

DISTRICT 1  
JOHN R. RENISON

DISTRICT 2  
JACK TERRAZAS

DISTRICT 3  
MICHAEL W. KELLEY

DISTRICT 4  
RYAN E. KELLEY

DISTRICT 5  
RAY CASTILLO



**Board of Supervisors**  
**County of Imperial**

COUNTY ADMINISTRATION CENTER

940 MAIN STREET, SUITE 209  
EL CENTRO, CA 92243-2871  
TELEPHONE: (760) 482-4220  
FAX: (760) 482-4215

September 3, 2015

Mark Nordberg  
GSA Project Manager Senior Engineering Geologist  
901 P Street, Room 213A P.O. Box 942836  
Sacramento, CA 94236  
[Mark.Nordberg@water.ca.gov](mailto:Mark.Nordberg@water.ca.gov)

**Subject: Notice of Election to Become the Groundwater Sustainability Agency for  
All Groundwater Basins Within Imperial County**

Dear. Mr. Nordberg,

Pursuant to California Water Code section 10723.8 of the Sustainable Groundwater Management Act (SGMA), the County of Imperial (County), a political subdivision of the State of California, gives notice to the California Department of Water Resources (DWR) of its election to assume the role of the Groundwater Sustainability Agency (GSA) to undertake sustainable groundwater management within County boundaries of all groundwater basins and sub-basins underlying the County, including but not limited to the following fifteen (15) DWR-identified unadjudicated basins and sub-basins as shown on the enclosed Exhibit 1 (Basins):

- Chuckwalla Valley (DWR Basin No. 7-05)
- Coachella Valley (DWR Basin No. 7-21);
- West Salton Sea (DWR Basin No. 7-22);
- Borrego Valley (DWR Basin No. 7-24);
- Ocotillo Clark Valley (DWR Basin No. 7-25);
- Vallecito-Carrizo (DWR Basin No. 7-28);
- Coyote Wells Valley (DWR Basin No. 7-29);
- Imperial Valley (DWR Basin No. 7-30);
- East Salton Sea (DWR Basin No. 7-33);
- Amos Valley (DWR Basin No. 7-34);
- Ogilby Valley (DWR Basin No. 7-35);
- Yuma Valley (DWR Basin No. 7-36);
- Arroyo Seco Valley (DWR Basin No. 7-37);
- Palo Verde Valley (DWR Basin No. 7-38); and

- Palo Verde Mesa (DWR Basin No. 7-39)

The County overlies, either completely or partially, all of the Basins. No other entities have provided notice to DWR of their intent to form GSAs for any of the Basins within the County's proposed GSA boundaries.

On August 11, 2015, after giving notice as required by California Government Code section 6066 and California Water Code section 10723, the County held a public hearing in accordance with California Water Code section 10723(b). Following the hearing, the County Board of Supervisors adopted Resolution No. 2015-122, attached as Exhibit 2, electing to become the GSA pursuant to California Water Code section 10723 for all Basins underlying the County. No new bylaws or ordinances were adopted in conjunction with the Resolution. The County's existing Board of Supervisors will serve for governance purposes of the GSA.

The County will continue to work cooperatively with local agencies, water providers and other interested stakeholders within the County, surrounding areas, and the State of California, as well as other GSAs that may be formed to manage portions of Basins extending outside of the County, concerning groundwater projects and management. The County will enter into coordinated efforts and agreements as needed to ensure the coordinated implementation of any Groundwater Sustainability Plans (GSP) for the Basins.

Per California Water Code section 10723.2, the County shall consider the interests of all beneficial uses and users of groundwater, as well as those responsible for implementing GSPs. An initial list of such interested parties, including an explanation of how their interests will be considered in the development and operation of the GSPs, is included as Exhibit 3.

If you have any questions, or require further information regarding any of these matters, please contact Ralph Cordova Jr., County Executive Officer, at 442-265-1001.

Sincerely,

A handwritten signature in blue ink, reading "Ryan E. Kelley". The signature is fluid and cursive, with the first name "Ryan" and last name "Kelley" clearly legible.

