

Exhibit 16

1 Ralph B. Kalfayan, SBN133464
David B. Zlotnick, SBN 195607
2 KRAUSE, KALFAYAN, BENINK
& SLAVENS LLP
3 Tel: (619) 232-0331
Fax: (619) 232-4019
4 Attorneys for Plaintiff and the Class
5
6
7
8

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

11 **ANTELOPE VALLEY**
12 **GROUNDWATER CASES**

)
) JUDICIAL COUNCIL COORDINATION
) PROCEEDING No. 4408
) Santa Clara Case No. 1-05-CV-049053
) Assigned to The Honorable Jack Komar
) Case No.

14 This Pleading Relates to Included Action:
REBECCA LEE WILLIS, on behalf of herself
15 and all others similarly situated,

)
) **SECOND AMENDED CLASS ACTION**
) **COMPLAINT FOR DAMAGES AND**
) **EQUITABLE RELIEF**

16 Plaintiff,

)
) **JURY TRIAL DEMANDED**

17 vs.

18 LOS ANGELES COUNTY WATERWORKS)
DISTRICT NO. 40; CITY OF LANCASTER;)
19 CITY OF LOS ANGELES; CITY OF)
PALMDALE; PALMDALE WATER)
20 DISTRICT; LITTLEROCK CREEK)
IRRIGATION DISTRICT; PALM RANCH)
21 IRRIGATION DISTRICT; QUARTZ HILL)
WATER DISTRICT; ANTELOPE VALLEY)
22 WATER CO.; ROSAMOND COMMUNITY)
SERVICE DISTRICT; MOJAVE PUBLIC)
23 UTILITY DISTRICT; CALIFORNIA WATER)
SERVICE COMPANTY and DOES 2 through)
24 1,000;

25 Defendants.
26 _____
27
28

///
28

1 Plaintiff, Rebecca Lee Willis, by her counsel, alleges on information and belief for her
2 Second Amended Complaint as follows:

3 **I.**
4 **NATURE OF THE ACTION**

5 1. Plaintiff brings this action on behalf of herself and the class of certain other private
6 landowners in the Antelope Valley (as defined below) seeking a judicial determination of their rights
7 to use the groundwater within the Antelope Valley Groundwater Basin ("the Basin"). In addition,
8 Plaintiff seeks damages and just compensation for herself and the Class arising from the government
9 entity defendants taking and interfering with plaintiff's and the Class' property rights. This action
10 is necessary in that defendants assert a common law prescriptive right to the groundwater in the
11 Basin which right they claim is superior to that of Plaintiff and the Class. By definition, a
12 prescriptive right requires a wrongful taking of non-surplus water from the Basin, in an open,
13 notorious, continuous, uninterrupted, hostile and adverse manner to the original owner for the
14 statutory period of five years. To the extent defendants fail to prove any element of prescription or
15 the evidence shows that defendants have indeed taken non-surplus water in derogation of the rights
16 of overlying landowners, plaintiff's and the Class's property interests have been damaged and/or
17 infringed.
18

19
20 2. As overlying landowners, Plaintiff and the Class have a property right in the water
21 within the Basin. Plaintiff and the Class also have a priority to the use of the Basin's
22 groundwater. To the extent the Government entity defendants assert rights to that ground water
23 or have taken non-surplus groundwater in derogation of the rights of the overlying landowners,
24 Plaintiff and the Class are entitled to damages and just compensation under the Fifth and
25 Fourteenth Amendments of the United States Constitution and Article 1, Section 19 of the
26 California Constitution.
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

II.
JURISDICTION AND VENUE

3. This Court has jurisdiction over this action pursuant to the California Constitution, Article XI, § 10 and under California Code of Civil Procedure (“CCP”) § 410.10.

4. 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, this case is related to Judicial Council Coordination Proceeding No. 4408, which is pending in this Court.

5. Plaintiff and the Class have suffered actual damages as a result of defendant’s unlawful conduct in a presently undetermined amount.

III.
THE PARTIES

6. Plaintiff REBECCA LEE WILLIS (“WILLIS”) resides in Palmdale, California. Willis owns approximately 10 acres of property at 200th Street West and Avenue “B” in Lancaster, California, within the Basin. Plaintiff’s property overlies percolating groundwater, the precise extent of which is unknown.

7. Defendants are persons and entities who claim rights to use groundwater from the Basin, whose interests are in conflict with Plaintiff’s interests. On information and belief, they are as follows:

A. Defendant LOS ANGELES COUNTY WATERWORKS DISTRICT NO. 40 is a public agency governed by the Los Angeles County Board of supervisors that drills and pumps water in the Basin and sells such water to the public in portions of the Antelope Valley.

