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8 PROPERTIES, LLC

9 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**

10 **COUNTY OF LOS ANGELES, CENTRAL DISTRICT**

11 Coordination Proceeding  
Special Title (Rule 3.550 (fka Rule 1550(b)))

12 **ANTELOPE VALLEY GROUNDWATER  
13 CASES**

14 Including Consolidated Actions:

15 REBECCA LEE WILLIS, on behalf of herself  
and all others similarly situated,

16 Plaintiff,

17 v.

18 LOS ANGELES COUNTY WATERWORKS  
DISTRICT NO. 40, et al.

19 Defendants.

20 RICHARD A. WOOD, an individual, on behalf  
21 of himself and all others similarly situated,

22 Plaintiff,

23 v.

24 LOS ANGELES COUNTY WATERWORKS  
DISTRICT NO. 40, et al.

25 Defendants.

26 AND RELATED ACTIONS  
27

Judicial Council Coordination Proceeding No.  
4408

Santa Clara Case No. 2005-1-CV-049053  
Los Angeles Superior Court  
Case Nos. BC364553 and BC391869

Assigned to the Hon. Jack Komar  
Santa Clara Superior Court

**DECLARATION OF TOBY WAXMAN IN  
SUPPORT OF MOTION FOR ACTION  
AND IMPLEMENTATION OF  
WATERMASTER ENGINEER  
RECOMMENDATION OF APPROVAL  
OF BARREL SPRINGS PROPERTIES,  
LLC'S SEPTEMBER 30, 2022 NEW  
PRODUCTION APPLICATION**

*Filed concurrently with Notice of Motion and  
Motion by The People Concern for Approval of  
New Production, Declarations of Claire  
Collins, David M. Larson, John Maceri,  
Nathan A. Metcalf, and Compendium of  
Evidence*

1 DECLARATION OF TOBY WAXMAN

2 I, Toby Waxman, declare as follows:

3 1. I am the CEO of Entitlement Strategies Group, Inc. a land use entitlement  
4 consulting firm that is contracted as a Sub-Consultant to Red Brick Solution, LLC (RBS) the Civil  
5 Engineer on the Project for the land use entitlements for The People Concern's (TPC; Client)  
6 proposed Farmworker Housing Project. I have personal knowledge of the facts set forth herein  
7 and, if called as a witness, could and would competently testify to the matters stated herein.

8 BACKGROUND

9 2. As part of its Land Acquisition Due Diligence, TPC obtained a Water  
10 Serviceability Letter from Palmdale Water District (PWD), which I reviewed as part of my due  
11 diligence for TPC's land use entitlements. The PWD Serviceability Letter stated the parcel lies at a  
12 higher elevation than could be served by the District's existing system, and "*therefore the owner*  
13 *may elect to either construct the necessary water system improvements so the District can serve*  
14 *the parcel or seek approval through the Antelope Valley Watermaster for the construction of a*  
15 *private well to serve the parcel.*" I provided a true and correct copy of the Serviceability Letter  
16 PWD sent to my client, TPC to TPC's counsel, Beth Hummer. I am informed and believe and on  
17 that basis state that Ms. Hummer is preparing a Compendium of Evidence to submit to the Court  
18 in support of TPC's motion for action and implementation of the Watermaster Engineer's  
19 recommendation and approval of TPC's New Production Application and that the documents I  
20 provided will be included in the Compendium.

21 3. Separately, I reviewed the Preliminary Title Report for the Property TPC had  
22 contracted to purchase from Barrel Springs Properties, LLC and planned to develop for its  
23 Farmworker Housing Project. I found that Water Rights were an Exception to the proposed title  
24 policy. Accordingly, I did extensive research into water rights, including researching the  
25 Groundwater Basin Adjudication, the role of the Antelope Valley Watermaster (AVWM) as  
26 appointed by the Court, and the approvals required by AVWM for a new Production from  
27 groundwater. My research concluded that Barrel Springs Properties was within the Small Pumper  
28 Class, as defined under the Judgment.

1           4.       The New Production Application required a hydrogeologic analysis of groundwater  
2 availability, and whether the project would pose material injury to the aquifer. TPC engaged  
3 Geosyntec to do the analysis. Geosyntec's analysis confirmed mine—the project falls in the Small  
4 Pumper Class which has certain water rights under the Judgment.