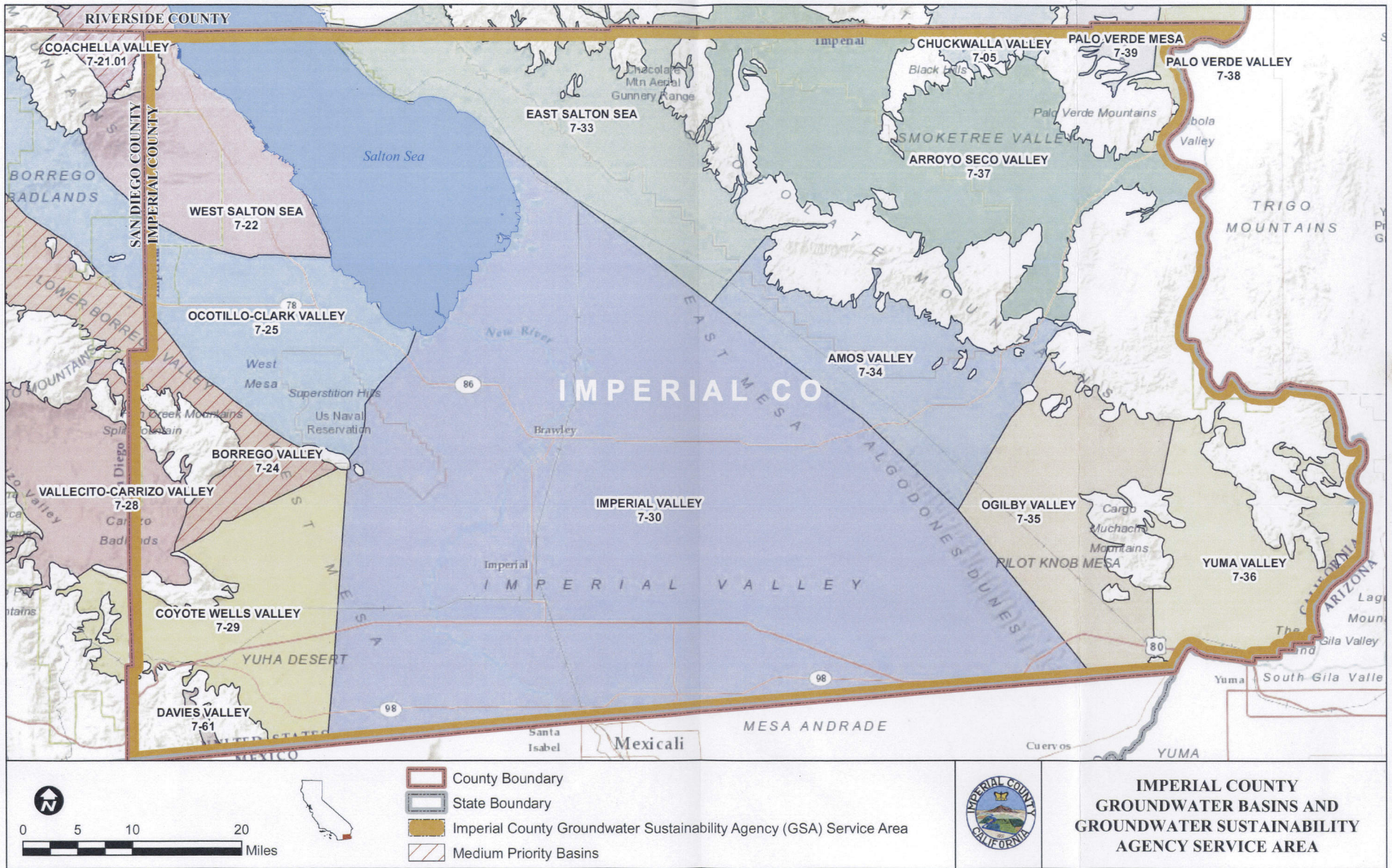
Ryan E. Kelley, Chairman  
Imperial County Board of Supervisors

Attachments:

- Exhibit 1 – Map of the Imperial County GSA service area boundaries and the Basins (in pdf and a GIS shape file formats);
- Exhibit 2 – Resolution 2015-122 approving the County to become the GSA for the Basins;
- Exhibit 3 – Initial list of beneficial uses and users of groundwater

cc: Brian Moniz, Regional Coordinator  
California Department of Water Resources Southern Region  
770 Fairmont Avenue, Suite 102  
Glendale, CA 91203