B. Defendant PALMDALE WATER DISTRICT is a public agency that

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

pumps and/or provides groundwater from the Basin.

C. Defendant LITTLE ROCK CREEK IRRIGATION DISTRICT is a public agency that pumps and/or provides groundwater from the Basin.

D. Defendant PALM RANCH IRRIGATION DISTRICT is a public agency that pumps and/or provides groundwater from the Basin.

E. Defendant QUARTZ HILL WATER DISTRICT is a public agency that pumps and/or provides groundwater from the Basin.

F. Defendant ANTELOPE VALLEY WATER CO. is an entity that pumps and/or provides groundwater from the Basin.

G. Defendant ROSAMOND COMMUNITY SERVICE DISTRICT is an entity that pumps and/or provides groundwater from the Basin.

H. Defendant MOJAVE PUBLIC UTILITY DISTRICT is a public agency that pumps and/or provides groundwater from the Basin.

I. Defendant CALIFORNIA WATER SERVICE COMPANY is a California Corporation that pumps and/or provides groundwater from the Basin and is added herein as Doe 1. Defendants A-I shall collectively be referred to as "Appropriators."

J. Defendant CITY OF LANCASTER is a municipal corporation located within the County of Los Angeles.

K. Defendant CITY OF LOS ANGELES is a municipal corporation located within the County of Los Angeles.

L. Defendant CITY OF PALMDALE is a municipal corporation located within the County of Los Angeles.

1 M. DOE DEFENDANTS 2 through 1,000. Plaintiff alleges on information and
2 belief that at all relevant times DOE DEFENDANTS 2 through 1000, inclusive, are persons
3 or entities who either are currently taking or providing water from the Basin or claim rights
4 to take groundwater from the Basin. Plaintiff is presently unaware of the true names and
5 identities of those persons sued herein as DOE Defendants 2 through 1000 and therefore sues
6 these Defendants by these fictitious names. Plaintiff will amend this Complaint to allege the
7 Doe Defendants' legal names and capacities when that information is ascertained.
8

9
10 **IV.**
FACTUAL ALLEGATIONS COMMON TO ALL CLAIMS

11 8. The Antelope Valley Groundwater Basin is part of the South Lahontan Hydrologic
12 Region. The Basin underlies an extensive alluvial valley in the western Mojave Desert. The Basin
13 is bounded on the northwest by the Garlock fault zone at the base of the Tehachapi Mountains and
14 on the southwest by the San Andreas fault at the base of the San Gabriel Mountains. The Basin is
15 bounded on the east by ridges and low hills that form a groundwater divide and on the north by
16 various geographic features that separate it from the Fremont Valley Basin.
17

18 9. Average annual rainfall in the Basin ranges from 5 to 10 inches. Most of the Basin's
19 recharge comes from runoff from the surrounding mountains and hills – in particular, from the San
20 Gabriel and Tehachapi Mountains and from hills and ridges surrounding other portions of the Valley.
21

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

26 11. In recent years, however, population growth and urban demands have led to increased
27
28

1 pumping and declining groundwater levels. Plaintiff and the Class are informed and believe that at
2 some yet unidentified point in the past, the Appropriators began to extract groundwater from the
3 Antelope Valley to a point above and beyond an average annual safe yield. Plaintiff and the Class
4 are further informed and believe that future population growth and demands will place increased
5 burdens on the Basin. If the trend continues, demand will significantly exceed supply which will
6 cause damage to private rights and ownership in real property. Presently, the rights to the Basin's
7 groundwater have not been adjudicated and there are no legal restrictions on pumping. Each of the
8 Defendants is pumping water from the Basin and /or claims an interest in the Basin's groundwater.
9 Despite the actual and potential future damage to the water supply and the rights of owners of real
10 property within the Valley, the Appropriators have knowingly continued to extract groundwater from
11 the Basin, and increased and continue to increase their extractions of groundwater over time. The
12 Appropriators continued the act of pumping with the knowledge that the continued extractions were
13 damaging, long term, the Antelope Valley and in the short term, impairing the rights of the property
14 owners.

