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Red Dawn SunTower, LLC; Sierra SunTower, LLC;
7 and Tumbleweed SunTower, LLC

8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
9 **FOR THE COUNTY OF LOS ANGELES**

11 ANTELOPE VALLEY
GROUNDWATER CASES

12 INCLUDED ACTIONS:

14 LOS ANGELES COUNTY
WATERWORKS DISTRICT NO. 40 v.
DIAMOND FARMING COMPANY, et
15 al., Los Angeles Superior Court Case No.
BC325201;

17 LOS ANGELES COUNTY
WATERWORKS DISTRICT NO. 40 v.
DIAMOND FARMING COMPANY, et
18 al., Kern County Superior Court Case
No. S-1500-CV-254-348;

20 DIAMOND FARMING COMPANY,
and W.M. BOLTHOUSE FARMS, INC.,
v. CITY OF LANCASTER, et al.,
21 Riverside Superior Court Case No. RIC
344436 [c/w case no. RIC 344668 and
22 355840]

Judicial Council Coordination No. 4408

**ESOLAR, INC.'S DECLARATIONS IN LIEU OF
DEPOSITION**

Case No. 1-05-CV-049053
Assigned to The Honorable Jack Komar

Trial Date: May 28, 2013
Time: 9:00 a.m.

1 Cross-Defendant eSolar, Inc. hereby submits declarations on behalf of: (1) Red Dawn
2 SunTower, LLC; (2) Sierra SunTower, LLC; and (3) Tumbleweed SunTower, LLC. In addition
3 to rights associated with its groundwater production, eSolar, Inc., Red Dawn SunTower, LLC,
4 Sierra SunTower, LLC, and Tumbleweed SunTower, LLC reserve their rights to assert
5 "unexercised overlying rights" associated with prospective overlying uses that are reasonable
6 and beneficial. As held in *City of Los Angeles v. City of San Fernando* (1975) 14 Cal.3d 199,
7 293, fn. 100, "prescriptive rights would not necessarily impair the private defendants' rights to
8 ground water for new overlying uses for which the need had not yet come into existence during
9 the prescriptive period." (See also *City of Barstow v. Mojave Water Agency* (2000) 23 Cal.4th
10 1224, 1247-49; 1-11 California Water Law and Policy § 11.12 [Bender 2011].)

11
12 Dated: January 31, 2013

ALSTON & BIRD LLP

13
14 By: 

NEAL P. MAGUIRE

Attorneys for Cross-Defendants eSolar, Inc.;
Red Dawn SunTower, LLC; Sierra SunTower, LLC;
and Tumbleweed SunTower, LLC



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DECLARATION

I, Michael Bass, declare: eSolar, Inc., owner of Red Dawn SunTower, LLC

1. I am Project Manager for SunTower, LLC, a party to this action. In lieu of deposition testimony for the Phase 4 trial, I am providing this declaration. This declaration applies only to the categories I have filled in. The items left blank or crossed out do not apply to me. I have personal knowledge of each fact herein and would testify competently thereto under oath.

Property Ownership and Parcel Size

2. Red Dawn SunTower, LLC owns property that overlies the Antelope Valley Area of Adjudication as decided by this Court. The land is in Los Angeles County and is identified by the following APN/APNs:

3256-005-001, 3256-006-012, 3256-006-013, 3256-006-019

[If additional room is needed, please identify the APN/APNs in Exhibit A.] A true and correct copy of Exhibit A is attached hereto and incorporated herein.

3. Red Dawn SunTower, LLC claims groundwater rights only as to the properties listed in Paragraph 2 and Exhibit A.

4. For each APN/APNs identified above, the total acreage by parcel is as follows:

3256-006-12 (40 acres); 3256-006-13 (160 acres); 3256-006-019 (10 acres)

3256-005-01 (540 acres)

[If additional room is needed, please identify the APN/APNs and parcel size in Exhibit B.] A true and correct copy of Exhibit B is attached hereto and incorporated herein.

5. For each APN/APNs identified above Red Dawn SunTower, LLC owned the property during the following timer period:

Please refer to Exhibit AA.

6. The following are all individuals/entities appearing on the title for the above identified APN/APNS from Jan 1, 2000 to the present:

Please refer to Exhibit AA.

1 7. For each individual/entity identified in paragraph 6 that individual/entity appeared on the
2 title during the following time :

3 Please refer to Exhibit AA.
4 _____

5 **Leases**

6 8. _____ (declarant or party affiliated with declarant) leases property that
7 _____ own and that overlies the Antelope Valley Area of Adjudication as
8 decided by this court and identified by the following APNS:
9 _____

10 9. The total acreage by parcel is:
11 _____

12 10. The property is currently leased to:
13 _____

14 11. The property was leased on the following dates:
15 _____

16 12. The lease provides that _____ may claim groundwater rights from the use of
17 water on the leased property. Attached to this declaration is a true and correct copy of the lease.
18

19 [If additional room is needed, please list APN/APNs, acreage by APN, Lessee by APN and dates
20 for each Lessee by APN for each parcel in Exhibit C.] A true and correct copy of Exhibit C is
21 attached hereto and incorporated herein.
22

23 13. _____ leases property from _____ which overlies the
24 Antelope Valley Area of Adjudication as decided by this court and is identified by the following
25 APNS:
26 _____

27 14. The total acreage by parcel is:
28 _____

1 15. The Lease provides that _____ may claim groundwater rights from use of
2 water on leased property. Attached to this declaration is a true and correct copy of the lease.

3
4 [If additional room is needed, please attach APN/APNs, Name of the Lessor and acreage by APN
5 for each parcel list in Exhibit D to this declaration.] A true and correct copy of Exhibit D is
6 attached hereto and incorporated herein.

7 16. _____ claims groundwater rights only as to the leasehold interests listed
8 in Paragraph 15 and Exhibit D.

9 17. _____ claims groundwater rights only as to the properties listed in
10 Paragraph 2 and Exhibit A and as to the leasehold interests listed in Paragraph 8 and Exhibit C.

11 18. To the best of my knowledge, only _____ claims groundwater rights as to the
12 leased parcel(s) identified in paragraph 15 and Exhibit D.

13 **Water Meter Records**

14 19. _____ measures the groundwater production on the above referenced
15 properties by water meters. Exhibit E contains the records for these water meters for the
16 following years:

17 _____

18 A true and correct copy of Exhibit E is attached hereto and incorporated herein.

19 20. Exhibit F sets forth the total yearly production amounts by metered water well on the
20 above referenced properties for the years 2000-2004, 2011, and 2012. A true and correct copy of
21 Exhibit F is attached hereto and incorporated herein.

