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Attorneys for Plaintiff and the Class

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

**ANTELOPE VALLEY
GROUNDWATER CASES**

JUDICIAL COUNCIL COORDINATION
PROCEEDING NO. 4408

Included Actions: Los Angeles County
Waterworks District No. 40 v. Diamond
Farming Co., Superior Court of California,
County of Los Angeles, No. BC 32520;

Santa Clara Case No. 1-05-CV-049053
Honorable Jack Komar, Presiding

Los Angeles County Waterworks District No.
40 v. Diamond Farming Co., Superior Court of
California, County of Kern, Case No. S-1500-
CV-254-348;

**DECLARATION OF DAVID ZLOTNICK
IN SUPPORT OF PETITION FOR
COORDINATION OF ADD-ON CASE**

Wm. Bolthouse Farms, Inc. V. City of
Lancaster; Diamond Farming Co. V. City of
Lancaster; Diamond Framing Co. V. Palmdale
Water District; Superior Court of California,
County of Riverside, Cases No. RIC 353 840,
RIC 344 436, RIC 344 668;

Date: Not Set
Time: Not Set
Dept.: 17
Judge: Honorable Jack Komar
Coordination Trial Judge

This Document Relates To:

REBECCA LEE WILLIS, on behalf of herself
and all others similarly situated, Plaintiff,

vs.

LOS ANGELES COUNTY WATERWORKS
DISTRICT NO. 40, et al; Defendants.

Case No. BC 364 553

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

2 1. I am a member in good standing of the State Bar of California, and am Of Counsel
3 to the firm of Krause, Kalfayan Benink & Slavens LLC ("Krause Kalfayan"), Counsel for Rebecca
4 Lee Willis ("Willis"). Except where otherwise stated, I have personal knowledge of the matters set
5 forth herein and could and would competently testify as to such matters.

6 2. Attached hereto as Exhibit A is a true and correct copy of the Complaint filed in the
7 Superior Court of California for Los Angeles County on January 11, 2007 in the matter of *Rebecca*
8 *Lee Willis v. Los Angeles County Waterworks Dist. No. 40, et al.*, No. BC 364 553 ("the *Willis*
9 *action*").

10 3. The *Willis* action and the pending Antelope Valley Groundwater Cases share
11 numerous factual and legal issues, which predominate over any particular issues raised in either case.
12 I attempted to file the *Willis* action as a related case to this coordinated proceeding, but it was
13 assigned to Department 324 of the Los Angeles County Superior Court.

14 4. The defendants to the *Willis* action are as follows: Los Angeles County Waterworks
15 District No. 40; City of Lancaster; City of Los Angeles; City of Palmdale; Palmdale Water District;
16 Littlerock Creek Irrigation District; Palm Ranch Irrigation District; Quartz Hill Water District;
17 Antelope Valley Water Co.; Rosamond Community Service District; Mojave Public Utility District;
18 and Does 1 Through 1,000. No counsel have yet entered appearances for any of those parties. The
19 Summons and Complaint in the *Willis* action have not yet been formally served, but I have sent a
20 courtesy copy of that Complaint to many of the attorneys representing parties in this coordinated
21 proceeding.

22 5. I am not aware of any other actions pending in any court in this State that raises
23 substantial common questions with the pending matter other than the *Willis* action.

24 I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day
25 of February 2007 in San Diego, California.

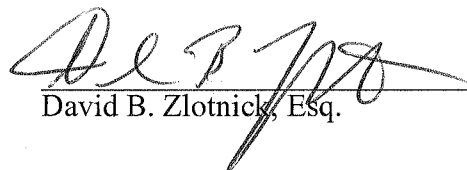
26
27
28 
David B. Zlotnick, Esq.

EXHIBIT A

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CONFORMED COPY
OF ORIGINAL FILED
Los Angeles Superior Court

JAN 11 2007

Attorneys for Plaintiff and the Class

John A. Clark, Executive Officer/Clerk
By D. Garcia, Deputy

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

REBECCA LEE WILLIS, on behalf of herself
and all others similarly situated,

Plaintiff,

vs.