15
16
17 12. Plaintiff and the Class are informed and believe that the Appropriators pumped and
18 continue to pump water in excess of the safe yield with the knowing intent and belief that they could
19 take by claim of prescription, without compensation, the water rights of all landowners overlying the
20 Antelope Valley. Additionally, all Appropriators continued to pump ever increasing quantities of
21 groundwater, knowing that even if their prescriptive claims failed, they could preserve the right to
22 continue their pumping under a claim of an intervening public use. Despite the knowing intent to
23 take the overlying property landowners' rights, no Appropriator took any steps to inform or
24 otherwise notify Plaintiff or the Class of their adverse and hostile claim or that their pumping of
25 groundwater was an invasion of and a taking of the landowners' property rights.
26
27
28

1 13. None of the Appropriators have invoked the power of eminent domain nor paid any
2 compensation to overlying owners of land located within Antelope Valley for the property rights they
3 have knowingly taken.

4
5 14. Various water users have instituted suit to assert rights to pump water from the Basin.
6 In particular, Defendant L.A. Waterworks District 40 and other municipal Appropriators have
7 brought suit asserting that they have prescriptive rights to pump water from the Basin, which they
8 claim are paramount and superior to the overlying rights of Plaintiff and the Class. Those claims
9 threaten Plaintiff's right to pump water on her property.

10 15. Plaintiff Rebecca Willis purchased her ten (10) acre property in the Antelope Valley
11 in order to build a home and develop a landscape nursery. She purchased the property with the intent
12 of development in the future, upon retirement from her employment. The most important and
13 fundamental aspect of her purchase was the property right to use water below her land *in the future*,
14 i.e. from the Basin, since the property is not currently within a water district's service area. Her right
15 to use water below the surface of the land is a valuable property right- regardless of whether it is
16 presently exercised or will be exercised in the future. Without the right to use the water below her
17 property, her land is virtually worthless and her dreams of building a home and nursery cannot be
18 accomplished.

19
20
21 16. Plaintiff is informed and believes that defendant Appropriators have extracted so
22 much water from the Basin, by extracting non-surplus water that exceeds a safe yield for a period
23 as yet undetermined, that it has become too costly or will become too costly for her to drill a well
24 in the future. Plaintiff is further informed and believes that the water level has fallen to such an
25 unreasonable level that her property right in the use of the water has been infringed or
26 extinguished and her interest in the real property has been impaired by the diminution of its fair
27 value.

1 market value. The Appropriators have made it economically difficult, if not impossible, for her
2 to exercise her future right to use the water because they have extracted too much water from the
3 supply in the Basin. Her water rights and the value in the real property have been damaged and
4 will continue to be damaged unless this court intervenes on her behalf and on behalf of all
5 dormant landowners.
6

7
8 **V.**
CLASS ACTION ALLEGATIONS

9 17. Plaintiff brings this action on behalf of the following class:

10 All private (i.e., non-governmental) persons and entities that own real property within
11 the Basin, as adjudicated, and that are not presently pumping on their property and have not done so
12 within the five year period preceding the filing of this action. The Class excludes the defendants
13 herein, any person, firm, trust, corporation, or other entity in which any defendant has a controlling
14 interest or which is related to or affiliated with any of the defendants, and the representatives, heirs,
15 affiliates, successors-in-interest or assigns of any such excluded party. The Class also excludes all
16 persons to the extent their properties are connected to a municipal water system, public utility, or
17 mutual water company from which they receive water service.
18

19 18. The Class is so numerous that joinder of all members is impracticable. Plaintiff's
20 claims are typical of the claims of the members of the Class. Plaintiff and members of the class have
21 sustained damages arising out of the conduct complained of herein.
22

23 19. Plaintiff will fairly and adequately protect the interests of the members of the Class
24 and Plaintiff has no interests which are contrary to or in conflict with those of the Class members
25 she seeks to represent. Plaintiff has retained competent counsel experienced in class action litigation
26 to ensure such protection.
27
28

1 20. A class action is superior to other available methods for the fair and efficient
2 adjudication of this controversy since joinder of all members is impracticable. Plaintiff knows of
3 no difficulty that will be encountered in the management of this litigation that would preclude its
4 maintenance as a class action.
5

6 21. There are common question of law and fact as to all members of the Class, which
7 predominate over any questions affecting solely individual members of the Class. Specifically, the
8 Class members are united in establishing (1) their priority to the use of the Basin's groundwater
9 given their capacity as overlying landowners; (2) the determination of the Basin's characteristics
10 including yield; (3) adjudication of the Public Water Suppliers' groundwater rights including
11 prescriptive rights; (4) determination of a physical solution to water shortage conditions including
12 all parties' rights to store and recover non-native water in the Basin; (5) a taking, if any, under the
13 U.S. and California Constitution; (6) damages for trespass, interference, nuisance and conversion;
14 and (7) availability of injunctive relief.
15

