

January 29, 2016

VIA EMAIL AND POSTING ON COURT'S WEBSITE

All Landowner Counsel & Parties

Re: *Overlyers' Conference Call Regarding Process for Selection of Landowner Parties*

Dear Counsel & Parties,

A telephonic conference of Landowner Parties and their counsel is scheduled for Friday, January 29th at 1:30 p.m., to discuss the selection of the two (2) Landowner Parties' representatives on the Watermaster Board.

The following is a suggested set of procedures for that telephonic discussion.

Notices: All notifications for any aspect of the process of selecting the two (2) Landowner Parties' representatives on the Watermaster Board shall be transmitted by email, to the addresses of the Landowner Parties' designated representatives, and their attorneys if they are of record, and by posting on the Court's website. The initial email list for such notifications shall be that list, a copy of which is attached, that was compiled by the U.S. DOJ. Corrections and additions to the initial email list shall be transmitted to the Inspector of Elections, along with verification therefor. Postings shall not be directed and email notifications shall not be transmitted to non-Parties or Parties not entitled to vote for the two (2) Landowner Parties' representatives under Section 18.1.1 of the Judgment. All notices shall be transmitted and posted at the earliest practical time, and at least three (3) court days in advance of any event or deadline for action.

Inspector of Elections: James Dubois of the United States Department of Justice [James.Dubois@usdoj.gov] is designated and has agreed to serve as the initial Inspector of Elections. Mr. Dubois may designate a successor Inspector of Elections, which designation shall become effective upon seven (7) days' notice given in accordance with the foregoing provisions unless, within that time, greater than fifty percent (>50%) of the eligible votes are cast against that designee.

Landowner Seats: One of the two (2) Landowner Parties' seats on the Watermaster Board shall represent the interests of the Landowners Parties holding Production Rights in excess of 1000 acre feet, and the other of the two (2) Landowner Parties' seat shall represent the interests of the Landowner Parties holding Production Rights of 1000 acre feet or less.

Nominations: Any Party entitled to vote for the two (2) Landowner Parties' representatives under Section 18.1.1 of the Judgment, shall be entitled to nominate an individual for either or both of the two (2) Landowner Parties' seats on the Watermaster Board. Nominees must be individuals, and not unnamed representatives of an entity named on Exhibit 4. Nominations shall be made by posting the nomination on the Court's website or by email to all parties on the then most current email list. Nominations will remain open for a period of not less than seven (7) days from the "opening date" posted on the Court website by the USDOJ, which posting shall also designate the date and time that nominations will be deemed closed.

Ballots: Within five (5) days of the close of nominations, the Inspector of Elections shall post the Ballot on the Court website and transmit the same by email to the parties and/or their attorneys as designated on the attached email list. The Ballot shall state the deadline for receipt of the cast ballot by the Inspector of Elections. Ballots shall be cast confidentially, and transmitted by email to the Inspector of Elections. The Inspector of Elections shall report the results of the election by posting the names of the two (2) Nominees receiving the highest number of votes to the Court's website.

Voting Rights: Each voting Party on Exhibit 4 to the Judgment shall have one (1) vote for each acre foot of water set forth in the Overlying Production Rights column. The voting right shall be exactly as reflected on Exhibit 4, including that reflected as tenths or hundredths of an acre foot. Only those Overlying Parties on Exhibit 4 shall be entitled to cast votes for the two (2) Landowner Parties' representatives on the Watermaster Board.

Challenges: Any Party may contest any action taken respecting the adoption or modification of these procedures, or any action taken under these procedures as adopted, to the Inspector of Elections and to the Court.

To All Overlyers and Counsel

Re: *Overlyers' Conference Call Regarding Process for Selection of Landowner Parties*

January 29, 2016

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Please use the following call-in number and passcode:

CALL-IN NUMBER: (408) 650-3123

ACCESS CODE: 475-778-413

Sincerely,

A handwritten signature in blue ink, appearing to read "Michael Duane Davis". The signature is stylized with a large initial "M" and a long, sweeping underline.