Bob Pierotti, Supervising Engineering Geologist  
California Department of Water Resources Southern Region  
770 Fairmont Avenue, Suite 102  
Glendale, CA 91203



## **Exhibit 2**

### **RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF IMPERIAL TO BECOME THE GROUNDWATER SUSTAINABILITY AGENCY FOR ALL GROUNDWATER BASINS AND SUB-BASINS WITHIN THE BOUNDARIES OF THE COUNTY**

**Resolution No. 2015-122**



**RESOLUTION OF THE BOARD OF SUPERVISORS OF THE  
COUNTY OF IMPERIAL TO BECOME THE GROUNDWATER SUSTAINABILITY  
AGENCY FOR ALL GROUNDWATER BASINS AND SUB-BASINS WITHIN THE  
BOUNDARIES OF THE COUNTY**

**RESOLUTION NO. 2015-122**

**WHEREAS**, on September 16, 2014, the Sustainable Groundwater Management Act (SGMA) was signed into law and adopted into the California Water Code, commencing with Section 10720, and became effective on January 1, 2015;

**WHEREAS**, the legislative intent of the SGMA is to provide for sustainable management of groundwater basins and sub-basins defined by the California Department of Water Resources (DWR), to enhance local management of groundwater, to establish minimum standards for sustainable groundwater management, and to provide local groundwater agencies with the authority and the technical and financial assistance necessary to sustainably manage groundwater;

**WHEREAS**, Water Code section 10723(a) authorizes local land use authorities, water suppliers, and certain other local agencies, or a combination of local agencies, overlying a groundwater basin to elect to become a Groundwater Sustainability Agency (GSA) for the basin;

**WHEREAS**, Imperial County is a local agency qualified to become a GSA under SGMA;

**WHEREAS**, the County of Imperial (County) overlies portions of fifteen (15) DWR-identified adjudicated groundwater basins and sub-basins, as follows: Chuckwalla Valley (DWR Basin No. 7-05); Coachella Valley (DWR Basin No. 7-21); West Salton Sea (DWR Basin No. 7-22); Borrego Valley (DWR Basin No. 7-24); Ocotillo Clark Valley (DWR Basin No. 7-25); Vallecito-Carrizo (DWR Basin No. 7-28); Coyote Wells Valley (DWR Basin No. 7-29); Imperial Valley (DWR Basin No. 7-30); East Salton Sea (DWR Basin No. 7-33); Amos Valley (DWR Basin No. 7-34); Ogilby Valley (DWR Basin No. 7-35); Yuma Valley (DWR Basin No. 7-36); Arroyo Seco Valley (DWR Basin No. 7-37); Palo Verde Valley (DWR Basin No. 7-38); and Palo Verde Mesa (DWR Basin No. 7-39), as shown on the map at Exhibit "A" attached to this Resolution (Basins);

**WHEREAS**, the Borrego Valley Basin (Basin No. 7-24) and Coachella Valley Basin (Basin No. 7-21) have been designated by DWR as Medium-Priority basins; the remaining basins within the boundaries of the County have been designated as Low-Priority or Very Low-Priority basins by DWR;

**WHEREAS**, California Water Code Section 10723.8 requires that a local agency electing to serve as a Groundwater Sustainability Agency (GSA) notify DWR of its election to become the GSA and undertake sustainable groundwater management within a basin;

**WHEREAS**, California Water Code section 107218 mandates that within 90 days of an entity giving notice to DWR of its election to become a GSA, that entity shall be presumed to be the exclusive GSA for that area unless another entity provides notice to DWR of its intent to form a GSA, or notice that the entity has formed, a GSA;

**WHEREAS**, no other entities have provided notice to DWR of their formation of, or intent to form, a GSA for any of the Basins within the County's proposed GSA management area;

**WHEREAS**, the County is uniquely qualified to become the GSA for all fifteen (15) groundwater basins and sub-basins located within the County as a result of:

