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ESOLAR, INC.; RED DAWN  
SUNTOWER, LLC; SIERRA  
SUNTOWER, LLC; TUMBLEWEED  
SUNTOWER, LLC

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

ANTELOPE VALLEY  
GROUNDWATER CASES

**INCLUDED ACTIONS:**

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

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

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

Judicial Council Coordination No. 4408  
Case No. 1-05-CV-049053  
Assigned to The Honorable Jack Komar

**CROSS-DEFENDANTS ESOLAR, INC.; RED  
DAWN SUNTOWER, LLC; SIERRA  
SUNTOWER, LLC; TUMBLEWEED  
SUNTOWER, LLC'S AMENDED DISCLOSURE  
OF EXHIBITS REGARDING PROVE-UP  
TRIAL RE: [PROPOSED] STIPULATED  
JUDGMENT AND PHYSICAL SOLUTION**

DATE: September 28, 2015  
TIME: 10:00 a.m.  
DEPT: TBA

**TO ALL PARTIES AND TO THEIR ATTORNEYS OF RECORD:**

**PLEASE TAKE NOTICE** that in accordance with Court's Second Case Management Order dated March 27, 2015, Cross Defendants eSolar, Inc.; Red Dawn Suntower, LLC; Sierra Suntower, LLC; and Tumbleweed Suntower, LLC (collectively "eSolar Parties") hereby amend the exhibit labels they will apply to the exhibits designated on April 27, 2015 by eSolar Parties to correspond to exhibits designated in the Court's May 29, 2013 Minute Order admitting certain exhibits into evidence during the Phase 4 proceedings.


New Exhibit No.	Prior Exhibit No.	Description	In Evidence
4-ESOLARREDDAWN-1	4-ESOLAR-4	Stipulation Concerning Land Ownership and Prior Groundwater Production, Red Dawn SunTower	
4-ESOLARREDDAWN-2	4-ESOLAR-1	eSolar, Inc's Declaration in Lieu of Deposition	
4-ESOLARSIERRA-1	4-ESOLAR-5	Stipulation Concerning Land Ownership and Prior Groundwater Production, Sierra SunTower	
4-ESOLARSIERRA-2	4-ESOLAR-1	eSolar, Inc's Declaration in Lieu of Deposition	
4-ESOLARTUMBLEWEED-1	4-ESOLAR-6	Stipulation Concerning Land Ownership and Prior Groundwater Production, Tumbleweed SunTower	

4-ESOLARTUMBLEWEED-2		eSolar, Inc's Declaration in Lieu of Deposition	
4-ESOLAR-2	4-ESOLAR-2	Response to December 12, 2012 Discovery Order for Phase 4 Trial	

eSolar Parties hereby withdraw the exhibit designated as 4-ESOLAR-3 in their April 27, 2014 designation. In addition to the exhibits listed above, eSolar Parties reserve the right to further supplement or add to this list of exhibits, if necessary.

DATED: September 4, 2015

EDWARD J. CASEY  
ANDREW BRADY  
ALSTON & BIRD LLP

  
\_\_\_\_\_  
Andrew Brady  
Attorneys for Cross-Defendants  
**ESOLAR, INC.; RED DAWN SUNTOWER,  
LLC; SIERRA SUNTOWER, LLC;  
TUMBLEWEED SUNTOWER, LLC**

## **4-ESOLARREDDAWN-1**

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SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF LOS ANGELES

11 ANTELOPE VALLEY  
12 GROUNDWATER CASES

13 INCLUDED ACTIONS:

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

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

24 DIAMOND FARMING COMPANY,  
25 and W.M. BOLTHOUSE FARMS, INC.,  
26 v. CITY OF LANCASTER, et al.,  
27 Riverside Superior Court Case No. RIC  
28 344436 [c/w case no. RIC 344668 and  
355840]

Judicial Council Coordination No. 4408

STIPULATION CONCERNING LAND  
OWNERSHIP AND PRIOR GROUNDWATER  
PRODUCTION BY ESOLAR, INC. AND RED  
DAWN SUNTOWER, LLC

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

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

STIPULATION CONCERNING LAND OWNERSHIP AND PRIOR GROUNDWATER PRODUCTION BY  
ESOLAR, INC. AND RED DAWN SUNTOWER, LLC

1 Los Angeles County Waterworks District No. 40, Quartz Hill Water District, Littlerock  
2 Creek Irrigation District, Palm Ranch Irrigation District, Palmdale Water District, the City of  
3 Palmdale, the City of Lancaster, and Rosamond Community Services District (the "PWAs") and  
4 eSolar, Inc. and Red Dawn SunTower, LLC ("Landowner") (collectively, the "Stipulating  
5 Parties") enter into this Stipulation Between Certain Public Water Agencies And Landowner  
6 Concerning Land Ownership and Prior Groundwater Production ("Stipulation") through their  
7 respective counsel of record. This Stipulation is based on the matters set forth in Section I,  
8 below.

9 I.

10 RECITALS

11 A. Landowner owns land overlying the Antelope Valley Groundwater Basin (the  
12 "AV Basin"). (For purposes of this Stipulation, the term "AV Basin" shall mean the Antelope  
13 Valley Groundwater Basin as determined and defined by the Honorable Jack Komar in his  
14 March 12, 2007 Revised Order After Hearing on Jurisdictional Boundaries.)

15 B. Landowner served its (i) Response To December 12, 2012 Discovery Order for  
16 Phase 4 Trial and the Non-Expert Witness Designation ("Discovery Response") and (ii)  
17 Stipulation In Lieu Of Deposition Testimony For Phase 4 Trial ("Declaration") on all parties in  
18 the instant action.

19 II.

20 TERMS OF THE STIPULATION

21 A. Based on the Landowner's Discovery Response and Declaration, the PWAs have  
22 no objection to the Court making the following findings of fact:

23 (1) Landowner currently owns land overlying the AV Basin, which land is  
24 comprised of Assessor Parcel Nos. ("APN") 3256-005-001, 3256-006-012, 3256-006-013, AND  
25 3256-006-019 (the "Subject Property").

26 (2) As of January 1, 2013, Landowner currently uses the Subject Property as  
27 follows: It is anticipated that the property may be utilized in the near future for the construction  
28 and operation of a solar power generation facility.

1 (3) Landowner used the Subject Property during calendar years 2011 and  
2 2012 as follows: It is anticipated that the property may be utilized in the near future for the  
3 construction and operation of a solar power generation facility.

