

E-RECEIVED

12/16/16

1 BRADLEY J. HERREMA (State Bar No. 228976)  
ELISABETH L. ESPOSITO (State Bar No. 300983)  
2 **BROWNSTEIN HYATT FARBER SCHRECK, LLP**  
2049 Century Park East, Suite 3550  
3 Los Angeles, CA 90067  
Telephone: 310.500.4600  
4 Facsimile: 310.500.4602

5 Attorneys for .  
6 **FS LAND HOLDING COMPANY, LLC**

7  
8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
9 **FOR THE COUNTY OF LOS ANGELES – CENTRAL DISTRICT**

10 **ANTELOPE VALLEY**  
11 **GROUNDWATER CASES**

12 **Included Actions:**

13 Los Angeles County Waterworks District  
No. 40 v. Diamond Farming Co. Superior  
14 Court of California County of Los Angeles,  
Case No. BC 325201;

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

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

21 RICHARD WOOD, on behalf of himself  
22 and all other similarly situated v. A.V.  
Materials, Inc., et al., Superior Court of  
23 California, County of Los Angeles, Case  
No. BC509546  
24  
25  
26  
27  
28

Judicial Council Coordination Proceeding  
No. 4408

**CLASS ACTION**

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

**DECLARATION OF KEVIN PETERS IN  
SUPPORT OF FS LAND HOLDING  
COMPANY, LLC'S MOTION FOR LEAVE TO  
INTERVENE**

[Notice of Motion and Motion for Leave to  
Intervene and Proposed Order filed concurrently]

**Date: January 13, 2017**

**Time: 10:00 a.m.**

**Dept. Dept. 222**

**[Hearing to be conducted by CourtCall]**

1 I, Kevin Peters, declare as follows:

2 1. I am the Director of Real Estate for First Solar Development, LLC, which has  
3 subsidiaries including North Rosamond Solar, LLC and FS Land Holding Company, LLC  
4 (collectively, "First Solar"). I am responsible for managing the real property function for First  
5 Solar's project development division. I have personal knowledge of the facts stated in this  
6 declaration and, if called as a witness, I could and would competently testify to them under oath. I  
7 make this declaration in support of the above-referenced motion.

8 2. On July 21, 2016, pursuant to a 2009 option agreement, North Rosamond Solar,  
9 LLC purchased four parcels from Landinv, Inc. (APNs 359-051-01, 358-030-03, 359-051-02, and  
10 359-011-28) subject to the December 23, 2015 Judgment and Physical Solution ("Judgment and  
11 Physical Solution") in the above-captioned action along with 736.44 acre-feet per year ("AFY")  
12 of Landinv, Inc.'s total 969.00 AFY of Overlying Production Rights (1,520 AFY of the total  
13 2,000 AFY of Pre-Rampdown Production) allocated to Landinv, Inc. in Exhibit 4 to the Judgment  
14 and Physical Solution. A true and correct copy of the July 21, 2016 deed from Landinv, Inc. to  
15 North Rosamond Solar, LLC is attached to this declaration as Exhibit A.

16 3. On December 15, 2016, North Rosamond Solar, LLC deeded the 736.44 AFY of  
17 Overlying Production Rights (1,520 AFY of the total 2,000 AFY of Pre-Rampdown Production)  
18 to FS Land Holding Company, LLC. On information and belief, the December 15, 2016 deed will  
19 be recorded in Kern County on or about December 16, 2016. A true and correct copy of the  
20 December 15, 2016 water rights grant deed from North Rosamond Solar, LLC to FS Land  
21 Holding Company, LLC is attached to this declaration as Exhibit B.

22 4. On December 15, 2016, pursuant to Section 20.9 of the Judgment and Physical  
23 Solution, FS Land Holding Company, LLC initiated consultation with the Antelope Valley  
24 Watermaster ("Watermaster") Board of Directors by transmitting a letter via email, attaching the  
25 proposed Stipulation in Support of FS Land Holding Company, LLC's Motion for Leave to  
26 Intervene in Judgment ("Stipulation"), and requesting Watermaster's concurrence that: (i) it is  
27 appropriate to allow FS Land Holding Company, LLC to intervene in the Judgment and Physical  
28 Solution, acquire Overlying Production Rights and produce groundwater from the Antelope

1 Valley Area of Adjudication ("Basin") in accordance with the Judgment and Physical Solution;  
2 (ii) FS Land Holding Company, LLC's future groundwater production pursuant to the water  
3 rights obtained through the transactions with North Rosamond Solar, LLC and Landinv, Inc. will  
4 add no amount of additional demand upon the Basin; and (iii) that FS Land Holding Company,  
5 LLC's production pursuant to its water rights and in accordance with the Judgment and Physical  
6 Solution will result in no Material Injury as defined by Section 3.5.18 of the Judgment and  
7 Physical Solution. A true and correct copy of the December 15, 2016 letter to Watermaster  
8 initiating consultation and enclosing the proposed Stipulation is attached to this declaration as  
9 Exhibit C.

10 5. FS Land Holding Company, LLC has not yet commenced production of  
11 groundwater from the Basin. However, groundwater production will be necessary to support use  
12 of the overlying land in 2017 for construction purposes.

13  
14 I declare under penalty of perjury under the laws of the State of California that the foregoing is  
15 true and correct. Dated this 16<sup>th</sup> day of December, 2016, at San Francisco, CA.

16  
17   
18 Kevin Peters

# **EXHIBIT A**

Recording Requested By  
First American Title Company  
National Commercial Services

Jon Lifquist, Assessor – Recorder  
Kern County Official Records  
Recorded at the request of  
Public

GIBBSD  
7/22/2016  
10:31 AM

RECORDING REQUESTED BY  
WHEN RECORDED MAIL TO  
AND MAIL TAX STATEMENTS TO:

DOC#: 0216096671



Stat Types: 1 Pages: 6

Fees	28.00
Taxes	8,554.15
Others	0.00
PAID	\$8,582.15

North Rosamond Solar, LLC  
c/o First Solar, Inc.  
135 Main Street, 6<sup>th</sup> Floor  
San Francisco, CA 94105  
Attn: Manager, Real Estate

NCS-020533

Space Above this Line for Recorder's Use

APNs: 359-051-01, 358-030-03, 359-051-02, and 359-011-28

The undersigned grantor declares the Documentary Transfer Tax is \$ 8,554.15 and the City Transfer Tax is \$0 and is computed on the full value of the interest or property conveyed. The property is located in the unincorporated area of the County of Kern, California.