- its current jurisdiction which extends throughout the County and overlies the above-referenced groundwater basins and sub-basins (reference Exhibit "A");
- its longstanding experience and background in groundwater management and monitoring by way of the County's role in permitting well construction, modification and destruction (County Code of Ordinances, Title 9, Division 21, Water Well Regulations), and in protecting and managing groundwater resources (reference County Code of Ordinances, Title 9, Division 22, County Groundwater Management Ordinance);
- its Board of Supervisors that is comprised of elected officials representing the entire County and the broadest spectrum of beneficial uses and users of surface water and groundwater within the County, including, without limitation, agricultural water users, domestic well owners, municipal well operators, public water systems, local land use planning agencies, environmental water uses, state and federal government landowners, California Native American tribes, and disadvantaged communities, including, but not limited to, those served by private domestic wells and small community water systems (reference Water Code, § 10723.2); and
- its jurisdictional authority over flood control, stormwater management, and land use as necessary to implement stormwater capture and recharge projects (reference October 2012, Imperial County Integrated Regional Water Management Plan, Sections 9.1.1, 11.8, pp. 9-4, 11-26.)

**WHEREAS**, establishing the County as a GSA will enable the County to streamline and coordinate permitting for wells and pumper allocations within the Basins, implement consistent rules for governance of the Basins, and ensure consideration of diverse social, cultural and economic interests in managing the Basins, which authority is vital to the economic sustainability, public health, and quality of life throughout Imperial County and beneficial to the health, safety and welfare of Imperial County's residents;

**WHEREAS**, the County is committed to the management of its groundwater resources so as to create and promote sustainable groundwater use for the residents of Imperial County and the State of California;

**WHEREAS**, the County held a public hearing on this date after publication of notice pursuant to Government Code section 6066 to consider adoption of this Resolution; and,

**WHEREAS**, adoption of this Resolution does not constitute a "Project" under the California Environmental Quality Act (CEQA) pursuant to Sections 15378(a) and (b) of Title 14 of the California Code of Regulations because this Resolution does not result in any direct or indirect physical change in the environment.

**THEREFORE, BE IT RESOLVED** that the Board of Supervisors of the County of Imperial does hereby approve the County to become the GSA, pursuant to California Water Code section 10723, for those portions of all groundwater basins and sub-basins underlying the County, including, but not limited to, the following: Chuckwalla Valley (DWR Basin No. 7-05); Coachella Valley (DWR Basin No. 7-21); West Salton Sea (DWR Basin No. 7-22); Borrego Valley (DWR Basin No. 7-24); Ocotillo Clark Valley (DWR Basin No. 7-25); Vallecito-Carrizo (DWR Basin No. 7-28); Coyote Wells Valley (DWR Basin No. 7-29); Imperial Valley (DWR Basin No. 7-30); East Salton Sea (DWR Basin No. 7-33); Amos Valley (DWR Basin No. 7-34); Ogilby Valley (DWR Basin No. 7-35); Yuma Valley (DWR Basin No. 7-36); Arroyo Seco Valley (DWR Basin No. 7-37); Palo Verde Valley (DWR Basin No. 7-38); and Palo Verde Mesa (DWR Basin No. 7-39), as shown on Exhibit "A" attached to this Resolution.

**BE IT FURTHER RESOLVED** that the service area boundaries of the Imperial County GSA shall be coterminous with the boundaries of Imperial County, as shown on Exhibit "A" attached to this Resolution.

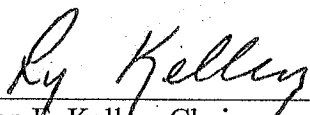
**BE IT FURTHER RESOLVED** that the County develop an outreach program to ensure that all beneficial uses and users of groundwater are considered.

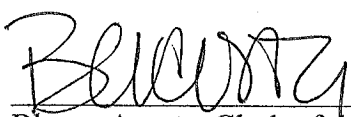
**BE IT FURTHER RESOLVED** that the Clerk of the Board of Supervisors is hereby directed to submit to DWR on behalf of the County a notice of this action approving the County to become the GSA and undertake sustainable groundwater management in accordance with SGMA for those portions of all groundwater basins and sub-basins underlying the County;

**BE IT FURTHER RESOLVED** that the notification to DWR shall include the boundaries of all groundwater basins and sub-basins underlying the County that the County intends to manage as shown on the attached Exhibit "A", a copy of this Resolution, and the initial list of interested parties developed pursuant to California Water Code Section 10723.2, including an explanation of how their interests will be considered in the development and implementation of the GSPs, attached as Exhibit "B".