Michael Duane Davis, of
GRESHAM SAVAGE
NOLAN & TILDEN,
A Professional Corporation

MDD:dms

CC: Email Distribution Contact List (attached)

PARTY	SIGNED STIP. RECEIVED	COUNSEL	EMAIL
60th Street Association Water System	x	Cathy Montanyo	clmontano1@msn.com
Adams Bennett Investments, LLC	x	Michael Davis	Michael.Davis@greshamsavage.com
Antelope Park Mutual Water Company	x	Michael Davis	Michael.Davis@greshamsavage.com
Antelope Valley Joint Union High School District	x	Daphne Borromeo Hall	dbhall@f3law.com
Antelope Valley Mobile Estates	x	Walter Wilson	Walterwl@AOL.com
Antelope Valley Water Storage LLC	x	Karna Harrigfeld	kharrigfeld@herumcrabtree.com
Aqua-J Mutual Water Company	x	Michael Davis	Michael.Davis@greshamsavage.com
AV Solar Ranch 1, LLC	x	Ed Casey	ed.casey@alston.com
AVEK	x	William Brunick	bbrunick@bmklawplc.com
Averydale Mutual Water Company	x	Michael Davis	Michael.Davis@greshamsavage.com
Baxter Mutual Water Company	x	Michael Davis	Michael.Davis@greshamsavage.com
Big Rock Mutual Water Company	x	Keith Lemieux	Keith@lemieux-oneill.com
Bleich Flat Mutual Water Company	x	Michael Davis	Michael.Davis@greshamsavage.com
Blum Trust	x	Sheldon R. Blum	blumlaw@sbcglobal.net
Bolthouse Properties LLC/Farms	x	Richard Zimmer	RZimmer@clifford-brownlaw.com
Boron Community Services District	x	James Worth	jim@mcmurtreyhartsock.com
Brittner Trust, Glen Brittner, Trustee	x	Michael Fife	mfife@bhfs.com
Burrows/300 A40 H LLC	x	Ted Chester	tchester@smilandlaw.com
C. Louise R. Close Living Trust	x	Michael Fife	mfife@bhfs.com
California Water Service Company	x	John S. Tootle	jtootle@calwater.com
City of Lancaster	x	Doug Evertz	DEvertz@murphyevertz.com
City of Los Angeles, Department of Airports	x	Janet Goldsmith	jgoldsmith@kmtg.com
City of Palmdale	x	James Markman / Patrick Skahan	pskahan@rwglaw.com / jmarkman@rwglaw.com
Colorado Mutual Water Co.	x	Michael Davis	Michael.Davis@greshamsavage.com

Copa De Oro Land Company	x	Ryan Bezerra	rsb@bkslawfirm.com
County Sanitation Districts of Los Angeles, #14 and #20	x	Christopher sanders	cms@eslawfirm.com
Craig Van Dam, Marta Van Dam, Nick Van Dam, Janet Van Dam	x	Scott Kuney	skuney@youngwooldridge.com
Crystal Organic Farms	x	Bob Joyce	bjoyce@lebeauthelen.com
Del Sur Ranch LLC	x	Michael Fife	mfife@bhfs.com
Dennis M. and Diane K. McWilliams	x	Michael Fife	mfife@bhfs.com
Desert Lake Community Services District	x	Keith Lemieux	keith@lemieux-oneill.com
Diamond Farming Co. LLC, Crystal Organic LLC/Grimmway/Lapis	x	Bob Joyce	bjoyce@lebeauthelen.com
Donna and Lee Wilson	x	Michael Fife	mfife@bhfs.com
Efren Chavez	x	Michael Fife	mfife@bhfs.com
El Dorado Mutual Water Company	x	Michael Davis	Michael.Davis@greshamsavage.com
eSolar Inc.; Red Dawn Suntower LLC	x	Edward Casey	ed.casey@alston.com
eSolar Inc.; Sierra Sun Tower, LLC	x	Edward Casey	ed.casey@alston.com
eSolar Inc.; Tumbleweed Suntowner LLC	x	Edward Casey	ed.casey@alston.com
Eugene B. Nebeker	x	Michael Fife	mfife@bhfs.com
Evergreen Mutual Water Company	x	Michael Davis	Michael.Davis@greshamsavage.com
First Mutual Water Company	x	Bill Cox	papa@rglobal.net
G. Lane Family (Frank and Yvonne Lane 1993 Family Trust, Little Rock Sand and Gravel, Inc., George and Charlene Lane Family Trust) [Does not include water pumped on land leased to Granite Construction]	x	Ted Chester	tchester@smilandlaw.com
Gailen W. Kyle and Julie Kyle, Trustees of The Kyle Revocable Living Trust	x	Michael Fife	mfife@bhfs.com
Gary Van Dam, Gertrude Van Dam, Delmar Van Dam, Delmar D. Van Dam and Gertrude J. Van Dam, as Trustees of the Delmar D. and Gertrude J. Van Dam Family Trust – 1996, Craig Van Dam, Marta Van Dam, High Desert Dairy Partnership, High Desert Dairy	x	Scott Kuney	skuney@youngwooldridge.com
Gene Bahlman	x	Michael Fife	mfife@bhfs.com
Gorrindo Resourceful LLC	x	Michael Fife	mfife@bhfs.com