22 **State Water Project Purchases**

23 21. _____ purchases State Water Project water from a State Water Contractor
24 for use by _____ on the properties referenced above. Exhibit G contains true
25 and correct copies of the invoices for delivery of State Water Project Water to the properties
26 referenced above.

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1 22. Exhibit H sets forth the total yearly State Water Project water deliveries to the properties
2 referenced above for the years 2000-2004, 2011, and 2012. A true and correct copy of Exhibit H
3 is attached hereto and incorporated herein.

4 **Pump Tests/ Electric Records**

5 23. In order to calculate groundwater pumped and used on the properties referenced above,
6 _____ relied on pump tests and electric records. Exhibit I contains true and correct
7 copies of the pump test records and electrical records for wells on the properties referenced
8 above. The electric records attached to this declaration as Exhibit I do not include electric use on
9 the properties referenced above for anything other than pumping groundwater.

10 24. Exhibit J sets forth the amount of total yearly groundwater that _____
11 estimates was pumped and used on the properties referenced above for the years 2000-2004,
12 2011, and 2012 based on the attached pump test records and electrical records for the wells on the
13 properties referenced above. A true and correct copy of Exhibit J is attached hereto and
14 incorporated herein.

15 25. Pump tests were performed on the following dates:

16 _____

17 26. _____ is not producing pump test records for the following
18 dates _____ because:

19 _____

20 27. I am not aware of any other pump tests having been performed on the properties
21 referenced above.

22
23 **Pump Tests/Diesel Records**

24 28. In order to calculate groundwater pumped and used on the properties referenced above,
25 _____ relied on pump tests and diesel fuel records. Exhibit K contains
26 true and correct copies of the records pertaining to pump tests and diesel fuel purchases for the
27 properties referenced above. The diesel fuel records attached to this declaration as Exhibit K do
28 not include diesel fuel used on the properties referenced above for anything other than pumping

1 groundwater.

2 29. Exhibit L sets forth the amounts of total yearly groundwater pumped and used on the
3 properties referenced above for the years 2000-2004, 2011, and 2012. A true and correct copy of
4 Exhibit L is attached hereto and incorporated herein.

5 30. Pump tests were performed on the following dates:
6 _____.

7 31. _____ is not producing pump test records for the following
8 dates _____ because:
9 _____.

10 32. I am not aware of any other pump tests having been performed on the properties
11 referenced above.

12 **Crop Duties and Irrigated Acres**

13 33. In order to calculate water use on the properties referenced above, Red Dawn SunTower, LLC
14 relies on the amount of acres in irrigation on the properties referenced above multiplied by the
15 crop duty identified in the Summary Expert Report, Appendix D-3: Table 4, a true and correct
16 copy of which is attached to this declaration as Exhibit M.

17 34. The total amount of irrigated acres and type of crops on the properties referenced above
18 by APN for the years 2000-2004, 2011 and 2012 are described in Exhibit N. A true and correct
19 copy of Exhibit N is attached hereto and incorporated herein.

20 **Other Sources of Water**

21 35. On the properties referenced above, _____ received water from sources
22 other than groundwater pumped within the Basin or State Water Project Water. Exhibit O sets
23 forth the source of the water and the amounts received for the years 2000-2004, 2011, and 2012.

24 **Use of Water** *(Complete for each APN. If water for used for multiple purposes, identify*
25 *the amount of water for each use.)*

26 36. Red Dawn SunTower, LLC used 624 acre feet of water on APN# 3256-006-013 in 2000.

27 The water was used for the following:

28 _____
Agricultural irrigation for non-alfalfa crops, primarily baby carrots.
_____.

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1 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
2 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
3 irrigated acreage and parcels.]

4 37. Red Dawn SunTower, LLC used 624 acre feet of water on APN# 3256-006-013 in 2001. The
5 water was used for the following:

6 Agricultural irrigation for non-alfalfa crops, primarily baby carrots.

7 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
8 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
9 irrigated acreage and parcels.]

10 38. Red Dawn SunTower, LLC used 624 acre feet of water on APN# 3256-006-013 in 2002. The
11 water was used for the following:

12 Agricultural irrigation for non-alfalfa crops, primarily baby carrots.

13 39. Red Dawn SunTower, LLC used 624 acre feet of water on APN# 3256-006-013 in 2003. The
14 water was used for the following:

15 Agricultural irrigation for non-alfalfa crops, primarily baby carrots.

16 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
17 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
18 irrigated acreage and parcels.]

19 40. Red Dawn SunTower, LLC used 624 acre feet of water on APN# 3256-006-013 in 2004. The
20 water was used for the following:

21 Agricultural irrigation for non-alfalfa crops, primarily baby carrots.

22 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
23 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
24 irrigated acreage and parcels.]

25 41. Red Dawn SunTower, LLC used 0 acre feet of water on APN# all in 2011. The
26 water was used for the following:

27 _____

28 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.

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1 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
2 irrigated acreage and parcels.]

3 42. Red Dawn SunTower, LLC used 0 acre feet of water on APN# all in 2012. The
4 water was used for the following:

5 _____
6 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.

7 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
8 irrigated acreage and parcels.]

9 43. Other than what is declared hereinabove, Red Dawn SunTower, LLC did not produce or use water
10 within the Antelope Valley Area of Adjudication for 2000-2004, 2011, and 2012.

11
12 I declare under penalty of perjury under the laws of the State of California that the
13 foregoing is true and correct. Executed this 31 day of January 2013, at Burbank
14 California.

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EXHIBIT A

Red Dawn owns, occupies, or otherwise controls property in Los Angeles County identified by the following Assessor Identification Numbers: 3256-005-001, 3256-006-012, 3256-006-013, 3256-006-019.

Red Dawn also owns, occupies, or otherwise controls property in Kern County identified by the following Assessor Identification Numbers: 261-200-15, 261-200-18, 261-200-19. This property is not contiguous to Red Dawn's property in Los Angeles County. Red Dawn does not assert groundwater production rights associated with its property in Kern County.

