

Attorneys for Plaintiff  
Rebecca Lee Willis and the Willis Class

## ANTELOPE VALLEY GROUNDWATER CASES

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

)  
 ) **REPLY DECLARATION OF RALPH B.**  
 ) **KALFAYAN IN SUPPORT OF**  
 ) **PETITIONERS' MOTION FOR A**  
 ) **SUPPLEMENTAL AWARD OF**  
 ) **ATTORNEYS' FEES**

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

Defendants.

///

1 I, Ralph B. Kalfayan, declare and state as follows:

2 1. I am a partner at the law firm of Krause Kalfayan Benink & Slavens, LLP  
3 (hereinafter "KKBS"), Class Counsel for the Willis Class in the above captioned matter. I submit  
4 this declaration in support of Plaintiffs' Motion for a Supplemental Award of Attorneys Fees and  
5 in reply to Los Angeles County Waterworks District No. 40's Opposition to Class Counsel's  
6 Motion for a Supplemental Award of Attorneys Fees. The matters stated herein are true to the  
7 best of my own personal knowledge and, if called upon as a witness to testify thereto, I would  
8 and could competently do so.  
9

10 2. Class Counsel's Motion for Supplemental Attorneys Fees seeks fees for the  
11 period from January 1, 2011 to May 13, 2011, the date the Court entered Final Judgment  
12 ("Motion"). Class Counsels' request is in accordance with the parties' stipulation of settlement.  
13 The Stipulation of Settlement provides: "Willis Class Counsel agree that they will not seek any  
14 attorneys' fees and/or costs from Settling Defendants for any efforts Willis Class Counsel  
15 undertake after the Court's entry of Final Judgment approving the Settlement." Counsel's work  
16 and related lodestar was incurred before the date of the Court's entry of judgment.  
17

18 3. Many of the other Public Water Suppliers have already paid the fees or have  
19 agreed to pay the fees that are the subject of dispute in this Motion. More specifically, Class  
20 Counsel has now settled the subject matter of this Motion with Defendants Palmdale Water  
21 District ("PWD"), Rosamond Community Services District ("RCSD"), Quartz Hill Water  
22 District ("QH") and Phelan Pinon Hills Community Service District ("PPHCSD"). As such,  
23 Willis Class Counsel hereby withdraws their request for fees in connection with this Motion as to  
24 those public water suppliers. The lodestar should be reduced by the sum of \$66,912.14 which  
25 represents the total payments from these four public water suppliers.  
26

27 4. Five public water suppliers have not opposed Plaintiff's request for supplemental  
28 fees- specifically, California Water Service Company ("Cal Water"), Little Rock Creek

1 Irrigation District (“LRID”), Palm Ranch Irrigation District (“PRID”), North Edwards Irrigation  
2 District (“NEID”), and Desert Lake Community Service District (“DLCSD”). Los Angeles  
3 County Waterworks #40 (“District 40”) is the only public water supplier that has formally  
4 opposed the Motion. The remaining lodestar as to these six public water suppliers is  
5 \$142,712.36 (\$209,624.50 requested less payment of \$66,912.14).

6  
7 5. The work performed from January 1, 2011 to May 13, 2011, can be summarized  
8 as follows:

9 a. Prepared Motion for Final Approval: Contrary to District 40’s assertion,  
10 Class Counsel prepared the Motion for Final Approval not the PWS. Class Counsel spent over 36  
11 hours researching and drafting the motion. Class Counsel also spent considerable time in  
12 addition tending to various other tasks associated with filing the motion including speaking with  
13 other necessary parties. The hours spent related to the Court approved Notice of Settlement  
14 which was distributed to over 65,000 class members on January 10, 2011 (Docket #4417).  
15 Subsequently, Class Counsel fielded numerous phone calls from Class Members and later, on  
16 January 21, 2011 filed the Motion for Order Granting Final Approval of the Willis Settlement  
17 (Docket #’s 4232-4237).

18  
19 b. Prepared all related Notices to Class Members regarding Final Approval:  
20 Contrary to District 40’s assertion, Class Counsel spent several hours preparing all the related  
21 notices. Attached as Exhibit 1 are e-mails from Mr. Jeff Dunn asking Class Counsel to prepare  
22 the necessary notices. Specifically, in response to the Notices sent, Class Counsel spent over 14  
23 hours speaking with Class Members.

24 c. Resolved Discovery Disputes: Class Counsel diligently pursued several  
25 issues related to Discovery. Class counsel spent over 29 hours researching and preparing  
26 discovery related disputes. In addition, Class Counsel expended many additional hours speaking  
27 with relevant parties in order to further resolve the matter. On February 2, 2011, Defendants  
28

1 filed an Ex Parte Application for Extension of Time (Docket # 4255). On February 3, 2011,  
2 Class Counsel opposed the Public Water Suppliers' Ex Parte Application (Docket # 4259). In  
3 addition, on January 11, 2011, Class Counsel served discovery on all Public Water Suppliers  
4 seeking billing record information (Docket # 4223). Subsequently, Public Water Suppliers filed  
5 objections (Docket #'s 4275-4280) to which Class Counsel responded to on February 22, 2011  
6 by filing an ex parte application for (1) leave to file a motion to compel discovery; (2) an order  
7 shortening time; and (3) an informal meet and confer before the court (Docket # 4300). Finally,  
8 the Court granted ex parte relief (Docket # 4316) to which the Public Water Suppliers filed their  
9 opposition (Docket #'s 4320-4322) and to which Class Counsel filed a reply brief (Docket #  
10 4333).

