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5 Attorneys for Cross-Defendants and Cross-
 6 Complainants, ANTELOPE VALLEY UNITED
 7 MUTUAL GROUP; Cross-Defendants, MIRACLE
 8 IMPROVEMENT CORPORATION dba Golden
 Sands Mobile Home Park [ROE 1121], SAINT
 9 ANDREW'S ABBEY, INC. [ROE 623], SERVICE
 ROCK PRODUCTS, LP, as successor-in-interest to
 Owl Properties, Inc., SHEEP CREEK WATER
 10 COMPANY, INC.; and unnamed Cross-Defendant
 ADAMS BENNETT INVESTMENTS, LLC

11 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
 12 **IN AND FOR THE COUNTY OF LOS ANGELES**

13 Coordination Proceeding
 Special Title (Rule 1550(b))

) Judicial Council Coordination
 Proceeding No. 4408

14 **ANTELOPE VALLEY**
 15 **GROUNDWATER CASES**

) Santa Clara Case No. 1-05-CV-049053
 Assigned to the Honorable Jack Komar
 Department 17C

16 Including Actions:

17 **Los Angeles County Waterworks District**
No. 40 v. Diamond Farming Co.
 18 Superior Court of California, County of Los
 Angeles, Case No. BC 325 201

) **OFFER OF PROOF BY BAXTER MUTUAL**
WATER COMPANY (A MEMBER OF THE
ANTELOPE VALLEY UNITED MUTUAL
GROUP) OF 2011 AND 2012
GROUNDWATER PRODUCTION AND
[PROPOSED] ORDER RE PHASE 4 TRIAL

19 **Los Angeles County Waterworks District**
 20 **No. 40 v. Diamond Farming Co.**
 Superior Court of California, County of Kern,
 21 Case No. S-1500-CV-254-348

) Trial Date: May 28, 2012
 Time: 9:00 A.M.
 Dept.: TBD
 Judge: Hon. Jack Komar

22 **Wm. Bolthouse Farms, Inc. v. City of**
Lancaster
 23 **Diamond Farming Co. v. City of Lancaster**
Diamond Farming Co. v. Palmdale Water
 24 **Dist.**
 Superior Court of California, County of
 25 Riverside, consolidated actions, Case Nos.
 RIC 353 840, RIC 344 436, RIC 344 668

26 AND RELATED ACTIONS.
 27

OFFER OF PROOF

Cross-Defendant / Cross-Complainant **BAXTER MUTUAL WATER COMPANY**, a member of the Antelope Valley United Mutual Group (“AV UNITED”), by and through its counsel of record, Michael Duane Davis, Marlene L. Allen-Hammarlund, and Derek R. Hoffman, of GRESHAM SAVAGE NOLAN & TILDEN, PC, having either stipulated with and/or having received no material objections from any party, and based on the evidence identified in the Exhibit List of said party and the proposed testimony of the witness(es) identified in the Witness List of said party, which evidence is summarized in the Trial Brief of said party, makes an Offer of Proof that its groundwater production from within the Area of Adjudication, for the year 2011 and January through November 2012 was as follows:

PERIOD	ACRE FEET PER YEAR
Jan. through Dec. 2011	44.9 acre feet
Jan. through Nov. 2012	44.6 acre feet

The afore-stated figures do not take into account any in-lieu water, any claimed return flows from imported water, any water from natural springs, any water produced outside the Area of Adjudication, or any water other than groundwater produced within the Area of Adjudication during the year of 2011 and January through November of 2012.

Respectfully submitted,

GRESHAM SAVAGE NOLAN & TILDEN, PC

By: 

MICHAEL DUANE DAVIS, ESQ.
MARLENE L. ALLEN-HAMMARLUND, ESQ.
DEREK R. HOFFMAN, ESQ.
Attorneys for CROSS-DEFENDANT / CROSS-COMPLAINANT, BAXTER MUTUAL WATER COMPANY (a member of the ANTELOPE VALLEY UNITED MUTUAL GROUP)

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[PROPOSED] ORDER

THE COURT FINDS THAT the Offer of Proof made by BAXTER MUTUAL WATER COMPANY is either stipulated to or not materially contested by any party.

THE COURT FURTHER FINDS THAT the Offer of Proof satisfies the requirements of this Court for the purposes of the Phase 4 Trial proceedings.

IT IS HEREBY ORDERED that this Order shall not result in any determination of any water right, or the reasonableness of BAXTER MUTUAL WATER COMPANY's water use or manner of applying water to the use. This Order will not preclude BAXTER MUTUAL WATER COMPANY from introducing in a later phase evidence to support its claimed water rights, or any other party to this action from introducing in a later phase evidence to contest BAXTER MUTUAL WATER COMPANY's claimed water rights, including, without limitation, evidence of water use in years other than 2011 and 2012. All parties reserve their rights to produce any evidence to support their claimed water rights and to make any related legal arguments including, without limitation, arguments based on any applicable constitutional, statutory, or decisional authority.

IT IS FURTHER ORDERED that pursuant to the Stipulation(s) of the parties to this action and/or upon the failure of any party to make a valid objection thereto; and based upon the offer of proof and/or evidence presented to this Court, the groundwater pumping claimed by BAXTER MUTUAL WATER COMPANY for purposes of the Phase 4 trial is as follows:

PERIOD	ACRE FEET PER YEAR
Jan. through Dec. 2011	44.9 acre feet
Jan. through Nov. 2012	44.6 acre feet

IT IS SO ORDERED:

DATED: _____, 2013

HONORABLE JACK KOMAR

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PROOF OF SERVICE
STATE OF CALIFORNIA, COUNTY OF RIVERSIDE

Re: *ANTELOPE VALLEY GROUNDWATER CASES*
Los Angeles County Superior Court Judicial Council Coordinated
Proceedings No. 4408; Santa Clara County Superior Court Case No. 1-05-CV-049053

I am employed in the County of Riverside, State of California. I am over the age of 18 years and not a party to the within action; my business address is: 3750 University Avenue, Suite 250, Riverside, CA 92501-3335.


On May 23, 2013, I served the foregoing document(s) described as on the interested parties in this action in the following manner:

OFFER OF PROOF BY BAXTER MUTUAL WATER COMPANY (A MEMBER OF THE ANTELOPE VALLEY UNITED MUTUAL GROUP) OF 2011 AND 2012 GROUNDWATER PRODUCTION AND [PROPOSED] ORDER RE PHASE 4 TRIAL

(X) **BY ELECTRONIC SERVICE** – I posted the document(s) listed above to the Santa Clara County Superior Court website, <http://www.scefiling.org>, in the action of the Antelope Valley Groundwater Cases,

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on May 23, 2013, at Riverside, California.



DINA SNIDER