

Exhibit A

RECEIVED
APR 27 2007
WYOMING ATTORNEY
GENERAL OFFICE, WMR

BEFORE THE
ENVIRONMENTAL QUALITY COUNCIL
STATE OF WYOMING

IN THE MATTER OF THE APPEAL)
OF THE COPPERLEAF SUBDIVISION WATER) Docket No. 06-3814
SUPPLY, TREATMENT, STORAGE, AND)
BOOSTER PUMPING SYSTEMS,)
Permit No. 06-274RR / Reference No. 06-236RR)

DEPARTMENT OF ENVIRONMENTAL QUALITY/WATER
QUALITY DIVISION'S RESPONSE TO
PETITIONER'S FIRST COMBINED INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS

INTERROGATORIES

INTERROGATORY NO. 1: Identify and describe in detail the aquifer from which each of the three wells draw water from. This answer should include a complete geologic characterization of the aquifer for each individual well.

ANSWER: All the information the DEQ/WQD has regarding the aquifer in question is provided as follows: Aquifer information was provided in the application documents for the Copperleaf Water Supply & Treatment Design Report, DEQ/WQD application number 06-274RR. In support of this application was a Thomas Pilch report, received March 22, 2006, called "Supplemental Groundwater Supply Report for the Copperleaf Subdivision". All these application documents were taken to Valley Printing in Lander. Wendtland & Wendtland contracted directly with Valley Printing for copies of these documents. Additional information regarding the aquifer where all 3 wells are located was included in Tom Pilch's June 16, 2006 response to John Passehl's June 1, 2006 review. Tom Pilch's August 7, 2006

letter to the DEQ with information on the aquifer was sent to Wendtland & Wendtland and Gretchen Hurley on April 18, 2007. Additional hydrogeological information and the 3 domestic well drilling logs were submitted in Tom Pilch's December 11, 2006 letter. This report substantiates the alluvial aquifer information presented in the application. This 12/11/06 information was sent to Wendtland & Wendtland and Gretchen Hurley on April 19, 2007.

INTERROGATORY NO. 2: State all facts relied upon to support the conclusion/assumption that each of the three wells draw water from an alluvial aquifer.

ANSWER: All the information relied upon for the DEQ/WQD conclusion/assumption is in the documents listed in ANSWER to INTERROGATORY NO. 1.

INTERROGATORY NO. 3: List all sources of recharge for the alluvial aquifer from which each of the wells draw. The answer should contain, but not necessarily be limited to, all evidence and factual support for each recharge source(s) the DEQ lists or identifies. In the event up gradient sources of septic effluent are not listed as a source of actual or potential recharge to the alluvial aquifer for each well, specifically and in detail explain the facts relied upon to omit septic effluent as a source.

ANSWER: Recharge is addressed in the documents referenced in Answer 1. The DEQ/WQD does not routinely consider up-gradient septic systems as potential recharge when evaluating capacity of an alluvial aquifer because septic system discharges to the groundwater are undependable due to variable depth of leach fields, variable

evapotranspiration rates, and the usually negligible recharge benefit to an alluvial aquifer when compared to other potential sources.

INTERROGATORY NO. 4: Describe specifically and in detail the geohydrological aspects of groundwater flow beneath the proposed Copperleaf Subdivision. This answer should include all factual support upon which any of the Developer's the groundwater flow analysis is based.

ANSWER: All the geohydrological aspects of groundwater flow beneath Copperleaf that the DEQ/WQD is in the documents referenced in Answer 1.

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INTERROGATORY NO. 5: Describe all precautions listed to protect the three wells from a potential 25 year or 200 year flood pursuant to DEQ Reg. Ch 12 §6(c)(i)(B).

ANSWER: The Chapter 12 Regulations don't require protection from a 200 year flood event. However, all three wells are located significantly above the Shoshone River 100 year flood elevation as noted in the documents in Answer 1.

FURTHER AFFIANT SAYETH NAUGHT.

DATED this 24 day of April, 2007.

FOR THE DEPARTMENT OF ENVIRONMENTAL QUALITY

Jeff Hermansky
 Name
NW District Engineer
 Title

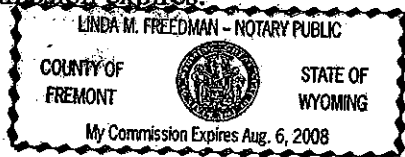
STATE OF WYOMING)
 Fremont) SS
 COUNTY OF LARAMIE)

The foregoing AFFIDAVIT OF (Name) was subscribed and sworn to before me, a notary public, by Jeff Hermansky this 24th day of April, 2007.

Witness my hand and official seal.

Linda M. Freedman
 Notary Public

My commission expires:



REQUEST FOR PRODUCTION OF DOCUMENTS

REQUEST NO. 1: Produce copies of all documents evidencing all tests, studies, data, analysis, or any other report, draft report, or writing submitted by the Developer to the DEQ and/or that the DEQ/WQD relied upon to agree with the allegations of the Developer that each of the three wells draw water only from an alluvial aquifer.

RESPONSE: All requested documents are contained in Copperleaf's permit application which is already in the possession of Petitioners.

REQUEST NO. 2: Produce copies of all documents evidencing all reports, draft reports, data, analysis, drawings, diagrams or writings identifying or describing the location, use, production and date of priority of all ground water wells within a $\frac{1}{2}$ radius of the three wells.

RESPONSE: The documents requested are public record and available at the State Engineers Office in Cheyenne Wyoming and are available for inspection during regular business hours. Produced are seven (7) pages of well locations in the vicinity of the three wells.

Produced seven pages of well records supplied by Copperleaf in its application.

REQUEST NO. 3: Produce copies of all documents evidence all tests, data, analysis, reports or other writings which reference groundwater flow beneath the Copperleaf Subdivision. This answer should include, but not necessarily be limited to, bacteriological and radiological data pursuant to DEQ Reg. Ch 12 §6(c)(v)(A).

RESPONSE: All requested documents are contained in Copperleaf's permit application which is already in the possession of Petitioners.

REQUEST NO. 4: Produce copies of all documents evidencing data and analysis regarding the igneous "dike Chinese Wall" geologic feature that bisects a portion of the proposed Copperleaf subdivision, and its potential effects on local groundwater flow.

RESPONSE: All requested documents are contained in Copperleaf's permit application which is already in the possession of Petitioners.

REQUEST NO. 5: Produce all documents evidencing all measured data, tests or reports on the hydraulic gradient in the aquifer(s) proposed to be pumped for use in the Copperleaf Subdivision.

RESPONSE: All requested documents are contained in Copperleaf's permit application which is already in the possession of Petitioners.

REQUEST NO. 6: Produce copies of all documents evidencing all tests, analysis, reports, studies or other documentation that describes or otherwise identify the soil (vadose zone) and subsurface groundwater conditions pursuant to DEQ Reg. Ch 12 §6(c)(i)(G) or otherwise for the proposed Copperleaf Subdivision..

RESPONSE: No additional documents are available.

REQUEST NO. 7: Produce copies of all documents evidencing al tests, analysis, reports, studies or other documentation that describes or otherwise identifies the general

geology of the aquifer from which the three wells draw pursuant to DEQ Reg. Ch 12 §6(c)(v)(I) or otherwise for the proposed Copperleaf Subdivision.

RESPONSE: All requested documents are contained in Copperleaf's permit application which is already in the possession of Petitioners.

REQUEST NO. 8: Produce copies of all documents evidencing the most specific and updated water quality data supplied by the Developers to or otherwise relied upon by the DEQ/WQD in granting the subject permit.

RESPONSE: All requested documents are contained in Copperleaf's permit application which is already in the possession of Petitioners.

REQUEST NO. 9: Produce copies of all documents evidencing all hydrologic and geologic studies done regarding the distance between the proposed water supply wells, and the proposed Sheaffer lagoons/waste water system pursuant to DEQ Reg. Ch 3 §15 or otherwise for the proposed Copperleaf Subdivision.

RESPONSE: No additional documents are available.

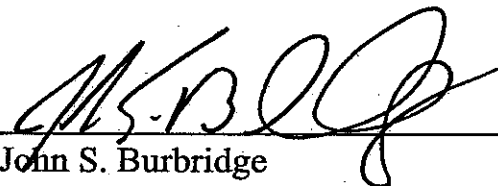
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REQUEST NO. 10: Produce copies of all documents evidencing all current pump test methods and data for the aquifer(s) from which the three wells draw and for the three well sites.

RESPONSE: All requested documents are contained in Copperleaf's permit application which is already in the possession of Petitioners.

