

CADIZ INC  
Form DEF 14A  
October 12, 2018

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CADIZ INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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(1) Title of each class of securities to which transaction applies:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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CADIZ INC.

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON NOVEMBER 14, 2018

To our Stockholders:

The annual meeting of stockholders of Cadiz Inc., a Delaware corporation, will be held at the meeting spaces of Convene located at the Wells Fargo Center, 333 South Grand Avenue, Los Angeles, CA 90071, on Wednesday, November 14, 2018, at 10 a.m., local time, and any adjournments thereof, to consider and act upon the following matters:

- (1) The election of eleven members of the Board of Directors, each to serve until the next annual meeting of stockholders or until their respective successors shall have been elected and qualified;
- (2) Ratification of the selection by the Audit Committee of our Board of Directors of PricewaterhouseCoopers LLP as the Company's independent certified public accountants for fiscal year 2018;
- (3) The approval of a non-binding advisory resolution regarding the compensation of our named executive officers; and
- (4) The transaction of such other business as may properly come before the meeting and any adjournments thereof.

The accompanying proxy statement contains a more complete description of these proposals.

Only stockholders of record at the close of business on October 10, 2018, are entitled to notice of and to vote at the annual meeting. In order to constitute a quorum for the conduct of business at the annual meeting, holders of a majority of all outstanding voting shares of our common stock must be present in person or be represented by proxy.

Whether or not you expect to attend the annual meeting in person, please either vote your shares via Internet, by phone (detailed instructions are included on the proxy card) or date, sign and mail the enclosed proxy in the postage paid return envelope provided as promptly as possible. The proxy is revocable and will not affect your right to vote in person if you attend the meeting.

By Order of the Board of Directors

Timothy J. Shaheen  
Secretary

Los Angeles, California  
October 12, 2018

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on November 14, 2018.

Our proxy statement and the 2017 annual report to stockholders are available at <http://www.cstproxy.com/cadiz/2018>

CADIZ INC.

Annual Meeting of Stockholders

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CADIZ INC.  
550 S. Hope Street, Suite 2850  
Los Angeles, California 90071

PROXY STATEMENT

For  
ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON NOVEMBER 14, 2018

INFORMATION ABOUT SOLICITATION AND VOTING

The Board of Directors of Cadiz Inc. ("the Company") is soliciting proxies to be voted at the annual meeting of our stockholders to be held on Wednesday, November 14, 2018, at the time and place and for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. This proxy statement contains information that may help you decide how to vote. These proxy materials were mailed on or about October 16, 2018, to all stockholders of record.

The Company's Annual Report on Form 10-K for the year ended December 31, 2017, including audited financial statements, is being mailed to you with this proxy statement.

Record Date, Voting Securities and Quorum

The Board of Directors has fixed the close of business on October 10, 2018, as the record date for determination of stockholders entitled to notice of, and to vote at, the annual meeting.

On the record date, 24,456,062 shares of the Company's common stock were outstanding. Holders of common stock are entitled to one vote per share. Only stockholders of record at the close of business on the record date will be entitled to vote.

The candidates for director receiving a plurality of the votes of the shares present in person or represented by proxy will be elected (Proposal 1). An affirmative vote of a majority of the shares present or represented by proxy and voting at the meeting is required for ratification of the Company's independent registered public accounting firm (Proposal 2). The affirmative vote of a majority of the shares present or represented by proxy and voting at the meeting is required for passage of the non-binding advisory resolution approving the compensation of the Company's named executive officers (Proposal 3). While the vote on Proposal 3 is advisory, and will not be binding on the Company or our Board of Directors, the Board of Directors will review the results of the voting on this proposal and take it into consideration when making future decisions regarding executive compensation as we have done in this and previous years.

If you complete, sign, and date the enclosed proxy and return it before the meeting, the persons named will vote your shares as you specify in the proxy. If you sign, date, and return your proxy but do not indicate how you wish your shares voted, they will be voted for the proposals. If you do not return a signed proxy, or submit your vote via Internet or by phone, then your shares will not be voted unless you attend the meeting and vote in person.

To have a quorum, holders of a majority of all shares of voting stock outstanding on the record date must be present at the meeting, either in person or by proxy. Abstentions and "broker non-votes" - shares held by brokerage firms for their clients as to which the firms have not received voting instructions from their clients and therefore do not have the authority to vote - will be counted for purposes of determining a quorum, but will be treated as neither a vote "for" nor a vote "against" the proposals. However, because Proposals 2 and 3 require a majority of the shares present in person or by proxy at the meeting and entitled to vote on the proposals to pass, an abstention, because it is not a vote "for,"

will have the effect of a negative vote with respect to Proposals 2 and 3 and could cause these Proposals not to pass.

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Brokers may not vote your shares on the election of directors in the absence of your specific instructions as to how to vote (Proposal 1). Brokers are also not authorized to vote your shares on Proposal 3. The Company encourages you to provide instructions to your broker regarding the voting of your shares.

#### Revocability of Proxies

You may revoke a proxy any time before the voting begins in any of the following ways:

- \* By giving written notice to the Company's corporate secretary;
- \* By signing and delivering a later dated proxy; or
- \* By attending and voting in person at the meeting.

#### Cost of Solicitation

The Company is paying the expenses of this solicitation. If requested, we will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses in sending proxy material to principals and obtaining their instructions. In addition to solicitation by mail, our directors, officers, and employees may solicit proxies, without extra compensation, in person or by telephone, fax, e-mail, or similar means.



PROPOSAL 1  
ELECTION OF DIRECTORS

The Board of Directors has nominated the eleven persons listed below for election at the annual meeting to serve as directors for a term expiring at the 2019 Annual Meeting of Stockholders or until their respective successors are elected and qualified.

Keith Brackpool  
John A. Bohn  
Jeffrey J. Brown  
Stephen E. Courter  
Geoffrey Grant  
Winston H. Hickox  
Murray H. Hutchison  
Raymond J. Pacini  
Richard Nevins  
Timothy J. Shaheen  
Scott S. Slater

Each of the nominees currently serves as a director and has agreed to serve as such for another term if elected. The Board has reviewed the background of the nominees, as set out on the following page, and has determined to nominate each of the current Directors for re-election. Proxies may not be voted for a greater number of persons than eleven, representing the number of nominees named in this proxy statement.

The Board believes that each nominee has valuable individual skills and experience that, taken together, provides it with the variety and depth of knowledge, judgment and vision necessary to provide effective oversight of a resource development enterprise like ours. As indicated in the following biographies, the nominees have extensive and diverse experience in a variety of fields, including water policy (Mr. Bohn, Mr. Brackpool, Mr. Slater and Mr. Shaheen), real estate development (Mr. Hutchison, Mr. Pacini, and Mr. Hickox), environmental stewardship (Mr. Hutchison and Mr. Hickox), agricultural development (Mr. Brackpool and Mr. Shaheen), capital raising (Mr. Brown, Mr. Brackpool, Mr. Pacini, Mr. Grant, Mr. Hickox, Mr. Shaheen and Mr. Nevins), public accounting (Mr. Pacini, Mr. Shaheen and Mr. Courter), and academia (Mr. Courter and Mr. Slater).

The Board also believes that, as indicated in the biographies, the nominees have demonstrated significant leadership skills as a chief executive officer (Mr. Bohn, Mr. Brown, Mr. Brackpool, Mr. Hutchison, Mr. Shaheen, Mr. Pacini, Mr. Grant, Mr. Hickox, Mr. Courter and Mr. Nevins) or in government through Cabinet service (Mr. Bohn and Mr. Hickox). All of the nominees have significant experience in the oversight of public companies due to their service as the Company's directors and directors of other companies. The Board believes that these skills and experiences qualify each nominee to serve as a director of the Company.

The Board believes the Company would be best served by increased diversity in Board membership. To this end, the Company has formed a sub-committee of the Company's Corporate Governance and Nominating Committee for the purpose of identifying and nominating qualified candidates whose membership on the Board will expand the diversity of the Board.

Proxies will be voted for the election of the nominees named above unless instructions are given to the contrary. Proxies cannot be voted for a greater number of persons than the number of nominees named. Should any nominee become unable to serve as a director, the persons named in the enclosed form of proxy will, unless otherwise directed, vote for the election of such other person as the present Board of Directors may designate to fill that position.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH NOMINEE AS A DIRECTOR.

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## DIRECTORS AND EXECUTIVE OFFICERS

The following sets forth certain biographical information, the present occupation and the business experience for the past five years or more of each director who will stand for re-election at our 2018 Annual Meeting of Stockholders. We have no executive officer who is not also a director.

## Nominees for Director:

Name	Age	Position with Cadiz
Keith Brackpool	61	Chairman of the Board
John A. Bohn	80	Director
Jeffrey J. Brown	61	Director
Stephen E. Courter	63	Director
Geoffrey Grant	58	Director
Winston H. Hickox	75	Director
Murray H. Hutchison	79	Director
Raymond J. Pacini	63	Director
Richard Nevins	71	Director
Timothy J. Shaheen	58	Director, Chief Financial Officer and Secretary
Scott S. Slater	60	Director, President and Chief Executive Officer

Keith Brackpool is a co-founder of the Company and Chairman of the Company's Board of Directors, a position he has held since 2001. Mr. Brackpool was appointed to the Board of Directors in 1986. Mr. Brackpool served as President of the Company from December 1991 until April 2011. Mr. Brackpool also served as Chief Executive Officer of the Company from December 1991 until January 2013. Mr. Brackpool is also currently a principal of 1334 Partners L.P., a partnership that owns commercial real estate in California. Mr. Brackpool has extensive experience in California public policy and, most recently, served on the California Horse Racing Board (CHRB) from September 2009 – January 2013, including a term as Chairman from 2010 – 2013. Previously, Mr. Brackpool was co-chair of California Governor Gray Davis' Agriculture and Water Transition Task Force and the Commission on Building for the 21st Century, a diverse panel that developed long-term policy proposals to meet the state's future water, housing, technology and transportation needs. Earlier in his career, Mr. Brackpool served as director and chief executive officer of North American Operations for Albert Fisher Group, a multi-billion dollar food company.