### GRANT DEED

THIS GRANT DEED is made and entered into this 21st day of July, 2016, by LANDINV, INC., a California corporation ("Grantor"), in favor of NORTH ROSAMOND SOLAR, LLC, a Delaware limited liability company ("Grantee"). Capitalized terms used herein and not otherwise defined in this Grant Deed shall have the meaning ascribed to them in that certain Judgment and Physical Solution entered by the Superior Court of the State of California, County of Los Angeles - Central District on December 28, 2015 with respect to that certain lawsuit entitled *Antelope Valley Groundwater Cases*, Case No. 1-05-CV-049053, Judicial Council Coordination No. 4408 (Assigned to The Honorable Jack Komar) (the "Judgment").

### WITNESSETH:

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, GRANTOR hereby GRANTS to Grantee that certain real property in the County of Kern, California (the "Property") more particularly described as follows:

LEGAL DESCRIPTION IS ATTACHED HERETO AS  
EXHIBIT A AND INCORPORATED HEREIN BY THIS  
REFERENCE.

together with all of Grantor's legal and equitable right, title and interest in, control over and ownership of such Property, all improvements and fixtures located thereon and all appurtenances, mineral, water rights relating thereto (as they exist now or shall be determined to exist in the future, but subject to the paragraph below regarding the Overlying Production Rights) and other rights owned by Grantor, if any, which are incidental to the ownership of such Property, subject to all matters of record as of the date hereof;

Without limiting the foregoing, the parties have agreed that the Overlying Production Rights allocable to the Property shall be 76% of the Overlying Production Rights allocated to Grantor pursuant to the Judgment, and accordingly, Grantor hereby Grants to Grantee 76% of the Overlying Production Rights allocated to Grantor pursuant to the Judgment which equals 736.44 acre feet per year at the end of the 7-year Rampdown period, and a corresponding 1,520 acre feet per year Pre-Rampdown Production amount (collectively, the **"Transferred Production Rights"**), and any Carry Over rights and/or any other rights associated with the Transferred Production Rights. With respect to its Overlying Production Rights not conveyed or transferred hereby (and any rights associated with such reserved Overlying Production Rights) (the **"Retained Rights"**), Grantor agrees that it shall not have any access rights (whether through the surface or otherwise) or other rights to the Property to exercise the Retained Rights.

(Signature Page Follows)



EXHIBIT A TO GRANT DEED

DESCRIPTION OF PROPERTY

Real property in the unincorporated area of the County of Kern, State of California, described as follows:

PARCEL 1:

THE NORTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24, DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO. 52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08" WEST, 1956.54 FEET A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST CORNER OF SAID SECTION 24.

PARCEL 2:

THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

PARCEL 3:

THE SOUTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24, DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO. 52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08" WEST, 1956.54 FEET FROM A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST CORNER OF SAID SECTION 24.

PARCEL 4:

THE SOUTHEAST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 15, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT OF THE SURVEY OF SAID LAND APPROVED BY THE SURVEYOR GENERAL ON FEBRUARY 19, 1856.

EXCEPTING THEREFROM THE SOUTHWEST QUARTER OF SAID LAND AN UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS RESERVED BY W. E. FAUST, A SINGLE MAN, IN A DEED RECORDED NOVEMBER 9, 1950 AS INSTRUMENT NO. 45931 IN BOOK 1699, PAGE 192 AND AS MODIFIED BY QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY COMPANY' THROUGH "RELEASE AND QUITCLAIM OF SURFACE RIGHTS AGREEMENT" RECORDED APRIL 26, 2016 AS INSTRUMENT NO. 0216051940 BOTH OF OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM THE SOUTHEAST QUARTER OF SAID LAND AN UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS RESERVED BY LES OLIVER AND DOROTHY OLIVER, HIS WIFE, IN A DEED RECORDED NOVEMBER 9, 1950 AS INSTRUMENT NO. 45934 IN BOOK 1710, PAGE 436 AND AS MODIFIED BY QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY COMPANY' THROUGH "RELEASE AND



QUITCLAIM OF SURFACE RIGHTS AGREEMENT" RECORDED APRIL 26, 2016 AS  
INSTRUMENT NO. 0216051940 BOTH OF OFFICIAL RECORDS.

APN: 359-051-01-00-0 and 358-030-03-00-6 and 359-051-02-00-3 and 359-011-28-00-7 and  
359-051-01-00-0 and 359-051-01-00-0 and 359-011-28-00-7 and 359-051-01-00-0 and 358-030-  
03-00-6 and 358-030-03-00-6 and 358-030-03-00-6 and 359-051-02-00-3

EXECUTED as of the day and year set forth above.

GRANTOR:

LANDINV, INC,  
a California corporation

By: Yogesh Radia

Name: YOGESH RADIA

Its: DIRECTOR

**CALIFORNIA ALL-PURPOSE  
CERTIFICATE OF ACKNOWLEDGEMENT**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA )

COUNTY OF Los Angeles )

On July 21, 2016, before me, Rachel Mintz, Notary Public, personally appeared Yogesh Radia, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is are subscribed to the within instrument and acknowledged to me that he she they executed the same in his her their authorized capacity(ies), and that by his her their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Signature]  
Signature of Notary Public

(Notary Seal)



# **EXHIBIT B**

RECORDING REQUESTED BY and  
WHEN RECORDED MAIL TO and  
MAIL TAX STATEMENTS TO:

FS Land Holding Company, LLC  
c/o First Solar Inc.  
135 Main Street, 6th floor  
San Francisco, CA 94105  
Attention: Robert Hatton

Space above this line for Recorders use

APNs: 359-051-01, 358-030-03,  
359-051-02, and 359-011-28

The undersigned grantor declares the Documentary Transfer Tax is \$0 because the conveyance is exempt from transfer tax pursuant to California Revenue & Tax Code Section 11925 since the deed changes the manner in which title is held, but the Grantor and Grantee are owned by the same party and so the proportionate ownership remains the same before and after the conveyance. The property is located in Kern County, California

**WATER RIGHTS GRANT DEED**

NORTH ROSAMOND SOLAR, LLC, a Delaware limited liability company, as "Grantor" herein, for valuable consideration, the receipt of which is hereby acknowledged, does hereby grant to FS LAND HOLDING COMPANY, LLC, a Delaware limited liability company, as "Grantee" herein, all that certain real property in the County of Kern, State of California, as allocated to Grantor's predecessor in interest, LandInv Inc., in that certain Judgment and Physical Solution regarding the Antelope Valley Groundwater Cases (Class Action Case No. 1-05-CV-049053), entered by the Los Angeles County Superior Court on December 23, 2015 ("Adjudication") described as follows:

736.44 acre-feet per year of Overlying Production Rights (as defined in the Adjudication) at the end of the 7-year Rampdown (as defined in the Adjudication) period described in the Adjudication, which corresponds to approximately 1,520 acre feet per year Pre Rampdown Production (as defined in the Adjudication) amount, and any Carry Over (as defined in the Adjudication) rights or other rights associated with such Overlying Production Rights, together with the attendant rights, powers and privileges pertaining thereto (collectively, the "Water Rights").