Granite Construction Company (Big Rock Facility)	x	Robert Kuhs	rgkuhs@kuhsparkerlaw.com
Granite Construction Company (Little Rock Sand and Gravel, Inc.)	x	Robert Kuhs	rgkuhs@kuhsparkerlaw.com
Grimmway Enterprises, Inc.	x	Bob Joyce	bjoyce@lebeauthelen.com
H&N Development Co. West Inc.	x	Joseph Hughes	JHughes@KleinLaw.com
Irma Ann Carle Trust, Irma-Anne Carle, Trustee	x	Michael Fife	mfife@bhfs.com
James and Elizabeth Bridwell	x	Michael Fife	mfife@bhfs.com
James M. Leer, III and Diana Leer	x	Michael Fife	mfife@bhfs.com
Jane Healy and Healy Enterprises Inc.	x	Michael Fife	mfife@bhfs.com
Jeffrey and Nancee Siebert	x	Michael Fife	mfife@bhfs.com
John and Adrienne Reca	x	Michael Fife	mfife@bhfs.com
John Calandri, B.J. Calandri, Sunrise Farms	x	Michael Fife	mfife@bhfs.com
Jose Maritorena, Marie Maritorena, Jean Maritorena, Maritorena Farms, The Jose Maritorena Living Trust	x	Michael Fife	mfife@bhfs.com
Land Projects Mutual Water Co.	x	Michael Davis	Michael.Davis@greshamsavage.com
Landale Mutual Water Co.	x	Michael Davis	Michael.Davis@greshamsavage.com
Landinv Inc.	x	Theodore Chester	tchester@smilandlaw.com
Lands of Promise Mutual Water Company	x	David Jackson	davejackson@yahoo.com
Lapis Land Company, LLC	x	Bob Joyce	bjoyce@lebeauthelen.com
Laura Griffin, Trustee of the Leonard W. Griffin and Laura Griffin Trust, dated 7/9/93	x	Michael Fife	mfife@bhfs.com
Lawrence Dean Evans, Jr. and Susan Evans	x	Michael Fife	mfife@bhfs.com
Lawrence J. Schilling and the L&M Schilling 1992 Family Trust	x	Michael Fife	mfife@bhfs.com
Leah Frankenberg	x	Michael Fife	mfife@bhfs.com
Little Rock Creek Irrigation District	x	Keith Lemieux	keith@lemieux-oneill.com
Littlerock Aggregate Co., Inc., Holliday Rock Co., Inc.	x	James Lewis	lewis@taylorring.com
Llano Del Rio Water Company	x	Keith Lemieux	Keith@lemieux-oneill.com
Llano Mutual Water Company	x	Keith Lemieux	Keith@lemieux-oneill.com
Los Angeles County Waterworks District No. 40	x	Jeffrey Dunn	jeffrey.dunn@bbklaw.com
Mabel Selak	x	Michael Fife	mfife@bhfs.com
Marie A. Unini and Robert J. LeClair	x	Michael Fife	mfife@bhfs.com
Mark W. and Nancy L. Benz	x	Michael Fife	mfife@bhfs.com
Michael and Dolores, A Weatherbie	x	Michael Fife	mfife@bhfs.com

