

EXHIBIT 18

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

10 ANTELOPE VALLEY
11 GROUNDWATER CASES

12 This Pleading Relates to Included Action:
REBECCA LEE WILLIS and DAVID
13 ESTRADA, on behalf of themselves and
all others similarly situated,

14 *Plaintiffs,*

15
16 v.

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

25 *Defendants.*

RELATED CASE TO JUDICIAL COUNCIL
COORDINATION PROCEEDING NO. 4408

**WILLIS CLASS' NOTICE AND MOTION TO
OBTAIN COURT ORDER PERMITTING
WILLIS CLASS COUNSEL TO SEEK
ADDITIONAL ATTORNEYS' FEES**

Date: March 26, 2015

Time: 10:00 AM

Place: Los Angeles County Superior Court,
111 North Hill Street, Room 222, Second Floor,
Los Angeles, CA 90012

Judge: Hon. Judge Komar

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28 **TO ALL PARTIES AND THEIR COUNSEL OF RECORD:**

1 **PLEASE TAKE NOTICE** that on March 26, 2015 at 10:00 am or as soon thereafter as
2 the matter may be heard, before the Honorable Judge Komar, Los Angeles County Superior
3 Court, 111 North Hill St., Los Angeles, CA 90012, the undersigned law firm, Class Counsel for
4 the Willis Class, will and hereby does move for a Court Order stating that, pursuant to paragraph
5 VIII.D.(c) of the Stipulation of Settlement filed in this case and entered as a Judgment on
6 September 21, 2011, Class Counsel may seek additional fees for specified efforts from Settling
7 Defendants¹ pursuant to Code of Civil Procedure 1021.5.

9 **MEMORANDUM OF POINTS AND AUTHORITIES**

10 **I. INTRODUCTION**

11 Plaintiff David Estrada (“Estrada”) and the Willis Class respectfully submit this
12 memorandum in support of their Motion to Obtain a Court Order for Permission to Seek
13 Additional Attorneys’ Fees.

14 The Stipulation of Settlement and Judgment entered by this Court provides that for “any
15 reasonable and appropriate efforts by Willis Class Counsel that are undertaken in response to a
16 written Court order stating that, pursuant to this provision, Class counsel may seek additional fees
17 for specified efforts from Settling Defendants pursuant to Code of Civil Procedure section
18 1021.5.” See, Stipulation of Settlement, ¶ VIII.D.(c) attached as Exhibit A. Class Counsel for
19 the Willis Class does not currently seek an award of fees; instead, Counsel merely seek an Order
20 stating that, pursuant to paragraph VIII.D.(c) of the Stipulation of Settlement, Class Counsel may
21 seek additional fees for specified efforts from Settling Defendants pursuant to C.C.P. Section
22 1021.5.
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¹ Defendants include District 40, Quartz Hill, Rosamond Community Service District, Desert Lake, Cal Water, City of Palmdale, Littlerock Creek, Palm Ranch and North Edwards. Palmdale Water District is not a party to paragraph VIII.D.(c).

1 The Case Management Orders (“CMO”) entered by this Court on November 4, 2014, and
2 on January 22, 2015, ordered the parties to prepare for a proceeding to adjudicate an overall
3 Physical Solution for the Antelope Valley Groundwater Adjudication. Class Counsel may not
4 have a mechanism to be paid for their work on behalf of the Willis Class in connection with the
5 Physical Solution proceeding (and beyond), unless this Court issues an Order permitting Class
6 Counsel to seek additional fees for specified efforts from the Settling Defendants pursuant to
7 C.C.P. Section 1021.5.² In order to ensure that the “significant benefits” gained by Class Counsel
8 in the Stipulation of Settlement for the 65,000-member Willis Class are included in the Physical
9 Solution adopted by the Court, Class Counsel will be required to work many hours to prepare and
10 participate in the Physical Solution proceeding. Class Counsel cannot reasonably be expected to
11 engage in that extensive work without compensation. Therefore, Plaintiff respectfully moves for
12 an Order permitting Class Counsel to seek additional fees for specified efforts from Settling
13 Defendants pursuant to C.C.P. Section 1021.5.

14 II. ARGUMENT

15 As this Court noted in originally awarding attorneys’ fees to Class Counsel for their work
16 on behalf of the Willis Class prior to the entry of Judgment in this case:

17 **without the filing of the class action, it would have been impossible to adjudicate the**
18 **rights of all persons owning property and water rights within the valley.** The
19 impossibility of 70,000 individual claims by land owners to water rights being adjudicated
20 in any other fashion needs little further discussion. **The inability of the judicial system**
21 **to conduct such adjudication in any other way is beyond argument.** The benefit to all
22 class members is clear and the benefit to all others living or owning property in the
23 Antelope Valley is enormous - all water rights will ultimately be established and if
24 necessary (as alleged) the reasonable and beneficial use of the water will be preserved for
all under the California Constitution.

25 *Order After Hearing on Motion by Rebecca Lee Willis and the Class for Attorneys’ Fees,*
26 *Reimbursement of Expenses and Incentive Award for Class Representative (hereinafter*
27 *“Attorneys’ Fees Order”), at 5:25 to 6:5 (emphasis supplied), see Exhibit B.*

28 ² Class Counsel reserve their right to seek compensation for efforts expended as a result of the Settling Defendants’
violations of the Stipulation of Settlement, as provided in that document.