4 (4) Landowner produced the following quantities of groundwater from the  
5 AV Basin during calendar years 2011 and 2012: 0 acre-feet per year ("AFY") in 2011 and 0  
6 AFY in 2012.

7 (5) Landowner or its predecessor in interest to the Subject Property produced  
8 the following quantities of groundwater from the AV Basin during the period from January 1,  
9 2000 through December 31, 2004 (the "2000-04 Time Period"): 0 AFY in 2000, 0 AFY in 2001,  
10 0 AFY in 2002, 557.7 in 2003, and 526.5 AFY in 2004.

11 (6) Landowner or its predecessor used the groundwater described in this  
12 Section II-A for "reasonable and beneficial" uses on the Subject Property. For purposes of this  
13 Stipulation, the term "reasonable and beneficial" shall have the meaning as understood in Article  
14 X, Section 2 of the California Constitution.

15 May \_\_\_\_, 2013

ALSTON & BIRD, LLP

17  
18 By: 

EDWARD J. CASEY

Attorneys for eSolar, Inc. and Red Dawn SunTower, LLC

20 May 21, 2013

BEST BEST & KRIEGER LLP

21  
22 By: 

JEFFREY V. DUNN

Attorneys for Los Angeles County Waterworks District No. 40

24  
25 May \_\_\_\_, 2013

CHARLTON WEEKS LLP

26  
27 By: \_\_\_\_\_

BRADLEY T. WEEKS

Attorneys for Quartz Hill Water District

LEMIEUX & O'NEILL

28 May \_\_\_\_, 2013

1 (3) Landowner used the Subject Property during calendar years 2011 and  
2 2012 as follows: It is anticipated that the property may be utilized in the near future for the  
3 construction and operation of a solar power generation facility.

4 (4) Landowner produced the following quantities of groundwater from the  
5 AV Basin during calendar years 2011 and 2012: 0 acre-feet per year ("AFY") in 2011 and 0  
6 AFY in 2012.

7 (5) Landowner or its predecessor in interest to the Subject Property produced  
8 the following quantities of groundwater from the AV Basin during the period from January 1,  
9 2000 through December 31, 2004 (the "2000-04 Time Period"): 0 AFY in 2000, 0 AFY in 2001,  
10 0 AFY in 2002, 557.7 in 2003, and 526.5 AFY in 2004.

11 (6) Landowner or its predecessor used the groundwater described in this  
12 Section II-A for "reasonable and beneficial" uses on the Subject Property. For purposes of this  
13 Stipulation, the term "reasonable and beneficial" shall have the meaning as understood in Article  
14 X, Section 2 of the California Constitution.

15  
16 May \_\_\_\_, 2013 ALSTON & BIRD, LLP

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26  
27 By: \_\_\_\_\_  
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28 LEMIEUX & O'NEILL

May 22, 2013



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By:   
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**4-ESOLARREDDAWN-2**

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**eSolar, Inc., owner of Red Dawn  
SunTower, LLC**

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.

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:

[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.

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

**3256-005-01 (540 acres)**

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

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

1

## DECLARATION

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

Please refer to Exhibit AA.

**Leases**

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

9. The total acreage by parcel is:

10. The property is currently leased to:

11. The property was leased on the following dates:

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

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

13. \_\_\_\_\_ leases property from \_\_\_\_\_ which overlies the Antelope Valley Area of Adjudication as decided by this court and is identified by the following APNS:

14. The total acreage by parcel is:

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.



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

**Pump Tests/ Electric Records**

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

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

25. Pump tests were performed on the following dates:

26. \_\_\_\_\_ is not producing pump test records for the following dates \_\_\_\_\_ because:

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

**Pump Tests/Diesel Records**

28. In order to calculate groundwater pumped and used on the properties referenced above, \_\_\_\_\_ relied on pump tests and diesel fuel records. Exhibit K contains true and correct copies of the records pertaining to pump tests and diesel fuel purchases for the properties referenced above. The diesel fuel records attached to this declaration as Exhibit K do 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.

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.

LAW OFFICES OF  
BEST BEST & KNIESE LLP  
3750 UNIVERSITY AVENUE, SUITE 400  
P.O. BOX 1028  
RIVERSIDE, CALIFORNIA 92502

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# 011 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 21 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**

<b>APN</b>	<b>Record Owners Since 2000</b>
3256-005-001	Red Dawn SunTower, LLC (2009-present) Alta Vista SunTower, LLC (2008-2009) Lansing Industries, Inc. (2005-2008) Daniel Saparzadeh (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]

# EXHIBIT "M"

Appendix D-3) Table 4:  
Applied Crop Water Duties and Irrigation Efficiency Values  
(DU = 90%)  
Antelope Valley Area of Adjudication

Crop	ET <sub>a</sub> <sup>1</sup> (in)	P <sub>e</sub> <sup>2</sup> (in)	ET <sub>aw</sub> <sup>3</sup> (in)	DU <sup>4</sup> (%)	AW <sub>u</sub> <sup>5</sup> (in)	AW <sub>u</sub> <sup>6</sup> (in)	AW <sub>u</sub> <sup>7</sup> (in)	AW <sub>u</sub> <sup>8</sup> (in)	E <sub>u</sub> <sup>9</sup> (%)	
Alfalfa	62.70	1.77	60.33	80	75.42	0	2.0	77.42	8.5	81
Celery	27.47	0.00	27.47	80	34.33	0	6.5	40.83	3.0	85
Cotton	22.84	1.42	21.62	90	28.80	0	4.0	30.80	2.8	88
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	46.86	3	4.0	53.86	4.5	83
Orchard (Deciduous)	47.08	0.00	47.08	80	58.22	0	0.0	58.22	4.9	80
Pasture	66.19	1.77	64.42	80	80.58	0	0.0	80.58	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	50.88	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

<sup>1</sup> ET<sub>a</sub> = K<sub>c</sub> \* ET<sub>o</sub>, where ET<sub>o</sub> = average ET<sub>o</sub> for specified periods, based on data from Modesto CWS Station, 1994-2003; K<sub>c</sub> values from Univ. California Cooperative Extension

<sup>2</sup> P<sub>e</sub> = effective precipitation offsetting ET<sub>o</sub>, up to 1/2 of the average precipitation, in Dec. - Feb., inclusive

<sup>3</sup> ET<sub>aw</sub> = evapotranspiration of applied water = ET<sub>a</sub> - P<sub>e</sub>

<sup>4</sup> DU = irrigation distribution uniformity

<sup>5</sup> AW<sub>u</sub> = applied water for crop requirement = ET<sub>aw</sub> / DU

<sup>6</sup> AW<sub>u</sub> = applied water for frost protection

<sup>7</sup> AW<sub>u</sub> = applied water for field preparation and pre-irrigation

<sup>8</sup> AW<sub>u</sub> = applied crop water duty = AW<sub>u</sub> + AW<sub>u</sub> + AW<sub>u</sub>

<sup>9</sup> E<sub>u</sub> = overall irrigation efficiency for beneficial uses = (ET<sub>aw</sub> + AW<sub>u</sub> + AW<sub>u</sub>) / AW<sub>u</sub>

26345.00000\7776744.2



**EXHIBIT N**

<b>Year</b>	<b>Crop</b>	<b>Acreage Planted</b>	<b>Multiplier from Table 4</b>	<b>Total AFY</b>
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 <sup>1</sup>			
2012	None			

---

<sup>1</sup> 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.