The Water Rights originally developed from the historic extraction of groundwater from a well located upon a portion of that certain real property described on Exhibit "A" hereto, which is presently referred to as Assessor Parcel Numbers 359-051-01, 358-030-03, 359-051-02, and 359-011-28 by the Kern County Recorder.

**Grantor**

NORTH ROSAMOND SOLAR, LLC, a Delaware  
limited liability company

By: Brian Kunz

Name: Brian Kunz

Title: Vice President, Proj. Dev.

Date: December 15, 2016

*(see attached notarial certificate)*

DS  
BD

CALIFORNIA ALL-PURPOSE  
CERTIFICATE OF ACKNOWLEDGEMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of San Francisco

On December 15, 2016 before me, Ruth G. Bolender,  
Notary Public, personally appeared Brian Kunz,  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the  
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Ruth G. Bolender  
Signature of Notary Public

(Notary Seal)



**EXHIBIT A TO GRANT DEED**

Real property in the unincorporated area of the County of Kern, State of California, described as follows:

**PARCEL 1:**

THE NORTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24, DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO. 52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08" WEST, 1956.54 FEET A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST CORNER OF SAID SECTION 24.

**PARCEL 2:**

THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

**PARCEL 3:**

THE SOUTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE



UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA,  
ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24,  
DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF  
KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE  
SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT  
SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT  
ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO.  
52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL  
RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY  
DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT  
THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH  
LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE  
FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT  
ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08"  
WEST, 1956.54 FEET FROM A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST  
CORNER OF SAID SECTION 24.

PARCEL 4:

THE SOUTHEAST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 15,  
TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE  
UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA,  
ACCORDING TO THE OFFICIAL PLAT OF THE SURVEY OF SAID LAND APPROVED BY  
THE SURVEYOR GENERAL ON FEBRUARY 19, 1856.

EXCEPTING THEREFROM THE SOUTHWEST QUARTER OF SAID LAND AN  
UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER  
HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE  
RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS  
RESERVED BY W. E. FAUST, A SINGLE MAN, IN A DEED RECORDED NOVEMBER 9,  
1950 AS INSTRUMENT NO. 45931 IN BOOK 1699, PAGE 192 AND AS MODIFIED BY  
QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY  
COMPANY' THROUGH "RELEASE AND QUITCLAIM OF SURFACE RIGHTS  
AGREEMENT" RECORDED APRIL 26, 2016 AS INSTRUMENT NO. 0216051940 BOTH OF  
OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM THE SOUTHEAST QUARTER OF SAID LAND AN UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS RESERVED BY LES OLIVER AND DOROTHY OLIVER, HIS WIFE, IN A DEED RECORDED NOVEMBER 9, 1950 AS INSTRUMENT NO. 45934 IN BOOK 1710, PAGE 436 AND AS MODIFIED BY QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY COMPANY' THROUGH "RELEASE AND QUITCLAIM OF SURFACE RIGHTS AGREEMENT" RECORDED APRIL 26, 2016 AS INSTRUMENT NO. 0216051940 BOTH OF OFFICIAL RECORDS.

300105735975 3

# **EXHIBIT C**

December 15, 2016

Bradley J. Herrema  
Attorney at Law  
805.882.1493 tel  
805.965.4333 fax  
BHerrema@bhfs.com

**VIA E-MAIL PROSE@AVEK.ORG**

Board of Directors  
Antelope Valley Watermaster  
c/o Patti Rose  
Antelope Valley – East Kern Water Agency  
6500 W Avenue N  
Palmdale, CA 93551

**RE: Stipulation in Support of FS Land Holding Company, LLC's Intervention in the Antelope Valley Judgment and Physical Solution**

Dear Members of the Antelope Valley Watermaster Board:

This firm represents First Solar Development, LLC and its subsidiary, FS Land Holding Company, LLC ("First Solar"). As part of its acquisition of land within the Antelope Valley Area of Adjudication ("Basin"), First Solar has assumed ownership of certain Overlying Production Rights listed on Exhibit 4 to the December 23, 2015 Judgment and Physical Solution entered by the Superior Court for the County of Los Angeles in the Antelope Valley Groundwater adjudication ("Judgment and Physical Solution"). First Solar was not a party to the adjudication and now seeks to intervene as a party to the Judgment and Physical Solution. By this letter, First Solar satisfies its obligation to consult with the Antelope Valley Watermaster ("Watermaster"), pursuant to Section 20.9 of the Judgment and Physical Solution.

On July 21, 2016, pursuant to a 2009 option agreement, North Rosamond Solar, LLC, a subsidiary of First Solar Development, LLC, was deeded four parcels held by Landinv, Inc. (Kern County APNs 359-051-01, 358-030-03, 359-051-02, and 359-011-28) that are subject to the Judgment and Physical Solution.<sup>1</sup> As part of this purchase, North Rosamond Solar, LLC additionally assumed ownership of 736.44 acre-feet per year ("AFY") of Landinv, Inc.'s total 969.00 AFY of Overlying Production Rights<sup>2</sup> (1,520 AFY of the total 2,000 AFY of Pre-Rampdown Production) allocated to Landinv, Inc. in Exhibit 4 to the Judgment and Physical Solution. (Judgment and Physical Solution §§ 3.5.26, Exhibit 4.) On December 15, 2016, North Rosamond Solar, LLC deeded the 736.44 AFY of Overlying Production Rights to FS Land Holding Company, LLC.<sup>3</sup>

Section 20.9 of the Judgment and Physical Solution authorizes entities that are not already party to the Judgment to intervene in the Judgment through a noticed motion to intervene prior to commencing

<sup>1</sup> The July 21, 2016 deed is attached hereto as Attachment 1.

<sup>2</sup> To the best of First Solar's knowledge, Landinv, Inc. continues to hold its property in the Los Angeles County portion of the Basin, as well as the remaining 232.56 AFY of Overlying Production Rights (480 AFY of Pre-Rampdown Production) allocated to Landinv, Inc. in Exhibit 4 to the Judgment and Physical Solution.

<sup>3</sup> The December 15, 2016 deed is attached hereto as Attachment 2.

2049 Century Park East, Suite 3550  
Los Angeles, CA 90067  
main 310.500.4600

production of groundwater from the Basin. Section 20.9 of the Judgment and Physical Solution also requires that prior to filing the noticed motion to intervene in the Judgment, the proposed intervenor "shall consult with the Watermaster Engineer and seek the Watermaster's stipulation to the proposed intervention." First Solar is initiating consultation with the Watermaster Board of Directors with the understanding that the Watermaster Board has not yet selected the Watermaster Engineer. First Solar is nonetheless seeking the Board's stipulation at this time as its plans for its land within the Basin will require the production of groundwater in early 2017.

