

RULES AND PROCEDURES FOR ELECTION OF INITIAL LANDOWNER PARTY WATERMASTER REPRESENTATIVES

A. Introduction

All capitalized terms have the same meaning as defined in the Judgment and Physical Solution ("Judgment") for the Antelope Valley Groundwater Cases. "Exhibit 4" refers to Exhibit 4 to the Judgment. Section 18.1.1 of the Judgment provides for the composition of the Watermaster Board, which is to include:

[T]wo (2) landowner Parties, exclusive of public agencies and members of the Non-Pumper and Small Pumper Classes, selected by majority vote of the landowners identified on Exhibit 4 (or their successors in interest) based on their proportionate share of the total Production Rights identified in Exhibit 4.

This document sets forth the rules and procedures for electing the two initial landowner Party Watermaster Board members.

B. Scope

These rules and procedures shall apply only to the initial selection of the two (2) landowner Parties' representatives on the Watermaster Board. None of the rules and procedures established herein shall be precedent for or binding on the Parties, except for the initial selection.

C. Notices

All notices shall be transmitted by email, to the email addresses of the landowner Parties' designated representatives, and their attorneys of record, and by posting on the Court's website. The initial email list for such notice shall be that list, a copy of which is attached hereto as Appendix A, that was compiled by the attorneys for the United States, in cooperation with other counsel, for purposes of circulating the final Settlement Stipulation for review and approval. Corrections and additions to the initial email list shall be transmitted to the Inspector of Elections no later than **June 10, 2016**, along with an explanation of the need therefore. Revisions to the email list, if any, will be provided to all parties to the attached list on June 11, 2016. In addition, the Inspector of Elections shall request AVEK to provide additional notice by mail, where email addresses are suspect, undeliverable or non-existent, and may otherwise request AVEK to provide additional notice by mail where he deems appropriate, at the addresses that are set forth on the Court's website. Email or U.S. Mail notice shall not be transmitted to non-Parties or Parties not entitled to vote for the two (2) landowner Parties' representatives under Section 18.1.1 of the Judgment. All notices shall be transmitted and posted at the earliest practical time, and at least three (3) court days in advance of any event or deadline for action.

D. Inspector of Elections

James DuBois of the United States Department of Justice [james.dubois@usdoj.gov] is designated and has agreed to serve as the initial Inspector of Elections. Emails directed to the Inspector of Elections shall contain the applicable subject line of ‘**Inspector of Elections – Nominations**’ or ‘**Inspector of Elections – Ballots**’ or ‘**Inspector of Elections – Challenges.**’ Once established, the Watermaster shall succeed the initial Inspector of Elections. Pending the establishment of the Watermaster, Mr. DuBois may designate a successor Inspector of Elections, which designation shall become effective upon seven (7) days’ notice given in accordance with the foregoing provisions unless, within that time, greater than fifty percent ($\geq 50\%$) of the eligible votes are cast against that designee, by email to Mr. DuBois.

E. Landowner Terms

In order to create staggered voting, the term for one of the landowner Watermaster seats ("Landowner Seat 1") shall be four (4) years. The initial term for the other landowner Watermaster seat ("Landowner Seat 2") shall be two (2) years, and thereafter shall be four (4) years. The terms shall commence on the date following the election when the Watermaster Board is fully constituted and shall terminate at 5:00 p.m. PST on the fourth and second anniversaries of the commencement date, respectively.

The Landowners identified on Exhibit 4 shall also select one alternate Watermaster Board member ("Landowner Alternate") who shall serve as the alternate Board member if one of the elected Watermaster Landowner representatives is unable to attend a Watermaster Board meeting or to complete his or her term. The initial term for the Landowner Alternate shall be four (4) years. The Landowner Alternate shall serve under the same rules as the selected landowner Watermaster Board members.

F. Nominations

Any Party identified on Exhibit 4 shall be entitled to nominate one individual to serve on the Watermaster Board. Each nominee must be a natural person and either be a Party listed on Exhibit 4, or be an officer, director, shareholder, managing member, general partner, limited partner, general manager, operations officer or managing agent of a Party listed on Exhibit 4. Nominations shall be made by posting the nomination on the Court’s website or by email to all Parties on the June 11, 2016 email list, and by emailing the Inspector of Elections as provided above. The nomination form is attached hereto as Appendix B. The nomination shall include the following information:

1. Name of Nominating Party as listed on Exhibit 4;
2. Name of natural person representing the Nominating Party as listed on Exhibit 4;
3. Name of person being nominated;
4. Address of person being nominated;
5. Name of Party on Exhibit 4 that the nominee represents;
6. Brief statement of qualifications that discloses the nominee’s official capacity with an Exhibit 4 Party;

7. Representation that the Nominating Party has personally confirmed that the nominee is willing to serve, and whether the nominee is willing to serve for a two (2) year or four (4) year seat; and
8. Verification by the nominating Party under penalty of perjury.