**4-ESOLARSIERRA-1**

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

11 ANTELOPE VALLEY  
12 GROUNDWATER CASES

13 INCLUDED ACTIONS:

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

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

24 DIAMOND FARMING COMPANY,  
25 and W.M. BOLTHOUSE FARMS, INC.,  
26 v. CITY OF LANCASTER, et al.,  
27 Riverside Superior Court Case No. RIC  
28 344436 [c/w case no. RIC 344668 and  
355840]

Judicial Council Coordination No. 4408

**STIPULATION CONCERNING LAND  
OWNERSHIP AND PRIOR GROUNDWATER  
PRODUCTION BY ESOLAR, INC. AND  
SIERRA SUNTOWER, LLC**

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

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

1 Los Angeles County Waterworks District No. 40, Quartz Hill Water District, Littlerock  
2 Creek Irrigation District, Palm Ranch Irrigation District, Palmdale Water District, the City of  
3 Palmdale, the City of Lancaster, and Rosamond Community Services District (the "PWAs") and  
4 eSolar, Inc. and Sierra SunTower, LLC ("Landowner") (collectively, the "Stipulating Parties")  
5 enter into this Stipulation Between Certain Public Water Agencies And Landowner Concerning  
6 Land Ownership and Prior Groundwater Production through their respective counsel of record.  
7 This Stipulation is based on the matters set forth in Section I, below.

8 I.

9 RECITALS

10 A. Landowner owns land overlying the Antelope Valley Groundwater Basin (the  
11 "AV Basin"). (For purposes of this Stipulation, the term "AV Basin" shall mean the Antelope  
12 Valley Groundwater Basin as determined and defined by the Honorable Jack Komar in his  
13 March 12, 2007 Revised Order After Hearing on Jurisdictional Boundaries.)

14 B. Landowner served its (i) Response To December 12, 2012 Discovery Order for  
15 Phase 4 Trial and the Non-Expert Witness Designation ("Discovery Response") and (ii)  
16 Stipulation In Lieu Of Deposition Testimony For Phase 4 Trial ("Declaration") on all parties in  
17 the instant action.

18 II.

19 TERMS OF THE STIPULATION

20 A. Based on the Landowner's Discovery Response and Declaration, the PWAs have  
21 no objection to the Court making the following findings of fact:

22 (1) Landowner currently owns land overlying the AV Basin, which land is  
23 comprised of Assessor Parcel Nos. ("APN") 3137-007-020 and 3137-007-034 (the "Subject  
24 Property").

25 (2) As of January 1, 2013, Landowner currently uses the Subject Property as  
26 follows: the operation of a solar power generation facility.

27 (3) Landowner used the Subject Property during calendar years 2011 and  
28 2012 as follows: the construction and operation of a solar power generation facility.

(4) Landowner produced the following quantities of groundwater from the AV Basin during calendar years 2011 and 2012: 5.76 acre-feet per year ("AFY").

May 25, 2013

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By: Edward J. Casey

EDWARD J. CASEY

Attorneys for eSolar, Inc. and Sierra SunTower, LLC

May 24, 2013

BEST BEST & KRIEGER LLP

By: Jeffrey V. Dunn

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May \_\_\_\_\_, 2013

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By: \_\_\_\_\_

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DOUGLAS J. EVERTZ

10 Attorneys for City of Lancaster and Rosamond Community Services  
11 District

12 May \_\_\_\_, 2013

13  
14 By: \_\_\_\_\_  
JOHN TOOTLE

15 Attorney for California Water Service Company  
16  
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**4-ESOLARSIERRA-2**

**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.



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

Please refer to Exhibit AA.

Leases

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

9. The total acreage by parcel is:

10. The property is currently leased to:

11. The property was leased on the following dates:

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

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

13. \_\_\_\_\_ leases property from \_\_\_\_\_ which overlies the Antelope Valley Area of Adjudication as decided by this court and is identified by the following APNS:

14. The total acreage by parcel is:

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.

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

**Pump Tests/ Electric Records**

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

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

25. Pump tests were performed on the following dates:

26. \_\_\_\_\_ is not producing pump test records for the following dates \_\_\_\_\_ because:

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

**Pump Tests/Diesel Records**

28. In order to calculate groundwater pumped and used on the properties referenced above, \_\_\_\_\_ relied on pump tests and diesel fuel records. Exhibit K contains true and correct copies of the records pertaining to pump tests and diesel fuel purchases for the properties referenced above. The diesel fuel records attached to this declaration as Exhibit K do 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.

LAW OFFICES OF  
BEST BEST & KROGER LLP  
3780 UNIVERSITY AVENUE, SUITE 400  
P.O. BOX 1028  
RIVERSIDE, CALIFORNIA 92502

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

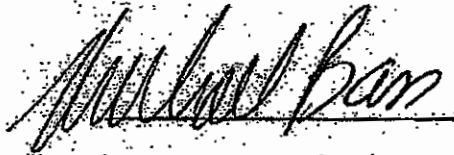
6 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.

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, Sierra 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 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]



Prepared by: Nathan Donnellan, Systems Engineering  
Document date: July 12<sup>th</sup>, 2010

Document part number: 985-00053-01  
Document version: AX1

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## 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.<sup>[1]</sup> The water requirement for heliostat field cleaning is 106,000 gallons per year per field.<sup>[2]</sup>

Blowdown rates for the solar receivers are assumed to be approximately 1% of steam flow rate: 300 lbs/hr or 0.6 gpm.<sup>[3]</sup> 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%.<sup>[4]</sup>

Cooling tower water quality assumes 3.5 cycles of concentration.<sup>[5]</sup> 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:

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

### 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 <sup>[6]</sup>

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 <sup>[7]</sup>	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.

