Exhibit 3

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POPULATION FIGURES AND CITY OF WATSONVILLE WATER USE

• State Department of Finance, May 1999

MAY 1999

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City/County Population EstimatesWith Annual Percent Change January 1, 1998 and 1999				
	1.6 226,000	33,773,000		
ALAMEDA	1,413,400	1,433,300	1.4	
ALAMEDA	72,800	73,100	0.4	
ALBANY	17,700	17,750	0.3	
BERKELEY	108,100	108,900	0.7	
DUBLIN	27,850	28,700	3.1	
EMERYVILLE	7,050	7,275	3.2	
FREMONT	199,500	203,600	2.1	
HAYWARD	126,900	127,700	0.6	
LIVERMORE	71,100	73,600	3.5	
NEWARK	41,400	42,750	3.3	
OAKLAND	397,800	399,900	0.5	
PIEDMONT	11,550	11,600	0.4	
PLEASANTON	62,800	64,300	2.4	
SAN LEANDRO	74,600	75,400	1.	
UNION CITY	62,700	65,400	4.3	
UNINCORPORATED	131,400	133,400	1.1	
ALPINE	1,190	1,190	0.	
UNINCORPORATED	1,190	1,190	0.	
AMADOR	33,300	34,050	2.	
AMADOR	210	210	0.	
IONE	6,900	7,150	3.	
JACKSON	3,780	3,830	1.	
үмочтн	800	810	1.	
SUTTER CREEK	2,030	2,06	0 1.	
UNINCORPORATE	19,55	20,00	0 2	
BUTTE	199,10	201,90	0 1	
BIGGS	1,67	0 1,75	0 4	
СНІСО	52,10	0 54,10	0 3	
GRIDLEY	4,85	0 5,02	5 3	
OROVILLE	12,45	0 12,65	0 1	
PARADISE	26,05	0 26,25	0 0	
UNINCORPORATE	D 102,00	0 102,20	0 0	
CALAVERAS	38,10	0 37,80	0-0	
ANGELS CAMP	2,96	2,95	50 -0	
UNINCORPORATE	D 35,15	34,85	50 -0	