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2 This Court concluded that Class Counsel had obtained “significant benefits” for the Willis
3 Class in the Stipulation of Settlement and Judgment and thus awarded attorneys’ fees of \$1.8
4 million (out of the requested \$2.4 million) pursuant to C.C.P. Section 1021.5.³ However, the
5 significant benefits obtained by Class Counsel for the Willis Class after five-plus years of hard-
6 fought litigation will only be realized by the 65,000 members of the Willis Class if Class Counsel
7 successfully ensures that those significant benefits are protected and incorporated into the
8 Physical Solution adopted by this Court. Otherwise, the significant benefits won for the Willis
9 Class will have been a Pyrrhic Victory at best, and a jurisdictional and inequitable nightmare of
10 epic proportions at worst.

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12 As this Court must recognize, ensuring that the significant benefits achieved by the Willis
13 Class are incorporated into the Physical Solution is not a self-executing proposition for Class
14 Counsel. Rather, Class Counsel will be required to expend many hours of work to adequately
15 represent the Willis Class Members in the upcoming Physical Solution proceeding. As with the
16 pre-Judgment work by Class Counsel, post-Judgment work of Class Counsel relating to the
17 Physical Solution should be paid by the Settling Defendants pursuant to C.C.P. § 1021.5. As a
18 preliminary matter, however, pursuant to Paragraph VIII.D.(c) of the Stipulation of Settlement,
19 Class Counsel must first obtain an Order from the Court stating that Willis Class Counsel are to
20 undertake reasonable and appropriate specified efforts in response to the CMO and are permitted
21 to seek additional attorneys’ fees for those specified efforts from Settling Defendants pursuant to
22 C.C.P. § 1021.5.
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28 ³ After months of delay, law and motion work, and appeal Class Counsel was paid approximately 70% of what the Court ordered.

1 Pursuant to the CMO signed by the Court on November 4, 2014, as amended on January
2 22, 2015, Class Counsel will be required to undertake the following efforts to enforce the
3 significant benefits gained by the Willis Class in the Stipulation of Settlement and Judgment:

- 4 1. Filing objections to the Wood Class Settlement, as necessary;
- 5 2. Filing a written statement of objections to the proposed Stipulated Judgment and
6 Physical Solution and a statement of the Class' rights to produce groundwater from the
7 Basin;
- 8 3. Disclosure of witnesses and exhibits regarding any objections to the proposed
9 Stipulated Judgment and Physical Solution and assertion of claims or rights to produce
10 groundwater from the Basin;
- 11 4. Discovery regarding objections to the proposed Stipulated Judgment and Physical
12 Solution and any assertion of claims or rights by the Non-Stipulating Parties;
- 13 5. Trials or hearings on final approval of the Wood Class Settlement and on prove up of
14 the Stipulated Judgment and Physical Solution, which shall include the taking of
15 evidence regarding the following subjects: Prescription by the Public Water Suppliers
16 (illegally raised against the Willis Class by the PWS in the proposed Stipulated
17 Judgment and Physical Solution); Proof of claim to produce groundwater by Non-
18 Stipulating Parties; Prove up of Physical Solution; Fairness and final approval of the
19 Wood Class Settlement.

20 In addition, Class Counsel has been or will be required to undertake the following
21 additional reasonable and appropriate specified efforts to enforce the significant benefits gained
22 by the Willis Class in the Stipulation of Settlement and Judgment:

- 23 1. Motions to Add Class Representatives, as necessary, including motion to add David
24 Estrada and Archdiocese of Los Angeles;

- 1 2. Motions for Experts and consideration of the Stipulated Proposed Physical Solution
- 2 and its attendant issues;
- 3 3. Any filings or legal proceedings necessary to ensure the ongoing viability of the Willis
- 4 Class.

5 All of the listed tasks are specified efforts that Willis Class Counsel will undertake in
6 order to represent the Willis Class as they are duty-bound to do. Requiring Willis Class Counsel
7 to undertake these efforts without any expectation of payment of their attorneys' fees would be
8 unreasonable and contrary to this Court's prior Judgment. Of course, Settling Defendants retain
9 the right to oppose the reasonableness of any fee request. As contemplated by the Willis Class
10 Stipulation of Settlement, Class Counsel merely request the right to later seek fees for their efforts
11 at an appropriate time.

12 As this Court previously ruled in its Attorneys' Fees Order, the criteria justifying a fee
13 award for Willis Class Counsel under Section 1021.5 have been met in this case. Further,
14 although the statute is worded in discretionary terms ("a court *may* award attorneys' fees"), the
15 case law is clear that, where the statutory criteria are met, fees *should* be awarded absent special
16 circumstances that mandate a different result. *See Serrano v. Unruh*, 32 Cal 3d 621, 633 (1982)
17 (fees should be awarded except where "special circumstances would render such an award
18 unjust"); *City of Sacramento v. Drew*, 207 Cal. App. 3d 1287, 1297 n.3 (1989)(no discretion to
19 deny a fee award if criteria are met); *Schmid v. Lovette*, 154 Cal. App. 3d 466 (1984)(defendant's
20 good faith belief that it was complying with law is not a basis to deny or reduce a fee award).

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III. CONCLUSION

For all the foregoing reasons, Plaintiff David Estrada and the Willis Class respectfully request that this Court issue an Order stating that, pursuant to paragraph VIII.D.(c) of the Stipulation of Settlement filed in this case and entered as a Judgment on September 21, 2011, Class Counsel may seek additional fees for the specified efforts listed in this Motion from Settling Defendants pursuant to Code of Civil Procedure 1021.5.

Dated: March 4, 2015

Respectfully submitted,

/s/ Ralph B. Kalfayan

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