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

**EXHIBIT LIST OF ESOLAR, INC., RED DAWN  
SUNTOWER, LLC, TUMBLEWEED  
SUNTOWER, LLC, AND SIERRA SUNTOWER,  
LLC**

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

Trial Date: May 28, 2013  
Time: 1:00 p.m.

eSolar, Inc. Red Dawn SunTower, LLC, Tumbleweed SunTower, LLC, and Sierra SunTower, LLC provide the Court with the following list of exhibits:

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

May 25, 2013

ALSTON & BIRD, LLP

By:   
NEAL MAGUIRE

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

## **4-ESOLARREDDAWN-1**

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11 LLC

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

14 ANTELOPE VALLEY  
15 GROUNDWATER CASES

16 INCLUDED ACTIONS:

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20 al., Los Angeles Superior Court Case No.  
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27 DIAMOND FARMING COMPANY,  
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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

**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

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11  
12 By: 

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14 May 21, 2013

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15  
16 By: 

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Attorneys for Los Angeles County Waterworks District No. 40

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

CHARLTON WEEKS LLP

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

BRADLEY T. WEEKS

Attorneys for Quartz Hill Water District

21  
22 May 22, 2013

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23  
24 By: 

WAYNE K. LEMIEUX

Attorneys for Littlerock Creek Irrigation District and Palm Ranch  
Irrigation District

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

LAGERLOF, SENEAL, GOSNEY & KRUSE

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

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

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

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BRADLEY T. WEEKS

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WAYNE K. LEMIEUX

Attorneys for Little Rock Creek Irrigation District and Palm Ranch Irrigation District

May 22, 2013

LAGERLOF, SENEAL, GOSNEY & KRUSE

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By: Thomas A. Bunn III  
THOMAS BUNN III  
Attorneys for Palmdale Water District

May \_\_\_\_, 2013 RICHARDS, WATSON & GERSHON

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May \_\_\_\_, 2013 MURPHY & EVERTZ LLP

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DOUGLAS J. EVERTZ  
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Services District




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By: \_\_\_\_\_  
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By: \_\_\_\_\_  
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May \_\_\_\_\_, 2013

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May 21, 2013

MURPHY & EVERTZ LLP

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DOUGLAS J. EVERTZ  
Attorneys for City of Lancaster and Rosamond Community  
Services District

## **4-ESOLARREDDAWN-2**

**DECLARATION**

I, Michael Bass, declare:

eSolar, Inc., owner of Red Dawn

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

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

**Property Ownership and Parcel Size**

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

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

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

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

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

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

3256-005-01 (540 acres)

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

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

Please refer to Exhibit AA.

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

Please refer to Exhibit AA.

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.  
27  
28

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.



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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BEST BEST & KRIEGER LLP  
3750 UNIVERSITY AVENUE, SUITE 400  
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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# all in 2012. The  
4 water was used for the following:

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

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

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

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

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**EXHIBIT A**

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

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

**EXHIBIT AA**

<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]

1

## EXHIBIT "M"

2

Crop	$ET_c^1$ (in)	$P_e^2$ (in)	$ET_{AW}^3$ (in)	$DU^4$ (%)	$AW_c^5$ (in)	$AW_{pr}^6$ (in)	$AW_p^7$ (in)	$AW_T^8$ (in)	$E_o^9$ (%)
Alfalfa	62.10	1.77	60.33	80	75.42	0	2.0	77.42	81
Citrus	27.47	0.00	27.47	80	34.33	6	6.5	40.83	85
Cotton	22.04	1.42	21.62	80	26.80	0	4.0	30.80	83
Melons/Squash	23.91	0.00	23.91	80	29.88	0	4.0	33.88	82
Onions	37.67	0.00	37.67	80	46.96	3	4.0	53.96	83
Orchard (Deciduous)	47.33	0.00	47.33	80	59.22	0	0.0	59.22	80
Pasture	66.19	1.77	64.42	80	80.63	0	6.0	86.63	80
Potatoes	24.02	0.00	24.02	80	30.03	0	4.0	34.03	82
Silage	27.31	0.00	27.31	80	34.14	0	4.0	38.14	82
Sugar Beets	40.55	0.00	40.55	80	50.68	0	4.0	54.68	81
Vineyard (Grapes)	35.33	0.00	35.33	80	44.16	0	0.0	44.16	80