John A. Bohn was appointed a director effective May 30, 2018. Mr. Bohn was appointed pursuant to the terms of a Cooperation Agreement dated May 1, 2018 between the Company and Water Asset Management, LLC. Mr. Bohn is presently a partner and Chief Strategist at Deepwater Desal, LLC, a California company developing a desalination facility in Monterey, a partner at Water Property Investors, LLC, an advisory board member for Water Asset Management, LLC and a Director of the Center for Capital Markets Competitiveness, a division of the U.S. Chamber of Commerce, chartered to advise on the reform of the capital markets for the 21st century. Mr. Bohn most recently completed a three-year term as Chairman and CEO of Renewable Energy Trust Capital, a renewables investment

company which he co-founded in 2013. In 2010, he completed a six-year term as Commissioner of the California Public Utilities Commission, where he was the lead Commissioner over investor-owned water utility regulation and was also instrumental in crafting incentive programs for renewable energy initiatives. Mr. Bohn also previously served as President and Chief Executive Officer of Moody's Investors Service. Earlier in his career, Mr. Bohn joined the President Reagan Administration in 1981 and served in a variety of capacities including as U.S. Ambassador and Executive Director of the Asian Development Bank and later as Chairman and CEO of the Export Import Bank of the United States. Mr. Bohn began his career practicing law in California. He received his undergraduate degree with honors from Stanford University, attended the London School of Economics as a Fulbright scholar, and received his JD from Harvard Law School.

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Jeffrey J. Brown was appointed a director effective May 30, 2018. Mr. Brown was appointed pursuant to the terms of a Cooperation Agreement dated May 1, 2018 between the Company and Water Asset Management, LLC. Mr. Brown is the Chief Executive Officer and founding member of Brown Equity Partners, LLC, a California company that provides equity and debt capital to a variety of business endeavors. Prior to founding Brown Equity Partners in January 2007, Mr. Brown served as a founding partner and primary deal originator for the venture capital and private equity firm Forrest Binkley & Brown from 1993 to 2007. In addition to his board service at Cadiz Inc., Mr. Brown also currently serves on the Nominating and Governance Committee, Compensation Committee and as Audit Committee Chair of Rent-A-Center, Inc. (NASDAQ: RCII) and also on the board of directors and as chair of the audit committee of Medifast, Inc. (NYSE: MED), where he also serves as Lead Director. In his over 30 years in the investment business, Mr. Brown has served on over 40 corporate boards of directors, including nine public company boards. Earlier in his career, Brown held positions at Hughes Aircraft Company, Morgan Stanley & Company, Security Pacific Capital Corporation and Bank of America Corporation. Mr. Brown received his MBA from the Stanford University Graduate School of Business and graduated Summa Cum Laude as a Mathematics Major from Willamette University.

Stephen E. Courter was appointed a director of the Company effective October 9, 2008. Mr. Courter was originally appointed to the Board as a designee of LC Capital Master Fund for a term expiring at the 2009 annual meeting of stockholders. Mr. Courter is currently on the faculty of the McCombs School of Business, University of Texas at Austin where he teaches MBA courses in strategy and new venture creation. He also serves as a director of Mobi Corporation, an information technology firm, and Upland Software, a business process software company. Mr. Courter has over 25 years of experience in management positions in the technology/telecommunications industry, serving most recently as CEO of Broadwing Communications from 2006 to 2007 and CEO of NEON Communications from 2000 to 2006. Mr. Courter began his career as an officer in the U.S. Army and has also held various executive positions, both in the U.S. and Europe, at several major corporations including KPMG, IBM and Sprint.

Geoffrey Grant was appointed a director of the Company effective January 22, 2007. Mr. Grant is presently a private investor. In 2012, Mr. Grant retired from Grant Capital Partners, an asset management firm founded by Mr. Grant in 2008, where he was the Managing Partner and the Chief Investment Officer. Prior to founding Grant Capital Partners, Mr. Grant was a Managing Partner and the Chief Investment Officer of Peloton Partners LLP, a global asset management firm. Mr. Grant co-founded Peloton Partners LLP in 2005. Mr. Grant's career in financial markets spans 35 years beginning at Morgan Stanley in 1982 in foreign exchange options and currency derivatives, then with Goldman Sachs from 1989 to 2004 where he ultimately served as Head of Global Foreign Exchange and Co-head of the Proprietary Trading Group in London.

Winston Hickox was appointed a director of the Company effective October 2, 2006. Mr. Hickox is currently a shareholder at California Strategies, a public policy consulting firm and a member of the Strategic Advisory Group for Palladin Capital, a leading global private investment firm. From 2004 to 2006, Mr. Hickox completed a two-year assignment as Sr. Portfolio Manager with the California Public Employees' Retirement System (CalPERS) where he assisted with the design and implementation of a series of environmentally oriented investment initiatives in the Private Equity, Real Estate, Global Public Equities, and Corporate Governance segments of the fund's investment portfolio. Prior to his assignment at CalPers, from 1999 to 2003, Mr. Hickox served as Secretary of the California Environmental Protection Agency and a member of the Governor Gray Davis' cabinet. Mr. Hickox's environmental policy experience also includes membership on the board of the California League of Conservation Voters, including a four-year term as Board President (1990 - 1994); and two years on the boards of Audubon California and Sustainable Conservation (2004 - 2006). Mr. Hickox formerly served as a member of the board of Thomas Properties Group, Inc., a publicly traded full service real estate investment firm, prior to its acquisition by Parkway Properties, Inc. in December 2013. Additionally, Mr. Hickox formerly served as a member of the board of GRIDiant Corporation, a privately held corporation in the energy technology sector. Earlier in his professional career, Mr. Hickox was a partner and Managing Director with LaSalle Advisors, Ltd., a major force in the world's real estate capital markets, and a Managing Director with Alex Brown Kleinwort Benson Realty Advisors Corp., where he served as head of the firm's Portfolio Management Group.

Murray H. Hutchison was appointed a director of the Company in June 1997. He is also a member of the Board of Managers (an LLC's functional equivalent of a Board of Directors) of the Company's subsidiary, Cadiz Real Estate LLC. In his capacity as a manager of the LLC, he performs essentially the same duties on behalf of the LLC as he would as an outside director for a corporation. Since his retirement in 1996 from International Technology Corporation ("ITC"), a publicly traded diversified environmental management company, Mr. Hutchison has been self-employed with his business activities involving primarily the management of an investment portfolio. From 1976 to 1996, Mr. Hutchison served as Chief Executive Officer and Chairman of International Technology for ITC. Mr. Hutchison formerly served as Chairman of the Board of Texas Eastern Product Pipelines Company (TEPPCO), a publicly traded company operating in refined petroleum products, liquefied petroleum gases and petrochemical transportation and storage, prior to its acquisition by Enterprise Products Partners L.P. in October 2011. Mr. Hutchison formerly served as Lead Director on the board of Jack in the Box, Inc., a publicly traded fast food restaurant chain since May 1998 until February 2012. Mr. Hutchison serves as a director on the board of Cardium Therapeutics, Inc., a publicly traded medical technology company. Additionally, Mr. Hutchison serves as a director of several other non-publicly traded U.S. companies.

Richard Nevins was appointed as a Director of the Company effective July 1, 2016. Mr. Nevins was originally appointed to the Board as a designee of LC Capital Master Fund. Mr. Nevins is an independent financial advisor and has over 30 years of financial experience as a senior investment banker and senior corporate officer. Mr. Nevins holds a Master of Business Administration from the Stanford Graduate School of Business and a Bachelor of Arts in Economics from the University of California, Riverside.

Raymond J. Pacini was appointed a director of the Company effective June 16, 2005. Since April 9, 2018 Mr. Pacini has been the Chief Financial Officer of BrixInvest, LLC (dba "Rich Uncles"), a sponsor and advisor for various publicly-registered, nontraded REITs including Rich Uncles Real Estate Investment Trust I, RW Holdings NNN REIT, Inc. and Brix Student Housing REIT, Inc. From November 2017 until April 2018, Mr. Pacini was an independent director of Brix Student Housing REIT, Inc. From June 2013 until April 6, 2018 Mr. Pacini was the Chief Financial Officer of Northbound Treatment Services, a privately held company which treats drug and alcohol addictions. From May 1998 to March 2011, Mr. Pacini served as President, Chief Executive Officer and a Director of California Coastal Communities, Inc. ("CALC"), a residential land development and homebuilding company operating in Southern California which was formerly publicly traded. On October 27, 2009, CALC and certain of its subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code in the Central District of California. On March 1, 2011, CALC satisfied the various conditions to its plan of reorganization with the respect to its Chapter 11 bankruptcy cases, emerged from bankruptcy and became a privately held company. From

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June 1992 until May 1998, Mr. Pacini was the Chief Financial Officer of CALC (formerly known as Koll Real Estate Group, Inc. and Henley Properties, Inc.). Mr. Pacini has seven years of experience as a certified public accountant with the accounting firm of Coopers & Lybrand (now known as PricewaterhouseCoopers LLP). Mr. Pacini has been a National Association of Corporate Directors (NACD) Board Leadership Fellow since 2014. He has demonstrated his commitment to boardroom excellence by completing NACD's comprehensive program of study for corporate directors. In August 2018, Mr. Pacini earned the NACD/CERT Certificate in Cybersecurity Oversight.

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Timothy J. Shaheen was appointed Chief Financial Officer and Secretary of the Company in November 2008, and has served as a director of the Company since March 1999. Effective April 12, 2011, Mr. Shaheen also serves as Chairman and Chief Executive Officer of the Board of Managers of Cadiz Real Estate LLC, a wholly-owned subsidiary of the Company. Mr. Shaheen is also a private investor and principal of Shaheen & Associates. From September 1996 to April 2005, Mr. Shaheen served as the President, Chief Executive Officer and a director of Sun World International. From 1999 through 2005, Mr. Shaheen served as a Governor appointee to the Los Angeles Regional Water Quality Control Board and from 2001 through 2003, as Chairman of the Food Security Task Force for the United Fresh Fruit and Vegetable Association. Prior to joining Sun World, from 1989 to 1996, Mr. Shaheen served as a senior executive with Albert Fisher North America, a publicly traded international produce company. Mr. Shaheen also has seven years of experience with the accounting firm Ernst & Young LLP; and is a certified public accountant.