**PASSED AND ADOPTED** by the Board of Supervisors, County of Imperial, State of California, on this 11<sup>th</sup> day of August, 2015, by the following vote:

Renison, M. Kelley, R. Kelley, Castillo

  
\_\_\_\_\_  
Ryan E. Kelley, Chairman  
Imperial County Board of Supervisors

  
\_\_\_\_\_  
Blanca Acosta, Clerk of the Board  
County of Imperial, State of California

### **Exhibit 3**

#### **INITIAL LIST OF BENEFICIAL USES AND USERS OF GROUNDWATER**

In accordance with California Water Code sections 10723.2 and 10723.8(a)(4), a list of interested parties has been developed and will continue to be updated throughout the County's development and implementation of Groundwater Sustainability Plans (GSP) for all groundwater basins and sub-basins within the County. As required by the Sustainable Groundwater Management Act (Water Code section 10720, et seq.), Imperial County will consider all beneficial uses and users of groundwater, as well as those responsible for implementing GSPs. These beneficial interests and parties include, but are not limited to, all of the following:

1. Local Water and Irrigation Districts.
  - a. Imperial Irrigation District
  - b. Coachella Valley Water District
  - c. Palo Verde Irrigation District
  - d. Palo Verde County Water District
  - e. Bard Water District
2. Holders of Overlying Groundwater Rights: The majority of individuals and entities exercising overlying groundwater rights within the County have an existing relationship with the County via compliance with the County's Groundwater Management Ordinance and well permitting requirements.
  - a. Overlying Domestic Users
  - b. Agricultural Users
  - c. Other Overlying Groundwater Users
  - d. Public and Private Owners of Overlying Lands
3. Historical County Uses.
  - a. Off-Basin Groundwater Uses defined by section 92204(A)(3) of the County Groundwater Ordinance
  - b. CUP Holding Uses defined by section 92204(A)(3) of the County Groundwater Ordinance
4. Other County Off-Basin Groundwater Uses described in section 92204(A)(4) of the County Groundwater Ordinance.

5. Exports from the County described in section 92204(A)(5) of the County Groundwater Ordinance.
6. Municipal Well Operators: Municipal well operators within the County have an existing relationship with the County via compliance with the County's Groundwater Management Ordinance and well permitting requirements.
7. Public Water Systems: There are several public water systems operating within the County that utilize groundwater and have an existing relationship with the County via compliance with the County's Groundwater Management Ordinance and well permitting requirements.
8. Local Land Use Planning Agencies: There are several local land use planning agencies located within the County, including, without limitation, the cities of Brawley, Calexico, Calipatria, El Centro, Holtville, Imperial and Westmorland.
9. Environmental Users of Groundwater. The Imperial County GSA will coordinate and work closely with any users of groundwater for environmental, parks, species and habitat purposes.
10. Surface Water Users, If There is a Hydrologic Connection Between Surface and Groundwater Bodies. The Imperial County GSA will coordinate and work closely with any users of surface water hydrologically connected to groundwater throughout the development and implementation of GSPs.
11. Federal Government: There are several federal agencies which may hold or manage land overlying groundwater basins within the jurisdictional boundary of the Imperial County GSA, including, without limitation, the following:
  - a. U.S. Bureau of Land Management
  - b. U.S. Navy (Naval Air Facility El Centro)
  - c. U.S. Bureau of Reclamation
  - d. U.S. Department of Agriculture, Natural Resources Conservation Service
  - e. U.S. General Services Administration
  - f. U.S. Army Corps of Engineers
12. California Native American Tribes: There are several Native American tribes located within the boundaries of the County, some of which may hold land overlying groundwater basins within the jurisdictional boundary of the Imperial County GSA. Contacts for these Native American tribes include, without limitation, the following:
  - a. AH-MUT-PIPA Foundation