Enclosed for your consideration as Attachment 3, is a draft Stipulation in Support of FS Land Holding Company, LLC's Motion for Leave to Intervene in the Antelope Valley Judgment and Physical Solution, which is presently scheduled to be heard by the Court on January 13, 2017. First Solar intends to file its intervention motion no later than **December 16, 2016**.

Pursuant to the attached stipulation, First Solar agrees to be bound by the Judgment and Physical Solution and does not seek to modify the Judgment or Physical Solution, except to reflect its joinder as a party to the Judgment and Physical Solution to reflect that First Solar is the successor to the water rights it obtained from Landinv, Inc. Further, groundwater production pursuant to these water rights on the land obtained through the transaction with Landinv, Inc. will add no amount of additional demand upon the Basin, and when produced consistent with the Judgment and Physical Solution, will not result in Material Injury as defined by Section 3.5.18 of the Judgment and Physical Solution.

Representatives from First Solar will appear at the Watermaster Board's December 19, 2016 meeting and we request the Watermaster Board's consideration of the attached stipulation at that time. We welcome the opportunity to discuss the stipulation at that meeting in order to address any questions you may have.

Sincerely,



Bradley J. Herrema

BXH:ele

Enclosures

cc: Beth Deane, Esq. (Beth.Deane@firstsolar.com)  
Kevin Peters (Kevin.Peters@firstsolar.com)  
Robert Hatton (Robert.Hatton@firstsolar.com)

# **ATTACHMENT 1**



Recording Requested By  
First American Title Company  
National Commercial Services

Jon Lifquist, Assessor – Recorder  
Kern County Official Records  
Recorded at the request of  
Public

GIBBS  
7/22/2016  
10:31 AM

RECORDING REQUESTED BY  
WHEN RECORDED MAIL TO  
AND MAIL TAX STATEMENTS TO:

DOC#: 0216096671



Stat Types: 1 Pages: 6

Fees	28.00
Taxes	8,554.15
Others	0.00
PAID	\$8,582.15

North Rosamond Solar, LLC  
c/o First Solar, Inc.  
135 Main Street, 6<sup>th</sup> Floor  
San Francisco, CA 94105  
Attn: Manager, Real Estate

NCS-020533

Space Above this Line for Recorder's Use

APNs: 359-051-01, 358-030-03, 359-051-02, and 359-011-28

The undersigned grantor declares the Documentary Transfer Tax is \$ 8,554.15 and the City Transfer Tax is \$0 and is computed on the full value of the interest or property conveyed. The property is located in the unincorporated area of the County of Kern, California.

### GRANT DEED

THIS GRANT DEED is made and entered into this 21st day of July, 2016, by LANDINV, INC., a California corporation ("Grantor"), in favor of NORTH ROSAMOND SOLAR, LLC, a Delaware limited liability company ("Grantee"). Capitalized terms used herein and not otherwise defined in this Grant Deed shall have the meaning ascribed to them in that certain Judgment and Physical Solution entered by the Superior Court of the State of California, County of Los Angeles - Central District on December 28, 2015 with respect to that certain lawsuit entitled *Antelope Valley Groundwater Cases*, Case No. 1-05-CV-049053, Judicial Council Coordination No. 4408 (Assigned to The Honorable Jack Komar) (the "Judgment").

### WITNESSETH:

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, GRANTOR hereby GRANTS to Grantee that certain real property in the County of Kern, California (the "Property") more particularly described as follows:

LEGAL DESCRIPTION IS ATTACHED HERETO AS  
EXHIBIT A AND INCORPORATED HEREIN BY THIS  
REFERENCE.

together with all of Grantor's legal and equitable right, title and interest in, control over and ownership of such Property, all improvements and fixtures located thereon and all appurtenances, mineral, water rights relating thereto (as they exist now or shall be determined to exist in the future, but subject to the paragraph below regarding the Overlying Production Rights) and other rights owned by Grantor, if any, which are incidental to the ownership of such Property, subject to all matters of record as of the date hereof;



Without limiting the foregoing, the parties have agreed that the Overlying Production Rights allocable to the Property shall be 76% of the Overlying Production Rights allocated to Grantor pursuant to the Judgment, and accordingly, Grantor hereby Grants to Grantee 76% of the Overlying Production Rights allocated to Grantor pursuant to the Judgment which equals 736.44 acre feet per year at the end of the 7-year Rampdown period, and a corresponding 1,520 acre feet per year Pre-Rampdown Production amount (collectively, the "**Transferred Production Rights**"), and any Carry Over rights and/or any other rights associated with the Transferred Production Rights. With respect to its Overlying Production Rights not conveyed or transferred hereby (and any rights associated with such reserved Overlying Production Rights) (the "**Retained Rights**"), Grantor agrees that it shall not have any access rights (whether through the surface or otherwise) or other rights to the Property to exercise the Retained Rights.

(Signature Page Follows)

EXHIBIT A TO GRANT DEED

DESCRIPTION OF PROPERTY

Real property in the unincorporated area of the County of Kern, State of California, described as follows:

PARCEL 1:

THE NORTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24, DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO. 52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08" WEST, 1956.54 FEET A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST CORNER OF SAID SECTION 24.

PARCEL 2:

THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

PARCEL 3:

THE SOUTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24, DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO. 52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08" WEST, 1956.54 FEET FROM A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST CORNER OF SAID SECTION 24.

PARCEL 4:

THE SOUTHEAST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 15, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT OF THE SURVEY OF SAID LAND APPROVED BY THE SURVEYOR GENERAL ON FEBRUARY 19, 1856.

EXCEPTING THEREFROM THE SOUTHWEST QUARTER OF SAID LAND AN UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS RESERVED BY W. E. FAUST, A SINGLE MAN, IN A DEED RECORDED NOVEMBER 9, 1950 AS INSTRUMENT NO. 45931 IN BOOK 1699, PAGE 192 AND AS MODIFIED BY QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY COMPANY' THROUGH "RELEASE AND QUITCLAIM OF SURFACE RIGHTS AGREEMENT" RECORDED APRIL 26, 2016 AS INSTRUMENT NO. 0216051940 BOTH OF OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM THE SOUTHEAST QUARTER OF SAID LAND AN UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS RESERVED BY LES OLIVER AND DOROTHY OLIVER, HIS WIFE, IN A DEED RECORDED NOVEMBER 9, 1950 AS INSTRUMENT NO. 45934 IN BOOK 1710, PAGE 436 AND AS MODIFIED BY QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY COMPANY' THROUGH "RELEASE AND

QUITCLAIM OF SURFACE RIGHTS AGREEMENT" RECORDED APRIL 26, 2016 AS  
INSTRUMENT NO. 0216051940 BOTH OF OFFICIAL RECORDS.

