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

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

Coordination Proceeding  
Special Title (Rule 1550(b))

Judicial Council Coordination  
Proceeding No. 4408

**ANTELOPE VALLEY  
GROUNDWATER CASES**

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

Including Actions:

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

**OFFER OF PROOF BY SHADOW ACRES  
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**

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

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

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

AND RELATED ACTIONS.

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**OFFER OF PROOF**

Cross-Defendant / Cross-Complainant **SHADOW ACRES 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	55.7 acre feet
Jan. through Nov. 2012	49.5 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, SHADOW ACRES MUTUAL  
WATER COMPANY (a member of the ANTELOPE  
VALLEY UNITED MUTUAL GROUP)

1 **[PROPOSED] ORDER**

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

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

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

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

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PERIOD	ACRE FEET PER YEAR
Jan. through Dec. 2011	55.7 acre feet
Jan. through Nov. 2012	49.5 acre feet

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25 **IT IS SO ORDERED:**

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27 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 SHADOW ACRES 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