16
17
18 **FIRST CAUSE OF ACTION**
19 **(For Declaratory Relief Against All Defendants)**

20 22. Plaintiff realleges and incorporates herein by reference each of the allegations
21 contained in the preceding paragraphs of this Complaint, and further alleges against Defendants
22 as follows:

23 23. By virtue of their property ownership, Plaintiff and the Class hold overlying rights
24 to the Basin's groundwater, which entitle them to extract that water and put it to reasonable and
25 beneficial uses on their respective properties.
26
27
28

1 24. Plaintiff is informed and believes, and on the basis of that information and belief
2 alleges, that each of the defendants presently extracts and/or purveys groundwater from the Basin
3 and/or asserts rights to that groundwater which conflict with the overlying rights of Plaintiff and
4 the Class.
5

6 25. Plaintiff is informed and believes and, on the basis of that information and belief,
7 alleges that each of the Defendants extracts groundwater primarily for non-overlying use – i.e.,
8 for use on properties other than the property on which the water is extracted. In addition, certain
9 of those defendants have asserted that they hold prescriptive rights to such water which they
10 claim are superior to the rights of Plaintiff and the Class.
11

12 26. Plaintiff's and the Class' present and planned overlying uses of the Basin's
13 groundwater are superior in right to any non-overlying rights held by the Appropriator
14 Defendants.
15

16 27. Plaintiff's and the Class' overlying rights need to be apportioned in a fair and
17 equitable manner among all persons holding rights to the Basin's water.
18

19 28. Plaintiff and the Class seek a judicial determination that their rights as overlying
20 users are superior to the rights of all non-overlying users and that they have correlative rights vis-
à-vis other overlying landowners.
21

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

25 30. By virtue of their property ownership, Plaintiff and the Class hold rights to utilize
26 or derive benefit from the storage capacity of the Basin. Plaintiff and the Class seek a judicial
27 determination as to priority and ownership of those rights. In addition, Plaintiff and the Class
28 contend that California Water Code Sections 55370, 22456, and 31040 limit the method, manner

1 and mode by which Appropriators may acquire private property and requires payment of
2 compensation through eminent domain proceedings. Plaintiff and the Class seek a declaration of
3 rights with respect to the constitutionality and applications of these Statutes.
4

5 **SECOND CAUSE OF ACTION**

6 **(Against All Defendants to Quiet Title)**

7 31. Plaintiff realleges and incorporates herein by reference each of the allegations
8 contained in the preceding paragraphs of this Complaint, and further alleges against Defendants as
9 follows:

10 32. Plaintiff and the Class own land overlying the Antelope Valley alluvial groundwater
11 basin. Accordingly, Plaintiff and the Class have appurtenant rights to pump and reasonably use
12 groundwater on their land.
13

14 33. Plaintiff and the Class herein request a declaration from the Court quieting title to
15 their appurtenant rights to pump and reasonably use groundwater on their land in the future.
16

17 **THIRD CAUSE OF ACTION**

18 **(Against All Defendant Appropriators For Damages Pursuant to
19 The California Constitution Takings Clause)**

20 34. Plaintiff realleges and incorporates herein by reference each of the allegations
21 contained in the preceding paragraphs of this Complaint, and further alleges against Defendants as
22 follows:

23 35. Article 1 Section 19 of the California Constitution provides as follows:

24 Private Property may be *taken or damaged* for public use only when just
25 compensation, ascertained by a jury unless waived, has first been paid to, or into
26 court for, the owner.

27 The scope of compensable injury to property is broader in California than other States or
28 under the U.S. Constitution. It includes a “taking” or “damage” to property. Here, Plaintiff’s and

1 the Class' interests have been infringed by the defendants. On information and belief, defendant
2 Appropriators have extracted and will continue to extract non-surplus groundwater from the Basin
3 in excess of a safe yield. Defendants allege that the production forms the basis of their claim for
4 prescriptive rights. Defendants' extraction of water above a safe yield has made it more difficult and
5 expensive for Plaintiff and the Class to use the water under their properties and constitutes an
6 invasion of Plaintiff's property interests and therefore a taking in violation of the California
7 Constitution. On information and belief, Plaintiff's and the Class' properties have been injured in
8 the form of degradation of the water level and degradation of the quality of the water, in addition to
9 the actual taking of non-surplus water.
10

11
12 36. The public entity Defendants claim priority rights to take and use the Basin's
13 groundwater by "prescription" and as a matter of public interest and need.