APN: 359-051-01-00-0 and 358-030-03-00-6 and 359-051-02-00-3 and 359-011-28-00-7 and  
359-051-01-00-0 and 359-051-01-00-0 and 359-011-28-00-7 and 359-051-01-00-0 and 358-030-  
03-00-6 and 358-030-03-00-6 and 358-030-03-00-6 and 359-051-02-00-3

EXECUTED as of the day and year set forth above.

GRANTOR:

LANDINV, INC,  
a California corporation

By: Y. Radia

Name: YOGESH RADIA

Its: DIRECTOR

**CALIFORNIA ALL-PURPOSE  
CERTIFICATE OF ACKNOWLEDGEMENT**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA )

COUNTY OF Los Angeles )

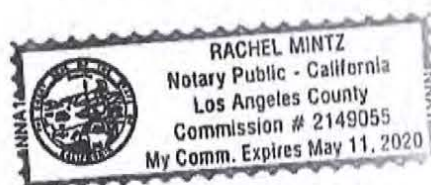
On July 21, 2016, before me, Rachel Mintz, Notary Public, personally appeared Yogesh Radia, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Signature]  
Signature of Notary Public

(Notary Seal)



# **ATTACHMENT 2**

RECORDING REQUESTED BY and  
WHEN RECORDED MAIL TO and  
MAIL TAX STATEMENTS TO:

FS Land Holding Company, LLC  
c/o First Solar Inc.  
135 Main Street, 6th floor  
San Francisco, CA 94105  
Attention: Robert Hatton

Space above this line for Recorders use

APNs: 359-051-01, 358-030-03,  
359-051-02, and 359-011-28

The undersigned grantor declares the Documentary Transfer Tax is \$0 because the conveyance is exempt from transfer tax pursuant to California Revenue & Tax Code Section 11925 since the deed changes the manner in which title is held, but the Grantor and Grantee are owned by the same party and so the proportionate ownership remains the same before and after the conveyance. The property is located in Kern County, California

**WATER RIGHTS GRANT DEED**

NORTH ROSAMOND SOLAR, LLC, a Delaware limited liability company, as "Grantor" herein, for valuable consideration, the receipt of which is hereby acknowledged, does hereby grant to FS LAND HOLDING COMPANY, LLC, a Delaware limited liability company, as "Grantee" herein, all that certain real property in the County of Kern, State of California, as allocated to Grantor's predecessor in interest, LandInv Inc., in that certain Judgment and Physical Solution regarding the Antelope Valley Groundwater Cases (Class Action Case No. 1-05-CV-049053), entered by the Los Angeles County Superior Court on December 23, 2015 ("Adjudication") described as follows:

736.44 acre-feet per year of Overlying Production Rights (as defined in the Adjudication) at the end of the 7-year Rampdown (as defined in the Adjudication) period described in the Adjudication, which corresponds to approximately 1,520 acre feet per year Pre Rampdown Production (as defined in the Adjudication) amount, and any Carry Over (as defined in the Adjudication) rights or other rights associated with such Overlying Production Rights, together with the attendant rights, powers and privileges pertaining thereto (collectively, the "Water Rights").



The Water Rights originally developed from the historic extraction of groundwater from a well located upon a portion of that certain real property described on Exhibit "A" hereto, which is presently referred to as Assessor Parcel Numbers 359-051-01, 358-030-03, 359-051-02, and 359-011-28 by the Kern County Recorder.

**Grantor**

NORTH ROSAMOND SOLAR, LLC, a Delaware  
limited liability company

By: Brian Kunz

Name: Brian Kunz

Title: Vice President, Proj. Dev.

Date: December 15, 2016

*(see attached notarial certificate)*

DS  
BD

CALIFORNIA ALL-PURPOSE  
CERTIFICATE OF ACKNOWLEDGEMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of San Francisco

On December 15, 2016 before me, Ruth G. Bolender,  
Notary Public, personally appeared Brian Kunz,  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the  
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Ruth G. Bolender  
Signature of Notary Public

(Notary Seal)



EXHIBIT A TO GRANT DEED

Real property in the unincorporated area of the County of Kern, State of California, described as follows:

PARCEL 1:

THE NORTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24, DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO. 52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08" WEST, 1956.54 FEET A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST CORNER OF SAID SECTION 24.

PARCEL 2:

THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

PARCEL 3:

THE SOUTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE

UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA,  
ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24,  
DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF  
KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE  
SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT  
SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT  
ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO.  
52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL  
RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY  
DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT  
THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH  
LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE  
FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT  
ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08"  
WEST, 1956.54 FEET FROM A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST  
CORNER OF SAID SECTION 24.

PARCEL 4:

THE SOUTHEAST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 15,  
TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE  
UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA,  
ACCORDING TO THE OFFICIAL PLAT OF THE SURVEY OF SAID LAND APPROVED BY  
THE SURVEYOR GENERAL ON FEBRUARY 19, 1856.

EXCEPTING THEREFROM THE SOUTHWEST QUARTER OF SAID LAND AN  
UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER  
HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE  
RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS  
RESERVED BY W. E. FAUST, A SINGLE MAN, IN A DEED RECORDED NOVEMBER 9,  
1950 AS INSTRUMENT NO. 45931 IN BOOK 1699, PAGE 192 AND AS MODIFIED BY  
QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY  
COMPANY' THROUGH "RELEASE AND QUITCLAIM OF SURFACE RIGHTS  
AGREEMENT" RECORDED APRIL 26, 2016 AS INSTRUMENT NO. 0216051940 BOTH OF  
OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM THE SOUTHEAST QUARTER OF SAID LAND AN UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS RESERVED BY LES OLIVER AND DOROTHY OLIVER, HIS WIFE, IN A DEED RECORDED NOVEMBER 9, 1950 AS INSTRUMENT NO. 45934 IN BOOK 1710, PAGE 436 AND AS MODIFIED BY QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY COMPANY' THROUGH "RELEASE AND QUITCLAIM OF SURFACE RIGHTS AGREEMENT" RECORDED APRIL 26, 2016 AS INSTRUMENT NO. 0216051940 BOTH OF OFFICIAL RECORDS.

