21 covers the term of November 17, 2008 through November 08, 2015. A positive working relationship exists between the District and both unions, with joint monthly meetings held to discuss any labor concerns and to collaboratively address any identified issues.

Two other employee groups (not recognized bargaining units) exist at the District: the Confidential Unit, covering confidential employees such as Human Resources staff and Confidential Secretaries, and the Unrepresented Employees Group, consisting of all management employees. Both groups have an annual employment contract issued in October that describes all employment terms and conditions for the next year.

The District has experienced no labor strikes and considers its labor relations environment to be collaborative and successful, as evidenced by the long-term contracts negotiated in 2007 and 2008, respectively, which include language specifying that an agreement has been made to resolve any potential disputes via mediation.

Insurance

The District maintains the following liability insurance coverage:

Primary Excess Liability Policy: Starr Indemnity & Liability Company. Limit of \$10 million subject to a \$500,000 self-insurance retention. Coverage includes comprehensive general, automobile, errors and omissions, and employment practices liability.

Secondary Excess Liability Policy: Lexington Insurance Company. Limit of \$20 million, in excess of \$10 million (primary policy limit).

Affiliated FM Insurance Company provides property insurance for \$150 million any one occurrence, subject to a \$100,000 deductible. Coverage includes all risks (subject to policy exclusions) including flood, boiler and machinery; \$5 million business interruption; \$2 million Extra Expense. Earth movement coverage of \$1.5 million is provided only for damage to the water distribution control systems, referred to as the Supervisory Control and Data Acquisition (SCADA) system, and the Distributed Control System (DCS). The District’s insurance does not provide coverage for terrorist acts; however, the District conducted a vulnerability assessment as required by the Environmental Protection Agency (“EPA”) and has implemented all recommendations contained in the assessment.

The District also maintains a marine policy (watercraft property and liability insurance), with a \$1 million limit, subject to a \$5,000 deductible, and a policy covering crime (employee dishonesty, computer fraud, theft, disappearance, destruction, forgery or alteration), with a \$1 million limit, subject to a maximum deductible.

In addition, the District maintains Workers’ Compensation and Employer’s Liability coverage, at the statutory limits, with employer’s liability limited to \$5 million with no deductible.

The District’s insurance is reviewed by its risk manager on an annual basis and adjustments are made as determined by the District.

Retirement Program

The District has an independent single employer defined pension benefit retirement plan established by a trust agreement in which all permanent and full-time employees to the District are eligible to participate. The plan is a defined benefit plan providing a retirement allowance determined by an employee's highest basic compensation in the last twelve consecutive months of employment and the length of employment with the District. The plan is funded by employee and employer contributions. As of June 30, 2011, there were 313 active members in the plan. Retired members and beneficiaries currently receiving benefits number 236. Inactive members total 96 members, for total plan membership as of June 30, 2011 of 645 members. As of June 30, 2011, there was a \$17.5 million unfunded pension benefit obligation, and the funded ratio was 85.7%. From FY2010 to FY2011, the District's funded ratio decreased from 89.8% to 85.7%. The District believes this is a short-term impact caused by market losses experienced during depressed economic conditions in 2008 and 2009 and the impact of five-year smoothing on the actuarial value of assets. As the District has recognized gains during the past three fiscal years, the District currently anticipates an increase in the funded ratio above 90% in FY2012. Projected annual pension cost for FY2012 is \$3.56 million and is included in operation and maintenance expenses.

The District currently offers post-retirement health care benefits. These benefits are paid through the Contra Costa Water District Other Post-Employment Benefit ("OPEB") Trust. As of June 30, 2011 there were 172 retirees or their beneficiaries receiving these health care benefits. These benefits are provided through payments to an insurance company. The actual benefits paid to beneficiaries totaled \$2,020,203 in FY2011 and is included in operation and maintenance expenses. Annual funding is provided for in the two-year budget and projected in the ten-year rate analysis and the Capital Improvement Program ("CIP") and Ten-Year Financial Plan. During FY2008, the District elected to implement the provisions of The Government Accounting Standards Board Statement No. 45 ("GASB 45") a year early. As part of the implementation, the District established an irrevocable trust to provide a funding mechanism for the OPEB. As of June 30, 2011, the District has 12,560,167 in the OPEB Trust, which represents a funded ratio of 21%. The District has up to 30 years to fully fund its liabilities under GASB 45.

Investment Policy

The investment goals of the District are to provide safety, liquidity, diversity, and minimize risks while maintaining a competitive yield on its investment portfolio. District funds are invested in accordance with the requirements of California Government Code Section 53651 governing public funds and Section 7.16.060 of the District's Code of Regulations. See Note 2 to the financial statements included in APPENDIX A. As of June 30, 2011, the District's investments include approximately 59% in cash and cash equivalents with maturities of 90 days or less and the balance in U.S. government securities, corporate bonds and guaranteed investment contracts.

No Interest Rate Swaps

The District has not previously entered into any interest rate swaps or other derivatives and does not currently intend to enter into any interest rate swaps or other derivatives with respect to its indebtedness.

THE WATER SYSTEM

Water Supply

The District's current water deliveries are approximately 100,000 acre-feet annually to service the District's customer base. This level of water use reflects lower than normal deliveries due to the recent

economic downturn. The water supply that the District is authorized to divert under its current biological operating permit is 222,000 acre-feet annually, which is more than sufficient to meet both its current water demand and its projected water demand in 2020 of 200,000 acre-feet.

The District obtains most of its untreated water supply from the Central Valley Project (“CVP”) by diversion from the Delta under a long-term contract with Reclamation that was renewed on May 10, 2005, and by its terms is effective from March 1, 2005 through February 28, 2045. The water is diverted from the Delta at Rock Slough on the south of the San Joaquin River, Old River near Discovery Bay, Middle River near Victoria Island, or the Freeport Intake on the Sacramento River. Water may also be diverted at Mallard Slough under District water rights depending on water quality and availability. Diverted water is conveyed to the District’s water treatment facilities and its untreated water distribution system through the Contra Costa Canal.

The District’s existing Reclamation Contract provides for water deliveries through the year 2045. The Reclamation Contract provides that it may be extended under terms and conditions agreeable to the parties for successive periods not to exceed 40 years each. The District’s annual quantity of water available from CVP is 195,000 acre feet.

The Reclamation Contract provides for water service. A separate contract provision for District operation and maintenance of the Contra Costa Unit of the CVP was also included in the Reclamation Contract. The Contra Costa Unit consists of the Contra Costa Canal system, Contra Loma Reservoir, the so-called “New Facilities” (which include the Shortcut pipeline, four pumping units and related facilities), and various lateral connections. The United States government holds title to these facilities. The District is responsible for operating and maintaining these facilities and is required to pay for the capital cost of these facilities under its contract with Reclamation, at Reclamation’s cost plus interest. The District completed repayment of the capital obligation in 2010. However, the District has a continuing Federal obligation to make capital improvements. The District has established a capital project to begin refurbishing the Shortcut pipeline component estimated at \$11.3 million. The District currently levies a tax on its service area to pay costs that it is obligated to bear under the District’s CVP water service contract with Reclamation.

The rate for CVP water service paid by the District covers reimbursement for service charges, cost of power, repair and replacements. The cost of water under the Reclamation Contract is currently \$16.94 per acre-foot. In October 1992, Congress enacted the Central Valley Project Improvement Act (“CVPIA,” Title XXXIV, P.L. 102-575). The most significant impact of this legislation on the District was the establishment of the Restoration Fund, which currently is \$18.78 per acre-foot, for municipal and industrial water and irrigation water delivered under the Reclamation Contract. The District has been making payments to the Restoration Fund since the 1994 amended Reclamation Contract went into effect. For FY2011, \$934,136 of the District payments to the Bureau went to this fund. The Restoration Fund was established to carry out the habitat restoration, improvement and acquisition provisions of the CVPIA.

The quantity of water that can be delivered to the District by Reclamation under the Reclamation Contract is 195,000 acre-feet per year. The shortage provision under the Reclamation Contract establishes a firm water delivery “floor” in the event of shortages. No reduction in the water available to the District can occur unless Reclamation has declared that a shortage exists and has imposed significant reductions in deliveries to irrigation users. If Reclamation is unable to make full deliveries due to water shortage (i.e., drought), the District’s supply shall be not less than 75% of historical use, unless allocations to irrigation customers fall below 25%. In the event that Reclamation determines that a water shortage emergency exists and that the shortage is so severe that CVP agricultural water users’ allocations are reduced below 25%, the District’s supply can be reduced below 75% of historical use. In such event, the delivery of CVP water will not be less than 65% of historical use, which is the quantity estimated to

be sufficient to satisfy public health and safety requirements as set forth in the District’s current water shortage contingency plan.

Reclamation set annual water allocations, of which the District has received, the full amount of supply needed and used by the District. Although shortages were declared for the CVP in Reclamation’s water supply years 2008 and 2009, under the shortage formulas specific to the District’s contract, the District received a sufficient supply in both years. While Reclamation’s allocation is based upon contractual entitlements and water supply circumstances, the deliveries reflect actual usage and needs of CVP water.

DISTRICT’S ANNUAL RECLAMATION WATER ALLOCATIONS AND ACTUAL DELIVERIES

Bureau Water Supply Year (Mar-Feb)	Acre-Feet Allocated	Acre-Feet Delivered
2005	195,000	83,529
2006	195,000	89,767
2007	195,000	93,363
2008	127,500	92,107
2009	110,500	92,867
2010*	195,000	59,390
2011	195,000	84,000 (Projected)

* Deliveries in 2010 were lower due to drawdown of the Los Vaqueros Reservoir to support construction of an expanded facility.

The District also obtains untreated water from Mallard Slough in the Delta under a State water rights permit and license. The District diverts untreated water from Mallard Slough, which is closer to San Francisco Bay than the District’s other water diversion points, when the water quality is better than the District’s minimum quality standards. The District is permitted to divert up to 26,780 acre-feet per year from Mallard Slough.

In its Decision 1629 (June 2, 1994), the State Water Resources Control Board (“SWRCB”) granted to the District the right to divert up to 95,850 acre-feet per year of water from the Sacramento/San Joaquin Delta (Los Vaqueros Water Right), and the District has also secured an additional long-term water supply from East Contra Costa Irrigation District by contract. The District entered into an agreement with the East Contra Costa Irrigation District (“ECCID”) in late 1999 which provides a permanent entitlement of 8,200 acre feet annually that may be used in the overlapping service areas of the two districts. The agreement also provides for an additional 4,000 acre-feet annually to be available to the District in shortage periods. The current cost for the 8,200 acre-feet of permanent entitlement water is \$32 per acre-foot and the cost of shortage year water is \$65 per acre-foot. In Calendar Year 2011, the District received 6,000 acre feet from ECCID.

Construction of the District’s Los Vaqueros Reservoir Expansion (LVE) Project began in 2011, with the formal dedication to be held in July 2012. The LVE Project expands the capacity of the Los Vaqueros Reservoir from 100,000 acre-feet to 160,000 acre-feet, providing additional water supply reliability and water quality benefits.

In total, the District has 329,830 acre-feet of water supplies through its contract with Reclamation, water rights, and long-term agreements as shown in the following table:

Source of Supply	Acre-Feet
Bureau CVP Contract	195,000
Los Vaqueros Water Right	95,850
Mallard Slough Water Right	26,780
ECCID	12,200
Total Available Water Supply*	329,830

* Biological operating permits currently limit annual diversions to a maximum of 222,000 acre feet.

After two years of curtailments of the District’s allocation under its CVP Contract in 2009 and 2010 due to a statewide drought in California, Reclamation increased the District’s allocation to 100 percent in 2011 and Reclamation has announced that the District’s allocation will again be 100 percent in 2012. Although the drought is over, California is still experiencing the impacts of the nationwide economic downturn, and actual water demands and deliveries remain lower than historical levels.

The District’s water sales are projected to reach 115,000 acre-feet by 2020. Some of the District’s wholesale treated and untreated water customers have alternative water supplies from either their own Delta water rights or access to well water. The District’s water supply planning includes being able to serve the total demand in its service area in the event these alternative water supplies are not available to the wholesalers during times of drought or poor water quality. Projected total demand in the District’s service area under these circumstances is projected to be approximately 200,000 acre-feet annually by 2020. Note that the combined annual deliveries to customers under the Reclamation CVP Contract and the Los Vaqueros Water Rights cannot exceed 195,000 acre-feet in a given year, excluding water diverted for storage into Los Vaqueros. The District’s total available annual water supply is more than sufficient to meet the total demands of its service area. The following table shows annual water sales from 2006 through 2011:

DISTRICT’S ANNUAL WATER SALES

Year	Annual Water Sales in Acre-Feet
2006	118,430
2007	121,670
2008	113,091
2009	103,758
2010	93,011
2011	94,123

The District has re-evaluated the pace of economic recovery and rebound in water sales in its current Ten-Year Financial Plan, and is assuming a more pronounced long-term effect on water sales growth than assumed in the prior Ten-Year Financial Plan. The current Ten-Year Financial Plan assumes that water sales will not return to normal levels until 2017. The associated revenue impacts are projected to be offset by acquisition of grants, containment of costs, and expansion of District services to a level sufficient to fund all planned capital projects and all operating and debt service expenditures without impacts to service levels, consistent with the Board’s rate and reserve policies. Expansion of services helps to offset the District’s fixed administrative costs by spreading them over a larger service base.

Water Facilities

The District's water facilities currently include pipelines, pump stations, canals, reservoirs (concrete and steel) and three treatment plants, the Bollman Water Treatment Plant, the Randall-Bold Water Treatment Plant (which is jointly owned by the District and the Diablo Water District through the Authority) and the CCWD/Brentwood Water Treatment Plant. All District-owned and operated water treatment plants use ozone purification systems that are already compliant with upcoming EPA regulations and other governmental standards. A series of four pump stations along the Contra Costa Canal lift the water to the elevation of 124 feet after it is diverted. The Contra Costa Canal is 48 miles long and flows east to west throughout the District, terminating in the Martinez Reservoir. The Contra Costa Canal is connected to the Contra Loma Reservoir, which is used for flow regulation, peaking flows and emergency supply, while the Martinez Reservoir is terminal. The water storage capacity for the two reservoirs is approximately 888.4 million gallons (or 2,725 acre-feet).

The District constructed the Multi-Purpose Pipeline ("MPP") from 2001 to 2004 at a total final cost of \$85.7 million, which was lower than the MPP's \$90 million budget. The central feature of the MPP is a 21-mile treated water pipeline and a 3,200 horsepower pump station with six electric pumps. Its primary purposes are to deliver water from the Randall-Bold Water Treatment Plant in Oakley to the District's existing treated water distribution system in Concord and to enhance the District's water delivery capabilities following seismic events. By supplying treated water to the central portions of the County, the pipeline frees up capacity in the Contra Costa Canal to meet the needs of surrounding cities through about 2020. In addition, the MPP is used to deliver treated water to the City of Antioch and to Golden State Water Company for distribution to the community of Bay Point. A new untreated water pipeline to further supplement canal capacity is scheduled to be in service prior to 2020 to provide untreated water capacity for full build-out of the service area.

The District owns and operates the Los Vaqueros Project. Los Vaqueros facilities include a dam, a reservoir, pipelines, pumping stations, Delta intakes at Old River and Middle River (with fish screens), watershed lands, recreation facilities, and other facilities convenient or necessary in obtaining and delivering water and mitigating the environmental impacts of the overall project. The water is stored in the reservoir for delivery when water from the Delta does not meet the District's quality standards. Diverted water from the Old River and Middle River Intakes can be pumped directly to the Contra Costa Canal System or to the reservoir, which through expansion has a storage capacity of up to 160,000 acre-feet.

The District also owns and operates a 12 million gallon per day facility to treat water for a major customer, the City of Brentwood ("Brentwood"), constructed in 2008 for a total cost of approximately \$52 million. Under a contract between the District and Brentwood, Brentwood is responsible for all costs associated with this facility. This facility is intended to serve the long-term treated water needs of Brentwood through treatment of non-Los Vaqueros water, for use in the part of Brentwood that is outside the District's service area. The plant has stand-by power generators intended to insure that plant operations will not be disrupted by potential power failures.

The Randall-Bold Water Treatment Plant commenced operations in July 1992. Untreated water is withdrawn from the Contra Costa Canal for treatment at the Randall-Bold Plant and then delivered to the Diablo Water District to serve its treated water customers. Treated water from the Randall-Bold Plant is also delivered to CCWD's treated water service area and to the City of Antioch and Golden State Water Company via the MPP. The Randall-Bold Plant was re-rated in 2010 to increase its capacity from 40 million to 50 million gallons per day ("mgd"). The plant has stand-by power generators intended to insure that plant operations will not be disrupted by potential power failures. The Randall-Bold Plant also serves as a secondary treated water source for the City of Brentwood. See "THE AUTHORITY'S WATER TREATMENT PLANT."

The District owns and operates the Bollman Water Treatment Plant. The Bollman Plant has a nominal capacity of 75 mgd to serve customers within the District's treated water service area. The plant has stand-by power generators intended to insure that plant operations will not be disrupted by potential power failures. The MPP provides the capability for treated water delivery either from the Randall-Bold Plant to central Contra Costa County or from the Bollman Plant to the eastern part of the County. Treated water storage capacity is 73.6 million gallons in 41 distribution system reservoirs. The treated water is distributed to customers through 778 miles of distribution system pipelines.

Seismic Considerations

An objective of planning, designing, and operating the District's water system is to minimize potential effects on service availability and financial resources arising from natural disasters such as earthquakes.

Several active fault zones are located within the San Francisco Bay Area. In recognition of this potential hazard, the District has identified faults within the service area that could impact District facilities. To minimize the effects of earthquakes, the District's water treatment and conveyance facilities are designed in accordance with Uniform Building Code and American Water Works Association recommendations as a minimum standard, consistent with industry practice. Some critical facilities are designed with additional safety factors using site-specific earthquake data from the United States Geological Survey. The District's largest facility, the Los Vaqueros Dam, has been designed using methods appropriate for potential seismic events in the region. The Los Vaqueros Dam design and operation is subject to scheduled reviews by the State Division of Safety of Dams and is consistently approved by the State.

The District has implemented a risk management and security program to identify and minimize exposures, and to improve the response to potential operational problems in the event of natural or other disasters. The District has planned, designed, constructed, and successfully tested backup conveyance facilities for pipelines located along fault zones for temporary use after an earthquake should the conveyance facilities be impacted. In addition, as part of its capital improvement program, the District has completed a seismic and reliability improvement study which established seismic design and related criteria for District facilities, as well as establishing priorities and schedules for a series of capital projects which have improved or will improve the reliability of the District's raw and treated water supplies. The District has completed seismic retrofits of major water facilities and is in the process of retrofitting remaining District facilities. The District also maintains an emergency operations center to coordinate operations after an emergency. To date, no District facilities have suffered any major earthquake damage.

Bay-Delta Water Quality Standards and Delta Stewardship Council

In 1995, the SWRCB adopted a Water Quality Control Plan for the Sacramento-San Joaquin Delta estuary. The Plan's standards protect municipal, industrial and agricultural water uses as well as fish and wildlife resources. In January 2003, the SWRCB completed its water rights process for implementing the Plan. The Water Quality Control Plan standards have improved the quality of the District's water supply, and have improved the District's ability to divert water from the Delta, both under the District's amended Contract with Reclamation and under the District's Los Vaqueros Project water rights (SWRCB Decision 1629).

As part of a Bay Area initiative, a consortium of 20 State and Federal agencies known as CALFED was formed in 1995. The mission of the CALFED Bay-Delta Program was to develop and implement a long-term comprehensive plan intended to restore ecological health and improve water management for beneficial uses of the Bay-Delta System. The August 2000 CALFED Record of Decision initiated detailed environmental studies of numerous projects, including storage and

conveyance, drinking water quality improvement, and ecosystem restoration projects. The District has served as project manager for several CALFED projects, including studies for a potential project to enlarge the District's Los Vaqueros Reservoir beyond its current capacity of 100,000 acre-feet up to 500,000 acre-feet. The first phase of enlargement to 160,000 acre-feet is being funded by the District and is under design and construction. A second phase of enlargement would provide water quality and reliability benefits for the Bay Area as well as Delta environmental enhancement, with other agencies contributing as financial partners. Reclamation and the California Department of Water Resources ("DWR") are funding the effort to study this potential second phase of expansion and the District is the local manager under contract to Reclamation and DWR responsible for implementing the feasibility studies and environmental review. The second phase to expand the reservoir beyond 160,000 acre-feet, if pursued, is expected to be fully funded by Federal, State or other local funding, and not by the District.

In November 2009, California Senate Bill X7-1 established the Delta Stewardship Council, which assumed CALFED's Delta management activities and is responsible for developing a Delta Plan to meet the co-equal goals of providing a more reliable water supply for California and protecting, restoring, and enhancing the Delta ecosystem. That effort is resulting in a plan that includes emergency planning; Delta levee improvements to protect water, transportation, agricultural and other infrastructure in the Delta; ecosystem enhancements in the Delta and Suisun Marsh; a reduction in conflicts between water diversions and fishery flow needs; potentially new water conveyance for the Delta; an economic sustainability plan for the Delta and a plan for dealing with climate and sea level changes. The final plan is scheduled to be adopted in 2012.

Water Quality and Water Quality Regulation

Water quality at the Rock Slough, Mallard Slough, Old River, and Middle River diversion points is highly variable. It is affected by seawater intrusion during periods of low fresh water inflow. It is also subject to seasonal variations due to drainage or runoff from tributary agricultural areas. The District's water supply is also vulnerable to Delta emergencies including those from chemical spills, agricultural discharge and levee failures. Sea water intrusion, which increases the mineral content of the water, occurs between summer and mid-winter, when flows in the Sacramento and San Joaquin Rivers are at a seasonal low. The mineral content at the Rock Slough intake has occasionally exceeded the EPA's secondary drinking water standards during prolonged dry periods or critically dry years. The Los Vaqueros Project added the ability for the District to divert higher quality untreated water from the Old River and Middle River Intakes. These facilities provide the District with improved water quality and assure a more reliable supply to meet existing and future needs during emergencies. In addition, the Los Vaqueros Reservoir provides storage of high-quality water that can be released to blend with lower-quality source water to meet the District's delivered water quality goals, and provides dedicated storage for emergency use. The current expansion of the Los Vaqueros Reservoir to 160 thousand acre feet has improved the District's ability to meet these water quality goals and enhance emergency storage.

The District must comply with the growing list of drinking water standards under the 1996 amendments to the federal Safe Drinking Water Act ("SDWA") and additional State-specific regulations developed by the California Department of Public Health ("CDPH"). The District is in full compliance with all existing applicable regulations. Furthermore, efforts over the years to improve treatment technology, protect the source of supply and manage the water quality of the distribution system have positioned the District to be in full compliance with the long-term regulatory horizon.

The California Safe Drinking Water Act of 1996 added two new sections to the California Health and Safety Code. These sections introduced the concept of Public Health Goals ("PHGs") to drinking water regulations. The PHGs represent non-mandatory goals based solely on public health considerations (without consideration of technical feasibility), and are developed on the basis of the best available health effects data in current scientific literature. The federal equivalent of PHGs is the Maximum Contaminant

Level Goals (“MCLGs”). Both PHGs and MCLGs are listed in the District’s Consumer Confidence Report (“CCR”). California regulators use PHGs to develop or revise health-based standards known as Maximum Contaminant Levels (“MCLs”) for drinking water contaminants. As required, the District prepared and made available to the public triennial PHG reports in 2004, 2007 and 2010. The SDWA requires all public water systems to prepare an annual CCR that provides in plain language an explanation of water quality and relevant health information to all consumers. The State has had a similar reporting requirement since 1989 and the District has complied with the requirement by providing a full-size report that is mailed directly to its customers each year since the inception of the requirement.

Additionally, the District has posted a copy of the CCR on its website since the federal requirement first took effect.

The District is in full compliance with the EPA’s recently promulgated Long-Term 2 Enhanced Surface Water Treatment Rule (“LT2ESWTR”) and the Stage 2 Disinfectants-Disinfection By-Products Rule (“Stage 2 DBPR”).

The LT2ESWTR requires a specific inactivation requirement for cryptosporidium at the District’s water treatment plants. Ahead of rule adoption, the District proactively completed over two years of monitoring that indicated no presence of cryptosporidium in the source water. As such, the District was granted a notice of full compliance from CDPH well ahead of the dates required in the new rule. The CDPH Source Permitting for the Middle River Intake added the requirement for 24 months of cryptosporidium monitoring at both the Middle River and Old River Intakes, which was initiated in November 2010.

The Stage 2 DBPR builds on previous rules by requiring reduced levels of disinfection byproducts, specifically total trihalomethanes (“TTHM”) and haloacetic acids (“HAA5”) at worst case locations within the distribution system. The numerical MCLs established by previous rules remain the same. This rule was developed with a monitoring plan exemption allowance for systems that have a history of disinfection byproducts at very low levels. The District effectively uses chloramination as a distribution system disinfectant which results in levels well below the MCLs and within the exemption allowance. The District was issued the monitoring plan exemption in March 2008.

The EPA has proposed a revised Total Coliform Rule, which it is expected to promulgate no later than 2012. The District actively participated in national committees focused on developing the rule revisions. The revised rule established a new maximum contaminant level for E. Coli bacteria. The District is preparing for full compliance with the revised rule due to its existing cross-connection control program, established treated water system, and water quality management plans.

In 1992, the EPA implemented the Lead and Copper Rule (“LCR”), which required water utilities to undertake treatment for the control of lead and copper corrosion throughout their distribution systems, including the plumbing of customers’ homes. Monitoring associated with the LCR was targeted to include the “worst case” homes with the greatest likelihood of lead occurrence. In-home tap sampling has been conducted by the District annually since the inception of the LCR. Corrosion control is practiced through pH adjustment at the treatment plants to maintain a slightly positive corrosion index. The corrosion control practices of the District, implemented under the LCR, have proven to be effective for lead and copper as demonstrated by the District’s continuing monitoring programs.

The District has been fluoridating its water for nearly four decades in response to a positive advisory vote of its consumers. This treatment was well in advance of the 1995 enactment of the California Health & Safety Code section 116409 et seq., which conditionally required agencies with more than 10,000 water service connections to add fluoride to the drinking water they serve.

The EPA's Drinking Water Source Assessment Program required Primacy agencies to conduct source water assessments for all existing surface and ground water sources, and to identify and categorize potential risks of contamination to each source of supply by mid-2003. The District voluntarily worked with the state to complete Source Water Assessments for its Delta sources and untreated water reservoirs in 2002 and 2003. Any new source of supply must be similarly assessed before being permitted for use. The District has received source permitting for the Middle River Intake through the CDPH and a Source Water Assessment was completed in January of 2012 as required for permit issuance. In addition, the District performs a detailed Watershed Sanitary Survey every five years.

The District conducts a regular unidirectional water main flushing program as preventative maintenance to remove accumulated sediment and thereby improve water quality. If not flushed out, the accumulated sediment can negatively affect water quality. The District's unidirectional program can complete a full-system flushing cycle of its nearly 700 miles of mains in a four-year period.

Future Water Supply

In April 1994, the District began a Future Water Supply Study to develop practical options to ensure a reliable water supply for District customers for the next 50 years. The Board adopted the plan in August 1996 and subsequently certified an Environmental Impact Report for its implementation. The study was last updated in 2002 to reflect actual growth since the original plan and to incorporate changes in the plans of land use agencies in the District's service area. The updated study was adopted by the Board on November 13, 2002. The updated plan is not materially different from the original study. The original study concluded that the District should 1) expand its conservation program, 2) seek supplies through water transfers or projects that provide similar benefits to reduce the impacts of water shortages in dry years and 3) seek new supplies through water transfers to meet the needs of growth in the District's service area through 2040. The study took into account potential reliability and/or supply reductions that resulted from implementation of the 1992 Central Valley Project Improvement Act, as well as more recent changes in permits for District water operations. The District implemented the recommended Plan by increasing its annual conservation budget, certifying the 1998 environmental documentation needed to deliver the water needed for shortages and future growth, and negotiating contracts for water transfers. The implementation schedule is updated annually as part of the Ten-Year Capital Improvement Program and Financial Plan. Actual conservation levels have exceeded the plan goals, providing the District with additional reliability and supplies for future demand. Based on the updated plan, the District expects that its water supply will be sufficient to satisfy demand through ultimate build-out of the District's service area, which is estimated to occur in the year 2050. The next update of the Future Water Supply Study is scheduled to be completed in 2014.

WATER SYSTEM FINANCES

Ten-Year Capital Improvement Program and Financial Plan

The 2013-2022 Capital Improvement Program and Ten-Year Financial Plan ("2013 CIP") includes 48 projects with a total estimated cost of approximately \$477.6 million. Within each program area of the Ten-Year Capital Funding Plan, projects are prioritized (in three priority levels used to reflect a range of priorities from high to low) according to a standard set of criteria that measure the relative importance of a project based upon factors such as protection of health and safety, legal requirements, relationship to District goals, and rate of return on the District's investment. The priority levels provide a basis for deciding which projects should be done in any given year. They also provide a basis for scheduling projects over the ten-year span of the CIP. The following is a description of the three priority levels:

Priority Level 1 - These are the highest priority capital projects. They include projects already under construction and those required by legislation, regulation, contract, or for protecting health and safety. Priority level 1 also includes applicant and grant-funded projects.

Priority Level 2 - These are projects that provide measurable progress toward achieving the District's goals, but over which the District has a moderate level of control as to when they should be performed. Where return on investment is a determining factor, projects in this priority level will have a payback of less than five years.

Priority Level 3 - These are projects that are projected to be needed, but over which the District has a significant level of control as to when they should be performed or the District is awaiting response to a grant application. Where return on investment is a determining factor, projects in this priority level will generally have a payback of greater than five years.

Fiscal Year	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	TOTAL
District Funded/Funded by Others	\$27.5	\$29.9	\$20.2	\$15.5	\$14.8	\$13.9	\$13.7	\$19.3	\$35.5	\$28.5	\$218.8
(Priority Level 1&2)											
Debt Funded ⁽¹⁾	9.7	14.0	9.0	2.6	2.5	0.0	0.0	0.0	0.0	0.8	38.6
Total Funded	37.2	43.9	29.2	18.1	17.3	13.9	13.7	19.3	35.5	59.3	287.4
Priority Level 3	0.0	0.0	3.4	9.9	10.0	47.7	49.4	32.1	17.4	20.2	190.2
Total Capital Projects	\$37.2	\$43.9	\$32.6	\$28.0	\$27.3	\$61.6	\$63.1	\$51.4	\$52.9	\$79.5	\$477.6

⁽¹⁾ The District expects to issue additional promissory notes to finance these projects through Fiscal Year 2021, at which time the District expects to issue Parity Debt to refinance the outstanding promissory notes.

Note that these are projections and actual funding and rate increases may differ materially from these projections. Numbers may not add due to independent rounding.