**4-ESOLARTUMBLEWEED-1**

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7 LLC

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

10  
11 ANTELOPE VALLEY  
12 GROUNDWATER CASES

13 INCLUDED ACTIONS:

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

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

20 DIAMOND FARMING COMPANY,  
and W.M. BOLTHOUSE FARMS, INC.,  
21 v. CITY OF LANCASTER, et al.,  
Riverside Superior Court Case No. RIC  
22 344436 [c/w case no. RIC 344668 and  
23 355840]

Judicial Council Coordination No. 4408

**STIPULATION CONCERNING LAND  
OWNERSHIP AND PRIOR GROUNDWATER  
PRODUCTION BY ESOLAR, INC. AND  
TUMBLEWEED SUNTOWER, INC.**

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

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

1 Los Angeles County Waterworks District No. 40, Quartz Hill Water District, Littlerock  
2 Creek Irrigation District, Palm Ranch Irrigation District, Palmdale Water District, the City of  
3 Palmdale, the City of Lancaster, and Rosamond Community Services District (the "PWAs") and  
4 eSolar, Inc. and Tumbleweed SunTower, LLC ("Landowner") (collectively, the "Stipulating  
5 Parties") enter into this Stipulation Between Certain Public Water Agencies And Landowner  
6 Concerning Land Ownership and Prior Groundwater Production ("Stipulation") through their  
7 respective counsel of record. This Stipulation is based on the matters set forth in Section I,  
8 below.

9 I.

10 RECITALS

11 A. Landowner owns land overlying the Antelope Valley Groundwater Basin (the  
12 "AV Basin"). (For purposes of this Stipulation, the term "AV Basin" shall mean the Antelope  
13 Valley Groundwater Basin as determined and defined by the Honorable Jack Komar in his  
14 March 12, 2007 Revised Order After Hearing on Jurisdictional Boundaries.)

15 B. Landowner served its (i) Response To December 12, 2012 Discovery Order for  
16 Phase 4 Trial and the Non-Expert Witness Designation ("Discovery Response") and (ii)  
17 Stipulation In Lieu Of Deposition Testimony For Phase 4 Trial ("Declaration") on all parties in  
18 the instant action.

19 II.

20 TERMS OF THE STIPULATION

21 A. Based on the Landowner's Discovery Response and Declaration, the PWAs have  
22 no objection to the Court making the following findings of fact:

23 (1) Landowner currently possesses an interest in land overlying the AV Basin,  
24 which land is comprised of Assessor Parcel No. ("APN") 3262-001-005 (the "Subject  
25 Property").

26 (2) Landowner produced the following quantities of groundwater from the  
27 AV Basin during calendar years 2011 and 2012: 0 acre-feet per year ("AFY") in 2011 and 0  
28 AFY in 2012.

1 (3) Landowner or its predecessor in interest to the Subject Property produced  
2 the following quantities of groundwater from the AV Basin during the period from January 1,  
3 2000 through December 31, 2004 (the "2000-04 Time Period"): 0 AFY in 2000, 620.1 AFY in  
4 2001, 0 AFY in 2002, 620.1 AFY in 2003, and 0 AFY in 2004.

5 (4) Landowner or its predecessor used the groundwater described in this  
6 Section II-A for "reasonable and beneficial" uses on the Subject Property. For purposes of this  
7 Stipulation, the term "reasonable and beneficial" shall have the meaning as understood in Article  
8 X, Section 2 of the California Constitution.

9  
10 May \_\_\_\_, 2013

ALSTON & BIRD, LLP

11 By: 

EDWARD J. CASEY

Attorneys for eSolar, Inc. and Tumbleweed SunTower, LLC

12  
13  
14 May 21, 2013

BEST BEST & KRIEGER LLP

15 By: 

JEFFREY V. DUNN

Attorneys for Los Angeles County Waterworks District No. 40

16  
17  
18 May \_\_\_\_, 2013

CHARLTON WEEKS LLP

19 By: \_\_\_\_\_

BRADLEY T. WEEKS

Attorneys for Quartz Hill Water District

20  
21  
22 May 22, 2013

LEMIEUX & O'NEILL

23 By: 

WAYNE K. LEMIEUX

Attorneys for Littlerock Creek Irrigation District and Palm Ranch  
Irrigation District

24  
25  
26  
27 May \_\_\_\_, 2013

LAGERLOF, SENECAI, GOSNEY & KRUSE

1 (3) Landowner or its predecessor in interest to the Subject Property produced  
2 the following quantities of groundwater from the AV Basin during the period from January 1,  
3 2000 through December 31, 2004 (the "2000-04 Time Period"): 0 AFY in 2000, 620.1 AFY in  
4 2001, 0 AFY in 2002, 620.1 AFY in 2003, and 0 AFY in 2004.

5 (4) Landowner or its predecessor used the groundwater described in this  
6 Section II-A for "reasonable and beneficial" uses on the Subject Property. For purposes of this  
7 Stipulation, the term "reasonable and beneficial" shall have the meaning as understood in Article  
8 X, Section 2 of the California Constitution.

9  
10 May \_\_\_\_, 2013 ALSTON & BIRD, LLP

11 By: \_\_\_\_\_  
12 EDWARD J. CASEY  
13 Attorneys for eSolar, Inc. and Tumbleweed SunTower, LLC

14 May 21, 2013 BEST BEST & KRIEGER LLP

15 By: Jeffrey V. Dunn  
16 JEFFREY V. DUNN  
17 Attorneys for Los Angeles County Waterworks District No. 40

18 May \_\_\_\_, 2013 CHARLTON WEEKS LLP

19 By: \_\_\_\_\_  
20 BRADLEY T. WEEKS  
21 Attorneys for Quartz Hill Water District

22 May \_\_\_\_, 2013 LEMIEUX & O'NEILL

23 By: \_\_\_\_\_  
24 WAYNE K. LEMIEUX  
25 Attorneys for Littlerock Creek Irrigation District and Palm Ranch  
26 Irrigation District

27 May 22, 2013 LAGERLOF, SENECA, GOSNEY & KRUSE  
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By: Thomas A. Bunn III  
THOMAS BUNN III

Attorneys for Palmdale Water District

RICHARDS, WATSON & GERSHON

May \_\_\_\_\_, 2013

By: \_\_\_\_\_  
STEVEN R. ORR

Attorneys for City of Palmdale

MURPHY & EVERTZ LLP

May \_\_\_\_\_, 2013


By: \_\_\_\_\_  
DOUGLAS J. EVERTZ  
Attorneys for City of Lancaster and Rosamond Community  
Services District