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

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**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			

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<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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eSolar, Inc. and Sierra SunTower, LLC  
7

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  
355840]  
23  
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26  
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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:

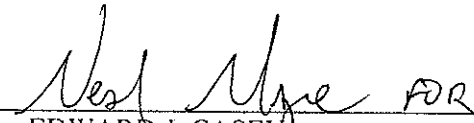
22 (1) Landowner currently owns land overlying the AV Basin, which land is  
23 comprised of Assessor Parcel Nos. ("APN") 3137-007-020 and 3137-007-034 (the "Subject  
24 Property").

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.

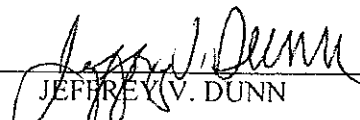
1 (4) Landowner produced the following quantities of groundwater from the  
2 AV Basin during calendar years 2011 and 2012: 5.76 acre-feet per year ("AFY").

3  
4 May 25, 2013 ALSTON & BIRD, LLP

5  
6 By:   
EDWARD J. CASEY

7  
8 Attorneys for eSolar, Inc. and Sierra SunTower, LLC

9 May 24, 2013 BEST BEST & KRIEGER LLP

10  
11 By:   
JEFFREY V. DUNN

12  
13 Attorneys for Los Angeles County Waterworks District No. 40

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

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16 By: \_\_\_\_\_  
BRADLEY T. WEEKS

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18 Attorneys for Quartz Hill Water District

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

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21 By: \_\_\_\_\_  
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23 Attorneys for Littlerock Creek Irrigation District and Palm Ranch  
Irrigation District

24 May \_\_\_\_\_, 2013 LAGERLOF, SENEAL, GOSNEY & KRUSE

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26 By: \_\_\_\_\_  
THOMAS BUNN III

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28 Attorneys for Palmdale Water District

1  
2 May \_\_\_\_, 2013

RICHARDS, WATSON & GERSHON

3  
4 By: \_\_\_\_\_  
STEVEN R. ORR

5 Attorneys for City of Palmdale

6  
7 May 23, 2013

MURPHY & EVERTZ LLP

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



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

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

16. \_\_\_\_\_ claims groundwater rights only as to the leasehold interests listed in Paragraph 15 and Exhibit D.

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

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

**Water Meter Records**

19. \_\_\_\_\_ measures the groundwater production on the above referenced properties by water meters. Exhibit E contains the records for these water meters for the following years:

\_\_\_\_\_

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

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

**State Water Project Purchases**

21. \_\_\_\_\_ purchases State Water Project water from a State Water Contractor for use by \_\_\_\_\_ on the properties referenced above. Exhibit G contains true and correct copies of the invoices for delivery of State Water Project Water to the properties 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 & KRIEGER 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. 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.

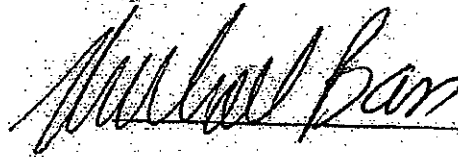
6 [State the crop type and number of acres of that crop. If not used for irrigation, describe the use.

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

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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 kbs/hour or 10,000 gpm (see Sierra HBD).

### 2.1 Peak Discharge Rates

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

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

### 2.2 Peak Water Consumption

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



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

### 2.3 Annual Water Amounts

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

## 3 Alternate Configurations

### 3.1 Circulating water rates and ranges

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

### 3.2 Peak Flows <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

- <sup>1</sup> W.L. McCabe and J.C. Smith, *Unit Operations of Chemical Engineering 3rd. Ed.*, McGraw-Hill Book Co., New York, 1976 (pp. 757)
- <sup>2</sup> See Reflector Cleaning System Specification (eSolar p/n 610-00071-01)
- <sup>3</sup> Refer to Sierra Heat Balance Documentation for flow rates (SIERRA+HEAT+BALANCE+--+REV+3+--+REPORT+--+01+27+09.pdf)
- <sup>4</sup> See annual generation estimate for Sierra
- <sup>5</sup> U.S. Water estimate
- <sup>6</sup> 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.
- <sup>7</sup> 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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5 Attorneys for Cross-Defendants  
6 eSolar, Inc. and Red Dawn SunTower, LLC