14 37. If and to the extent the public entities are granted rights to use the Basin's
15 groundwater with priority to the rights held by Plaintiff and other overlying landowners, Plaintiff and
16 the Class are entitled to just and fair compensation pursuant to Article 1, Section 19 of the California
17 Constitution for the diminution in fair market value of the real property. If and to the extent the
18 public entities are not granted rights to use the Basin's groundwater with priority to the rights held
19 by Plaintiff and other overlying landowners, Plaintiff and the Class are entitled to just and fair
20 compensation pursuant Article 1, Section 19 of the California Constitution for wrongful taking of
21 water rights.
22

23
24 **FOURTH CAUSE OF ACTION**
25 **(Against All Defendant Appropriators For Damages Pursuant to**
26 **The United States Constitution Takings Clause)**

27 38. Plaintiff realleges and incorporates herein by reference each of the allegations
28 contained in the preceding paragraphs of this Complaint, and further alleges against Defendants as

1 follows:

2 39. This cause of action is brought to recover damages against the Appropriators for
3 violation of Plaintiff's and the Class's right under the 5th and 14th Amendments of the U.S.
4 Constitution through the Appropriator's taking of private property for public use without paying just
5 compensation and depriving them of both substantive and procedural due process of law.
6

7 40. The Appropriators, and each of them are, and at all times mentioned in this second
8 amended complaint were, governmental entities with the capacity to sue and be sued. The
9 Appropriators, and each of them, were, at all times mentioned in this second amended complaint,
10 acting under color of state law.
11

12 41. At a yet unidentified historical point in time, the Appropriators began pumping water
13 from the Antelope Valley as permissive appropriators. Over the course of time, it is believed that
14 the aggregate amount of water being extracted from the Valley began to exceed the safe yield. Each
15 Appropriator continued to pump and increased its pumping of groundwater believing that given the
16 intervention of the committed public use, no injunction would issue to restrain and/or compel the
17 Appropriator to reduce its dependence upon such groundwater. Each Appropriator contends that
18 despite its status as a governmental entity, it can nonetheless take private property for a public use
19 under a theory of prescription and without compensation. Each Appropriator did not undertake any
20 affirmative action reasonably calculated and intended to provide notice and inform any affected
21 landowner of its adverse and hostile claim.
22

23 42. Plaintiff is informed and believes and thereon alleges that she was denied due
24 process of law prior to the taking of her property. This violation was a direct result of the
25 knowing customs, practices, and policies of the Appropriators to continue to pump in excess of the
26 supply, to suppress the assertion of their adverse and hostile claim, and the resulting ever increasing
27
28

1 intervening public use and dependence, without acceding to Constitutional limits.

2 43. The customs, practices, and policies of the Appropriators to prescript or adversely
3 possess the property rights of property owners and/or to establish a nonenjoinable intervening use
4 amounted to deliberate indifference to the rights of persons who stand to lose their rights to extract
5 water from the Antelope Valley for use on their property through the actions of each Appropriator
6 and all of them.

8 44. As a direct and proximate result of the acts of the Appropriators, Plaintiff and the
9 Class have suffered injury, loss, and damage, including a cloud upon the title to their real property,
10 a reduction in value, and the loss of rights in the future to extract and use groundwater from the
11 Valley.

13 **FIFTH CAUSE OF ACTION**
14 **(Public and Private Nuisance Against All Defendant Appropriators)**

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

18 46. The Appropriators' extractions of groundwater from the supply constitute a
19 continuing progressive nuisance within the meaning of Section 3479 of the Civil Code, in that
20 the Appropriators have interfered with the future supply of available water that is injurious to
21 Plaintiff's and the Class' rights to freely use and exercise their overlying property rights to
22 extract groundwater from the Basin. The Appropriators are attempting, through the combined
23 efforts of their pumping groundwater to take, and or alter, overlying property rights to use and
24 access the Antelope Valley supply.

1 51. Plaintiff realleges and incorporates herein by reference each of the allegations
2 contained in the preceding paragraphs of this Complaint, and further alleges against Defendants
3 as follows:

4
5 52. On information and belief, each Defendant alleges that it has produced more water
6 from the Basin than it has a right to produce as an Appropriator. Defendants allege that this
7 production forms the basis for their claims of prescriptive rights. To the extent that the alleged
8 production in excess of rights actually occurred, this alleged production of water constitutes a
9 trespass against plaintiff and the Class.