Scott S. Slater is the Company's President and Chief Executive Officer, appointed to the role of President in April 2011 and Chief Executive Officer effective February 1, 2013. In addition, Mr. Slater has been a member of the Company's Board of Directors since February 2012. Mr. Slater is an accomplished negotiator and litigator and, in addition to his role at the Company, is a shareholder in Brownstein Hyatt Farber Schreck LLP, the nation's leading water law firm. For more than 30 years, Mr. Slater's practice has been limited to litigation and the negotiation of agreements related to the acquisition, distribution, and treatment of water. He has served as lead negotiator on a number of important water transactions, including the negotiation of the largest conservation-based water transfer in U.S. history on behalf of the San Diego County Water Authority. Mr. Slater is also the author of California Water Law and Policy, the state's leading treatise on the subject, and has taught water law and policy courses at University of California, Santa Barbara, Pepperdine University, and the University of Western Australia, among others.



## THE BOARD OF DIRECTORS

Directors of the Company hold office until the next annual meeting of stockholders or until their successors are elected and qualified. There are no family relationships between any directors or current officers of the Company. Officers serve at the discretion of the Board of Directors.

The Board of Directors is responsible for our management and direction and for establishing broad corporate policies, including our leadership structure. Assessing and managing risk is the responsibility of the management of the Company. Our Board of Directors oversees and reviews certain aspects of the Company's risk management efforts. Annually, the Board reviews our strategic business plans, which includes evaluating the objectives of and risks associated with these plans.

The separation of the Chairman of the Board and Chief Executive Officer roles at public companies has been recommended by proxy advisory experts, stockholder groups and American legislators as a means to promote good corporate governance and manage risk following the enactment in the United States of the 2002 Sarbanes-Oxley Act. Currently, Mr. Brackpool serves as Chairman of the Board and Mr. Slater serves as Chief Executive Office and President. Mr. Brackpool had previously served as Chairman and Chief Executive Officer from 2001 until January 2013. The Board separated the capacities of Chairman and Chief Executive in January 2013 for the first time since 2001. The Board believes this change provided additional independence between the Board and management and allows the Board to provide objective guidance and oversight to Mr. Slater and management as they execute the Company's business plans, carry out the Company's strategic initiatives, and confront any challenges.

In addition, under its charter, the Audit Committee (acting on its behalf and concomitantly as the Risk Committee, as described below) reviews and discusses with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

The Audit Committee is composed of Raymond J. Pacini, Jeffrey J. Brown, Stephen E. Courter, and Winston H. Hickox. The Board of Directors has determined that Mr. Pacini, a member of the Company's Audit Committee, is an "audit committee financial expert" as that term is defined in Item 407(d)(5) of Regulation S-K under the Securities Act.

### Director Independence

Messrs. Bohn, Brown, Courter, Grant, Hickox, Hutchison, Nevins and Pacini have all been affirmatively determined by the Board to be "independent" under all relevant securities and other laws and regulations, including those set forth in SEC and regulations and pertinent listing standards of the NASDAQ Global Market, as in effect from time to time. In February 2017, the directors unanimously elected Mr. Grant as the Company's lead independent director to further enhance independent director oversight of management.

The Company's independent directors meet routinely in executive session without the presence of management. Independent directors met in executive session at each regularly scheduled meeting of the Board, at least four (4) times annually, in each case outside the presence of any director who also serves as an executive officer. In addition to regularly scheduled board meetings, the Board of Directors and various committees of the Board regularly meet to receive and discuss operating and financial reports presented by the Chief Executive Officer and other members of management as well as reports by experts and other advisors.

### Independence of Committee Members

The Board maintains three committees, whose functions are described below. The Board has determined that all members of its committees are independent. Each Board committee is chaired by an independent Director and

maintains a written charter detailing its authority and responsibilities. These charters are reviewed periodically as legislative and regulatory developments and business circumstances warrant and are available in their entirety on the Company's website at <http://www.cadizinc.com> and to any stockholder otherwise requesting a copy.

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## Communications with the Board of Directors

Stockholders wishing to communicate with the Board, or with a specific Board member, may do so by writing to the Board, or to the particular Board member, and delivering the communication in person or mailing it to: Board of Directors c/o Timothy J. Shaheen, Corporate Secretary, Cadiz Inc., 550 S. Hope Street, Suite 2850, Los Angeles, California 90071.

## Meetings and Committees of the Board of Directors

During the year ended December 31, 2017, the Board of Directors held six formal meetings, conferred on a number of occasions through telephone conferences, and took action, when appropriate, by unanimous written consent. All then serving members of the Board of Directors were present at each meeting

The Board of Directors has three standing committees, the Audit Committee (also acting concomitantly as the Risk Committee), the Compensation Committee and the Corporate Governance and Nominating Committee, each of which is comprised entirely of directors whom the Board has affirmatively determined to be independent, as they meet the objective requirements set forth by the NASDAQ Global Market and the SEC, and have no relationship, direct or indirect, to the Company other than as stockholders or through their service on the Board.

The Audit Committee is responsible for (i) considering the adequacy of the Company's internal accounting control procedures, (ii) overseeing the Company's compliance with legal and regulatory requirements, (iii) reviewing the independent auditor's qualifications and independence, (iv) the appointment, compensation and oversight of all work performed by the independent registered public accounting firm and (v) overseeing the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company. The Committee advises and makes recommendations to the Board of Directors regarding the financial, investment and accounting procedures and practices followed by the Company. The Audit Committee is currently composed of Mr. Pacini, Mr. Brown, Mr. Hickox and Mr. Courter. Mr. Pacini is the Audit Committee Chair. The Board has determined that all members of its Audit Committee are independent. The Audit Committee met four times during the year ended December 31, 2017. All the members of the Audit Committee were present at each meeting with the exception of Mr. Brown as he was appointed to the Audit Committee in May 2018. Each member of the Audit Committee receives quarterly training from the Company's independent auditors, with such training to include coverage of compliance with Generally Accepted Accounting Principles, the Sarbanes Oxley Act, corporate governance, assessment of risk, compliance auditing, and reporting requirements for publicly-traded corporations.

In February 2017, the Board designated the Audit Committee to act concomitantly as the Company's Risk Committee. In addition to and separately from the Audit Committee's duties, the Risk Committee's duties include (i) ensuring that the Company makes decisions that will more likely than not allow it to construct a pipeline to deliver water from its property to the Southern California water transportation system without violating any governing laws or regulations, (ii) monitoring the Company's compliance with all risk assessment and reporting conducted by the Company's employees, (iii) identifying material risks relating to the Company's compliance and preparing a written report to the Board whenever a material risk relating to the Company's compliance is identified, (iv) monitoring compliance with the Company's Code of Business Conduct and Ethics, and (v) reporting to the Compensation Committee on an annual basis regarding the CEO's and Chief Financial Officer's contribution to the Company's culture of ethics and compliance and their effectiveness and dedication to ensuring the Company's compliance with applicable laws, rules, and regulations. The Risk Committee will meet at least two times annually in executive session with no member of management present.

The Compensation Committee oversees compensation of the Chief Executive Officer and key executives and oversees regulatory compliance with respect to the Company's compensation matters. The Committee also oversees the Company's compensation policy applicable to senior management of the Company and advises and makes recommendations to the Board of Directors regarding the compensation of directors and executive officers. The Committee operates under a written charter adopted by the Board of Directors, which is available on the Company's website at <http://www.cadizinc.com> and to any stockholder otherwise requesting a copy. The Compensation Committee is currently composed of Mr. Hutchison, Mr. Bohn, Mr. Pacini, Mr. Hickox, Mr. Courter and Mr. Grant. Mr. Hutchison is the Compensation Committee Chair. The Board has determined that all members of its Compensation Committee are independent. The Compensation Committee conferred on a number of occasions through telephone conferences, and took action, when appropriate, by unanimous written consent.

The Corporate Governance and Nominating Committee is responsible for the establishment of procedures for the Committee's oversight of the evaluation of the Board and management. The Committee makes recommendations to the Board of corporate guidelines applicable to the Company. The Committee is also responsible for the identification and recommendation to the Board of qualified candidates for nomination to the Company's Board of Directors. The Committee will consider director candidates recommended by stockholders provided the nominations are received on a timely basis and contain all information relating to such nominee as is required to be disclosed in solicitations of proxies for elections of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, including such person's written consent to being named in the Proxy Statement as a nominee and to serve as a director if elected, the name and address of such stockholder or beneficial owner on whose behalf the proposed nomination is being made, and the class and number of shares of the Company owned beneficially and of record by such stockholder or beneficial owner. The Corporate Governance and Nominating Committee will consider nominees suggested by stockholders on the same terms as nominees selected by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee believes that nominees for election to the Board of Directors must possess certain minimum qualifications. The Committee will consider a candidate's judgment, skill, diversity, experience with businesses and other organizations of comparable size, financial background, beneficial ownership of the Company, and the interplay of the candidate's experience with the experience of other Board members, among other factors, in assessing a candidate. The Board believes that diversity is an important factor in determining the composition of the Board and that the Company would be best served by increased diversity in Board membership. As noted under Proposal 1 above, the Company has formed a sub-committee of the Committee for the purpose of identifying and nominating qualified candidates whose membership on the Board will expand the diversity of the Board. Except as set forth in this paragraph, the Corporate Governance and Nominating Committee does not currently have a formal policy regarding the handling or consideration of director candidate recommendations received from a stockholder, or a formal process for identifying and evaluating nominees for directors (including nominees recommended by stockholders). These issues will be considered by the Corporate Governance and Nominating Committee, which will then make a recommendation to the Board. The Corporate Governance and Nominating Committee operates under a written charter adopted by the Board of Directors, which is available on the Company's website at <http://www.cadizinc.com> and to any stockholder otherwise requesting a copy. The Corporate Governance and Nominating Committee is currently composed of Mr. Hutchison, Mr. Bohn, Mr. Pacini, Mr. Hickox and Mr. Grant. Mr. Hickox is the Corporate Governance and Nominating Committee Chair. The Board has determined that all members of its Corporate Governance and Nominating Committee are independent. The Corporate Governance and Nominating Committee met one time during the year ended December 31, 2017. All the members of the Corporate Governance and Nominating Committee were present at the meeting with the exception of Mr. Bohn as he was appointed to the Corporate Governance and Nominating Committee in May 2018.