The 2013 CIP assumes that priority level 1 and 2 projects totaling \$287.4 million are funded. This funded level is \$39.8 million lower than the 2012 CIP funded level (\$327.2 million). The primary driver for the reduction in funded projects is completion of the Rock Slough Fish Screen and significant progress realized on the Los Vaqueros Reservoir Expansion Project (LVE). The Rock Slough Fish Screen was constructed in partnership with the Bureau of Reclamation to protect the environment and ensure the District's reliable supply of water by preventing Delta fish from entering the Canal. All four of the District's Delta intakes are now screened. The District moved forward this year with the Phase 1 expansion of the Los Vaqueros Reservoir from 100,000 to 160,000 acre-feet (Phase 2 expansion studies will continue).

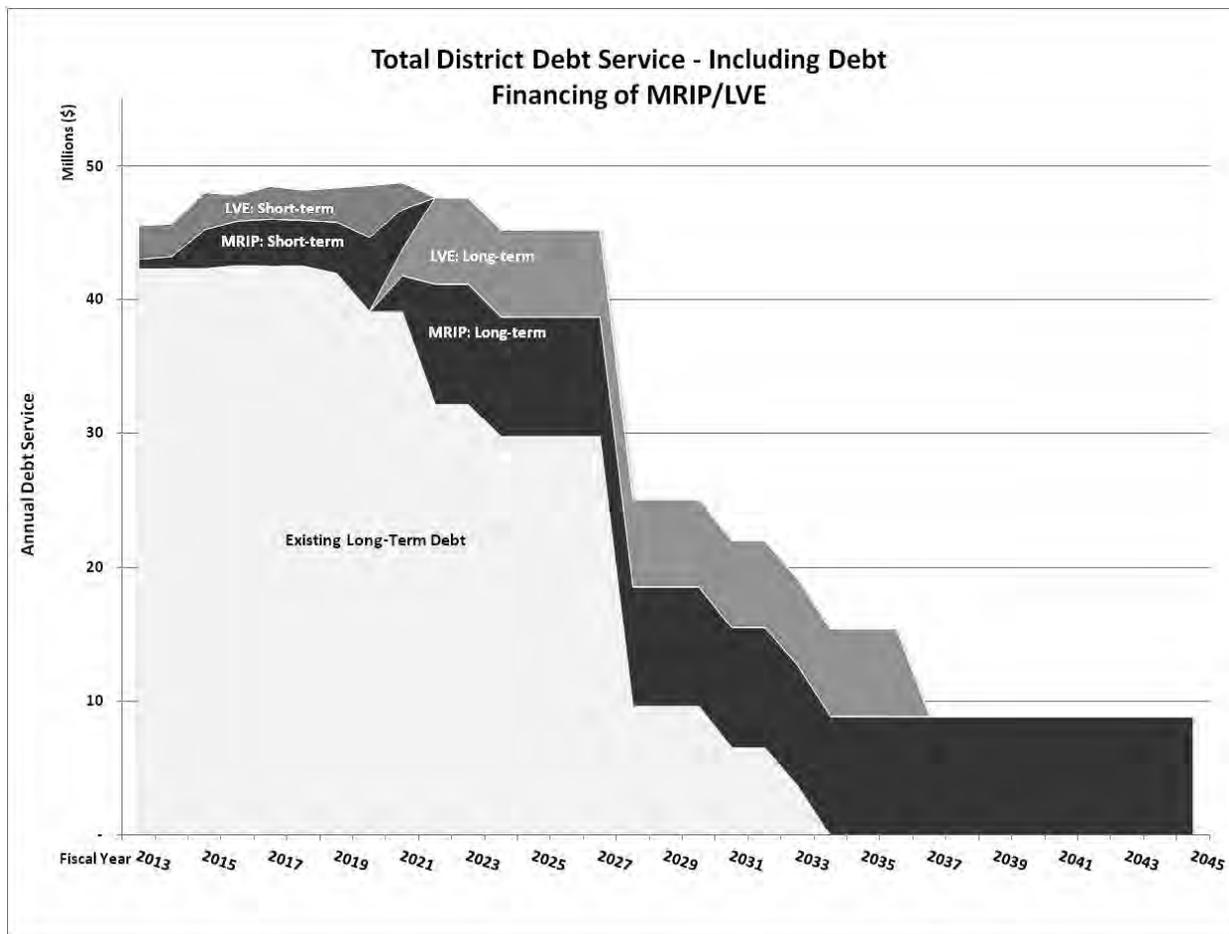
The pace of economic recovery and rebound in water sales and new connections has been reevaluated in this CIP based on current conditions. The economic downturn and slow housing market, as well as the rebound from the FY2010 drought program is expected to have a longer-term effect on water sales growth and new connections. It is now assumed in the Ten-Year Financial Plan that water sales will not return to normal levels until 2017, which is three years beyond what was assumed in the prior year's CIP. The number of new connections is assumed to remain low for several years.

The current Ten-Year Financial Plan also reflects reduced projected water sales beginning in 2017 to comply with the California State Senate Bill (SB) X7-7 (20% by 2020), which was enacted in November 2009. This legislation sets an overall requirement of increasing water use efficiency and reducing per capita urban water use, including wholesale customers, by 20% as of December 31, 2020. Additional conservation efforts beginning in 2017 are incorporated in the current Ten Year Financial Plan and will result in a 7% reduction to annual retail and wholesale water sales by 2020. This 7% reduction in addition to the District's past and planned investments in water use efficiency will achieve the required

20% by 2020 requirements. These events will have an \$80 million negative financial impact over the course of the ten-year planning horizon, but acquisition of grants, containment of costs, and expansion of District services to a larger service base in order to offset fixed administrative costs are projected to supplement net revenue to a level sufficient to fund all planned capital projects and all operating and debt service expenditures without impacts to service levels, consistent with the Board's rate and reserve policies.

In order to take advantage of historically low interest rates the District also expects to initiate an \$80 million Extended Commercial Paper (CP) program on October 1, 2012. The first draw against this program is expected to be \$50 million and will allow the District to fund completion of the Los Vaqueros Expansion Project, and refinance maturing Water Revenue Notes.

The following table illustrates the District's capacity for incurring additional long-term indebtedness for future capital needs:



The CIP includes a Ten-Year Financial Plan that includes estimates of all costs during the planning period, both operating and capital, and forecasts annual revenue requirements and rate increases. Consistent with Board policy, rate increases projected for the ten-year planning period are modest, incremental increases at or below the assumed rate of inflation. The District's historical and currently projected rate increases are provided below; rate adjustments in 2012 were 3.5% for both untreated and treated water.

HISTORICAL AND PROJECTED RATE INCREASES

	<u>Historical</u>					<u>Projected – 2013 Financial Plan</u>					
	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Untreated Water	3.00%	4.30%	2.75%	2.90%	3.50%	3.50%	3.50%	3.75%	3.75%	3.75%	3.75%
Treated Water	2.80%	4.30%	2.75%	2.90%	3.50%	3.50%	3.50%	3.50%	3.50%	3.75%	3.75%
Financial Plan	2.50%	3.00%	3.00%	3.00%	2.50%						

The District’s key financial planning assumptions are reviewed and concurred with annually by the Board. The CIP and Ten-Year Financial Plan serves as the District’s primary planning document for funding capital projects, operating costs, debt service and, together with the adopted budget, provides the basis for the ten-year rate projections.

The District continues to maintain and upgrade its storage, treatment, and distribution facilities, such as water treatment plants, to meet increasingly rigorous regulatory standards and customer service expectations.

Total water sales were 82,654 acre feet in FY2011. Total District operating revenue from water sales was \$92.8 million in FY2011. Of the total, untreated water customer sales accounted for approximately \$31.1 million. The following table sets forth a five-year history of operating revenues provided by untreated water and treated water sales.

FIVE-YEAR HISTORY OF WATER SALES REVENUES

Fiscal Year Ended June 30	<u>UNTREATED WATER</u>		<u>TREATED WATER</u>		<u>TOTAL</u>
	Sales (in \$000’s)	% of Total Operating Revenues	Sales (in \$000’s)	% of Total Operating Revenues	Sales (in \$000’s)
2007	36,378	36.5	61,967	62.1	99,783
2008	37,663	36.3	64,047	61.8	103,659
2009	35,349	34.9	61,517	60.8	101,257
2010	31,922	33.0	60,964	63.0	96,750
2011	31,116	33.5	57,065	61.5	92,803

Note: Treated water customers are also users of untreated water; therefore, a portion of treated water rates cover untreated water costs.

Untreated Water

While the untreated-water customers account for approximately 68% of the water sales by volume in FY2011, these customers accounted for approximately 35% of water sales revenues. Untreated water municipal customers, consisting of the City of Antioch, the City of Pittsburg, Diablo Water District, the City of Martinez, the City of Brentwood and Golden State Water Company and other unincorporated areas and smaller municipal water distributors, account for about 45% of untreated water revenue. Industrial customers account for approximately 48% of untreated water revenue. The District’s major industrial customers include Tesoro and Shell Oil Company oil refineries, General Chemical and USS-POSCO Industries, a sheet metal/sheet fabrication company. Demand from the existing major industrial customers is relatively constant. Two energy plants were put into service by Calpine Energy in 2002. The primary cooling water source for these plants is reclaimed water from the Delta Diablo Sanitation District. The balance (approximately 7%) of untreated water revenue is generated from the District’s irrigation customers and other miscellaneous services.

The following table presents the District's major untreated water customers, untreated water consumption and the estimated percentage of water sales revenue provided by such customers in FY2011.

**LARGEST UNTREATED WATER CUSTOMERS, WATER CONSUMPTION
AND WATER SALES REVENUES
(Fiscal Year 2011)**

Major Municipal Customers:	Consumption		Revenues	
	Acre feet	Percent	000's	Percent of Total
City of Antioch	8,822	17%	\$ 5,068	16%
City of Pittsburg	6,958	13%	\$ 4,195	13%
Diablo Water District	4,447	8%	\$ 2,382	8%
City of Martinez	4,246	8%	\$ 2,377	8%
City of Brentwood	938	2%	\$ 762	2%
Subtotal	25,411	48%	\$ 14,784	47%
Major Industrial Customers:				
Shell Refinery	12,092	23%	\$ 6,779	22%
Tesoro Refinery	8,923	17%	\$ 5,114	16%
USS/POSCO Industries	3,610	7%	\$ 2,074	7%
Subtotal	24,625	47%	\$ 13,967	45%
All Other Customers	2,765	5%	\$ 2,365	8%
Total	52,801	100%	\$ 31,116	100%

Treated Water

The treated water customers generated water sales revenues of \$57.1 million in FY2011. The following table shows the number of active treated water accounts, metered water consumption by type of treated water customers and the estimated percentage of water sales revenues provided by such customers in FY2011.

**TREATED WATER
Active Accounts, Water Consumption by Type of Customer and Water Sales Revenues
(Fiscal Year 2011)**

	ACTIVE ACCOUNTS		METERED CONSUMPTION		REVENUES	
	Number	Percent	Acre-feet	Percent	\$ in 000's	% of Treated Water Sales Revenues
Residential	56,084	92%	23,569	79%	44,448	78%
Commercial & Industrial	3,151	5%	4,760	16%	6,590	14%
Public Facilities	230	0%	889	3%	2,761	5%
Municipal & Other	1,540	3%	635	2%	1,644	3%
Total	61,005	100%	29,853	100%	57,065	100%

The following table presents a five-year record through Fiscal Year 2011 of total and average daily gross consumption in million gallons per day by both untreated water and treated water customers of the District.

DISTRICT GROSS WATER CONSUMPTION
(millions of gallons)

Fiscal Year	Total	Average Per Day (MGD)
2007	42,840	117
2008	37,527	103
2009	37,317	102
2010	30,122	83
2011	29,979	82

Other Revenues

The District is expressly empowered under the County Water District Law to levy taxes on all taxable property within its boundaries for the purpose of paying its voter-approved indebtedness. The tax has been levied annually since prior to voter approval of Proposition 13 in 1978. These Land Levy Revenues are used to pay Federal obligations under the District’s CVP water service contract with Reclamation.

Contributions in aid of construction, which includes connection fees and other developer contributions, composed approximately 4.0% of the District’s total revenues in Fiscal Year 2011. These contributions are used to pay for the capital cost associated with providing for growth.

Rates and Charges

The District’s Board has the power and the authority under State law to establish water rates, fees and charges for service without the oversight or review of the California Public Utilities Commission (“CPUC”) or any other governmental body. The District’s rates and charges are established by regulations adopted by the District’s Board and reviewed in detail on an annual basis. The rates and charges become effective upon adoption or at a specified future date. The District has the right to refuse or terminate water service to delinquent customers and to require full payment of delinquent amounts and reconnection fees to resume service.

The District establishes and collects rates and charges for both its treated water customers and its untreated water customers. The District bills its metered untreated water customers monthly and its treated water customers on a bimonthly basis. The District considers its rates of payment delinquency, service discontinuance for non-payment, and write-offs for uncollectible accounts to be very low, and in the last five years the percentage of uncollectible revenues has been greatly reduced. Uncollectible revenues by fiscal year have been:

UNCOLLECTIBLE REVENUES

Fiscal Year Ended June 30	Uncollectible Revenues	Percent of Water Revenues
2007	\$ 142,069	0.1
2008	\$ 221,525	0.2
2009	\$ 277,364	0.3
2010	\$ 330,051	0.3
2011	\$220,520	0.3

TREATED WATER RATES & CHARGES

Quantity Charge (per hundred cubic feet)	\$3.0046
Service and Demand Charge	The daily charge for water service is assessed by meter size. It ranges from \$0.5569 for a 5/8" meter to \$118.7335 for a 12" meter.
Energy Surcharge	An energy surcharge per hundred cubic feet of water use is assessed by zone, and ranges from \$0.0767 in Zone 1 to \$0.7545 in Zone 8.
Fire Protection Surcharge	A surcharge to defray the cost of furnishing water to publicly owned fire hydrants for firefighting is assessed by meter size. It ranges from \$0.0323 per day for a 5/8" meter to \$6.9445 per day for a 12" meter.

UNTREATED WATER RATES & CHARGES

Quantity Charge (per thousand gallons)	\$1.7544
Service Charge	\$171.76
Demand Charge	A monthly demand charge based upon maximum day and maximum hour usage is assessed on those customers with recording water meters. The charge ranges from \$1.6064 to \$2.1802 per gallon per minute.

CHARGES FOR NEW SERVICE

	Facilities Reserve Charges		Meter Charge
	Treated Water ⁽¹⁾	Untreated Water ⁽²⁾	(Treated Water)
5/8" meter	\$ 18,156	\$ 4,873	\$68.84
3/4" meter	27,235	7,310	129.15
1" meter	45,391	12,183	170.31
1-1/2" meter	90,782	24,366	Cost ⁽³⁾
2" meter	145,251	38,985	Cost ⁽³⁾
Larger and dual meters	Based on size	Based on size	Cost ⁽³⁾

⁽¹⁾ Including untreated water component.

⁽²⁾ Amount in for Service Area A used as an example.

⁽³⁾ Equals the District's actual cost of materials and installation, including usual overhead charge. Note that a charge of \$44.00 will be made for each installation (regardless of size) made at any time other than when the service line is installed.

Comparison of Average Annual Treated Water Service Charges

The District's current average annual treated water service charge for single-family residential service is \$746.76. The following table sets forth a list of some other major water agencies and municipalities in Northern California and their most recently available average annual water service charges from 2011. The figures are based on an average household using 1,425 cubic-feet per month.

Water Supplier	Average Annual Household Water Service Charge
Golden State Water Co. (Bay Point)	\$1,069.29
City of Martinez	899.45
Contra Costa Water District	746.76
City of Pittsburg	746.79
Marin Municipal Water District	725.03
East Bay Municipal Utility District	701.38
City of Brentwood	592.98
Diablo Water District	565.57
City of Antioch	534.05

Rate Adjustments

The District develops rates that include funding for mandatory and necessary projects, but not for discretionary projects. Discretionary projects may only become funded if they meet economic criteria, such as a five-year or shorter payback period subject to the funding constraints of the Ten-Year Financial Plan. The 2013 CIP includes \$287.4 million of mandatory and necessary projects. Of this amount, \$38.6 million is expected to be debt-funded. Outside-funded projects will only be undertaken if the outside funding is actually received. See "WATER SYSTEM FINANCES – Ten-Year Capital Improvement Program and Financial Plan" above for further information about the 2013 CIP.

Outstanding Indebtedness

See "-- Outstanding Water Revenue Bonds and Other Parity Debt" and "-- Other Debt" under "SECURITY AND SOURCES OF PAYMENT FOR THE 2012 SERIES A BONDS" above.

Historical Financial Information

The District's operations are accounted for under its Enterprise Fund, which includes the District's water supply and treated water operating funds and the Contra Costa Water Authority. The District also maintains separate Retirement and Other Post-Employment Benefit Plans that are accounted for separately from the District's Enterprise Fund activities.

The District's accounting policies conform to the generally accepted accounting principles for water utilities. The accounts are maintained on an accrual basis in accordance with the Uniform System of Accounts for Water Utilities followed by investor-owned and major municipally owned water utilities. Significant inter-fund transactions (including water sales) are eliminated.

The District's audited financial statement for the fiscal year ended June 30, 2011 (the "Audited Financial Statement"), is included as Appendix A. The Fiscal Year 2011 Audited Financial Statement was reported on by Macias Gini and O'Connell LLP, independent auditors (the "Auditors"). The letter of the Auditors concludes that the Audited Financial Statement presents fairly in all material respects, the respective financial position of the business-type activities, each major fund, and the fiduciary funds of

the District at June 30, 2011 and the respective changes in the financial position and cash flows, where applicable, thereof for the year then ended, in conformity with generally accepted accounting principles in the United States of America. The Audited Financial Statement should be read in its entirety. The Auditors have not reviewed or audited this Official Statement.

The following table shows revenues, maintenance and operation costs, and debt service coverage ratios for the five fiscal years ended June 30, 2007 through June 30, 2011. The following financial results have been presented in conformity with requirements of the Trust Agreement.

SCHEDULE OF DEBT SERVICE COVERAGE
(PER RESOLUTION)
(In Millions of Dollars)

	Fiscal Year ended June 30				
	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
OPERATING REVENUES:					
Untreated Water Sales	\$36.4	\$37.7	\$35.4	\$31.9	\$31.1
Treated Water Sales	62.0	64.0	61.5	61.0	57.1
Reimbursement of Operating Expenses	1.3	1.8	4.2	3.7	4.5
Other Revenues (Misc. Service Charges)	0.1	0.1	0.2	0.2	0.1
Total Operating Revenues	\$99.8	\$103.6	\$101.3	\$96.8	\$92.8
NON-OPERATING REVENUES:					
Contributions in Aid of Construction ⁽¹⁾	\$14.7	\$12.4	\$58.6	\$6.6	\$6.1
Grants, Rents & Other Revenues	11.6	7.4	14.5	20.6	36.5
Interest Income	11.4	11.7	9.7	6.3	4.4
Property Taxes / Land Levy Taxes ⁽²⁾	N/A	N/A	N/A	N/A	N/A
Total Non-Operating Revenues	\$37.7	\$31.5	\$82.8	\$33.5	\$47.0
Gross Revenues	\$137.5	\$135.1	\$184.1	\$130.3	\$139.8
OPERATING AND MAINTENANCE EXPENSES:					
Source of Supply	\$6.9	\$7.4	\$6.7	\$5.7	\$5.4
Water Treatment	7.4	7.7	8.3	7.7	7.8
Pumping	3.6	4.6	4.6	4.2	4.5
Transmission and Distribution	1.2	1.6	1.2	1.0	1.1
Other Operation Expenses	37.4	39.4	43.4	41.7	41.0
Operations (before depreciation and debt service)	\$56.5	\$60.7	\$64.2	\$60.3	\$59.8
Less: Expenses Paid with Property Taxes ⁽²⁾	(2.4)	(2.5)	(2.4)	(1.9)	(2.1)
Total Expenses	\$54.1	\$58.2	\$61.8	\$58.4	\$57.7
Net Revenues Available for Debt Service	\$83.4	\$76.9	\$122.3	\$71.9	\$82.1
Total Parity Debt Service	43.9	42.8	42.2	43.8	44.0
Debt Service Coverage Ratio – Parity Debt Only	1.90x	1.80x	2.89x	1.64x	1.86x

(1) Increase in contributions in Aid of Construction in FY2009 was due to the one-time reimbursement from the City of Brentwood for the District's construction of the CCWD/City of Brentwood Water Treatment Plant.

(2) Property taxes and land levy taxes are not included in Net Revenues when calculating the Debt Service Coverage Ratio; accordingly, expenses paid with property taxes are also excluded.

The following table presents certain audited financial information for the Fiscal Years ended June 30, 2010 and June 30, 2011, together with unaudited financial information for the three quarters ended March 31, 2011, and March 31, 2012. The information has been prepared on an accrual basis.

SUMMARY OF REVENUES, EXPENSES & CHANGES IN NET ASSETS
(In millions of dollars)

	Fiscal Years Ended June 30		Three Quarters Ended March 31	
	2010	2011	2011	2012
REVENUES:				
Untreated Water Sales	\$31.9	\$31.1	\$23.5	\$24.2
Treated Water Sales	61.0	57.1	43.8	48.0
Reimbursement of Operation Expenses	3.7	4.5	3.3	3.0
Other Operating Revenues	0.2	0.1	0.1	0.1
Total Operating Revenues	\$96.8	\$92.8	\$70.7	\$75.3
Non-Operating Revenues:				
Contributions in Aid of Construction	\$6.6	\$6.1	\$4.8	\$4.8
Grants, Rents & Other Revenues	21.9	35.4	34.5	12.4
Investment Income	6.3	4.4	3.1	2.7
Investment FMV Adjustment	2.6	-0.1	6.9	(1.6)
Property Taxes/Land Levy	2.7	2.9	1.6	2.0
Total Non-Operating Revenue	\$40.1	\$48.6	\$50.9	\$20.3
Total Revenues	\$136.9	\$141.4	\$121.6	\$95.6
EXPENSES:				
Source of Supply	\$5.7	\$5.4	\$4.0	\$4.7
Water Treatment	7.7	7.8	5.5	5.5
Pumping	4.2	4.5	3.1	5.7
Transmission and Distribution	1.0	1.1	0.8	0.7
Maintenance	15.5	16.8	11.5	11.9
Public Information & Customer Service	4.0	3.8	2.6	2.7
Administration & General	23.5	20.4	15.9	14.0
Depreciation and Amortization	26.5	27.1	19.2	21.5
Total Operating Expenses	\$88.1	\$87.0	\$62.6	\$66.7
Non Operating Expenses:				
Interest Expense	\$26.0	\$24.0	\$19.7	\$15.5
Total Non-Operating Expenses	\$26.0	\$24.0	\$19.7	\$15.5
Total Expenses	\$114.1	\$111.0	\$82.3	\$82.2
Changes in Net Assets	\$22.8	\$30.4	\$39.3	\$13.4
Net Assets, Beginning of Year	\$810.2	\$833.0		
Net Assets, End of Year	\$833.0	\$863.4		

Note: Amounts in columns may not equal totals due to rounding.

District Management's Discussion on Financial Operations

The District implemented a Conservation Program in May 2010 to encourage continued efficient and reasonable water use, while striving for the elimination of water waste. This was followed by a wet winter, which allowed excellent water storage reserves at Shasta Reservoir, the District's primary water source. The result was that in 2011 the District had available its full CVP allocation of 195,000 acre feet for the year. While 2012 thus far has been a relatively dry year, the water reserves currently in place leave the District well positioned to meet customer and operating needs for the coming year.

Three years of drought, significant conservation efforts, as well as a sustained economic downturn have presented considerable challenges to District finances. However, sound financial planning and the following of conservative strategies initiated by the Board almost 20 years ago have allowed the District to prudently navigate recent uncertainties. The District remains well positioned to deal with the near-term issues connected with continuing economic recovery and the regulatory mandates that remain on the horizon. The District utilizes a rolling Ten-Year CIP, which allows control of spending and prioritization of needs as economic and revenue situations dictate. The District's sound planning and careful follow-through could allow the meeting of obligations without raising rates beyond planned levels.

The District's total revenues in FY2011 were \$141.4 million. Operating revenues of \$92.8 million were down \$4.0 million from the prior year due to wetter winter weather, the District's successful drought management efforts (which resulted in reduced water consumption/sales) and the economic downturn. Non-operating revenues were up \$8.5 million, primarily attributable to \$28.9 million in grant revenue received from the State of California as part of the District's Canal Encasement Project as further detailed herein.

Water Sales ended FY2011 at \$88.2 million, a decrease of \$4.7 million as compared to the prior year results of \$92.9 million. The reduction in water sales was a result of unseasonably cool, wet spring weather and continued conservation by customers, who had reduced their water use under the Drought Program. Untreated water sales ended the year at \$31.1 million, \$0.8 million lower than FY2010, with reduced deliveries to municipal customers. Due to a prolonged period of better than normal water quality conditions in the Delta, the City of Antioch was able to utilize its lower-cost water rights from the river, and purchase less untreated water from the District. Treated water sales ended the year at \$57.1, \$4.1 million lower than the prior year results. The increased consumption in treated water sales was offset by lower wholesale treated water sales to the cities of Antioch and Brentwood. Wholesale treated water sales ended the year at \$1.0 million, \$1.2 million lower than 2010 actual results.

Industrial and commercial water sales generated \$23.2 million of the District's total revenues in FY2011, up \$0.5 million from the prior year as economic conditions and demand showed slight improvement. These customers include the Shell and Tesoro refineries, USS-POSCO Industries, Dow Chemical, Calpine Corp., and other businesses.

Untreated and treated water sales to municipal customers constituted \$16.0 million of total revenues, down \$2.3 million from the prior year due to the District's drought management efforts and favorable Delta water quality. However, with the increasing population in these municipal service areas and a dryer than normal winter thus far in 2012, sales are expected to increase with the growing demand in the coming year. Treated water sales to residential customers made up \$44.4 million of the District's total revenues, up \$2.1 million from the prior year as residential demand begins to increase following reduced consumption in the drought years.

Capital contributions in aid of construction and capital grants comprised \$36.9 million of FY2011 revenues, up \$11.5 million from the prior year largely due to the \$28.9 million Prop 84 Grant money received from the State of California for work on the Canal Encasement Project. This was partially offset by a decrease in contributions in aid of construction and other capital grants due to current economic conditions. The balance of other revenue is primarily derived from investment income, property taxes, and rent totaling \$16.3 million in FY2011.

FY2012 Year-End Projections

The District's current FY2012 projections result in a net \$1.7 million improvement as compared to the projections in the Ten-Year Financial Plan. FY2012 revenues are conservatively projected to end the fiscal year slightly above plan primarily due to improving water sales revenues during the continued dry winter, financial settlements received or anticipated, and higher projected revenue-funded capital savings. Facility Reserve Charges, interest income, and contributions in aid of construction continue to be below projections in the Ten-Year Financial Plan, resulting from the ongoing economic slowdown. To manage and avoid potential shortfalls the District continues its efforts for cost containment, pursuing outside revenues, and securing competitive bids on capital projects. Additionally, dry weather conditions thus far through the winter resulted in above normal water sales during the third quarter of FY2012. Should this trend continue, additional savings would be realized toward the continued improved performance as compared to the projections in the Ten-Year Financial Plan. The benefit, as noted above, takes the most conservative approach before applying the potential mitigating factors.

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Projected Operating Results and Debt Service Coverage

The following table projects the District's operating results and debt service coverage for the fiscal years ending June 30, 2012 to 2016. The financial forecast represents the District's estimate of projected financial results based on the assumptions set forth in the footnotes to the chart set forth below. Such assumptions are material in development of the District's financial projections; variations in the assumptions may produce substantially different financial results. Actual operating results achieved during the projection period may vary from those presented in the forecast and such variations may be material.

PROJECTED REVENUES, OPERATIONS & MAINTENANCE AND DEBT SERVICE (In Millions of Dollars)

	2012	2013	2014	2015	2016
OPERATING REVENUES:					
Untreated Water Sales	\$32.2	\$34.7	\$37.6	\$40.8	\$44.2
Treated Water Sales	62.3	70.5	76.6	83.1	89.9
Reimbursement of Operating Expenses	5.9	6.0	6.2	6.3	6.6
Other Revenues	0.1	0.1	0.1	0.1	0.1
Total Operating Revenues	\$100.5	\$111.3	\$120.5	\$130.3	\$140.8
NON-OPERATING REVENUES:					
Contributions in Aid of Construction	\$7.4	\$16.9	\$17.4	\$13.5	\$13.1
Grants, Rents & Other Revenues ⁽¹⁾	8.7	1.1	1.1	1.2	1.2
Interest Income	4.5	3.5	4.4	4.0	3.8
Property Taxes / Land Levy Taxes ⁽²⁾	N/A	N/A	N/A	N/A	N/A
Total Non-Operating Revenues	\$20.6	\$21.5	\$22.9	\$18.7	\$18.1
Gross Revenues	\$121.1	\$132.8	\$143.4	\$149.0	\$158.9
OPERATING & MAINTENANCE EXPENSES:					
Operations (before depreciation and debt service) ⁽³⁾⁽⁴⁾	\$68.7	\$82.4	\$84.6	\$90.4	\$96.3
Less: Expenses Paid with Property Taxes ⁽²⁾	-4.0	-2.9	-2.9	-3.0	-3.0
Total Expenses	\$64.7	\$79.5	\$81.7	\$87.4	\$93.3
Net Revenues Available for Debt Service	\$56.4	\$53.3	\$61.7	\$61.6	\$65.6
Total Parity Debt Service ⁽⁴⁾	42.6	39.6	43.8	43.8	44.0
Debt Service Coverage Ratio – Parity Debt Only ⁽⁴⁾	1.32x	1.35x	1.41x	1.41x	1.49x
UNITS OF WATER SOLD (acre-feet) ⁽⁵⁾	98,000	94,670	99,150	103,630	108,111

(1) Reflects receipt of grant funding in FY2012 from the State of California through Proposition 84 for repayment of costs related to construction of the District's Middle River Intake Project.

(2) Property taxes and land levy taxes are not included in Net Revenues when calculating the Annual Debt Service Coverage Ratio or Debt Service Coverage Ratio; accordingly, expenses paid with property taxes are also excluded.

(3) FY2012-2014 operating expenses have been updated from the 2013-2022 Capital Improvement Program and Ten –Year Financial Plan amounts to reflect the earlier refilling of the Los Vaqueros Reservoir, which will largely occur in FY2012 and FY2013. It is further assumed that the refilling will be accomplished in part with lower cost Los Vaqueros Water Rights water and not solely with higher cost Central Valley Project water. A portion of the refill costs are offset by reduced water purchases in support of actual water sales.

(4) Debt service in 2012 excludes \$30 million note principal repayment in October 2012 because Proposition 84 grant funds being used for majority of payment were received and shown as revenue in 2011, which would otherwise skew the 2012 coverage ratio.

(5) Units of water sold for 2012 (98,000 af) reflect recent estimates of actual year end results. This is indicative of the ongoing recovery from recent drought years. Years 2012 through 2016 reflect estimates from the 2013-2022 Capital Improvement Program.

CONSTITUTIONAL LIMITATIONS ON TAXES AND APPROPRIATIONS

Tax Limitations - Proposition 13

Article XIII A of the California Constitution, commonly known as “Proposition 13”, provides that each county will levy the maximum *ad valorem* property tax permitted by Proposition 13 and will distribute the proceeds to local agencies in accordance with an allocation formula based, in part, on pre-Proposition 13 *ad valorem* property tax rates levied by local agencies.