LOS ANGELES COUNTY WATERWORKS
DISTRICT NO. 40; CITY OF LANCASTER;
CITY OF LOS ANGELES; CITY OF
PALMDALE; PALMDALE WATER
DISTRICT; LITTLEROCK CREEK
IRRIGATION DISTRICT; PALM RANCH
IRRIGATION DISTRICT; QUARTZ HILL
WATER DISTRICT; ANTELOPE VALLEY
WATER CO.; ROSAMOND COMMUNITY
SERVICE DISTRICT; MOJAVE PUBLIC
UTILITY DISTRICT; and DOES 1 through
1,000;

Defendants.

Case No.

BC364553

RELATED CASE TO JUDICIAL COUNCIL
COORDINATION PROCEEDING NO. 4408

CLASS ACTION

COMPLAINT FOR DECLARATORY AND
INJUNCTIVE RELIEF SEEKING
ADJUDICATION OF WATER RIGHTS; AND
FOR COMPENSATION PURSUANT TO
THE TAKINGS CLAUSES OF THE UNITED
STATES CONSTITUTION AND THE
CONSTITUTION OF THE STATE OF
CALIFORNIA

Plaintiff, Rebecca Lee Willis, by her counsel, alleges for her Complaint as follows:

I.
NATURE OF THE ACTION

1. Plaintiff brings this action on behalf of herself and the class of other private landowners in the Antelope Valley (excluding those actively participating in this litigation) seeking a judicial determination of their rights to use the groundwater within the Antelope Valley Groundwater Basin ("the Basin"). In addition, Plaintiff seeks just compensation for herself and the

1 Class to the extent any of the government entity defendants take rights to that groundwater that
2 otherwise belong to the Class of overlying landowners. This action is necessary in that the basin is
3 currently in a state of overdraft – i.e., the annual use of basin groundwater exceeds the average
4 annual natural recharge from precipitation and other sources. Hence, groundwater levels in the Basin
5 are gradually becoming lower to the detriment of Plaintiff and others similarly situated. As overlying
6 landowners, Plaintiff and the Class have priority to the use of the Basin’s groundwater. To the extent
7 the Government entity defendants assert rights to that groundwater, Plaintiff and the Class are
8 entitled to just compensation under the Fifth and Fourteenth Amendments of the United States
9 Constitution and Article 1, Section 19 of the California Constitution.

10 **II.**
11 **JURISDICTION AND VENUE**

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

14 3. Venue is proper in this jurisdiction pursuant to CCP § 395 in that Plaintiff resides in
15 Los Angeles County, a number of defendants reside in this County, and a substantial part of the
16 unlawful conduct at issue herein has taken place in this County. In addition, this case is related to
17 Judicial Council Coordination Proceeding No. 4408, which is pending in this Court.

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

20 **III.**
21 **THE PARTIES**

22 5. Plaintiff REBECCA LEE WILLIS (“WILLIS”) resides in Palmdale, California.
23 Willis owns approximately 10 acres of property at 200th Street West and Avenue “B” in Lancaster,
24 California, within the Basin, on which she intends to build a home and landscape nursery. Plaintiff’s
25 property overlies percolating groundwater, the precise extent of which is unknown.

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

28 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

1 in the Basin and sells such water to the public in portions of the Antelope Valley.

2 B. Defendant CITY OF LANCASTER is a municipal corporation that pumps and/or
3 provides groundwater from the Basin.

4 C. Defendant CITY OF LOS ANGELES is a municipal corporation that pumps and/or
5 provides groundwater from the Basin.

6 D. Defendant CITY OF PALMDALE is a municipal corporation that pumps and/or
7 provides groundwater from the Basin.

8 E. Defendant PALMDALE WATER DISTRICT is a public agency that pumps and/or
9 provides groundwater from the Basin.

10 F. Defendant LITTLEROCK CREEK IRRIGATION DISTRICT is a public agency that
11 pumps and/or provides groundwater from the Basin.

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

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

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

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

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

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

IV.
FACTUAL ALLEGATIONS COMMON TO ALL CLAIMS

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

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

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

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

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

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V.
CLASS ACTION ALLEGATIONS

12. Plaintiff brings this action on behalf of a class of all persons and entities that own one acre or larger parcels of land within the Basin, excluding those persons who are separately represented and participating in this litigation. Also excluded from the Class are the defendants herein, any person, firm, trust, corporation, or other entity in which any defendant has a controlling interest or which is related to or affiliated with any of the defendants, and the representatives, heirs, successors-in-interest or assigns of any such excluded party.

