

Metropolitan Water District of Southern California (MWD) 401(k) Retirement Plan Features and Highlights

Read these highlights to learn more about your Plan. If there are any discrepancies between this document and the Plan Document the Plan Document will govern.

About the 401(k) Plan

A 401(k) plan is a retirement savings plan designed to allow eligible employees to supplement any existing retirement and pension benefits by saving and investing before – tax dollars through a voluntary salary contribution. Contribution and any earnings on contributions are tax-deferred until money is withdrawn.

Eligibility Requirements

All permanent full time employees of MWD after 6 months are eligible to participate in the 401(k) Plan.

Enrollment

You may enroll by completing an enrollment form and returning it to MWD's Human Resources Dept.

2012 Contribution Limits

- Combined maximum limit of 100% of your compensation or \$17,000, whichever is less for all retirement contributions.

Participants turning age 50 or older in 2012 may contribute an additional \$5,500.

Employer Contributions

Your employer matches 100% of your contribution up to the first 4.5% of included compensation.

Vesting Schedule

Vesting refers to the percentage of your account you are entitled to receive upon the occurrence of distributable events. Your contributions and any earnings are always 100% vested (including rollovers from previous employers).

Investment Options¹

A wide array of core investment options is available through your Plan. Each option is explained in further detail in your Plan's fund sheets. Once you have enrolled, investment option information is also available through the Web site at www.mwdplans.com or call KeyTalk® toll free at (800) 701-8255. The Web site and KeyTalk are available to you 24 hours a day, 7 days a week².

In addition to the core investment options, a Self-Directed Brokerage (SDB) account is available. The SDB account allows you to select from numerous investment options for additional fees. The SDB account is intended for knowledgeable investors who acknowledge and understand the risks associated with the investments contained in the SDB account.

Deferrals, Transfers and Allocation Changes

Use your Personal Identification Number (PIN) and Username to access the Web site or you can use your social security number and PIN to access KeyTalk. You can move all or a portion of your existing balances between investment options (subject to Plan rules) and change how your payroll contributions are invested³.

Rollovers

Only Plan Administrator approved balances from an eligible governmental 457(b), 401(k), 403(b) or 401(a) plan or an Individual Retirement Account (IRA) may be rolled over to the Plan. Some Plans may only allow rollovers from other 401(k) plans.

Withdrawals

Qualifying distribution events are as follows:

- Retirement
- Permanent disability
- Financial hardship (as defined by the Internal Revenue Code and your Plan's provisions)
- Severance of employment (as defined by the Internal Revenue Code provisions)
- Attainment of age 59½
- Death (your beneficiary receives your benefits)
- Transfer to purchase service credit

Ordinary income tax will apply to each distribution except for an in-service transfer to purchase service credit. Distributions received prior to age 59½ may also be assessed a 10% early withdrawal federal tax penalty. Refer to your Summary Plan Description for more information about distributions.

Plan Fees

Recordkeeping or Administrative Fees:

There is no annual charge for this plan.

Annual SDB transaction fee: \$20.00

Distribution Fees:

There are no Plan distribution fees.

Investment Option Fees:

Each investment option has an investment management fee that varies by investment option. These fees are deducted by each investment option's management company before the daily price or performance is calculated. Fees pay for trading of securities within the investment options and other management expenses.

Funds may impose redemption fees on certain transfers, redemptions or exchanges.

There may be a recordkeeping or administrative fee for investing in certain investment options. Please contact your Great-West Retirement Services representative for more information about any potential investment option fees.

There are additional quarterly fees and/or transaction fees to participate in the Self-Directed Brokerage Option. Please see your Plan's Web site for more information.

Loans

Your Plan allows you to borrow the lesser of \$50,000 or 50% of your total vested account balance. The minimum loan amount is \$1,000 and you have up to 5 years to repay your loan — up to 15 years if the money is used to purchase your primary residence. There is a \$50 origination fee for each loan, plus an ongoing annual \$25 fee. You may have two outstanding loans at a time.

Reality Investing[®] Advisory Services (Advisory Services)

Your Plan has a suite of services called Advisory Services. You can have a qualified investment advisory firm, Advised Assets Group, LLC (AAG) manage your retirement account for you. Or, if you prefer to manage your retirement account on your own, you can use online investment guidance and advice tools. These services help create a personalized retirement strategy for you.