10
11 53. Defendants' use of the Basin's water has interfered with and made it more
12 difficult for plaintiff and the Class to exercise their rights.

13 54. Plaintiff requests that the Court award monetary damages to compensate for any
14 past injury that may have occurred to plaintiff and the Class by Defendants' trespass in an
15 amount to be determined at trial.

16
17 **SEVENTH CAUSE OF ACTION**
 (Conversion Against All Defendant Appropriators)

18 55. Plaintiff realleges and incorporates herein by reference each of the allegations
19 contained in the preceding paragraphs of this Complaint, and further alleges against Defendants
20 as follows:

21
22 56. Plaintiff and the Class are, and at all times relevant herein were, the owners of or
23 entitled to water rights in the Basin as overlying landowners.

24 57. Defendants wrongfully interfered with Plaintiff's interests in the above-described
25 property by extracting non-surplus water that exceed a safe yield and by claiming priority over
26
27
28

1 overlying landowners to water rights. Defendants conduct was without notice to plaintiff or the
2 Class.

3
4 58. As a result of Defendants' acts of conversion, plaintiff and the Class have been
5 damaged in the sum or sums to be proven at trial, including all compensatory damages. Plaintiff
6 and the Class are further entitled to compensation for the time and money expended to protect
7 their property rights.

8
9 59. In doing the acts herein alleged, Defendants acted with oppression, fraud, malice,
10 and in conscious disregard of the rights of Plaintiff, and Plaintiff is therefore entitled to punitive
11 damages according to proof at the time of trial.

12
13 **EIGHTH CAUSE OF ACTION**
(Against All Defendants For Injunctive Relief)

14 60. Plaintiff and the Class reallege and incorporate herein by reference each of the
15 allegations contained in the preceding paragraphs of this Complaint, and further allege against
16 Defendants as follows:

17
18 61. As overlying landowners, Plaintiff and the Class have superior rights to take and
19 make reasonable and beneficial use of the Basin's groundwater.

20 62. By pumping and selling water from the Basin, Defendants have interfered with and
21 made it more difficult for Plaintiff and the Class to exercise their rights to use that groundwater. If
22 allowed to continue, Defendants' pumping from and depletion of the Basin's groundwater will
23 further interfere with Plaintiff's and the Class's ability to exercise their lawful and superior rights
24 as overlying landowners to make reasonable use of the Basin's groundwater.

25
26 63. Plaintiff and the Class have no adequate remedy at law.

27 64. Unless the Court enjoins or limits Defendants production of water from the Basin,
28

1 Plaintiff and the Class will suffer irreparable injury in that they will be deprived of their rights to
2 use and enjoy their properties.

3
4 **PRAYER FOR RELIEF**

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

7 1. Determining that the instant action is a proper class action maintainable under
8 Section 382 of the Code of Civil Procedure;

9 2. Declaring that Plaintiff's and the Class' overlying rights to use water from the
10 Basin are superior and have priority vis-a-vis all non-overlying users and Appropriators;

11 3. Apportioning water rights from the Basin in a fair and equitable manner and
12 enjoining any and all uses inconsistent with such apportionment;

13 4. Awarding Plaintiff and members of the Class damages from the public entity
14 defendants in the full amount that will compensate Plaintiff and the Class for past and future
15 takings by those Defendants and damages for past and future property infringement;

16 5. Awarding economic and compensatory damages;

17 6. Awarding Plaintiff and the Class the costs of this suit, including reasonable
18 attorneys' and experts' fees and other disbursements; as well as such other and further relief as
19 may be just and proper.
20
21

22 Dated: May 6, 2008

KRAUSE KALFAYAN BENINK &
SLAVENS LLP

23
24
25 /s/ Ralph B. Kalfayan
Ralph B. Kalfayan, Esq.
David B. Zlotnick, Esq.
Attorneys for Plaintiff and the Class
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

PROOF OF SERVICE

I, Ashley Polyascko, 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 **May 6, 2008**, I served the within document(s):

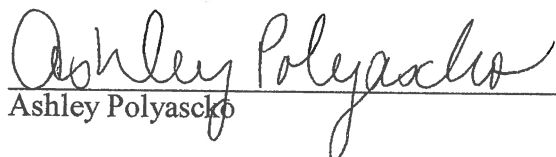
SECOND AMENDED CLASS ACTION COMPLAINT FOR DAMAGES AND EQUITABLE RELIF.

- 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 **May 6, 2008**, at San Diego, California.



 Ashley Polyascko