EXHIBIT AA

APN	Record Owners Since 2000
3256-005-001	Red Dawn SunTower, LLC (2009-present) Alta Vista SunTower, LLC (2008-2009) Lansing Industries, Inc. (2005-2008) Daniel Saporzadeh (2002-2005) Ebby Shakib (To be Determined-2002)
3256-006-012	Red Dawn SunTower, LLC (2009-present) Alta Vista SunTower, LLC (2008-2009) Scott Casper (2002-2008) Gregory William (1956-2001)
3256-006-013	Red Dawn SunTower, LLC (2009-present) Alta Vista SunTower, LLC (2008-2009) John & Barbara Calandri 2001 Trust (To Be Determined-2008)
3256-006-019	Red Dawn SunTower, LLC (2009-present) Alta Vista SunTower, LLC (2008-2009) Chin-Ming Chen (1990-2008)

EXHIBIT M

[Crop Table Attached]

1
2

EXHIBIT "M"

Appendix D-3: Table 4
Applied Crop Water Duties and Irrigation Efficiency Values
(DU = 80%)
Antelope Valley Area of Adjudication

Crop	ET _c ¹	P _e ²	ET _{AW} ³	DU ⁴	AW _c ⁵	AW _{er} ⁶	AW _{pr} ⁷	AW _T ⁸		E _{ir} ⁹
	(in)	(in)	(in)	(%)	(in)	(in)	(in)	(in)	(ft)	(%)
Alfalfa	62.10	1.77	60.33	80	75.42	0	2.0	77.42	6.5	81
Citrus	27.47	0.00	27.47	80	34.33	6	6.5	40.83	3.9	85
Cyrt	22.94	1.42	21.52	80	26.90	0	4.0	30.90	2.6	83
Melons/Squash	23.91	0.00	23.91	80	29.88	0	4.0	33.88	2.8	82
Onions	37.57	0.00	37.57	80	46.96	3	4.0	53.96	4.5	83
Orchard (Deciduous)	47.38	0.00	47.38	80	59.22	0	0.0	59.22	4.9	80
Pasture	66.19	1.77	64.42	80	80.53	0	0.0	80.53	6.7	80
Potatoes	24.02	0.00	24.02	80	30.03	0	4.0	34.03	2.8	82
Silage	27.31	0.00	27.31	80	34.14	0	4.0	38.14	3.2	82
Sugar Beets	40.55	0.00	40.55	80	50.68	0	4.0	54.68	4.6	81
Vineyard (Grapes)	35.33	0.00	35.33	80	44.16	0	0.0	44.16	3.7	80

¹ ET_c = K_c * ET_e, where ET_e = average ET_e for specified periods, based on data from Victorville CIMIS Station, 1994-2003; K_c values from Univ. California Cooperative Extension
² P_e = effective precipitation offsetting ET_c, up to 1/2 of the average precipitation, in Dec. - Feb., inclusive
³ ET_{AW} = evapotranspiration of applied water = ET_c - P_e
⁴ DU = irrigation distribution uniformity
⁵ AW_c = applied water for crop requirement = ET_{AW} * DU
⁶ AW_{er} = applied water for erosion control
⁷ AW_{pr} = applied water for field preparation and pre-irrigation
⁸ AW_T = applied crop water duty = AW_c + AW_{er} + AW_{pr}
⁹ E_{ir} = overall irrigation efficiency for beneficial uses = (ET_{AW} + AW_{er} + AW_{pr}) / AW_T

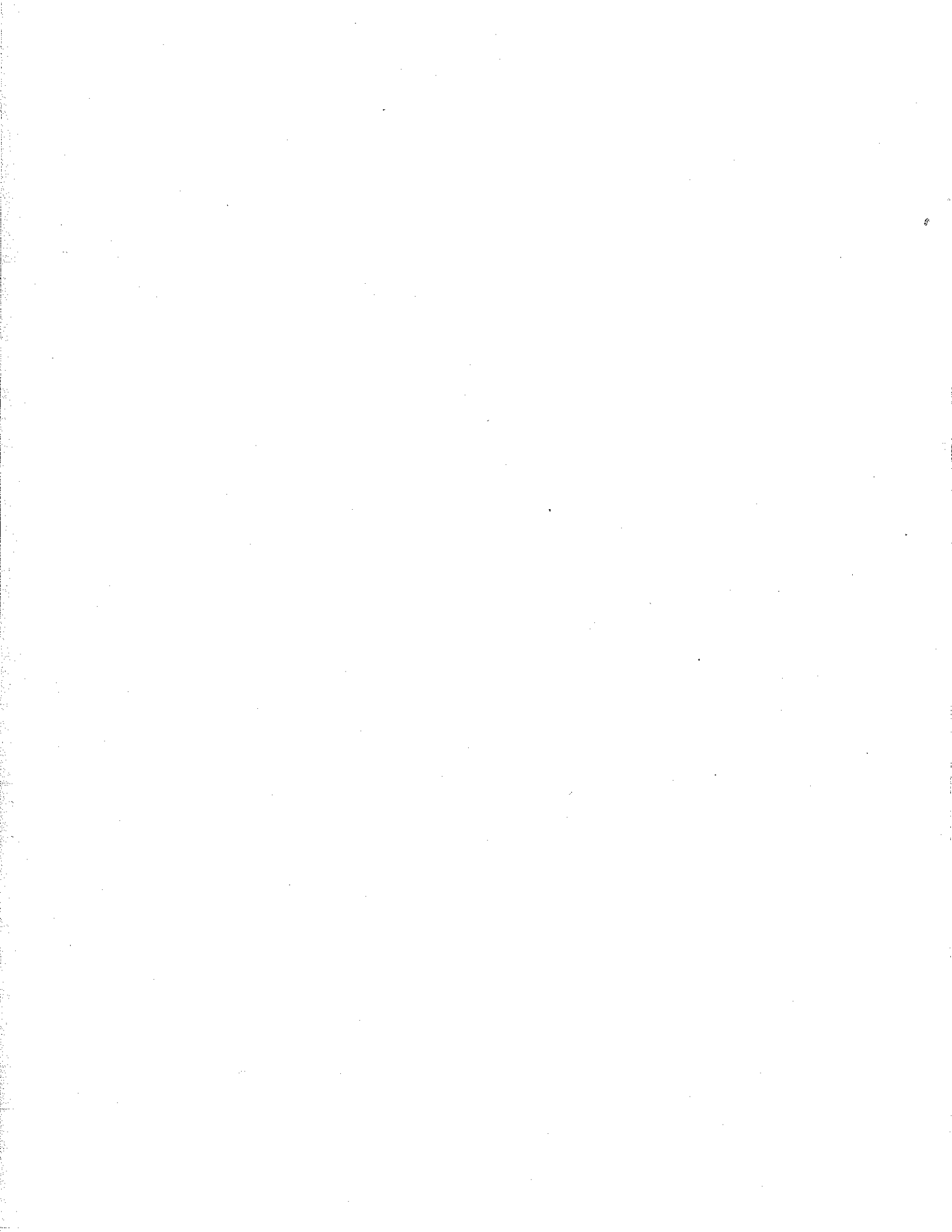
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EXHIBIT N

Year	Crop	Acreage Planted	Multiplier from Table 4	Total AFY
2000	Carrots	160	3.9	624
2001	Carrots	160	3.9	624
2002	Carrots	160	3.9	624
2003	Carrots	160	3.9	624
2004	Carrots	160	3.9	624
2011	None ¹			
2012	None			

¹ In 2011 and 2012, the Red Dawn Property is not being utilized. It is anticipated that the property may be utilized in the near future for the construction and operation of a solar power generation facility.