Beginning with the 2017 Annual Meeting of Stockholders, a majority of the members of the Board shall attend each annual stockholder meeting. During annual stockholder meetings, stockholders shall have the right to ask questions, both orally and in writing, and, where appropriate, receive answers and discussion from the CEO and members of the Board, with such discussion to take place regardless of whether those questions have been submitted in advance.

#### CODE OF ETHICS

The Company has adopted a code of ethics that applies to all of our employees, including the chief executive officer and chief financial officer. A copy of the code of ethics may be found on the Company's website at <http://www.cadizinc.com>. Any employee who becomes aware of any existing or potential violation of the code of ethics is required to report it. Any waivers from and amendments to the code of ethics granted to directors or executive officers will be promptly disclosed on the Company's website at <http://www.cadizinc.com>.

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## COMPENSATION DISCUSSION AND ANALYSIS

### Overview

The Company's compensation policies and practices are developed and implemented through the Compensation Committee of the Board of Directors. The Committee's responsibility is to review and consider annually the performance of the Company's named executive officers in achieving both corporate and individual goals and objectives, and to assure that the Company's compensation policies and practices are competitive and effective in incentivizing management.

The Compensation Discussion and Analysis section provides a description of the primary elements of the Company's fiscal year 2017 compensation program and policies for the following individuals, who are referred to throughout this proxy statement as our named executive officers:

- Scott Slater, President and Chief Executive Officer
- Timothy Shaheen, Chief Financial Officer
- Keith Brackpool, Chairman of the Board

In February 2013, the Board separated the roles of Chief Executive Officer and Chairman, which had until that time been held by Mr. Brackpool. Mr. Slater manages the day-to-day operation of the Company and its projects and Mr. Brackpool, a Company founder, holds an essential role advising management in the Chairman position. Therefore, Mr. Brackpool remains among our named executive officers and his compensation is further described in this statement.

In 2017, our named executive officers effectively completed multiple transactions important to the long-term success of the Company, including:

Negotiated over several months a strategic transaction with funds affiliated with Apollo Global Management to initiate financial arrangements for the construction and implementation of the Company's Cadiz Valley Water Conservation, Recovery & Storage Project ("Water Project" or the "Project"). In furtherance of the strategic transaction, funds managed by affiliates of Apollo and the Company executed a series of agreements that replaced and refinanced our senior secured mortgage debt and provided \$15M of new senior debt to fund immediate construction related expenditures. Apollo Funds also executed a conditional commitment letter to fund up to \$240M in construction finance expenditures for the Water Project, subject to the satisfaction of conditions precedent. The conditional commitment for up to \$240M was intended to provide the additional resources necessary to complete the construction of Phase I of the Water Project.

Lead efforts to support the withdrawal and replacement of a controversial 2015 evaluation of the Water Project by the U.S. Bureau of Land Management ("BLM"), which had found that the Water Project's proposed use of a portion of an existing railroad right-of-way for construction of its water conveyance pipeline was outside the right-of-way's scope. In July the federal appropriations bill was adopted for the first time in eight years without a budget rider annually authored by Senator Dianne Feinstein (D-CA) that sought to require a unique certification of the Water Project by the U.S. Department of the Interior and also blocked BLM from spending any funds on permitting of the Water Project. In October, BLM issued a letter ("BLM Letter") to the Company finding that the Water Project's proposed use of the existing Arizona & California Railroad ("ARZC") Company's right-of-way to construct a pipeline and related railroad improvements "furthers railroad purposes" and concluding that the Project is within the scope of the original right-of-way grant. The BLM Letter also formally rescinded the agency's October 2015 evaluation of the Project's proposed use of the ARZC right-of-way. Following the receipt of the BLM Letter, the Project required no further federal permits or authorizations to construct within the ARZC railroad right-of-way.

Compensation Committee activities in 2017 included:

- Evaluating the performance of the Company's executive officers;
  - Reviewing and approving the total compensation and benefits of the Company's executive officers, including cash compensation and long-term incentive compensation; and
- Reviewing guidelines and standards regarding the Company's compensation practices and philosophy.

For the Company's named executive officers, other than Mr. Slater, the committee established compensation levels based, in part, on the recommendations of Mr. Slater as Chief Executive Officer.

This section should be read in conjunction with the "Summary Compensation Table" and related tables pertaining to the compensation earned in 2017 by the named executive officers presented in this proxy statement under the caption "Executive Compensation".

### Compensation Philosophy

The Company's business plan and goals have historically been and continue to be linked to the development of the Water Project. The Company's annual cash resources are focused on funding the completion of the Water Project's development process. Due to the long-term nature of developing such a project, the progress made by the Company in the development of the Water Project and the general development of our land and water resources does not bear a direct relationship to quarterly and annual results of operations.

It is critical to the development of the Water Project that the Company attracts and retains well-qualified executives familiar with the water sector as well as long-term infrastructure and project development. As a result, the Company's executive compensation programs seek to maintain a competitive annual salary structure while emphasizing long-term incentives that are connected to the ultimate implementation of the Water Project. These programs strive to align the interests of the executive officers and management with those of the Company's stockholders through the use of equity-based programs. In doing so, the Company intentionally reduces the risk that executives will place too much focus on short-term achievements to the detriment of the long-term goals of the Company.

### Elements of Compensation

The Company's compensation program has four primary components: cash salary, performance-based cash awards, long-term incentives through equity stock awards, and benefits. Each element of the Company's compensation program has been specifically chosen to reward, motivate and incentivize the executives of the Company to complete the development and implementation of the Water Project. The Compensation Committee determines the amount for both total compensation and each compensation element through discussions with the Company's management, consideration of benchmarking data, past performance and future corporate and individual objectives.

The four basic elements of compensation, described in further detail below, are:

**SALARY.** Base salaries for the Company's named executives are determined by the Compensation Committee depending on a variety of factors including the scope of their responsibilities, their leadership skills and values, their performance and length of service. Salaries for our named executive officers are intended to create a minimum level of compensation that is competitive with other companies deemed comparable, depending on the prior experience and position of the executive. Salaries are typically paid in cash, but could also be paid with restricted stock awards. Decisions regarding salary increases are affected by the named executive's current salary and the amounts paid to their peers within and outside the Company.

**LONG-TERM INCENTIVES.** The primary form of incentive compensation that is offered to the Company's executives consists of long-term incentives in the form of equity awards. The use of such long-term incentives is intended to focus and align goals of Company executives with those of stockholders and creates a direct interest in the results of operations, long-term performance and achievement of the Company's long-term goals.

**PERFORMANCE BASED CASH AWARDS.** The Compensation Committee believes that it is sometimes important to offer cash incentives to executives for the achievement of specified objectives that yield increased value for stockholders and will utilize performance based cash awards from time to time to provide additional incentives.

**BENEFITS.** The Compensation Committee also incorporates retirement, insurance, termination and severance benefits in the compensation program for executive officers. These benefits are offered to retain top executives, maintain their health and wellness and remain competitive in the industry. The retirement and insurance benefits are consistent with those benefits offered more broadly to the Company's employees.

The Company's overall compensation packages for our named executive officers have historically emphasized equity incentives due to the long-term development timelines of our projects and the focus of the Company on achieving the implementation of these projects. Even with the emphasis on long-term incentives, the Company's overall compensation is established at a level comparable to our peer group of companies, which share a similar focus on long-term development of assets. As the Water Project has finalized numerous permitting milestones and prepares for construction and implementation, the Committee has also utilized performance based cash awards to reward achieved milestones and goals in that calendar year.

#### Use of Peer Group

Our main asset consists of a large land position with water rights in Southeastern California and our business is primarily focused on the permitting of a water supply and storage project at our primary property in Cadiz, California. Because no other publicly-traded company is similarly situated, it is difficult to identify directly comparable peer companies.

However, for guidance on the pay mix and compensation package of our named executive officers, we identified a peer group of companies operating in the property and asset development sectors, specifically companies with comparable market capitalization and an emphasis on the development of property and real estate in the Southwestern United States. The peer group includes the following companies:

- Alico, Inc.
- Forestar Group, Inc.
- Limoneira Company
- PICO Holdings, Inc.
- Taylor Morrison, Inc.
- Tejon Ranch Co.
- Pure Cycle Corp.



## Benchmarking

The Compensation Committee believes it is important to understand and analyze the current compensation programs of other companies when making compensation decisions. We traditionally consider the compensation programs of our peers when determining compensation for the named executive officers. This year the Committee reviewed publicly available information for our peer group companies to compare the components of our compensation program for the executive officers with those of the peer group.

Due to the Company's unique business plan and current focus on development of the Water Project, the Compensation Committee exercises its discretion in determining compensation packages that may differ from the peer group. Nevertheless, the peer group is instructive in assessing elements of compensation and structure for similarly situated companies.

Upon review of publicly available information for our peers, the Committee found the total compensation of our Chief Executive Officer to be among the lowest in the peer group.

## Performance Objectives

The Committee emphasizes performance objectives for executives when granting long-term equity compensation awards from existing plans. Currently, as described above, the Company is focused on the performance of objectives related to implementation of the Water Project and fixes equity grants to satisfaction of such project development objectives including both restrictions as to sale and on a vesting schedule commensurate with the anticipated Water Project development timeline.