- b. Campo Band of Mission Indians
- c. Colorado River Indian Tribe
- d. Inter-Tribal Cultural Resource Protection Council
- e. Inter-Tribal Cultural Resource Protection Council
- f. La Posta Band of Mission Indians
- g. Torres-Martinez Desert Cahuilla Indians
- h. Torres-Martinez Indian Tribe
- i. Augustine Band of Cahuilla Mission Indians
- j. Ewiiapaayp Tribal Office
- k. Chemehuevi Reservation
- l. Kumeyaay Cultural Repatriation Committee
- m. Manzanita Band of Kumeyaay Nation
- n. Kyaaymii Laguna Band of Mission Indians
- o. Native American Heritage Commission
- p. Cocopah Indian Tribe
- q. Fort Yuma – Quechan Indian Tribe

13. Disadvantaged Communities: There are several qualified Disadvantaged Communities located within the County, including:

- a. The Cities of Brawley, Calexico, Calipatria, El Centro, Holtville and Westmorland
- b. The following census designated places: Desert Shores, Heber, Niland, Ocotillo, Palo Verde, Salton City, Salton Sea Beach, and Seeley

14. Entities listed in California Water Code Section 10927 that are monitoring and reporting groundwater elevations in all or a part of the basins to be managed by the County as the designated GSA:

- a. United States Geological Services (USGS)

15. Other Entities:

- a. GSAs that may be formed to manage portions of Basins extending into San Diego County and Riverside County
- b. The neighboring counties of San Diego and Riverside

The above-referenced agencies, water providers and other interested stakeholders will be contacted to determine how best to consider and protect their interests, and invited to participate in evaluating and defining roles and responsibilities during the GSP planning and implementation processes.



# IID

*A century of service.*

www.iid.com

*Since 1911*

June 6, 2016

Mr. Mark Nordberg  
California Department of Water Resources  
P.O. Box 942836  
Sacramento, CA 94236

RE: Notice of Memorandum of Understanding regarding Cooperation and Coordination as GSAs for Shared Groundwater Basins with Imperial County and the Imperial Irrigation District

Dear Mr. Nordberg:

Pursuant to Water Code section 10723.8, Imperial Irrigation District and Imperial County have provided notice of election to serve as a Groundwater Sustainability Agencies for the groundwater basins within the boundaries of each agency. As a result and as the Department of Water Resources website indicates, the following eight groundwater basins are within both agencies' boundaries and, therefore, there is an overlap of GSAs in these basins:

1. West Salton Sea basin (7-22);
2. Borrego Valley basin (7-24);
3. Ocotillo-Clark Valley basin (7-25);
4. Coyote Wells Valley basin (7-29);
5. Imperial Valley basin (7-30);
6. East Salton Sea basin (7-33);
7. Amos Valley basin (7-34); and
8. Ogilby Valley basin (7-35).

As allowed in Water Code section 10723.8, IID and Imperial County have reached agreement to operate as co-GSAs through cooperating and coordinating roles and responsibilities as such under the new legislation. A copy of the Memorandum of Understanding approved by the Board of Directors of IID on December 21, 2015 and by the Imperial County Board of Supervisors on December 22, 2015 is attached hereto, which includes a map of these overlapping groundwater basins. Because all 8 basins are those in IID's notice of election to serve as a GSA, your staff has the corresponding GIS shape files of these basins.

Mr. Mark Nordberg  
June 6, 2016  
Page 2

There are no material changes from the information posted in the notices of election submitted by IID and Imperial County. Because both IID and Imperial County will be acting in their own agency capacity and have not created a new separate legal entity, no new bylaws or ordinances were adopted or are necessary for the parties to perform under this cooperative agreement as co-GSAs. The list of interested parties and the explanation of how their interests will be considered in the development and operation of the GSAs and the development and implementation of the sustainability plan remain the same as provided in the notice of election for both IID and Imperial County.