DECLARATION

I, Michael Bass, declare:

eSolar, Inc., owner of

1. I am Project Manager for Sierra SunTower, LLC, a party to this

action. In lieu of deposition testimony for the Phase 4 trial, I am providing this declaration. This declaration applies only to the categories I have filled in. The items left blank or crossed out do not apply to me. I have personal knowledge of each fact herein and would testify competently thereto under oath.

Property Ownership and Parcel Size

2. Sierra SunTower, LLC owns property that overlies the Antelope Valley Area of Adjudication as decided by this Court. The land is in Los Angeles County and is identified by the following APN/APNs:

3137-007-020 and 3137-007-034 (Please note that the APNs have changed over time.)

[If additional room is needed, please identify the APN/APNs in Exhibit A.] A true and correct copy of Exhibit A is attached hereto and incorporated herein.

3. Sierra SunTower, LLC claims groundwater rights only as to the properties listed in Paragraph 2 and Exhibit A.

4. For each APN/APNs identified above, the total acreage by parcel is as follows:

3137-007-020 (approximately 10 acres); 3137-007-034 (approximately 90 acres)

[If additional room is needed, please identify the APN/APNs and parcel size in Exhibit B.] A true and correct copy of Exhibit B is attached hereto and incorporated herein.

5. For each APN/APNs identified above Sierra SunTower, LLC owned the property during the following timer period:

Please refer to Exhibit AA.

6. The following are all individuals/entities appearing on the title for the above identified APN/APNS from Jan 1, 2000 to the present:

Please refer to Exhibit AA.

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RIVERSIDE, CALIFORNIA 92502

1 7. For each individual/entity identified in paragraph 6 that individual/entity appeared on the
2 title during the following time :

3 Please refer to Exhibit AA.
4 _____

5 **Leases**

6 8. _____ (declarant or party affiliated with declarant) leases property that
7 _____ own and that overlies the Antelope Valley Area of Adjudication as
8 decided by this court and identified by the following APNS:
9 _____

10 9. The total acreage by parcel is:
11 _____

12 10. The property is currently leased to:
13 _____

14 11. The property was leased on the following dates:
15 _____

16 12. The lease provides that _____ may claim groundwater rights from the use of
17 water on the leased property. Attached to this declaration is a true and correct copy of the lease.
18

19 [If additional room is needed, please list APN/APNs, acreage by APN, Lessee by APN and dates
20 for each Lessee by APN for each parcel in Exhibit C.] A true and correct copy of Exhibit C is
21 attached hereto and incorporated herein.
22

23 13. _____ leases property from _____ which overlies the
24 Antelope Valley Area of Adjudication as decided by this court and is identified by the following
25 APNS:
26 _____

27 14. The total acreage by parcel is:
28 _____

1 15. The Lease provides that _____ may claim groundwater rights from use of
2 water on leased property. Attached to this declaration is a true and correct copy of the lease.

3
4 [If additional room is needed, please attach APN/APNs, Name of the Lessor and acreage by APN
5 for each parcel list in Exhibit D to this declaration.] A true and correct copy of Exhibit D is
6 attached hereto and incorporated herein.

7 16. _____ claims groundwater rights only as to the leasehold interests listed
8 in Paragraph 15 and Exhibit D.

9 17. _____ claims groundwater rights only as to the properties listed in
10 Paragraph 2 and Exhibit A and as to the leasehold interests listed in Paragraph 8 and Exhibit C.

11 18. To the best of my knowledge, only _____ claims groundwater rights as to the
12 leased parcel(s) identified in paragraph 15 and Exhibit D.

13 **Water Meter Records**

14 19. _____ measures the groundwater production on the above referenced
15 properties by water meters. Exhibit E contains the records for these water meters for the
16 following years:

17 _____

18 A true and correct copy of Exhibit E is attached hereto and incorporated herein.

19 20. Exhibit F sets forth the total yearly production amounts by metered water well on the
20 above referenced properties for the years 2000-2004, 2011, and 2012. A true and correct copy of
21 Exhibit F is attached hereto and incorporated herein.

22 **State Water Project Purchases**

23 21. _____ purchases State Water Project water from a State Water Contractor
24 for use by _____ on the properties referenced above. Exhibit G contains true
25 and correct copies of the invoices for delivery of State Water Project Water to the properties
26 referenced above.

1 22. Exhibit H sets forth the total yearly State Water Project water deliveries to the properties
2 referenced above for the years 2000-2004, 2011, and 2012. A true and correct copy of Exhibit H
3 is attached hereto and incorporated herein.

4 **Pump Tests/ Electric Records**

5 23. In order to calculate groundwater pumped and used on the properties referenced above,
6 _____ relied on pump tests and electric records. Exhibit I contains true and correct
7 copies of the pump test records and electrical records for wells on the properties referenced
8 above. The electric records attached to this declaration as Exhibit I do not include electric use on
9 the properties referenced above for anything other than pumping groundwater.

10 24. Exhibit J sets forth the amount of total yearly groundwater that _____
11 estimates was pumped and used on the properties referenced above for the years 2000-2004,
12 2011, and 2012 based on the attached pump test records and electrical records for the wells on the
13 properties referenced above. A true and correct copy of Exhibit J is attached hereto and
14 incorporated herein.

15 25. Pump tests were performed on the following dates:
16 _____

17 26. _____ is not producing pump test records for the following
18 dates _____ because:
19 _____

20 27. I am not aware of any other pump tests having been performed on the properties
21 referenced above.