For more detailed information on the managed account service, including fees, please see the Managed Accounts Agreement attached to the Enrollment Form. For more detailed information about the other services, including any applicable fees, visit your Plan's Web site at www.mwdplans.com (click on the "Reality Investing" tab) or call KeyTalk at **(800) 701-8255** to speak to an AAG adviser representative.

How Can I Get More Information?

Visit the Web site at www.mwdplans.com or call KeyTalk toll-free at **(800) 701-8255** for more information. The Web site provides information regarding your Plan, as well as financial education information, financial calculators and other tools to help you manage your account.

1 All information contained on the Web site, in prospectuses and other investment option documents is offered in English. Please have this information translated for your understanding.

2 Access to KeyTalk[®] and the Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades and maintenance, or other reasons. The account owner is responsible for keeping the assigned PIN confidential. Please contact a client service representative immediately if you suspect any unauthorized use.

3 Transfer requests made via the website or KeyTalk received on business days prior to close of the New York Stock Exchange (4:00 p.m. Eastern Time or earlier on some holidays or other special circumstances) will be initiated at the close of business the same day the request was received. The actual effective date of your transaction may vary depending on the investment option selected.

Securities (except for those offered in the Self-Directed Brokerage (SDB) Option), when offered, are offered through GWFS Equities, Inc., and/or other broker dealers. GWFS Equities, Inc. is a wholly owned subsidiary of Great-West Life & Annuity Insurance Company. Great-West Retirement Services[®] refers to products and services provided by Great-West Life & Annuity Insurance Company and its subsidiaries and affiliates.

Managed account, guidance and advice services are offered by Advised Assets Group, LLC (AAG), a federally registered investment adviser and wholly owned subsidiary of Great-West Life & Annuity Insurance Company. Representatives of GWFS Equities, Inc. are not registered investment advisers and cannot offer financial, legal or tax advice. Please consult with your financial planner, attorney and/or tax adviser as needed.

©2011 Great-West Life & Annuity Insurance Company. All rights reserved.
Form# 98706-02PH 401(k)
PT# 127405 (2/15/2012)

Metropolitan Water District of Southern California (MWD) 457 Retirement Plan Features and Highlights

Read these highlights to learn more about your Plan. If there are any discrepancies between this document and the Plan Document the Plan Document will govern.

About the 457(b) Deferred Compensation Plan

A governmental 457(b) Deferred Compensation Plan (457 Plan) is a retirement savings plan that allows eligible employees to supplement any existing retirement and pension benefits by saving and investing before-tax dollars through a voluntary salary contribution. Contributions and any earnings on contributions are tax-deferred until money is withdrawn. Distributions are subject to ordinary income tax.

Eligibility Requirements

All permanent full time employees of MWD are immediately eligible to participate in the 457 Plan.

Enrollment

You may enroll by completing an enrollment form and returning it to MWD's Human Resource Department.

2012 Contribution Limits

- Combined maximum limit of 100% of your compensation or \$17,000, whichever is less for all retirement contributions.
- "Standard" Catch-Up allows participants in the three calendar years prior to normal retirement age to contribute more (up to double the annual contribution limit — \$34,000). The amount that you may be able to contribute under the Standard Catch-Up option will depend upon the amounts that you were able to contribute in previous years but did not.

Participants turning age 50 or older in 2012 may contribute an additional \$5,500. Please note that you may not use the "Standard" catch-up provision and the Age 50+ catch-up provision in the same year.

Vesting Schedule

Vesting refers to the percentage of your account you are entitled to receive upon the occurrence of distributable events. Your contributions and any earnings are always 100% vested (including rollovers from previous employers).

Investment Options¹

A wide array of core investment options is available through your Plan. Each option is explained in further detail in your Plan's fund sheets. Once you have enrolled, investment option information is also available through the Web site at www.mwdplans.com or call KeyTalk® toll free at (800) 701-8255. The Web site and KeyTalk are available to you 24 hours a day, 7 days a week².