Miracle Improvement Corporation dba Golden Sands Mobile Home Park dba Golden Sands Trailer Park	x	Michael Davis	Michael.Davis@greshamsavage.com
North Edwards Water District		Keith Lemieux	Keith@lemieux-oneill.com
Northrop Grumman Systems Corporation	x	Ed Casey	ed.casey@alston.com
NRG Solar Alpine, LLC	x	Walter Rusinek	walter.rusinek@procopio.com
Palm Ranch Irrigation District	x	Keith Lemieux	Keith@lemieux-oneill.com
Palmdale Water District	x	Thomas S. Bunn III	TomBunn@lagerlof.com
Quartz Hill Water District	x	Bradley Weeks	Brad@charltonweeks.com
R&M Ranch	x	Michael Fife	mfife@bhfs.com
Randall and Billie Dickey	x	Michael Fife	mfife@bhfs.com
Richard Miner	x	Michael Fife	mfife@bhfs.com
Richard Nelson, Willow Springs Co.	x	Michael Fife	mfife@bhfs.com
Rosamond Community Services District	x	Doug Evertz	DEvertz@murphyevertz.com
Rosamond High School	x	Christopher Burger	chburger@kern.org
Rosamond Ranch, LP	x	Frank Satalino	franksatalino@sbcglobal.net
Rose Villa Apartments	x	Rose Okwo	nwabuzor@cox.net
Ruth C. Findley	x	Michael Fife	mfife@bhfs.com
Sahara Nursery	x	Michael Fife	mfife@bhfs.com
Saint Andrew's Abbey, Inc.	x	Michael Davis	Michael.Davis@greshamsavage.com
Sal and Connie Cardile	x	Michael Fife	mfife@bhfs.com
Service Rock Products, L.P.	x	Michael Davis	Michael.Davis@greshamsavage.com
SGS Antelope Valley Development, LLC	x	Ed Casey	ed.casey@alston.com
Shadow Acres Mutual Water Company	x	Michael Davis	Michael.Davis@greshamsavage.com
Sheep Creek Water Co.	x	Michael Davis	Michael.Davis@greshamsavage.com
Souther California Edison Company	x	Ed Casey	ed.casey@alston.com
State of California (9 Entities)	x	Noah Golden-Krasner	Noah.GoldenKrasner@doj.ca.gov
Steve Godde and Forest G. Godde 1998 Trust	x	Michael Fife	mfife@bhfs.com
Sundale Mutual Water Company	x	Michael Davis	Michael.Davis@greshamsavage.com
Sunnyside Farms Mutual Water Company, Inc.	x	Michael Davis	Michael.Davis@greshamsavage.com
Suzanne J. Richter	x	Michael Fife	mfife@bhfs.com

Tejon Ranchcorp and Tejon Ranch Co.	x	Henry Weinstock	rgkuhs@kuhsparkerlaw.com
Terry Munz	x	Michael Fife	mfife@bhfs.com
Thomas Bookman	x	Michael Fife	mfife@bhfs.com
Tierra Bonita Mutual Water Company	x	Michael Davis	Michael.Davis@greshamsavage.com
Tierra Bonita Ranch	x	Michael Fife	mfife@bhfs.com
Triple M Property Co.	x	Mon-Wei Lin	Monwei@gmail.com
Turk Trust dated December 16, 1998	x	Michael Fife	mfife@bhfs.com
U.S. Borax	x	William Sloan	wsloan@mofo.com
Vulcan Materials Co., Vulcan Lands Inc., Consolidated Rock Products Co., Calmat Land Co., and allied Concrete & Materials	x	Michael Fife	mfife@bhfs.com
WAGAS Land Company LLC	x	Edward Renwick	erenwick@hanmor.com
WDS California II, LLC	x	Scott Kuney	skuney@youngwooldridge.com
West Side Park Mutual Water Co.	x	Michael Davis	Michael.Davis@greshamsavage.com
West Valley County Water District		Arnold Graham	akgraham@grahamvaagelaw.com
White Fence Farms Mutual Water Company Inc.	x	Michael Davis	Michael.Davis@greshamsavage.com
William Fisher Memorial Water Company	x	Steve Perez	sperez@rosamondcsd.com
Wood - Small Pumper Class	x	Michael McLachlan	Mike@McLachlan-law.com
United States of America	x	Lee Leininger	Lee.Leininger@usdoj.gov