If you have any questions, please feel free to contact Tina Shields, Water Manager, at (760) 339-9038 or at [tlshields@iid.com](mailto:tlshields@iid.com)

Sincerely,



Tina Anderholt Shields, PE  
Water Manager

Sent via email: [mark.nordberg@water.ca.gov](mailto:mark.nordberg@water.ca.gov) and first class mail

cc: Kevin E. Kelley, General Manager, Imperial Irrigation District  
Ralph Cordova, County Executive Officer, Imperial County

Enclosure:

Memorandum of Understanding Cooperation and Coordination as Groundwater Sustainability Agencies for Shared Groundwater Basins within the Imperial County and the Imperial Irrigation District

**MEMORANDUM OF UNDERSTANDING**  
**Cooperation and Coordination as Groundwater Sustainability Agencies for Shared**  
**Groundwater Basins Within the Imperial County and the Imperial Irrigation District**

This Memorandum of Understanding for the Cooperation and Coordination as Shared Groundwater Sustainability Agencies for Groundwater Basins Within the Imperial County and the Imperial Irrigation District ("MOU") is entered into and effective this 22<sup>nd</sup> day of December, 2015 by and between the County of Imperial ("County") and the Imperial Irrigation District ("IID"). The County and IID are each sometimes referred to herein as a "Party" and are collectively sometimes referred to as the "Parties."

**Recitals**

A. In September 2014, the California Legislature enacted the Sustainable Groundwater Management Act of 2014 (SGMA), which established a statewide framework for the sustainable management of groundwater resources. That framework focuses on granting new authorities and responsibility to local agencies while holding those agencies accountable.

B. County contains a number of groundwater basins, as defined by the California Department of Water Resources' Bulletin 118 that are also within or partially within the water service area of IID. Those basins are: (i) West Salton Sea basin (DWR Basin 7-22), (ii) Borrego Valley basin (DWR Basin 7-24), (iii) Ocotillo-Clark Valley basin (DWR Basin 7-25), (iv) Coyote Wells Valley basin (DWR Basin 7-29), (v) Imperial Valley basin (DWR Basin 7-30), (vi) East Salton Sea basin (DWR Basin 7-33), (vii) Amos Valley basin (DWR Basin 7-34), and (viii) Ogilby Valley basin (DWR Basin 7-35).

C. The Parties wish to collaborate in an effort to ensure sustainable groundwater management for all portions of the groundwater basins that are also within the water service jurisdictional boundary of IID ("Shared Groundwater Basins"), as shown on the attached Exhibit A, as expeditiously as possible and at the lowest possible cost. The Parties recognize that the key to success in this effort will be the sharing of resources and responsibilities. This MOU represents a collaborative effort to develop the framework for such a sharing of resources and responsibilities.

D. The Parties desire to build on this MOU by developing a framework agreement for SGMA implementation by June 30, 2017 and completing the development of an alternative plan or a groundwater sustainability plan by December 31, 2022 (collectively, "Groundwater Sustainability Plan").

**Understandings**

1. **Term.** This MOU shall remain in full force and effect until the earliest of the following events: (i) the approval of a groundwater sustainability framework agreement (the "Framework Agreement") to implement this MOU; (ii) the date upon which the governing Board of either of the Parties votes to terminate the provisions of this MOU, or (iii) June 30, 2017.

## 2. *Development of the Framework Agreement*

- a. *Purpose of the Framework Agreement.* The purpose of the Framework Agreement is to identify the roles and responsibilities of the Parties, the need for further work and then establish a reasonable and realistic schedule for the development of a Groundwater Sustainability Plan.
- b. *Governance.* The Parties' designated staff (General Manager/County Executive Officer or their designees and counsel) will meet on a schedule to be determined in order to develop the groundwater sustainability plan in an expeditious manner. Representatives of the governing boards (the 2x2 parties) will meet on a schedule to be determined to evaluate progress towards the Framework Agreement and provide policy guidance. The Parties agree that the Framework Agreement will set forth the governance arrangements for the development and implementation of the Groundwater Sustainability Plan.
- c. *Financing.* The Parties agree to devote staff, counsel and consultant time as needed, at each Party's own expense, to actively participate in the development of the Framework Agreement.

## 3. *Savings Provisions*

- a. This MOU shall not operate to validate or invalidate, modify or affect any Party's powers, authority, policies, rules, regulations or codes, or any Party's rights or obligations under any agreement, contract or memorandum of understanding/agreement entered into prior to the effective date of this MOU. Nothing in this MOU shall operate to convey any new right to groundwater to either Party.
- b. Nothing in this MOU is intended to interfere with the County's exercise of its land-use regulatory authority under its police power or to interfere with the operation of the County's Groundwater Ordinance. Nothing in this MOU is intended to interfere with IID's right to any water derived, directly or indirectly, from the Colorado River that was initially diverted by IID.