## Elements of 2017 Compensation

1. **SALARY.** In evaluating base salaries for 2017, the Compensation Committee believed it was important to maintain competitive base salary compensation that would also keep cash compensation expenditures to a minimum. In 2017, Mr. Slater's annual base salary remained the same as in 2016 at \$300,000 reflecting the desire of the Committee to conserve its cash resources while it prepares for the construction and implementation of the Water Project. In addition, in 2017, the Committee continued to follow the salary structure approved by the Company's stockholders for Mr. Shaheen and Mr. Brackpool as outlined in their amended and restated employment agreements. These amended and restated agreements provided for their base cash compensation to be reduced for 2014, 2015 and 2016 in exchange for equity based salary in the form of restricted stock units ("RSUs") that vested ratably during these years. In accordance with the terms of their stockholder approved amended and restated employment agreements, effective January 1, 2017 the base cash salaries for Mr. Shaheen and Mr. Brackpool automatically reverted to \$350,000 and \$275,000, respectively, representing their salaries as in effect immediately prior to the stockholder approved split between salary and RSUs in 2014.

2. **LONG-TERM INCENTIVES.** The Committee has chosen to rely upon equity instruments, such as restricted stock and options, in designing compensation packages for executives. The Committee views the grant of equity based awards as an incentive for future performance since the value of these equity based awards will increase as the Company's stock price increases, thereby satisfying the Committee's goal of linking executive compensation to share price appreciation over the longer term and promoting the retention of the key executives throughout the development process of our projects. The Committee is conscious of the potential dilutive effect arising from the use of equity incentives and tries to limit issuances to maintain appropriate ratios of overall ownership levels in the Company from year to year.

In order for us to utilize equity based awards as a form of incentive compensation and maintain alignment with the goals of stockholders, the Committee and the Board have created plans subject to stockholder approval. At the 2014 Annual Meeting held on June 11, 2014, the Company's stockholders approved the 2014 Equity Incentive Plan that replaced an existing 2009 equity incentive plan and better aligns the Company's current objectives with equity incentive awards. Under the 2014 EIP, Mr. Brackpool and Mr. Shaheen were each eligible to receive a milestone-based long-term equity incentive award of 100,000 shares, once construction financing necessary for the implementation of the Water Project, as defined in the approved Final Environmental Impact Report, is secured ("Milestone RSUs"). The Milestone RSUs were earned and issued in June 2017.

3. CASH AWARDS. While the Compensation Committee believes that equity based awards rather than cash based awards allow the Company to better preserve our existing cash resources and, accordingly, has relied primarily upon the grant of equity based awards to reward executive performance (see "Long-Term Incentives") of named executive officers, the Compensation Committee also believes that it is important to offer cash incentives to executives for the achievement of specified objectives that yield increased value for stockholders and to reduce the tax burdens associated with the issuance of restricted equity based awards. In 2017, Mr. Shaheen, Mr. Brackpool and Mr. Slater were each granted a \$300,000 cash award by the Board for exemplary service in implementing Company objectives throughout the course of the year, including those transactions described under "Overview", above.

4. BENEFITS. Per their 2014 amended and restated employment agreements described below, Mr. Brackpool and Mr. Shaheen received retirement benefits as part of their compensation packages in 2017. Termination and severance terms are adjusted annually in Mr. Brackpool's and Mr. Shaheen's existing employment agreements.

#### Severance and Change in Control Provisions

The Company's current compensation agreements with Messrs. Brackpool and Shaheen provide for certain severance provisions and benefits associated with various termination scenarios, as well as certain vesting acceleration for equity-based compensation in the event of a change-in-control. The severance and change in control provisions were determined largely by negotiations between the parties as one of the many elements of a larger negotiation involving the particular executive's employment or consulting agreement with the Company. These agreements are designed to be competitive in the marketplace and provide security for these executives in the event that the Company is acquired and their position is impacted. This will allow the Company's executives to consider and implement transformative transactions of significant benefit to our stockholders without undue concern over their own financial situations.

A summary of the severance and change-in-control provisions applicable to compensation arrangements with the Company's executive officers named in the Summary Compensation Table, along with a quantification of the benefits available to each named officer as of December 31, 2017, can be found in the section captioned "Potential Payments upon Termination or Change in Control".

#### Tax and Accounting Considerations

##### Impact of Code Section 162(m)

The Compensation Committee has considered the impact of provisions of the Internal Revenue Code of 1986, specifically Code Section 162(m). Section 162(m) limits to \$1 million the Company's deduction for compensation paid to each of our executive officers, which does not qualify as "performance based". The 2014 Equity Incentive Plan was designed to permit grant awards that qualify as performance-based compensation, thereby permitting the Company to receive a federal income tax deduction in connection with the awards.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis with management of the Company. Based on this review and discussion, we recommend to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

THE COMPENSATION COMMITTEE

Murray H. Hutchison, Chairman

John A. Bohn

Stephen E. Courter

Geoffrey Grant

Winston H. Hickox

Raymond J. Pacini

The foregoing report shall not be deemed incorporated by reference by any general statement incorporating by reference this statement into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

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## EXECUTIVE COMPENSATION

## Summary Compensation Table

The following table shows the compensation awarded to, earned by, or paid during the years ended December 31, 2017, 2016 and 2015, to the Company's current chief executive officer and president, our chief financial officer and our former chief executive officer and current Chairman.

Name and Principal Position <sup>(1)</sup>	Year	Salary (\$)	Bonus (\$)	Stock Awards <sup>(2)</sup> (\$)	Option Awards <sup>(2)</sup> (\$)	All Other Compensation <sup>(3)</sup> (\$)	Total (\$)
Scott Slater President and current Principal Executive Officer <sup>(4)</sup>	2017	300,000	300,000	-	-	-	600,000
	2016	300,000	-	-	-	-	300,000
	2015	300,000	-	-	-	-	300,000
Timothy J. Shaheen Principal Financial Officer and Secretary	2017	350,000	300,000	851,500	-	12,336	1,513,836
	2016	200,000	200,000	59,934	-	9,271	469,205
	2015	200,000	-	213,720	-	8,821	422,541
Keith Brackpool Chairman and former Principal Executive Officer	2017	275,000	300,000	851,500	-	47,260	1,473,760
	2016	35,000	-	95,895	-	42,943	173,838
	2015	35,000	-	341,952	-	39,424	416,376

<sup>(1)</sup> The executive officers listed in the Summary Compensation Table above were the Company's only executive officers during the year ended December 31, 2017.

This column discloses the dollar amount of compensation cost recognized for the respective fiscal year in accordance with FASB ASC Topic 718. The assumptions used for determining the value of stock awards and <sup>(2)</sup>options are set forth in the relevant Cadiz Inc. Annual Report to Stockholders in Note 9 to the Consolidated Financial Statements, "Stock-Based Compensation Plans and Warrants". All Stock Awards listed were approved by Stockholders as part of the 2014 Equity Incentive Plan and became fully vested and were issued in 2017.

All Other Compensation includes a 401k match that is generally available to all employees. Messrs. Brackpool and Shaheen each received \$10,800 in 401k matching contributions in 2017. In 2017, Mr. Brackpool's Other <sup>(3)</sup>Compensation also includes \$36,460 of company paid expenses related to a leased automobile. Mr. Shaheen's Other Compensation for 2017 includes \$1,536 in a car allowance. The value of perquisites for Mr. Slater was less than \$10,000, and thus no amount relating to perquisites is included in the Summary Compensation Table.

Mr. Slater was appointed President of the Company on April 12, 2011, replacing Mr. Brackpool in this position. <sup>(4)</sup>Effective February 1, 2013, Mr. Slater assumed the additional role of Chief Executive Officer, replacing Mr. Brackpool in this position. Mr. Brackpool remains as Chairman of the Board of Directors.

## Grants of Plan-Based Award

There were no non-equity incentive plan awards or equity awards granted to our named executive officers in 2017.

## Outstanding Equity Awards at Fiscal Year

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The following table sets forth certain information concerning outstanding stock and option awards as of December 31, 2017, for each named executive officer.

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Name	Option Awards				Stock Awards	
	Securities Underlying Unexercised Options (#) Exercisable	Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Marked or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Scott Slater	100,000 <sup>(1)</sup>	-	12.51	4/12/21	-	-
Timothy J. Shaheen	100,000 <sup>(1)</sup>	-	11.50	1/14/20	-	-
Keith Brackpool	200,000 <sup>(1)</sup>	-	11.50	1/14/20	-	-

<sup>(1)</sup>Options granted by the Company under the 2009 Equity Incentive Plan.

Option Exercises and Stock Vested

The following table sets forth certain information concerning stock option exercises and restricted stock vesting during 2017 for each named executive officer.

Name	Option Awards		Stock Awards	
	Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Scott Slater	-	-	-	-
Timothy J. Shaheen	-	-	100,000 <sup>(1)</sup>	851,500
Keith Brackpool	-	-	100,000 <sup>(1)</sup>	851,500

<sup>(1)</sup> Vested portion of milestone restricted stock units granted by the Company under the 2014 Equity Incentive Plan.

Pension Benefits

The Company does not have any qualified or non-qualified defined benefits plans.

Nonqualified Deferred Compensation

The Company does not have any non-qualified defined contribution plans or other deferred compensation plans.

## EMPLOYMENT ARRANGEMENTS

Mr. Scott S. Slater has served with the Company since November 2008 pursuant to an agreement with the law firm Brownstein Hyatt Farber and Schreck LLP, where Mr. Slater is also a shareholder. From 2008 – 2012, Mr. Slater was primarily focused on the development of the Company's Water Project and did not receive a base salary from the Company for his role as General Counsel (2008 – 2012) and President (2011 – 2012). Mr. Slater's compensation from the Company consisted exclusively of long-term incentives due to the nature of the development of the Water Project. In April 2011, Mr. Slater received options to purchase 100,000 shares of common stock at an exercise price of \$12.51 per share under the Company's 2009 Incentive Plan with such options vesting 1/3 when issued, 1/3 in April 2012 and 1/3 in April 2013. On February 1, 2013, Mr. Slater was named Chief Executive Officer in addition to his ongoing role as President. As a result, Mr. Slater's employment arrangements were amended to reflect the broadening of his responsibilities and leadership role over all of the Company's asset development initiatives. In consideration of Mr. Slater's agreement to serve as Chief Executive Officer and President, Mr. Slater began to receive an annual base salary from the Company of \$300,000 effective February 1, 2013.