22
23 **Pump Tests/Diesel Records**

24 28. In order to calculate groundwater pumped and used on the properties referenced above,
25 _____ relied on pump tests and diesel fuel records. Exhibit K contains
26 true and correct copies of the records pertaining to pump tests and diesel fuel purchases for the
27 properties referenced above. The diesel fuel records attached to this declaration as Exhibit K do
28 not include diesel fuel used on the properties referenced above for anything other than pumping

1 groundwater.

2 29. Exhibit L sets forth the amounts of total yearly groundwater pumped and used on the
3 properties referenced above for the years 2000-2004, 2011, and 2012. A true and correct copy of
4 Exhibit L is attached hereto and incorporated herein.

5 30. Pump tests were performed on the following dates:
6 _____.

7 31. _____ is not producing pump test records for the following
8 dates _____ because:
9 _____.

10 32. I am not aware of any other pump tests having been performed on the properties
11 referenced above.

12 **Crop Duties and Irrigated Acres**

13 33. In order to calculate water use on the properties referenced above, _____
14 relies on the amount of acres in irrigation on the properties referenced above multiplied by the
15 crop duty identified in the Summary Expert Report, Appendix D-3: Table 4, a true and correct
16 copy of which is attached to this declaration as Exhibit M.

17 34. The total amount of irrigated acres and type of crops on the properties referenced above
18 by APN for the years 2000-2004, 2011 and 2012 are described in Exhibit N. A true and correct
19 copy of Exhibit N is attached hereto and incorporated herein.

20 **Other Sources of Water**

21 35. On the properties referenced above, _____ received water from sources
22 other than groundwater pumped within the Basin or State Water Project Water. Exhibit O sets
23 forth the source of the water and the amounts received for the years 2000-2004, 2011, and 2012.

24 **Use of Water** *(Complete for each APN. If water for used for multiple purposes, identify*
25 *the amount of water for each use.)*

26 36. Sierra SunTower, LLC used _____ 0 _____ acre feet of water on APN# _____ all _____ in 2000.

27 The water was used for the following:
28 _____.

1 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
2 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
3 irrigated acreage and parcels.]

4 37. Sierra SunTower, LLC used 0 acre feet of water on APN# all in 2001. The
5 water was used for the following:

6 _____
7 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
8 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
9 irrigated acreage and parcels.]

10 38. Sierra SunTower, LLC used 0 acre feet of water on APN# all in 2002. The
11 water was used for the following:

12 _____
13 39. Sierra SunTower, LLC used 0 acre feet of water on APN# all in 2003. The
14 water was used for the following:

15 _____
16 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
17 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
18 irrigated acreage and parcels.]

19 40. Sierra SunTower, LLC used 0 acre feet of water on APN# all in 2004. The
20 water was used for the following:

21 _____
22 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
23 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
24 irrigated acreage and parcels.]

25 41. Sierra SunTower, LLC used 49.1 acre feet of water on APN# all in 2011. The
26 water was used for the following:

27 Sierra SunTower recently obtained an estimate of water utilized for the cooling system at the Sierra SunTower
solar facility. Please see Exhibit P for the report.
28 _____

[State the crop type and number of acres of that crop. If not used for irrigation, describe the use.

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RIVERSIDE, CALIFORNIA 92502

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In lieu of answering this question, a crop map may be attached that shows the date, crop type, irrigated acreage and parcels.]

42. Sierra SunTower, LLC used 49.1 acre feet of water on APN# all in 2012. The water was used for the following:
Sierra SunTower recently obtained an estimate of water utilized for the cooling system at the Sierra SunTower solar facility. Please see Exhibit P for the report.

[State the crop type and number of acres of that crop. If not used for irrigation, describe the use.

In lieu of answering this question, a crop map may be attached that shows the date, crop type, irrigated acreage and parcels.]

43. Other than what is declared hereinabove, Sierra SunTower, LLC did not produce or use water within the Antelope Valley Area of Adjudication for 2000-2004, 2011, and 2012.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed this 31 day of January 2013, at Burbank, California.

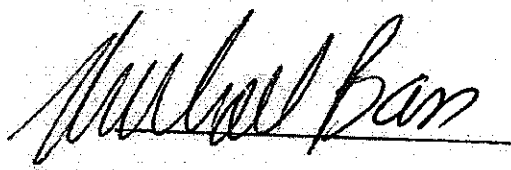


EXHIBIT AA

APN	Record Owners Since 2000
3137-007-020	Lancaster Partnership (To Be Determined – 2008) Sierra SunTower, LLC (2008-present)
3137-007-034	Peter Maio (1995 – 2008) Sierra SunTower, LLC (2008-present)

EXHIBIT P

[July 12, 2010 Report Prepared by Nathan Donnellan, eSolar, Inc. Systems Engineering]

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eSolar, Inc. 130 West Union Street, Pasadena CA 91103 | Tel 626.585.6900 | Fax 626.535.2701 | www.esolar.com

1 Overview

This document describes the expected water consumption at the Sierra SunTower operating facility due to normal plant operation over the course of a typical year. Two different configurations are detailed:

- Current configuration with two solar steam receivers in operation
- Addition of another steam receiver for a total of three.

1.1 Assumptions

Peak Demand rates are given for expected full load of the cooling system and steam generators. The Sierra SunTower plant utilizes induced draft, wet-cooling towers to provide cooling water to the condenser and steam turbine. An approximate evaporation rate of 1% per 10 °F of cooling range is used for water loss computation.^[1] The water requirement for heliostat field cleaning is 106,000 gallons per year per field.^[2]

Blowdown rates for the solar receivers are assumed to be approximately 1% of steam flow rate: 300 lbs/hr or 0.6 gpm.^[3] Steam loss rates due to venting are assumed to be 2% of steam flow rate.

Plant operational time is considered equivalent to the plant capacity factor, and annual water requirements will be considered to be equal to the peak demand rate multiplied by the number of operating hours per year (8760 * capacity factor). The cooling towers and solar receivers will be operational outside of the operation hours of the turbine, so the thermal capacity factor of the receivers will be used instead of the turbine's electrical capacity factor: 23.6% versus 17.5%.^[4]

Cooling tower water quality assumes 3.5 cycles of concentration.^[5] With drift eliminators, drift should be assumed to be negligible compared to blowdown and evaporation.

2 Current configuration

The current Sierra SunTower plant configuration consists of two solar steam receivers with rated flow rates of approximately 30,000 lbs/hour. The circulating water supply to the contact condenser operates at a range of approximately 9 °F and a flow rate of 5,000 klbs/hour or 10,000 gpm (see Sierra HBD).