Article XIII A limits the maximum *ad valorem* tax on real property to 1% of “full cash value”, which is defined as “the County Assessor’s valuation of real property as shown on the 1975/76 tax bill under ‘full cash value’, or, thereafter, the appraised value of real property when purchased, newly constructed, or a change in ownership has occurred after the 1975 assessment.” The full cash value may be adjusted annually to reflect inflation, at a rate not to exceed 2% per year, or decreases in the consumer price index or comparable local data, or declining property value caused by damage, destruction, or other factors.

Article XIII A exempts from the 1% tax limitation any taxes to repay indebtedness approved by the voters prior to July 1, 1978, and requires a vote of two-thirds of the qualified electorate to impose special taxes, or any additional *ad valorem*, sales or transaction taxes on real property. In addition, Article XIII A requires the approval of two-thirds of all members of the State Legislature to change any State laws resulting in increased tax revenues. On June 3, 1986, California voters approved an amendment to Article XIII A of the California Constitution to allow local governments and school districts to raise their property tax rates above the constitutionally mandated 1% ceiling for the purpose of paying debt service on certain new general obligation debt issued for the acquisition or improvement of real property and approved by two-thirds of the votes cast by the qualified electorate.

The effect of Article XIII A on the District’s finances has been to restrict *ad valorem* tax revenues for general purposes to the statutory allocation of the 1% levy while leaving intact the power to levy *ad valorem* taxes in whatever rate or amount may be required to pay debt service on its outstanding general obligation bonds.

State and local government agencies in California and the State of California itself are subject to annual “appropriation limits” imposed by Article XIII B of the State Constitution. Article XIII B prohibits government agencies and the State from spending “appropriations subject to limitation” in excess of the appropriations limit imposed. “Appropriations subject to limitation” are authorizations to spend “proceeds of taxes”, which consist of tax revenues, certain State subventions and certain other funds, including proceeds from regulatory licenses, user charges, or other fees to the extent that such proceeds exceed “the cost reasonably born by such entity in providing the regulation, product or service”. No limit is imposed on appropriations of funds which are not “proceeds of taxes”, such as debt service on indebtedness existing or authorized before January 1, 1979, or subsequently authorized by the voters, appropriations required to comply with mandates of courts or the Federal government, reasonable user charges or fees and certain other non-tax funds. The District believes that the appropriations of the District are excluded from the limitations of Article XIII B under this provision.

Court Challenges to Proposition 13

The U.S. Supreme Court struck down as a violation of equal protection certain property tax assessment practices in West Virginia, which had resulted in vastly different assessments of similar properties. Since Proposition 13 provides that property may only be reassessed up to 2% per year, except upon change of ownership or new construction, recent purchasers may pay substantially higher property

taxes than longtime owners of comparable property in a community. The Supreme Court in the West Virginia case expressly declined to comment in any way on the constitutionality of Proposition 13.

Based on this decision, however, property owners in California brought three suits challenging the acquisition value assessment provisions of Proposition 13. All three suits were dismissed by the trial court and subsequently appealed. The State Courts of Appeal upheld Proposition 13 in two cases in December 1990 and the third case in April 1991. On February 28, 1991, the California Supreme Court declined to hear the appeals of the two cases decided in December 1990. The two cases were appealed to the United States Supreme Court. On June 3, 1991, the United States Supreme Court agreed to hear *R.H. Macy & Co. v. Contra Costa County*. Subsequently, R.H. Macy & Co. withdrew its appeal. On June 18, 1992, the United States Supreme Court decided the second case, *Nordlinger v. Hahn*, (505 U.S. 1), holding that the acquisition value assessment provisions of Proposition 13 did not violate the Equal Protection Clause of the United States Constitution.

If the assessment rules of Article XIII A are at some point struck down, it is not known what rules would become operative. Further legislation would then be likely. The District cannot predict what impact any of these developments might have on the District or on the District's ability to meet its obligations.

In November 1986, California voters approved a statutory initiative ("Proposition 62") that established certain voter requirements in order for local governments, such as cities and counties, and districts to impose or raise taxes. Various provisions of Proposition 62 were declared unconstitutional at the appellate court level. On September 28, 1995, the California Supreme Court, in *Santa Clara County Local Transportation Authority v. Guardino*, 11 Cal. 4th 220, 45 Cal.Rptr.2d 207, upheld the constitutionality of the portion of Proposition 62 requiring a two-thirds vote in order for a local government or district to impose a special tax, and by implication upheld a parallel provision requiring a majority vote in order for a local government or district to impose any general tax. The District has not imposed any taxes subject to the provisions of Proposition 62.

Right to Vote on Taxes Initiative

General. An initiative measure entitled the "Right to Vote on Taxes Act" (the "Proposition 218") was approved by the voters of the State of California at the November 5, 1996 general election. Proposition 218 added Article XIIC and Article XIID to the California Constitution. According to the "Title and Summary" of Proposition 218 prepared by the California Attorney General, Proposition 218 limits "the authority of local governments to impose taxes and property-related assessments, fees and charges."

Article XIIC. Article XIIC provides that the initiative power shall not be prohibited or otherwise limited in matters of reducing or repealing any local tax, assessment, fee or charge and that the power of initiative to affect local taxes, assessments, fees and charges shall be applicable to all local governments. Article XIID defines the terms "fee" and "charge" to mean "any levy other than an ad valorem tax, a special tax or an assessment, imposed by an agency upon a parcel or upon a person as an incident of property ownership, including user fees or charges for a property-related service." A "property related service" is defined as "a public service having a direct relationship to property ownership." In the case of *Bighorn-Desert View Water Agency v. Verjil*, 39 Cal.4th 205, 46 Cal.Rptr.3d 73 ("*Bighorn*") in July 2006, the Supreme Court held that charges for ongoing water delivery are also "fees" within the meaning of Section 3 of Article XIIC, which establishes that the initiative power of the electorate "shall not be prohibited or otherwise limited in matters of reducing or repealing any local tax, assessment, fee or charge." Therefore, the Court held, Article XIIC authorizes local voters to adopt an initiative measure that would reduce or repeal a public agency's water rates and other water delivery

charges. However, the Court stated that it was *not* determining whether the electorate's initiative power is subject to certain statutory provisions applicable to the Bighorn-Desert View Water Agency that require water service charges to be set at certain minimum rates to cover operations and maintenance costs, debt service and other costs.

No courts have ruled on the question of whether Article XIIC grants to the voters the power to repeal or reduce rates and charges in a manner or to an extent which would impair the District's contractual obligations, including but not limited to, an obligation to pay installment payments. Courts have held under certain circumstances that the Contracts Clause of the United States Constitution prohibits public agencies from enacting laws that impair obligations of the public agencies under their own contracts. There can be no assurance of the availability of particular remedies adequate to protect the interests of Bond Owners. Remedies available to Bond Owners in the event of a default are dependent upon judicial actions which are often subject to discretion and delay and could prove both expensive and time-consuming to obtain.

Certain aspects of the impact of Proposition 218 in these and other areas remain unclear as court decisions interpreting the application of Proposition 218 to various circumstances continue to be published on a frequent basis.

Article XIID. Article XIID defines the terms "fee" and "charge" to mean "any levy other than an *ad valorem* tax, a special tax or an assessment, imposed by an agency upon a parcel or upon a person as an incident of property ownership, including user fees or charges for a property-related service." A "property-related service" is defined as "a public service having a direct relationship to property ownership." Article XIID further provides that reliance by an agency on any parcel map (including an assessor's parcel map) may be considered a significant factor in determining whether a fee or charge is imposed as an incident of property ownership. Article XIID requires that any agency imposing or increasing any property-related fee or charge must provide written notice thereof to the record owner of each identified parcel upon which such fee or charge is to be imposed and must conduct a public hearing with respect thereto. The proposed fee or charge may not be imposed or increased if a majority of owners of the identified parcels file written protests against it. As a result, if and to the extent that a fee or charge imposed by a local government is ultimately determined to be a "fee" or "charge" as defined in Article XIID, the local government's ability to increase such fee or charge may be limited by a majority protest.

In addition, Article XIID includes a number of limitations applicable to existing fees and charges, including provisions to the effect that (i) revenues derived from the fee or charge shall not exceed the funds required to provide the property-related service, (ii) such revenues shall not be used for any purpose other than that for which the fee or charge was imposed, (iii) the amount of a fee or charge imposed upon any parcel or person as an incident of property ownership shall not exceed the proportional cost of the service attributable to the parcel and (iv) no such fee or charge may be imposed for a service unless that service is actually used by, or immediately available to, the owner of the property in question. The District believes that its rates and charges comply with all of the foregoing substantive provisions of Article XIID. Property-related fees or charges based on potential or future use of a service are not permitted. Based upon the California Court of Appeals decision in *Howard Jarvis Taxpayers Association v. City of Los Angeles*, 85 Cal. App. 4th 79, 101 Cal.Rptr.2d 905, (2000), it was generally believed that Article XIID did not apply to charges for metered water, which had been held to be commodity charges related to consumption of the service, not property ownership. In a decision rendered in February 2004, the California Supreme Court in *Richmond et al. v. Shasta Community Services District*, 32 Cal.4th 409, 9 Cal. Rptr. 3d 121 ("*Richmond*"), upheld a Court of Appeals decision that water connection fees for new service were not property-related fees or charges subject to Article XIID, but stated, in a portion of the decision not necessary to its decision (and therefore "dicta"), that "water service fees, being fees for property related services, may be fees or charges within the meaning of Article XIID." In *Bighorn*, the

Supreme Court confirmed this dicta in *Richmond*, holding that fees for ongoing water service through an existing connection were held to be property-related fees and charges subject to the procedural and substantive provision of Article XIID. The substantive requirements of Article XIID have been applicable since it was approved by the voters, but the applicability of the procedural requirements, such as providing written notice to all ratepayers or property owners at least 45 days in advance of a hearing on any rate increase, was in doubt until the *Bighorn* decision. The District does not expect these procedures to have any significant impact on the District's finances or operations.

Supermajority Vote to Pass New Taxes and Fees Initiative

On November 2, 2010, California voters approved Proposition 26, the so-called "Supermajority Vote to Pass New Taxes and Fees Act." Section 1 of Proposition 26 declares that Proposition 26 is intended to limit the ability of the State Legislature and local government to circumvent existing restrictions on increasing taxes by defining the new or expanded taxes as "fees." Proposition 26 amended Articles XIII A and XIIC of the State Constitution. The amendments to Article XIII A limit the ability of the State Legislature to impose higher taxes (as defined in Proposition 26) without a two-thirds vote of the Legislature.

Article XIIC Amendments. Proposition 26's amendments to Article XIIC broadly define "tax," but specifically exclude, among other things:

- (1) A charge imposed for a specific benefit conferred or privilege granted directly to the payor that is not provided to those not charged, and which does not exceed the reasonable costs to the local government of conferring the benefit or granting the privilege.
- (2) A charge imposed for a specific government service or product provided directly to the payor that is not provided to those not charged, and which does not exceed the reasonable costs to the local government of providing the service or product.
- ...
- (6) A charge imposed as a condition of property development.
- (7) Assessments and property-related fees imposed in accordance with the provisions of Article XIII D."

The District believes its water rates and charges do not constitute "taxes" under Article XIIC as revised by Proposition 26 because, as described in subsection 1(e)(7) of Article XIIC, they are "property-related fees imposed in accordance with the provisions of Article XIID" (and are also charges for a "property-related service" as defined in subsection 2(g) of Article XIID) and because, as described in subsection 1(e)(2) of Article XIIC, they are charged for water service, "a specific government service or product provided directly to the payor that is not provided to those not charged."

The District believes its facilities reserve charge is not a "tax" as defined by Proposition 26 because it is a charge that is imposed only on individuals who request a new service connection as a condition of initiating new water and, as described in subsection 1(e) of Article XIIC, it is imposed (1) "for a specific benefit or privilege [of obtaining new water service] conferred or privilege granted directly to the payor that is not provided to those not charged" and/or (2) "for a specific government service or product [a time-limited share of capacity in the District's water system] provided directly to the payor that is not provided to those not charged, and which does not exceed [either] the reasonable costs" of conferring the benefit or privilege and/or the reasonable costs of providing the service or product.

Future Initiatives

Articles XIII A, XIII B, XIII C and XIII D were adopted as measures that qualified for the ballot and were approved by the voters pursuant to California's initiative process. From time to time other initiatives could be proposed and adopted affecting the District's revenues or ability to increase revenues.

RATINGS

Fitch Ratings, Moody's Investors Service, Inc. and Standard & Poor's Ratings Service have assigned the 2012 Series A Bonds with ratings of "AA+," "Aa2" and "AA+," respectively. Certain information was supplied by the District to the rating agencies to be considered in evaluating the 2012 Series A Bonds. Such ratings reflect only the views of the rating agencies, and any explanation of the significance of such ratings and any ratings on any of the outstanding indebtedness of the District should be obtained from such rating agencies. There is no assurance that any such rating will be retained for any given period of time or that any such rating will not be revised, either downward or withdrawn entirely by the rating agency furnishing the same if, in its judgment, circumstances so warrant. The District undertakes no responsibility either to notify the owners of any revision or withdrawal or to oppose any such revision or withdrawal. Any downward revision or withdrawal of a rating may have an adverse effect on the market price of the 2012 Series A Bonds.

INDEPENDENT ACCOUNTANTS

The District's audited financial statement for the fiscal year ended June 30, 2011 (the "Audited Financial Statement"), is included as Appendix A. The Fiscal Year 2011 Audited Financial Statement was reported on by Macias, Gini & O'Connell, independent auditors (the "Auditors"). The letter of the Auditors concludes that the Audited Financial Statement presents fairly in all material respects, the respective financial position of the business-type activities, each major fund, and the fiduciary funds of the District at June 30, 2011 and the respective changes in the financial position and cash flows, where applicable, thereof for the year then ended, in conformity with generally accepted accounting principles in the United States of America. The Audited Financial Statement should be read in its entirety. The Auditors have not reviewed or audited this Official Statement.

TAX MATTERS

In the opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Authority ("Bond Counsel"), based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the 2012 Series A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code") and is exempt from State of California personal income taxes. Bond Counsel is of the further opinion that interest on the 2012 Series A Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Bond Counsel observes that such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. A complete copy of the proposed form of opinion of Bond Counsel is set forth in Appendix C hereto.

To the extent the issue price of any maturity of the 2012 Series A Bonds is less than the amount to be paid at maturity of such 2012 Series A Bonds (excluding amounts stated to be interest and payable at least annually over the term of such 2012 Series A Bonds), the difference constitutes "original issue discount," the accrual of which, to the extent properly allocable to each Beneficial Owner thereof, is treated as interest on the 2012 Series A Bonds which is excluded from gross income for federal income tax purposes and State of California personal income taxes. For this purpose, the issue price of a

particular maturity of the 2012 Series A Bonds is the first price at which a substantial amount of such maturity of the 2012 Series A Bonds is sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). The original issue discount with respect to any maturity of the 2012 Series A Bonds accrues daily over the term to maturity of such 2012 Series A Bonds on the basis of a constant interest rate compounded semiannually (with straight-line interpolations between compounding dates). The accruing original issue discount is added to the adjusted basis of such 2012 Series A Bonds to determine taxable gain or loss upon disposition (including sale, redemption, or payment on maturity) of such 2012 Series A Bonds. Beneficial Owners of the 2012 Series A Bonds should consult their own tax advisors with respect to the tax consequences of ownership of 2012 Series A Bonds with original issue discount, including the treatment of Beneficial Owners who do not purchase such 2012 Series A Bonds in the original offering to the public at the first price at which a substantial amount of such 2012 Series A Bonds is sold to the public.

2012 Series A Bonds purchased, whether at original issuance or otherwise, for an amount higher than their principal amount payable at maturity (or, in some cases, at their earlier call date) (“Premium Bonds”) will be treated as having amortizable bond premium. No deduction is allowable for the amortizable bond premium in the case of bonds, like the Premium Bonds, the interest on which is excluded from gross income for federal income tax purposes. However, the amount of tax-exempt interest received, and a Beneficial Owner’s basis in a Premium Bond, will be reduced by the amount of amortizable bond premium properly allocable to such Beneficial Owner. Beneficial Owners of Premium Bonds should consult their own tax advisors with respect to the proper treatment of amortizable bond premium in their particular circumstances.

The Code imposes various restrictions, conditions and requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the 2012 Series A Bonds. The Authority has made certain representations and covenanted to comply with certain restrictions, conditions and requirements designed to ensure that interest on the 2012 Series A Bonds will not be included in federal gross income. Inaccuracy of these representations or failure to comply with these covenants may result in interest on the 2012 Series A Bonds being included in gross income for federal income tax purposes, possibly from the date of original issuance of the 2012 Series A Bonds. The opinion of Bond Counsel assumes the accuracy of these representations and compliance with these covenants. Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken), or events occurring (or not occurring), or any other matters coming to Bond Counsel’s attention after the date of issuance of the 2012 Series A Bonds may adversely affect the value of, or the tax status of interest on, the 2012 Series A Bonds. Accordingly, the opinion of Bond Counsel is not intended to, and may not, be relied upon in connection with any such actions, events or matters.

Although Bond Counsel is of the opinion that interest on the 2012 Series A Bonds is excluded from gross income for federal income tax purposes and is exempt from State of California personal income taxes, the ownership or disposition of, or the accrual or receipt of interest on, the 2012 Series A Bonds may otherwise affect a Beneficial Owner’s federal, state or local tax liability. The nature and extent of these other tax consequences depends upon the particular tax status of the Beneficial Owner or the Beneficial Owner’s other items of income or deduction. Bond Counsel expresses no opinion regarding any such other tax consequences.

Current and future legislative proposals, if enacted into law, clarification of the Code or court decisions may cause interest on the 2012 Series A Bonds to be subject, directly or indirectly, to federal income taxation, to be subject to or exempted from state income taxation, or otherwise prevent Beneficial Owners from realizing the full current benefit of the tax status of such interest. As one example, the Obama Administration recently announced a legislative proposal which for tax years beginning on or

after January 1, 2013, generally would limit the exclusion from gross income of interest on obligations like the 2012 Series A Bonds to some extent for taxpayers who are individuals and whose income is subject to higher marginal income tax rates. Other proposals have been made that could significantly reduce the benefit of, or otherwise affect, the exclusion from gross income of interest on obligations like the 2012 Series A Bonds. The introduction or enactment of any such legislative proposals or clarification of the Code or court decisions may also affect, perhaps significantly, the market price for, or marketability of, the 2012 Series A Bonds. Prospective purchasers of the 2012 Series A Bonds should consult their own tax advisors regarding any pending or proposed federal or state tax legislation, regulations or litigation, and regarding the impact of future legislation, regulations or litigation, as to which Special Tax Counsel is expected to express no opinion.

The opinion of Bond Counsel is based on current legal authority, covers certain matters not directly addressed by such authorities, and represents Bond Counsel's judgment as to the proper treatment of the 2012 Series A Bonds for federal income tax purposes. It is not binding on the Internal Revenue Service ("IRS") or the courts. Furthermore, Bond Counsel cannot give and has not given any opinion or assurance about the future activities of the Authority, or about the effect of future changes in the Code, the applicable regulations, the interpretation thereof or the enforcement thereof by the IRS. The Authority has covenanted, however, to comply with the requirements of the Code.

Bond Counsel's engagement with respect to the 2012 Series A Bonds ends with the issuance of the 2012 Series A Bonds, and, unless separately engaged, Bond Counsel is not obligated to defend the Authority or the Beneficial Owners regarding the tax-exempt status of the 2012 Series A Bonds in the event of an audit examination by the IRS. Under current procedures, parties other than the Authority and their appointed counsel, including the Beneficial Owners, would have little, if any, right to participate in the audit examination process. Moreover, because achieving judicial review in connection with an audit examination of tax-exempt bonds is difficult, obtaining an independent review of IRS positions with which the Authority legitimately disagrees, may not be practicable. Any action of the IRS, including but not limited to selection of the 2012 Series A Bonds for audit, or the course or result of such audit, or an audit of bonds presenting similar tax issues may affect the market price for, or the marketability of, the 2012 Series A Bonds, and may cause the Authority or the Beneficial Owners to incur significant expense.

ABSENCE OF LITIGATION

There is no action, suit or proceeding known to the District, the Authority or their counsel to be pending or threatened, restraining or enjoining the execution or delivery of the 2012 Series A Bonds, or in any way contesting or affecting the validity of the foregoing or any proceedings of the District or the Authority taken with respect to any of the foregoing.

There is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, regulatory agency, public board or body pending or, to the best knowledge of the District, threatened against the District contesting or affecting the ability of the District to collect amounts from which the 2012 Series A Bonds are payable, affecting the ability of the District to make Rental Payments pursuant to the Facility Lease, contesting the District's water rights or which would have a material adverse effect on the District, including the District's ability to make payments sufficient to pay debt service on the 2012 Series A Bonds.

CONTINUING DISCLOSURE

The District has covenanted to provide certain financial information and operating data relating to the District by not later than nine months after the end of the District's fiscal year (presently June 30) in each year, commencing with its report for the 2010/2011 fiscal year (the "Annual Report"), and to

provide notices of the occurrence of certain enumerated events. The Annual Reports and the notices of enumerated events will be filed by the Dissemination Agent on behalf of the District with the Electronic Municipal Market Access system (referred to as “EMMA”) of the Municipal Securities Rulemaking Board. The specific nature of the information to be contained in the Annual Report or the notices of specified events is summarized in APPENDIX E – “FORM OF CONTINUING DISCLOSURE AGREEMENT.” The District has never failed to comply in all material respects with any previous undertaking with regard to Rule 15c2-12 promulgated by the Securities and Exchange Commission to provide financial information and data, operating data or material events. The District provided its 2007/2008 fiscal year Annual Report relating to certain prior bonds to the dissemination agent on March 31, 2009 nine months after the end of such fiscal year. The dissemination agent filed such report with the securities repository on April 2, 2009.

UNDERWRITING

The 2012 Series A Bonds were sold at a competitive sale on July 18, 2012, and awarded to Citigroup Global Markets Inc. (the “Underwriter”) at a purchase price of \$24,334,059.22 (determined by adjusting the par amount of the 2012 Series A Bonds by the amount of the net original issue premium and subtracting the amount of the underwriter’s discount). The Official Notice of Sale provides that all 2012 Series A Bonds will be purchased if any are purchased, the obligation to make such purchase being subject to certain terms and conditions set forth in the Official Notice of Sale, the approval of certain legal matters by Bond Counsel, and certain other conditions. The Underwriter has represented to the District that the 2012 Series A Bonds were reoffered to the public at the price or yield set forth on the inside cover page hereof. Based on such certification, Underwriter’s net compensation will be \$26,415.53. The Underwriter may offer and sell the 2012 Series A Bonds to certain dealers and others at prices lower than the public offering price shown on the inside cover page hereof. The offering price may be changed from time to time by the Underwriter.

VERIFICATION

Grant Thornton LLP, upon delivery of the 2012 Series A Bonds, will deliver a report on the mathematical accuracy of certain computations, contained in schedules provided to it which were prepared by the Financial Advisor, relating to the sufficiency of the anticipated receipts from the federal securities deposited to the Escrow Fund held by the Escrow Agent to pay, when due, the principal, whether at maturity or upon redemption, interest and premium, if any, of the Refunded Bonds. See “PLAN OF REFUNDING” herein.

FINANCIAL ADVISOR

The Authority has retained Public Financial Management, Inc. as financial advisor with respect to the issuance of the 2012 Series A Bonds. Public Financial Management, Inc. is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement. Public Financial Management, Inc. is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

CERTAIN LEGAL MATTERS

The validity of the 2012 Series A Bonds and certain other legal matters are subject to the approving opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Authority. A copy of the proposed form of the opinion of Bond Counsel is attached as Appendix C hereto. Bond Counsel undertakes no responsibility for the accuracy, completeness or fairness of this Official Statement. Bold,

Polisner, Maddow, Nelson & Judson, A Professional Corporation, will provide an opinion upon certain legal matters in connection with the 2012 Series A Bonds for the Authority.

MISCELLANEOUS

This Official Statement includes descriptions of the terms of the 2012 Series A Bonds, the Resolution and certain provisions of the Law. Such descriptions do not purport to be complete, and all such descriptions and references thereto are qualified in their entirety by reference to each such document and the Law. The Board of Directors of the District and the Authority have duly authorized the distribution of the Official Statement.

CONTRA COSTA WATER DISTRICT
CONTRA COSTA COUNTY, CALIFORNIA

CONTRA COSTA WATER AUTHORITY
CONTRA COSTA COUNTY, CALIFORNIA

By: /s/ Brice Bledsoe
Director of Finance and Human Resources

By: /s/ Brice Bledsoe
Finance Director

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APPENDIX A

**CONTRA COSTA WATER DISTRICT
AUDITED FINANCIAL STATEMENT
FOR THE FISCAL YEAR ENDED JUNE 30, 2011**

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CONTRA COSTA WATER DISTRICT

Basic Financial Statements
For the Year Ended June 30, 2011



Certified Public Accountants.

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CONTRA COSTA WATER DISTRICT
For the Year Ended June 30, 2011

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Board of Directors
Contra Costa Water District
Concord, California

Independent Auditor's Report

We have audited the accompanying financial statements of the business-type activities, each major fund and the fiduciary funds of the Contra Costa Water District (the District), as of and for the year ended June 30, 2011, which collectively comprise the District's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the District's management. Our responsibility is to express opinions on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinions.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities, each major fund and the fiduciary funds of the District as of June 30, 2011, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The basic financial statements include summarized prior year comparative information. Such prior year information does not include all of the information required to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the District's basic financial statements for the year ended June 30, 2010, from which such summarized information was derived.

In accordance with *Government Auditing Standards*, we have also issued our report dated November 22, 2011, on our consideration of the District's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and the schedules of funding progress, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's financial statements as a whole. The combining fund financial statements are presented for purposes of additional analysis and are not a required part of the financial statements. The combining fund financial statements are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Macias Gini & Connell LLP

Walnut Creek, California
November 22, 2011

Management's Discussion and Analysis
(Required Supplementary Information – Unaudited)

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MANAGEMENT'S DISCUSSION AND ANALYSIS Required Supplementary Information (Unaudited)

The Governmental Accounting Standards Board Statement Number 34 requires that management prepare a Management's Discussion and Analysis (MDA) section as a component of the audited financial statements.

The Contra Costa Water District (the District) MDA presents management's analysis of the District's financial condition and activities for the year ended June 30, 2011. The MDA is intended to serve as an introduction to the District's basic financial statements. A comparative analysis of fiscal year 2011 (FY11) to 2010 (FY10) information is presented in this report. Readers are encouraged to consider the information presented here as complementary to the information contained in the accompanying financial statements.

The information in this MDA is presented in the following order:

- 1 Organization and Overview of Financial Statements
- 2 Financial Analysis
- 3 Capital Assets
- 4 Debt Administration
- 5 Request for Information

Organization and Overview of Financial Statements:

The Contra Costa Water District was formed as a legal entity on May 9, 1936, in response to the growing water demands of Contra Costa County (County). The District purchases and distributes water provided primarily by the United States Bureau of Reclamation from the Federal Government's Central Valley Project. The District's service area has grown from its original 48,000 acres to a current area of over 137,000 acres in the central and eastern portions of the County. The District delivers treated water to a population of approximately 500,000 people within the County. The District derives most of its revenue from the sale of untreated water and treated water. The District has broad powers to finance, construct, and operate a system of transportation, storage, treatment, and distribution of untreated and treated water.

The Contra Costa Water Authority (Authority) was created as a joint powers authority pursuant to the Joint Exercise of Powers Agreement, dated June 6, 1989, between the District and Diablo Water District for the purpose of providing for the financing, construction, and operations of the Randall-Bold Water Treatment Plant, which subsequently began operations in 1992. The financial operations of the Authority and the District are closely related, and the Authority is governed by the District's Board of Directors. As a result, the Authority is a component unit of the District. The Authority's component unit financial statements are included as a blended component of the District's basic financial statements.

The District is a proprietary entity and uses enterprise fund accounting to report its activities for financial statement purposes. Proprietary funds are reported using the accrual basis of accounting and account for activities in a manner similar to private business enterprises. The intent of the governing body is that the costs (including depreciation) of providing goods or services to the general public on a continuing basis be financed primarily through user rates, fees, and charges.

The basic financial statements include the statement of net assets; statement of revenues, expenses, and changes in net assets; and statement of cash flows. The following is a brief explanation of the use of each of the statements:

The *statement of net assets* presents information on all of the District's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the District is improving or deteriorating.

The *statement of revenues, expenses, and changes in net assets* presents information on how the District's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave).

The *statement of cash flows* presents the cash inflows and outflows and the resulting cash position at fiscal year end.

The *notes to the basic financial statements* provide additional information that is essential to a full understanding of the data provided in the basic financial statements.

Financial Analysis:

The financial position of the District remained strong during FY11 despite continuing weak economic conditions during the year. This is illustrated by the financial analysis below.

Financial Position

	Net Assets June 30, 2011 and 2010 (In Millions of Dollars)		
	2011	2010	Increase (Decrease)
ASSETS:			
Capital assets	\$1,176	\$1,136	\$40
Cash and investments	265	286	(21)
Other assets	29	39	(10)
Total Assets	1,470	1,461	9
LIABILITIES:			
Noncurrent liabilities	524	576	(52)
Current liabilities	83	52	31
Total Liabilities	607	628	(21)
NET ASSETS:			
Invested in capital assets, net of related debt	663	639	24
Restricted	112	90	22
Unrestricted	88	104	(16)
Total Net Assets	\$863	\$833	\$30

Comparison of FY11 to FY10: Total assets increased by \$9 million in FY11 to \$1.5 billion, while total liabilities decreased by \$21 million to \$607 million, resulting in an overall increase in net assets of \$30 million. Key components in the increase in net assets are as follows:

- Capital assets increased \$40 million in FY11 primarily due to the addition of assets associated with the completion of the Middle River Intake Project, as well as needed upgrades, replacements and installation of new District facilities and equipment (including generators, reservoirs, transmission and distribution facilities). Please refer to the Capital Assets section of the MDA for further details.
- Cash and investments reflect a net decrease of \$21 million. Significant uses of cash include the spend down of Water Revenue Note proceeds associated with construction of the Middle River Intake and Los Vaqueros Expansion Projects (\$38 million), net release of contractor retentions associated with the Middle River Intake and Pipeline (\$4 million), and the net effect from operations and debt service payments (\$5 million). These impacts were partially offset by an increase of \$26 million consisting of grant revenue received from the State of California. Other assets decreased by \$10 million. Of this amount, miscellaneous accounts receivable decreased by \$7 million (due primarily to the receipt of \$6 million from the Department of Water Resources); \$1 million of prior year interest due to the write-off of the Lehman Brothers investment; \$1 million of prepaid insurance and benefits were amortized in FY11; and accrued water billings were \$1 million lower due to reduced demand from municipal customers.
- Total liabilities decreased by \$21 million in FY11 due primarily to the scheduled, annual debt service principal payments. The amount of long-term debt reclassified to short-term increased by \$31 million in FY11 as the first portion of principal from the Water Revenue Notes Series A will come due for payment in October 2012.