7  
8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
9 **FOR THE COUNTY OF LOS ANGELES**  
10

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355840]

Judicial Council Coordination No. 4408

**STIPULATION CONCERNING LAND  
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DAWN SUNTOWER, LLC**

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Assigned to The Honorable Jack Komar

Trial Date: May 28, 2013  
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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  
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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,  
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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

22 By: 

JEFFREY V. DUNN

Attorneys for Los Angeles County Waterworks District No. 40

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

CHARLTON WEEKS LLP

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

BRADLEY T. WEEKS

Attorneys for Quartz Hill Water District

LEMIEUX & O'NEILL

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

(3) Landowner used the Subject Property during calendar years 2011 and 2012 as follows: 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) Landowner produced the following quantities of groundwater from the AV Basin during calendar years 2011 and 2012: 0 acre-feet per year ("AFY") in 2011 and 0 AFY in 2012.

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

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

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

By: \_\_\_\_\_  
EDWARD J. CASEY  
Attorneys for eSolar, Inc. and Red Dawn SunTower, LLC

May 21, 2013 BEST BEST & KRIEGER LLP

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


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

By: \_\_\_\_\_  
BRADLEY T. WEEKS  
Attorneys for Quartz Hill Water District  
LEMIEUX & O'NEILL

May 22, 2013



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By:   
\_\_\_\_\_  
WAYNE K. LEMIEUX

Attorneys for Littlerock Creek Irrigation District and Palm Ranch  
Irrigation District

LAGERLOF, SENECAI, GOSNEY & KRUSE

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

By: \_\_\_\_\_  
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: \_\_\_\_\_  
WAYNE K. LEMIEUX

Attorneys for Littlerock Creek Irrigation District and Palm Ranch  
Irrigation District

May 22, 2013

LAGERLOF, SENECAL, GOSNEY & KRUSE

By: Thomas S. Bunn III  
THOMAS BUNN III

Attorneys for Palmdale Water District

May \_\_\_\_\_, 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  
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By: \_\_\_\_\_  
WAYNE K. LEMIEUX  
Attorneys for Littlerock Creek Irrigation District and Palm Ranch  
Irrigation District

May \_\_\_\_\_, 2013 LAGERLOF, SENECAI, GOSNEY & KRUSE

By: \_\_\_\_\_  
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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: \_\_\_\_\_  
WAYNE K. LEMIEUX

Attorneys for Littlerock Creek Irrigation District and Palm Ranch  
Irrigation District

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

LAGERLOF, SENECA, GOSNEY & KRUSE

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

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

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

5 Leases

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

9 \_\_\_\_\_  
10 9. The total acreage by parcel is:

11 \_\_\_\_\_  
12 10. The property is currently leased to:

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

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

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

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

26 \_\_\_\_\_  
27 14. The total acreage by parcel is:

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# 3262-001-005 in 2000.

27 The water was used for the following:

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

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

2 In lieu of answering this question, a crop map may be attached that shows the date, crop type,

3 irrigated acreage and parcels.]

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

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

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

8 In lieu of answering this question, a crop map may be attached that shows the date, crop type,

9 irrigated acreage and parcels.]

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

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

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

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

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

17 In lieu of answering this question, a crop map may be attached that shows the date, crop type,

18 irrigated acreage and parcels.]

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

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

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

23 In lieu of answering this question, a crop map may be attached that shows the date, crop type,

24 irrigated acreage and parcels.]

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

27 \_\_\_\_\_

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

LAW OFFICES OF  
BEST BEST & KRIEGER 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.]