## 4. *General Provisions*

- a. *Authority.* Each signatory of this MOU represents that s/he is authorized to execute this MOU on behalf of the Party for which s/he signs. Each Party represents that it has legal authority to enter into this MOU and to perform all obligations under this MOU.
- b. *Amendment.* This MOU may be amended or modified only by a written instrument executed by each of the Parties to this MOU.
- c. *Defense of MOU.* In the event that any judicial or electoral challenge to this MOU is brought by a third party ("Third-Party Challenge"), then the Parties agree to cooperate in the defense of such Third-Party Challenge. The Parties shall

meet and confer in good faith to agree upon a joint defense of such Third Party Challenge. The Parties shall each engage their own counsel and each pay for their own attorneys' fees in connection with such Third Party Challenge.

- d. *Headings.* The paragraph headings used in this MOU are intended for convenience only and shall not be used in interpreting this MOU or in determining any of the rights or obligations of the Parties to this MOU.
- e. *Construction and Interpretation.* This MOU has been arrived at through negotiations and each Party has had a full and fair opportunity to revise the terms of this MOU. As a result, the normal rule of construction that any ambiguities are to be resolved against the drafting Party shall not apply in the construction or interpretation of this MOU.
- f. *Partial Invalidity.* If, after the date of execution of this MOU, any provision of this MOU is held to be illegal, invalid, or unenforceable under present or future laws effective during the term of this MOU, such provision shall be fully severable. However, in lieu thereof, there shall be added a provision as similar in terms to such illegal, invalid or unenforceable provision as may be possible and be legal, valid and enforceable.
- g. *Successors and Assigns.* This MOU shall be binding on and inure to the benefit of the successors of the respective Parties to this MOU. No Party may assign its interests in or obligations under this MOU.
- h. *Necessary Actions.* Each Party agrees to execute and deliver additional documents and instruments and to take any additional actions as may be reasonably required to carry out the purposes of this MOU.
- i. *Compliance with Law.* In performing their respective obligations under this MOU, the Parties shall comply with and conform to all applicable laws, rules, regulations and ordinances.
- j. *Third Party Beneficiaries.* This MOU shall not create any right or interest in any non-Party or in any member of the public as a third party beneficiary.
- k. *Counterparts.* This MOU may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute but one and the same instrument.
- l. *Notices.* All notices, requests, demands or other communications required or permitted under this MOU shall be in writing unless provided otherwise in this MOU and shall be deemed to have been duly given and received on: (i) the date of service if served personally or served by electronic mail or facsimile transmission on the Party to whom notice is to be given at the address(es) provided below, (ii) on the first day after mailing, if mailed by Federal Express, U.S. Express Mail, or other similar overnight courier service, postage prepaid, and addressed as provided below, or (iii) on the third day after mailing if mailed to the

Party to whom notice is to be given by first class mail, registered or certified,  
postage prepaid, addressed as follows:

**To IID:** Imperial Irrigation District  
Attn: General Manager  
P.O. Box 937  
333 E. Barstow Blvd.  
Imperial, CA 92251

**To County:** County of Imperial  
Attn: County Executive Officer  
940 Main Street  
El Centro, CA 92243

***[SIGNATURES ON FOLLOWING PAGE]***

IN WITNESS WHEREOF, the Parties hereto have caused this MOU to be executed by their duly authorized representatives as of the date stated in the preamble.

IMPERIAL IRRIGATION DISTRICT

Stephen W. Benson  
By: Stephen W. Benson  
President, Board of Directors

12-22-15  
Date

ATTEST

Gloria A. Rivera  
By: Gloria A. Rivera  
Secretary to the Board

12-22-15  
Date

COUNTY OF IMPERIAL

Ryan E. Kelley  
By: Ryan E. Kelley  
Chairman, Board of Supervisors

12-23-15  
Date

ATTEST

Blanca Acosta  
By: Blanca Acosta  
Clerk of the Board

12-23-15  
Date

**EXHIBIT A**

**MAP OF SHARED GROUNDWATER BASINS**

