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

11 **ANTELOPE VALLEY** ) **JUDICIAL COUNCIL COORDINATION**  
12 **GROUNDWATER CASES** ) **PROCEEDING No. 4408**  
13 ) **Santa Clara Case No. 1-05-CV-049053**  
14 ) **Assigned to The Honorable Jack Komar**

14 This Pleading Relates to Included Action: ) **FIRST AMENDED CLASS ACTION**  
15 REBECCA LEE WILLIS, on behalf of herself ) **COMPLAINT FOR DECLARATORY AND**  
16 and all others similarly situated, ) **INJUNCTIVE RELIEF SEEKING**  
17 ) **ADJUDICATION OF WATER RIGHTS**

16 Plaintiff,

17 vs.

18 LOS ANGELES COUNTY WATERWORKS )  
19 DISTRICT NO. 40; CITY OF LANCASTER; )  
20 CITY OF LOS ANGELES; CITY OF )  
21 PALMDALE; PALMDALE WATER )  
22 DISTRICT; LITTLEROCK CREEK )  
23 IRRIGATION DISTRICT; PALM RANCH )  
24 IRRIGATION DISTRICT; QUARTZ HILL )  
25 WATER DISTRICT; ANTELOPE VALLEY )  
26 WATER CO.; ROSAMOND COMMUNITY )  
27 SERVICE DISTRICT; MOJAVE PUBLIC )  
28 UTILITY DISTRICT; and DOES 1 through )  
1,000;

Defendants.

26 Plaintiff, Rebecca Lee Willis, by her counsel, alleges for her First Amended Complaint as  
27 follows:  
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**I.**  
**NATURE OF THE ACTION**

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1. Plaintiff brings this action on behalf of herself and the class consisting of other private landowners in the Antelope Valley who are not presently pumping water on their properties, seeking (1) a judicial determination of their rights to use the groundwater in the Antelope Valley Groundwater Basin (“the Basin”) and (2) an injunction restraining the Defendant public water suppliers from taking groundwater from the Basin in derogation of the rights of Plaintiff and the Class. In addition, Plaintiff reserves her right to obtain just compensation for herself and the Class to the extent any of the government entity defendants restrict Plaintiff’s or the Class’s rights as overlying landowners to use the Basin’s groundwater. This action is necessary in that the basin is currently in a state of overdraft – i.e., the annual use of basin groundwater exceeds the average annual natural recharge from precipitation and other sources, largely, if not entirely, due to the Defendants’ acts in taking large amounts of water from the Basin. Hence, groundwater levels in the Basin are gradually becoming lower to the detriment of Plaintiff and others similarly situated.

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**II.**  
**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this action pursuant to the Sections 526 and 1060 of the California Code of Civil Procedure (“CCP”).

2. Venue is proper in this jurisdiction pursuant to CCP § 395 in that Plaintiff resides in Los Angeles County, a number of defendants reside in this County, and a substantial part of the unlawful conduct at issue herein has taken place in this County. In addition, venue is proper under the Judicial Council’s coordination order.

3. A real and actual controversy exists between Plaintiff and the Class and the Defendants with respect to their respective rights to use the Basin’s groundwater.

**III.**  
**THE PARTIES**

1. Plaintiff Rebecca Lee Willis (“Willis” or “Plaintiff”) resides in Palmdale, California. Willis owns approximately 10 acres of property at 200<sup>th</sup> Street West and Avenue “B” in Lancaster, California, within the Basin, on which she intends to build a home and landscape nursery. Plaintiff’s

1 property overlies percolating groundwater, the precise extent of which is unknown.

2 6. Defendants are persons and entities who claim rights to use groundwater from the  
3 Basin, whose interests are in conflict with Plaintiff's interests. They are as follows:

4 A. Defendant Los Angeles County Waterworks District No. 40 is a public agency  
5 governed by the Los Angeles County Board of Supervisors that drills and pumps water in the Basin  
6 and sells such water to the public in portions of the Antelope Valley.

7 B. Defendant City of Lancaster is a municipal corporation that pumps and/or provides  
8 groundwater from the Basin.

9 C. Defendant City of Palmdale is a municipal corporation that pumps and/or provides  
10 groundwater from the Basin.

11 D. Defendant Quartz Hill Water District is a public agency that pumps and/or provides  
12 groundwater from the Basin.

13 E. Defendant Palmdale Water District is a public agency that pumps and/or provides  
14 groundwater from the Basin.

15 F. Defendant Rosamond Community Services District is an entity that pumps and/or  
16 provides groundwater from the Basin.

17 G. Doe Defendants 1 through 1,000. Plaintiff alleges on information and belief that at  
18 at relevant times Doe Defendants 1 through 1000, inclusive, are persons or entities who either are  
19 currently taking or providing water from the Basin or claim rights to take groundwater from the  
20 Basin that are adverse to Plaintiff's and the Class's rights to take and use that water. Plaintiff is  
21 presently unaware of the true names and identities of those persons sued herein as Doe Defendants  
22 1 through 1000 and therefore sues these Defendants by these fictitious names. Plaintiff will amend  
23 this Complaint to allege the Doe Defendants' legal names and capacities when that information is  
24 ascertained.