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By: \_\_\_\_\_  
THOMAS BUNN III  
Attorneys for Palmdale Water District

May 23, 2013

RICHARDS, WATSON & GERSHON

By:  \_\_\_\_\_  
STEVEN R. ORR  
Attorneys for City of Palmdale

May \_\_\_\_\_, 2013

MURPHY & EVERTZ LLP

By: \_\_\_\_\_  
DOUGLAS J. EVERTZ  
Attorneys for City of Lancaster and Rosamond Community  
Services District



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By: \_\_\_\_\_  
THOMAS BUNN III  
Attorneys for Palmdale Water District


May \_\_\_\_\_, 2013

RICHARDS, WATSON & GERSHON

By: \_\_\_\_\_  
STEVEN R. ORR  
Attorneys for City of Palmdale

May 21, 2013

MURPHY & EVERTZ LLP

By:  \_\_\_\_\_  
DOUGLAS J. EVERTZ  
Attorneys for City of Lancaster and Rosamond Community  
Services District

## **4-ESOLARTUMBLEWEED-2**

**DECLARATION**

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

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

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

Leases

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

9. The total acreage by parcel is:

10. The property is currently leased to:

11. The property was leased on the following dates:

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

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

13. \_\_\_\_\_ leases property from \_\_\_\_\_ which overlies the Antelope Valley Area of Adjudication as decided by this court and is identified by the following APNS:

14. The total acreage by parcel is:

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.

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

**Pump Tests/ Electric Records**

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

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

25. Pump tests were performed on the following dates:

26. \_\_\_\_\_ is not producing pump test records for the following dates \_\_\_\_\_ because:

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

**Pump Tests/Diesel Records**

28. In order to calculate groundwater pumped and used on the properties referenced above, \_\_\_\_\_ relied on pump tests and diesel fuel records. Exhibit K contains true and correct copies of the records pertaining to pump tests and diesel fuel purchases for the properties referenced above. The diesel fuel records attached to this declaration as Exhibit K do 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# 3282-001-005 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.

LAW OFFICES OF  
BIST BIST & HEDGER LLP  
3750 UNIVERSITY AVENUE, SUITE 400  
P.O. BOX 1028  
RIVERSIDE, CALIFORNIA 92502

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. Tumbleweed SunTower, LLC used 0 acre feet of water on APN# 3282-001-005 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, Tumbleweed 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 Fullerton,  
14 California.  
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**EXHIBIT M**

[Crop Table Attached]

EXHIBIT "M"

Appendix D-3: Table 4  
Applied Crop Water Duties and Irrigation Efficiency Values  
(DU = 60%)  
Antelope Valley Area of Adjudication

Crop	$ET_c^1$ (in)	$P_e^2$ (in)	$ET_{AW}^3$ (in)	$DU^4$ (%)	$AW_u^5$ (in)	$AW_u^6$ (in)	$AW_u^7$ (in)	$AW_u^8$ (in)	$E_a^9$ (%)
Alfalfa	62.10	1.77	60.33	60	76.42	0	2.0	77.42	65
Quinals	27.47	0.00	27.47	60	34.33	8	6.5	40.83	3.8
Cotton	22.64	1.42	21.62	60	26.90	0	4.0	30.90	2.8
Melons/Squash	23.91	0.00	23.91	60	29.68	0	4.0	33.68	2.8
Onions	37.57	0.00	37.57	60	48.96	3	4.0	53.96	4.5
Orchard (Deciduous)	47.26	0.60	47.26	60	58.22	0	6.0	64.22	4.5
Pasture	66.16	1.77	64.42	60	80.53	0	6.0	86.53	6.7
Potatoes	24.02	0.00	24.02	60	30.03	0	4.0	34.03	2.8
Silage	27.31	0.00	27.31	60	34.14	0	4.0	38.14	3.2
Sugar Beets	40.65	0.00	40.65	60	50.88	0	4.0	54.88	4.6
Vineyard (Grapes)	36.33	0.00	36.33	60	44.16	0	0.0	44.16	3.7

<sup>1</sup> ET<sub>c</sub> = K<sub>c</sub> \* ET<sub>o</sub>, where ET<sub>o</sub> is average ET<sub>o</sub> for specified periods, based on data from Victorville CIMIS Station, 1994-2003; K<sub>c</sub> values from Univ. of California Cooperative Extension.

<sup>2</sup> P<sub>e</sub> = effective precipitation affecting ET<sub>c</sub>, up to 1/2 of the average precipitation, in Dec., + Feb., + Apr.

<sup>3</sup> ET<sub>AW</sub> = evapotranspiration of applied water = ET<sub>c</sub> - P<sub>e</sub>

<sup>4</sup> DU = Irrigation distribution uniformity

<sup>5</sup> AW<sub>u</sub> = applied water for crop requirement = ET<sub>AW</sub> / DU

<sup>6</sup> AW<sub>u</sub> = applied water for seepage control

<sup>7</sup> AW<sub>u</sub> = applied water for field preparation and germination

<sup>8</sup> AW<sub>u</sub> = applied crop water duty = AW<sub>u</sub> + AW<sub>u</sub> + AW<sub>u</sub>

<sup>9</sup> E<sub>a</sub> = Overall Irrigation efficiency for beneficial uses = (ET<sub>AW</sub> + AW<sub>u</sub> + AW<sub>u</sub>) / AW<sub>u</sub>

26345.00000\7776744.2

**EXHIBIT N**

<b>Year</b>	<b>Crop</b>	<b>Acreage Planted</b>	<b>Multiplier from Table 4</b>	<b>Total AFY</b>
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 <sup>1</sup>			
2012	None			

---

<sup>1</sup> 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  
2  
3 **PROOF OF SERVICE**

4 I, Yolanda S. Ramos, declare:

5 I am employed in the County of Los Angeles, State of California. My business  
6 address is Alston & Bird LLP, 333 South Hope Street, Sixteenth Floor, Los Angeles, CA  
7 90071. I am over the age of eighteen years and not a party to the action in which this  
8 service is made.

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

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

21 ☒ BY ELECTRONIC MAIL: By posting the document listed above to the Santa  
22 Clara Superior Court website: [www.sceffiling.org](http://www.sceffiling.org) regarding the ANTELOPE  
23 VALLEY GROUNDWATER matter.