Dated this 27th day of April, 2007.

FOR THE DEPARTMENT OF
ENVIRONMENTAL QUALITY



John S. Burbridge
Senior Assistant Attorney General
Attorney General's Office
123 Capitol Avenue
Cheyenne, Wyoming 82002
307-777-6946

CERTIFICATE OF SERVICE

I, John S. Burbridge, certify that the foregoing **Department of Environmental Quality/water Quality Division's Response to Petitioner's First Combined Interrogatories and Requests for Production of Documents** was served by US. Mail, postage prepaid, and addressed correctly, to the following people on the **21st** day of April, 2007.

David Jamison
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Wendtland & Wendtland, LLP
2161 Coffeen Ave., Suite 301
Sheridan, WY 82801



John S. Burbridge

Permit #	Priority	Status	Town	Top	Range	Section	Sub	Applicant	Facility Name	Uses	Yd	Well Depth	State Depth	Wbrs Top	Wbrs Bottom	Well Log	Chemical Analysis	County
P104637W	12/6/1996	GST	52N	105W	15SWSW	14,12	POPPY	BRUCE/JUDY	POPPY #1	DOM	10	100	24	20	24	Yes	Ifc	Park
P149237W	3/7/2003	GST	52N	105W	15SESW	F	LYLE - LAEL	MORTON	MORTON #1	DOM						No		Park
P151853W	6/6/2003	GST	52N	105W	15NESW		STERLING DREW	RODDAN	CELTICS #1	DOM, STD	2	165	88	86	92	Yes	No	Park
P64357W	6/20/1983	ADD	52N	105W	15SWSW		MICKELSON LAND COMPANY	YX #2		DOM	25	60	18	54	60	No	(No)	Park
P70150W	5/28/1985	GST	52N	105W	15SWSW		EDWARD A JANE MCCOIN	JANE #1		DOM	2	120	24	24	24	Yes	(No)	Park
P73327W	9/15/1986	GST	52N	105W	15NESE		ROBERT W. WILLIAMS	WILLIAMS #1		DOM, STD	12	155	69	60	130	Yes	(No)	Park
984756W	3/28/1991	GST	52N	105W	15SWSW	15	ROCKCREST RANCH	ROCKCREST #2		DOM, STD	25	82	50	50	Unknown	Yes	(No)	Park
P89373W	9/8/1992	GST	52N	105W	15SWSW	11	LYLE MORTON	MORTON #1		DOM, STD	4	60	21	30	38	Yes	(No)	Park
P96664W	8/5/1994	CAN	52N	105W	15NWSE		BRUCE A. R. JO MASSEY	MASSEY #1		DOM						No		Park
P102795W	6/20/1996	GST	52N	105W	22SWSW	115	W/DIANA L GIFFIN	GIFFIN #1		DOM	10	95	56	62	90	Yes	(No)	Park
P116175W	6/10/1996	GSE	52N	105W	22SWSW		PHILIP J. CAMPBELL	CREEK #3		DOM						No		Park
P119085W	9/29/1999	GST	52N	105W	22NESW		WILLIAM R. YOUNG	GREENHOLEE K #1		DOM	18	100	78	78	100	Yes	(No)	Park
P121287W	2/7/2000	GST	52N	105W	22SWNW	16	Harbel Hill	Hill #1		DOM	16	102	72	72	100	Yes	(No)	Park
P125822W	6/5/2000	CAN	52N	105W	22SWNW	13	DAWNE MCVEY	MCVEY #1		DOM						No		Park
P136620W	7/13/2001	CAN	52N	105W	22NWSE	1218	SUSAN K. PERRY	SHILOH'S SPRING		DOM						No		Park
P145955W	7/22/2002	GST	52N	105W	22SWSW	113	JUDGE E/MARANNE W. GAMBILL	GAMBILL LA		DOM						No		Park
P146180W	8/7/2002	GST	52N	105W	22SWSW	116	ERIC SCHLUNTZ	55 GREEN CREEK		DOM	25	70	28	50	70	Yes	(No)	Park

P15430W	9/8/1972	ADJ	52 N	105 W	22 NEWW	JOE F. KELLY BERTHEL SITE	KELLY #1 CROOKED RYER 5	DOM	17	65	50 ft	Unknown	Unknown	No	No	Park
P154756W	10/29/2003	GSI	52 N	105 W	22 SENW	L5		DOM						No		Park
P155627W	12/22/2003	GSI	52 N	105 W	22 SESW	MIXELSON R.A.	C.C. #17	DOM						No		Park
P155628W	12/22/2003	GSI	52 N	105 W	22 NESW	MIXELSON R.A.	C.C. #16	DOM						No		Park
P17095W	7/15/1966	CAN	52 N	105 W	22 NESW	W. O. MONTGOME RY ESTATE	W. O. MONTGOME RY WELL	DOM								
P20328W	2/27/1973	ADJ	52 N	105 W	22 SWSW	LOREN BIGGER**SH IRLEY P. BIGGER	BIGGER #1	DOM	10	75	47	47	60	Yes	Yes	Park
P2071W	8/14/1967	ADJ	52 N	105 W	22 NWNW	LIVERMORE* *RUTH H. LIVERMORE	LIVERMORE #1	DOM, STO	5	90	70	70	90	No	No	Park
P21617W	5/25/1973	ADJ	52 N	105 W	22 NWSW	HENRY B. DOROTHY M. HILL	H A D #1	DOM	25	175	500	150	175	Yes	No	Park
P23622W	7/31/973		52 N	105 W	22 NESW	W. O. MONTGOME RY ESTATE	W O MONTGOME RY #2	STO, IRR, D OM	30	50	34 ft	Unknown	Unknown	No	No	Park
P23623W	7/31/1973	ADJ	52 N	105 W	22 NESW	W. O. MONTGOME RY ESTATE	W O MONTGOME RY #3 (DEFEENED)	STO, IRR, D OM	100	53	31 ft	Unknown	Unknown	No	No	Park
P23624W	7/31/1973	ADJ	52 N	105 W	22 NESW	W. O. MONTGOME RY ESTATE	W O MONTGOME RY #4	STO, IRR, D OM	250	54	30 ft	Unknown	Unknown	No	No	Park
P37209W	9/20/1976	ADJ	52 N	105 W	22 SWSW	HELMMA FERNER	HELMMA #1	DOM	5	420	300	300	400	Yes	No	Park
P41945W	2/7/1978	CAN	52 N	105 W	22 SWSW	PHILIP CAMPBELL	PAUL #1	DOM						No	No	Park

P4223W	3/6/1978 ADJ	52 N	105 W	22 SWSW	ROGER C. WAIT #1 JERO ME H. WAIT GREEN	WAT #1 GREEN	DOM	10	155	98	143	146	Yes	No	Park
P42887W	4/11/1978 ADJ	52 N	105 W	22 SWSW	PHILIP J. CAMPBELL	CREEK #4	MIS DOM	15	96	80	80	98	Yes	No	Park
P48587W	6/22/1978 ADJ	52 N	105 W	22 SWSW	FRANK J. & JAUICE M. LETTERE	LETTERE #1 DOM		3	200	150	90	200	Yes	No	Park
P57212W	6/11/1981 ADJ	52 N	105 W	22 SWSW	J RAYMOND HALVORSEN CARPENTER	HALVORSEN #1 (DEEPEN) DOM		5	100	50	70	90	Yes	No	Park
P5740W	3/31/1978 CAN	52 N	105 W	22 NESW	W.O. MONTGOMERY ESTATE	W O MONTGOMERY #2	IRR						No		Park
P5741W	3/31/1978 CAN	52 N	105 W	22 NESW	W.O. MONTGOMERY ESTATE	W O MONTGOMERY #3	IRR						No		Park
P5742W	3/31/1978 CAN	52 N	105 W	22 NESW	W.O. MONTGOMERY ESTATE	W O MONTGOMERY ESTATE	IRR						No		Park
P63115W	1/31/1983 ADJ	52 N	105 W	22 SWSW	T/DORVALD CURTIS FLORA	FLORA WELL #2	DOM	18	100	45	45	100	Yes	Yes	Park
P69916W	2/14/1985 CAN	52 N	105 W	22 SEW	AUTH MONTGOMERY YOUNG	MONTGOMERY WELL #1	DOM, STO						No		Park
P76444W	2/21/1988 GST	52 N	105 W	22 SEW	WILLIAM AND TAMARA YOUNG	YOUNG #1	DOM, STO	20	100	80	80	100	Yes	No	Park
P82208W	4/12/1999 GST	52 N	105 W	22 SWSW	TH YOUNG & MARILYN J. JOHNSTON	JOHNSTON #1	DOM	3	90	40	80	Unknown	No	No	Park
P8423W	3/5/1971 CAN	52 N	105 W	22	GLEN V. MANGUS	MANGUS #5	DOM						No	No	Park