25 **IV.**  
26 **FACTUAL ALLEGATIONS COMMON TO ALL CLAIMS**

27 7. The Antelope Valley Groundwater Basin is part of the South Lahontan Hydrologic  
28 Region. The Basin underlies an extensive alluvial valley in the western Mojave Desert. The Basin

1 is bounded on the northwest by the Garlock fault zone at the base of the Tehachapi Mountains and  
2 on the southwest by the San Andreas fault at the base of the San Gabriel Mountains. The Basin is  
3 bounded on the east by ridges and low hills that form a groundwater divide and on the north by  
4 various geographic features that separate it from the Fremont Valley Basin.

5 8. Average annual rainfall in the Basin ranges from 5 to 10 inches. Most of the Basin's  
6 recharge comes from runoff from the surrounding mountains and hills – in particular, from the San  
7 Gabriel and Tehachapi Mountains and from hills and ridges surrounding other portions of the Valley.  
8 The Basin's natural recharge averages approximately 48,000 acre feet per year.

9 9. The Basin has two main aquifers – an upper aquifer, which is the primary source of  
10 groundwater for the Valley, and a lower aquifer. Generally, in the past, wells in the Basin have been  
11 productive and have met the needs of users in conjunction with other sources of water, including the  
12 State Water Project.

13 10. In recent years, however, population growth and agricultural demands have led to  
14 increased pumping and declining groundwater levels, particularly along Highway 14. That has  
15 caused subsidence of the ground surface in certain parts of the Valley. Although the Basin is in an  
16 overdraft condition, rights to the Basin's groundwater have not been adjudicated and there are no  
17 present legal restrictions on pumping. Each of the Defendants is pumping water from the Basin  
18 and/or claims an interest in the Basin's groundwater.

19 11. Various water users have instituted suit to assert rights to pump water from the Basin.  
20 In particular, Defendant L.A. Waterworks District 40 and other municipal purveyors have brought  
21 suit asserting that they have prescriptive rights to pump water from the Basin, which they claim are  
22 paramount and superior to the overlying rights of Plaintiff and the Class. Those claims threaten  
23 Plaintiff's right to pump and use the water underlying her property. Moreover, by taking water in  
24 reliance on those erroneous claims, Defendants have decreased the amount of available water in the  
25 Basin and made it more difficult for Plaintiff and the Class to use that water.

26 **V.**  
27 **CLASS ACTION ALLEGATIONS**

28 12. Plaintiff brings this action on behalf of the class of all private (i.e., non-governmental)

1 persons and entities that own real property within the Basin, as adjudicated, that are not presently  
2 pumping water on their property and have not done so within the last two (2) years (“the Class”).  
3 The Class excludes the defendants herein, any person, firm, trust, corporation, or other entity in  
4 which any defendant has a controlling interest or which is related to or affiliated with any of the  
5 defendants, and the representatives, heirs, successors-in-interest or assigns of any such excluded  
6 party. The Class also excludes all persons to the extent their properties are connected to a municipal  
7 water system from which they receive or are able to receive water service.

8 13. The Class is so numerous that joinder of all members is impracticable. Plaintiff’s  
9 claims are typical of the claims of the members of the Class. Plaintiff and members of the Class  
10 share a common interest in protecting their right to use the Basin’s water from competing claims,  
11 including those asserted by Defendants.

12 14. Plaintiff will fairly and adequately protect the interests of the members of the Class  
13 and Plaintiff has no interests which are contrary to or in conflict with those of the Class members  
14 she seeks to represent. Plaintiff has retained competent counsel experienced in class action litigation  
15 to ensure such protection.

16 15. A class action is superior to other available methods for the fair and efficient  
17 adjudication of this controversy since joinder of all members is impracticable. Plaintiff knows of  
18 no difficulty that will be encountered in the management of this litigation that would preclude its  
19 maintenance as a class action.

20 16. There are common question of law and fact as to all members of the Class, which  
21 predominate over any questions affecting solely individual members of the Class.

22 **VI.**  
23 **FIRST CAUSE OF ACTION**  
24 **(For Declaratory Relief Against All Defendants)**

25 17. Plaintiff realleges and incorporates herein by reference each of the allegations  
26 contained in the preceding paragraphs of this Complaint, and further alleges against Defendants as  
27 follows:

28 18. By virtue of their property ownership, Plaintiff and the Class hold overlying rights  
to the Basin’s groundwater, which entitle them to extract that water and put it to reasonable and

1 beneficial uses on their respective properties.

2 19. Plaintiff is informed and believes, and on the basis of that information and belief  
3 alleges, that each of the defendants presently extracts and/or purveys groundwater from the Basin  
4 and asserts rights to that groundwater that conflict with the overlying rights of Plaintiff and the Class.