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

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

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

16. There are common question of law and fact as to all members of the Class, which predominate over any questions affecting solely individual members of the Class. Specifically, the Class members are united in establishing their priority to the use of the Basin's groundwater given their capacity as overlying landowners.

VI.
FIRST CAUSE OF ACTION
(For Declaratory Relief Against All Defendants)

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

1 18. By virtue of their property ownership, Plaintiff and the Class hold overlying rights
2 to the Basin's groundwater, which entitle them to extract that water and put it to reasonable and
3 beneficial uses on their respective properties.

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

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

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

15 22. Plaintiff's and the Class' overlying rights need to be apportioned in a fair and
16 equitable manner among all persons holding rights to the Basin's water, given the Basin's overdraft
17 condition.

18 23. Plaintiff and the Class seek a judicial determination that their rights as overlying
19 users are superior to the rights of all non-overlying users.

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

22 **SECOND CAUSE OF ACTION**
23 **(Against All Defendants For Damages Pursuant to**
 The California Constitution Takings Clause)

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

27 26. The public entity Defendants claim priority rights to take and use the Basin's
28 groundwater by "prescription" and as a matter of public interest and need.

27. If and to the extent the public entities are granted rights to use the Basin's groundwater with priority to the rights held by Plaintiff and other overlying landowners, Plaintiff and the Class are entitled to just and fair compensation pursuant to Article 1, Section 19 of the California Constitution.

THIRD CAUSE OF ACTION
**(Against All Defendants For Damages Pursuant to
The United States Constitution Takings Clause)**

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

29. The public entity Defendants claim prior rights to take and use the Basin's groundwater by "prescription" and as a matter of public interest and need.

30. If and to the extent the public entities are granted rights to use the Basin's groundwater with priority to the rights held by Plaintiff and other overlying landowners, Plaintiff and the Class are entitled to just and fair compensation pursuant to the Fifth and Fourteenth Amendments to the United States Constitution and 42 U.S.C. Section 1983.

VII. PRAYER FOR RELIEF

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

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

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

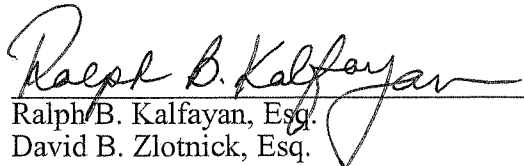
3. Apportioning water rights from the Basin in a fair and equitable manner and enjoining any and all uses inconsistent with such apportionment;

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

1 5. Awarding Plaintiff and the Class the costs of this suit, including reasonable attorneys'
2 and experts' fees and other disbursements; as well as such other and further relief as may be just and
3 proper.

4 Dated: January 10, 2007

KRAUSE KALFAYAN BENINK
& SLAVENS LLP

7 
8 Ralph B. Kalfayan, Esq.
9 David B. Zlotnick, Esq.

Attorneys for Plaintiff and the Class

1 **PROOF OF SERVICE**

2 I, Aimee Vignocchi, declare:

3 I am a resident of the State of California and over the age of eighteen years, and not a
4 party to the within action; my business address is 625 Broadway, Suite 635, San Diego,
Californai, 92101. On **February 7, 2007**, I served the within document(s):

5 **DECLARATION OF DAVID ZLOTNICK IN SUPPORT OF PETITION FOR**
6 **COORDINATION OF ADD-ON CASE**

7 ☒ by posting the document(s) listed above to the Santa Clara County Superior Court
website in regard to the Antelope Valley Groundwater matter.

8 ☒ by placing the document(s) listed above in a sealed envelope with postage thereon
9 fully prepaid, in the United States mail at San Diego, California addressed as set
forth below:

10 Hon. Ronald M. George, Chair
11 Judicial Council of California
455 Golden Gate Avenue
12 San Francisco, CA 94102-3660

13 ☐ by causing personal delivery by Cal Express of the document(s) listed above to the
person(s) at the address(es) set forth below.

14 ☐ by personally delivering the document(s) listed above to the person(s) at the
address(es) set forth below.

15 ☐ I caused such envelope to be delivered via overnight delivery addressed as
16 indicated on the attached service list. Such envelope was deposited for delivery
by UPS following the firm's ordinary business practices.

17 I am readily familiar with the firm's practice of collection and processing correspondence
18 for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same
19 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.

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

22 Executed on February 7, 2007, at San Diego, California.

23
24 
Aimee Vignocchi