5           5.       Because PWD had provided a Serviceability Letter related to the project, I set up  
6 meetings with staff at PWD to discuss whether PWD would service the project with potable water.

7           6.       On February 22, 2023, TPC, its counsel, and I met with PWD staff about the  
8 project.

9           7.       The PWD Board held two noticed public meetings about the property and the  
10 serviceability issue, on March 27, 2023 and April 1, 2023. I attended both meetings. Kathy  
11 MacLaren sits on the PWD Board and voted in both meetings on a letter of intent and agreement  
12 with Barrel Springs Properties relating to the property where the Farmworker Housing Project  
13 would be developed.

14           8.       The PWD Board, including Kathy MacLaren approved an agreement with Barrel  
15 Springs Properties, LLC that had the effect of confirming that PWD would not service the project.

16                   THE PEOPLE CONCERN'S FARMWORKER HOUSING PROJECT

17           9.       On January 18, 2023, I attended the AVWM Advisory Committee meeting via  
18 teleconference. Todd Groundwater, who serves as the Watermaster Engineer for AVWM,  
19 presented its report on the New Production Application. Todd Groundwater claimed Barrel  
20 Springs Properties is a party to the adjudication—the Judgment and Physical Solution—because it  
21 is a member of the non-pumper class. Thus, Todd Groundwater claimed TPC will have to pay a  
22 Replacement Water Assessment before it can produce water from the aquifer. This finding  
23 contradicted Geosyntec's determination. I provided a true and correct copy of the January 18, 2023  
24 Advisory Committee Agenda, Packet, and Minutes to Ms. Hummer for inclusion in the  
25 Compendium of Evidence.

26           10.      Todd Groundwater summarized its and Geosyntec's analysis and conclusions and  
27 advised that it had concluded that TPC's New Production Application was complete, and the  
28 aquifer will have "negligible material injury based on the available data" from the proposed new

1 production from the aquifer. With the purchase of replacement water, there would be no material  
2 injury to the aquifer, thereby recommending approval of the Application.

3 11. After much discussion, and contrary to Todd Groundwater's Report and  
4 recommendation the Advisory Board recommended not to approve the application stating that it  
5 needed more time to review the application. The Advisory Committee did not vote on the  
6 application.

7 12. On January 25, 2023, I attended the AVWM Board Meeting via Teleconference.  
8 Barrel Springs Application for New Productions was Item 15) a. Resolution R-23-04. Todd  
9 Groundwater again presented on Barrel Springs Properties/TPC's application and advised that it  
10 had found no material injury would result from the new well sought by TPC. There was much  
11 discussion after Todd Groundwater gave its Report Chair Parris directed the Watermaster  
12 Engineer and General Counsel to work with Barrel Springs Properties/TPC to obtain additional  
13 information and to bring the Application back before the February Board Meeting. I provided a  
14 true and correct copy of the January 25, 2023 Board Agenda, Packet, and Minutes to Ms. Hummer  
15 for inclusion in the Compendium of Evidence.

16 13. TPC asked to continue its application, which ultimately was scheduled to go back  
17 to the Advisory Committee on April 19, 2023 and the AVWM Board on April 26, 2023.  
18 Subsequently, TPC requested the item be continued to April to allow for us to work with PWD on  
19 the Agreement. The item was then scheduled for the April nineteenth AVWM Advisory  
20 Committee.

21 14. I attended the April 19, 2023 Advisory Committee Meeting via Teleconference.  
22 Todd Groundwater again presented. There was a lengthy discussion following Todd  
23 Groundwater's report. Despite the Watermaster Engineer's report, findings, and conclusions of no  
24 material injury, a Committee Member moved that the Committee voices its concerns at the  
25 AVWM Board Meeting. The Motion was seconded, and the Advisory Committee voted three to  
26 one, with five abstentions, to take Advisory Committee Member concerns to the AVWM Board. I  
27 provided a true and correct copy of the April 19, 2023 Advisory Committee Agenda, Packet, and  
28 Minutes to Ms. Hummer for inclusion in the Compendium of Evidence.