The Company's Chief Financial Officer, Mr. Timothy J. Shaheen, entered into an amended and restated employment agreement with the Company effective July 1, 2014 replacing a May 2009 employment agreement. Mr. Shaheen serves as the Principal Financial Officer of the Company and as Chairman and Chief Executive of the Board of Managers of Cadiz Real Estate LLC, our subsidiary holding title to the Company's land and water assets. Mr. Shaheen also oversees the Company's agricultural operations. Mr. Shaheen's amended and restated agreement provided for a new base salary compensation structure and established milestone principles for further long-term incentive equity awards. Pursuant to the amended and restated agreement, Mr. Shaheen's annual base cash compensation was reduced for 2014, 2015 and 2016 in exchange for equity based salary in the form of restricted stock units ("RSUs") that vested ratably during those years. Effective July 1, 2014, Mr. Shaheen's salary was decreased to \$200,000 per annum, and he received a total of 62,500 RSUs, 12,500 in 2014, and 25,000 each in 2015 and 2016. In addition, Mr. Shaheen received a long-term equity incentive milestone award of 100,000 shares of the Company's stock in the form of 100,000 RSUs that will only vest once construction financing necessary for the implementation of the Cadiz Valley Water Conservation, Recovery and Storage Project, as defined in the approved Final Environmental Impact Report, is secured. These RSUs were earned and issued in June 2017. No RSUs have been granted in 2018 to Mr. Shaheen. In accordance with the terms of his amended and restated employment agreement, effective January 1, 2017 the base cash salary for Mr. Shaheen automatically reverted to \$350,000, representing his salary as in effect immediately prior to the 2014 RSU grants.

Mr. Keith Brackpool entered into an amended and restated employment agreement effective July 1, 2014 ("2014 Amended Agreement") replacing a May 2009 employment agreement. The 2014 Amended Agreement provided for a new base salary compensation structure and established milestone principles for further long-term incentive equity awards. Pursuant to the 2014 Amended Agreement, Mr. Brackpool's annual base cash compensation was reduced for 2014, 2015 and 2016 in exchange for equity based salary in the form of restricted stock units ("RSUs") that vested ratably during those years. Effective July 1, 2014, Mr. Brackpool's salary was decreased to \$35,000 per annum, and he received a total of 100,000 RSUs, 20,000 in 2014 and 40,000 each in 2015 and 2016. In addition, Mr. Brackpool received a long-term equity incentive milestone award of 100,000 shares of the Company's stock in the form of 100,000 RSUs that will only vest once construction financing necessary for the implementation of the Cadiz Valley Water Conservation, Recovery and Storage Project, as defined in the approved Final Environmental Impact Report, is secured. These RSUs were earned and issued in June 2017. No RSUs have been granted in 2018 to Mr. Brackpool. In accordance with the terms of his amended and restated employment agreement, effective January 1, 2017 the base cash salary for Mr. Brackpool automatically reverted to \$275,000, representing his salary as in effect immediately prior to the RSU grants.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The following table and summary set forth estimated potential payments the Company would be required to make to our named executive officers upon termination of employment or change in control of the Company, pursuant to each executive's employment or consulting agreement in effect at year end. Except as otherwise indicated, the table assumes that the triggering event occurred on December 31, 2017.

<u>Name</u>	<u>Benefit</u>	Termination		
		without Cause or Resignation upon Company Material Breach (\$)	Death or Disability (\$)	Termination Following Change of Control (\$)
Scott Slater	Salary	-	-	-
	Bonus	-	-	-
	Equity Acceleration	-	-	-
	Benefits Continuation <sup>(1)</sup>	-	-	-
	Total Value	-	-	-
Timothy J. Shaheen	Salary	175,000	175,000	350,000
	Bonus	-	-	-
	Equity Acceleration	-	-	-
	Benefits Continuation <sup>(1)</sup>	23,062	-	46,123
	Total Value	198,062	175,000	396,123
Keith Brackpool	Salary	275,000	550,000	550,000
	Bonus	-	-	-
	Equity Acceleration	-	-	-
	Benefits Continuation <sup>(1)</sup>	68,414	-	136,828
	Total Value	343,414	550,000	686,828

<sup>(1)</sup>The benefits continuation amounts include car allowances, 401(k) matching benefits and paid vacation.

## Termination without Cause or Resignation upon Company Material Breach

Mr. Shaheen's 2014 Employment Agreement provides that if Mr. Shaheen were terminated by the Company without cause or if he resigns due to a breach of the 2014 Employment Agreement by us, then the Company is obligated to pay severance and continuation of benefits (to the extent such benefits could then be lawfully made available by the Company) for one hundred eighty days following the effective date of the termination, as though Mr. Shaheen were continuing to provide services to the Company under the 2014 Employment Agreement.

Mr. Brackpool's 2014 Amended Agreement provides that if Mr. Brackpool were terminated by the Company without cause or if he resigns due to a breach of the 2014 Amended Agreement by us, then the Company is obligated to pay severance and continuation of benefits (to the extent such benefits could then be lawfully made available by the Company) for one year following the effective date of the termination, as though Mr. Brackpool were continuing to provide services to the Company under his 2014 Amended Agreement.





#### Termination of Employment Due to Death or Disability

Mr. Shaheen's 2014 Employment Agreement provides that if he dies or became disabled, he or his estate would be entitled to receive severance for one hundred eighty days consisting of his base compensation.

Mr. Brackpool's 2014 Amended Agreement provides that if he dies or became disabled, he or his estate would be entitled to receive severance for two years consisting of his base compensation.

#### Change in Control

Mr. Shaheen's 2014 Employment Agreement provides that if Mr. Shaheen is terminated by the Company following a change in control, the Company is obligated to pay severance and continuation of benefits (to the extent such benefits could then be lawfully made available by the Company) for one year following the effective date of the termination, as though Mr. Shaheen were continuing to provide services to the Company under his 2014 Employment Agreement.

Mr. Brackpool's 2014 Amended Agreement provides that if Mr. Brackpool is terminated by the Company following a change in control, the Company is obligated to pay severance and continuation of benefits (to the extent such benefits could then be lawfully made available by the Company) for two years following the effective date of the termination, as though Mr. Brackpool were continuing to provide services to the Company under his 2014 Amended Agreement.

**DIRECTOR COMPENSATION**

The following table summarizes the compensation earned by each of the non-employee directors in 2017. Directors who are also officers or employees of the Company receive no compensation for duties performed as a director. No current director has an agreement or arrangement with any third party relating to compensation or other payments in connection with the director's candidacy or service as a director.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	Total (\$)
Stephen E. Courter	30,000	20,000	-	50,000
Geoffrey Grant	-	50,000	-	50,000
Winston H. Hickox	7,500	42,500	-	50,000
Murray H. Hutchison	-	50,000	-	50,000
Richard Nevins	-	50,000	-	50,000
Raymond J. Pacini	30,000	20,000	-	50,000

This column discloses the dollar amount of compensation cost recognized in 2017 based on the fair value at grant <sup>(1)</sup>date in accordance with FASB ASC Topic 718. These awards were valued at the market value of the underlying stock on the date of grant in accordance with FASB ASC Topic 718.

<sup>(2)</sup>Directors of the Company do not receive stock option awards.

**DIRECTOR COMPENSATION POLICY**

All non-employee directors are entitled to receive, for each 12 month period ending June 30 of each year, the amount of \$30,000, prorated for directors serving less than the full 12 months. Payments are made in 4 quarterly installments of \$7,500. A director may elect to receive any or all of his or her cash compensation earned in the form the Company's common stock. A director is entitled to a \$7,500 fee for any quarter in which services are rendered. Each June 30, non-employee directors are also entitled to receive a deferred stock award consisting of shares of the Company's common stock with a value equal to \$20,000 (calculated with reference to the average closing price of the Company's common stock during the one month preceding the annual award date), prorated for directors serving less than the full 12 months.

**DIRECTOR STOCK OWNERSHIP POLICY**

The Company encourages stock ownership on behalf of our directors. Thus, the Company's compensation structure for non-employee directors includes awards of stock as compensation for director services. See "Director Compensation Policy", above.

**EQUITY COMPENSATION PLAN INFORMATION**

The following table provides information as of December 31, 2017 with respect to shares of the Company's common stock that may be issued under its existing compensation plans. The table includes plan grants to executive officers and other Company employees.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by stockholders	507,500 <sup>(1)</sup>	\$11.66	69,052 <sup>(2)</sup>
Total	507,500	\$11.66	69,052

(1)Represents 507,500 options outstanding under the Company's 2009 Equity Incentive Plan as of December 31, 2017.

(2)Represents 69,052 securities issuable under the Company's 2014 Equity Incentive Plan as of December 31, 2017.

#### PAY RATIO DISCLOSURE

Pursuant to the Dodd-Frank Act, the Securities and Exchange Commission adopted a rule requiring annual disclosure of the ratio of the total annual compensation of the principal executive officer ("CEO") to the median employee's annual total compensation. Mr. Scott Slater is the Company's Chief Executive Officer. In the pay ratio table below, Mr. Slater's total compensation as reflected in the foregoing Summary Compensation Table, is compared to the median employee's total compensation. For simplicity, the value of the Company's retirement plan was excluded for Mr. Slater and all permanent employees, as all employees, including the CEO, are offered the same benefits. In determining the median employee, a listing was prepared of all employees that were actively employed as of December 31, 2017, with the exception of Mr. Slater. All wages, bonuses and stock awards paid to each employee were deemed to be the employee's total compensation. If a permanent employee was not employed by the Company for the entirety of the year, an annualized total compensation was calculated for that employee. The below table presents the ratio of the total annual compensation of the Company's Chief Executive Officer, Mr. Slater, to the median employee's annual total compensation:

Mr. Scott Slater (CEO) total annual compensation	\$ 600,000
Median Employee total annual compensation	\$ 142,972
Ratio of CEO to Median Employee total annual compensation	4.20:1.00

#### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

In fiscal 2017, there were no Compensation Committee interlocks and no insider participation in Compensation Committee decisions that were required to be reported under the rules and regulations of the 1934 Act.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the beneficial ownership of the Company's voting securities, as of the record date for the annual meeting, by each stockholder whom the Company knows to own beneficially more than five percent of our common stock, and by each director, each named executive officer, and all directors and executive officers as a group, excluding, in each case, rights under options or warrants not exercisable within 60 days. All persons named have sole voting power and investment power over their shares except as otherwise noted.