Deferrals, Transfers and Allocation Changes

Use your Personal Identification Number (PIN) and Username to access the Web site or you can use your social security number and PIN to access KeyTalk. You can move all or a portion of your existing balances between investment options (subject to Plan rules) and change how your payroll contributions are invested³.

Rollovers

Only Plan Administrator approved balances from an eligible governmental 457(b), 401(k), 403(b) or 401(a) plan or an Individual Retirement Account (IRA) may be rolled over to the Plan.

Withdrawals

Qualifying distribution events are as follows:

- Retirement
- Severance of employment (as defined by the Internal Revenue Code provisions)
- Attainment of age 70½ (if allowed by Government Plan's provisions)
- Death (your beneficiary receives your benefits)
- Unforeseeable emergency (as defined by the Internal Revenue Code and if allowed by your Plan's provisions)
- Transfer to purchase service credit

Each distribution is subject to ordinary income tax except for an in-service transfer to purchase service credit.

Plan Fees

Recordkeeping or Administrative Fees:

There is no annual charge for this plan.

Distribution Fees:

There are no Plan distribution fees.

Investment Option Fees:

Each investment option has an investment management fee that varies by investment option. These fees are deducted by each investment option's management company before the daily price or performance is calculated. Fees pay for trading of securities within the investment options and other management expenses.

Funds may impose redemption fees on certain transfers, redemptions or exchanges.

There may be a recordkeeping or administrative fee for investing in certain investment options. Please contact your Great-West Retirement Services representative for more information about any potential investment option fees.

Loans

Your Plan allows you to borrow the lesser of \$50,000 or 50% of your total vested account balance. The minimum loan amount is \$1,000 and you have up to 5 years to repay your loan — up to 15 years if the money is used to purchase your primary residence. There is a \$50 origination fee for each loan, plus an ongoing annual \$25 fee. You may have two outstanding loans at a time.

Reality Investing[®] Advisory Services (Advisory Services)

Your Plan has a suite of services called Advisory Services. You can have a qualified investment advisory firm, Advised Assets Group, LLC (AAG) manage your retirement account for you. Or, if you prefer to manage your retirement account on your own, you can use online investment guidance and advice tools. These services help create a personalized retirement strategy for you.

For more detailed information on the managed account service, including fees, please see the Managed Accounts Agreement attached to the Enrollment Form. For more detailed information about the other services, including any applicable fees, visit your Plan's Web site at www.mwdplans.com (click on the "Reality Investing" tab) or call KeyTalk at (800) 701-8255 to speak to an AAG adviser representative.

How Can I Get More Information?

Visit the Web site at www.mwdplans.com or call KeyTalk toll-free at (800) 701-8255 for more information. The Web site provides information regarding your Plan, as well as financial education information, financial calculators and other tools to help you manage your account.

1 All information contained on the Web site, in prospectuses and other investment option documents is offered in English. Please have this information translated for your understanding.

2 Access to KeyTalk[®] and the Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades and maintenance, or other reasons. The account owner is responsible for keeping the assigned PIN confidential. Please contact a client service representative immediately if you suspect any unauthorized use.

3 Transfer requests made via the website or KeyTalk received on business days prior to close of the New York Stock Exchange (4:00 p.m. Eastern Time or earlier on some holidays or other special circumstances) will be initiated at the close of business the same day the request was received. The actual effective date of your transaction may vary depending on the investment option selected.

Securities, when offered, are offered through GWFS Equities, Inc., and/or other broker dealers. GWFS Equities, Inc. is a wholly owned subsidiary of Great-West Life & Annuity Insurance Company. Great-West Retirement Services[®] refers to products and services provided by Great-West Life & Annuity Insurance Company and its subsidiaries and affiliates.

Managed account, guidance and advice services are offered by Advised Assets Group, LLC (AAG), a federally registered investment adviser and wholly owned subsidiary of Great-West Life & Annuity Insurance Company. Representatives of GWFS Equities, Inc. are not registered investment advisers and cannot offer financial, legal or tax advice. Please consult with your financial planner, attorney and/or tax adviser as needed.

©2011 Great-West Life & Annuity Insurance Company. All rights reserved.
Form # 98706-03PH 457
PT# 127411 (2/15/2012)