Parcel ID	Date	Owner	52°N	105°W	22°SWSW	10-L	Raise M. Murray and Andrea Z. Wortham #10-F	Rental #1	DOM	15	470	170	370	470	Yes	No	Park
P84446W	12/5/1990	RAISEN M. MURRAY AND ANDREA Z. WORTHAM #10-F	52°N	105°W	22°SWSW	10-L	RAISEN M. MURRAY AND ANDREA Z. WORTHAM #10-F	RENTAL #1	DOM								Park
P87177W	2/24/1992	WORTHAM #10-F	52°N	105°W	22°SWSW	10-L	WORTHAM #10-F	RENTAL #1	DOM, STD	10	125	110	110	125	Yes	No	Park
P87955W	5/20/1992	HAZEN	52°N	105°W	22°SWSW	10-L	HAZEN	RENTAL #1	DOM	20	96	50	50	96	Yes	No	Park
P89118W	8/31/1992	BOB AND ELIZABETH WILSON #1	52°N	105°W	22°SWSW	10-L	BOB AND ELIZABETH WILSON #1	RENTAL #1	DOM	8	300	180	180	180	Yes	No	Park
P91289W	4/5/1993	FAYE HAZEN	52°N	105°W	22°SESW		FAYE HAZEN	RENTAL #3	DOM	15	85	55	65	85	Yes	No	Park
P92068W	6/16/1993	PHILIP J. CAMPBELL #8	52°N	105°W	22°SWSW	10	PHILIP J. CAMPBELL #8	RENTAL #8	DOM	5	140	40	110	120	Yes	No	Park
P9268W	6/2/1997	ADRIAN KAT					ADRIAN KAT										Park
P92690W	8/13/1993	EDGAR PRINCE #1	52°N	105°W	22°SESE		EDGAR PRINCE #1	RENTAL #1	DOM	15	55	22	30	25	Yes	Yes	Park
P92692W	8/13/1993	EDGAR PRINCE #1	52°N	105°W	22°SESE		EDGAR PRINCE #1	RENTAL #1	DOM, STD	10	320	60	Unknown	Unknown	No	No	Park
P93634W	12/13/1993	KIM WAGLER	52°N	105°W	22°SWNW		KIM WAGLER	LOG #2	DOM	7	90	50	60	80	Yes	No	Park
P94225W	12/27/1993	SHARON S RITE	52°N	105°W	22°SWNW	13S	SHARON S RITE	PEREGRINE 3S	DOM	22	90	60	70	80	Yes	No	Park
P95110W	4/21/1994	DONALD J. KALAS SR.	52°N	105°W	22°NWSW	12	DONALD J. KALAS SR.	KALAS #1	DOM, STD	25	90	50	62	84	Yes	No	Park
P95345W	5/9/1994	PHILIP J. CAMPBELL	52°N	105°W	22°SWSW	110SS	PHILIP J. CAMPBELL	CREEK #2	DOM	6	180	80	165	175	Yes	No	Park
P95799W	6/27/1994	RICHARD C. DONNIA L	52°N	105°W	22°SWNW	13	RICHARD C. DONNIA L	TONY 1	DOM	15	90	50	62	81	Yes	No	Park
P97599W	10/24/1994	PEGGY JOHNSON	52°N	105°W	22°SWNW	125	PEGGY JOHNSON	STAR #1	DOM						No	No	Park
P101388W	2/7/1996	NEAL TOKOWITZ	52°N	105°W	22°SWSW	11	NEAL TOKOWITZ	TOKOWITZ #1	DOM						No	No	Park

P10668W	5/1/1997 (EST)	S2N	105W	Z1 MWNE	LEE & LAURIE LIVINGSTON	BOYS #1	DOM	10	99	50	70	95	Yes	No	Park
P108750W	2/5/1998 (EST)	S2N	105W	Z1 NENE	DAVID C. JAMISON	MA #1	DOM/STO	5	50	25	20	40	Yes	Yes	Park
P12194W	1/24/1972 (ADJ)	S2N	105W	Z1 NWSW	GERALD E. & BARBARA ANNE ASHER	DOBNIELS #1	DOM	25	105	85	85	106	Yes	No	Park
P130167W	10/28/2000 (EST)	S2N	105W	Z2 SNAE	WILLIAM D. JONES	WILLIAM #1	DOM	25	58	22	22	35	Yes	No	Park
P13317P	7/6/1967 (ADJ)	S2N	105W	Z1 NWSW	WILLIAM A. MATSON	MATSON #1	DOM	25	100	50	70	100	Yes	No	Park
P13435ZW	4/24/2001 (EST)	S2N	105W	Z1 NENE	RICHARD HOSE EUGENIA AMELUNG	BLAND CREEK # 2	MIS						No		Park
P152089W	5/19/2003 (EST)	S2N	105W	Z1 NWSW	DEBERTSON NA KILGIBEL	KILGIBEL #1	DOM	20	125	105	100	122	Yes	No	Park
P20067W	1/24/1973 (ADJ)	S2N	105W	Z1 NWSW	ERECT H. BARNARD	BARNARD #1	DOM	25	80	55	64	80	Yes	No	Park
P2561W	1/21/1989 (ADJ)	S2N	105W	Z1 NENE	WARREN ATKINSON**	ATKINSON #1	DOM	25	97	50	50	119	No	No	Park
P26207W	4/26/1978 (SBA)	S2N	105W	Z1 NWSW	M. ELANOR ATKINSON	ATKINSON #1	DOM	25	97	50	50	119	No	No	Park
P2998W	4/26/1976 (ADJ)	S2N	105W	Z1 NWSW	JOHN E. & DOLORES R. POTTER	POTTER #1	DOM	0	280	121	121	156	No	No	Park
P4610W	1/24/1978 (ADJ)	S2N	105W	Z1 NENE	AND PATRICIA FERGUSON	ENGLISH #1	DOM	15	130	90	50	119	Yes	No	Park
P46175W	12/15/1978 (ADJ)	S2N	105W	Z1 NWSW	WILLIAM A. MATSON	MATSON #2	DOM	10	95	70	Unknown	Unknown	Yes	No	Park
P68996W	4/13/1984 (CAK)	S2H	105W	Z1 NWSW	GORDON S. & GEORGIA E. OWEN	BAKKERLAPIC V #1	DOM						No		Park
P57828W	6/7/1984 (ADJ)	S2N	105W	Z1 NWSW	WILLIAM A. MATSON	MATSON #3	DOM	10	91	63	65	91	Yes	No	Park

P69243W	2/11/1985	GST	SZ/N	105 W	23 SWSW	MICHAEL J. B. DONNIA M. CONZALES	DONNIA #2	DOM	1	270	85	Unknown	Unknown	Yes	No	Park
P69293W	5/21/1985		SZ/N	105 W	23 NWSW	DEANNE R. AND ANN M. RODMAN	RODMAN #1	STO MILS, DOM	25	85	400	Unknown	Unknown	No	No	Park
P72528W	5/9/1986	GST	SZ/N	105 W	23 SWSW	RICHARD L. A. OR DONNA M. CONZALES	JEFFY #2	DOM	6	170	105	105	Unknown	Yes	No	Park
P73886W	1/14/1987	CAN	SZ/N	105 W	23 SWSW	A. C. THEBEGAN #1 ROBERT S. HOSZVA	LARIEN T #1	DOM,STO						No		Park
P79971W	4/10/1988	GST	SZ/N	105 W	23 NWSW		HOSZVA #1	DOM	15	70	30	60	70	Yes	Yes	Park
P88544W	6/1/1992	GST	SZ/N	105 W	23 SWSW	JOHN E. AND DOLores R. POTTER #4 L. PATSON	HATSON #4	DOM	10	95	70	72	99	Yes	No	Park
P92630W	8/19/1993	GST	SZ/N	105 W	23 SWSW	PHILIP J. CAMPBELL	CAMPBELL #1	DOM	7	360	80	165	175	Yes	No	Park
P98116W	1/9/1995	GST	SZ/N	105 W	23 NWSW	KEVIN D. LAVER	LAVER #3	DOM,STO	18	129	115	105	128	Yes	No	Park

Exhibit B

EXCHANGE)
PETTIO OR DIVERSION OF WATER)
THROUGH THE COPPERLEAF SUBDIVISION)
PIPELINE, PERMIT NO. 33288)
IN EXCHANGE FOR AN EQUAL AMOUNT OF)
WATER RELEASED FROM THE STATE OF)
WYOMING'S WATER ACCOUNT IN THE)
ENLARGEMENT BUFFALO BILL (SHOSHONE))
RESERVOIR, PERMIT NO. 9553RES:)

BEFORE THE
STATE ENGINEER
CHEYENNE, WYOMING



STATE OF WYOMING)
COUNTY OF PARK) SS.