Changes in Financial Position

Revenues, Expenses, and Changes in Net Assets For the Year Ended June 30, 2011 and 2010 (In Millions of Dollars)

	2011	2010	Increase (Decrease)
OPERATING REVENUES:			
Untreated water sales	\$31	\$32	\$(1)
Treated water sales	57	61	(4)
Other operating revenues	5	4	1
Total Operating Revenues	93	97	(4)
OPERATING EXPENSES:			
Operations	36	34	2
Public information and customer service	4	4	0
Administrative and general	20	22	(2)
Depreciation and amortization	27	27	0
Total Operating Expenses	87	87	0
Net Operating Income	6	10	(4)
Nonoperating Expenses, net	(12)	(13)	1
Net Income Before Contributions	(6)	(3)	(3)
Capital Contributions	36	26	10
CHANGES IN NET ASSETS	30	23	7
NET ASSETS BEGINNING OF YEAR	833	810	23
NET ASSETS END OF YEAR	\$863	\$833	\$30

Comparison of FY11 to FY10: The District ended the year with total revenues exceeding total expenses by \$30 million. Total FY11 operating revenues of \$93 million were \$4 million lower in comparison to FY10, while total operating expenses remained at \$87 million. Capital contributions of \$36 million represented a \$10 million increase over FY10. Major contributors to this year's results are as follows:

- Operating revenues decreased by \$4 million in FY11, due primarily to decreases in treated and untreated water sales of \$4 million and \$1 million, respectively. The lower water sales were the result of a cool and wet spring along with an early summer.
- Operating expenses for FY11 remained consistent with FY10 at \$87 million. This reflects the net impact of a \$2 million decrease in administrative costs offset by a \$2 million increase in operations expense. The decrease in administrative costs is the result of reclassifying overhead expense applied to capital projects. The reclassification aligns the offsetting overhead credit against the administrative operating expenses that have been capitalized. Retirement plan

investment management fees were reclassified from operating to nonoperating consistent with other investment related expenses. The offsetting increase in operating expense is attributable to slight cost increases in FY11 for labor and benefits (\$0.5 million); maintenance services, including paving, fencing, and weed abatement work (\$0.8 million); fuel costs (\$0.1 million); utility expenses (\$0.3 million); and general cost increases (\$0.4 million).

- Capital contributions increased by \$10 million in FY11 compared to FY10, due mainly to the receipt of \$26 million from the State of California in Proposition 84 grant funds for the Middle River Intake Project.

Capital Assets:

The District’s investment in capital assets as of June 30, 2011, amounts to \$1.2 billion (net of accumulated depreciation). The investment in capital assets includes utility plant and canal system, land and rights of way, and construction in progress as follows:

Capital Assets, Net of Depreciation June 30, 2011 and 2010 (In Millions of Dollars)			
	2011	2010	Increase (Decrease)
Utility plant and canal system (net of depreciation)	\$846	\$757	\$89
Land and rights of way	249	228	21
Construction in progress	81	151	(70)
Total	\$1,176	\$1,136	\$40

The total increase in the District’s investment in capital assets for FY11 was \$40 million (net of annual depreciation). Major contributors to the increase in capital assets are as follows:

- Utility plant and canal system increased by \$89 million, net of depreciation. Completed projects for the year totaled \$116 million and included the Middle River Intake, GIS Mapping Master Plan, San Miguel Solar, Seminary/Kirker Pass Pump Station Rehabilitation, Treated Water Reservoir Rehabilitation at Gregory Garden/Midhill, Water Quality Improvement Rebate Programs and various other electrical, reservoir and tank upgrade, and generator projects. Offsetting depreciation totaled \$27 million.
- Land and rights of way increased by \$21 million in FY11 due to land purchased for construction/mitigation efforts related to Los Vaqueros Expansion and the Middle River Intake Projects.
- Construction in progress decreased by \$70 million in FY11 due primarily to completion of a number of longer term projects, including the Contra Costa Canal Fish Screens and Middle River Intake Project.

Readers desiring more detailed information on the District’s capital assets should refer to Note 3 of the accompanying financial statements.

Debt Administration:

At June 30, 2011, the District had \$571 million total debt outstanding. The District used the \$132 million of long-term Water Revenue Notes issued at the end of FY10 to repay \$79 million of previously issued commercial paper and to fund the Los Vaqueros Expansion and Short-cut Pipeline Projects. Remaining proceeds from the Water Revenue Note issuance were \$16 million at year end and will be fully depleted in early FY12. Total debt outstanding consists of \$425 million of Water Revenue Bonds (net of unamortized premiums, discounts and losses on refundings) and \$131 million in Water Revenue Notes (net of unamortized premium), as well as \$15 million in State Revolving Fund loans. The District's annual debt service for the upcoming fiscal year is \$77 million, inclusive of the State Revolving Fund loans and Water Revenue Notes. The issuance of \$60 million in Water Revenue Notes (Series B) and \$47 million in Water Revenue Refunding Bonds (Series P) in early FY12 will pay for certain capital improvements and refund \$50 million of the previously issued Series K Water Revenue Bonds as well as meet the upcoming FY12 debt service payments. Readers desiring more detailed information on the District's long-term debt should refer to Note 5 of the accompanying financial statements.

Request for Information:

This report is designed to provide ratepayers and creditors with a general overview of the District's finances and demonstrate the District's accountability for the monies it receives. If you have any questions about this report or need additional information, please contact: The Finance Manager, P.O. Box H2O, Concord, CA 94524.

Basic Financial Statements

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**CONTRA COSTA WATER DISTRICT
STATEMENT OF NET ASSETS
BUSINESS-TYPE ACTIVITIES - ENTERPRISE FUNDS
AS OF JUNE 30, 2011
WITH SUMMARIZED TOTALS AS OF JUNE 30, 2010**

	Water District Fund	Water Authority Fund	Totals	
			2011	2010
ASSETS				
Noncurrent Assets:				
Capital Assets (Note 3):				
Non-depreciable	\$ 326,923,317	\$ 3,272,324	\$ 330,195,641	\$ 379,112,307
Depreciable, net	815,725,278	30,011,480	845,736,758	756,667,658
Total Capital Assets	<u>1,142,648,595</u>	<u>33,283,804</u>	<u>1,175,932,399</u>	<u>1,135,779,965</u>
Notes receivable	743,073	-	743,073	977,136
Net other post-employment benefits asset (Note 7)	3,202,512	-	3,202,512	3,043,778
Unamortized bond issuance costs	2,257,831	154,417	2,412,248	2,877,062
Restricted Assets (Note 2):				
Cash and cash equivalents	71,777,235	3,791,597	75,568,832	114,088,016
Investments	92,764,741	-	92,764,741	69,122,790
Total Restricted Assets	<u>164,541,976</u>	<u>3,791,597</u>	<u>168,333,573</u>	<u>183,210,806</u>
Total Noncurrent Assets	<u>1,313,393,987</u>	<u>37,229,818</u>	<u>1,350,623,805</u>	<u>1,325,888,747</u>
Current Assets:				
Cash and cash equivalents (Note 2)	41,230,658	-	41,230,658	54,954,259
Investments (Note 2)	55,421,000	-	55,421,000	47,560,438
Receivables (Note 1)	21,786,256	13,500	21,799,756	30,115,780
Other current assets	1,771,147	-	1,771,147	2,527,427
Interfund balances (Note 1)	1,264,316	(1,264,316)	-	-
Total Current Assets	<u>121,473,377</u>	<u>(1,250,816)</u>	<u>120,222,561</u>	<u>135,157,904</u>
Total Assets	<u>1,434,867,364</u>	<u>35,979,002</u>	<u>1,470,846,366</u>	<u>1,461,046,651</u>

(Continued)

See accompanying notes to the basic financial statements.

**CONTRA COSTA WATER DISTRICT
STATEMENT OF NET ASSETS (CONTINUED)
BUSINESS-TYPE ACTIVITIES - ENTERPRISE FUNDS
AS OF JUNE 30, 2011
WITH SUMMARIZED TOTALS AS OF JUNE 30, 2010**

	Water District Fund	Water Authority Fund	Totals	
			2011	2010
LIABILITIES				
Noncurrent Liabilities:				
Advances for construction (Note 4)	\$ 4,445,696	\$ -	\$ 4,445,696	\$ 4,472,011
Unearned revenue and other (Note 4)	976,651	-	976,651	1,203,510
Notes payable (Note 5)	99,979,872	-	99,979,872	131,530,095
Bonds and loans payable (Note 5)	391,483,081	26,901,660	418,384,741	439,031,146
Total Noncurrent Liabilities	<u>496,885,300</u>	<u>26,901,660</u>	<u>523,786,960</u>	<u>576,236,762</u>
Current Liabilities				
Current maturities of notes payable (Note 5)	31,092,392	-	31,092,392	1,160,142
Current maturities of bonds and loans payable (Note 5)	19,279,502	2,450,000	21,729,502	21,020,787
Accounts payable	17,964,596	-	17,964,596	17,895,855
Accrued payroll and related expenses	6,352,190	-	6,352,190	5,806,189
Interest payable	6,110,812	342,923	6,453,735	5,894,708
Total Current Liabilities	<u>80,799,492</u>	<u>2,792,923</u>	<u>83,592,415</u>	<u>51,777,681</u>
Total Liabilities	<u>577,684,792</u>	<u>29,694,583</u>	<u>607,379,375</u>	<u>628,014,443</u>
NET ASSETS (Note 1)				
Invested in capital assets, net of related debt	655,240,754	7,878,158	663,118,912	639,237,428
Restricted for capital projects	112,372,800	-	112,372,800	89,888,234
Unrestricted net assets (deficit)	89,569,018	(1,593,739)	87,975,279	103,906,546
Total Net Assets	<u>\$ 857,182,572</u>	<u>\$ 6,284,419</u>	<u>\$ 863,466,991</u>	<u>\$ 833,032,208</u>

See accompanying notes to the basic financial statements.

CONTRA COSTA WATER DISTRICT
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
BUSINESS-TYPE ACTIVITIES - ENTERPRISE FUNDS
FOR THE YEAR ENDED JUNE 30, 2011
WITH SUMMARIZED TOTALS FOR THE YEAR ENDED JUNE 30, 2010

	Water	Water	Totals	
	District Fund	Authority Fund	2011	2010
OPERATING REVENUES:				
Untreated water sales	\$ 31,116,132	\$ -	\$ 31,116,132	\$ 31,921,696
Treated water sales	57,064,934	-	57,064,934	60,964,303
Reimbursement of operating expenses	4,477,957	-	4,477,957	3,725,519
Miscellaneous service charges	143,576	-	143,576	139,306
Total operating revenues	<u>92,802,599</u>	<u>-</u>	<u>92,802,599</u>	<u>96,750,824</u>
OPERATING EXPENSES:				
Source of supply	5,385,065	-	5,385,065	5,692,705
Water treatment	7,826,702	-	7,826,702	7,742,452
Pumping	4,487,442	-	4,487,442	4,187,622
Transmission and distribution	1,112,076	-	1,112,076	994,399
Maintenance	16,824,696	-	16,824,696	15,518,557
Public information and customer service	3,758,649	-	3,758,649	4,014,269
Administrative and general	20,447,853	-	20,447,853	22,144,516
Depreciation and amortization	25,877,442	1,231,685	27,109,127	26,486,715
Total operating expenses	<u>85,719,925</u>	<u>1,231,685</u>	<u>86,951,610</u>	<u>86,781,235</u>
OPERATING INCOME (LOSS)	<u>7,082,674</u>	<u>(1,231,685)</u>	<u>5,850,989</u>	<u>9,969,589</u>
NONOPERATING REVENUES (EXPENSES):				
Property taxes	2,880,114	-	2,880,114	2,678,217
Investment earnings	4,350,458	8,759	4,359,217	6,251,399
Net increase (decrease) in fair value of investments	(74,283)	-	(74,283)	2,564,544
Interest expense	(22,523,017)	(1,497,487)	(24,020,504)	(25,976,023)
CALFED operating grant	-	-	-	184,147
Rent and other, net	716,501	3,791,370	4,507,871	1,649,615
Nonoperating revenues (expenses), net	<u>(14,650,227)</u>	<u>2,302,642</u>	<u>(12,347,585)</u>	<u>(12,648,101)</u>
INCOME (LOSS) BEFORE CAPITAL CONTRIBUTIONS	(7,567,553)	1,070,957	(6,496,596)	(2,678,512)
CAPITAL CONTRIBUTIONS:				
Contributions in aid of construction	6,072,676	-	6,072,676	6,649,595
Capital grants	30,858,703	-	30,858,703	18,787,739
Total capital contributions	<u>36,931,379</u>	<u>-</u>	<u>36,931,379</u>	<u>25,437,334</u>
CHANGES IN NET ASSETS	29,363,826	1,070,957	30,434,783	22,758,822
NET ASSETS, BEGINNING OF YEAR	827,818,746	5,213,462	833,032,208	810,273,386
NET ASSETS, END OF YEAR	\$ 857,182,572	\$ 6,284,419	\$ 863,466,991	\$ 833,032,208

See accompanying notes to the basic financial statements

**CONTRA COSTA WATER DISTRICT
STATEMENT OF CASH FLOWS
BUSINESS-TYPE ACTIVITIES - ENTERPRISE FUNDS
FOR THE YEAR ENDED JUNE 30, 2011
WITH SUMMARIZED TOTALS FOR THE YEAR ENDED JUNE 30, 2010**

	Water	Water	Totals	
	District Fund	Authority Fund	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES				
Receipts from customers	\$ 95,412,120	\$ -	\$ 95,412,120	\$ 87,688,407
Payments to suppliers	(25,131,111)	-	(25,131,111)	(30,058,310)
Payments to employees	(35,714,990)	-	(35,714,990)	(35,017,462)
Internal activity - payments to other funds	(24,242)	24,242	-	-
Other receipts	1,215,314	3,777,870	4,993,184	14,525,833
Net cash provided by operating activities	35,757,091	3,802,112	39,559,203	37,138,468
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of investments	(123,420,000)	-	(123,420,000)	(35,000,000)
Proceeds from investment maturities and redemptions	95,847,589	-	95,847,589	39,757,950
Investment income	1,444,541	8,759	1,453,300	5,815,737
Net cash provided by (used in) investing activities	(26,127,870)	8,759	(26,119,111)	10,573,687
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES				
Property taxes received and other	2,880,114	-	2,880,114	2,678,217
Net cash provided by noncapital financing activities	2,880,114	-	2,880,114	2,678,217
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES				
Additions to utility plant and equipment	(66,571,124)	(37,955)	(66,609,079)	(68,501,019)
Receipts from capital grants	36,525,740	-	36,525,740	11,817,702
Receipts from contributions in aid of construction	6,072,676	-	6,072,676	6,649,595
Proceeds from debt issues	-	-	-	150,505,118
Principal payments on long-term debt and commercial paper	(18,691,427)	(2,350,000)	(21,041,427)	(99,894,045)
Interest paid on long-term debt	(22,092,207)	(1,418,694)	(23,510,901)	(24,403,026)
Net cash used in capital and related financing activities	(64,756,342)	(3,806,649)	(68,562,991)	(23,825,675)
CHANGE IN CASH AND CASH EQUIVALENTS	(52,247,007)	4,222	(52,242,785)	26,564,697
Cash and cash equivalents at beginning of year	165,254,900	3,787,375	169,042,275	142,477,578
Cash and cash equivalents at end of year	\$ 113,007,893	\$ 3,791,597	\$ 116,799,490	\$ 169,042,275
SUMMARY OF CASH AND CASH EQUIVALENTS REPORTED ON THE STATEMENT OF NET ASSETS				
Cash and Cash Equivalents:				
Restricted cash and cash equivalents	\$ 71,777,235	\$ 3,791,597	\$ 75,568,832	\$ 114,088,016
Unrestricted cash and cash equivalents	41,230,658	-	41,230,658	54,954,259
Total Cash and Cash Equivalents	\$ 113,007,893	\$ 3,791,597	\$ 116,799,490	\$ 169,042,275

(Continued)

See accompanying notes to the basic financial statements

**CONTRA COSTA WATER DISTRICT
STATEMENT OF CASH FLOWS (CONTINUED)
BUSINESS-TYPE ACTIVITIES - ENTERPRISE FUNDS
FOR THE YEAR ENDED JUNE 30, 2011
WITH SUMMARIZED TOTALS FOR THE YEAR ENDED JUNE 30, 2010**

	Water District Fund	Water Authority Fund	Totals	
			2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES				
Operating income (loss)	\$ 7,082,674	\$ (1,231,685)	\$ 5,850,989	\$ 9,969,589
Adjustments to reconcile operating income (loss) to cash flows from operating activities:				
Depreciation	25,877,442	1,231,685	27,109,127	26,486,715
Operating grants	-	-	-	184,147
Rent and other, net	37,708	3,791,369	3,829,077	1,649,614
Effect of changes in:				
Accounts receivable	1,564,017	(13,500)	1,550,517	1,772,446
Notes receivable	234,063	-	234,063	529,615
Other assets	756,280	-	756,280	(232,607)
Accounts payable and accrued expenses	614,743	-	614,743	(4,224,309)
Internal balances	(24,243)	24,243	-	-
Unearned revenue and other	(226,859)	-	(226,859)	(219,634)
Net OPEB asset	(158,734)	-	(158,734)	1,222,892
Net cash provided by operating activities	<u>\$ 35,757,091</u>	<u>\$ 3,802,112</u>	<u>\$ 39,559,203</u>	<u>\$ 37,138,468</u>
SCHEDULE OF NON CASH ACTIVITIES				
Change in fair value of investments	\$ 3,916,604	\$ -	\$ 3,916,604	\$ 5,494,237
Change in receivables related to capital grants	5,667,037	-	5,667,037	(6,970,037)
Change in accounts payable related to acquisition of capital assets	699,751	-	699,751	920,195
Amortization of deferred bond issuance costs	(434,112)	(30,702)	(464,814)	(406,475)
Amortization of bond related discount and deferred loss on refunding	(2,362,826)	(71,591)	(2,434,417)	(1,414,790)

See accompanying notes to the basic financial statements

**CONTRA COSTA WATER DISTRICT
STATEMENT OF FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
RETIREMENT PLAN AND OTHER POST-EMPLOYMENT BENEFIT TRUST FUNDS
AS OF JUNE 30, 2011
WITH COMPARATIVE TOTALS AS OF JUNE 30, 2010**

	<u>2011</u>	<u>2010</u>
ASSETS:		
Cash and cash equivalents (Note 2)	\$ 1,661,388	\$ 779,157
Investments, at fair value:		
US Treasury securities	11,515,997	11,081,061
Federal agency securities	3,482,060	2,322,296
Mortgage/Asset - Backed securities	13,032,689	13,278,355
Real estate investment fund	6,063,628	4,759,843
Corporate bonds	11,269,315	13,133,062
Equity securities	3,675,111	2,868,882
Equity mutual funds	72,932,668	52,560,491
Municipal bonds	237,877	137,909
Total Investments (Note 2)	<u>122,209,345</u>	<u>100,141,899</u>
Total Cash and Investments	<u>123,870,733</u>	<u>100,921,056</u>
Receivables:		
Accrued income	314,540	306,771
Contribution due from District	136,735	105,397
Contribution due from participants	68,605	66,006
Total Receivables	<u>519,880</u>	<u>478,174</u>
Total Assets	<u>124,390,613</u>	<u>101,399,230</u>
LIABILITIES:		
Pending trades payable	<u>77,477</u>	<u>-</u>
NET ASSETS:		
Held in trust for pension benefits	111,752,969	92,655,809
Held in trust for other post-employment benefits	<u>12,560,167</u>	<u>8,743,421</u>
Total Net Assets	<u>\$124,313,136</u>	<u>\$101,399,230</u>

See accompanying notes to the basic financial statements.

CONTRA COSTA WATER DISTRICT
STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
RETIREMENT PLAN AND OTHER POST-EMPLOYMENT BENEFIT TRUST FUNDS
FOR THE YEAR ENDED JUNE 30, 2011
WITH COMPARITIVE TOTALS FOR THE YEAR ENDED JUNE 30, 2010

	<u>2011</u>	<u>2010</u>
Additions:		
Contributions:		
District	\$ 6,353,864	\$ 5,013,156
Paid by the District on behalf of employees	594,858	569,850
Paid by employees	2,105,505	1,742,035
Total contributions	<u>9,054,227</u>	<u>7,325,041</u>
Investment income:		
Net increase in fair value of investments (Note 4)	18,910,618	7,936,998
Interest, dividends, and other	2,830,364	2,558,320
Less: investment expenses	(104,781)	(170,059)
Net investment income	<u>21,636,201</u>	<u>10,325,259</u>
Total additions	<u>30,690,428</u>	<u>17,650,300</u>
Deductions:		
Distributions paid to participants	7,774,591	7,214,511
Administrative expenses	1,931	1,056
Total deductions	<u>7,776,522</u>	<u>7,215,567</u>
Net increase	<u>22,913,906</u>	<u>10,434,733</u>
Net Assets:		
Beginning of year	<u>101,399,230</u>	<u>90,964,497</u>
End of year	<u>\$ 124,313,136</u>	<u>\$ 101,399,230</u>

See accompanying notes to the basic financial statements.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements
Year Ended June 30, 2011

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization - The Contra Costa Water District (the District) was formed under the authority of the County Water District Law, constituting Division 12 of the State Water Code (the "County Water District Law") and is governed by an elected five-member Board of Directors (Board). The District, which was established on May 9, 1936, was created to purchase and distribute water provided by the United States Government's Bureau of Reclamation from the federal government's Central Valley Project. The District's service area encompasses approximately 136,000 acres in the central and northeastern portions of Contra Costa County.

Reporting Entity - The accompanying basic financial statements of the District include the financial activities of the Contra Costa Water Authority (the Authority), a component unit of the District, because its financial operations are closely related and the Authority is governed by the same Board. Separate financial statements of the Authority can be obtained from the District. The financial activities of the Contra Costa Water District Retirement Plan (the Plan) and the Contra Costa Water District Other Post-Employment Benefits Trust (the Trust) are reported in fiduciary funds within the basic financial statements because the Plan and the Trust exclusively serve the employees of the District.

The Authority was formed in June 1989 pursuant to the Joint Exercise of Powers Agreement (the Agreement), between the District and the Diablo Water District (Diablo) to provide for financing, constructing and owning the Randall-Bold Treatment Plant (the Plant). The Plant began operations and commenced water deliverance to the District and Diablo in July 1992.

The Plant is jointly owned by the District and Diablo and is operated by the District in accordance with the Agreement. The District is solely responsible for authorization and payment of any indebtedness of the Authority. Diablo is not responsible for any contractual obligations, liabilities, indebtedness, or expenses of the Authority.

Diablo reimburses the District 35.5% of the annual debt service. Diablo also reimburses the District 30.0% of the annual fixed operating and maintenance costs and a percentage of the Plant's annual variable operating costs equal to the percentage of total water production received by Diablo. Under a site lease dated May 15, 1990, amended and restated May 1, 1993, the District and Diablo, as lessors, leased the project site and improvements to the Authority. In consideration, the District pays the Authority base rent as set forth in the facility lease. All base rental payments are used for payment of principal and interest on the 2002 Water Treatment Revenue Refunding Bonds, Series A (see Note 5). In addition, the District pays as additional rent all costs required to be paid by the Authority in connection with the facility lease and trust agreement. The District is not required to advance monies under the facility lease from any source other than operating income. The District is required to fix, charge and collect rates, fees and charges as long as any of the bonds are outstanding which, together with all other revenue of the District, will produce sufficient operating income in each fiscal year so that the debt service coverage ratio is not less than 1.25:1 and the obligation service coverage ratio is not less than 1:1. Lease payments made by the District to the Authority are eliminated in the financial statements.

Basis of Presentation - The District's basic financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. The Governmental Accounting Standards Board (GASB) is the acknowledged standard setting body for establishing accounting and financial reporting standards followed by governmental entities in the U.S.A.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

The accounts of the District are organized and operated on a fund basis. The operations of each fund are accounted for with a separate set of self-balancing accounts that comprise its assets, liabilities, net assets, revenues, and expenses.

The District reports the following major proprietary (enterprise) funds:

Water District Fund – was established to purchase and distribute water provided by the United States Government’s Bureau of Reclamation from the federal government’s Central Valley Project.

Water Authority Fund – this fund presents the activity of the Authority, which was created pursuant to the Joint Exercise of Powers Agreement, dated June 6, 1989, between the District and the Diablo Water District for the purpose of providing for the financing and construction of a joint water treatment plant.

Enterprise funds are used to account for operations that are financed and operated in a manner similar to private business enterprises – where the intent of the governing body is that the costs (expenses, including depreciation) of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges.

The District reports the Retirement Plan and Other Post-Employment Benefits Trust Funds, which are comprised of two separate fiduciary funds, as follows:

Retirement Plan Trust Fund – was established under a trust agreement made on February 17, 1962, and subsequently amended, and is a single-employer defined benefit retirement plan in which all permanent and full-time employees and eligible members of the Board participate.

Other Post-Employment Benefits Trust Fund – was established in 2008 to administer a single-employer, contributory, defined benefit post-employment medical plan. The Trust provides post-employment health insurance benefits for eligible directors, officers, and employees of the District.

Basis of Accounting - The proprietary and fiduciary financial statements are reported using the *economic resources measurement focus* and the full *accrual basis* of accounting. Revenues are recorded when *earned* and expenses are recorded at the time liabilities are *incurred*, regardless of when the related cash flows take place.

Non-exchange transactions, in which the District gives or receives value without directly receiving or giving equal value in exchange, include taxes, grants, entitlements, and donations. On the accrual basis, revenue from taxes is recognized in the fiscal year for which the taxes are levied or assessed.

Revenue from grants, entitlements, and donations is recognized in the fiscal year in which all eligibility requirements have been satisfied. The District may fund programs with a combination of cost-reimbursement grants, categorical block grants, and general revenues. Thus, both restricted and unrestricted net assets may be available to finance program expenditures.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Certain indirect costs are included in program expenses reported for individual functions and activities. For its proprietary activities, the District does not apply Financial Accounting Standards Board (FASB) statements and interpretations issued after November 30, 1989. The proprietary funds apply all applicable Governmental Accounting Standards Board (GASB) pronouncements as well as statements and interpretations of FASB, Accounting Principles Board Opinions, and Accounting Research Bulletins of the Committee on Accounting Procedure issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements.

Measurement Focus – Enterprise and fiduciary funds are accounted for on a cost of services or *economic resources* measurement focus, which means that all assets and all liabilities associated with their activities are included on their financial statements. Enterprise fund type operating statements present increases (revenues) and decreases (expenses) in total net assets.

Classification of Revenues - Operating revenues consist of sales of water. Nonoperating revenues consist of property taxes, investment earnings, and contributions in aid of construction; grant revenues, rent and special charges that can be used for either operating or capital purposes.

When restricted resources are available for use for a specific purpose, it is the District’s policy to use these restricted resources first, and then unrestricted resources as they are needed.

Cash and Cash Equivalents - For purposes of the statement of cash flows, the District defines cash and cash equivalents to include all cash and temporary investments with original maturities of three months or less from the date of acquisition.

Investments - Investments are stated at fair value. Any realized gains or losses in investments such as interest earned are reported as investment earnings. The unrealized appreciation (depreciation) of those investments is reported as such in the Statement of Revenues, Expenses and Changes in Net Assets. Measurement of the fair value of investments is based upon quoted market prices.

Enterprise Receivables - The District bills water consumption on a cycle billing method. Cycle billing results in an amount of services rendered but not yet billed at year-end. The District has recorded this revenue by estimating the unbilled amount. The estimate was calculated by using the billings subsequent to the financial statement date (June 30) and calculating the amount of service provided prior to June 30. This calculated amount is included within accounts receivable as part of the customer accounts balance.

Receivables at June 30, 2011, were comprised of the following:

Customer accounts	\$ 14,085,838
Accrued interest	1,270,641
Current portion of notes receivable	233,578
Leases and loans	558,446
Grants receivable	5,449,867
Miscellaneous	201,386
	\$ 21,799,756

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Current Interfund Balances - Current interfund balances arise in the normal course of business and are expected to be repaid shortly after the end of the fiscal year.

At June 30, 2011, the Water Authority Fund owed the Water District Fund \$1,264,316, which primarily represents the District's share of upcoming semi-annual debt service payment for the Water Authority bonds that is made in the subsequent fiscal year.

Capital Assets - Property, plant and equipment are stated at cost. The District capitalizes all assets with a historical cost of at least \$5,000 and a useful life of more than one year. The cost of additions to utility plant and major replacements of property are capitalized. Capitalized costs include material, direct labor, transportation and such indirect items as engineering, supervision, employee fringe benefits and interest on net borrowed funds related to plant under construction. Contributed property is recorded at estimated fair value at the date of donation. Payments received for connection fees are recorded as contributions in aid of construction. Repairs, maintenance and minor replacements of property are expensed.

The purpose of depreciation is to allocate the cost of capital assets over the life of these assets. The amount charged to depreciation expense each year represents that year's pro rata share of depreciable capital assets.

Depreciation of all capital assets in service, excluding land, is charged as an expense against operations each year and the total amount of depreciation taken over the years, called accumulated depreciation, is reported on the financial statements as a reduction in the book value of the capital assets.

Capital assets are depreciated using the straight line method of depreciation, which means the cost of the asset is divided by its expected useful life in years and the result is charged to expense each year until the asset is fully depreciated. The District has assigned the useful lives listed below to capital assets:

	Years
Utility plant:	
Transmission and distribution	42
Treatment	42
Pumping	45-50
Reservoir and appurtenances:	
Electrical/instrumentation	15
Roads	33
Structures/piping/fencing	40
Steel reservoirs/pumps/motors	50
Pipelines	75
Dam/intake/outlet pipes	100
General plant:	
Computer/furniture/operating equipment	5
Vehicles	7
Scada equipment/forklifts	10
Building and facilities	42
Canal system	100

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Net Assets – Net assets of the enterprise funds are divided into three captions under GASB Statement 34, as described below:

Invested in capital assets, net of related debt - describes the portion of net assets which is represented by the current net book value of the District's capital assets, less the outstanding balance of any debt issued to finance these assets.

Restricted - describes the portion of net assets which is restricted as to use by the terms and conditions of agreements with outside parties, governmental regulations, laws or other restrictions which the District cannot unilaterally alter. These principally include developer fees received for use on capital projects.

Unrestricted - describes the portion of net assets which is not restricted to use.

In addition, the District reports its fiduciary fund net assets as net assets held in trust for pension and other post-employment benefits. These fiduciary funds report resources that are required to be held in trust for the members and beneficiaries of the defined benefit pension plan and the other post-employment benefits plan.

