

1 Michael Duane Davis, SBN 093678  
 2 Marlene L. Allen-Hammarlund, SBN 126418  
 3 Derek R. Hoffman, SBN 285784  
**GRESHAM SAVAGE NOLAN & TILDEN, PC**  
 4 3750 University Avenue, Suite 250  
 Riverside, CA 92501-3335  
 Telephone: (951) 684-2171  
 Facsimile: (951) 684-2150

5 Attorneys for Cross-Defendants and Cross-  
 6 Complainants, ANTELOPE VALLEY UNITED  
 7 MUTUAL GROUP; Cross-Defendants, MIRACLE  
 IMPROVEMENT CORPORATION dba Golden  
 8 Sands Mobile Home Park [ROE 1121], SAINT  
 ANDREW'S ABBEY, INC. [ROE 623], SERVICE  
 9 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	<b>ANTELOPE VALLEY</b>	)	Santa Clara Case No. 1-05-CV-049053
15	<b>GROUNDWATER CASES</b>	)	Assigned to the Honorable Jack Komar Department 17C
16	Including Actions:	)	
17	<b>Los Angeles County Waterworks District No. 40 v. Diamond Farming Co.</b>	)	<b>OFFER OF PROOF BY COLORADO</b>
18	Superior Court of California, County of Los Angeles, Case No. BC 325 201	)	<b>MUTUAL WATER COMPANY (A MEMBER</b>
19	<b>Los Angeles County Waterworks District No. 40 v. Diamond Farming Co.</b>	)	<b>OF THE ANTELOPE VALLEY UNITED</b>
20	Superior Court of California, County of Kern, Case No. S-1500-CV-254-348	)	<b>MUTUAL GROUP) OF 2011 AND 2012</b>
21	<b>Wm. Bolthouse Farms, Inc. v. City of Lancaster</b>	)	<b>GROUNDWATER PRODUCTION AND</b>
22	<b>Diamond Farming Co. v. City of Lancaster</b>	)	<b>[PROPOSED] ORDER RE PHASE 4 TRIAL</b>
23	<b>Diamond Farming Co. v. Palmdale Water Dist.</b>	)	
24	Superior Court of California, County of Riverside, consolidated actions, Case Nos. RIC 353 840, RIC 344 436, RIC 344 668	)	Trial Date: May 28, 2012
25		)	Time: 9:00 A.M.
26		)	Dept.: TBD
27	<b>AND RELATED ACTIONS.</b>	)	Judge: Hon. Jack Komar

**OFFER OF PROOF**

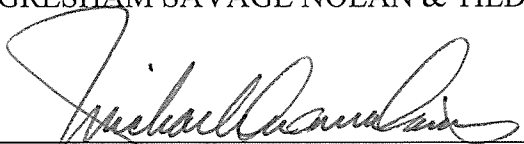
Cross-Defendant / Cross-Complainant **COLORADO MUTUAL WATER COMPANY**, a member of the Antelope Valley United Mutual Group (“AV UNITED”), by and through its counsel of record, Michael Duane Davis, Marlene L. Allen-Hammarlund, and Derek R. Hoffman, of GRESHAM SAVAGE NOLAN & TILDEN, PC, having either stipulated 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	24.1 acre feet
Jan. through Nov. 2012	27.7 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, COLORADO 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 COLORADO 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 COLORADO MUTUAL WATER COMPANY's water use or manner of applying water to the use. This Order will not preclude COLORADO 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 COLORADO 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 COLORADO MUTUAL WATER COMPANY for purposes of the Phase 4 trial is as follows:

<b>PERIOD</b>	<b>ACRE FEET PER YEAR</b>
Jan. through Dec. 2011	24.1 acre feet
Jan. through Nov. 2012	27.7 acre feet

**IT IS SO ORDERED:**

DATED: \_\_\_\_\_, 2013

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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 COLORADO 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