COMES NOW, Bob Kudelski, President of and acting for North Fork Communities, Inc., P.O. Box 236, Wapiti, Wyoming 82450, the authorization for which is set forth on the attached Corporate Authorization, who being duly sworn on oath according to law, does hereby make the following statement of fact and petition:

1. THAT North Fork Communities, Inc., has been granted a Permit to Appropriate Surface Water (Permit No. 33288) with a date of priority of MAY 4TH, 2005 on record in the Office of the State Engineer for the Copperleaf Subdivision Pipeline to divert water from the North Fork Shoshone River on a year-round basis when available for Domestic Supply and Reservoir Supply & Flow-through uses. That due to the junior priority date of Permit No. 33288, the Copperleaf Subdivision Pipeline may not have a reliable supply of water under said permit alone during some periods of the year.
2. THAT the Bureau of Reclamation (Water and Power Resources Services) is the sole owner of the Buffalo Bill (Shoshone) Reservoir, Permit No. 492RES, with a date of priority of March 5, 1904, and Enlargement Buffalo Bill (Shoshone) Reservoir, Permit No. 751RES, with a date of priority of September 7, 1905, and Enlargement Buffalo Bill (Shoshone) Reservoir, Permit No. 9553RES, with a date of priority of June 19, 1980, storing water of the Shoshone River as evidenced by the records of the State Engineer and of the State Board of Control. That the State of Wyoming, acting through the Wyoming Water Development Office, holds a Water Account [State Water Account] in Enlargement Buffalo Bill (Shoshone) Reservoir under Permit No. 9553RES with a firm annual yield of 20,000 AF of water available for purchase & use by water users of the Shoshone River and its tributaries. That the Wyoming Water Development Office administers the sale of water from the State Water Account under Permit No. 9553RES.
3. THAT your petitioner's Permit No. 33288 provides for diversion of up to 200.0 gallons per minute or 0.446 cubic feet per second of water from the North Fork Shoshone River for use as Domestic Supply within the Copperleaf Subdivision serving the equivalent of 155 single family units, plus up to another 75 single family units outside the subdivision via a water fill station through a future Water Use Agreement(s) and/or a future permitted expansion of the service area. Said diverted water may also be used under this permit for reservoir supply & flow-through for the Copperleaf Subdivision Pond Nos. 1 - 4 Reservoirs, Permit Nos. 12202 RES, 12203 RES, 12204 RES, & 12205 RES. Based on the average daily diversion of 55,200 gallons per day, the total annual amount of water diverted under Permit No. 33288 will be 115 AF.
4. THAT Permit No. 9553RES, the Enlargement Buffalo Bill (Shoshone) Reservoir, is unadjudicated in the amount of 187,900 AF of water; that studies have shown the amount of firm yield under this permit is 20,000 AF per year; and that water of the Shoshone River is presently being stored in the State Water Account in said reservoir.
5. THAT North Fork Communities, Inc., has initiated the purchase through the Wyoming Water Development Office of 130 AF of water from the State Water Account stored in Enlargement Buffalo Bill (Shoshone) Reservoir, Permit No. 9553RES.
6. THAT your petitioner desires to make an exchange of water between the appropriations described above and more specifically, the appropriations described in paragraphs three (3) and five (5) of this petition for the reason that the priority of the original supply under the permit listed in paragraph three (3) above is such that there is not sufficient water available to provide a full supply of water for the year round uses thereunder but water can be provided for these uses, by exchange from water stored in

the State Water Account in the Enlargement Buffalo Bill (Shoshone) Reservoir, Permit No. 9553RES, and as acquired by your petitioner according to paragraph five (5) above, thereby better utilizing and conserving the waters of the State of Wyoming and serving the citizens in the Copperleaf Subdivision and surrounding community.

7. THAT due to the need for a reliable, year-round domestic supply of water for the residents of the Copperleaf Subdivision; the presence of many existing wells in the area around Copperleaf Subdivision; and the proven insufficient supply of ground water in the area, your petitioner believes this proposed exchange is the most cost effective means to provide the needed water supply. Further, through their use of the proposed water fill station covered by Permit No. 7436 Enl., the Copperleaf Subdivision Pipeline, the residents of the entire Wapiti Valley community can also be benefited by the granting of this exchange.

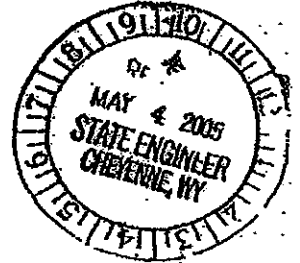
8. THAT your petitioner hereby agrees to such exchange under the conditions set out in this petition and the conditions imposed by Order of the State Engineer granting this petition. It is further agreed that such exchange shall remain in effect during the time periods established by terms of your petitioner's contract with the State of Wyoming, unless a mutually acceptable request is submitted by your petitioner for an extension or for an earlier termination of such exchange.

9. THAT the areas and points of use under the Copperleaf Subdivision Pipeline to receive water under this exchange are indicated on the map accompanying Permit No. 7436 Enl.

10. THAT the exchange of water will be accomplished by releasing storage water from the State Water Account in the Enlargement Buffalo Bill (Shoshone) Reservoir, Permit No. 9553RES, at a maximum rate of 0.446 c.f.s., or 0.883 acre-feet of water per day or during any one twenty-four hour period, with a total release of no more than 130 acre-feet of water each calendar year, as defined by terms of your petitioner's contract with the State of Wyoming, at the outlet of said reservoir having a record location in the NW¼ of Section 7, T.52N., R.102W.; said storage water will provide "make-up" or "replacement" water to downstream prior rights, for water to be diverted from North Fork Shoshone River in an equal amount into the Copperleaf Subdivision Pipeline at a point located S. 71° 03' 09" W.; 589.97 feet from NE Corner of Section 22 T.52N., R.105W., and in the SW¼SE¼ of said Section 15.

11. THAT there are ¹⁶ intervening appropriations between the point of diversion of the Copperleaf Subdivision Pipeline and the point where the exchange water will be returned to the stream from the Buffalo Bill (Shoshone) Reservoir; and these are:

Name of Ditch	Permit No.	Priority
RAY No. 1 PIPELINE	32653	3-21-2001
Daisy Ditch	Terr. (Lands inundated by Buffalo Bill Res.)	5-15-1887
Martin Ditch	Terr. (Lands inundated by Buffalo Bill Res.)	8-15-1890
Enl. Martin Ditch	782 Enl. (Lands inundated by Buffalo Bill Res.)	2-21-1902
Upton Ditch	5748	1-2-1904
Enl. Martin Ditch	1199 Enl. (Lands inundated by Buffalo Bill Res.)	5-2-1904
Sowerwein Pipeline No. 1	7124	2-28-1906
Enl. Upton Ditch	2320 Enl.	10-15-1910
Sowerwein Pipeline No. 1	4331ENL	11-17-1922
Sowerwein Pipeline No. 1	5823ENL	8-28-1941
Lawrence Ditch	30173, 20173	12-4-1947
Morris Ditch	20418	8-28-1948
Sauerwein Pipeline	21418	4-2-1954
Ballinger Ditch	21880	5-27-1957
Sauerwein Ditch No. 2 & Pipeline	22270	10-27-1961
ST STATE CORNER TRAIL DIVISION	32991	5-24-2004



That these appropriations will not be injured as a result of the granting of this petition; that the base flow of the North Fork Shoshone River is more than sufficient to satisfy all intervening appropriations of water as evidenced by the lack of any call(s) from these appropriators for regulation of this stream by the State Engineer.

12. THAT the State Hydrographer - Commissioner of the _____ district will be notified when the exchange of water will operate and such exchange will be under the supervision of the State Hydrographer - Commissioner at all times.

13. THAT no other appropriator from the same source of supply involved in the exchange, will be injured in any way.

14. THAT a map in duplicate, certified by Paul R. Campbell, a registered professional land surveyor of Cody, Wyoming, showing the situation, accompanies this petition.