Budgets and Budgetary Accounting - The District follows these procedures in establishing its budgetary data:

1. Budgets are adopted on a two-year basis consistent with generally accepted accounting principles (GAAP). These budgeted amounts are as originally adopted, or as amended by the Board. Budget adjustments with no-net-change impact are allowed. The General Manager is authorized to make no-net-change budget adjustments that do not exceed \$50,000 per adjustment, except for changes in labor. Budget adjustments that exceed \$50,000 or change labor budgets, or make a net change to the total budget, require the approval of the Board of Directors.
2. Prior to June 30, the proposed two-year budget is submitted to the General Manager, District Finance Officer, Finance Committee, and District Board for review.
3. Prior to June 30 the proposed two-year budget is submitted to the District Board for approval and the budget resolution is introduced. At a regularly scheduled Board meeting the resolution is adopted, normally before July 1.
4. Noticed public meetings are conducted to obtain rate payer comments.
5. Budgetary status is reviewed at mid-year by the Board of Directors. Prior to July 1 of the second year of a two-year budget, that year's budget is reviewed in detail by the Board of Directors with proposed changes being submitted for approval by Board resolution.

Property Taxes - Property taxes are levied by Contra Costa County and a portion is distributed to the District. The District recognizes property taxes as revenue in the fiscal year of levy.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Long-term Debt, Debt Discount and Issuance Costs - Debt discount and issuance costs are amortized using the effective interest method over the life of the related debt. Long-term debt is reported at face value, net of applicable premium, discounts and deferred loss on refunding. Issuance costs are deferred and shown as an asset on the Statement of Net Assets. Issuance costs for the District's tax-exempt commercial paper short-term borrowings are expensed as incurred.

Compensated Absences - Compensated absences, including accumulated unpaid vacation, sick pay, and other employee benefits, are accounted for as expenses in the year earned.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassification - For the year ended June 30, 2011, certain classifications have been changed to improve financial statement presentation. For comparative purposes, prior year balances have been reclassified to conform with the fiscal year 2011 presentation.

Implementation of New GASB Pronouncements - The District is currently analyzing its accounting practices to determine the potential impact on the financial statements for the following GASB Statements:

- In December 2010, GASB issued Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*. This Statement addresses how to account for and report service concession arrangements (SCAs), a type of public-private or public-public partnership that state and local governments are increasingly entering into. Common examples of SCAs include long-term arrangements between a transferor (a government) and an operator (governmental or nongovernmental entity) in which the transferor conveys to an operator the right and related obligation to provide services through the use of infrastructure or another public asset in exchange for significant consideration and the operator collects and is compensated by fees from third parties. Application of this Statement is effective for the District's fiscal year ending June 30, 2013.
- In December 2010, GASB issued Statement No. 61, *The Financial Reporting Entity: Omnibus*. GASB Statement No. 61 is designed to improve financial reporting for governmental entities by amending the requirements of GASB Statement No. 14, *The Financial Reporting Entity*, and GASB Statement No. 34, *Basic Financial Statements-and Management's Discussion and Analysis-for State and Local Governments*, to better meet the needs of users and address reporting entity issues that have come to light since these statements were issued in 1991 and 1999, respectively. GASB Statement No. 61 improves the information presented about the financial reporting entity, which is comprised of a primary government and related entities (component units) and amends the criteria for blending – reporting component units as if they were part of the primary government – in certain circumstances. Application of this Statement is effective for the District's fiscal year ending June 30, 2013.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

- In December 2010, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. The objective of this Statement is to incorporate into the GASB’s authoritative literature certain accounting and financial reporting guidance that is included in the authoritative pronouncements issued on or before November 30, 1989, which does not conflict with or contradict GASB pronouncements. This Statement also supersedes Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*. The requirements of this Statement are effective for the District’s fiscal year ending June 30, 2013.

- In June 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. This Statement provides financial reporting guidance for deferred outflows of resources and deferred inflows of resources. This Statement also amends the net asset reporting requirements in Statement No. 34, *Basic Financial Statements—and Management’s Discussion and Analysis—for State and Local Governments*, and other pronouncements by incorporating deferred outflows of resources and deferred inflows of resources into the definitions of the required components of the residual measure and by renaming that measure as net position, rather than net assets. The requirements of this Statement are effective for the District’s fiscal year ending June 30, 2013.

2 CASH AND INVESTMENTS

Enterprise Funds – Investment Policies and Specific Risks

Policies -The District invests in individual investments and in investment pools. Individual investments are evidenced by specific identifiable *securities instruments*, or by an electronic entry registering the owner in the records of the institution issuing the security, called the *book entry* system. In order to increase security, the District employs the Trust Department of a bank as the custodian of certain District managed investments, regardless of their form.

The District’s investments are carried at fair value, as required by generally accepted accounting principles. The District adjusts the carrying value of its investments to reflect their fair value at each fiscal year end, and it includes the effects of these adjustments in income for that fiscal year.

The District is in compliance with the Board approved Investment Policy and California Government Code requirements.

Classification - The District’s cash and investments consist of the following at June 30, 2011:

	Restricted	Unrestricted	Total
Cash and cash equivalents	\$ 75,568,832	\$ 41,230,658	\$ 116,799,490
Investments	92,764,741	55,421,000	148,185,741
	\$ 168,333,573	\$ 96,651,658	\$ 264,985,231

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Included within unrestricted cash and investment balances are designated cash and investments, which represent those resources that have been collected by customers and developers and designated by the Board to be used for specific purposes. The designated balances at June 30, 2011 are as follows:

Cash and cash equivalents	\$ 14,435,418
Investments	42,342,744
	\$ 56,778,162
	\$ 56,778,162

Investments Authorized by the California Government Code and the District's Investment Policy - The District's Investment Policy and the California Government Code allow the District to invest in the following, provided the credit ratings of the issuers are acceptable to the District and approved percentages and maturities are not exceeded. The table below also identifies certain provisions of the California Government Code or the District's Investment Policy where the District's Investment Policy is more restrictive.

Authorized Investment Type	Maximum Maturity	Minimum Credit Quality	Maximum in Portfolio	Maximum Investment In One Issuer
Repurchase Agreements	92 Days	N/A	20%	(A)
California Local Agency Investment Fund	Upon Demand	N/A	(A)	(B)
U.S. Treasury Obligations	5 Years	N/A	(A)	(A)
U.S. Agency Securities	5 Years	N/A	(A)	(A)
Bankers' Acceptances	180 Days	A	25%	30%
Commercial Paper	270 Days	A1, P1	15%	10%
Collateralized Certificates of Deposit	5 Years	N/A	30%	(A)
Medium Term Corporate Notes	5 Years	A	30%	(A)
California Asset Management Program	Upon Demand	N/A	(A)	(A)
Money Market Mutual Funds	Upon Demand	N/A	(A)	(A)

(A) No Board established limit.

(B) LAIF limit is \$50,000,000.

Investments Authorized by Debt Agreements - The District must maintain required amounts of cash and investments with trustees or fiscal agents under the terms of certain debt issues. These funds are unexpended bond proceeds or are pledged reserves to be used if the District fails to meet its obligations under these debt issues. The California Government Code requires these funds to be invested in accordance with District resolutions, bond indentures, or State statute.

In addition to the authorized investments of the District listed above, the table below identifies additional investment types that are authorized for investments held by fiscal agents.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Authorized Investment Type	Minimum Credit Quality
Corporate Securities	Highest Rating Category
Secured Municipal and Public Agency	
Housing Authority Bonds and Project Notes	N/A
General Obligations of any State	2 Highest Rating Categories
Variable Rate Obligations	Highest Rating Category
Cash Sweep Accounts	N/A
Money Market Funds	N/A
Shares in Common Law Trusts	2 Highest Rating Categories
Investment Agreement	Highest Rating Category

There are no restrictions on the maximum amount invested in each security type or a maximum that can be invested in any one issuer. All investments are required to have maturity dates of less than five years or not later than the date the moneys are required by the Trustee.

Interest Rate Risk - Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Normally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The District generally manages its interest rate risk by holding investments to maturity. Information about the sensitivity of the fair values of the District's investments (including investments held by bond trustees) to market interest rate fluctuations is provided by the following table that shows the distribution of the District's investments by maturity or earliest call date:

Investment Type	Maturities				Total
	12 Months or less	13 to 24 Months	25 to 60 Months	More than 60 Months	
U.S. Agency Securities:					
Callable	\$ -	\$ -	\$ 20,871,052	\$ -	\$ 20,871,052
Non-Callable	889,938	10,628,115	51,834,632	-	63,352,685
Medium Term Notes	13,511,670	7,384,910	31,419,930	-	52,316,510
Guaranteed Investment Contracts	-	-	-	11,645,494	11,645,494
California Local Agency Investment Fund	25,138,084	-	-	-	25,138,084
California Asset Management Program	27,584,618	-	-	-	27,584,618
Money Market Mutual Funds	36,617,046	-	-	-	36,617,046
Total Investments	103,741,356	18,013,025	104,125,614	11,645,494	237,525,489
Cash Deposits	27,459,742	-	-	-	27,459,742
Total Cash and Investments	<u>\$ 131,201,098</u>	<u>\$ 18,013,025</u>	<u>\$ 104,125,614</u>	<u>\$ 11,645,494</u>	<u>\$ 264,985,231</u>

The District is a participant in the Local Agency Investment Fund (LAIF) that is regulated by California Government Code Section 16429 under the oversight of the Treasurer of the State of California. The District reports its investment in LAIF at the fair value amount provided by LAIF, which is the same as the value of the pool share. The balance available for withdrawal is based on the accounting records maintained by LAIF, which are maintained on an amortized cost basis. Included in LAIF's investment portfolio are collateralized mortgage obligations, mortgage-backed securities, other asset-backed securities, loans to certain state funds, and floating rate securities issued by federal agencies, government-

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

sponsored enterprises, United States Treasury Notes and Bills, and corporations. As of June 30, 2011, these investments matured in an average of 237 days.

The District is a voluntary participant in the California Asset Management Program (CAMP). CAMP is an investment pool offered by the California Asset Management Trust (the Trust). The Trust is a joint powers authority and public agency for the purpose of exercising the common power of its participants to invest certain proceeds of debt issues and surplus funds. The investments are limited to those permitted by the California Government Code. The District reports its investments in CAMP at fair value, which is the same as the value of the pooled shares. At June 30, 2011, these investments have an average maturity of 57 days.

Credit Risk - Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. Presented below is the actual rating as of June 30, 2011, for each investment type as provided by Moody's Investors Service.

Investment Type	Ratings					Not Rated	Total
	Aaa	Aa2	Aa3	A1	A2		
U.S. Agency Securities:							
Callable	\$ 20,871,052	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20,871,052
Non-Callable	62,462,747	-	-	889,938	-	-	63,352,685
Medium Term Notes	4,947,050	25,679,000	6,159,900	12,495,160	3,035,400	-	52,316,510
Guaranteed Investment Contracts	-	-	-	-	-	11,645,494	11,645,494
California Local Agency Investment Fund	-	-	-	-	-	25,138,084	25,138,084
California Asset Management Program	-	-	-	-	-	27,584,618	27,584,618
Money Market Mutual Funds	36,617,046	-	-	-	-	-	36,617,046
Total Investments	<u>\$ 124,897,895</u>	<u>\$ 25,679,000</u>	<u>\$ 6,159,900</u>	<u>\$ 13,385,098</u>	<u>3,035,400</u>	64,368,196	237,525,489
Cash in Banks						27,459,742	27,459,742
Total Cash and Investments						<u>\$ 91,827,938</u>	<u>\$ 264,985,231</u>

Concentration of Credit Risk – This is the risk that the failure of any one issuer would place an undue financial burden on the District. Included in the table at **Credit Risk** above are the following significant investments in the securities of issuers other than U. S. Treasury securities, mutual funds, and external investment pools that represent in excess of 5% of the District's total investments as follows:

Issuer	Investment Type	Amount
Federal Home Loan Mortgage Corporation	U.S. Agency Securities	\$ 57,598,865
Federal National Mortgage Association	U.S. Agency Securities	21,817,553
General Electric CAP	Corporate Medium Term Notes	10,528,400
FSA Capital	Guaranteed Investment Contract	11,645,494

Custodial Credit Risk – California Law requires banks and savings and loan institutions to pledge government securities with a market value of 110% of the District's cash on deposit in excess of federal deposit insurance limits, or first trust deed mortgage notes with a market value of 150% of the deposit, as collateral for these deposits. Under California Law this collateral is held in a separate investment pool by another institution in the District's name and places the District ahead of general creditors of the institution.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, the District will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The District invests in individual investments and in investment pools. Individual investments are evidenced by specific identifiable securities instruments, or by an electronic entry registering the owner in the records of the institution issuing the security, called the book entry system.

Fiduciary Funds – Investment Policies and Specific Risks

Retirement Plan

Investments Authorized by the Plan’s Investment Policy - The Plan’s Trust agreement and applicable state laws authorize the Plan’s Trust to invest in obligations of the U.S. Treasury and other U.S. agencies, certificates of deposit, domestic and international stocks, bankers’ acceptances, corporate bonds rated A or better by Moody’s Investor Service or Standard & Poor’s Corporation, mortgage and asset-backed securities, money market mutual funds, and real estate. All investments of the Plan are held separately from District funds by the Plan’s custodian in the Plan’s name. The custodian is a counterparty and agent of the District.

Classification - The Plan’s cash and investments consist of the following at June 30, 2011:

Cash and cash equivalents	\$ 1,661,388
Investments	<u>109,649,178</u>
	<u>\$ 111,310,566</u>

Interest Rate Risk - Interest rate risk is the risk that changes in market rates will adversely affect the fair value of an investment. Normally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The Plan generally manages its interest rate risk by holding investments to maturity. Information about the sensitivity of the fair values of the Plan’s investments to market interest rate fluctuations is provided by the following table that shows the distribution of the Plan’s investments by maturity or earliest call date:

Investment Type	Maturities				Total
	12 Months or less	13 to 24 Months	25 to 60 Months	More than 60 Months	
U.S. Treasury Securities (non-callable)	\$ 352,145	\$ 355,044	\$ 799,127	\$ 9,484,672	\$ 10,990,988
Mortgage/Asset-Backed Securities:					
Commercial	-	-	106,018	3,709,797	3,815,815
Government	-	-	36,675	9,180,199	9,216,874
U.S. Agency Securities (non-callable)	-	-	2,335,728	-	2,335,728
Corporate Bonds	760,777	169,906	1,978,270	6,015,068	8,924,021
Money Market Mutual Funds	1,661,388	-	-	-	1,661,388
Subtotal	<u>\$ 2,774,310</u>	<u>\$ 524,950</u>	<u>\$ 5,255,818</u>	<u>\$ 28,389,736</u>	36,944,814
Real Estate Investment Fund					6,063,628
Equity Mutual Funds					68,302,124
Total Investments					<u>\$ 111,310,566</u>

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Fair Value Highly Sensitive to Change in Interest Rates – The terms of a debt investment may cause its fair value to be highly sensitive to interest rate changes. The Plan has invested in mortgage-backed securities (MBS) and commercial mortgage-backed securities (CMBS), which are mortgage-backed bonds that pay pass-through rates with varying maturities. The fair values of MBS and CMBS are considered sensitive to interest rate changes because they have embedded options, which are triggers related to quantities of delinquencies or defaults in the loans backing the mortgage pool. If a balance of delinquent loans reaches a certain threshold, interest and principal that would be used to pay junior bondholders is instead directed to pay off the principal balance of senior bondholders, shortening the life of the senior bonds.

The Plan's investments include the following investments that are highly sensitive to interest rate fluctuations to a greater degree than already indicated above:

Investment Type	Weighted Average Coupon Rate	Weighted Average Maturity (in years)	2011 Fair Value	Percentage of Total Investments
Mortgage - Backed Securities	4.73%	4.38	\$ 9,670,556	9%

Credit Risk - Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization.

Presented below is the actual rating as of June 30, 2011, for each investment type as provided by Moody's Investors Service.

Investment Rating	U.S. Agency Securities	Asset Backed Securities	Money Market Funds	Corporate Bonds	Totals
Aaa	\$ 2,335,728	\$ 12,932,057	\$ -	\$ 760,778	\$ 16,028,563
Aa1	-	-	-	176,866	176,866
Aa2	-	100,632	-	317,179	417,811
Aa3	-	-	-	89,062	89,062
A1	-	-	-	229,648	229,648
A2	-	-	-	834,079	834,079
A3	-	-	-	1,418,552	1,418,552
Baa1	-	-	-	1,301,575	1,301,575
Baa2	-	-	-	2,576,981	2,576,981
Baa3	-	-	-	1,108,301	1,108,301
Ba2	-	-	-	111,000	111,000
Not rated	-	-	1,661,388	-	1,661,388
Subtotal	<u>\$ 2,335,728</u>	<u>\$ 13,032,689</u>	<u>\$ 1,661,388</u>	<u>\$ 8,924,021</u>	<u>25,953,826</u>
Exempt from Ratings Disclosure:					
U.S. Treasury Securities					10,990,988
Real Estate Investment Funds					6,063,628
Equity Mutual Funds					<u>68,302,124</u>
Total					<u>\$ 111,310,566</u>

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Concentration of Credit Risk - This is the risk that the failure of any one issuer would place an undue financial burden on the District. Information regarding significant investments at June 30, 2011, (other than U.S. Government or U.S. Government guaranteed obligations, mutual funds, external investment pools and other pooled investments) in any organization that represents in excess of 5% of the fiduciary fund's net assets is \$7,391,848 in the Federal National Mortgage Association.

Custodial Credit Risk - Custodial credit risk for cash on deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, the Plan will not be able to recover the value of its investment or collateral securities that are in the possession of another party.

California Law requires banks and savings and loan institutions to pledge government securities with a market value of 110% of the Plan's cash on deposit in excess of federal deposit insurance limits, or first trust deed mortgage notes with a market value of 150% of the deposit, as collateral for these deposits. Under California Law this collateral is held in a separate investment pool by another institution in the Plan's name and places the Plan ahead of general creditors of the institution.

The Plan invests in individual investments and in investment pools. Individual investments are evidenced by specific identifiable securities instruments, or by an electronic entry registering the owner in the records of the institution issuing the security, called the book entry system. In order to increase security, the Plan employs the Trust Department of a bank or trustee as the custodian of certain Plan investments, regardless of their form.

Other Post-Employment Benefits Trust

Investments Authorized by the Trust's Investment Policy - The Trust's investment policies authorize the Trust to invest in financial instruments in three broad investment categories: domestic fixed income, equity funds, and real estate. These financial instruments can include, but are not limited to, corporate bonds, commercial paper, U.S. government securities, common and preferred stock, real estate investment trusts, and mutual funds. Domestic fixed income investments may include futures and options contracts in order to provide added flexibility in managing the fixed income portfolio.

The District Board is authorized to designate its investment manager to manage the assets under their supervision subject to the laws of the State of California and the Investment Guidelines established by the District Board. Allocation of assets to the investment managers is determined by the District Board to accommodate changing conditions and laws. The long range asset allocation goal is as follows:

Domestic Fixed Income	40%
Equity Funds	55%
Real Estate	5%

The composite asset allocation goal is pursued by the Trust on a long-term basis and revised if significant changes occur within the economic and/or capital market environment. Progress toward the goal is reviewed at least annually.

Classification - The Trust's investments totaled \$12,560,167 at June 30, 2011.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Interest Rate Risk - Interest rate risk is the risk that changes in market rates will adversely affect the fair value of an investment. Normally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The Trust generally manages its interest rate risk by holding investments to maturity.

Information about the sensitivity of the fair values of the Trust's investments to market interest rate fluctuations is provided by the following table that shows the distribution of the Trust's investments by maturity or earliest call date:

Investment Type	Maturities				Total
	12 Months or less	13 to 24 Months	25 to 60 Months	More than 60 Months	
U.S. Treasury Securities					
Non-Callable	\$ -	\$ -	\$ 189,242	\$ 335,767	\$ 525,009
U.S. Agency Securities:					
Non-Callable	-	203,852	-	942,480	1,146,332
Corporate Bonds	-	97,370	772,265	1,475,659	2,345,294
Municipal Bonds	-	-	-	237,877	237,877
Subtotal	\$ -	\$ 301,222	\$ 961,507	\$ 2,991,783	4,254,512
Equity Securities					3,675,111
Equity Mutual Funds					4,630,544
Total Investments					<u>\$ 12,560,167</u>

Credit Risk - Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. Presented below is the actual rating as of June 30, 2011, for each investment type as provided by Moody's Investors Service.

Investment Rating	2011			Totals
	Municipal Bonds	U.S. Agency Securities	Corporate Bonds	
Aaa	\$ -	\$ 1,146,332	\$ 473,975	\$ 1,620,307
Aa1	84,859	-	53,830	138,689
Aa2	68,904	-	175,378	244,282
Aa3	39,234	-	107,049	146,283
A1	27,438	-	112,454	139,892
A2	-	-	315,130	315,130
A3	17,442	-	363,508	380,950
Baa1	-	-	432,795	432,795
Baa2	-	-	242,074	242,074
Baa3	-	-	50,029	50,029
Ba3	-	-	19,072	19,072
Subtotal	<u>\$ 237,877</u>	<u>\$ 1,146,332</u>	<u>\$ 2,345,294</u>	3,729,503
Exempt from Ratings Disclosure:				
U.S. Treasury Securities				525,009
Equity Securities				3,675,111
Equity Mutual Funds				4,630,544
Total				<u>\$ 12,560,167</u>

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Concentration of Credit Risk - This is the risk that the failure of any one issuer would place an undue financial burden on the District. The District did not have significant investments at June 30, 2011, that are in excess of 5% of the fiduciary fund's net assets.

Custodial Credit Risk - Custodial credit risk for cash on deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, the Trust will not be able to recover the value of its investment or collateral securities that are in the possession of another party.

California Law requires banks and savings and loan institutions to pledge government securities with a market value of 110% of the Trust's cash on deposit in excess of federal deposit insurance limits, or first trust deed mortgage notes with a market value of 150% of the deposit, as collateral for these deposits. Under California Law this collateral is held in a separate investment pool by another institution in the Trust's name and places the Trust ahead of general creditors of the institution.

The Trust invests in individual investments and in investment pools. Individual investments are evidenced by specific identifiable securities instruments, or by an electronic entry registering the owner in the records of the institution issuing the security, called the book entry system. In order to increase security, the Trust employs the Trust Department of a bank or trustee as the custodian of certain Trust investments, regardless of their form.

3 CAPITAL ASSETS

Pursuant to an agreement between the District and the United States Government (United States) dated June 28, 1972, the District has the right to acquire specific quantities of water from the United States Bureau of Reclamation (USBR). Under the terms of the agreement, the United States was responsible for constructing the Contra Costa Canal System, which includes reservoirs, transmission, distribution, pumping and various facilities required to deliver the water to the District. The District has the responsibility for operating and maintaining the facilities and is required to reimburse the United States for the facilities under contractual terms. Through May 1994, the District amortized the USBR contract payable based upon water usage. Subsequent to May 1994, the USBR contract was amortized at a fixed rate for the canal system and the remaining contract payable was amortized based upon water usage. In May 1994, the District and the USBR renegotiated the agreement, which resulted in a more reliable water supply for the District in the event of a water shortage. The contract was fully repaid as of June 30, 2010.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Additions, Retirements, and Transfers - Capital assets balances and activity are summarized below:

	Balance at June 30, 2010	Additions	Retirements	Transfers	Balance at June 30, 2011
Capital assets not being depreciated:					
Land and land rights	\$ 227,890,191	\$ 21,324,115	\$ -	\$ -	\$ 249,214,306
Construction in progress	151,222,116	43,541,869	-	(113,782,650)	80,981,335
Total capital assets not being depreciated	<u>379,112,307</u>	<u>64,865,984</u>	<u>-</u>	<u>(113,782,650)</u>	<u>330,195,641</u>
Capital assets being depreciated:					
Utility plant	1,062,386,658	1,945,852	(128,184)	113,324,346	1,177,528,672
Canal system	20,212,697	459,039	-	458,304	21,130,040
Total capital assets being depreciated	<u>1,082,599,355</u>	<u>2,404,891</u>	<u>(128,184)</u>	<u>113,782,650</u>	<u>1,198,658,712</u>
Less accumulated depreciation for:					
Utility plant	(318,533,639)	(26,482,798)	118,870	-	(344,897,567)
Canal system	(7,398,058)	(626,329)	-	-	(8,024,387)
Total accumulated depreciation	<u>(325,931,697)</u>	<u>(27,109,127)</u>	<u>118,870</u>	<u>-</u>	<u>(352,921,954)</u>
Net capital assets being depreciated	<u>756,667,658</u>	<u>(24,704,236)</u>	<u>(9,314)</u>	<u>113,782,650</u>	<u>845,736,758</u>
Total capital assets, net	<u>\$ 1,135,779,965</u>	<u>\$ 40,161,748</u>	<u>\$ (9,314)</u>	<u>\$ -</u>	<u>\$ 1,175,932,399</u>

Capacity Agreements with the City of Brentwood - The District entered into a long-term treated water agreement with the City of Brentwood (City) in 2000. This agreement was subsequently amended in 2003. Under the 2003 amendment, the City purchased a six million gallon per day capacity right in the District's Randall-Bold Water Treatment Plant (Plant) for \$10 million. The District retains complete ownership in the Plant.

In 2004, the District entered into a separate agreement to design, construct and operate for the City a dedicated water treatment plant, the CCWD/City of Brentwood Water Treatment Plant (Brentwood WTP). The agreement was amended in December 2006 to clarify the terms and conditions of the original agreement. Brentwood WTP was placed in service July 2008. Under the terms of the agreement, the District owns the plant and is responsible for all aspects of ownership including maintaining the plant in good working order. The City holds an exclusive capacity right in the plant and is responsible to reimburse the District for all plant expenditures including, operating, maintenance, and subsequent capital expenditures.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Construction in Progress - Construction in Progress at June 30, 2011, was comprised of the following:

	Expended to Date	Projected Remaining Costs	Estimated Completion Date
Los Vaqueros Expansion 275TAF Federal/State Studies	\$ 28,277,815	\$ 8,180,185	2014
Los Vaqueros Expansion 160TAF Expansion	21,778,117	96,291,883	2014
Contra Costa Canal Fish Screen	7,692,435	1,461,347	2012
Middle River Intake Project	3,367,281	3,681	*
2003 Water Treatment Plant Master Plan Implementation	2,507,047	770,717	*
Los Vaqueros Energy Recovery	2,001,327	6,407,225	2012
Untreated Water Revenue Meter Data Loggers	1,979,302	76,000	2012
Applicant Funded Projects	1,916,329	1,836,717	*
Shortcut Pipeline Improvements	1,839,843	10,469,157	2016
Treated Water Facility Improvement Program	1,492,541	1,884,185	*
Pipeline Renewals/Replacement Program	1,447,550	3,452,784	*
SCADA Upgrades	1,347,227	491,000	2012
Paso Nogal Abandonment	1,170,386	86,000	2012
Canal Replacement	751,046	137,467	2012
Treatment Plant Restoration	480,399	580,000	*
Water Demand Reduction Program	463,911	1,189,000	*
Untreated Water Facility Improvement Program	385,181	2,060,975	*
2011 Water Treatment Plant Master Plan & Implementation	361,429	410,400	*
Treated Water Reservoir Rehabilitation Program	289,978	1,549,251	*
Other Projects & Programs	1,432,191	5,208,690	*
Total	<u>\$ 80,981,335</u>	<u>\$ 142,546,664</u>	

* Completed segments of these projects will be transferred out when placed into service.

4 CERTAIN NONCURRENT LIABILITIES

Advances for Construction - The District records deposits from contractors for the design and construction of facilities to provide water services as advances for construction. Changes in this account for the year ended June 30, 2011, were as follows:

Balance, July 1, 2010	\$ 4,472,011
Deposits received	1,263,538
Earned revenue or deposits refunded	<u>(1,289,853)</u>
Balance, June 30, 2011	<u>\$ 4,445,696</u>

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Unearned Revenue and Other - The District records facility reserve charges as unearned revenues and amortizes such revenue over the life of the underlying agreement. Changes in this account for the year ended June 30, 2011, were as follows:

Balance, July 1, 2010	\$ 1,203,510
Revenue recognized	<u>(226,859)</u>
Balance, June 30, 2011	<u><u>\$ 976,651</u></u>

5 LONG-TERM LIABILITIES

Composition and Changes - The District generally incurs long-term debt to finance projects or purchase assets, which will have useful lives equal to or greater than the related debt. The District's debt issues and transactions are summarized below and discussed in detail thereafter.

	Original Issue Amount	Balance June 30, 2010	Additions	Retirements	Balance June 30, 2011	Amount due within one year
Water Revenue Notes:						
2010 Series A,						
1.00 - 4.00%, due 10/01/15	\$ 127,630,000	\$ 127,630,000	\$ -	\$ -	\$ 127,630,000	\$ 30,000,000
Add: Unamortized premium		4,875,118	-	1,432,854	3,442,264	1,092,392
Water revenue notes, net		<u>132,505,118</u>	<u>-</u>	<u>1,432,854</u>	<u>131,072,264</u>	<u>31,092,392</u>
Water Revenue Bonds:						
1992 Series E Refunding,						
3.50 - 6.10%, due 10/01/18	35,340,000	5,550,000	-	1,740,000	3,810,000	1,845,000
2001 Series K,						
3.5 - 4.5%, due 10/01/31	113,045,000	83,785,000	-	8,995,000	74,790,000	9,480,000
2002 Series L Refunding,						
3.00 - 5.00%, due 10/01/32	120,715,000	94,265,000	-	3,415,000	90,850,000	3,545,000
2003 Series M Refunding,						
2.00 - 5.00%, due 10/01/26	86,620,000	70,580,000	-	625,000	69,955,000	650,000
2005 Series N Refunding,						
5.00%, due 10/01/26	114,555,000	114,555,000	-	-	114,555,000	-
2007 Series O Refunding,						
4.25 - 5.00%, due 10/01/29	67,710,000	65,945,000	-	2,845,000	63,100,000	3,065,000
2002 Series A Refunding,						
2.5 - 5.00%, due 10/01/20	46,660,000	32,370,000	-	2,350,000	30,020,000	2,450,000
State Revolving Fund Loans:						
2001 State Revolving Fund Loan						
2.5132%, due 07/01/22	15,137,776	10,324,612	-	712,598	9,612,014	730,619
2004 State Revolving Fund Loan						
2.39%, due 07/01/24	2,000,000	1,496,251	-	91,163	1,405,088	93,355
2005 State Revolving Fund Loan						
2.9%, due 07/01/24	5,942,427	4,578,719	-	267,666	4,311,053	274,102
Less: Unamortized discounts, premiums, and deferred losses on refundings		<u>(26,089,592)</u>	<u>-</u>	<u>(3,795,680)</u>	<u>(22,293,912)</u>	<u>(403,574)</u>
Total bonds and loans payable, net		<u>457,359,990</u>	<u>-</u>	<u>17,245,747</u>	<u>440,114,243</u>	<u>21,729,502</u>
Total long-term debt, net		<u><u>\$ 589,865,108</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 18,678,601</u></u>	<u><u>\$ 571,186,507</u></u>	<u><u>\$ 52,821,894</u></u>

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Description of the District's Long-Term Debt Issues

2010 Water Revenue Notes, Series A – The District issued Water Revenue Notes on June 30, 2010, for refinancing \$79,000,000 of outstanding Tax-Exempt Commercial Paper Notes and for funding \$53,505,118 of future construction projects. The Water Revenue Notes are special obligations of the District and are payable solely from and secured by a pledge of net revenues of the Water System. Principal payments are payable annually on October 1. Interest payments are payable semi-annually on April 1 and October 1.