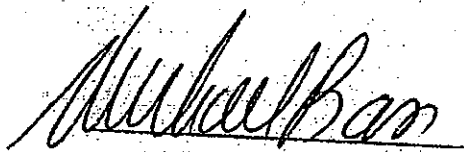
3 42. Tumbleweed SunTower, LLC used 0 acre feet of water on APN# 3262-001-005 in 2012. The  
4 water was used for the following:  
5 \_\_\_\_\_

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 I declare under penalty of perjury under the laws of the State of California that the  
12 foregoing is true and correct. Executed this 31 day of January 2013, at Burbank  
13 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 = 80%)  
Antelope Valley Area of Adjudication

Crop	$ET_c^1$ (in)	$P_e^2$ (in)	$ET_{AW}^3$ (in)	DU <sup>4</sup> (%)	$AW_c^5$ (in)	$AW_{ec}^6$ (in)	$AW_{pr}^7$ (in)	$AW_{tr}^8$ (in)	$E_o^9$ (%)
Alfalfa	62.10	1.77	60.33	80	75.42	0	2.0	77.42	81
Citrus	27.47	0.00	27.47	80	34.33	6	0.5	40.83	85
Grain	22.84	1.42	21.42	80	26.90	0	4.0	30.90	83
Melons/Squash	23.91	0.00	23.91	80	29.88	0	4.0	33.88	82
Onions	37.67	0.00	37.67	80	46.98	3	4.0	53.98	83
Orchard (Deciduous)	47.36	0.00	47.36	80	59.22	0	0.0	59.22	80
Pasture	66.19	1.77	64.42	80	80.53	0	0.0	80.53	80
Potatoes	24.02	0.00	24.02	80	30.03	0	4.0	34.03	82
Silage	27.31	0.00	27.31	80	34.14	0	4.0	38.14	82
Sugar Beets	40.55	0.00	40.55	80	50.88	0	4.0	54.88	81
Vineyard (Grapes)	35.33	0.00	35.33	80	44.16	0	0.0	44.16	80

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

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**EXHIBIT N**

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

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<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.

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**PROOF OF SERVICE**

I, Yolanda S. Ramos, declare:

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

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

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

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

☐ BY FEDERAL EXPRESS ☐ UPS NEXT DAY AIR ☐ OVERNIGHT DELIVERY: I deposited such envelope in a facility regularly maintained by ☐ FEDERAL EXPRESS ☐ UPS ☐ Overnight Delivery [specify name of service: ] with delivery fees fully provided for or delivered the envelope to a 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



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**PROOF OF SERVICE**

I, Yolanda S. Ramos, declare:

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

On May 28, 2013, I served the document(s) described as **EXHIBIT LIST OF ESOLAR, INC., RED DAWN SUNTOWER, LLC, SIERRA SUNTOWER, INC., TUMBLEWEED SUNTOWER, LLC** on the interested parties in this action by enclosing the document(s) in a sealed envelope addressed as follows:

- ☐ BY MAIL: I am "readily familiar" with this firm's practice for the collection and the processing of correspondence for mailing with the United States Postal Service. In the ordinary course of business, the correspondence would be deposited with the United States Postal Service at 333 South Hope Street, Los Angeles, California 90071 with postage thereon fully prepaid the same day on which the correspondence was placed for collection and mailing at the firm. Following ordinary business practices, I placed for collection and mailing with the United States Postal Service such envelope at Alston & Bird LLP, 333 South Hope Street, Los Angeles, California 90071.
- ☒ BY ELECTRONIC MAIL: By posting the document listed above to the Santa Clara Superior Court website: [www.sceffiling.org](http://www.sceffiling.org) regarding the ANTELOPE VALLEY GROUNDWATER matter.
- ☐ BY FEDERAL EXPRESS ☐ UPS NEXT DAY AIR ☐ OVERNIGHT DELIVERY: I deposited such envelope in a facility regularly maintained by ☐ FEDERAL EXPRESS ☐ UPS ☐ Overnight Delivery [specify name of service: ] with delivery fees fully provided for or delivered the envelope to a 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 that the foregoing is true and correct.

Executed on May 28, 2013, at Los Angeles, California.

  
YOLANDA S. RAMOS