Name and Address	Amount and Nature of Beneficial Ownership	Percent of Class
LC Capital Master Fund, Ltd. LC Capital Partners LP LC Capital Advisors LLC LC Offshore Fund, Ltd.		
Lampe, Conway & Co., LLC Steven G. Lampe Richard F. Conway c/o Lampe, Conway & Co., LLC 680 Fifth Avenue, 12th Floor New York, NY 10019-5429	6,790,933 <sup>(1)</sup>	22.38%
Water Asset Management LLC TRF Master Fund (Cayman) LP Disque D. Deane, Jr. Matthew J. Diserio Marc Robert 509 Madison Avenue Suite 804 New York, NY 10022	2,966,162 <sup>(2)</sup>	12.13%
Nokomis Capital, L.L.C. Brett Hendrickson 2305 Cedar Springs Road, Suite 420 Dallas, TX 75201	2,715,000 <sup>(3)</sup>	9.99%
BlackRock Inc. BlackRock Advisors, LLC BlackRock Asset Management Canada Ltd. BlackRock Fund Advisors BlackRock Institutional Trust Company, National Association BlackRock Financial Management, Inc. BlackRock Investment Management, LLC 55 East 52nd Street New York, NY 10055	1,462,786 <sup>(4)</sup>	5.98%
Keith Brackpool c/o 550 S. Hope St., Suite 2850 Los Angeles, CA 90071	370,000 <sup>(5)</sup>	1.5%
Timothy J. Shaheen	194,500 <sup>(6)</sup> *	

c/o 550 S. Hope St., Suite 2850  
Los Angeles, CA 90071  
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Geoffrey Grant c/o 550 S. Hope St., Suite 2850 Los Angeles, CA 90071	164,730 <sup>(7)</sup> *	
Scott S. Slater c/o 550 S. Hope St., Suite 2850 Los Angeles, CA 90071	109,000 <sup>(8)</sup> *	
Winston H. Hickox c/o 550 S. Hope St., Suite 2850 Los Angeles, CA 90071	105,765 <sup>(9)</sup> *	
Murray Hutchison c/o 550 S. Hope St., Suite 2850 Los Angeles, CA 90071	49,942	*
Raymond J. Pacini c/o 550 S. Hope St., Suite 2850 Los Angeles, CA 90071	26,676	*
Stephen Courter c/o 550 S. Hope St., Suite 2850 Los Angeles, CA 90071	23,948	*
Richard Nevins c/o o 550 S. Hope St., Suite 2850 Los Angeles, CA 90071	9,901	*
Jeffrey Brown c/o 550 S. Hope St., Suite 2850 Los Angeles, CA 90071	2,207	*
John A. Bohn c/o 550 S. Hope St., Suite 2850 Los Angeles, CA 90071	893	*
All Directors and officers as a group (nine individuals)	1,057,562 <sup>(5)(6)(7)(8)(9)</sup>	4.25%

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\* Represents less than one percent of the 24,456,062 outstanding shares of common stock of the Company as of October 10, 2018.

#### Footnotes

<sup>(1)</sup>Based upon Form 13D/A filed on December 14, 2015 with the SEC by LC Capital Master Fund Ltd. ("Master Fund"), information provided by Master Fund and the Company's corporate records, Master Fund and affiliates beneficially own a total of 6,790,933 shares of the Company's common stock as of October 10, 2018.

Edgar Filing: CADIZ INC - Form DEF 14A

Includes 759,492 shares of common stock presently outstanding.

Includes 145,508 shares of common stock presently outstanding and held by Steven G. Lampe over which he has sole voting and dispositive power, but for which Master Fund disclaims beneficial ownership.



## Edgar Filing: CADIZ INC - Form DEF 14A

Includes 5,818,431 shares of common stock issuable upon conversion of \$39,274,448 in Convertible Notes at a conversion rate of \$6.75 per share as of October 10, 2018 and 67,502 shares of common stock issuable upon conversion of interest that will have accrued within 60 days of October 10, 2018.

These securities, except for the common stock owned solely by Steven G. Lampe, are owned by Master Fund and may also be deemed to be beneficially owned by the named persons below by virtue of the following relationships: (i) LC Capital Partners, LP ("Partners") and LC Offshore Fund, Ltd. ("Offshore Fund") beneficially own 100% of the outstanding shares of Master Fund; (ii) LC Capital Advisors LLC ("Advisors") is the sole general partner of Partners; (iii) Lampe, Conway & Co., LLC ("LC&C") is investment manager to Master Fund, Partners, and Offshore Fund pursuant to certain investment management agreements and shares voting and dispositive power over the securities; and (iv) Steven G. Lampe and Richard F. Conway are the sole managing members of each of Advisors and LC&C and therefore, have indirect voting and dispositive power over securities held by Master Fund. Each of the persons named above, other than Master Fund, specifically disclaims beneficial ownership of these securities except to the extent of his or its pecuniary interest therein, if any.

Master Fund and/or its affiliates have designated Mr. Stephen E. Courter and Mr. Richard Nevins, directors of the Company, as their designees on our Board of Directors.

Based upon Schedule 13D filed on March 26, 2018 with the SEC, Form 13F-HR filed on August 14, 2018, information provided by Water Asset Management LLC ("WAM") and the Company's corporate records, WAM and TRF Master Fund (Cayman) LP (together WAM-TRF) beneficially own 2,966,162 shares of the Company's common stock presently outstanding. Does not include 280,375 shares of common stock issuable upon conversion of \$ 1,892,530 in Convertible Notes owned by WAM-TRF at a conversion rate of \$6.75 per share as of October 10, 2018, plus 3,253 shares of common stock issuable upon conversion of interest that will have accrued within 60 days of October 10, 2018, but which may not currently be issued because WAM-TRF is prohibited from converting Convertible Notes to obtain ownership in excess of 9.99% of the Company's outstanding Common Stock.

Disque D. Deane, Jr., Matthew J. Diserio and Marc Robert are the managing members of WAM and Limited Partners in TRF.

WAM and/or its affiliates have designated Mr. Jeffrey Brown and Mr. John Bohn, directors of the Company, as their designees on our Board of Directors.

<sup>(3.)</sup>Based upon a Schedule 13G/A filed on February 13, 2018 with the SEC, information provided by Nokomis Capital, L.L.C. ("Nokomis Capital") and the Company's corporate records, Nokomis Capital owns or controls 3,076,210 shares of common stock, of which only 2,715,000 are issuable as of October 10, 2018 upon conversion of \$18,326,268 in Convertible Notes at a conversion rate of \$6.75 per share and included in the calculation of beneficial ownership.

Does not include 361,210 shares of common stock otherwise issuable to Nokomis Capital upon conversion of \$2,438,170 in Convertible Notes held as of October 10, 2018 plus 35,689 shares of common stock issuable upon conversion of interest that will have accrued within 60 days of October 10, 2018, but which may not currently be issued because Nokomis Capital is

prohibited from converting Convertible Notes to obtain ownership in excess of 9.99% of the Company's outstanding Common Stock.

Nokomis Capital purchased the Convertible Notes through the accounts of certain private funds and managed accounts (collectively, the "Nokomis Accounts"). Nokomis Capital serves as the investment manager to the Nokomis Accounts and may direct the vote and dispose of the shares held by the Nokomis Accounts.

Mr. Brett Hendrickson is the principal of Nokomis Capital and may direct the vote and disposition of the shares held by the Nokomis Accounts.

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(4.) Based upon a Form 13F-HR filed on August 9, 2018, BlackRock, Inc. and affiliates own 1,462,786 shares of the Company's stock. Blackrock filings with the SEC indicate that various persons control its ownership of the Company's common stock and no one person at Blackrock has control of more than five percent of the total common stock shares outstanding.

(5.) Includes 200,000 shares underlying presently exercisable options.

(6.) Includes 100,000 shares underlying presently exercisable options.

(7.) Includes 30,500 shares held in five separate trusts, each holding 6,100 shares for the benefit of Mr. Grant's children. The trustee of these trusts is not a member of the Reporting Person's immediate family. Mr. Grant disclaims beneficial ownership of the shares held by these trusts.

(8.) Includes 100,000 shares underlying presently exercisable options.

(9.) Includes 35,000 shares held by Mr. Hickox's spouse.

## SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") requires our directors and executive officers, and persons who beneficially own more than 10% of a registered class of our equity securities ("reporting persons"), to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Reporting persons are required by Commission regulations to furnish the Company with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of reports and amendments thereto on Forms 3, 4 and 5 furnished to us by reporting persons and forms that we filed on behalf of certain directors and officers, during, and with respect to, our fiscal year ended December 31, 2017, and on a review of written representations from reporting persons to us that no other reports were required to be filed for such fiscal year, all Section 16(a) filing requirements applicable to our reporting persons were satisfied in a timely manner, except that a Form 4 filing for each of Geoffrey Grant, Murray Hutchison and Richard Nevins, directors of the Company in 2017, were inadvertently filed one day late.

## AUDIT COMMITTEE REPORT

As of December 31, 2017, the Audit Committee was composed of Mr. Pacini, Mr. Courter and Mr. Hickox. Mr. Brown was appointed to the Audit Committee in May 2018. Mr. Pacini serves as Chairman of the Committee

Each member of the Committee is an independent director as defined under the listing standards of the NASDAQ Global Market. The Committee operates under a written charter that is reviewed on an annual basis. During fiscal 2017, the Audit Committee performed all of its duties and responsibilities under its charter. The purpose of the Audit Committee is to assist the Board of Directors in its oversight of management's control of the Company's financial reporting processes. In February 2017, the Board designated the Audit Committee to act concomitantly as the Company's Risk Committee.

Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, accounting and financial reporting principles, internal controls, and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Audit Committee reviews the Company's accounting and financial reporting process on behalf of the Board of Directors. In that regard, the Committee met four times in 2017 in order to expressly exercise the Committee's responsibilities related to the Company's quarterly and annual financial statements for fiscal 2017 and management's assessment of the effectiveness of our internal controls over financial reporting as of December 31, 2017. During these meetings, the Committee reviewed and discussed with management and PricewaterhouseCoopers LLP, our independent registered public accounting firm, our consolidated financial statements, including our audited consolidated financial statements for the year ended December 31, 2017, and financial reporting process, including the system of internal controls over financial reporting and significant accounting policies applied by the Company.

The Audit Committee also reviewed the report of management contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission, as well as PricewaterhouseCoopers LLP's Report of Independent Registered Public Accounting Firm included in our 2017 Annual Report on Form 10-K related to its audit of: (i) the consolidated financial statements and (ii) the effectiveness of internal control over financial reporting. The Audit Committee continues to oversee the Company's efforts related to its internal control over financial reporting and management's preparations for the evaluation of its internal controls for fiscal 2018.

The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of PricewaterhouseCoopers LLP. The Committee regularly meets in executive session with PricewaterhouseCoopers LLP, without management present, to discuss the results of their examinations, evaluations of the Company's internal controls and the overall quality of the Company's financial reporting.

Our independent registered public accounting firm is responsible for performing an independent audit of the consolidated financial statements of the Company and expressing an opinion on the conformity of our financial statements with U.S. generally accepted accounting principles. The Committee discussed with the Company's independent registered public accounting firm the scope and plan for its audits including the review of internal controls prescribed in Section 404 of the Sarbanes-Oxley Act of 2002. The Committee has discussed with PricewaterhouseCoopers LLP the matters that are required to be discussed by Statement on Auditing Standards No. 61, as amended (Communication with Audit Committees) as adopted by the Public Company Accounting Oversight Board in Rule 3200T. PricewaterhouseCoopers LLP has provided the Committee with the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding PricewaterhouseCoopers LLP's communications with the Committee concerning independence, and has discussed with PricewaterhouseCoopers LLP its independence from the Company. The Committee also considered the nature and scope of the non-audit services provided by PricewaterhouseCoopers LLP to the Company and the compatibility of these services with PricewaterhouseCoopers LLP's independence. The Committee pre-approves all audit and permitted non-audit services to be performed by the Company's independent registered public accounting firm pursuant to the terms of the Committee's written charter.

In reliance on the reviews and discussions referred to above, the Committee recommended to the Board of Directors, and the Board of Directors approved, that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2017. The Committee also appointed PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2018, and has recommended that such appointment be submitted to the Company's stockholders for ratification at the 2018 Annual Meeting of Stockholders.

## THE AUDIT COMMITTEE

Raymond J. Pacini, Chairman  
Jeffrey J. Brown  
Stephen E. Courter  
Winston H. Hickox

## PRINCIPAL ACCOUNTANT FEES AND SERVICES

For the fiscal years ended December 31, 2017 and 2016, professional services were performed by PricewaterhouseCoopers LLP. The Company's Audit Committee annually approves the engagement of outside auditors for audit services in advance. The Audit Committee has also established complementary procedures to require pre-approval of all audit-related, tax and permitted non-audit services provided by PricewaterhouseCoopers LLP, and to consider whether the outside auditors' provision of non-audit services to the Company is compatible with maintaining the independence of the outside auditors. The Audit Committee may delegate pre-approval authority to one or more of its members. Any such fees pre-approved in this manner shall be reported to the Audit Committee at its next scheduled meeting. All services described below were pre-approved by the Audit Committee.

All fees for services rendered by PricewaterhouseCoopers LLP aggregated \$270,000 and \$287,000 during the fiscal years ended December 31, 2017 and 2016, respectively, and were composed of the following:

**Audit Fees.** The aggregate fees accrued by the Company for the audit of the annual financial statements during the fiscal years ended December 31, 2017 and 2016, for reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q, and for assistance with and review of documents filed with the SEC were \$270,000 for 2017 and \$287,000 for 2016.

**Audit Related Fees.** No audit-related fees were billed by PricewaterhouseCoopers LLP to the Company during the fiscal years ended December 31, 2017 and 2016.

**Tax Fees.** No tax fees were billed by PricewaterhouseCoopers LLP to the Company during the fiscal years ended December 31, 2017 and 2016.

**All Other Fees.** No other fees were billed during the fiscal years ended December 31, 2017 and 2016.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

There have been no transactions since the beginning of our last fiscal year with our directors and officers and beneficial owners of more than five percent of our voting securities and their affiliates requiring disclosure.

## POLICIES AND PROCEDURES WITH RESPECT TO RELATED PARTY TRANSACTIONS

Our Audit Committee Charter requires that the Audit Committee review and approve all related-party transactions between the Company, on the one hand, and directors, officers, employees, consultants, and any of their family members, on the other hand. In addition, the Company's written Conflicts of Interest policy provides that no employee, officer or director may use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family, or for any other person.

In order to implement these requirements, the Company requires that, prior to entering into any transaction with the Company, a related party must advise Company management of the potential transaction. Management will, in turn, provide to the Audit Committee a description of the material terms of the transaction, including the dollar amount, the nature of the related party's direct or indirect interest in the transaction, and the benefits to be received by the Company from the transaction. The Audit Committee may make such other investigations as it considers appropriate under the circumstances. The Audit Committee will also consider whether the benefits of the proposed transaction could be obtained by the Company upon better terms from non-related parties, and whether the transaction is one that would be reportable by the Company in our public filings. The Audit Committee will then make a determination as to whether the proposed transaction is in the best interests of the Company and should therefore be approved.

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PROPOSAL 2

APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected PricewaterhouseCoopers LLP as the Company's independent certified public accountants to audit our financial statements for the 2018 fiscal year. Stockholder ratification of this appointment is not required by our bylaws or other applicable legal requirements. However, consistent with our past practice, the appointment of PricewaterhouseCoopers LLP is being submitted to our stockholders for ratification. In the event stockholders do not ratify PricewaterhouseCoopers LLP as the Company's independent certified public accountants for the 2018 fiscal year, the Audit Committee will reconsider its selection of PricewaterhouseCoopers LLP, but will not be required to select another firm to audit the Company's financial statements. Even if the stockholders do ratify the appointment, the Audit Committee, in its discretion, may appoint a different firm at any time during the year if it believes that such a change would be in the best interests of the Company and our stockholders. PricewaterhouseCoopers LLP has advised us that neither it nor any of its partners or associates has any direct or indirect financial interest in or any connection with the Company other than as accountants and auditors. A representative of PricewaterhouseCoopers LLP is expected to be present and available to answer appropriate questions at the annual meeting, and will be given the opportunity to make a statement if desired.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" PROPOSAL 2.

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PROPOSAL 3

ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS

This proposal, commonly referred to as a "say-on-pay" proposal, gives our stockholders the opportunity to consider the compensation of our named executive officers as described in this proxy statement. This proposal is not intended to address any specific item of compensation, but rather to provide an opportunity for our stockholders to express their opinion of the overall compensation program for our named executive officers and the philosophy, policies and practices described in this proxy statement.

As described more fully in the Compensation Discussion and Analysis section of this proxy statement, the Company is focused on the long-term development of our significant land and water assets and, as a result, our compensation programs have been designed to attract and retain well-qualified executives with experience in the water and asset development sector, a highly competitive and specialized marketplace, and to encourage achievement of our business and financial objectives for our assets, which are typically long-term in nature. The Compensation Committee has established competitive compensation programs that emphasize incentives that encourage our executive officers to achieve our long-term goals and also align the financial interests of the executive officers and management with those of our stockholders. These long-term incentives are guided by stockholder approved plans, an important feature of our compensation philosophy and program.

We request that our stockholders consider and approve the following resolution:

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and the narrative disclosures is hereby APPROVED."

This vote is nonbinding and advisory. However, our Board of Directors and the Compensation Committee will consider the outcome of the vote when making decisions related to the executive compensation for our named executive officers in the future.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR"  
APPROVAL OF THE NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION OF  
THE COMPANY'S NAMED EXECUTIVE OFFICERS.



## OTHER MATTERS

The Board of Directors does not know of any other matters that may come before the annual meeting. However, if any other matter shall properly come before the annual meeting, the proxy holders named in the proxy accompanying this statement will have discretionary authority to vote all proxies in accordance with their best judgment.

## STOCKHOLDER PROPOSALS

Stockholder proposals to be included in our proxy statement for the 2019 annual meeting must be received by the Secretary of the Corporation at 550 S. Hope Street, Suite 2850, Los Angeles, California 90071 no later than December 31, 2018. For a proposal to be included, you must comply with the rules of the SEC governing the submission of stockholder proposals.

Under our bylaws, no business may be brought before the 2019 annual meeting unless it is specified in the notice of the meeting, is otherwise properly brought before the meeting by or at the direction of the Board of Directors, or is properly brought before the meeting by a stockholder who has delivered notice to the Secretary of the corporation (containing certain information specified in the bylaws) not less than 90 days prior to the annual meeting. If such a stockholder notice is not timely but is nevertheless presented at the 2019 annual meeting, the proxies solicited for that meeting may confer discretionary voting authority with respect to the business proposed. These requirements are separate from and in addition to the SEC's requirements that a stockholder must meet in order to have a stockholder proposal included in the Company's proxy statement.

## ADDITIONAL INFORMATION

This proxy statement is accompanied by our Annual Report on Form 10-K for the year ended December 31, 2017. Exhibits to the Form 10-K will be made available to stockholders for a reasonable charge upon their written request to the Company, Attention: Corporate Communications, 550 S. Hope Street, Suite 2850, Los Angeles, California 90071.

By Order of the Board of Directors

Los Angeles, California  
October 12, 2018