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UKIAH	14,850	15,000	1.0
WILLITS	5,125	5,175	1.0
UNINCORPORATED	59,400	60,200	1.3
MERCED	203,200	206,900	1.8
ATWATER	21,800	22,250	2.1
DOS PALOS	4,420	4,460	0.9
GUSTINE	4,190	4,280	2.1
LIVINGSTON	10,500	10,550	0.5
LOS BANOS	21,250	22,200	4.5
MERCED	61,700	62,800	1.8
UNINCORPORATED	79,300	80,400	1.4
MODOC	9,975	9,925	-0.5
ALTURAS	3,100	3,060	-1.3
UNINCORPORATED	6,875	6,875	0.0
MONO	10,550	10,800	2.4
MAMMOTH LAKES	5,300	5,325	0.5
UNINCORPORATED	5,250	5,500	4.8
MONTEREY	381,000	391,300	2.7
CARMEL-BY-THE- SEA	4,500	4,580	1.8
DEL REY OAKS	1,670	1,700	1.8
GONZALES	6,550	6,875	5.0
GREENFIELD	10,050	10,450	4.0
KING CITY	10,350	10,500	1.4
MARINA	18,100	18,350	1.4
MONTEREY	33,350	33,100	-0.7
PACIFIC GROVE	17,200	17,450	1.5
SALINAS	. 126,500	131,100	3.6
SAND CITY	190	190	0.0
SEASIDE	29,400	30,000	2.0
SOLEDAD 21,950		23,200	5.7
UNINCORPORATED	101,200	103,700	2.5
NAPA	121,900	124,600	2.2
AMERICAN CANYON	9,050	9,225	1.9
CALISTOGA	4,840	4,920	1.7
NAPA	68,400	69,900	2.2
ST HELENA	5,850	6,100	4.3
YOUNTVILLE	3,600	3,740	3.9
UNINCORPORATED	30,150	30,700	1.8
NEVADA	89,200	89,600	0.4
GRASS VALLEY	9,500	9,850	3.7
NEVADA CITY	2,890	 	<u> </u>
TRUCKEE	12,250		
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WOODSIDE	5,625	5,700	1.3
UNINCORPORATED	65,000	65,900	1.4
SANTA BARBARA	402,900	409,000	1.5
BUELLTON	3,730	3,840	2.9
CARPINTERIA	14,800	14,950	1.0
GUADALUPE	6,425	6,500	1.2
LOMPOC	42,100	42,450	0.8
SANTA BARBARA	90,800	91,900	1.2
SANTA MARIA	70,500	72,000	2.1
SOLVANG.	5,225	5,300	1.4
UNINCORPORATED	169,400	172,200	1.7
SANTA CLARA	1,686,400	1,715,400	1.7
CAMPBELL	39,650	39,850	0.5
CUPERTINO	46,600	47,650	2.3
GILROY	37,400	39,050	4.4
LOS ALTOS	28,350	28,500	0.5
LOS ALTOS HILLS	8,150	8,250	1.2
LOS GATOS	30,050	30,250	0.7
MILPITAS	62,500	64,300	2.9
MONTE SERENO	3,410	3,440	0.9
MORGAN HILL	30,700	31,900	3.9
MOUNTAIN VIEW	74,600	75,200	0.8
PALO ALTO	60,400	61,200	1.3
SAN JOSE	892,100	909,100	1.9
SANTA CLARA	101,700	102,700	1.0
SARATOGA	31,050	31,250	0.6
SUNNYVALE	130,900	132,900	1.5
UNINCORPORATED	109,100	109,800	0.6
SANTA CRUZ	249,000	252,800	1.5
CAPITOLA	11,000	11,150	1.4
SANTA CRUZ	54,300	55,700	2.6
SCOTTS VALLEY	10,500	10,700	1.9
WATSONVILLE	37,000	37,500	1.4
UNINCORPORATED	136,200	137,700	1.1
SHASTA	164,100	165,400	0.8
ANDERSON	8,625	8,675	0.6
REDDING	78,100	78,700	0.8
SHASTA LAKE	9,300	9,350	0.5
UNINCORPORATED	68,100	68,700	0.9
SIERRA	3,340	3,220	-3.6
LOYALTON	870	830	-4.6
UNINCORPORATED	2,470	2,380	-3.6
SISKIYOU	44,200	44,350	0.3

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CALENDAR YEAR 1998

WATER SOLD = 2,163.44 mg

or 6,639.4 AF

* 4% INCREASE OVER

TABLE 1: 1992-93 POPULATION' AND GROWTH RATES OF COUNTY JURISDICTIONS

Area	1/1/92 Population Estimate	1/1/93 Population Estinnte	1992 Population Growth Rate	(957
City of Capitola	10, 400	10, 450	0.5%	
City of Santa Cruz	51, 000	51, 500	1.0%	
City of Scotts Valley	9,225	9, 300	0.8%	*
City of Watsonville	32,300	32,800	1.5%	CALENDAR YEAR 1993 WATER SOLD
Santa Cruz County Unincorp.	131, 600	132, 900	1.0%	= 2,081,70 m or 6,388.5 AF
Santa Cruz County Total	234,500	236,900	1.0%	,,,,,,
State of California	30,982,000	31,552,000	1.8%	

DOF E-5 Population and Housing Estimates, 4-30-93; and Source: 92-E-l Population of California Cities and Counties, 5-93

The DOF estimated 1992 growth rates for both the entire County (1.0%) and the unincorporated area (1.0%), are much less than the estimated 1.8% State growth rate for 1992, and are also far below the average growth rates of 2.0% for these same areas during the 1980-90 decade, as can be seen through comparisons to the numbers in Table 2. It may be noted that these recent County growth rates also represent a significant change from previous decades when the County grew much faster than the State.

TABLE 2: POPULATION GROWTH RATE COMPARISONS

Year	County Unincorp. Population Growth*	County-Wide Population Growth*	State Popul ati on	Growth*
1960	42,309	84,219	15,720,860	
1970	68,440	3.9% 123,790	19,957,304	2.4%
	4.6%	4.3%		1.7%
1980	107,129 2.0%	188,141	23,668,562 0 %	2.3%
1990	130,809	229,734	29,760,021	2.370

(*) Compound average annual growth rate

Source: 1960, 1970, 1980 and 1990 U.S. Census.