1992 Water Revenue Refunding Bonds, Series E – The District issued Water Revenue Bonds on May 15, 1992, to refund bonds issued in 1988 and to provide funds to finance the costs of acquisition of land, environmental and engineering work and other expenditures related to the acquisition and construction of a dam, reservoir and associated water conveyance facilities for the District's Water System. The Water Revenue Bonds are special obligations of the District and are payable solely from and secured by a pledge of net revenues of the Water System. Principal payments are payable annually on October 1 and interest payments semi-annually on April 1 and October 1. On December 3, 2002, proceeds from the 2002 Water Revenue Refunding Bonds, Series L (described below), were used to refund \$19,560,000 of the Series E bonds.

2001 Water Revenue Bonds, Series K – The District issued Water Revenue Bonds on April 1, 2001, to provide funds for the refinancing of \$66,355,000 of outstanding Water Revenue Bonds, Series G Bonds, for the refinancing of \$40,000,000 of outstanding Tax-Exempt Commercial Paper Notes, for the funding of the Bond Reserve Fund, and for the payment of costs of issuance of the Series K Bonds. The Water Revenue Bonds are special obligations of the District and are payable solely from and secured by a pledge of net revenues of the Water System. Principal payments are payable annually on October 1. Interest payments are payable semi-annually on April 1 and October 1.

2002 Water Revenue Refunding Bonds, Series L – The District issued Water Revenue Bonds on December 3, 2002, to provide funds for refunding \$1,605,000 of outstanding Water Revenue Bonds Series D, \$19,560,000 of outstanding Water Revenue Bonds Series E, \$38,625,000 Water Revenue Bonds Series F, for the refinancing of \$60,000,000 of outstanding Tax-Exempt Commercial Paper Notes, and for the payment of the costs of issuance of the Series L Bonds. The Water Revenue Bonds are special obligations of the District and are payable solely from and secured by a pledge of net revenues of the Water System. Principal payments are payable annually on October 1. Interest payments are payable semi-annually on April 1 and October 1.

2003 Water Revenue Refunding Bonds, Series M – The District issued Water Revenue Bonds on July 23, 2003, to provide funds for refunding \$72,010,000 of outstanding Water Revenue Bonds Series G, and \$10,700,000 of outstanding Tax-Exempt Commercial Paper Notes. The Water Revenue Bonds are special obligations of the District and are payable solely from and secured by a pledge of net revenues of the Water System. Principal payments are payable annually on October 1. Interest payments are payable semi-annually on April 1 and October 1.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

2005 Water Revenue Refunding Bonds, Series N – The District issued Water Revenue Bonds on March 9, 2005, to provide funds for refunding \$114,555,000 of outstanding Water Revenue Bonds Series G. In accordance with the District’s policy, the difference between the refunded amount and the carrying value of the refunded bonds, which amounted to \$23,607,795 has been capitalized and included in unamortized discounts and issuance costs and amortized over the remaining life of the refunded debts. The Water Revenue Bonds are special obligations of the District and are payable solely from and secured by a pledge of net revenues of the Water System. Principal payments commence on October 1, 2020, and are payable annually on October 1. Interest payments commence on October 1, 2005, and are payable semi-annually on April 1 and October 1.

2007 Water Revenue Refunding Bonds, Series O – The District issued Water Revenue Bonds on July 5, 2007, for refunding a portion of the District’s outstanding Water Revenue Refunding Bonds, Series H and Water Revenue Refunding Bonds, Series J. The Water Revenue Refunding Bonds are special obligations of the District and are payable solely from and secured by a pledge of net revenues of the Water System. Principal payments are payable annually on October 1. Interest payments are payable semi-annually on April 1 and October 1.

2002 Contra Costa Water Authority, Water Treatment Revenue Refunding Bonds, Series A – On December 3, 2002, the Authority issued 2002 Water Treatment Revenue Bonds Series A to refund \$45,970,000 of the outstanding 1993 Series A Bonds and for the issuance costs of the 2002 Series A Bonds. The Water Revenue Bonds are special obligations of the Authority and are payable solely from revenue. Principal payments are payable annually on October 1. Interest payments are payable semi-annually on April 1 and October 1.

2001 State Revolving Fund Loan – On June 10, 2002, the District obtained a \$15,137,776 loan from the State of California, proceeds of which were used to pay off a portion of the \$20,000,000 Tax-Exempt Commercial Paper (See *Short-Term Borrowing* below). Principal and interest payments are due semi-annually on January 1 and July 1.

2004 State Revolving Fund Loan - On October 29, 2003, the District obtained a \$2,000,000 loan from the State of California, proceeds of which were used to assist in meeting safe drinking water standards for the water supply. Principal and interest payments are due semi-annually on January 1 and July 1.

2005 State Revolving Fund Loan – During the fiscal year ended June 30, 2005, the District obtained a \$5,942,427 loan from the State of California, proceeds of which were used to assist in meeting safe drinking water standards for the water supply. Principal and interest payments are due semi-annually on January 1 and July 1.

Pledged Revenues – The District has pledged future water revenues, net of specified operating expenses, to repay the various water revenue notes and bonds above. The water revenue notes and bonds are payable solely from and secured by a pledge of net revenues of the Water System. The total principal and interest remaining to be paid on the water revenue notes and bonds is \$783,917,072. Principal and interest paid for the current year and total customer net revenues were \$42,699,009 and \$88,181,065, respectively.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Debt Service Requirements - Annual debt service requirements are shown below for the above debt issues:

For the Year Ending June 30:	Business-Type Activities	
	Principal	Interest
2012	\$ 52,133,076	\$ 24,613,623
2013	51,030,388	23,088,068
2014	54,963,380	21,274,812
2015	31,162,066	19,487,717
2016	60,411,470	17,712,056
2017 - 2021	147,199,641	65,531,038
2022 - 2026	125,043,134	32,128,516
2027 - 2031	58,110,000	7,455,677
2032 - 2033	9,985,000	427,438
Totals	<u>\$ 590,038,155</u>	<u>\$ 211,718,945</u>

The Water Revenue Bonds and Series A of the Water Treatment Revenue Refunding Bonds are callable, at a premium, in the tenth and eleventh years after issuance and are callable, without a premium thereafter.

The District is subject to certain revenue bond covenants, the most restrictive of which requires the setting of rates and charges to yield net revenue (as defined) equal to at least 125% of the current annual debt service requirements of the Water Revenue Bonds and the Water Treatment Revenue Refunding Bonds. Management believes the District is in compliance with all applicable bond covenants.

Prior-Year Defeasances - In prior years, the District defeased various bond issues by placing the proceeds of the new bonds in separate irrevocable trust funds to provide for all future debt service payments on the old bonds or to call bonds, when economically beneficial. Accordingly, the trust account assets and the liability for the defeased bonds are not included in the District's financial statements. At June 30, 2011, \$361,460,000 of bonds outstanding are considered defeased (\$32,230,000 of 1990 Water Treatment Revenue Bonds, Series A; \$19,250,000 of 1988 Water Revenue Bonds, Series B; \$28,495,000 of 1990 Water Revenue Bonds, Series C; \$28,565,000 of 1992 Water Revenue Bonds, Series D; and \$252,920,000 of outstanding 2010 to 2021 maturities of 1994 Water Revenue Bonds, Series G).

Short-Term Borrowing - During fiscal years 2007-2010, the District utilized a Commercial Paper Program with a \$100 million limit, as approved by the Board of Directors, to cash flow construction of the City of Brentwood Water Treatment Plant and the Middle River Intake Project. The proceeds of the Water Revenue Notes, Series A, were used to retire all outstanding Commercial Paper borrowings in Fiscal Year 2010. The Commercial Paper Program is dormant and reactivation would require Board approval and authorization of a new letter of credit.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

6 RETIREMENT PLAN

Plan Description - The Contra Costa Water District Retirement Plan (the Plan), established under a trust agreement made on February 17, 1962, and subsequently amended, is a single-employer defined benefit retirement plan in which all permanent and full-time employees and members of the Board are eligible to participate. Employee participants are divided into five primary classifications for coverage: clerical/maintenance, confidential, professional/supervisory, unrepresented, and Board Members. The Plan provides retirement and disability and death benefits to all eligible participants.

Benefit and contribution provisions are established by the trust agreement. The Plan is managed by the Retirement Plan Committee and is administered by an individual trustee who is appointed by the District's Board. All recommendations of the Retirement Plan Committee are subject to review and approval by the District's Board.

A stand-alone financial report of the Plan is available at the District's office located at 1331 Concord Avenue, Concord, California 94520.

Funding Policy - The District's annual covered payroll for employees participating in the Plan for the year ended June 30, 2011 was approximately \$26,769,000. The District's fiscal year 2011 payroll for all employees was approximately \$29,719,400. Benefit and contribution provisions are established by the trust agreement creating the Plan. Participants are required to contribute a predetermined percentage of their base salary ranging from 1% to 8% depending upon the participant's classification. In addition, the District contributes on behalf of the participants, from 0% to 5% of base salary, depending upon classification.

The District is required to contribute the remaining amounts necessary to fund the Plan as determined by the Plan's actuary. The District's contribution rate, as a percentage of covered payroll, was 11.06%, or \$2,700,384, as required by the June 30, 2010, (most recent) actuarial report.

The District's annual pension cost and schedule of contributions for the past three years are as follows:

Fiscal Year	Annual Pension Cost	Percentage of Annual Pension Cost Contributed	Net Pension Obligation
6/30/2009	\$ 3,231,402	100%	\$ -
6/30/2010	2,168,156	100%	-
6/30/2011	2,700,384	100%	-

The Plan's actuarial value and funding progress as of June 30, 2010, is set forth below at the most recent actuarial valuation date:

Amounts In Thousands						
Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Liability (AAL) - Entry Age (b)	Over-funded (Under-funded) AAL (a-b)	Funding Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((a-b)/c)
June 30, 2010	\$ 102,277	\$ 113,841	\$ (11,564)	89.8%	\$ 26,769	-43.20%

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

Actuarial Method and Assumptions - The information presented in the required supplementary schedules was determined as part of the actuarial valuations. Additional information as of the latest actuarial valuation follows:

Valuation Date	June 30, 2010
Actuarial cost method	Entry age normal
Amortization method	Level percent open
Remaining amortization period	15 years
Asset valuation method	Five-year smoothed market value
Actuarial assumptions:	
Investment rate of return*	8%
Projected salary increases*	5%
Cost-of-living adjustments	Based on economic trends

*Includes inflation at 4%

A schedule of funding progress that shows multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits can be found in the required supplementary information.

7 POST-EMPLOYMENT BENEFITS OTHER THAN RETIREMENT

Trust Description - The District's employees are eligible for post-employment health care benefits (OPEB) if they directly retire from employment at the District. These benefits are paid through the Contra Costa Water District Other Post-Employment Benefits Trust (the Trust). To be eligible for retirement medical, an active employee must be at least age 50 and have a minimum of 5 years of service (10 years of service for Clerical/Maintenance and Board of Directors).

As of June 30, 2011, there were 172 retirees or their beneficiaries receiving these health care benefits. These benefits are fully funded by the District in accordance with the District's Code of Regulations and with the Memorandum of Understanding for employees in the Clerical/Maintenance Representation Unit. The Trust reports these benefits on a pay-as-you-go basis through payments to an insurance company. The actual benefits paid to beneficiaries totaled \$2,020,203 in fiscal year 2011.

The activities of the Trust are accounted for in the Other Post-Employment Benefits Trust Fund. A stand-alone financial report of the Trust is available at the District's office located at 1331 Concord Avenue, Concord, California 94520.

Funding Policy and Actuarial Assumptions - The District's policy is to prefund these benefits by accumulating assets in the Trust Fund discussed above. The annual required contribution (ARC) was determined by an actuarial valuation as of July 1, 2009 using the actuarial cost method. The actuarial assumptions included (a) 8% investment rate of return, and (b) 8% - 4%% health inflation increases. The actuarial methods and assumptions used include techniques that smooth the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

Actuarial calculations reflect a long-term perspective and actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. The

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

District's OPEB unfunded actuarial accrued liability is being amortized as a level percentage of projected payroll using a 30 year amortization period.

Generally accepted accounting principles permit assets to be treated as OPEB assets and deducted from the actuarial accrued liability when such assets are placed in an irrevocable trust or equivalent arrangement. On June 4, 2008, the District deposited \$7,340,396 to prefund the pay-as-you-go benefits.

As a result, the District has calculated and recorded the net OPEB asset, representing the difference between the annual required contribution (ARC), interest, adjustment to the ARC, and contributions, as presented below:

Annual required contribution		\$	3,725,000
Interest on net OPEB asset			(264,255)
Adjustment to annual required contribution			34,001
Annual OPEB cost			3,494,746
Contributions made			(3,653,480)
Change in net OPEB asset			(158,734)
Net OPEB asset - beginning of year			(3,043,778)
Net OPEB asset - end of year		\$	(3,202,512)

The District's annual OPEB cost and actual OPEB cost contributed for the past three years is as follows:

Fiscal Year	Annual OPEB Cost	Actual Contribution	Percentage of Annual OPEB Cost Contributed	Change in Net OPEB Asset	Net OPEB Asset
6/30/2009	\$ 3,585,775	\$ 2,616,000	73%	\$ 969,775	\$ (4,266,670)
6/30/2010	4,067,892	2,845,000	70%	1,222,892	(3,043,778)
6/30/2011	3,494,746	3,653,480	105%	(158,734)	(3,202,512)

The schedule of funding progress shown as required supplementary information presents trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits. Funded status from the July 1, 2009, actuarial study is presented below:

Amounts in Thousands						
Actuarial Valuation Date	Actuarial Value of Assets (A)	Cost Method Actuarial Accrued Liability (B)	Unfunded Actuarial Accrued Liability (A-B)	Funded Ratio (A/B)	Covered Payroll (C)	UAAL as a Percentage of Covered Payroll ((A-B)/C)
7/1/2009	\$ 6,844	\$ 59,586	\$ (52,742)	11.5%	\$ 26,049	-202.5%

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

As of June 30, 2011, the Trust has accumulated assets of \$12,560,167 that will be used to pay future OPEB benefits. The assets held at June 30, 2011, represent a funded ratio of 21%, based on the latest actuarial valuation dated July 1, 2009.

Actuarial Method and Assumptions – Actuarial valuations of an on-going plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality and healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contribution of the District are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

Projections of benefits for financial reporting purposes are based on the substantive plan and include the types of benefits provided at the time of each valuation. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

The information presented in the required supplementary schedules was determined as part of the actuarial valuations. Additional information as of the latest actuarial valuation follows:

Valuation Date	July 1, 2009
Actuarial cost method	Entry Age Normal
Amortization method	Level dollar open
Remaining amortization period	30 years
Asset valuation method	Five-year smoothed market value
Actuarial assumptions:	
Investment rate of return*	8%
Projected medical trend rate**	4 - 8%
Participation in postretirement medical plan	100%

*Includes inflation at 4%

**Rate starts at 8% annually and declines over the next 5 years to 4%

8 RISK MANAGEMENT

The District has purchased commercial insurance for property and liability in the insurance marketplace through Arthur J. Gallagher & Co., the District’s selected insurance broker/consultant. During the fiscal year which ended June 30, 2011, the District paid \$542,963 for current year coverage.

The District purchased workers’ compensation insurance through Wausau Insurance Company. During the fiscal year ended June 30, 2011, the District paid \$720,979 for current year coverage. Liabilities under these programs are accrued and charged to expense when the claims are reasonably determinable and when the existence of the District’s liability is probable.

CONTRA COSTA WATER DISTRICT
Notes to the Basic Financial Statements (Continued)
Year Ended June 30, 2011

The following types of loss risks are covered by the commercial insurance policies as follows:

Type of Coverage	Coverage Limit	Retention/Deductible
General Liability, including Employment		
Practices Liability	\$ 30,000,000	\$ 500,000
Property	150,000,000	100,000
DIC - SCADA (Earthquake)	1,500,000	100,000
Flood	150,000,000	100,000
Crime	50,000 - 1,000,000	0 - 5,000
Public Official Bond	25,000	No deductible
Hull Collision, Protection & Indemnity	67,900 - 1,000,000	500 - 5,000
Workers' Compensation	Statutory	No deductible
Employers Liability	1,000,000	No deductible

The District has not incurred a claim that has exceeded its insurance coverage limits in any of the last three years.

9 COMMITMENT AND CONTINGENT LIABILITIES

The District is a defendant in a number of lawsuits, which have arisen in the normal course of business including challenges over certain rates and charges. The ultimate outcome of these matters is not presently determinable. In the opinion of the District, these actions when finally adjudicated will not have a material adverse effect on the financial position of the District.

10 SUBSEQUENT EVENTS

On July 6, 2011, the District issued Series P Water Revenue Bonds to refinance \$50 million of Series K Water Revenue Bonds related to the original construction of Los Vaqueros Reservoir. On this same date, the District sold \$60 million of Series B Water Revenue Notes in support of continued funding for the Los Vaqueros Expansion project. These short-term notes have an average interest rate of 1.38% and average maturity of 4.3 years. The first debt service payment will be due on October 2011.

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Required Supplementary Information (Unaudited)

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CONTRA COSTA WATER DISTRICT
Required Supplementary Information (Unaudited)
Schedules of Funding Progress (In thousands)
Year Ended June 30, 2011

CONTRA COSTA WATER DISTRICT RETIREMENT PLAN

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age (b)	Over-funded (Under-funded) AAL (a-b)	Funding Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered - Payroll ((a-b)/c)
June 30, 2008	\$ 101,765	\$ 103,699	\$ (1,934)	98.1%	\$ 24,578	-7.87%
June 30, 2009	102,581	105,933	(3,352)	96.8%	26,049	-12.87%
June 30, 2010	102,277	113,841	(11,564)	89.8%	26,769	-43.20%

CONTRA COSTA WATER DISTRICT OTHER POST-EMPLOYMENT BENEFITS TRUST

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age (b)	Unfunded AAL (a-b)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((a-b)/c)
July 1, 2007	\$ -	\$ 48,374	\$ (48,374)	0.0%	\$ 22,991	-210.4%
July 1, 2009	6,844	59,586	(52,742)	11.5%	26,049	-202.5%

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Supplementary Information

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CONTRA COSTA WATER DISTRICT
COMBINING STATEMENT OF FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
RETIREMENT PLAN AND OTHER POST-EMPLOYMENT BENEFIT TRUST FUNDS
AS OF JUNE 30, 2011

	Retirement Plan Trust Fund	Other Post-Employment Benefit Trust Fund	Total
ASSETS:			
Cash and cash equivalents	\$ 1,661,388	\$ -	\$ 1,661,388
Investments, at fair value:			
US Treasury securities	10,990,988	525,009	11,515,997
Federal agency securities	2,335,728	1,146,332	3,482,060
Mortgage/Asset - Backed securities	13,032,689	-	13,032,689
Real estate investment fund	6,063,628	-	6,063,628
Corporate bonds	8,924,021	2,345,294	11,269,315
Equity securities	-	3,675,111	3,675,111
Equity mutual funds	68,302,124	4,630,544	72,932,668
Municipal bonds	-	237,877	237,877
Total investments	<u>109,649,178</u>	<u>12,560,167</u>	<u>122,209,345</u>
Total cash and investments	<u>111,310,566</u>	<u>12,560,167</u>	<u>123,870,733</u>
Receivables:			
Accrued income	314,540	-	314,540
Contribution due from District	136,735	-	136,735
Contribution due from participants	68,605	-	68,605
Total receivables	<u>519,880</u>	<u>-</u>	<u>519,880</u>
Total assets	<u>111,830,446</u>	<u>12,560,167</u>	<u>124,390,613</u>
LIABILITIES:			
Pending trades payable	<u>77,477</u>	<u>-</u>	<u>77,477</u>
NET ASSETS:			
Net assets held in trust	<u>\$ 111,752,969</u>	<u>\$ 12,560,167</u>	<u>\$ 124,313,136</u>

**CONTRA COSTA WATER DISTRICT
COMBINING STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
RETIREMENT PLAN AND OTHER POST-EMPLOYMENT BENEFIT TRUST FUNDS
FOR THE YEAR ENDED JUNE 30, 2011**

	Retirement Plan Trust Fund	Other Post-Employment Benefit Trust Fund	Total
Additions:			
Contributions:			
District	\$ 2,700,384	\$ 3,653,480	\$ 6,353,864
Paid by the District on behalf of employees	594,858	-	594,858
Paid by employees	2,105,505	-	2,105,505
Total contributions	<u>5,400,747</u>	<u>3,653,480</u>	<u>9,054,227</u>
Investment income:			
Net increase in fair value of investments	16,952,593	1,958,025	18,910,618
Interest, dividends, and other	2,548,649	281,715	2,830,364
Less: investment expenses	<u>(48,510)</u>	<u>(56,271)</u>	<u>(104,781)</u>
Net investment income	<u>19,452,732</u>	<u>2,183,469</u>	<u>21,636,201</u>
Total additions	<u>24,853,479</u>	<u>5,836,949</u>	<u>30,690,428</u>
Deductions:			
Distributions paid to participants	5,754,388	2,020,203	7,774,591
Administrative (expenses)	<u>1,931</u>	<u>-</u>	<u>1,931</u>
Total deductions	<u>5,756,319</u>	<u>2,020,203</u>	<u>7,776,522</u>
Net increase	<u>19,097,160</u>	<u>3,816,746</u>	<u>22,913,906</u>
Net Assets:			
Beginning of year	<u>92,655,809</u>	<u>8,743,421</u>	<u>101,399,230</u>
End of year	<u>\$ 111,752,969</u>	<u>\$ 12,560,167</u>	<u>\$ 124,313,136</u>

APPENDIX B

SUMMARY OF PRINCIPAL DOCUMENTS

The following are summaries of certain provisions of the Joint Exercise of Powers Agreement, the Site Lease, the Facility Lease, as amended and restated and as amended and supplemented pursuant to the Second Supplemental Facility Lease, and the Trust Agreement, as amended and supplemented pursuant to the Third Supplemental Trust Agreement. These summaries do not purport to be complete or definitive and are qualified in their entirety by reference to the full terms of such documents. All capitalized terms used in this Summary of Principal Documents and not defined herein or elsewhere in the Official Statement have the same meanings as the Trust Agreement, or in Resolution No. 87-50 of the District and available therefrom.

DEFINITIONS

“Additional Bonds” means bonds issued pursuant to, and for the purposes specified in, the Trust Agreement.

“Additional Project” means any additions, extensions, alterations or improvements to the Plant financed with the proceeds of any Additional Bonds.

“Annual Debt Service” means, for purposes of the Facility Lease, for each Fiscal Year the aggregate amount (without duplication) of principal and interest scheduled to become due (either at maturity or by mandatory redemption) and sinking fund payments (or lease or installment purchase payments with separately designated interest and principal components) required to be paid in that Fiscal Year on all Parity Obligations less any amounts on deposit in escrow to be applied during that Fiscal Year to pay principal or interest or sinking fund payments (or lease or installment purchase payments with separately designated interest and principal components) on Parity Obligations.

“Bonds” means collectively, the 2002 Series A Bonds, the 2012 Series A Bonds and all Additional Bonds. **“Serial Bonds”** means Bonds for which no Mandatory Sinking Account Payments are provided. **“Term Bonds”** means Bonds which are payable on or before their specified maturing dates from Mandatory Sinking Accounts Payments established for that purpose and calculated to retire such Bonds on or before their specified maturity dates.

“Code” means the Internal Revenue Code of 1986.

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement, dated as of the date of issuance and delivery of the 2012 Series A Bonds, between the District and the Trustee, as the same may be amended and supplemented in accordance with its terms.

“Event of Default” means any of the events of default specified in the Trust Agreement.

“Fiscal Year” means the period beginning on July 1 of each year and ending on the next succeeding June 30, or any other twelve-month period hereafter selected and designated as the official Fiscal Year period of the Authority.

“Holder” or **“Bondholder,”** whenever used herein with respect to a Bond, means the person in whose name such Bond is registered.

“Investment Securities” means any investments which at the time are legal investments under the laws of the State for moneys held and then proposed to be invested, including, without limitation, the following:

(i) any bonds or other obligations which as to principal and interest constitute direct obligations of, or are unconditionally guaranteed by, the United States of America, including obligations of any of the Federal agencies set forth in clause (iii) below to the extent unconditionally guaranteed by the United States of America;

(ii) any certificates, receipts, securities or other obligations evidencing ownership of, of the right to receive, a specified portion of one or more interest payments or principal payments, or any combination thereof, to be paid on any bond, note, or other obligation described above in clause (i);

(iii) obligations of the Federal National Mortgage Association, the Government National Mortgage Association, Federal Home Loan Bank, Farmers Home Administration and Federal Home Loan Mortgage Association;

(iv) new housing authority bonds issued by public agencies or municipalities and fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contracts with the United States of America; or project notes issued by public agencies or municipalities and fully secured as to the payment of both principal and interest by a requisition or payment agreement with the United States of America;

(v) direct and general obligations of any state of the United States of America or any political subdivision thereof, to the payment of the principal of and interest on which the full faith and credit of such state is pledged, provided that at the time of their purchase such obligations are rated in either of the two highest rating categories by Moody’s Investors Service and Standard & Poor’s Corporation;

(vi) any bonds or other obligations of any state of the United States of America or any political subdivision thereof (a) which are not callable prior to maturity or as to which irrevocable instructions have been given to the trustee of such bonds or other obligations by the obligor to give due notice of redemption and to call such bonds for redemption on the date or dates specified in such instruction, (b) which are secured as to principal and interest and redemption premium, if any, by a fund consisting only of cash or bonds or other obligations of the character described above in clause (i) which fund may be applied only to the payment of such principal and interest and redemption premium, if any, on such bonds or other obligations on the maturity date or dates thereof or the specified redemption date or dates pursuant to such irrevocable instructions, as appropriate, (c) as to which the principal of and interest on the bonds and obligations of the character described above in clause (i) which have been deposited in such fund along with any cash on deposit in such fund are sufficient to pay the principal of, interest and redemption premium, if any, on the bonds or other obligations described in this clause (vi) on the maturity date or dates thereof or on the redemption date or dates specified in the irrevocable instructions referred to in sub-clause (a) of this clause (vi), as appropriate, and (d) which have been rated in one of the top two rating categories of Moody’s Investors Services and Standard & Poor’s Corporation.

(vii) bonds, notes, debentures or other evidences of indebtedness issued or guaranteed by any corporation which are, at the time of purchase, rated by a nationally recognized rating agency in its highest rating category, and by at least one other nationally recognized rating agency in either of its two highest rating categories, for comparable types of debt obligations;

(viii) time deposits or certificates of deposit, whether negotiable or nonnegotiable, issued by any bank or trust company organized under the laws of any state of the United States of America or any

national banking association (including the Trustee), provided that such certificates of deposit shall be purchased directly from such a bank, trust company or national banking association and shall be either (1) continuously and fully insured by the Federal Deposit Insurance Corporation, or (2) continuously and fully secured by such securities and obligations as are described above in clauses (i) through (v), inclusive, which shall have a market value (exclusive of accrued interest) at all times at least equal to the principal amount of such certificates of deposit and shall be lodged with the Trustee, as custodian, by the bank, trust company or national banking association issuing such certificates of deposit, and the bank, trust company or national banking association issuing each such certificate of deposit required to be so secured shall furnish the Trustee with an undertaking satisfactory to it that the aggregate market value of all such obligations securing each such certificate of deposit will at all times be an amount equal to the principal amount of each such certificate of deposit and the trustee shall be entitled to rely on each such undertaking;

(ix) taxable commercial paper, other than that issued by bank holding companies, or tax-exempt commercial paper rated in the highest rating category by a nationally recognized bond rating agency;

(x) variable rate obligations required to be redeemed or purchased by the obligor or its agent or designee upon demand of the holder thereof secured as to such redemption or purchase requirement by a liquidity agreement with a corporation and as to the payment of interest and principal either upon maturity or redemption (other than upon demand by the holder thereof) thereof by an unconditional credit facility of a corporation, provided that the variable rate obligations themselves are rated, without giving effect to the addition of a “plus” to any rating, in the highest rating categories in respect to its long term rating, if any, and in either of the two highest categories in respect to its short term rating by a nationally recognized bond rating agency, and that the corporations providing the liquidity agreement and credit facility have, at the date of acquisition of the variable rate obligation by the Trustee, an outstanding issue of unsecured, uninsured and unguaranteed debt obligations rated, without giving effect to the addition of a “plus”; to any rating, in either of the two highest rating categories by a nationally recognized bond rating agency;

(xi) investment agreements with insurance companies or financial institutions which, as the case may be, are (a) secured at all times, in the manner and to the extent provided by law, by collateral security described in clauses (i) through (v), inclusive, of a market value of no less than the amount of moneys so invested or (b) fully insured by the Federal Deposit Insurance Corporation or (c) rated within the two highest claims paying or rating categories, as applicable, by Moody’s Investors Service and Standard Poor’s Corporation; provided that if such ratings fall below the two highest rating categories, the investment agreement shall allow the Trustee the option to replace such financial institution or insurance company.

(xii) any repurchase agreement with any bank or trust company organized under the laws of any state of the United States or any national banking association (including the Trustee) having a minimum capital and surplus of seventy-five million dollars (\$75,000,000) or government bond dealer reporting to, trading with, and recognized as a primary dealer by the Federal Reserve Bank of New York, which agreement is secured by any one or more of the securities and obligations described in clauses (i), (ii), (iii) or (iv) of this definition of Investment Securities.

(xiii) any cash sweep or similar account arrangement of the Trustee, the investments of which are limited to investments described in item (i), (ii), (iii), (iv) and (xii) of this definition of Investment Securities and any money market fund, the entire investments of which are limited to investments described in (i), (ii), (iii), (iv) and (xii).

“Joint Powers Agreement” means that certain Joint Exercise of Powers Agreement, dated June 6, 1989, between the District and Diablo Water District (formerly known as the Oakley Water District), as originally executed and as amended or supplemented from time to time in accordance with its terms.

“Maximum Annual Debt Service” means, for purposes of the Trust Agreement, the greatest amount of principal and interest becoming due and payable in any Fiscal Year, including the Fiscal Year in which the calculation is made, on all Bonds then Outstanding.

“Plant” means the water treatment plant constructed, operated and maintained at the Site, and the financing, construction, maintenance and operation of any other public capital improvements in accordance with the Joint Powers Agreement.

“Rebate Fund” means the fund by that name established pursuant to the Trust Agreement.

“Rebate Requirement” means the Rebate Requirement as defined in the Tax Certificate.

“Rental Payments” means all base rental payments and additional rental payments, and other moneys paid by the District and received by the Authority pursuant to the Facility Lease, as it may from time to time be amended.

“Reserve Account Requirement” means, as of any date of calculation, an amount equal to the least of (i) Maximum Annual Debt Service on all Bonds then Outstanding, (ii) for each Fiscal Year 125% of the average principal and interest becoming due and payable (excluding accrued interest) on all Bonds then Outstanding, and (iii) 10% of the initial proceeds of Bonds then Outstanding, in each case as of such date.