1           15.     I attended the April 26, 2023 AVWM Board meeting via Zoom. Todd Groundwater  
2 again presented, reiterating the finding of no material injury that it had provided to the Advisory  
3 Committee on April 19, 2023. There was much discussion following this presentation. One topic  
4 was whether Barrel Springs Properties/TPC should drill a test well to determine whether there was  
5 available water before the AVWM approved the New Production Application.

6           16.     I addressed the issue of the test well. I advised the AVWM Board that TPC had a  
7 permit from L.A. County Department of Environmental Health to dig a test well in hand, but it  
8 made no sense for TPC to dig a test well without knowing if it had water rights. The Board also  
9 revisited the issue of not being able to guarantee water. Nathan A. Metcalf, counsel to TPC  
10 addressed this issue, telling the Board that TPC would agree both to the condition of a test well  
11 and the no guarantee of future availability.

12           17.     Despite these significant concessions, the Board denied the Application because  
13 Board Member MacLaren voted "no." Ms. MacLaren's "no" vote surprised me because when she  
14 had voted at PWD on the LOI and agreement with Barrel Springs Properties, those votes denied  
15 service of water to the property. That denial was in part premised on the TPC's ability to secure  
16 water rights from the Watermaster. Yet now Ms. MacLaren was voting "no," again depriving TPC  
17 from servicing its project with water from the Basin. I provided true and correct copies of the  
18 April 26, 2023 Board Agenda, Packet, and Minutes to Ms. Hummer for inclusion in the  
19 Compendium of Evidence.

20                   POST-DENIAL EFFORTS TO ADDRESS AVWM CONCERNS

21           18.     Following the April 26, 2023 Board meeting, TPC attempted to set a meeting to  
22 address Ms. MacLaren's unspecified concerns. After some back and forth, we were finally able to  
23 meet in person on April 25, 2023 at the Antelope Valley Kern Water District headquarters in  
24 Palmdale. I attended this meeting with John Maceri, CEO of TPC, and Claire Collins, Counsel to  
25 TPC. Ms. MacLaren, Rob Parris, Mark Knudson, and AVWM Counsel Craig A. Parton also  
26 attended.

19. Mr. Parris told us at the meeting that he needed more information to decide whether to permit TPC to reapply. But then Mr. Parris started asking questions about and seeking information on issues with no bearing on TPC's application, such as,

"Where are the farmworkers coming from?"

"What is the diameter of the well casing."

And, questions about land use, including entitlements, CEQA, and other regulatory approvals.

20. We answered his questions. Then, I asked Ms. MacLaren directly what her concerns were that caused her to vote "no." I said,

“Help me help you. We want to satisfy your concerns, but we can't do that if we don't know what they are.”

21. She refused to respond. As the discussion shifted to Mr. Parton stating that AVWM "might" let TPC reapply, but that the application could not be heard until August, Mr. Maceri spoke about the long delays, the many fulfilled requests for additional information, the concessions, and then a "no" vote without explanation causing him concern about reapplying.

22. Ms. MacLaren became aggressive, stating,


You think I don't know anything, and you have no idea what I know.

23. There was more back and forth but when it became clear that AVWM would offer no assurances and TPC would just incur more time and expense trying to respond in the dark to "concerns" that AVWM refused to articulate, Ms. Collins said, "Ok, we're done here" and stood up.

24. Ms. Collins and I left the conference room, followed by Mr. Parton and talked with him in the hall. Mr. Maceri stayed behind in the conference room for a few more minutes.

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

Executed on this 25th day of July, 2023, at Palmdale, California.

  
Toby Waxman

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**STATE OF CALIFORNIA, COUNTY OF LOS ANGELES**

On July 25, 2023, I served true copies of the following document(s) described as **DECLARATION OF TOBY WAXMAN IN SUPPORT OF MOTION FOR ACTION AND IMPLEMENTATION OF WATERMASTER ENGINEER RECOMMENDATION OF APPROVAL OF BARREL SPRINGS PROPERTIES, LLC'S SEPTEMBER 30, 2022 NEW PRODUCTION APPLICATION** on the interested parties in this action as follows:

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

Executed on July 25, 2023, at Los Angeles, California.

Linda M. DeRosa