Nominations shall commence on the date on which the “opening” of nominations is posted to the Court’s website by the Inspector of Elections, and shall remain open until **12:00 p.m. (noon) on June 14, 2016.**

G. Ballots

Within three (3) days of the close of nominations, the Inspector of Elections shall post the Ballot on the Court website and transmit the same by email to the voting landowner Parties and their attorneys as designated on the June 11, 2016 email list. The Ballot shall state the deadline for receipt of the cast Ballot by the Inspector of Elections that will provide at least a ten (10) day voting period, and shall be accompanied by a Statement of Qualification (from the nomination form) for each nominee. Voting shall be closed, and votes received by the Inspector of Elections, no later than **6:00 p.m. on June 28, 2016.** Ballots shall be cast confidentially, and transmitted by email to the Inspector of Elections.

Information to be provided on the Ballot include:

1. Name of Party as listed in Exhibit 4;
2. Name of person representing the Party listed on Exhibit 4;
3. Names of up to two nominees for which the Party casts its votes;
4. Date and signature of person representing the Party casting the Ballot.

H. Voting Rights

Each Party on Exhibit 4 to the Judgment shall have one (1) vote for each acre foot of water set forth in the Overlying Production Rights column, for each of the two (2) landowner Party representative seats. Commonly held Exhibit 4 rights such as that held by “Diamond Farming Co. LLC/Crystal Organic LLC/Grimmway/Lapis” shall be deemed a single Overlying Production Right exercisable by the common ownership. The voting right shall be exactly as reflected on Exhibit 4, rounded up or down to the nearest acre foot. Only those Overlying Parties on Exhibit 4 shall be entitled to cast votes for the two (2) landowner Parties' representatives on the Watermaster Board.

I. Vote Count and Results

In tabulating the votes, the Inspector of Elections shall weigh the votes based on each voting Party's proportionate share of the total Production Rights identified on Exhibit 4, as discussed in the “Voting Rights” section above.

The Inspector of Elections shall report the results of the election by posting the names of the three (3) Nominees receiving the highest number of votes to the Court’s website. Unless

otherwise agreed to by the top two vote-getters, the highest vote-getter is elected to Landowner Seat 1 with a four (4) year term, and the second-highest vote-getter is elected to Landowner Seat 2 with a two (2) year term. The third-highest vote-getter is elected as the Landowner Alternate.

The Inspector of Elections shall maintain a record of those Landowners identified on Exhibit 4 that did not cast Ballots.

The election process and results shall be provided to the Court upon completion.

Name	Email
A Bras	abras@mofo.com
Adrienne Reca	adrienne@sbmarvin.com
Andrew Brady	andrew.brady@alston.com
Andrew Werner, WDS California	andrewwerner@westerndev.com
Antelope Park Mutual Water Company	greydog1835@yahoo.com
Antelope Valley Water Storage	mbeuhler@wswaterbank.com
Anthony Godde	g_godde@msn.com
B Joyce	bjoyce@lebeauthelen.com
Baxter Mutual Water Co.	larry@baxterwater.com
Bill Brunick	bbrunick@bmklawplc.com
Brad DeBranch	bdebranch@bolthouseproperties.com
C H Burger	chburger@kern.org
Cassidy Skelton	cassidy.skelton@yahoo.com
Christopher Sanders	cms@eslawfirm.com
Craig Van Dam	avfarming@yahoo.com
Dennis Atkinson	atkinson@tejonranch.com
Douglas Evertz	devertz@murphyvertz.com
E Nebeker	enebeker@roadrunne.com
Ed Casey	Ed.Casey@alston.com
Ed Renwick	erenwick@hanmor.com
First Mutual Water Co.	papa@rglobal.net
Frank Satalino	franksatalino@sbcglobal.net
Gailen Kyle	gitrdunkyle@msn.com
Gary Van Dam	vandamgary@gmail.com
Gary Van Dam/High Desert Dairy	highdesertdairy@aol.com
George Cappello	gcappello@grimmway.com
Gerald Boetsh	gerald.boetsch.1@us.af.mil
Greg Reed	greg.reed@ladwp.com
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J Zolezzi	jzolezzi@herumcrabtree.com
Jim - McMurtrey Hartsock	jim@mcmurtreyhartsock.com
Jim Nye	hidesertjimbo@verizon.net
Jim Powers	Power50@verizon.net
John Calandri	Connie@calandrisonrisefarms.com
John Javadi; Jose & Marie Maritorena; Sahara Nursery and Farm	martimm@earthlink.net
John Starros	starites@yahoo.com
John Ukkstad	JohnnyU40@yahoo.com
Jose Ojeda	jojeda@calwater.com
K Smith	Ksmith@fagenfriedman.com
Keith Lemieux	keith@lemieux-oneill.com
Kris Pinero	Kris@royalllc.com
Land of Promise Mutual Water Co.	davejackson@yahoo.com
Lane, George & Charlene	mvbs@verizon.net
Lawrence Shilling	2_desertrats@verizon.net
Lewis - Taylor Ring	lewis@tayloring.com