300105735975 3

# **ATTACHMENT 3**

BRADLEY J. HERREMA (State Bar No. 228976)  
ELISABETH L. ESPOSITO (State Bar No. 300983)  
**BROWNSTEIN HYATT FARBER SCHRECK, LLP**  
2049 Century Park East, Suite 3550  
Los Angeles, CA 90067  
Telephone: 310.500.4600  
Facsimile: 310.500.4602

Attorneys for  
**FS LAND HOLDING COMPANY, LLC**

**SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF LOS ANGELES – CENTRAL DISTRICT**

**ANTELOPE VALLEY  
GROUNDWATER CASES**

Included Actions:

Los Angeles County Waterworks District  
No. 40 v. Diamond Farming Co. Superior  
Court of California County of Los Angeles,  
Case No. BC 325201;

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;

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, Case Nos.  
RIC 353 840, RIC 344 436, RIC 344 668

RICHARD WOOD, on behalf of himself  
and all other similarly situated v. A.V.  
Materials, Inc., et al., Superior Court of  
California, County of Los Angeles, Case  
No. BC509546

Judicial Council Coordination Proceeding  
No. 4408

**CLASS ACTION**

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

**STIPULATION IN SUPPORT OF FS LAND  
HOLDING COMPANY, LLC'S  
INTERVENTION IN JUDGMENT**

[Notice of Motion and Motion for Leave to  
Intervene in Judgment, Proposed Order, and  
Declaration of Kevin Peters filed concurrently]

**Date: January 13, 2017**

**Time: 10:00 a.m.**

**Dept. Dept. 222**

**[Hearing to be conducted by CourtCall]**



1 This Stipulation is entered into as of December 19, 2016, between FS Land Holding  
2 Company, LLC ("First Solar"), a subsidiary of First Solar Development, LLC, and the Antelope  
3 Valley Watermaster ("Watermaster") with regard to the following facts and intentions:

4 A. This Stipulation concerns the Judgment and Physical Solution entered by the  
5 Superior Court for the County of Los Angeles in the above captioned action on December 23,  
6 2015 ("Judgment and Physical Solution") to settle competing claims to produce groundwater  
7 from the Antelope Valley Area of Adjudication ("Basin"), and to establish a physical solution for  
8 the optimal and perpetual management of the Basin.

9 B. The Court retained continuing jurisdiction over the action to ensure the reasonable,  
10 beneficial, and efficient use of the Basin's water resources in accordance with the provisions of  
11 the Judgment and Physical Solution and the requirements of Article X, Section 2 of the California  
12 Constitution. (Judgment and Physical Solution § 6.5.)

13 C. On July 21, 2016, North Rosamond Solar, LLC, a subsidiary of First Solar  
14 Development, LLC, acquired four parcels from Landinv, Inc. (APNs 359-051-01, 358-030-03,  
15 359-051-02, and 359-011-28) subject to the Judgment and Physical Solution along with 736.44  
16 acre-feet per year ("AFY") of Landinv, Inc.'s total 969.00 AFY of Overlying Production Rights  
17 (1,520 AFY of the total 2,000 AFY of Pre-Rampdown Production) allocated to Landinv, Inc. in  
18 Exhibit 4 to the Judgment and Physical Solution. (Judgment and Physical Solution §§ 3.5.26,  
19 Exhibit 4.) On December 15, 2016, North Rosamond Solar, LLC deeded the 736.44 AFY of  
20 Overlying Production Rights (1,520 AFY of the total 2,000 AFY of Pre-Rampdown Production)  
21 to First Solar. The July 21, 2016 and December 15, 2016 grant deeds are attached hereto as  
22 Exhibits A and B, respectively.

23 D. Section 20.9 of the Judgment and Physical Solution authorizes any entity seeking  
24 to acquire a Production Right, which is not already a party to the Judgment, to intervene in the  
25 Judgment through a noticed motion to intervene prior to commencing production of groundwater  
26 from the Basin.

1 E. Section 20.9 of the Judgment and Physical Solution also requires that prior to  
2 filing the noticed motion to intervene in the Judgment, the proposed intervenor "shall consult with  
3 the Watermaster Engineer and seek the Watermaster's stipulation to the proposed intervention."

4 F. First Solar now desires to intervene in and become a party to this action pursuant  
5 to the Court's reserved jurisdiction and be allowed to acquire Overlying Production Rights and  
6 produce water from the Basin pursuant to the Judgment and Physical Solution.

7 G. First Solar agrees to be bound by the Judgment and Physical Solution.

8 H. Based upon the mutual desire of First Solar and Watermaster to ensure the  
9 balanced, comprehensive, and efficient management of the Basin pursuant to the Judgment and  
10 Physical Solution, First Solar and Watermaster agree that it is appropriate to allow First Solar to  
11 intervene in the Judgment and acquire Overlying Production Rights and produce groundwater  
12 from the Basin in accordance with the Judgment and Physical Solution.

13 I. Watermaster, which is responsible for the monitoring and management of the  
14 Basin consistent with the terms of the Judgment and Physical Solution, believes that First Solar's  
15 intervention and groundwater production pursuant to First Solar's water rights will add no amount  
16 of additional demand upon the Basin, and, when produced consistent with the Judgment and  
17 Physical Solution, will not result in Material Injury as defined by Section 3.5.18 of the Judgment  
18 and Physical Solution.

19 THEREFORE, IT IS AGREED AND STIPULATED THAT:

20 First Solar be allowed to intervene in the above-captioned action as a post-judgment  
21 proceeding, and that the Judgment be amended to reflect the joinder of First Solar as a party to the  
22 Judgment so that it is authorized to produce groundwater from the Basin.

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Dated: \_\_\_\_\_, 2016

FS LAND HOLDING COMPANY, LLC

By: \_\_\_\_\_  
BRIAN KUNZ  
VICE PRESIDENT OF DEVELOPMENT

Dated: \_\_\_\_\_, 2016

ANTELOPE VALLEY WATERMASTER

By: \_\_\_\_\_  
ROBERT PARRIS  
CHAIRPERSON

# **EXHIBIT A**

Recording Requested By  
First American Title Company  
National Commercial Services

Jon Lifquist, Assessor – Recorder  
Kern County Official Records  
Recorded at the request of  
Public

GIBBSD  
7/22/2016  
10:31 AM

RECORDING REQUESTED BY  
WHEN RECORDED MAIL TO  
AND MAIL TAX STATEMENTS TO:

DOC#: 0216096671



Stat Types: 1 Pages: 6

Fees	28.00
Taxes	8,554.15
Others	0.00
PAID	\$8,582.15

North Rosamond Solar, LLC  
c/o First Solar, Inc.  
135 Main Street, 6<sup>th</sup> Floor  
San Francisco, CA 94105  
Attn: Manager, Real Estate

NES-020533

Space Above this Line for Recorder's Use

APNs: 359-051-01, 358-030-03, 359-051-02, and 359-011-28

The undersigned grantor declares the Documentary Transfer Tax is \$ 8,554.15 and the City Transfer Tax is \$0 and is computed on the full value of the interest or property conveyed. The property is located in the unincorporated area of the County of Kern, California.