24 ☐ BY FEDERAL EXPRESS ☐ UPS NEXT DAY AIR ☐ OVERNIGHT  
25 DELIVERY: I deposited such envelope in a facility regularly maintained by ☐  
26 FEDERAL EXPRESS ☐ UPS ☐ Overnight Delivery [specify name of  
27 service: ] with delivery fees fully provided for or delivered the envelope to a  
28 courier or driver of ☐ FEDERAL EXPRESS ☐ UPS ☐ OVERNIGHT  
DELIVERY [specify name of service:] authorized to receive documents at Alston  
& 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

**4-ESOLAR-2**



1 Edward J. Casey (SBN 119571)  
2 Neal Maguire (SBN 234531)  
3 ALSTON & BIRD LLP  
333 South Hope Street, 16th Floor  
Los Angeles, CA 90071-1410

Telephone: 213-576-1000

4 Facsimile: 213-576-1100

ed.casey@alston.com

5 neal.maguire@alston.com

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

8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**

9 **FOR THE COUNTY OF LOS ANGELES**

10  
11 ANTELOPE VALLEY  
12 GROUNDWATER CASES

13 INCLUDED ACTIONS:

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

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

20 DIAMOND FARMING COMPANY,  
and W.M. BOLTHOUSE FARMS, INC.,  
21 v. CITY OF LANCASTER, et al.,  
Riverside Superior Court Case No. RIC  
22 344436 [c/w case no. RIC 344668 and  
23 355840]

Judicial Council Coordination No. 4408

**RESPONSE TO DECEMBER 12, 2012  
DISCOVERY ORDER FOR PHASE 4 TRIAL**

Case No. 1-05-CV-049053

Assigned to The Honorable Jack Komar

Trial Date: February 11, 2013

Time: 9:00 a.m.

1 Cross-Defendants eSolar, Inc. ("eSolar") and its wholly-owned subsidiaries Red Dawn  
2 SunTower, LLC, Sierra SunTower, LLC, Gaskell SunTower, LLC, and Tumbleweed SunTower,  
3 LLC, also Cross-Defendants (collectively, "eSolar"), respond to the Court's December 12, 2012

4 Discovery Order for Phase 4 Trial ("Discovery Order") as follows.

5 **I. Reservation of Rights**

6 eSolar objects to the Discovery Order's abbreviated discovery period. Until the  
7 December 11, 2012, case management conference before the Court, there was no determination  
8 as to the scope of the Phase 4 trial. Prior to the December 11th case management conference,  
9 parties submitted various proposals regarding the scope of the Phase 4 trial, some of which  
10 proposed a trial on discrete issues such as return flows or prescription and would not have  
11 included a "prove-up" of parties' water rights claims. While eSolar hereby responds in  
12 accordance with its utmost ability based on its prior review of its water rights claim and the basis  
13 for that claim, eSolar reserves the right to supplement this response as additional information  
14 becomes available.

15 **II. Response to Discovery Order by Red Dawn SunTower, LLC ("Red Dawn")**

16 **A. Response to Section I.1 of the Discovery Order**

17 1. Red Dawn owns, occupies, or otherwise controls property in Los Angeles  
18 County identified by the following Assessor Identification Numbers: 3256-005-001, 3256-006-  
19 012, 3256-006-013, 3256-006-019 (the "Red Dawn Property").<sup>1</sup>

20 2. eSolar or Red Dawn is the record title owner for all of the Red Dawn  
21 Property since 2008. Prior to that, eSolar's predecessor, Littlerock Ranch, owned the property.  
22 Before 2008, The John and Barbara Calandri 2001 Trust owned at least a portion of the Red  
23 Dawn Property (known then as part of the Calandri Home Ranch). Red Dawn is inquiring into  
24 the prior ownership of any remaining parcels.

25  
26  
27 <sup>1</sup> Red Dawn also owns, occupies, or otherwise controls property in Kern County  
28 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  
is inquiring into groundwater pumping and use at this property.

1                   3.     Two groundwater wells exist on the Red Dawn Property from 2000-04  
2 and 2011-012.

3                   4.     On information and belief, groundwater wells were operated on the Red  
4 Dawn Property from 2000-04.

5                   5.     Red Dawn estimates, based on information currently and reasonably  
6 available to it, that the amount of water pumped from the well(s) described above in Section  
7 II.A.3-4 is:

Year	AFY
2000	480
2001	480
2002	480
2003	480
2004	480
2011	n/a
2012	n/a

16                  6.     The water described above in Section II.A.5 was utilized for agricultural  
17 irrigation.

18                  7.     Red Dawn does not produce groundwater off-site.

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

22                  9.     The Red Dawn Property is not currently utilized for agricultural uses.  
23 Based on information currently and reasonably available to it, the Red Dawn Property was used  
24 from 2000 to 2004 for the growth of a variety of non-alfalfa crops, primarily baby carrots.

25                  10.    In addition to rights associated with past and current pumping, Red Dawn  
26 reserves the right to assert its "unexercised overlying rights" associated with prospective  
27 overlying uses that are reasonable and beneficial. As held in *City of Los Angeles v. City of San*  
28 *Fernando* (1975) 14 Cal.3d 199, 293, fn. 100, "prescriptive rights would not necessarily impair

1 the private defendants' rights to ground water for new overlying uses for which the need had not  
2 yet come into existence during the prescriptive period." (See also *City of Barstow v. Mojave*  
3 *Water Agency* (2000) 23 Cal.4th 1224, 1247-49; 1-11 California Water Law and Policy § 11.12  
4 [Bender 2011].)

5 11. Red Dawn claims 480 afy as the reasonable and beneficial use for its  
6 property as well as any amount required pursuant to Section II.A.10 above.

7 **B. Response to Section I.2 of the Discovery Order**

8 1. Red Dawn does not lease the Red Dawn Property.

9 **C. Response to Section I.3 of the Discovery Order**

10 1. Red Dawn is seeking documentation from the prior property owner  
11 regarding the amount and use of groundwater production at the Red Dawn Property. At this time,  
12 the prior landowner is disclaiming an obligation to provide those materials. Red Dawn can make  
13 available documents confirming ownership of the parcels described above.

14 **D. Response to Section V of the Discovery Order**

15 Michael Bass is the eSolar and Red Dawn representative most qualified to testify to the  
16 above facts. Certain former eSolar employees may also have information on these matters.

17 **III. Response to Discovery Order by Sierra SunTower, LLC ("Sierra")**

18 **A. Response to Section I.1 of the Discovery Order**

19 1. Sierra owns, occupies, or otherwise controls property in Los Angeles  
20 County identified by the following Assessor Identification Numbers: 3137-007-020 and 3137-  
21 007-034 (the "Sierra Property").