Name	Email
Lori Clifton	lclifton@robarenterprises.com
Michael Fife	mfife@bhfs.com
Mark Giljum	Mgiljum@LACSD.org
Marvin Himlin	marvin@himlinrealty.com
Mary Wood	maryjw@rglobal.net
Melody Brown	showtimeranch@msn.com
Michael Duane Davis	Michael.Davis@greshamsavage.com
Michael McLachlan	mike@mclachlan-law.com
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Robert G Kuhs	rgkuhs@kuhsparkerlaw.com
R Smith	Rsmith@rosamondcsd.com
Randy Scott	rscott@antelecom.net
Ray Tremblay	Rtremblay@LACSD.org
Richard Miner	rhmfarmer@gmail.com
Richard Nelson	reserve.systems@mindspring.com
Richard Zimmer	Rzimmer@clifford-brownlaw.com
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Robert Hightower	bobden@sbcglobal.net
Rod Stiefreeter	rod@rstag.com
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RSB - BKS Law Firm	RSB@bkslawfirm.com
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Scott Kuney	skuney@youngwooldridge.com
Shadow Acres	samwcl@gmail.com
Sheldon Blum/Blum Trust	blumlaw@sbcglobal.net
Steve Chisolm	chrisboll@gmail.com
Sundale MWC	sundalemutual@gmail.com
Sunnyside Farms	ssfmwc@gmail.com
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Ted Chester	tchester@smilandlaw.com
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Triple M Property Co.	Monwei@gmail.com
Vivian Howell	vhowell@lawa.org
Vulcan Materials; Vulcan Lands, Inc.; Consolidated Rock Products Co.; Calmat Land Co.; Allied Concrete & Materials	ksage@lvmwater.com
William Sloan	wsloan@mofo.com
Walter Rusinek	walter.rusinek@procopio.com
Walter WL	walterwl@aol.com
White Fence Farms	wwf@qnet.com
William Fisher Memorial Water Co.	sperez@rosamondcsd.com
William Taylor, Granite Construction Co.	William.Taylor@gcinc.com

Name	Email
Highlight = known party counsel	

**ANTELOPE VALLEY WATERMASTER
LANDOWNER REPRESENTATIVE NOMINATIONS**

Any Party identified on Exhibit 4 shall be entitled to nominate one individual to serve as a Landowner Representative on the Watermaster Board. Each nominee must be a natural person and either be a Party listed on Exhibit 4, or be an officer, director, shareholder, managing member, general partner, limited partner, general manager, operations officer or managing agent of a Party listed on Exhibit 4.

PLEASE PRINT CLEARLY

Nominating Party _____
(as listed on Exhibit 4)

Name of natural person representing the Nominating Party

Name of nominee _____

Address of nominee _____

Nominee Represents _____
(as listed on Exhibit 4)

Please give a brief statement of qualifications that discloses the nominee's official capacity with an Exhibit 4 Party, and confirmation that the nominee is willing to serve, whether the nominee is willing to serve for a two (2) year or four (4) year seat.

Signature _____ **Date** _____
(Signature of Nominating Party)

Please return your nomination no later than NOON ON JUNE 14, 2016 by e-mail to James DuBois at James.DuBois@usdoj.gov with "Inspector of Elections – Nominations" in the subject line.