### GRANT DEED

THIS GRANT DEED is made and entered into this 21st day of July, 2016, by LANDINV, INC., a California corporation ("Grantor"), in favor of NORTH ROSAMOND SOLAR, LLC, a Delaware limited liability company ("Grantee"). Capitalized terms used herein and not otherwise defined in this Grant Deed shall have the meaning ascribed to them in that certain Judgment and Physical Solution entered by the Superior Court of the State of California, County of Los Angeles - Central District on December 28, 2015 with respect to that certain lawsuit entitled *Antelope Valley Groundwater Cases*, Case No. 1-05-CV-049053, Judicial Council Coordination No. 4408 (Assigned to The Honorable Jack Komar) (the "Judgment").

### WITNESSETH:

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, GRANTOR hereby GRANTS to Grantee that certain real property in the County of Kern, California (the "Property") more particularly described as follows:

LEGAL DESCRIPTION IS ATTACHED HERETO AS  
EXHIBIT A AND INCORPORATED HEREIN BY THIS  
REFERENCE.

together with all of Grantor's legal and equitable right, title and interest in, control over and ownership of such Property, all improvements and fixtures located thereon and all appurtenances, mineral, water rights relating thereto (as they exist now or shall be determined to exist in the future, but subject to the paragraph below regarding the Overlying Production Rights) and other rights owned by Grantor, if any, which are incidental to the ownership of such Property, subject to all matters of record as of the date hereof;

Without limiting the foregoing, the parties have agreed that the Overlying Production Rights allocable to the Property shall be 76% of the Overlying Production Rights allocated to Grantor pursuant to the Judgment, and accordingly, Grantor hereby Grants to Grantee 76% of the Overlying Production Rights allocated to Grantor pursuant to the Judgment which equals 736.44 acre feet per year at the end of the 7-year Rampdown period, and a corresponding 1,520 acre feet per year Pre-Rampdown Production amount (collectively, the "**Transferred Production Rights**"), and any Carry Over rights and/or any other rights associated with the Transferred Production Rights. With respect to its Overlying Production Rights not conveyed or transferred hereby (and any rights associated with such reserved Overlying Production Rights) (the "**Retained Rights**"), Grantor agrees that it shall not have any access rights (whether through the surface or otherwise) or other rights to the Property to exercise the Retained Rights.

(Signature Page Follows)

EXHIBIT A TO GRANT DEED

DESCRIPTION OF PROPERTY

Real property in the unincorporated area of the County of Kern, State of California, described as follows:

PARCEL 1:

THE NORTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24, DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO. 52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08" WEST, 1956.54 FEET A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST CORNER OF SAID SECTION 24.

PARCEL 2:

THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

PARCEL 3:

THE SOUTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.



EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24, DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO. 52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08" WEST, 1956.54 FEET FROM A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST CORNER OF SAID SECTION 24.

PARCEL 4:

THE SOUTHEAST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 15, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT OF THE SURVEY OF SAID LAND APPROVED BY THE SURVEYOR GENERAL ON FEBRUARY 19, 1856.

EXCEPTING THEREFROM THE SOUTHWEST QUARTER OF SAID LAND AN UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS RESERVED BY W. E. FAUST, A SINGLE MAN, IN A DEED RECORDED NOVEMBER 9, 1950 AS INSTRUMENT NO. 45931 IN BOOK 1699, PAGE 192 AND AS MODIFIED BY QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY COMPANY' THROUGH "RELEASE AND QUITCLAIM OF SURFACE RIGHTS AGREEMENT" RECORDED APRIL 26, 2016 AS INSTRUMENT NO. 0216051940 BOTH OF OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM THE SOUTHEAST QUARTER OF SAID LAND AN UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS RESERVED BY LES OLIVER AND DOROTHY OLIVER, HIS WIFE, IN A DEED RECORDED NOVEMBER 9, 1950 AS INSTRUMENT NO. 45934 IN BOOK 1710, PAGE 436 AND AS MODIFIED BY QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY COMPANY' THROUGH "RELEASE AND

QUITCLAIM OF SURFACE RIGHTS AGREEMENT" RECORDED APRIL 26, 2016 AS  
INSTRUMENT NO. 0216051940 BOTH OF OFFICIAL RECORDS.

APN: 359-051-01-00-0 and 358-030-03-00-6 and 359-051-02-00-3 and 359-011-28-00-7 and  
359-051-01-00-0 and 359-051-01-00-0 and 359-011-28-00-7 and 359-051-01-00-0 and 358-030-  
03-00-6 and 358-030-03-00-6 and 358-030-03-00-6 and 359-051-02-00-3

EXECUTED as of the day and year set forth above.

GRANTOR:

LANDINV, INC,  
a California corporation

By:

Yogesh Radia  
Name: YOGESH RADIA  
Its: DIRECTOR

**CALIFORNIA ALL-PURPOSE  
CERTIFICATE OF ACKNOWLEDGEMENT**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA )

COUNTY OF Los Angeles )

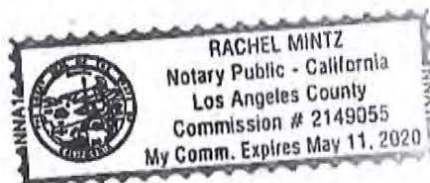
On July 21, 2016, before me, Rachel Mintz, Notary Public, personally appeared Yogesh Radia, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Signature]  
Signature of Notary Public

(Notary Seal)



# **EXHIBIT B**

RECORDING REQUESTED BY and  
WHEN RECORDED MAIL TO and  
MAIL TAX STATEMENTS TO:

FS Land Holding Company, LLC  
c/o First Solar Inc.  
135 Main Street, 6th floor  
San Francisco, CA 94105  
Attention: Robert Hatton

Space above this line for Recorders use

APNs: 359-051-01, 358-030-03,  
359-051-02, and 359-011-28

The undersigned grantor declares the Documentary Transfer Tax is \$0 because the conveyance is exempt from transfer tax pursuant to California Revenue & Tax Code Section 11925 since the deed changes the manner in which title is held, but the Grantor and Grantee are owned by the same party and so the proportionate ownership remains the same before and after the conveyance. The property is located in Kern County, California

#### **WATER RIGHTS GRANT DEED**

NORTH ROSAMOND SOLAR, LLC, a Delaware limited liability company, as "Grantor" herein, for valuable consideration, the receipt of which is hereby acknowledged, does hereby grant to FS LAND HOLDING COMPANY, LLC, a Delaware limited liability company, as "Grantee" herein, all that certain real property in the County of Kern, State of California, as allocated to Grantor's predecessor in interest, LandInv Inc., in that certain Judgment and Physical Solution regarding the Antelope Valley Groundwater Cases (Class Action Case No. 1-05-CV-049053), entered by the Los Angeles County Superior Court on December 23, 2015 ("Adjudication") described as follows:

736.44 acre-feet per year of Overlying Production Rights (as defined in the Adjudication) at the end of the 7-year Rampdown (as defined in the Adjudication) period described in the Adjudication, which corresponds to approximately 1,520 acre feet per year Pre Rampdown Production (as defined in the Adjudication) amount, and any Carry Over (as defined in the Adjudication) rights or other rights associated with such Overlying Production Rights, together with the attendant rights, powers and privileges pertaining thereto (collectively, the "Water Rights").