“Revenues,” for purposes of the Facility Lease and Trust Agreement, means all Rental Payments and all other moneys received by the Authority from the District pursuant to the Facility Lease, including all interest or other income from any investment of any money in any fund or account (other than the Rebate Fund), excluding any payments received in connection with indemnification rights under the Facility Lease.

“2002 Series A Bonds” means the Authority’s Water Treatment Revenue Refunding Bonds, 2002 Series A.

“2012 Series A Bonds” means the Authority’s Water Treatment Revenue Refunding Bonds, 2012 Series A.

“Site” means that term as defined in the Facility Lease.

“Site Lease” means that certain Site Lease, executed and entered into as of May 15, 1990, by and between the District and Diablo Water District (together, as Lessor) and the Authority, as originally executed and entered into and as it may from time to time be amended in accordance with its terms.

“Supplemental Trust Agreement” means any trust agreement then in full force and effect which has been duly executed and delivered by the Authority and the Trustee mandatory hereof of supplemental hereto; but only if and to the extent that such Supplemental Trust Agreement is specifically authorized.

“System” means the entire water system of the District and all of the facilities thereof, including all facilities for the storage, transmission, treatment or distribution of water (excluding the generation or

transmission of electric power), together with all additions, betterments, extensions or improvements to said system or any part thereof.

“System Revenues” means all charges received for, and all other income and receipts derived by the District (including payments under the Joint Powers Agreement) from, the operation of the System or arising from the System, together with any receipts derived from the sale of any property pertaining to the system or incidental to the operation of the System, together with all interest, profits and other income derived from the investment of moneys in any fund or account under the Resolution (other than any fund established pursuant to a Tax Certificate) or any other fund or account established by the District (including interest income from the investment of moneys in deferred compensation funds) but exclusive of any moneys derived from the levy or collection of taxes or assessments by the District.

“Tax Certificate” means the Tax Certificate delivered by the Authority at the time of issuance and delivery of a series of Bonds, as the same may be amended or supplemented in accordance with its terms.

“Trust Agreement” means the Trust Agreement, dated as of May 15, 1990, and supplemented as of August 1, 2012, between the Authority and the Trustee thereunder, as originally executed and as it may from time to time be amended or supplemented by all Supplemental Trust Agreements.

JOINT EXERCISE OF POWERS AGREEMENT

General

The Joint Powers Agreement provides for the formation of the Contra Costa Water Authority to provide for the joint exercise of powers common to the District and Diablo Water District for the purpose of providing for the financing, construction, maintenance and operation of public capital improvements, including without limitation the financing, construction, maintenance and operation of the Plant. The Joint Powers Agreement enables the Authority to exercise the power to acquire, construct, operate and maintain the Project and to issue revenue bonds necessary to finance the Project. The Joint Powers Agreement became effective June 6, 1989 and will continue in full force and effect until terminated by the written agreement of the District and Diablo Water District.

Indebtedness of Authority

The District is solely responsible for authorization and payment of any indebtedness of the Authority. Diablo Water District shall not be responsible for any contractual obligation, liability, indebtedness or expense of the Authority and the District shall indemnify and hold harmless Diablo Water District from any such responsibility.

Operation and Maintenance

The District shall operate the Plant in accordance with the provisions of the Joint Powers Agreement and shall maintain the Plant in good condition and repair and in compliance with the requirements of all applicable governmental agencies.

Financing

The District is responsible for the payment of capital costs of the Plant initially constructed, of any enlargement or modification thereof, and all costs of replacement, repair, maintenance and operation. The District, through the Authority or otherwise, shall have the responsibility to arrange for the financing

of such capital costs; provided, however, that such financing shall be structured by the District so that, in the District's judgment, it offers the lowest practicable net interest cost.

Payment Obligations of Diablo Water District

Diablo Water District is required to reimburse the District for a percentage of the capital costs of the Plant calculated in proportion to the amount of water capacity which the Diablo Water District is to receive. Diablo Water District will reimburse the District for 30.0 percent (30%) of the capital costs of the Plant in return for the allocation of 15 mgd of the initial capacity of the Plant. The Joint Powers Agreement does, under certain circumstances, provide for the increase in Diablo Water District's payment obligations if the capacity of the Plant allocated to Diablo Water District is increased. Diablo Water District is also required to reimburse the District for 35.5% of the annual debt service costs. The Joint Powers Agreement also provides for credits for overseeing the initial Plant and for paying continuing costs of the operation and maintenance of the Plant.

Other Projects

The District and Diablo Water District may by written agreement jointly authorize the Authority to assist either of them in financing, constructing, operating and maintaining any capital improvement in addition to the Plant for the purpose of supplying, treating, storing or conserving water. Neither party bears any cost or is under any liability with respect to such a project except as expressly provided in the authorizing agreement.

SITE LEASE

General

Under the Site Lease, dated as of May 15, 1990, the District and Diablo Water District, as lessor, leases the project site and any improvements constructed thereon to the Authority, as lessee.

Term

The term of the Site Lease commenced May 15, 1990, or the date the site lease is recorded, whichever is later, and ends on October 10, 2020, unless such term is sooner terminated. If prior to October 10, 2020, all base rental payments and additional rental for the Leased Premises under the Facility Lease shall have been paid, or ten days after written notice by the lessor to the Authority, whichever is earlier.

Consideration

As consideration for the performance of the lessor's obligations, the Authority agrees to pay to the lessor the sum of one dollar and agrees to issue the Bonds to finance the Project and to acquire or cause to be acquired the Project.

Right of Entry

The lessor reserves the right for any of its duly authorized representatives to enter upon the leased premises, which consists of the Site and any improvements constructed thereon, at any reasonable time to inspect the same or to make any repairs, improvements or changes necessary for the preservation thereof.

Termination

The Authority agrees, upon termination of the Site Lease, to quit and surrender the leased premises in the same good order and condition as the same was in at the time of commencement, reasonable wear and tear excepted, and agrees that any permanent improvements existing upon the leased premises at the time of the termination hereof shall remain thereon and title thereto shall vest in the lessor.

FACILITY LEASE

General

Under the Facility Lease, originally dated as of May 15, 1990, as amended and restated as of May 1, 1993, and as supplemented by a Second Supplemental Facility Lease (the "Supplemental Facility Lease"), dated as of August 1, 2012, the Authority leases to the District the Project and the Site. The District agrees that it will enter on and occupy the Site and use the Project for public purposes for the treatment, storage, conveyance or supply of water in accordance with the provisions of the Joint Powers Agreement.

Term

The term of the Facility Lease commenced on May 15, 1990. The District agrees that it will enter on and occupy the Site and use the Project for public purposes for the treatment, storage, conveyance or supply of water in accordance with the provisions of the Joint Powers Agreement.

Rental Payments

The District agrees to pay the Authority, its successors or assigns, without deduction or offset of any kind, but solely from Net Revenues, as rental for the use and occupancy of the Site and the Project, the following amounts at the following time:

(a) Base Rental. The District shall pay to the Authority as base rental, rental payments in accordance with the base rental payment schedule set forth in Exhibit B to the Supplemental Facility Lease. The Authority agrees to use all base rental payments received from the District for the payment of the interest on and principal of the Bonds. Each base rental payment shall be due on April 1 and October 1 of each year, as provided in said base rental payment schedule, and continuing until the end of the term of the Supplemental Facility Lease and shall be payable on the 25th day of the month next preceding such due date. Each payment of base rental shall be for the use and occupancy of the Site and the Project for the period ending on the last day of the month in which such payment is payable.

(b) Additional Rental. The District shall pay to the Authority as Additional Rental such amounts in each year as shall be required by the Authority for the payment of all costs and expenses incurred by the Authority in connection with the execution, performance, enforcement, or assignment of the Facility Lease, the Trust Agreement (including amounts necessary to make Reserve Account Requirement payments thereunder), the rights to the use and occupancy of the Site and the Project and the lease of the rights to use and occupancy of the Site and the Project to the District, including but not limited to payment of all fees, costs and expenses and the administrative costs of the Authority in connection with the Site and the Project.

Each payment of base rental and additional rental for each rental payment period during the term of the Facility Lease shall constitute the total rental for such rental payment period, and shall be paid by the District in each rental payment period for and in consideration of the right to the use and occupancy,

and the continued quiet enjoyment, of the Site and the Project during the rental payment period for which such rental is paid. The Authority and the District have agreed and determined that such rental represents the fair rental value of the Site and the Project. In making such determination, consideration has been given to the costs of the acquisition and construction of the Project to be financed by the Authority with the proceeds of the Bonds, the other obligations of the parties under the Facility Lease, the uses and purposes which may be served by the Site and the Project and the benefits therefrom which will accrue to the District and the residents of the District and the general public.

Obligations Unconditional

The obligations of the District are absolute and unconditional, notwithstanding any other provision of the Facility Lease. Until all payments are made, the District:

- (a) will pay all amounts required without abatement, deduction or set-off except as otherwise expressly provided in the Facility Lease;
- (b) will not suspend or discontinue any payments for any reason whatsoever, including, without limitation, any right of setoff or counterclaim;
- (c) will perform and observe all its other agreements contained in the Facility Lease; and
- (d) except as provided in the Facility Lease, will not terminate the Facility Lease for any cause including, without limiting the generality of the foregoing, damage, destruction or condemnation of the Project or the Site or any part thereof, commercial frustration of purpose, any change in the tax or other laws of the United States of America or the State of California, or any political subdivision thereof or any failure of the Authority to perform and observe any agreement, whether express or implied, or any duty, liability or obligation arising out of or connected with the Facility Lease.

The rights of the Authority or any party or parties on behalf of whom the Authority is acting shall not be subject to any defense, setoff, counterclaim or recoupment whatsoever, whether arising out of any breach of any duty or obligation of the Authority owing to the District, or by reason of any other indebtedness or liability at any time owing by the Authority to the District.

Prepayment

The District shall have the right, so long as all amounts that have become due have been paid, at any time or from time to time to prepay all or any part of its obligations and the Authority agrees to accept such prepayments when the same are tendered. All such prepayments (and the additional payment of any amount necessary to pay the applicable premium, if any, payable upon the redemption of the Bonds) shall be deposited with the Trustee and, at the request of and as determined by the District, credited against payments due under the Facility Lease or used for the redemption of Outstanding Bonds in the manner and subject to the terms and conditions set forth in the Facility Lease and in the Trust Agreement. Notwithstanding any such prepayment, as long as the Base Rental or any Additional Rental required to be paid remain unpaid, the District shall not be relieved of its obligations under the Facility Lease.

Liability of District Limited to Net Revenues

Notwithstanding anything in the Facility Lease contained, the District shall not be required to advance any moneys derived from any source other than the Net Revenues for any of the purposes

mentioned in the Facility Lease, whether for the payment of Rental Payments or for any other purpose of the Facility Lease.

Changes to Site

The District has the right during the term of the Facility Lease to make improvements to the Site and the Project and to attach any fixtures, structures or signs to the Site and the Project if such improvements, fixtures, structures or signs are necessary or beneficial for the use of the Site or the Project by the District; provided, that such fixtures, structures or signs shall not be part of the Project and that such actions by the District shall not materially adversely affect the operation of the Site and the Project for the purpose intended.

Insurance

The District will maintain insurance on the Project with responsible insurers in such amounts and against such risks as are usually covered in connection with facilities similar to the Project, as long as such insurance is available on open market from responsible insurance companies at reasonable cost; and if such insurance is not available on the open market from responsible insurance companies at reasonable cost, the District will self-insure in the amounts and against the risks in accordance with the standards contained in the Facility Lease. The District shall use the proceeds of such insurance either to rebuild the Project or to redeem Bonds pursuant to the Trust Agreement.

Covenants of the District and the Authority

Against Encumbrances

The District will not mortgage or otherwise encumber, pledge or place any charge upon the System, the Project or the Site or any part thereof, and the District will not create any pledge, lien or charge upon any of the Net Revenues except only as permitted in the Resolution.

Maintenance and Operation of System

The District will maintain and preserve the System and the Plant in good repair and working order at all times, and will operate the System and the Plant in an efficient and economical manner.

Against Sale or Other Disposition of Property

The District will not sell, lease or otherwise dispose of the System or Plant or any part thereof essential to the proper operation of the System or to the maintenance of the Net Revenues. The District will not enter into any lease or agreement which impairs the operation of the System or any part thereof necessary to secure adequate Net Revenues for the payment of the principal of and interest on the Bonds, or which would otherwise impair the rights of the Bondholders with respect to the Net Revenues and the operation of the System or Plant.

Rates and Charges; Debt Coverage

So long as any of the Bonds are outstanding, the District will fix, charge and collect, or cause to be fixed, charged and collected, such rates, fees and charges for the use of and for the services furnished or to be furnished by the System which, together with all other receipts and revenues of the District, as will produce sufficient Net Revenues in each Fiscal Year so that (i) the Debt Service Coverage Ratio at the end of each such Fiscal Year is not less than 1.25:1.0, and (ii) the Obligation Service Coverage Ratio at the end of such Fiscal Year is not less than 1.0:1.0. The District may make adjustments from time to time in such rates, fees and charges and may make such classifications thereof as it deems necessary, but

shall not reduce such rates, fees and charge below those then in effect unless the Net Revenues from such reduced rates will at all times be sufficient to meet such requirements. In addition, so long as the Bonds are Outstanding, when calculating Maximum Annual Debt Service for purposes of the Resolution, the District shall disregard Sections (a), (b) and (c) of the definition of Maximum Annual Debt Service, and variable rate indebtedness shall be assumed to bear interest at the highest of: (i) the actual rate on the date of calculation, or if the indebtedness is not yet outstanding, the initial rate (if established and binding), (ii) if the indebtedness has been outstanding for at least twelve months, the average rate over the twelve months immediately preceding the date of calculation, and (iii) (1) if the interest on the indebtedness is excludable from gross income under the applicable provisions of the Internal Revenue Code, the most recently published Bond Buyer 25 Bond Revenue Index (or comparable index if no longer published) plus fifty (50) basis points, or (2) if the interest is not so excludable, the interest rate on direct U.S. Treasury obligations with comparable maturities plus fifty (50) basis points.

Tax Covenants

The Authority covenants and agrees that it has not taken and will not take any action which results in interest paid on the Bonds being included in the federal gross income of the holders of the Bonds for purposes of federal income taxation; the District covenants and agrees that it has not taken or permitted to be taken any action which results in interest paid on the Bonds to be includable in gross income for federal income tax purposes.

Against Indebtedness Payable from Net Revenues.

The District shall not issue any obligations or securities, however denominated, payable in whole or in part from Net Revenues except as provided in the Resolution.

Continuing Disclosure.

The District covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement relating to the 2012 Series A Bonds. Notwithstanding any other provision of the Facility Lease, failure of the District to comply with the Continuing Disclosure Agreement shall not be considered a breach or event of default; however, any registered owner of 2012 Series A Bonds or Beneficial Owner may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District, to comply with its obligations. For purposes of this paragraph, "Beneficial Owner" means any person which has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any 2012 Series A Bonds (including persons holding 2012 Series A Bonds through nominees, depositories or other intermediaries).

Events of Default and Remedies

(a) If default shall be made by the District in the observance or performance of any agreement, condition, covenant or term contained in the Facility Lease required to be observed or performed by it or upon the happening of any of the events specified in subsection (b) below, then it shall be lawful to the Authority or its assignee to exercise any and all remedies available or granted to it pursuant to law or under the Facility Lease. Upon the breach of any agreement, condition, covenant or term contained in the Facility Lease required to be observed or performed by the District, the Authority or its assignee may exercise any and all rights of entry upon or possession of the Site and the Project, and also, at its option, with or without such entry, may terminate the Facility Lease. In the event of such default and notwithstanding any entry by the Authority, the Authority may at any time thereafter, with or without notice and demand and without limiting any other rights or remedies the Authority may have:

(1) Declare all remaining rental payments under the Facility Lease to be immediately due and payable, and upon such declaration the same shall become immediately due and payable.

(2) Maintain the Facility Lease in full force and effect and recover rent and other monetary charges as they become due without terminating the District's right to possession, regardless of whether or not the District has abandoned the Site and the Project. In the event the Authority elects not to terminate the Facility Lease, it shall have the right to attempt to relet the Site and the Project at such rent, upon such conditions and for such term, and to do all other acts to maintain or preserve the Site and the Project, including the removal of persons or property therefor or taking possession thereof, as the Authority deems desirable or necessary, provided that such actions shall not be deemed to terminate the Facility Lease and the District shall continue to remain liable for any deficiency that may arise out of such subletting, payable at the same time and manner as provided for base rental.

(3) Terminate the District's right to possession by giving a written notice of termination to the District. On the date specified in such notice (which shall be not less than three (3) days after the giving of such notice) the District's right to possession and the Facility Lease shall terminate and the District shall surrender possession of the Site and the Project to the Authority, unless on or before such date all arrears of rental and all other sums payable by the District under the Facility Lease, and all costs and expenses incurred by or on behalf of the Authority under the Facility Lease, shall have been paid by the District and all other defaults or breaches by the District at the time existing shall have been fully remedied to the satisfaction of the Authority. Upon such termination, the Authority may recover, in addition to all other damages available by contract or at law, from the District: (i) the worth at the time of award of the unpaid rental which had been earned at the time of termination; (ii) the worth at the time of award of the amount by which the unpaid rental which would have been earned after termination until the time of award exceeds the amount of such rental loss that the District proves could have been reasonably avoided; (iii) the worth at the time of award of the amount by which the unpaid rental for the balance of the term of the Facility Lease after the time of award exceeds the amount of such rental loss that the District proves could be reasonably avoided; and (iv) any other amount necessary to compensate the Authority for all the detriment proximately caused by the District's failure to perform its obligations under the Facility Lease or which in the ordinary course of things would be likely to result therefrom.

(b) In addition to any default resulting from breach by the District of any agreement, condition, covenant or term of the Facility Lease, if (1) the District's interest or any part thereof be assigned, sublet or transferred without the written consent of the Authority, either voluntarily or by operation of law; or (2) the District shall file any petition or institute any proceedings under any act or acts, state or federal, dealing with or relating to the subject of bankruptcy or insolvency or under any amendment of such act or acts, either as a bankrupt or as an insolvent or as a debtor or in any similar capacity, wherein or whereby the District asks or seeks or prays to be adjudicated a bankrupt, or is to be discharged from any or all of its debts or obligations, or offers to its creditors to effect a composition or extension of time to pay its debts, or asks, seeks or prays for a reorganization or to effect a readjustment of its debts or for any other similar relief, or if the District shall make a general or any assignment for the benefit of its creditors; (3) the District is in default in connection with any Parity Obligations, or (4) the District shall abandon or vacate the Site and the Project or any part thereof; then in each and every such case the District shall be deemed to be in default.

The Authority shall in no event be in default in the performance of any of its obligations unless and until it shall have failed to perform such obligation within thirty (30) days or such additional time as is reasonably required to correct any such default after notice by the District to it properly specifying wherein it has failed to perform such obligation.

TRUST AGREEMENT

General

The Trust Agreement sets forth the terms of the Bonds, the application of the Bond proceeds, the nature and extent of the security for the Bonds, various rights of the Bondholders, rights, duties and immunities of the Trustee and the rights and the obligations of the Authority. Certain provisions of the Trust Agreement are summarized below. Other provisions are summarized in this Official Statement under the caption "THE 2012 SERIES A BONDS" and "SECURITY AND SOURCES OF PAYMENT FOR THE 2012 SERIES A BONDS". These summaries do not purport to be complete or definitive and are qualified in their entireties by reference to the full terms of the Trust Agreement.

Establishment of Funds and Accounts

The Trust Agreement creates the Revenue Fund (and within such fund the Interest Account, Principal Account and Reserve Account), the Redemption Fund and the Rebate Fund, all of which are to be held and applied by the Trustee in accordance with the provisions of the Trust Agreement.

Pledge and Assignment

All revenues and other amounts (including proceeds of the sale of the Bonds) held by the Trustee in any fund or account established under the Trust Agreement (other than amounts on deposit in the Rebate Fund) are irrevocably pledged to the payment of the interest and premium, if any, on and principal of the Bonds, and the Revenues shall not be used for any other purpose while any of the Bonds remain Outstanding; provided, however, that out of the Revenues and other moneys there may be applied such sums to such purposes as are permitted under the Trust Agreement. This pledge shall constitute a first pledge of and charge and lien upon the Revenues and all other moneys on deposit in the funds and accounts established under the Trust Agreement (other than amounts on deposit in the Rebate Fund) for the payment of the interest on and principal of the Bonds. The Authority assigns to the Trustee all of the Authority's rights and remedies under the Facility Lease.

Allocation of Revenues

So long as any Bonds are Outstanding, the Trustee shall transfer moneys from the Revenue Fund to the following respective accounts in the following amounts, in the following order of priority, the requirements of each such fund (including the making up of any deficiencies in any such fund resulting from lack of Revenues sufficient to make any earlier required deposit) at the time of deposit to be satisfied before deposit is made to any fund subsequent in priority:

First: To the Interest Account, at least one Business Day before each interest payment date, an amount sufficient, together with any balance on hand in the Interest Account, to pay interest becoming due and payable on the Bonds on such interest payment date;

Second: To the Principal Account, (i) at least one Business Day before each principal payment date, an amount sufficient, together with any balance on hand in the Principal Account, to pay principal becoming due and payable on the Bonds on such principal payment date, and (ii) at least one Business Day prior to each date on which a Mandatory Sinking Account Payment is due, an amount sufficient, together with any balance on hand in the Principal Account, to pay the Mandatory Sinking Account Payment required to be paid on such date; and

Third: To the Reserve Account, except as otherwise provided in the Trust Agreement, upon the occurrence of any deficiency therein, on the first Business Day of each January, April, July, and October, one-fourth (1/4th) of the amount of such deficiency until the balance in the Reserve Account is at least equal to the Reserve Account Requirement.

Interest Account

All amounts in the Interest Account shall be used and withdrawn by the Trustee solely for the purpose of paying interest on the Bonds as it shall become due and payable (including accrued interest on any Bonds purchased or redeemed prior to maturity pursuant to the Trust Agreement).

Principal Account

All amounts in the Principal Account shall be used and withdrawn by the Trustee solely for the purposes of paying the principal of the Bonds when due and payable, except that all amounts in the Sinking Accounts shall be used and withdrawn by the Trustee solely to purchase or redeem or pay at maturity Term Bonds, as provided in the Trust Agreement.

Reserve Account

All amounts in the Reserve Account (including all amounts which may be obtained from letters of credit and insurance policies on deposit in the Reserve Account as described below) shall be used and withdrawn by the Trustee solely for the purpose of making up any deficiency in the Interest Account or the Principal Account, or (together with any other moneys available therefor) for the payment or redemption of all Bonds then Outstanding. Any cash amounts in the Reserve Account in excess of the Reserve Account Requirement shall be transferred by the Trustee to the Authority on or before the first day of each month.

(A) In lieu of making the Reserve Account Requirement deposit, or in replacement of moneys then on deposit in the Reserve Account (which shall be transferred by the Trustee to the Authority), the Authority may deliver to the Trustee an irrevocable letter of credit issued by a financial institution having unsecured debt obligations rated in one of the two highest rating categories of Moody's Investors Service and Standard & Poor's Corporation, in an amount, together with moneys, Investment Securities or insurance policies on deposit in the Reserve Account, equal to the Reserve Account Requirement. Such letter of credit shall have a term no less than three (3) years. At least one year prior to the stated expiration of such letter of credit, the Authority shall either (i) deliver a replacement letter of credit, (ii) deliver an extension of the letter of credit for at least an additional year, or (iii) deliver to the Trustee an insurance policy satisfying the requirements of subsection (B) below. Upon delivery of such replacement letter of credit, extended letter of credit, or insurance policy, the Trustee shall deliver the then-effective letter of credit to or upon the order of the Authority. If the Authority shall fail to deposit a replacement letter of credit, extended letter of credit or insurance policy with the Trustee, the Authority shall immediately commence to make quarterly deposits with the Trustee so that an amount equal to the Reserve Account Requirement is on deposit in the Reserve Account no later than the stated expiration date of the letter of credit. If a drawing is made on the letter of credit, the Authority shall make such payments as may be required by the terms of the letter of credit or any obligations related thereto (but no less than quarterly pro rata payments) so that the letter of credit shall, absent the delivery to the Trustee of an insurance policy satisfying the requirements of subsection (B) below or the deposit in the Reserve Account of an amount sufficient to increase the balance in the Reserve Account to the Reserve Account Requirement, be reinstated in the amount of such drawing within one year of the date of such drawing.

(B) In lieu of making the Reserve Account Requirement, or in replacement of moneys then on deposit in the Reserve Account (which shall be transferred by the Trustee to the Authority), the Authority may also deliver to the Trustee an insurance policy securing an amount, together with moneys, Investment Securities or letters of credit on deposit in the Reserve Account, no less than the Reserve Account Requirement issued by an insurance company whose claims paying ability is rated in one of the two highest rating categories of Moody's Investors Service and Standard & Poor's Corporation. In the event that such insurance policy for any reason lapses or expires, the Authority shall immediately implement (i) or (iii) of the preceding paragraph or make the required deposits to the Reserve Account.

Redemption Fund

All moneys deposited by the Authority with the Trustee for the purpose of optionally redeeming Bonds shall, unless otherwise directed by the Authority, be deposited in the Redemption Fund. All amounts deposited in the Redemption Fund shall be used and withdrawn by the Trustee solely for the purpose of redeeming Bonds of any Series, in the manner, at the times and upon the terms and conditions specified in the Trust Agreement pursuant to which the Series of Bonds was created; provided that, at any time prior to giving such notice of redemption, the Trustee shall, upon receipt of a Request of the Authority, apply such amounts to the purchase of Bonds at public or private sale, as and when and at such prices (including brokerage and other charges, but excluding accrued interest, which is payable from the Interest Account) as is directed by the Authority, except that the purchase price (exclusive of accrued interest) may not exceed the redemption price then applicable to such Bonds.

Rebate Fund

Within the Rebate Fund, the Trustee shall maintain such accounts as are specified by the Tax Certificate. Subject to the transfer provisions provided in the Trust Agreement, all money at any time deposited in the Rebate Fund shall be held by the Trustee in trust, to the extent required to satisfy the Rebate Requirement (as defined in the Tax Certificate), for payment to the federal government of the United States of America, and neither the Authority, the District nor the holder of any Bond shall have any rights in or claim to such money. All amounts deposited into or on deposit in the Rebate Fund shall be governed by the Trust Agreement and by the Tax Certificate. The Trustee shall be deemed conclusively to have complied with such provisions if it follows the written directions of the Authority including supplying all necessary information in the manner provided in the Tax Certificate to the extent such information is reasonably available to the Trustee, and shall have no liability or responsibility to monitor or enforce compliance by the Authority with the terms of the Tax Certificate.

Upon the Authority's written direction, an amount shall be deposited to the Rebate Fund by the Trustee from deposits by the Authority or the District if and to the extent required, so that the balance of the Rebate Fund after such deposit shall equal the Rebate Requirement. Computations of the Rebate Requirement shall be furnished by or on behalf of the Authority in accordance with the Tax Certificate.

Notwithstanding any other provision of the Trust Agreement, the obligation to remit the Rebate Requirement to the United States and to comply with all other requirements shall survive the defeasance or payment in full of the Bonds.

Investment of Moneys in Funds and Account

All moneys in any of the funds and accounts held by the Trustee and established pursuant to the Trust Agreement shall be invested solely as directed by the Authority solely in Investment Securities. Investment Securities may be purchased solely at such prices as shall be directed by the Authority. All Investment Securities shall, as directed by the Authority, be acquired subject to the limitations set forth in

the Trust Agreement and such additional limitations or requirements consistent with the foregoing as may be established by Request of the Authority.

Moneys in the Reserve Account shall be invested in Investment Securities maturing within five years of the date of such investment. Moneys in the remaining funds and accounts shall be invested in Investment Securities maturing not later than the date on which it is estimated that such moneys will be required by the Trustee.

Unless otherwise provided in a Supplemental Trust Agreement, all interest, profits and other income received from the investment of moneys in the Acquisition Fund shall be deposited when received in such fund. All interest, profits and other income received from the investment of moneys in the Rebate Fund shall be deposited when received in such fund. All interest, profits and other income received from investment of moneys in the Interest Account and Principal Account shall be retained in such accounts of the Revenue Fund. All interest, profits and other income received from the investment of moneys in any other fund or account established pursuant to the Trust Agreement (1) prior to the delivery of a Written Request of the Authority evidencing completion of the Project, shall be deposited when received in the Acquisition Fund, and (2) after delivery of such request shall be deposited when received in the Revenue Fund; provided that the balance in the Reserve Account is at least equal to the Reserve Account Requirement. Notwithstanding anything to the contrary contained in this paragraph, an amount of interest received with respect to any Investment Security equal to the amount of accrued interest, if any, paid as part of the purchase price of such Investment Security shall be credited to the fund or account from which such accrued interest was paid.

All Investment Securities credit to the Reserve Account shall be valued as of June 30 of each year (or the next succeeding business day if such day is not a Business Day) at their fair market value.

Covenants of the Authority and the Trustee

Maintenance of Existence, Payment and Performance

The Authority will maintain its powers, functions, duties, obligations and existence so long as any Bonds remain Outstanding, and will not at any time voluntarily do, suffer or permit any act or thing the effect of which would be to hinder, delay or imperil the payment of principal of and interest and redemption premium, if any, on the Bonds, or any of the covenants contained in the Trust Agreement.

The Authority will punctually pay out of the Revenues the principal of and interest on and redemption premium, if any, to become due on every Bond in strict conformity with the terms of the Trust Agreement and of the Bonds, and will faithfully observe and perform all the agreements and covenants to be observed and performed by the Authority contained in the Trust Agreement and in the Bonds.

Against Encumbrances

The Authority will not make any pledge of or place any charge or lien upon the Revenues except as provided in the Trust Agreement, and will not issue any bonds, notes or obligations payable from the Revenues or secured by a pledge of or charge or lien upon the Revenues except the Bonds.

Amendment of the Trust Agreement

The Trust Agreement and the rights and obligations of the Authority and the Holders may be amended at any time by a Supplemental Trust Agreement which shall become binding when the written consents of the Holders of a majority in aggregate principal amount of the Bonds then Outstanding,

exclusive of bonds disqualified as provided in the Trust Agreement, are filed with the Trustee. No such amendment shall (1) extend the maturity of or reduce the interest rate on or amount of interest on or principal or redemption premium, if any, on any Bond without the express written consent of the Holder of such Bond, or (2) permit the creation by the Authority of any pledge of or charge or lien upon the Revenues as provided in the Trust Agreement superior to or on a parity with the pledge, charge and lien created in the Trust Agreement for the benefit of the Bonds, or (3) reduce the percentage of Bonds required for the written consent to any such amendment, or (4) modify any rights or obligations of the Trustee, the Authority, the District or the Diablo Water District without their prior written assent thereto, respectively.