22 2. eSolar or Sierra is the record title owner for all of the Sierra Property since  
23 2008. Sierra does not currently have information on prior owners since 2000.

24 3. A groundwater well existed on the Sierra Property since 2008, including in  
25 2011-12.

26 4. A groundwater well was operated on the Sierra Property since 2008,  
27 including in 2011-12.

28 5. Sierra estimates, based on information currently and reasonably available

1 to it, that the amount of water pumped from the well(s) described above in Section III.A.3-4 is:

2	Year	AFY
3	2000	n/a
4	2001	n/a
5	2002	n/a
6	2003	n/a
7	2004	n/a
8	2011	n/a
9	2012	n/a

10 6. Sierra does not produce groundwater off-site.

11 7. In 2011 and 2012, the Sierra Property is being used for the construction  
12 and operation of a solar power generation facility.

13 8. The Sierra Property is not currently utilized for agricultural uses.

14 9. Sierra reserves the right to assert its "unexercised overlying rights"  
15 associated with prospective overlying uses that are reasonable and beneficial. As held in *City of*  
16 *Los Angeles v. City of San Fernando* (1975) 14 Cal.3d 199, 293, fn. 100, "prescriptive rights  
17 would not necessarily impair the private defendants' rights to ground water for new overlying  
18 uses for which the need had not yet come into existence during the prescriptive period." (See  
19 also *City of Barstow v. Mojave Water Agency* (2000) 23 Cal.4th 1224, 1247-49; 1-11 California  
20 Water Law and Policy § 11.12 [Bender 2011].)

21 10. Sierra claims as the reasonable and beneficial use for its property any  
22 amount required pursuant to Section III.A.9 above.

23 **B. Response to Section I.2 of the Discovery Order**

24 1. Sierra does not lease the Sierra Property.

25 **C. Response to Section I.3 of the Discovery Order**

26 1. Sierra's claim is based on any amount required pursuant to Section III.A.9  
27 above. Sierra can provide documentation regarding current ownership of the property.

28 **D. Response to Section V of the Discovery Order**

1 Michael Bass is the eSolar and Sierra representative most qualified to testify to the above  
2 facts.

3 **IV. Response to Discovery Order by Gaskell SunTower, LLC ("Gaskell")**

4 After the filing of its Amended Statement of Claims of Water Rights, eSolar disposed of  
5 the property referenced in, and the subject of, that Statement.

6 **V. Response to Discovery Order by Tumbleweed SunTower, LLC ("Tumbleweed")**

7 **A. Response to Section I.1 of the Discovery Order**

8 1. Tumbleweed previously owned in fee property in Los Angeles County  
9 identified by the following Assessor Identification Number: 3262-001-005 (the "Tumbleweed  
10 Property"). Tumbleweed was the owner in fee of the Tumbleweed Property from 2008 to 2012.  
11 Tumbleweed currently possesses an interest in the title of the Tumbleweed Property that may  
12 ripen back into a fee ownership in the near future.

13 2. eSolar or Tumbleweed is the record title owner for all of the Tumbleweed  
14 Property since 2008 to November 2012. Prior to that, David Tepper owned the Tumbleweed  
15 Property. Caliente Solar, Inc. is the current record owner.

16 3. A groundwater well exists on the Tumbleweed Property from 2000-04 and  
17 2011-012.

18 4. On information and belief, a groundwater well was operated on the  
19 Tumbleweed Property from 2000-04.

20 5. Tumbleweed estimates, based on information currently and reasonably  
21 available to it, that the amount of water pumped from the well(s) described above in Section  
22 V.A.3-4 is:

Year	AFY
2000	438
2001	438
2002	438
2003	438
2004	438

2011 n/a

2012 n/a

6. The water described above in Section V.A.5 was utilized for agricultural irrigation.

7. Tumbleweed does not produce groundwater off-site.

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

9. The Tumbleweed Property is not currently utilized for agricultural uses. Based on information currently and reasonably available to it, the Tumbleweed Property was used from 2000 to 2004 for the growth of a variety of non-alfalfa crops, primarily baby carrots.

10. In addition to rights associated with past and current pumping, Tumbleweed reserves the right to assert its "unexercised overlying rights" associated with prospective overlying uses that are reasonable and beneficial. As held in *City of Los Angeles v. City of San Fernando* (1975) 14 Cal.3d 199, 293, fn. 100, "prescriptive rights would not necessarily impair the private defendants' rights to ground water for new overlying uses for which the need had not yet come into existence during the prescriptive period." (See also *City of Barstow v. Mojave Water Agency* (2000) 23 Cal.4th 1224, 1247-49; 1-11 California Water Law and Policy § 11.12 [Bender 2011].)

11. Tumbleweed claims 438 afy as the reasonable and beneficial use for its property as well as any amount required pursuant to Section V.A.10 above.

**B. Response to Section I.2 of the Discovery Order**

1. Tumbleweed does not lease the Tumbleweed Property.

**C. Response to Section I.3 of the Discovery Order**

1. Tumbleweed can provide documentation of agricultural use at the Tumbleweed Property from 2000-04, including photographs of the site illustrating such use. Tumbleweed can provide documentation regarding current ownership of the property.

1           **D.     Response to Section V of the Discovery Order**

2           Michael Bass is the eSolar and Tumbleweed representative most qualified to testify to the  
3 above facts.

4  
5 Dated: December 21, 2012

ALSTON & BIRD LLP

6  
7 By:

  
NEAL P. MAGUIRE

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



1  
2  
3 **VERIFICATION**

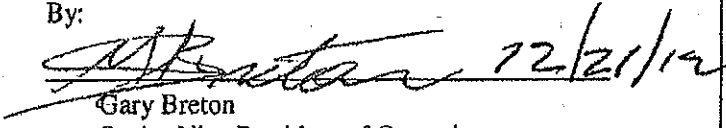
4 I, Gary Breton, declare as follows:

5 I am the Senior Vice President of Operations of Cross-Defendant eSolar, Inc. and am  
6 authorized to make this Verification on its behalf. I have read the foregoing **RESPONSE TO**  
7 **DECEMBER 12, 2012 DISCOVERY ORDER FOR PHASE 4 TRIAL** ("Discovery  
8 Response") and know the contents thereof. I certify that the responses contained in the  
9 Discovery Response are true of my own knowledge, except as to the matters which are therein  
10 stated upon my information and belief, and as to those matters, I believe them to be true.

