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

12 **ANTELOPE VALLEY**  
13 **GROUNDWATER CASES**

) RELATED CASE TO JUDICIAL  
) COUNCIL COORDINATION  
) PROCEEDING NO. 4408  
)

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

) **MARCH 15, 2011 SUPPLEMENTAL**  
) **DECLARATION OF DAVID B.**  
) **ZLOTNICK IN SUPPORT OF MOTION**  
) **FOR AN AWARD OF ATTORNEYS'**  
) **FEES**

16 Plaintiff,

17 vs.

18 LOS ANGELES COUNTY WATERWORKS  
19 DISTRICT NO. 40; CITY OF LANCASTER;  
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; PHELAN PINON HILL  
23 COMMUNITY SERVICE DISTRICT; and  
DOES 1 through 1,000;

) Date: March 22, 2011  
) Time: 9:00 a.m.  
) Place: Dept. 15 (CCW)  
) Judge: Hon. Jack Komar  
)

24 Defendants.  
25

26 I, David B. Zlotnick, declare and state as follows:

27 1. I am Of Counsel to the law firm of Krause Kalfayan Benink & Slavens LLP  
28 ("KKBS"), counsel for the Willis Class in the above captioned matter. I submit this declaration

1 in support of Plaintiff's Motion for An Award of Attorneys' Fees, Reimbursement of Expenses,  
2 and Class Representative Incentive Award. The matters stated herein are true to the best of my  
3 personal knowledge and, if called upon to testify thereto, I could and would competently do so.

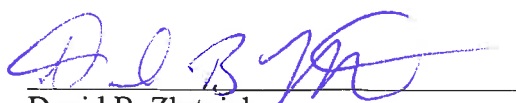
4           2.       Beginning with the 2008 settlement conferences facilitated by Bill Dendy, Class  
5 Counsel has consistently worked to settle this matter with the Defendant Public Water Suppliers.  
6 At those meetings, Class Counsel orally offered to accept the 15% allocation of native water to  
7 the Public Water Suppliers that is one of the basic terms of the Stipulation of Settlement recently  
8 approved by the Court. We did not receive any settlement proposal from Defendants at that time.

9           3.       In March and April 2009, Class Counsel conveyed to counsel for District 40 a  
10 written proposal to settle this matter that again provided for a 15% allocation of the native  
11 groundwater to the Suppliers. Although the parties subsequently engaged in follow up  
12 communications, we did not receive a counter-offer from Defendants at that time.

13           4.       Following the September 2009 mediation conducted by Justice Robie, we worked  
14 diligently to document the "handshake agreement" that we reached. We forwarded complete  
15 drafts of the Stipulation of Settlement and Proposed Final Judgment to counsel for all Defendants  
16 on November 5, 2009.

17           5.       Due primarily to Defendants' slow responses, we were not able to finalize the  
18 language of the Settlement documents until March 2010. We then had to wait until July 2010 for  
19 District 40 to approve the Settlement and until September 2010 for the last Defendants to  
20 formally agree to those documents.

21           I declare under penalty of perjury and under the laws of the State of California that the  
22 foregoing is true and correct. Executed this 15th day of March, 2011, in San Diego, California.

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27 David B. Zlotnick  
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