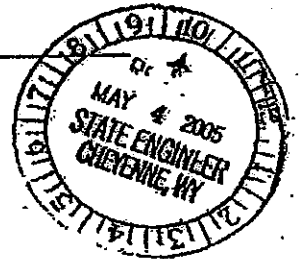
15. THAT recording fees in the amount of Forty-nine Dollars (\$49.00) accompany this petition.

IT IS THE PRAYER of your petitioner that this exchange be allowed without loss of priority; that a proper Order of the State Engineer be entered allowing the same; that a proper notation concerning this exchange be entered on the records of the State Engineer and of the State Board of Control for each appropriation involved in the exchange; that the petition and Order of the State Engineer be recorded in Miscellaneous Records in the State Engineer's Office; and that the Order of the State Engineer be recorded in the records of the County Clerk of Park County, Wyoming.

Respectfully submitted,

Bob Kudelski

Bob Kudelski, President
North Fork Communities, Inc.



STATE OF WYOMING)
) SS.
COUNTY OF PARK)

The foregoing instrument was acknowledged before me this 20 day of April, 2005.

Witness my hand and official seal.

(Signed)

[Signature]
Notary Public

My Commission expires: 11-1-08



GRANTED July 28, 2005
[Signature]
PATRICK TYRRELL, STATE ENGINEER

STATE OF WYOMING)
) SS.
STATE ENGINEER)

The foregoing instrument was recorded in Miscellaneous records Book No. 15 Page(s) 310 through 315 Recording fees paid.

Carol H. Hopkins
Clerk

Exhibit C

CHA 2592 y
50.00
5/1/05

Do not fold this form. Use type-
writer or print neatly with black
ink.

STATE OF WYOMING

OFFICE OF THE STATE ENGINEER

APPLICATION FOR PERMIT TO APPROPRIATE SURFACE WATER

J. FELTNER

THIS SECTION IS NOT TO BE FILLED IN BY APPLICANT.

Filing/Priority Date

THE STATE OF WYOMING, }
STATE ENGINEER'S OFFICE } SS.

This instrument was received and filed for record on the 4th day of May A.D. 2005 at 10:00 o'clock A. M.

Recorded in Book 149 of Ditch Permits, on Page 117

Fee Paid \$ 50.00 Map Filed G

WATER DIVISION NO. 3 DISTRICT NO. 9 Temp. Filing No. 33 5/6

PERMIT NO. 33288

G-5

NAME OF FACILITY Copperleaf Subdivision Pipeline

1. Name(s), mailing address and phone no. of applicant(s) is/are Bob Kudelski, President, North Fork Communities, Inc.
P.O. Box 236, Wapiti, WY 82450

2. Name & address of agent to receive correspondence and notices Todd A. Rhodes, President,
Wyoming Water Rights Consulting, Inc., P.O. Box 681, Worland, WY 82401

3. (a) The use to which the water is to be applied is Domestic Supply and Reservoir Supply & Flow-through
(b) If more than one beneficial use of water is applied for, the location and ownership of the point of use must be shown in item 10 of the application and the details of the facilities used to divert and convey the appropriation must be shown on the map in sufficient detail to allow the State Engineer to establish the amount of appropriation. In multiple use applications, stock and domestic purposes are limited to 0.056 cubic feet per second.

4. The source of the proposed appropriation is North Fork Shoshone River, tributary Shoshone River, tributary Big Horn River, tributary Yellowstone River.

5. The point of diversion of the proposed works is located South 71° 03' 09" West 569.97 feet distant
from the Northeast corner of Section 22 T. 52 N., R. 105 W., and is in the
NE1/4NE1/4 of Section 22 T. 52 N., R. 105 W. Ind. Res.
Lot - Block - Subdivision Name Copperleaf Subdivision

6. Are any of the lands crossed by the proposed facility owned by the State or Federal government? If so, describe lands and indicate whether State or Federally owned. No

7. The carrying capacity of the ditch, canal, pipeline or other facility at the point of diversion is (200 gpm) 0.446 cubic feet per second.

8. The accompanying map is prepared in accordance with the State Engineer's Manual of Regulations and Instructions for filing applications and is hereby declared a part of this application. The State Engineer may require the filing of detailed construction plans.

9. The estimated time required for the completion of construction is two years and to complete the application of water to the beneficial uses stated in this application is three years

Permit No. 33288

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10. The land to be irrigated by this permit is described in the following tabulation. (Give irrig. acreage in each 40-acre subdivision. Designate ownership of land, Federal, State or private. If private, list names of owners and land owned separately.) If application is for stock, domestic, or for purposes other than irrigation, indicate point of use by 40-acre subdivision and owner.

40-Acre Subdiv.	Township	Range	Sec.	NE¼				NW¼				SW¼				SE¼				TOTALS
				NEK	NWK	SWK	SEK	NEK	NWK	SWK	SEK	NEK	NWK	SWK	SEK	NEK	NWK	SWK	SEK	
40-Acre Subdiv.	52	105	15																	
40-Acre Subdiv.	52	105	22	X	X	X	X	X	X						X	X			X	X
40-Acre Subdiv.	52	105	23					X	X	X	X									
The above points of use are for Domestic Supply within the Copperleaf Subdivision, including service to each lot and a proposed fill station for purchase of potable for the public.																				
40-Acre Subdiv.	52	105	22					X	X	- Pond No. 4										
			22					X	- Pond No. 2											
			23							X	- Pond Nos. 1, 2, & 3									
The above points of use are for Reservoir Supply and Flow-through for the Copperleaf Subdivision Pond Nos. 1, 2, 3 & 4 Reservoirs. (See accompanying applications.)																				

Number of acres to receive original supply None
 Number of acres to receive supplemental supply None
 Total number of acres to be irrigated None

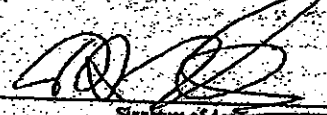
REMARKS

The maximum expected pump rate is 200.0 gallons per minute (0.446 cfs). Based on the average daily diversion of 55,200 gallons/day, the total annual diversion amount is 115 AF of water. North Fork Communities, Inc. is purchasing 130 AF of water per year from the State of Wyoming's Water Account in Buffalo Bill Reservoir for exchange of water diverted through the Copperleaf Subdivision Pipeline.

This pipeline is designed to serve the equivalent of 155 single family units within the subdivision, being comprised of 131 single family lots and 12 duplexes. Also included in the design is the equivalent demand for 75 single family units outside the subdivision. This latter demand to be served from a proposed fill station to be located within the subdivision. Service to points outside the subdivision will be through a Water Use Agreement filed with and approved by the State Engineer or a future permitted expansion of the service area.

Also this pipeline will be used for Reservoir Supply & Flow-through for the proposed Copperleaf Subdivision Pond Nos. 1, 2, 3 & 4 Reservoirs. A flow-through appropriation of 0.92 cfs is requested which will allow for a complete flush in 30 days (64.73 AF/30(1.96)).

Under penalties of perjury, I declare that I have examined this application and to the best of my knowledge and belief it is true, correct and complete.


 Signature of Applicant or Agent
 Todd A. Rhodes, President
 Wyoming Water Rights Consulting, Inc.

April 18, 2005
 Date

THIS IS TO CERTIFY that I have examined the foregoing application and do hereby grant the same subject to the following limitations and conditions:

This permit grants only the right to use the water available in the stream after all prior rights are satisfied.

The amount of appropriation for reservoir supply shall be limited to the amount beneficially used to supply the Copperleaf Subdivision Ponds No. 1 through 4 Reservoirs, Permit Nos. 12202, 12203, 12204, 12205 Res., on or before December 31, 2008, not to exceed 54.73 acre-feet from all sources for any one year, and at a rate not to exceed 0.446 CFS, the supply ditch capacity.

Direct flow for non-consumptive use of water for fish propagation is not to exceed 0.92 cfs of water, the total amount of water necessary to turn over Permit Nos. 12202, 12203, 12204, and 12205 RES. in a thirty (30) day period. Water will be diverted from The North Fork Shoshone River, tributary the Shoshone River, through the Copperleaf Subdivision Enlargement of the North Fork Valley Ditch, in or the Copperleaf Subdivision Pipeline, Permit Nos. 7436E or 33288, and returned back into the North Fork Shoshone River.

If in priority and in the event of a request for regulation, the applicant may be required to install a choke on the pump or a water flow reducing device in the pipeline which will provide for regulating the amount of water diverted to 0.446 cubic feet of water per second of time.

This permit is granted subject to the terms of the Yellowstone River Compact.

The time for completing the construction work shall terminate on December 31, 20 07.