2.1 Peak Discharge Rates

- Heliostat Cleaning: n/a
- Receiver Blowdown: 2 receivers * 0.6 gpm = **1.2 gpm**
- Cooling Tower Blowdown:

$$B = \frac{\text{CirculatingFlow} * \text{CoefficientEvaporation}}{\text{Cycles} - 1} = \frac{10000 \text{ gpm} * 0.01 * \left(\frac{9F}{10F}\right)}{3.5 - 1} = 36 \text{ gpm}$$

2.2 Peak Water Consumption

- Cooling Tower Evaporation: 10000 gpm * 0.01 * (9F/10F) = **90 gpm**
- Cooling Tower Drift: amount << evaporation + blowdown
- Receiver steam loss (due to venting and drainage): 2 receivers * 60 gpm * 0.02 = **2.4 gpm**

- Combined: Evaporation + Blowdown + Steam loss = 90 + 36 + 2.4 = **128 gpm**

2.3 Annual Water Amounts

- Discharge: $0.236 * (36 \text{ gpm} + 1.2 \text{ gpm}) * 8760 \text{ hours/year} * 60 \text{ min/hour} = 4,610,000 \text{ gallons/year}$
- Consumed: $0.236 * 128 * 8760 * 60 = 15,880,000 \text{ gallons/year}$

3 Alternate Configurations

3.1 Circulating water rates and ranges

Three solar thermal receivers in operation will result in an additional 4 °F of range added to the cooling water supply. Flow rates will remain constant (see Sierra HBD with 3 towers in operation).

3.2 Peak Flows ^[6]

Discharge Type	Current Configuration	3 Solar Receivers
Receiver/Steam Gen. Blowdown	1.20 gpm	1.80 gpm
Cooling Tower Blowdown	36.0 gpm	56.0 gpm
Totals	37.2 gpm	57.8 gpm
Consumption Type		
Cooling Tower Evaporation	90 gpm	140 gpm
Receiver Steam Loss	2.4 gpm	3.6 gpm
Combined (w/ blowdown)	128 gpm	200 gpm

3.3 Annual Amounts

Discharge Type	Current (23.6% capacity)	3 Solar Receivers (23.6% capacity)
Totals	4.6 million gallons	7.2 million gallons
Totals including heliostat cleaning ^[7]	n/a	n/a
Consumption Type		
Totals	15.9 million gallons	24.8 million gallons
Totals including heliostat cleaning	16.0 million gallons	25.0 million gallons

4 Definitions

Blowdown—The periodic discharge of water from a storage vessel (or stream) to help control the concentrations of suspended and dissolved solids.

Capacity factor—Total energy delivered by a system (such as the power block) divided by the energy that would be delivered if operating at full rating over a given time period, usually one year. Example, if the Sierra SunTower facility produces 7.7 GWh of electricity and its full rating is 5 MWe, the yearly capacity factor would be 17.5%.

Cycles of concentration (concentration cycles)—Ratio of the mass fraction of chlorides in the circulating water to the mass fraction of chlorides in the makeup water

°F—Degrees Fahrenheit

gpm—Gallons per minute

GWh—Gigawatt hour

klbs—kilopounds

Makeup—Water used to replace lost or discharged water from a vessel or stream.

MWe—Megawatt electric

Range—Difference between inlet and outlet temperatures (in this case, the water into and out of the cooling towers)

5 References

1. W.L. McCabe and J.C. Smith, *Unit Operations of Chemical Engineering 3rd. Ed.*, McGraw-Hill Book Co., New York, 1976 (pp. 757)
2. See Reflector Cleaning System Specification (eSolar p/n 610-00071-01)
3. Refer to Sierra Heat Balance Documentation for flow rates (SIERRA+HEAT+BALANCE+--+REV+3+--+REPORT+-+01+27+09.pdf)
4. See annual generation estimate for Sierra
5. U.S. Water estimate
6. Estimates for peak flows may not include heliostat cleaning depending on the cleaning strategy. For instance, if the heliostat fields are only ever cleaned at night, the peak flow rates due to cleaning will occur when the plant is non-operational and such that flows due to other sources are not additive.
7. Depending on the quality of the water used and purification equipment, the total discharge due to heliostat cleaning may vary. However, for a wet-cooled system such as the Sierra SunTower plant, this amount will be substantially less than discharge due to the cooling system.

DECLARATION

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I, Michael Bass, declare:

eSolar, Inc., owner of a security interest in

1. I am Project Manager for Tumbleweed SunTower, LLC, a party to this

action. In lieu of deposition testimony for the Phase 4 trial, I am providing this declaration. This declaration applies only to the categories I have filled in. The items left blank or crossed out do not apply to me. I have personal knowledge of each fact herein and would testify competently thereto under oath.

Property Ownership and Parcel Size

2. Tumbleweed SunTower, LLC owns property that overlies the Antelope Valley Area of Adjudication as decided by this Court. The land is in Los Angeles County and is identified by the following APN/APNs:

3262-001-005

[If additional room is needed, please identify the APN/APNs in Exhibit A.] A true and correct copy of Exhibit A is attached hereto and incorporated herein.

3. Tumbleweed SunTower, LLC claims groundwater rights only as to the properties listed in Paragraph 2 and Exhibit A.

4. For each APN/APNs identified above, the total acreage by parcel is as follows:

146.12 acres

[If additional room is needed, please identify the APN/APNs and parcel size in Exhibit B.] A true and correct copy of Exhibit B is attached hereto and incorporated herein.

5. For each APN/APNs identified above Tumbleweed SunTower, LLC owned the property during the following timer period:

2008-2012

6. The following are all individuals/entities appearing on the title for the above identified APN/APNS from Jan 1, 2000 to the present:

Caliente Solar, LLC; Tumbleweed SunTower, LLC; David Tepper Living Trust; George Stevens Trust

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5 PARK PLAZA, SUITE 1500
IRVINE, CALIFORNIA 92614

1 7. For each individual/entity identified in paragraph 6 that individual/entity appeared on the
2 title during the following time :

3 Caliente Solar (2012-present); Tumbleweed SunTower, LLC (2008-2012); Tepper Trust (2006-2008)
4 Stevens Trust (1999-2006)

5 Leases

6 8. _____ (declarant or party affiliated with declarant) leases property that
7 _____ own and that overlies the Antelope Valley Area of Adjudication as
8 decided by this court and identified by the following APNS:

9 _____
10 9. The total acreage by parcel is:

11 _____
12 10. The property is currently leased to:

13 _____
14 11. The property was leased on the following dates:

15 _____
16 12. The lease provides that _____ may claim groundwater rights from the use of
17 water on the leased property. Attached to this declaration is a true and correct copy of the lease.