The Trust Agreement and the rights and obligations of the Authority and of the Holders may also be amended at any time by a Supplemental Trust Agreement which shall become binding upon adoption without the consent of any Holders, but only to the extent permitted by law and after receipt of an approving Opinion of Counsel, for any purpose that will not in the judgment of the Trustee materially adversely affect the interests of the Holders, including (without limitation) for any one or more of the following purposes:

(a) to add to the agreements and covenants required to be performed by the Authority other agreements and covenants thereafter to be performed by the Authority, or to surrender any right or power reserved to or conferred on the Authority;

(b) to make such provisions for the purpose of curing any ambiguity or of correcting, curing or supplementing any defective provision contained in the Trust Agreement or in regard to questions arising thereunder which the Authority may deem desirable or necessary and not inconsistent therewith;

(c) to provide for the issuance of any Additional Bonds and to provide the terms of such Additional Bonds (including provisions necessary for the issuance of variable rate bonds), subject to the conditions and upon compliance with the procedure set forth in the Trust Agreement (which shall be deemed not to adversely affect Holders); or

(d) to add to the agreements and covenants required in the Trust Agreement, such agreements and covenants as may be necessary to qualify the Trust Agreement under the Trust Indenture Act of 1939.

Events of Default and Remedies

Events of Default and Acceleration of Maturities

If one or more of the following events (herein called “events of default”) shall happen, that is to say:

(a) if default shall be made by the Authority in the due and punctual payment of the interest on any Bond when and as the same shall become due and payable;

(b) if default shall be made by the Authority in the due and punctual payment of the principal of or redemption premium, if any, on any Bond when and as the same shall become due and payable, whether at maturity as therein expressed or by proceeding for redemption;

(c) if default shall be made by the Authority in the performance of any of the agreements or covenants required in the Trust Agreement to be performed by the Authority, and such default shall have continued for a period of sixty (60) days after the Authority shall have been given notice in writing or such default by the Trustee; or

(d) if the Authority shall file a petition or answer seeking arrangement or reorganization under the federal bankruptcy laws or any other applicable law of the United States of America or any state therein, or if a court of competent jurisdiction shall approve a petition filed with or without the consent of the Authority seeking arrangement or reorganization under the federal bankruptcy laws or any other applicable law of the United States of America or any state therein, or if under the provisions of any other law for the relief or and of debtors, any court of competent jurisdiction shall assume custody or control of the Authority or of the whole or any substantial part of its property;

then and in each and every such case during the continuance of such event of default the Trustee, may, and upon the written request of the Holders of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds then Outstanding shall, by notice in writing to the Authority, declare the principal of all Bonds then Outstanding and the interest accrued thereon to be due and payable immediately, and upon any such declarations the same shall become due and payable. The Trustee shall promptly notify all Holders of any such event of default which is continuing. Such notice shall include a reference to or a summary of the rights and remedies available to the Holders as set forth in the Trust Agreement.

If at any time after the principal of the Bonds then Outstanding shall have been so declared due and payable and before any judgment or decree for the payment of the money due shall have been obtained or entered the Authority shall deposit with the Trustee a sum sufficient to pay all matured interest on all the Bonds and all principal of the Bonds matured prior to such declarations, with interest at the rate borne by such Bonds on such overdue interest and principal, and the reasonable expenses of the Trustee, including those of its attorneys, and any and all other defaults known to the Trustee (other than in the payment of interest on and principal of the Bonds due and payable solely by reason of such declaration) shall have been made good or cured to the satisfaction of the Trustee or provision deemed by the Trustee to be adequate shall have been made therefor, then and in every such case the Holders of not less than fifty-one percent (51%) in aggregate principal amount of Bonds then Outstanding, by written notice of the Authority and to the Trustee, may on behalf of the Holders of all the Bonds then Outstanding rescind and annul such declaration and its consequences; but no such rescission and annulment shall extend to or shall affect any subsequent default or shall impair or exhaust any right or power consequent thereon.

Application of Funds Upon Acceleration

All moneys in the accounts and funds established under the Trust Agreement (other than the Rebate Fund) upon the date of the declaration of acceleration by the Trustee and all Revenues thereafter received by the Authority shall be transmitted to the Trustee and shall be applied by the Trustee in the following order:

First, to the payment of the costs and expenses of the Holders in providing for the declaration of such event of default, including reasonable compensation to their accountants and counsel, and to the payment of the costs and expense of the Trustee, if any, in carrying out the provisions required by the Trust Agreement, including reasonable compensation to its accountants and counsel; and

Second, upon presentation of the several Bonds, and the stamping thereon of the amount of the payment if only partially paid or upon the surrender thereof if fully paid, to the payment of the whole amount then owing and unpaid upon the Bonds for interest and principal, with (to the extent permitted by law) interest on the overdue interest and principal at the rate borne by such Bonds, and in case such money shall be insufficient to pay in full the whole amount so owing and unpaid upon the Bonds, then the payment of such interest, principal and (to the extent permitted by law) interest on overdue interest and principal without preference or priority among such interest, principal and interest on overdue interest and principal ratably to the aggregate of such interest, principal and interest on overdue interest and principal.

Legal Proceedings by Trustee

The Trustee may, and upon the written request of the Holders of a majority in principal amount of the Bonds then Outstanding shall, proceed to protect or enforce its rights or the rights of the Holders of Bonds under the Trust Agreement by a suit in equity or action at law, either for the specific performance of any covenant or agreement contained in the Trust Agreement, or in aid of the execution of any power in the Trust Agreement granted, or by mandamus or other appropriate proceedings for the enforcement of any other legal or equitable remedy as the Trustee shall deem most effectual in support of any of its rights and duties.

Limitation on Bondholder's Right to Sue

No Holder of any Bond shall have the right to institute any suit, action or proceeding at law or equity, for any remedy under or upon the Trust Agreement, unless (a) such Holder shall have previously given to the Trustee written notice of the occurrence of an event of default; (b) the Holders of at least a majority in aggregate principal amount of all the Bonds then Outstanding shall have made written request upon the Trustee to exercise the powers granted or to institute such suit, action or proceeding in its own name; (c) said holders shall have tendered to the Trustee reasonable security or indemnity against the costs, expenses and liabilities to be incurred in compliance with such request; and (d) the Trustee shall have refused or omitted to comply with such request for a period of sixty (60) days after such request shall have been received by, and said tender of indemnity shall have been made to, the Trustee.

Such notification, request, tender of indemnity and refusal or omission are conditions precedent to the exercise by any owners of Bonds of any remedy under the Trust Agreement and no one or more owners of Bonds shall have any right in any manner whatever by his or their action to enforce any right under the Trust Agreement, except in the manner provided therein, and that all proceedings at law or in equity to enforce any provision of the Trust Agreement shall be instituted, had and maintained in the manner in the Trust Agreement provided and of the equal benefit of all Holders of the Outstanding Bonds.

Discharge of Trust Agreement

Bonds of any Series may be paid by the Authority in any of the following ways; provided that the Authority also pays or causes to be paid any other sums payable by the Authority and related to the respective Series:

- (a) by paying or causing to be paid the principal or Redemption Price of an interest on Bonds Outstanding of the Series, as and when the same become due and payable;
- (b) by depositing with the Trustee, in trust, at or before maturity, money or securities in the necessary amount to pay or redeem Bonds Outstanding of the Series; or
- (c) by delivering to the Trustee, for cancellation by it, Bonds Outstanding of the Series.

The money held by the Trustee for the payment of the interest, principal or premium, if any, due on any date with respect to particular Bonds (or portions of Bonds in the case of registered Bonds redeemed in part only) shall, on and after such date and pending such payment, be set aside on its books and held in trust by it for the Holders of the Bonds entitled thereto, subject, however, to the provisions of the Trust Agreement.

If the Authority shall pay all Series for which any Bonds are Outstanding and shall also pay or cause to be paid all other sums payable by the Authority, then and in that case, at the election of the Authority (evidenced by a Written Request of the Authority, filed with the Trustee, signifying the intention of the Authority to discharge all such indebtedness and the Trust Agreement), and notwithstanding that any Bonds shall not have been surrendered for payment, the Trust Agreement and the pledge of Revenues and other assets and all covenants, agreements and other obligations of the Authority shall cease, terminate, become void and be completely discharged and satisfied, except only as otherwise provided in the Trust Agreement.

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APPENDIX C
FORM OF BOND COUNSEL OPINION

_____, 2012

Contra Costa Water Authority
Concord, California

\$22,940,000 Contra Costa Water Authority
Water Treatment Revenue Refunding Bonds, 2012 Series A
(Final Opinion)

Ladies and Gentlemen:

We have acted as bond counsel to the Contra Costa Water Authority (the "Authority") in connection with issuance of \$22,940,000 aggregate principal amount of Contra Costa Water Authority Water Treatment Revenue Refunding Bonds, 2012 Series A (the "Bonds"), issued pursuant to that certain Trust Agreement (as amended and supplemented, the "Trust Agreement"), dated as of May 15, 1990, as amended and supplemented, including as supplemented by a Third Supplemental Trust Agreement, dated as of July 1, 2012, between the Authority and the U.S. Bank National Association, as trustee (the "Trustee"). Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Trust Agreement.

In such connection, we have reviewed the Trust Agreement, the Site Lease, the Facility Lease as supplemented by a Second Supplemental Facility Lease, dated as of July 1, 2012, with the Authority, as lessor, and the Contra Costa Water District (the "District"), as lessee (as so supplemented, the "Facility Lease"), the Tax Certificate dated the date hereof (the "Tax Certificate"), opinions of counsel to the Authority, the District and U.S. Bank National Association, as trustee (the "Trustee"), certificates of the Authority, the District, the Trustee, and others, and such other documents, opinions and matters to the extent we deemed necessary to render the opinions set forth herein.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions and cover certain matters not directly addressed by such authorities. Such opinions may be affected by actions taken or omitted or events occurring after the date hereof. We have not undertaken to determine, or to inform any person, whether any such actions are taken or omitted or events do occur or any other matters come to our attention after the date hereof. Accordingly, this letter speaks only as of its date and is not intended to, and may not, be relied upon or otherwise used in connection with any such actions, events or matters. Our engagement with respect to the Bonds has concluded with their issuance, and we disclaim any obligation to update this letter.

We have assumed the genuineness of all documents and signatures presented to us (whether as originals or as copies) and the due and legal execution and delivery thereof by, and validity against, any parties other than the Authority and the District. We have assumed, without undertaking to verify, the

accuracy of the factual matters represented, warranted or certified in the documents, and of the legal conclusions contained in the opinions, referred to in the second paragraph hereof. Furthermore, we have assumed compliance with all covenants and agreements contained in the Trust Agreement, the Site Lease, the Facility Lease, and the Tax Certificate, including (without limitation) covenants and agreements compliance with which is necessary to assure that future actions, omissions or events will not cause interest on the Bonds to be included in gross income for federal income tax purposes. We call attention to the fact that the rights and obligations under the Bonds, the Trust Agreement, the Site Lease, the Facility Lease, and the Tax Certificate and their enforceability may be subject to bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and other laws relating to or affecting creditors' rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases and to the limitations on legal remedies against joint exercise of powers authorities in the State of California. We express no opinion with respect to any indemnification, contribution, penalty, arbitration, choice of law, choice of forum, choice of venue, waiver or severability provisions contained in the foregoing documents, nor do we express any opinion with respect to the state or quality of title to or interest in any of the real or personal property described in or as subject to the lien of the Site Lease or the Facility Lease or the accuracy or sufficiency of the description contained therein of, or the remedies available to enforce liens on, any such property. Our services did not include financial or other non-legal advice. Finally, we undertake no responsibility for the accuracy, completeness or fairness of the Official Statement or other offering material relating to the Bonds and express no opinion with respect thereto.

Based on and subject to the foregoing, and in reliance thereon, as of the date hereof, we are of the following opinions:

1. The Bonds constitute the valid and binding limited obligations of the Authority.
2. The Trust Agreement has been duly executed and delivered by, and constitutes the valid and binding obligation of, the Authority. The Trust Agreement creates a valid pledge, to secure the payment of the principal of and interest on the Bonds and other bonds previously or hereafter issued pursuant to the Trust Agreement, of the Revenues and any other amounts held by the Trustee in any fund or account established pursuant to the Trust Agreement, except the Rebate Fund, subject to the provisions of the Trust Agreement permitting the application thereof for the purposes and on the terms and conditions set forth in the Trust Agreement.
3. The Facility Lease has been duly executed and delivered by, and constitutes the valid and binding agreement of, the Authority and the District.
4. The Bonds are not a lien or charge upon the funds or property of the Authority except to the extent of the aforementioned pledge. Neither the faith and credit nor the taxing power of the Authority, the District, the State of California or of any political subdivision thereof is pledged to the payment of the principal of or interest on the Bonds. The Bonds are not a debt of the State of California, and said State is not liable for the payment thereof.
5. Interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 and is exempt from State of California personal income taxes. Interest on the Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although we observe that it is included in adjusted

current earnings when calculating corporate alternative minimum taxable income. We express no opinion regarding other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Bonds.

Faithfully yours,

ORRICK, HERRINGTON & SUTCLIFFE LLP

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APPENDIX D

SUMMARY OF DEBT SERVICE OBLIGATIONS

The following table summarizes the annual debt service requirements for the District's outstanding Water Revenue Bonds and its obligations with respect to the 2012 Series A Bonds to be issued by the Authority and other Parity Debt. It does not include principal and interest requirements of assessment bonds which are paid by benefited property owners, any payments under its water purchase contract with the Bureau, and certain other indebtedness of the District incurred for the purchase of equipment. See "SECURITY AND SOURCES OF PAYMENT FOR THE 2012 SERIES A BONDS - Outstanding Water Revenue Bonds and Other Parity Debt" and "- Limitations on the Issuance of Obligations Payable from Net Revenues" in the forepart of this Official Statement.

OUTSTANDING PRINCIPAL & INTEREST REQUIREMENTS

Fiscal Year	Series E, K, L, M, N, O, P and Q Water Revenue Bond Debt Service ⁽¹⁾	Authority Bonds Debt Service ⁽²⁾	State Revolving Funds Loans Debt Service	Total Parity Debt Service ⁽³⁾
2013	\$32,000,128	\$2,889,920	\$1,469,516	\$36,359,564
2014	31,702,250	446,400	1,469,516	33,618,166
2015	31,698,100	2,336,900	1,469,516	35,504,516
2016	37,040,213	3,770,600	1,469,516	42,280,329
2017	37,722,238	3,771,825	1,469,516	42,963,579
2018	37,605,250	3,777,675	1,469,516	42,852,441
2019	38,006,125	3,777,925	1,469,516	43,253,566
2020	35,179,875	3,786,050	1,469,516	40,435,441
2021	35,171,875	3,780,875	1,469,516	40,422,266
2022	32,069,625		1,469,516	33,539,141
2023	32,059,000		985,703	33,044,703
2024	29,614,000		501,890	30,115,890
2025	29,619,250		187,754	29,807,004
2026	29,626,163		--	29,626,163
2027	29,600,200		--	29,600,200
2028	9,472,500		--	9,472,500
2029	9,469,100		--	9,469,100
2030	9,475,325		--	9,475,325
2031	6,392,675		--	6,392,675
2032	6,394,750		--	6,394,750
2033	3,785,950		--	3,785,950
TOTAL	\$543,704,591	\$25,737,170	\$16,370,507	\$588,413,268

⁽¹⁾ Reflects the issuance of the Series Q Bonds and defeasance and redemption of the District Refunded Bonds from a portion of the proceeds of the Series Q Bonds and other available funds as described under "PLAN OF REFUNDING."

⁽²⁾ Reflects the issuance of the 2012 Series A Bonds and defeasance and redemption of the 2002 Series A Bonds from a portion of the proceeds of the 2012 Series A Bonds and other available funds as described under "PLAN OF REFUNDING."

⁽³⁾ Excludes Assessment District Bonds, Bureau and Economic Development Administration contracts.

Note: Numbers may not foot due to rounding.

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APPENDIX E

FORM OF CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (this “Disclosure Agreement”) is executed and delivered by Contra Costa Water District (the “District”) and U.S. Bank National Association, as trustee and dissemination agent (the “Trustee” and the “Dissemination Agent”) in connection with the issuance by the Contra Costa Water Authority of \$22,940,000 Contra Costa Water Authority Water Treatment Revenue Refunding Bonds, 2012 Series A (the “2012 Series A Bonds”). The 2012 Series A Bonds are being issued pursuant to a Trust Agreement, dated as of May 15, 1990, between the Authority and the Trustee, as supplemented and amended and as supplemented by a third supplemental trust agreement, dated as of August 1, 2012 (collectively, the “Trust Agreement”).

Section 1. Purpose of the Disclosure Agreement. This Disclosure Agreement is being executed and delivered by the District and the Dissemination Agent for the benefit of the Holders and Beneficial Owners of the 2012 Series A Bonds and in order to assist the Participating Underwriter of the 2012 Series A Bonds in complying with the Rule (defined below).

Section 2. Definitions. In addition to the definitions set forth in the Trust Agreement which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“**Annual Report**” shall mean any Annual Report provided by the District pursuant to, and as described in, Sections 3 and 4 of this Disclosure Agreement.

“**Beneficial Owner**” shall mean any person who has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries).

“**Disclosure Representative**” shall mean the Director of Finance and Human Resources of the District or his or her designee, or such other person as the District shall designate in writing to the Dissemination Agent and the Trustee from time to time.

“**Dissemination Agent**” shall mean U.S. Bank National Association, acting in its capacity as Dissemination Agent hereunder, or any successor Dissemination Agent designated in writing by the District and which has filed with the Trustee a written acceptance of such designation.

“**Listed Events**” shall mean any of the events listed in Section 5(a) or (b) of this Disclosure Agreement.

“**National Repository**” shall mean the Municipal Securities Rulemaking Board (the “MSRB”) or any other entity designated or authorized by the Securities Exchange Commission to receive reports or notices pursuant to the Rule. Until otherwise designated by the MSRB or the SEC, filings with the MSRB are to be made through the Electronic Municipal Market Access (EMMA) website of the MSRB, currently located at <http://emma.msrb.org>.

“**Participating Underwriter**” shall mean the original underwriter or underwriters of the 2012 Series A Bonds required to comply with the Rule in connection with offering of the 2012 Series A Bonds.

“**Rule**” shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

“**State**” shall mean the State of California.

Section 3. Provision of Annual Reports. The District shall, or upon written direction shall cause the Dissemination Agent to, not later than nine months after the end of the District's fiscal year (presently June 30), commencing with the report for the 2011-2012 Fiscal Year, provide to the National Repository an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Agreement. In each case, the Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Agreement; provided that the audited financial statements of the District may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date. If the District's fiscal year changes, it shall give notice of such change in a filing with the National Repository.

Not later than fifteen (15) Business Days prior to the date specified in subsection (a) for providing the Annual Report to the National Repository, the District shall provide the Annual Report to the Dissemination Agent and the Trustee (if the Trustee is not the Dissemination Agent). If by such date the Trustee has not received a copy of the Annual Report, the Trustee shall contact the District and the Dissemination Agent to inquire if the District is in compliance with the first sentence of this subsection (b). The District shall provide a written certification with each Annual Report furnished to the Dissemination Agent and the Trustee to the effect that such Annual Report constitutes the Annual Report required to be furnished by it hereunder. The Dissemination Agent and the Trustee may conclusively rely upon such certification of the District and shall have no duty or obligation to review such Annual Report.

If the Dissemination Agent is unable to confirm that an Annual Report has been provided to the National Repository by the date required in subsection (a), the Dissemination Agent shall send a notice to the National Repository in substantially the form attached as Exhibit A.

The Dissemination Agent shall:

- (a) determine each year prior to the date for providing the Annual Report the name and address of the National Repository; and
- (b) file a report with the District and (if the Dissemination Agent is not the Trustee) the Trustee certifying that the Annual Report has been provided pursuant to this Disclosure Agreement, stating the date it was provided, to the National Repository.

Section 4. Content of Annual Reports. The District's Annual Report shall contain or include by reference the following:

- (a) The audited financial statements of the District for the prior fiscal year, prepared in accordance with generally accepted accounting principles as promulgated from time to time by the Governmental Accounting Standards Board. If the District's audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.
- (b) Financial, numerical or tabular information of the types contained in the Official Statement relating to the 2012 Series A Bonds, dated July 18, 2012, under the following captions or tables:
 - (i) Historical and Projected Rate Increases;
 - (ii) Five-Year History of Water Sales Revenues;

- (iii) Largest Untreated Water Customers, Water Consumption and Water Sales Revenues
- (iv) TREATED WATER - Active Accounts, Water Consumption by Type of Customer and Water Sales Revenues;
- (v) Rates and Charges - Uncollectible Revenues -(information about accounts receivable will routinely be found in the annual audit);
- (vi) District Gross Water Consumption;
- (vii) Uncollectible Revenues;
- (viii) Treated Water Rates and Charges;
- (ix) Untreated Water Rates and Charges;
- (x) Charges for New Service;
- (xi) Schedule of Debt Service Coverage;
- (xii) Summary of Revenues, Expenses & Changes in Net Assets (which will routinely be found in the annual audit);
- (xiii) Retirement Program (information about which will routinely be found in the annual audit); and
- (xiv) District's Annual Reclamation Water Allocations and Actual Deliveries.

Any or all of the items listed above may be set forth in one or a set of documents or may be included by specific reference to other documents, including official statements of debt issues of the District or related public entities, which have been made available to the public on the MSRB's website. The District shall clearly identify each such other document so included by reference.

Section 5. Reporting of Significant Events.

(a) The District shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the 2012 Series A Bonds in a timely manner not later than ten business days after the occurrence of the event:

1. Principal and interest payment delinquencies;
2. Unscheduled draws on debt service reserves reflecting financial difficulties;
3. Unscheduled draws on credit enhancements reflecting financial difficulties;
4. Substitution of credit or liquidity providers, or their failure to perform;
5. Adverse tax opinions or issuance by the Internal Revenue Service of proposed or final determination of taxability or of a Notice of Proposed Issue (IRS Form 5701 TEB);
6. Tender offers;
7. Defeasances;

8. Rating changes; or
9. Bankruptcy, insolvency, receivership or similar event of the obligated person.

Note: for the purposes of the event identified in subparagraph (9), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

(b) The District shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the 2012 Series A Bonds, if material, in a timely manner not later than ten business days after the occurrence of the event:

1. Unless described in paragraph 5(a)(5), other material notices or determinations by the Internal Revenue Service with respect to the tax status of the 2012 Series A Bonds or other material events affecting the tax status of the 2012 Series A Bonds;
2. Modifications to rights of bond holders;
3. Optional, unscheduled or contingent bond calls;
4. Release, substitution, or sale of property securing repayment of the 2012 Series A Bonds;
5. Non-payment related defaults;
6. The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms; or
7. Appointment of a successor or additional trustee or the change of name of a trustee.

(c) Whenever the District obtains knowledge of the occurrence of a Listed Event described in Section 5(b), the District shall determine if such event would be material under applicable federal securities laws.

(d) If the District learns of the occurrence of a Listed Event described in Section 5(a), or determines that knowledge of a Listed Event described in Section 5(b) would be material under applicable federal securities laws, the District shall within ten business days of occurrence file a notice of such occurrence with the MSRB. Notwithstanding the foregoing, notice of the Listed Event described in subsections (a)(7) or (b)(3) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected 2012 Series A Bonds pursuant to the Trust Agreement.

Section 6. Format for Filings with MSRB. Any report or filing with the MSRB pursuant to this Disclosure Agreement must be submitted in electronic format, accompanied by such identifying information as is prescribed by the MSRB.

Section 7. Termination of Reporting Obligation. The District's, Dissemination Agent's and Trustee's obligations under this Disclosure Agreement shall terminate upon the legal defeasance, prior redemption or payment in full of all of the 2012 Series A Bonds. If such termination occurs prior to the final maturity of the 2012 Series A Bonds, the District shall give notice of such termination in a filing with the MSRB.

Section 8. Dissemination Agent. The District may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the District pursuant to this Disclosure Agreement. If at any time there is not any other designated Dissemination Agent, the Trustee shall be the Dissemination Agent. The initial Dissemination Agent shall be U.S. Bank National Association. The Dissemination Agent may resign by providing thirty (30) days' written notice to the District and the Trustee. The Dissemination Agent shall not be responsible for the content of any report or notice prepared by the District. The Dissemination Agent shall have no duty to prepare any information report nor shall the Dissemination Agent be responsible for filing any report not provided to it by the District in a timely manner.

Section 9. Amendment Waiver. Notwithstanding any other provision of this Disclosure Agreement, the District, the Dissemination Agent and the Trustee may amend this Disclosure Agreement (and the Trustee and the Dissemination Agent shall agree to any amendment so requested by the District, provided that neither the Trustee nor the Dissemination Agent shall be obligated to enter into any such amendment that modifies or increases its duties or obligations hereunder) and any provision of this Disclosure Agreement may be waived, provided that the following conditions are satisfied:

- (a) If the amendment or waiver relates to the provisions of Sections 3(a), 4 or 5(a) or (b), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the 2012 Series A Bonds, or the type of business conducted;
- (b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the 2012 Series A Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and
- (c) The amendment or waiver either (i) is approved by the Holders of the 2012 Series A Bonds in the same manner as provided in the Resolution for amendments to the Resolution with the consent of the Holders, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Holders or Beneficial Owners of the 2012 Series A Bonds.

In the event of any amendment or waiver of a provision of the Disclosure Agreement, the District shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or, in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the District. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in a filing with the National Repository, and (ii) the Annual Report for the year in which the change is made should present a

comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Section 10. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent the District from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If the District chooses to include any information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is specifically required by this Disclosure Agreement, the District shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 11. Default. In the event of a failure of the District or the Trustee to comply with any provisions of the Disclosure Agreement, the Trustee at the written request of any Participating Underwriter or the Holders of at least 25% aggregate principal amount of Outstanding Bonds, shall (but only to the extent funds in an amount satisfactory to the Trustee have been provided to it or it has been otherwise indemnified to its satisfaction from any cost, liability, expense or additional charges and fees of the Trustee whatsoever, including, without limitation, fees and expenses of its attorneys), or any Holder or Beneficial Owner of the 2012 Series A Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District or the Trustee, as the case may be, to comply with its obligations under this Disclosure Agreement. A default under this Disclosure Agreement shall not be deemed an Event of Default under the Resolution, and the sole remedy under this Disclosure Agreement in the event of any failure of the District or the Trustee to comply with this Disclosure Agreement shall be an action to compel performance.

Section 12. Duties, Immunities and Liabilities of Trustee and Dissemination Agent. The Dissemination Agent and the Trustee shall have only such duties as are specifically set forth in this Disclosure Agreement, and the District agrees to indemnify and save the Dissemination Agent and the Trustee, their officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of their powers and duties hereunder, including the costs and expenses (including attorney's fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The Dissemination Agent shall be paid compensation by the District for its services provided hereunder in accordance with its schedule of fees as amended from time to time and all expenses, legal fees and advances made or incurred by the Dissemination Agent in the performance of its duties hereunder. The Dissemination Agent and the Trustee shall have no duty or obligation to review any information provided to them hereunder. The obligations of the District under this Section shall survive resignation or removal of the Dissemination Agent and payment of the 2012 Series A Bonds.

Section 13. Notices. Any notices or communications to or among any of the parties to this Disclosure Agreement may be given as follows:

To the District:	Contra Costa Water District 1331 Concord Avenue Concord, California 94524
To the Trustee and Dissemination Agent:	U.S. Bank National Association One California Street, 10th Floor San Francisco, CA 94111 Attention: Corporate Trust Services

Any person may, by written notice to the persons listed above, designate a different address or telephone number(s) to which subsequent notices or communications should be sent.

Section 14. Beneficiaries. This Disclosure Agreement shall inure solely to the benefit of the District, the Trustee, the Dissemination Agent, the Participating Underwriter and Holders and Beneficial Owners from time to time of the 2012 Series A Bonds, and shall create no rights in any other person or entity.

Section 15. Counterparts. This Disclosure Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Dated: _____, 2012.

CONTRA COSTA WATER DISTRICT

By _____
Director of Finance and Human Resources

U.S. BANK NATIONAL ASSOCIATION,
as Trustee and Dissemination Agent

By _____
Authorized Officer

EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: Contra Costa Water Authority

Name of Bond Issue: Contra Costa Water Authority Water Treatment Revenue Refunding Bonds, 2012 Series A

Date of Issuance: _____, 2012

Name of Obligated Party: Contra Costa Water District

NOTICE IS HEREBY GIVEN that Contra Costa Water District has not provided an Annual Report with respect to the above-named Bonds as required by the Continuing Disclosure Agreement, dated as of _____, 20___. The District anticipates that the Annual Report will be filed by _____.

Dated: _____

U.S. BANK NATIONAL ASSOCIATION,
as Dissemination Agent

cc: Contra Costa Water District

APPENDIX F

DTC DESCRIPTION

The information in this APPENDIX F concerning The Depository Trust Company, New York, New York (“DTC”) and DTC’s book -entry system has been obtained from DTC and the Authority takes no responsibility for the accuracy thereof. The Authority cannot and does not give any assurances that DTC, Direct Participants or Indirect Participants will distribute to the Beneficial Owners (all as defined below): (a) payments of principal of, premium if any, and interest on (“Debt Service”) 2012 Series A Bonds; (b) confirmations of ownership interest in 2012 Series A Bonds; or (c) notices sent to DTC or Cede & Co., its nominee, as the registered owner of 2012 Series A Bonds, or that they will so do on a timely basis or that DTC, Direct Participants or Indirect Participants will act in the manner described in this Official Statement. The current “Rules” applicable to DTC are on file with the Securities and Exchange Commission and the current “Procedures” of DTC to be followed in dealing with DTC Participants are on file with DTC.

Neither the Authority nor the Trustee will have any responsibility or obligations to DTC, the Direct Participants, the Indirect Participants of DTC or the Beneficial Owners with respect to: (1) the accuracy of any records maintained by DTC or any Direct Participants or Indirect Participants of DTC; (2) the payment by DTC or any Direct Participants or Indirect Participants of DTC of any amount due to any Beneficial Owner in respect of the Debt Service on 2012 Series A Bonds; (3) the delivery by DTC or any Direct Participants or Indirect Participants of DTC of any notice to any Beneficial Owner that is required or permitted to be given to owners under the terms of the Resolution; or (4) any consent given or other action taken by DTC as registered owner of 2012 Series A Bonds.

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the 2012 Series A Bonds. The 2012 Series A Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered 2012 Series A Bond certificate will be issued for each maturity the 2012 Series A Bonds, each in the aggregate principal amount of such issue, and will be deposited with DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of the 2012 Series A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 2012 Series A Bonds on DTC's records. The ownership interest of each actual purchaser of each Security ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the 2012 Series A Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the 2012 Series A Bonds, except in the event that use of the book-entry system for the 2012 Series A Bonds is discontinued.

To facilitate subsequent transfers, all 2012 Series A Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of 2012 Series A Bonds with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 2012 Series A Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such 2012 Series A Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the 2012 Series A Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to the 2012 Series A Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Authority as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the 2012 Series A Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and dividend payments on the 2012 Series A Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detail information from the Authority or the Trustee on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee or the Authority subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Authority or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the 2012 Series A Bonds at any time by giving reasonable notice to the Authority or the Trustee. Under such

circumstances, in the event that a successor securities depository is not obtained, Security certificates are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, 2012 Series A Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Authority believes to be reliable, but the Authority takes no responsibility for the accuracy thereof.

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