The time for completing the application of water to beneficial use shall terminate on December 31, 20 08, and final proof of appropriation shall be made within 5 years thereafter.

Witness my hand this 28 day of July, A.D. 2005.


PATRICK T. TYRRELL, State Engineer

Permit No. 33288

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02826

Priority Date May 4, 2005Approval Date July 28, 2005

July 28, 2005: EXCHANGE PETITION, S.E. DOCKET NO. 05-11-03 GRANTED by Order of the State Engineer to allow the exchange of water from the State Water Account in the Enlargement of Buffalo Bill (Shoshone) Reservoir, Permit No. 9553R, at a maximum rate of 0.446 cfs, or 0.883 acre-feet of water per day or during any one twenty-four hour period, with a total release of no more than 130 acre-feet of water each calendar year, as defined by terms of the petitioner's contract with the State of Wyoming, at the outlet of said reservoir having a record location in the NW1/4 of section 7, T.52N., R.102W. Said storage water will provide "make-up" or "replacement" water to downstream prior right, for water to be diverted from North Fork Shoshone River in an equal amount, minus operational losses, into the Copperleaf Subdivision Pipeline at a point locate s. 71°03'09"W., 569.97 feet from the NE corner of Section 22, T.52N., R.105W., and in the SW1/4SE1/4 of said Section 15.

See Miscellaneous Record Book No. 15, page 310 through 315 for a copy of the Petition and Order.

Map Filed in Drawer G-5 under Permit No. 33288.


 PATRICK T. TYRRELL, State Engineer

NOTICE

This permit does not constitute a complete water right. It is your authority to begin construction work.

Notice of completion of the work described in the permit, must be filed in the State Engineer's Office before the expiration of the time allowed in the permit.

If extensions of time beyond the time limits set forth in the permit are required, requests for same must be in writing, stating why the additional time is required, and must be received in the State Engineer's Office before the expiration of the time allowed in the permit.

Once the Notice of Completion has been filed, Proof of Appropriation will be prepared and sent to your Water Division Superintendent. The Superintendent will arrange with you for an inspection of the facility. Should you desire adjudication, the Proof will be considered by the Board of Control, and, if found to be satisfactory, the Board will issue to you a Certificate of Construction which will constitute a completed water right.

The granting of a permit does not constitute the granting of right-of-way. If any right-of-way is necessary in connection with the application it should be understood that this responsibility is the applicant's.

62827

Exhibit D

EXCHANGE PETITION FOR DIVERSION OF WATER)
 THROUGH THE COPPERLEAF SUBDIVISION)
 PIPELINE, PERMIT NO. 33258 IN EXCHANGE)
 FOR AN EQUAL AMOUNT OF WATER, MINUS) BEFORE THE
 OPERATIONAL LOSSES, FROM THE STATE OF) STATE ENGINEER
 WYOMING'S WATER ACCOUNT IN THE) CHEYENNE, WY
 ENLARGEMENT BUFFALO BILL (SHOSHONE))
 RESERVOIR, PERMIT NO. 9553R.)

ORDER GRANTING AN EXCHANGE OF STORED WATER IN LIEU OF THE
 DIVERSION OF AN EQUIVALENT AMOUNT OF DIRECT FLOW WATER

Petitioner, North Fork Communities Inc., County of Park, State of Wyoming, acting through its President, Bob Kudelski, having petitioned the State Engineer for an ORDER granting an exchange of stored water in lieu of the diversion of an equivalent amount of direct flow water from North Fork Shoshone River and the State Engineer having reviewed the records in this matter and being duly and fully advised in the premises, does hereby find and conclude as follows:

FINDING OF FACT

1. THAT the Bureau of Reclamation is the sole owner of the Buffalo Bill (Shoshone) Reservoir, Permit No. 492R, with a priority date of March 5, 1904, the Enlargement of Buffalo Bill (Shoshone) Reservoir, Permit No. 751R, with a priority date of September 7, 1905, and the Enlargement of Buffalo Bill (Shoshone) Reservoir, Permit No. 9553R, with a priority date of June 19, 1980, storing water of the Shoshone River as evidenced by the records of the State Engineer and the State Board of Control. That the State of Wyoming, acting through the Wyoming Water Development Office, holds a Water Account (State Water Account) in the Enlargement of Buffalo Bill (Shoshone) Reservoir under Permit No. 9553R with a firm annual yield of 20,000 AF of water available for purchase and use by water users of the Shoshone River and its tributaries. That the Wyoming Water Development Office administers the sale of water from the State Water Account under Permit No. 9553R.
2. THAT the exchange of water will be accomplished by releasing water from the State Water Account in the Enlargement of Buffalo Bill (Shoshone) Reservoir, Permit No. 9553R, at a maximum rater of 0.446 cfs, or 0.883 acre-feet of water per day or during any one twenty-four hour period, with a total release of no more than 130 acre-feet of water each calendar year, as defined by terms of the petitioner's contract with the State of Wyoming, at the outlet of said reservoir having a record location in the NW1/4 of section 7, T.52N., R.102W. Said storage water will provide "make-up" or "replacement" water to downstream prior right, for water to be diverted from North Fork Shoshone River in an equal amount, minus operational losses, into the Copperleaf Subdivision Pipeline at a point locate s. 71°03'09"W., 569.97 feet from the NE corner of Section 22, T.52N., R.105W., and in the SW1/4SE1/4 of said Section 15.
3. THAT North Fork Communities, INC. has initiated the purchase through the Wyoming Water Development Office of 130 AF of water from the State Water Account stored in the

Enlargement of Buffalo Bill (Shoshone) Reservoir, Permit No. 9553R. The maximum amount of water diverted at the Copperleaf pipeline will be 115 AF. The addition 15 AF will supply for operational losses as deemed necessary by the state's Division Superintendent or the United States Bureau of Reclamation.

4. THAT the purpose of this exchange is to be able to provide a reliable, year-round domestic water supply for the residents of the Copperleaf Subdivision.
5. THAT this exchange will remain in effect indefinitely, until the Petitioner requests termination of said exchange, until its termination is required by the purchase contract with the Wyoming Water Development office or its termination is deemed necessary by the State Engineer.
6. That the use of this water will be for generally recognized domestic purposes within the defined boundary of the Copperleaf Subdivision.
7. THAT there are several appropriations having record Points of Diversion located between the point where water will be diverted and the point at which the "make up" water will be discharged. Therefore, water under Permit No. 9553R cannot be diverted at the Copperleaf Subdivision Pipeline unless or until all water rights on the North Fork Shoshone River between the diversion point and the discharge point are satisfied.

CONCLUSIONS OF LAW

1. THAT the State Engineer has the authority to consider such an exchange as specified in W.S. 41-3-106(a).
2. THAT the appropriation under Permit No. 9553R and all of the appropriations under Buffalo Bill (Shoshone) Reservoir as detailed above are all a matter of record with the State Engineer and the State Board of Control;
3. THAT the petition for the exchange of stored water in lieu of the diversion of an equivalent amount, minus operational losses, of direct flow water from North Fork Shoshone River can be allowed without injury to other appropriators provided certain conditions set forth in the ORDER are complied with;
4. THAT the petition for an EXCHANGE of stored water in lieu of the diversion of an equivalent amount, minus operational losses, of direct flow water from North Fork Shoshone River should be granted.

ORDER

THEREFORE, IT IS HEREBY ORDERED THAT the petition for an exchange of stored water in lieu of the diversion of and equivalent amount, minus operational losses, of direct flow water from North Fork Shoshone River is hereby granted subject to the following conditions and limitations:

1. a. THAT the Water Commissioner of the District in which the exchange is to occur must be notified at least 24 hours prior to the initiation of said exchange in accordance with stream administration policies as may be directed by the State Engineer and the State Board of

Control, and shall assure that all appropriators are fully protected in accordance with their respective stream priorities;

b. THAT the exchange may only be made after proof of the purchase of the water from the State of Wyoming's storage account in the Enlargement of Buffalo Bill (Shoshone) Reservoir, Permit No. 9553R. has been provided to the Office of the State Engineer.

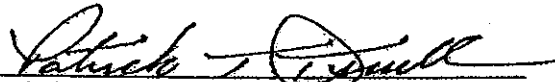
c. THAT the exchange may only be made when it can be accomplished without injury to any other appropriators;

2. THAT this exchange shall remain in effect until dissolved by request of the petitioners herein named, their heirs and/or consignees and shall be binding on the same, or as directed by the conditions of the purchase contract for the water and such request must be granted by ORDER of the State Engineer which shall rescind and supersede this ORDER.