18
19 [If additional room is needed, please list APN/APNs, acreage by APN, Lessee by APN and dates
20 for each Lessee by APN for each parcel in Exhibit C.] A true and correct copy of Exhibit C is
21 attached hereto and incorporated herein.

22
23 13. _____ leases property from _____ which overlies the
24 Antelope Valley Area of Adjudication as decided by this court and is identified by the following
25 APNS:

26 _____
27 14. The total acreage by parcel is:

28 _____

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1 15. The Lease provides that _____ may claim groundwater rights from use of
2 water on leased property. Attached to this declaration is a true and correct copy of the lease.

3
4 [If additional room is needed, please attach APN/APNs, Name of the Lessor and acreage by APN
5 for each parcel list in Exhibit D to this declaration.] A true and correct copy of Exhibit D is
6 attached hereto and incorporated herein.

7 16. _____ claims groundwater rights only as to the leasehold interests listed
8 in Paragraph 15 and Exhibit D.

9 17. _____ claims groundwater rights only as to the properties listed in
10 Paragraph 2 and Exhibit A and as to the leasehold interests listed in Paragraph 8 and Exhibit C.

11 18. To the best of my knowledge, only _____ claims groundwater rights as to the
12 leased parcel(s) identified in paragraph 15 and Exhibit D.

13 **Water Meter Records**

14 19. _____ measures the groundwater production on the above referenced
15 properties by water meters. Exhibit E contains the records for these water meters for the
16 following years:

17 _____

18 A true and correct copy of Exhibit E is attached hereto and incorporated herein.

19 20. Exhibit F sets forth the total yearly production amounts by metered water well on the
20 above referenced properties for the years 2000-2004, 2011, and 2012. A true and correct copy of
21 Exhibit F is attached hereto and incorporated herein.

22 **State Water Project Purchases**

23 21. _____ purchases State Water Project water from a State Water Contractor
24 for use by _____ on the properties referenced above. Exhibit G contains true
25 and correct copies of the invoices for delivery of State Water Project Water to the properties
26 referenced above.

1 22. Exhibit H sets forth the total yearly State Water Project water deliveries to the properties
2 referenced above for the years 2000-2004, 2011, and 2012. A true and correct copy of Exhibit H
3 is attached hereto and incorporated herein.

4 **Pump Tests/ Electric Records**

5 23. In order to calculate groundwater pumped and used on the properties referenced above,
6 _____ relied on pump tests and electric records. Exhibit I contains true and correct
7 copies of the pump test records and electrical records for wells on the properties referenced
8 above. The electric records attached to this declaration as Exhibit I do not include electric use on
9 the properties referenced above for anything other than pumping groundwater.

10 24. Exhibit J sets forth the amount of total yearly groundwater that _____
11 estimates was pumped and used on the properties referenced above for the years 2000-2004,
12 2011, and 2012 based on the attached pump test records and electrical records for the wells on the
13 properties referenced above. A true and correct copy of Exhibit J is attached hereto and
14 incorporated herein.

15 25. Pump tests were performed on the following dates:
16 _____

17 26. _____ is not producing pump test records for the following
18 dates _____ because:
19 _____

20 27. I am not aware of any other pump tests having been performed on the properties
21 referenced above.

22
23 **Pump Tests/Diesel Records**

24 28. In order to calculate groundwater pumped and used on the properties referenced above,
25 _____ relied on pump tests and diesel fuel records. Exhibit K contains
26 true and correct copies of the records pertaining to pump tests and diesel fuel purchases for the
27 properties referenced above. The diesel fuel records attached to this declaration as Exhibit K do
28 not include diesel fuel used on the properties referenced above for anything other than pumping

1 groundwater.

2 29. Exhibit L sets forth the amounts of total yearly groundwater pumped and used on the
3 properties referenced above for the years 2000-2004, 2011, and 2012. A true and correct copy of
4 Exhibit L is attached hereto and incorporated herein.

5 30. Pump tests were performed on the following dates:
6 _____

7 31. _____ is not producing pump test records for the following
8 dates _____ because:
9 _____

10 32. I am not aware of any other pump tests having been performed on the properties
11 referenced above.

12 **Crop Duties and Irrigated Acres**

13 33. In order to calculate water use on the properties referenced above, Tumbleweed SunTower, LLC
14 relies on the amount of acres in irrigation on the properties referenced above multiplied by the
15 crop duty identified in the Summary Expert Report, Appendix D-3: Table 4, a true and correct
16 copy of which is attached to this declaration as Exhibit M.

17 34. The total amount of irrigated acres and type of crops on the properties referenced above
18 by APN for the years 2000-2004, 2011 and 2012 are described in Exhibit N. A true and correct
19 copy of Exhibit N is attached hereto and incorporated herein.

20 **Other Sources of Water**

21 35. On the properties referenced above, _____ received water from sources
22 other than groundwater pumped within the Basin or State Water Project Water. Exhibit O sets
23 forth the source of the water and the amounts received for the years 2000-2004, 2011, and 2012.

24 **Use of Water** *(Complete for each APN. If water for used for multiple purposes, identify*
25 *the amount of water for each use.)*

26 36. Tumbleweed SunTower, LLC used 569 acre feet of water on APN# 3262-001-005 in 2000.

27 The water was used for the following:

28 Agricultural irrigation for non-alfalfa crops, primarily baby carrots.

1 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
2 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
3 irrigated acreage and parcels.]

4 37. Tumbleweed SunTower, LLC used 569 acre feet of water on APN# 3262-001-005 in 2001. The
5 water was used for the following:

6 Agricultural irrigation for non-alfalfa crops, primarily baby carrots.

7 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
8 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
9 irrigated acreage and parcels.]

10 38. Tumbleweed SunTower, LLC used 569 acre feet of water on APN# 3262-001-005 in 2002. The
11 water was used for the following:

12 Agricultural irrigation for non-alfalfa crops, primarily baby carrots.

13 39. Tumbleweed SunTower, LLC used 569 acre feet of water on APN# 3262-001-005 in 2003. The
14 water was used for the following:

15 Agricultural irrigation for non-alfalfa crops, primarily baby carrots.

16 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
17 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
18 irrigated acreage and parcels.]