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

13 Executed this 21 day of December, 2012 at Burbank, California.

14 By:

15  12/21/12  
16 Gary Breton  
17 Senior Vice President of Operations  
18 eSolar, Inc.  
19  
20  
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28

1  
2  
3 **PROOF OF SERVICE**

4 I, Yolanda S. Ramos, declare:

5 ~~I am employed in the County of Los Angeles, State of California. My business~~  
6 ~~address is Alston & Bird LLP, 333 South Hope Street, Sixteenth Floor, Los Angeles, CA~~  
7 ~~90071. I am over the age of eighteen years and not a party to the action in which this~~  
8 ~~service is made.~~

9 On December 21, 2012, I served the document(s) described as **RESPONSE TO**  
10 **DECEMBER 12, 2012 DISCOVERY ORDER FOR PHASE 4 TRIAL** on the  
11 interested parties in this action as follows:

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

21 ☒ BY ELECTRONIC MAIL: By posting the document listed above to the Santa  
22 Clara Superior Court website: [www.sccfiling.org](http://www.sccfiling.org) regarding the ANTELOPE  
23 VALLEY GROUNDWATER matter.

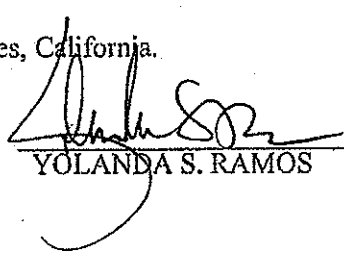
24 ☐ BY FEDERAL EXPRESS ☐ UPS NEXT DAY AIR ☐ OVERNIGHT  
25 DELIVERY: I deposited such envelope in a facility regularly maintained by ☐  
26 FEDERAL EXPRESS ☐ UPS ☐ Overnight Delivery [specify name of  
27 service: ] with delivery fees fully provided for or delivered the envelope to a  
28 courier or driver of ☐ FEDERAL EXPRESS ☐ UPS ☐ OVERNIGHT  
DELIVERY [specify name of service:] authorized to receive documents at Alston  
& 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 December 21, 2012, at Los Angeles, California.

  
YOLANDA S. RAMOS

THE SUPERIOR COURT OF CALIFORNIA, COUNTY OF SANTA CLARA  
ELECTRONIC FILING - WWW.SCEFILING.ORG  
c/o Glotrans  
2915 McClure Street  
Oakland, CA94609  
TEL: (510) 208-4775  
FAX: (510) 465-7348  
EMAIL: Info@Glotrans.com

THE SUPERIOR COURT OF THE STATE OF CALIFORNIA  
IN AND FOR THE COUNTY OF SANTA CLARA

Coordination Proceeding Special Title (Rule  
1550(b)) ANTELOPE VALLEY GROUNDWATER CASES  
(JCCP  
4408) Included Actions: Los Angeles County  
Waterworks District No. 40

Antelope Valley Groundwater Cases (JCCP 4408)

**Lead Case No.1-05-CV-049053**

**Hon. Jack Komar**

vs. Plaintiff,

Diamond Farming Co. Superior Court of California  
County of Los Angeles, Case No. BC 325 201 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, consolidated actions, Case Nos. RIC  
353 840, RIC 344 436, RIC 344 668

**Defendant.**

## AND RELATED ACTIONS

**PROOF OF SERVICE**  
**Electronic Proof of Service**

I am employed in the County of Alameda, State of California.

I am over the age of 18 and not a party to the within action; my business address is 2915 McClure Street, Oakland, CA 94609.

The documents described on page 2 of this Electronic Proof of Service were submitted via the worldwide web on Fri. December 21, 2012 at 3:04 PM PST and served by electronic mail notification.

I have reviewed the Court's Order Concerning Electronic Filing and Service of Pleading Documents and am readily familiar with the contents of said Order. Under the terms of said Order, I certify the above-described document's electronic service in the following manner:

The document was electronically filed on the Court's website, <http://www.scefiling.org>, on Fri. December 21, 2012 at 3:04 PM PST

Upon approval of the document by the Court, an electronic mail message was transmitted to all parties on the electronic service list maintained for this case. The message identified the document and provided instructions for accessing the document on the worldwide web.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and

correct. Executed on December 21, 2012 at Oakland, California.

Dated: December 21, 2012

For WWW.SCEFILING.ORG

Andy Jamieson

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THE SUPERIOR COURT OF CALIFORNIA, COUNTY OF SANTA CLARA  
ELECTRONIC FILING SYSTEM - WWW.SCEFILING.ORG

Electronic Proof of Service  
Page 2

Document(s) submitted by Edward J. Casey of Alston & Bird LLP on Fri. December 21, 2012 at 3:04 PM PST

1. Response: Response To December 12, 2012 Discovery Order For Phase 4 Trial

1 **PROOF OF SERVICE**

2 I, Yolanda S. Ramos, declare:

3 I am employed in the County of Los Angeles, State of California. I am over the age  
4 of 18 and not a party to the within action. My business address is Alston & Bird LLP, 333  
South Hope Street, Sixteenth Floor, Los Angeles, CA 90071.

5 On September 4, 2015, I served the document(s) described as **CROSS-**  
6 **DEFENDANTS ESOLAR, INC.; RED DAWN SUNTOWER, LLC; SIERRA**  
7 **SUNTOWER, LLC; TUMBLEWEED SUNTOWER, LLC'S AMENDED**  
8 **DISCLOSURE OF EXHIBITS REGARDING PROVE-UP TRIAL RE: [PROPOSED]**  
9 **STIPULATED JUDGMENT AND PHYSICAL SOLUTION** on the interested parties in  
10 this action by enclosing the document(s) in a sealed envelope addressed as follows:

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

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

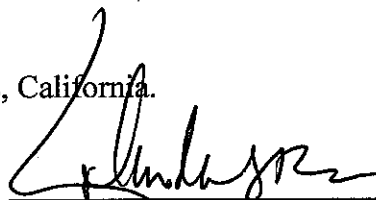
22 ☐ BY FEDERAL EXPRESS ☐ UPS NEXT DAY AIR ☐ OVERNIGHT DELIVERY:  
23 I deposited such envelope in a facility regularly maintained by ☐ FEDERAL EXPRESS  
24 ☐ UPS ☐ Overnight Delivery [specify name of service: ] with delivery fees fully  
25 provided for or delivered the envelope to a courier or driver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

Executed on September 4, 2015, at Los Angeles, California.

  
YOLANDA S. RAMOS