3. THAT an acceptable flow measuring device will be installed in the Copperleaf Subdivision Pipeline that will allow for the proper regulation of the exchanged water and accurate records of diverted water will be maintained as deemed necessary by the State Engineer or his agent.

4. THAT this ORDER and the accompanying petition will be recorded in Miscellaneous Records or the State Engineer's Office in Book 15, on Pages 310 through 315 and appropriate references to said ORDER and petition will be endorsed on the proper permits in the State Engineer's office and the adjudication records in the Office of the Board of Control; also that this ORDER will be recorded in the Office of the County Clerk of Park County, State of Wyoming.

DONE this 28 day of July, 2005, in Laramie County, Wyoming.


Patrick T. Tyrrell, State Engineer

STATE OF WYOMING)
) SS
STATE ENGINEER)

The forgoing instrument was duly recorded in Miscellaneous Records Book 15, Pages 310 through 315.


Clerk

Exhibit E

**IN THE DISTRICT COURT FOR THE FIFTH JUDICIAL DISTRICT OF THE
STATE OF WYOMING IN AND FOR PARK COUNTY, WYOMING**

EXCHANGE PETITION FOR DIVERSION OF)	
WATER THROUGH THE COPPERLEAF)	Civil No. <u>23801</u>
SUBDIVISION PIPELINE, PERMIT NO. 33288)	
IN EXCHANGE FOR AN EQUAL AMOUNT OF)	State Engineer Docket No. 05-11-03
WATER, MINUS OPERATIONAL LOSSES,)	
FROM THE STATE OF WYOMING'S WATER)	
ACCOUNT IN THE ENLARGEMENT BUFFALO)	
BILL (SHOSHONE) RESERVOIR, PERMIT)	
NO. 9553R.)	

JOYCE BOYER
Clerk of District Court

FILED **AUG 26 2005**

by PATRA LINDENTHAL
Deputy

PETITION FOR REVIEW

COME NOW Petitioners, Robert Keith and Michele Keith, by and through their undersigned counsel, and petition this Court for review of the Wyoming State Engineer's July 28, 2005 decision and final Order in the above-referenced matter and state and allege as follows:

1. Petitioners are persons aggrieved or adversely affected in fact by the Wyoming State Engineer's July 28, 2005 decision and final Order in State Engineer Docket No. 05-11-03. A copy of said Order is marked as "Appendix A" and by this reference is incorporated herein.

2. Petitioners are aggrieved persons who own real property in Park County, Wyoming bordering the North Fork of the Shoshone River and who irrigate said lands from the North Fork of the Shoshone River in Park County, Wyoming pursuant to the following direct-flow irrigation rights in said river:

<u>Name of Ditch</u>	<u>Permit No.</u>	<u>Priority</u>
Sowerwine Pipeline No. 1	7124	02/28/1906
Sowerwine Pipeline No. 1	4331 Enl.	11/17/1922

Sowerwine Pipeline No. 1	5323 Enl.	08/28/1941
Sauerwein Pipeline	21416	04/02/1954

Said irrigation permits divert water from the North Fork of the Shoshone River downstream of the proposed point of diversion identified by the Copperleaf Subdivision Developers described in State Engineer's Docket No. 05-11-03 and upstream of the Buffalo Bill Reservoir. Petitioners are, or will be, adversely affected by the actions that may be allowed pursuant to the State Engineer's Order in this matter. Petitioners also filed an April 7, 2005 objection to the exchange petition that led to the State Engineer's July 28, 2005 Order, a copy of which is attached hereto as Appendix B.

3. Petitioners have exhausted all available administrative remedies. The Wyoming State Engineer's Office has summarily denied their April 7, 2005 (Appendix B) objection and request for hearing and has not otherwise notified them of any rights to appeal the July 28, 2005 Order to the Board of Control or otherwise. The State Engineer's Office did not provide the Petitioners any notice of the Exchange Petition being filed or of the State Engineer's July 28, 2005 Order after it was issued and entered on the State's records. W.S. § 41-4-517 (LexisNexis2005) does not appear to apply to these proceedings. Petitioners have filed a precautionary request for hearing and review before the State Board of Control in which they reserve their rights of appeal in this proceeding. A copy of that letter is attached hereto as Appendix C.

4. Jurisdiction and venue are appropriate in this Court pursuant to W.S. § 16-3-114 (LexisNexis 2005), W.R.A.P. 12.03 and other applicable law.

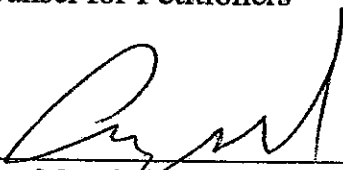
5. The specific issues of law for which Petitioners seek judicial review are that action by the Board was:

- a. Unlawful;
 - b. Arbitrary, capricious, an abuse of discretion or otherwise not in accordance with law;
 - c. In excess of statutory jurisdiction, authority or limitations or lacking statutory right;
 - d. Without observance of procedure required by law; or
 - e. Unsupported by substantial evidence.
6. At this time, Petitioners are not aware of any related petition for judicial review.

WHEREFORE, Petitioners respectfully request that the Court reverse Wyoming State Engineer's July 28, 2005 decision and final Order in State Engineer Docket No. 05-11-03 (Appendix A) and for such other and further relief as the Court deems equitable and proper.

DATED this 25th day of August, 2005.

Counsel for Petitioners



Wendtland & Wendtland, LLP
Anthony T. Wendtland
Debra J. Wendtland
Attorneys for Petitioners
2161 Coffeen Ave., Suite 301
Sheridan, WY 82801
(307) 673-4696

CERTIFICATE OF SERVICE

I, Anthony T. Wendtland, attorney for the Petitioners, in the above-entitled and numbered cause do hereby certify that on the 25th day of August, 2005, I caused a true and correct copy of the Petition For Review to be served as follows:

VIA REGULAR MAIL:

Patrick J. Crank
Jane S. Caton
Hugh B. McFadden, Jr.
Wyoming Attorney General's Office
123 Capitol Building
Cheyenne, WY 82002

VIA REGULAR MAIL:

Laurence W. Stinson
Bonner Stinson, P.C.
128 East Second
P.O. Box 799
Powell, WY 82435

VIA REGULAR MAIL:

Patrick T. Tyrrell, State Engineer
State Engineer's Office
Herschler Building, 4-E
Cheyenne, WY 82002



Anthony T. Wendtland

THROUGH THE COPPERLEAF SUBDIVISION)
PIPELINE, PERMIT NO. 33288 IN EXCHANGE)
FOR AN EQUAL AMOUNT OF WATER, MINUS) BEFORE THE
OPERATIONAL LOSSES, FROM THE STATE OF) STATE ENGINEER
WYOMING'S WATER ACCOUNT IN THE) CHEYENNE, WY
ENLARGEMENT BUFFALO BILL (SHOSHONE))
RESERVOIR, PERMIT NO. 9553R.)

ORDER GRANTING AN EXCHANGE OF STORED WATER IN LIEU OF THE
DIVERSION OF AN EQUIVALENT AMOUNT OF DIRECT FLOW WATER

Petitioner, North Fork Communities Inc., County of Park, State of Wyoming, acting through its President, Bob Kudelski, having petitioned the State Engineer for an ORDER granting an exchange of stored water in lieu of the diversion of an equivalent amount of direct flow water from North Fork Shoshone River and the State Engineer having reviewed the records in this matter and being duly and fully advised in the premises, does hereby find and conclude as follows:

FINDING OF FACT

1. THAT the Bureau of Reclamation is the sole owner of the Buffalo Bill (Shoshone) Reservoir, Permit No. 492R, with a priority date of March 5, 1904, the Enlargement of Buffalo Bill (Shoshone) Reservoir, Permit No. 751R, with a priority date of September 7, 1905, and the Enlargement of Buffalo Bill (Shoshone) Reservoir, Permit No. 9553R, with a priority date of June 19, 1980, storing water of the Shoshone River as evidenced by the records of the State Engineer and the State Board of Control. That the State of Wyoming, acting through the Wyoming Water Development Office, holds a Water Account (State Water Account) in the Enlargement of Buffalo Bill (Shoshone) Reservoir under Permit No. 9553R with a firm annual yield of 20,000 AF of water available for purchase and use by water users of the Shoshone River and its tributaries. That the Wyoming Water Development Office administers the sale of water from the State Water Account under Permit No. 9553R.