19 40. Tumbleweed SunTower, LLC used 569 acre feet of water on APN# 3262-001-005 in 2004. The
20 water was used for the following:

21 Agricultural irrigation for non-alfalfa crops, primarily baby carrots.

22 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.
23 In lieu of answering this question, a crop map may be attached that shows the date, crop type,
24 irrigated acreage and parcels.]

25 41. Tumbleweed SunTower, LLC used 0 acre feet of water on APN# 3262-001-005 in 2011. The
26 water was used for the following:

27

28 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.

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In lieu of answering this question, a crop map may be attached that shows the date, crop type, irrigated acreage and parcels.]

42. Tumbleweed SunTower, L^lssed 0 acre feet of water on APN# 3262-001-005 in 2012. The water was used for the following:

[State the crop type and number of acres of that crop. If not used for irrigation, describe the use.

In lieu of answering this question, a crop map may be attached that shows the date, crop type, irrigated acreage and parcels.]

43. Other than what is declared hereinabove, Tumbleweed SunTower, LLC did not produce or use water within the Antelope Valley Area of Adjudication for 2000-2004, 2011, and 2012.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed this 31 day of January 2013, at Burbank, California.



EXHIBIT M

[Crop Table Attached]

1

EXHIBIT "M"

2

Appendix D-3: Table 4
Applied Crop Water Duties and Irrigation Efficiency Values
 (DU = 80%)
Antelope Valley Area of Adjudication

Crop	ET _c ¹ (in)	P _e ² (in)	ET _{AW} ³ (in)	DU ⁴ (%)	AW _E ⁵ (in)	AW _{er} ⁶ (in)	AW _{pr} ⁷ (in)	AW _T ⁸		E _{ir} ⁹ (%)
								(in)	(ft)	
Alfalfa	62.10	1.77	60.33	80	75.42	0	2.0	77.42	6.5	81
Carrots	27.47	0.00	27.47	80	34.33	6	6.5	46.83	3.9	85
Corn	22.94	1.42	21.52	80	26.90	0	4.0	30.90	2.6	83
Melons/Squash	23.91	0.00	23.91	80	29.88	0	4.0	33.88	2.8	82
Onions	37.57	0.00	37.57	80	46.96	3	4.0	53.96	4.5	83
Orchard (Deciduous)	47.38	0.00	47.38	80	59.22	0	0.0	59.22	4.9	80
Pasture	66.19	1.77	64.42	80	80.53	0	0.0	80.53	6.7	60
Potatoes	24.02	0.00	24.02	80	30.03	0	4.0	34.03	2.8	82
Silage	27.31	0.00	27.31	80	34.14	0	4.0	38.14	3.2	82
Sugar Beets	40.55	0.00	40.55	80	50.88	0	4.0	54.88	4.6	81
Vineyard (Grapes)	35.33	0.00	35.33	80	44.16	0	0.0	44.16	3.7	80

¹ ET_c = K_c * ET_e, where ET_e = average ET_e for specified periods, based on data from Victorville CIMIS Station, 1994-2003; K_c values from Univ. California Cooperative Extension
² P_e = effective precipitation offsetting ET_c, up to 1/2 of the average precipitation, in Dec. - Feb., inclusive
³ ET_{AW} = evapotranspiration of applied water = ET_c - P_e
⁴ DU = irrigation distribution uniformity
⁵ AW_E = applied water for crop requirement = ET_{AW} + DU
⁶ AW_{er} = applied water for erosion control
⁷ AW_{pr} = applied water for field preparation and pre-irrigation
⁸ AW_T = applied crop water duty = AW_E + AW_{er} + AW_{pr}
⁹ E_{ir} = overall irrigation efficiency for beneficial uses = (ET_{AW} + AW_{er} + AW_{pr}) / AW_T

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EXHIBIT N

Year	Crop	Acreage Planted	Multiplier from Table 4	Total AFY
2000	Carrots	146	3.9	569
2001	Carrots	146	3.9	569
2002	Carrots	146	3.9	569
2003	Carrots	146	3.9	569
2004	Carrots	146	3.9	569
2011	None ¹			
2012	None			

¹ In 2011 and 2012, the Tumbleweed SunTower property is not being utilized. It is anticipated that the property may be utilized in the near future for the construction and operation of a solar power generation facility.

1 **PROOF OF SERVICE**

2 I, Yolanda S. Ramos, declare:

3 I am employed in the County of Los Angeles, State of California. My business
4 address is Alston & Bird LLP, 333 South Hope Street, Sixteenth Floor, Los Angeles, CA
5 90071. I am over the age of eighteen years and not a party to the action in which this
6 service is made.

7 On January 31, 2013, I served the document(s) described as **ESOLAR, INC.'s**
8 **DECLARATIONS IN LIEU OF DEPOSITION** on the interested parties in this action
9 as follows:

10 BY MAIL: I am "readily familiar" with this firm's practice for the collection and
11 the processing of correspondence for mailing with the United States Postal
12 Service. In the ordinary course of business, the correspondence would be
13 deposited with the United States Postal Service at 333 South Hope Street, Los
14 Angeles, California 90071 with postage thereon fully prepaid the same day on
15 which the correspondence was placed for collection and mailing at the firm.
16 Following ordinary business practices, I placed for collection and mailing with
17 the United States Postal Service such envelope at Alston & Bird LLP, 333 South
18 Hope Street, Los Angeles, California 90071.

19 BY ELECTRONIC MAIL: By posting the document listed above to the Santa
20 Clara Superior Court website: www.scefiling.org regarding the ANTELOPE
21 VALLEY GROUNDWATER matter.

22 BY FEDERAL EXPRESS UPS NEXT DAY AIR OVERNIGHT
23 DELIVERY: I deposited such envelope in a facility regularly maintained by
24 FEDERAL EXPRESS UPS Overnight Delivery [specify name of
25 service:] with delivery fees fully provided for or delivered the envelope to a
26 courier or driver of FEDERAL EXPRESS UPS OVERNIGHT
27 DELIVERY [specify name of service:] authorized to receive documents at Alston
28 & Bird LLP, 333 South Hope Street, Los Angeles, California 90071 with delivery
fees fully provided for.

BY FACSIMILE: I telecopied a copy of said document(s) to the following
addressee(s) at the following number(s) in accordance with the written
confirmation of counsel in this action.

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

[Federal] I declare under penalty of perjury under the laws of the United
States of America that the foregoing is true and correct.

Executed on January 31, 2013, at Los Angeles, California


YOLANDA S. RAMOS