12 d. Engaged in Mediation: Class Counsel spent over 6 hours preparing for  
13 mediation. In addition, Class Counsel spent considerable time commuting to and from mediation  
14 as well as meeting with opposing counsel both before and after mediation.

15 e. Drafting Attorney Fees Motion: Class Counsel spent over 77 hours  
16 preparing motions and responses to Attorney Fee motions. More specifically, Class Counsel  
17 spent over 43 hours researching and drafting the original motion for fees. Subsequently, Class  
18 Counsel was forced to spend in excess of 29 hours responding to opposition to its motion for  
19 fees. Additionally, Class Counsel spent considerable more time working on these and other  
20 matters related to filing the Motion for an Award of Attorneys Fees, Reimbursement of expenses  
21 and a Class Representative Incentive Award (Docket #'s 4238-4248). Defendants filed five (5)  
22 separate briefs in opposition (Docket #'s 4323, 4324, 4326, 4328, and 4329). In response, Class  
23 Counsel filed four (4) separate reply briefs (Docket #'s 4338, 4341, 4343, 4350). Subsequently,  
24 LACWW filed a supplemental brief (Docket # 4358) to which Class Counsel also responded  
25 (Docket # 4365).  
26  
27  
28

1           6.       Class Counsel worked diligently and substantially on the matters listed above to  
2 further the interests of Class Members. Though District 40 alleges that Class Counsel worked  
3 only on “mundane housekeeping” these matters and the work associated with tending to them are  
4 neither mundane both facially and in substance and directly resulted from District 40’s actions.  
5 As is demonstrated above, each matter that was worked on by Class Counsel was necessary to  
6 furthering adjudication.  
7

8           7.       Class Counsel did not block bill time as a general billing practice. All of Class  
9 Counsel’s time between February and May is substantiated with detailed billing records. Though  
10 Class Counsel’s time billed in January is to some extent block billed, Class Counsel cured its  
11 billing practice post its Motion for Attorneys Fees Hearing with the Court. Class Counsels’  
12 billing is detailed and accurate and has been modified to provide even greater detail.

13           8.       Class Counsel went to great efforts to minimize the cost of necessary work. Time  
14 billed by Ms. Polyascko and Ms. Stewart for tasks such as expense charts and communicating  
15 with Class Members regarding Notice is paradigm of Class Counsel’s efforts to minimize time  
16 billed at higher hourly rates. Only complex matters related to Notice were referred to Senior  
17 Attorneys with all other inquiries handled by Ms. Polyascko and Ms. Stewart to the greatest  
18 extent ethically feasible. In addition, allegedly inappropriate work performed by Ms. Polyascko  
19 and Ms. Stewart regarding time charts was necessary to proceedings before this court. More  
20 specifically, generating expense charts identifying recoverable costs, finding corresponding  
21 invoices, and creating spreadsheets to substantiate fees requested were all submitted to this court.  
22 Such efficient business practices demonstrate good faith on the part of Class Counsel and reduce  
23 the amount of recoverable attorneys fees to the benefit of the public water suppliers and to the  
24 detriment of Class Counsel.  
25

26           9.       Mr. James’s time billed and tasks worked on are entirely reasonable. (Docket  
27 #4519, Exhibit 6.) Mr. James continued to consult on water law issues while KKBS took the  
28

1 laboring oar on all other relevant matters. Mr. James also contributed to the following matters:  
2 (1) Points and Authorities in support of the motion for attorneys fees; (2) reviewing final motions  
3 for approval of the settlement agreement; (3) researching the right of a party opposing a motion  
4 for attorney fees to conduct discovery; (4) researching the California Public Records Act in  
5 relation to public water suppliers; and (5) attendance at Court hearings and travel time to attend  
6 for example ex parte hearings at the Los Angeles Superior Court requested by the water  
7 purveyors. As such, Mr. James's billed time is completely reasonable since his lodestar was at  
8 all times at risk of non-payment.  
9

10 10. Class Counsel agreed to stop accruing attorneys' fees, subject to certain  
11 enumerated exceptions, upon entry of judgment. Despite ceasing to recover attorneys fees for  
12 hours expended on this present case, which precludes Class Counsel from spending time and  
13 billing on their other cases, Class Counsel is still diligently pursuing the best interests of Class  
14 Members and is tending to this adjudication. Specifically, Class Counsel still expends time and  
15 resources to communicate with Class Members. In addition, Class Counsel also regularly  
16 monitors developments in the present case. Yet, District 40 and some of the other public water  
17 suppliers continue to oppose Class Counsel's fee request and refuse to pay what has already been  
18 ordered by the Court.  
19

20 11. Class Counsel respectfully requests that the Court award \$142,712.36 in  
21 attorneys' fees for the work performed over the supplemental period against District 40,  
22 California Water Service Company, Little Rock Creek Irrigation District, Palm Ranch Irrigation  
23 District, North Edwards Irrigation District, and Desert Lake Irrigation District.

24 12. I declare under penalty of perjury and under the laws of the State of California  
25 that the foregoing is true and correct. Executed this 23<sup>rd</sup> day of August, 2011, in San Diego,  
26 California.  
27

28 /s/ Ralph B. Kalfayan  
Ralph Kalfayan