2. THAT the exchange of water will be accomplished by releasing water from the State Water Account in the Enlargement of Buffalo Bill (Shoshone) Reservoir, Permit No. 9553R, at a maximum rater of 0.446 cfs, or 0.883 acre-feet of water per day or during any one twenty-four hour period, with a total release of no more than 130 acre-feet of water each calendar year, as defined by terms of the petitioner's contract with the State of Wyoming, at the outlet of said reservoir having a record location in the NW1/4 of section 7, T.52N., R.102W. Said storage water will provide "make-up" or "replacement" water to downstream prior right, for water to be diverted from North Fork Shoshone River in an equal amount, minus operational losses, into the Copperleaf Subdivision Pipeline at a point locate s. 71°03'09"W., 569.97 feet from the NE corner of Section 22, T.52N., R.105W., and in the SW1/4SE1/4 of said Section 15.

3. THAT North Fork Communities, INC. has initiated the purchase through the Wyoming Water Development Office of 130 AF of water from the State Water Account stored in the

... OF BUFFALO BILL (SHOSHONE) RESERVOIR, PERMIT
No. 9553R. The maximum amount of water diverted at the
Copperleaf pipeline will be 115 AF. The additional 15 AF
will supply for operational losses as deemed necessary by
the state's Division Superintendent or the United States
Bureau of Reclamation.

4. THAT the purpose of this exchange is to be able to provide a reliable, year-round domestic water supply for the residents of the Copperleaf Subdivision.
5. THAT this exchange will remain in effect indefinitely, until the Petitioner requests termination of said exchange, until its termination is required by the purchase contract with the Wyoming Water Development office or its termination is deemed necessary by the State Engineer.
6. That the use of this water will be for generally recognized domestic purposes within the defined boundary of the Copperleaf Subdivision.
7. THAT there are several appropriations having record Points of Diversion located between the point where water will be diverted and the point at which the "make up" water will be discharged. Therefore, water under Permit No. 9553R cannot be diverted at the Copperleaf Subdivision Pipeline unless or until all water rights on the North Fork Shoshone River between the diversion point and the discharge point are satisfied.

CONCLUSIONS OF LAW

1. THAT the State Engineer has the authority to consider such an exchange as specified in W.S. 41-3-106(a).
2. THAT the appropriation under Permit No. 9553R and all of the appropriations under Buffalo Bill (Shoshone) Reservoir as detailed above are all a matter of record with the State Engineer and the State Board of Control;
3. THAT the petition for the exchange of stored water in lieu of the diversion of an equivalent amount, minus operational losses, of direct flow water from North Fork Shoshone River can be allowed without injury to other appropriators provided certain conditions set forth in the ORDER are complied with;
4. THAT the petition for an EXCHANGE of stored water in lieu of the diversion of an equivalent amount, minus operational losses, of direct flow water from North Fork Shoshone River should be granted.

ORDER

THEREFORE, IT IS HEREBY ORDERED THAT the petition for an exchange of stored water in lieu of the diversion of an equivalent amount, minus operational losses, of direct flow water from North Fork Shoshone River is hereby granted subject to the following conditions and limitations:

1. a. THAT the Water Commissioner of the District in which the exchange is to occur must be notified at least 24 hours prior to the initiation of said exchange in accordance with stream administration policies as may be directed by the State Engineer and the State Board of

protected in accordance with their respective stream priorities;

b. THAT the exchange may only be made after proof of the purchase of the water from the State of Wyoming's storage account in the Enlargement of Buffalo Bill (Shoshone) Reservoir, Permit No. 9553R. has been provided to the Office of the State Engineer.

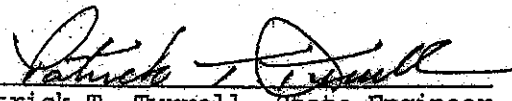
c. THAT the exchange may only be made when it can be accomplished without injury to any other appropriators;

2. THAT this exchange shall remain in effect until dissolved by request of the petitioners herein named, their heirs and/or consignees and shall be binding on the same, or as directed by the conditions of the purchase contract for the water and such request must be granted by ORDER of the State Engineer which shall rescind and supersede this ORDER.

3. THAT an acceptable flow measuring device will be installed in the Copperleaf Subdivision Pipeline that will allow for the proper regulation of the exchanged water and accurate records of diverted water will be maintained as deemed necessary by the State Engineer or his agent.

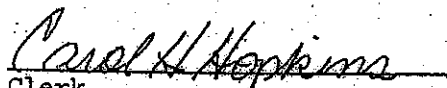
4. THAT this ORDER and the accompanying petition will be recorded in Miscellaneous Records or the State Engineer's Office in Book 15, on Pages 310 through 315 and appropriate references to said ORDER and petition will be endorsed on the proper permits in the State Engineer's office and the adjudication records in the Office of the Board of Control; also that this ORDER will be recorded in the Office of the County Clerk of Park County, State of Wyoming.

DONE this 28 day of July, 2005, in Laramie County, Wyoming.


Patrick T. Tyrrell, State Engineer.

STATE OF WYOMING)
) SS
STATE ENGINEER)

The forgoing instrument was duly recorded in Miscellaneous Records Book 15, Pages 310 through 315.


Clerk

TROUT CREEK RANCH

3659 North Fork
Cody, WY 82414
307-587-6517

Robert Keith

Michele Keith

April 7, 2005

Mr. Patrick Tyrrell
Wyoming State Engineer
Hershler Building 4 East
Cheyenne, WY 82002

Dear Mr. Tyrrell:

I would like to lodge a statement of protest against the proposal by North Fork Communities, Inc. to transfer in point of diversion water from the Buffalo Bill Reservoir to their proposed Copperleaf Development located west of the reservoir. I oppose this change as it could cause us injury in times of low flow rates in the North Fork of the Shoshone River.

Currently, we irrigate approximately 160 acres in section 16-tracs 50 & 51, which are located downstream of the proposed Copperleaf Development, but just west of the reservoir. Our adjudicated water rights pertaining to the North Fork of the Shoshone River are as follows:

<u>Permit Number</u>	<u>Date</u>
7124	1906
4331E	1922
5323E	1941
21416	1954

Thank you for hearing this protest and I would appreciate learning of any public hearings which will address this issue.

Sincerely,

Robert J. Keith

cc: Park County Commissioners

Appendix B

August 25, 2005

Wyoming State Board of Control
Attn: Alan Cunningham
Herschler Building, 4-E
Cheyenne, WY 82002

RE: W.R.A.P. 12.0 Petition for Review of Robert and Michele Keith concerning Wyoming State Engineer Docket No. 05-11-03 and precautionary request for review by Board of Control – W.S. § 41-5-517 (LexisNexis2005) and any other applicable laws or regulations

Dear Mr. Cunningham:

Enclosed please find courtesy copies of a Petition for Review of the State Engineer's July 28, 2005 final Order in State Engineer Docket No. 05-11-03 as well as a Certification of Request for Transcripts and State Engineer's File. I have served a copy of these pleadings on counsel for the exchange petitioners and upon Ms. Caton and Mr. McFadden of the Attorney General's Office. I am writing this letter to inform you of these proceedings.

I also write to seek review of the State Engineer's July 28, 2005 final Order by the Board of Control to the extent any applicable statute or regulation may allow or require my clients to do so. While my clients and I do not believe that W.S. 41-4-517 (LexisNexis2005) or any other statute or regulations allow or require the Board of Control to hear a direct W.S. 16-3-114 (LexisNexis2005)/W.R.A.P. 12 appeal from a State Engineer final Order approving an exchange, I am requesting such review as a precautionary matter in this letter to preserve my clients' rights to seek and obtain a full review of the State Engineer's July 28, 2005 final Order in this matter.

By informing you of this information and making this request, my clients fully reserve and assert all of their rights to proceed with a direct appeal of the State Engineer's July 28, 2005 Order in District Court in Park County, Wyoming. My clients do not expressly or impliedly waive any of those rights by presenting you with this letter concurrently with their filing of their direct appeal to District Court. However, in the unlikely circumstance where that appeal might be found to be premature somehow, my clients submit this request to the Board to preserve their ability to proceed with a Board appeal of the State Engineer's July 28, 2005 decision.

I suspect that you likely will need to go ahead and docket this request for the time being while counsel discuss the procedural posture of this matter overall and either agree on how it will proceed or seek Court guidance if agreement cannot be reached. I would therefore, deeply appreciate receiving a written acknowledgement from you of your receipt of this letter informing me of any action you take on this matter.

Very truly yours,

WENDTLAND & WENDTLAND, LLP



Anthony T. Wendtland

ATW/jkb

Enclosures

cc: Client

Adverse parties as shown in pleadings