5 20. Plaintiff is informed and believes and, on the basis of that information and belief,  
6 alleges that each of the Defendants extracts groundwater primarily for non-overlying use – i.e., for  
7 use on properties other than the property on which the water is extracted. In addition, certain of  
8 those defendants have asserted that they hold prescriptive rights to such water which they claim are  
9 superior to the rights of Plaintiff and the Class.

10 21. Plaintiff's and the Class's present and planned overlying uses of the Basin's  
11 groundwater are superior in right to any non-overlying rights held by the Purveyor Defendants.

12 22. Given the Basin's overdraft condition, the parties' rights to pump water from the  
13 Basin need to be apportioned in a fair and equitable manner and in accord with governing law in  
14 order to prevent further depletion of the Basin.

15 23. Plaintiff and the Class seek a judicial determination that their rights as overlying  
16 users are superior to the rights of all non-overlying users, including Defendants.

17 24. Plaintiff and the Class further seek a judicial determination as to the priority and  
18 amount of water that all parties in interest are entitled to pump from the Basin.

19 **SECOND CAUSE OF ACTION**  
20 **(Against All Defendants For Injunctive Relief)**

21 25. Plaintiff and the Class reallege and incorporate herein by reference each of the  
22 allegations contained in the preceding paragraphs of this Complaint, and further allege against  
23 Defendants as follows:

24 26. As overlying landowners, Plaintiff and the Class have superior rights to take and  
25 make reasonable and beneficial use of the Basin's groundwater.

26 27. By pumping and selling water from the Basin, Defendants have interfered with and  
27 made it more difficult for Plaintiff and the Class to exercise their rights to use that groundwater. If  
28 allowed to continue, Defendants' pumping from and depletion of the Basin's groundwater will

1 further interfere with Plaintiff's and the Class's ability to exercise their lawful and superior rights  
2 as overlying landowners to make reasonable use of the Basin's groundwater.

3 28. Plaintiff and the Class have no adequate remedy at law.

4 29. Unless the Court enjoins or limits Defendants production of water from the Basin,  
5 Plaintiff and the Class will suffer irreparable injury in that they will be deprived of their rights to  
6 use and enjoy their properties.

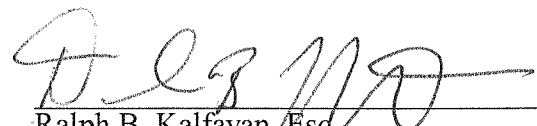
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8 **VII.**  
**PRAYER FOR RELIEF**

9 WHEREFORE, Plaintiff prays that this Court enter judgment on her behalf and on behalf  
10 of the Class against all Defendants, jointly and severally, as follows:

- 11 1. Determining that the instant action is a proper class action maintainable under  
12 Section 382 of the Code of Civil Procedure;
- 13 2. Declaring that Plaintiff's and the Class's overlying rights to use water from the  
14 Basin are superior and have priority vis-a-vis all non-overlying users and purveyors;
- 15 3. Apportioning water rights from the Basin in a fair and equitable manner and  
16 enjoining any and all uses inconsistent with such apportionment;
- 17 4. Granting a preliminary and permanent injunction restraining Defendants from  
18 taking groundwater from the Basin; and
- 19 5. Awarding Plaintiff and the Class the costs of this suit, including reasonable  
20 attorneys' and experts' fees and other disbursements, as well as such other and further relief as  
21 may be just and proper.

22 Dated: June 20, 2007

KRAUSE KALFAYAN BENINK  
& SLAVENS LLP

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26 Ralph B. Kalfayan, Esq.  
David B. Zlotnick, Esq.

27 Attorneys for Plaintiff and the Class  
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**PROOF OF SERVICE**

I, David Zlotnick, declare:

I am a resident of the State of California and over the age of eighteen years, and not a party to the within action; my business address is 625 Broadway, Suite 635, San Diego, California, 92101. On **June 20, 2007**, I served the within document(s):

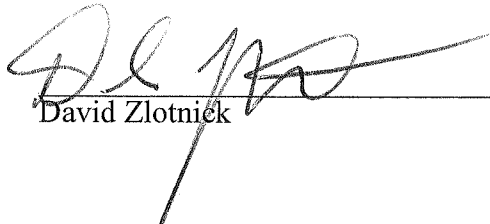
**FIRST AMENDED CLASS ACTION COMPLAINT**

- by posting the document(s) listed above to the Santa Clara County Superior Court website in regard to the Antelope Valley Groundwater matter.
- by placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at San Diego, California addressed as set forth below:
- by causing personal delivery by Cal Express of the document(s) listed above to the person(s) at the address(es) set forth below.
- by personally delivering the document(s) listed above to the person(s) at the address(es) set forth below.
- I caused such envelope to be delivered via overnight delivery addressed as indicated on the attached service list. Such envelope was deposited for delivery by UPS following the firm's ordinary business practices.

I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day with the postage thereon fully prepaid in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

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

Executed on June 20, 2007, at San Diego, California.




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David Zlotnick