The Water Rights originally developed from the historic extraction of groundwater from a well located upon a portion of that certain real property described on Exhibit "A" hereto, which is presently referred to as Assessor Parcel Numbers 359-051-01, 358-030-03, 359-051-02, and 359-011-28 by the Kern County Recorder.

**Grantor**

NORTH ROSAMOND SOLAR, LLC, a Delaware  
limited liability company

By: Brian Kunz

Name: Brian Kunz

Title: Vice President, Proj. Dev.

Date: December 15, 2016

*(see attached notarial certificate)*

OS  
BD

CALIFORNIA ALL-PURPOSE  
CERTIFICATE OF ACKNOWLEDGEMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of San Francisco

On December 15, 2016 before me, Ruth G. Bolender,  
Notary Public, personally appeared Brian Kunz,  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the  
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Ruth G. Bolender  
Signature of Notary Public

(Notary Seal)





EXHIBIT A TO GRANT DEED

Real property in the unincorporated area of the County of Kern, State of California, described as follows:

PARCEL 1:

THE NORTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24, DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO. 52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08" WEST, 1956.54 FEET A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST CORNER OF SAID SECTION 24.

PARCEL 2:

THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA, ACCORDING TO THE OFFICIAL PLAT THEREOF.

PARCEL 3:

THE SOUTHERN ONE HALF OF THE NORTHWEST QUARTER OF SECTION 24, TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE

UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA,  
ACCORDING TO THE OFFICIAL PLAT THEREOF.

EXCEPT ALL THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 24,  
DESCRIBED IN DEED RECORDED IN BOOK 2856 PAGE 562, OF OFFICIAL RECORDS OF  
KERN COUNTY, LYING WITHIN A STRIP OF LAND 250 FEET IN WIDTH, THE  
SIDELINES OF SAID STRIP OF LAND BEING PARALLEL WITH AND DISTANT  
SOUTHEASTERLY 75 FEET AND NORTHWESTERLY 175 FEET, MEASURED AT RIGHT  
ANGLES, FROM THAT CERTAIN LINE DESCRIBED IN SUPERIOR COURT CASE NO.  
52961, LIS PENDENS RECORDED IN BOOK 1598 PAGE 429, OF SAID OFFICIAL  
RECORDS, A PORTION OF THAT CERTAIN LINE BEING MORE PARTICULARLY  
DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 24 DISTANT  
THEREOF NORTH 89° 20' 41" EAST, 435.93 FEET FROM A 1-½ INCH IRON PIPE WITH  
LEAD PLUG SET TO MARK THE SOUTHWEST CORNER OF SAID SECTION 24; THENCE  
FROM SAID POINT OF BEGINNING NORTH 28° 35' 36" EAST, 6049.18 FEET TO A POINT  
ON THE NORTH LINE OF SAID SECTION 24 DISTANT THEREON SOUTH 89° 34' 08"  
WEST, 1956.54 FEET FROM A 2 INCH IRON PIPE SET TO MARK THE NORTHEAST  
CORNER OF SAID SECTION 24.

PARCEL 4:

THE SOUTHEAST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 15,  
TOWNSHIP 9 NORTH, RANGE 14 WEST, SAN BERNARDINO MERIDIAN, IN THE  
UNINCORPORATED AREA OF THE COUNTY OF KERN, STATE OF CALIFORNIA,  
ACCORDING TO THE OFFICIAL PLAT OF THE SURVEY OF SAID LAND APPROVED BY  
THE SURVEYOR GENERAL ON FEBRUARY 19, 1856.

EXCEPTING THEREFROM THE SOUTHWEST QUARTER OF SAID LAND AN  
UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER  
HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE  
RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS  
RESERVED BY W. E. FAUST, A SINGLE MAN, IN A DEED RECORDED NOVEMBER 9,  
1950 AS INSTRUMENT NO. 45931 IN BOOK 1699, PAGE 192 AND AS MODIFIED BY  
QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY  
COMPANY' THROUGH "RELEASE AND QUITCLAIM OF SURFACE RIGHTS  
AGREEMENT" RECORDED APRIL 26, 2016 AS INSTRUMENT NO. 0216051940 BOTH OF  
OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM THE SOUTHEAST QUARTER OF SAID LAND AN UNDIVIDED ½ INTEREST IN AND TO ALL OF THE OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES IN OR UNDER SAID LAND, TOGETHER WITH THE RIGHT TO ENTER UPON SAID LAND TO DRILL OR PROSPECT THEREFOR, AS RESERVED BY LES OLIVER AND DOROTHY OLIVER, HIS WIFE, IN A DEED RECORDED NOVEMBER 9, 1950 AS INSTRUMENT NO. 45934 IN BOOK 1710, PAGE 436 AND AS MODIFIED BY QUITCLAIM TO 'NORTH ROSAMOND SOLAR, LLC, A DELAWARE LIMITED LIABILITY COMPANY' THROUGH "RELEASE AND QUITCLAIM OF SURFACE RIGHTS AGREEMENT" RECORDED APRIL 26, 2016 AS INSTRUMENT NO. 0216051940 BOTH OF OFFICIAL RECORDS.

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**PROOF OF SERVICE**

I, Olga Rittershaus, am employed in the County of Santa Barbara, State of California. I am over the age of 18 and not a party to the within action; my business address is: Brownstein Hyatt Farber Schreck, LLP, 1020 State Street, Santa Barbara, California 93101.

On December 16, 2016, I served the foregoing document described as:

**DECLARATION OF KEVIN PETERS IN SUPPORT OF FS LAND HOLDING COMPANY, LLC'S MOTION FOR LEAVE TO INTERVENE**

on the interested parties in this action.

**BY ELECTRONIC TRANSMISSION.** I caused such document(s) to be electronically served, via One Legal, to all parties appearing on the [www.scefilings.org](http://www.scefilings.org) electronic service list for the Antelope Valley Groundwater Cases; proof of electronic-filing through One Legal is then printed and maintained with the original documents in our office. Electronic service is complete at the time of transmission. My electronic notification email address is orittershaus@bhfs.com

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

Executed in Santa Barbara, California, on December 16, 2016.

  
OLGA RITTERSHAUS

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