

Ralph B. Kalfayan, SBN133464  
David B. Zlotnick, SBN 195607  
KRAUSE, KALFAYAN, BENINK  
& SLAVENS LLP  
625 Broadway, Suite 635  
San Diego, CA 92101  
Tel: (619) 232-0331  
Fax: (619) 232-4019

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  
)  
)

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

) CASE NO. BC 364553  
)

Plaintiff,

) **DECLARATION OF DAVID B.  
ZLOTNICK IN SUPPORT OF EX PARTE  
APPLICATION FOR ENTRY OF  
[PROPOSED] AMENDMENT TO FINAL  
JUDGMENT APPROVING CLASS**

vs.

) **ACTION SETTLEMENT TO ADD  
PROVISION RE ATTORNEYS FEES AND  
COSTS**  
)  
)

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; and DOES 1 through  
1,000;

) Date: September 22, 2011  
) Time: 9:00 a.m.  
) Place: Telephonic

Defendants.

) Judge: Hon. Jack Komar  
) Coordination Trial Judge  
)  
)

I David B. Zlotnick, declare:

1. I am an attorney duly admitted to practice before the California courts and am Of

1 Counsel at Krause, Kalfayan, Benink & Slavens, LLP, attorneys for Plaintiff Rebecca Lee Willis  
2 and the Willis Class. I have personal knowledge of the facts set forth herein and am competent  
3 to testify thereto.

4 2. I gave notice of this ex parte application to Jeffrey Dunn, counsel for Waterworks  
5 District 40, on September 19, 2011, at 1:40 p.m.

6 3. By Order dated May 4, 2011, this Court awarded attorneys' fees to Class Counsel  
7 in the amount of \$1,839,494 and costs in the amount of \$65,057.68 pursuant to Civil Code  
8 Section 1021.5.

9 4. On May 13, 2011, this Court entered Final Judgment Approving [the] Willis Class  
10 Action Settlement in the form that the settling parties had previously agreed upon. *No party*  
11 *timely sought reconsideration of or appealed from either the Fee Order or the Final Judgment.*

12 5. This Court subsequently awarded supplemental fees to Class Counsel in the  
13 amount of \$160,662.50.

14 6. Certain Defendants have now either paid or agreed to pay Class Counsel's fees  
15 (including a share of the supplemental award) in the cumulative amount of \$826,828.26; other  
16 Defendants, including Los Angeles County Waterworks District No. 40 have failed and refused  
17 to make any payment.

18 7. The Final Judgment expressly provides that "[w]ithout affecting the finality of  
19 this Judgment, the Court hereby reserves and retains jurisdiction over this Settlement, including  
20 the administration and consummation of the Settlement, . . ." ¶ 20. The Final Judgment further  
21 provides that the "court retains jurisdiction to consider an application by Plaintiff and Class  
22 Counsel for an award of attorneys' fees and reimbursement of costs . . . and the Court retains  
23 jurisdiction to enter such further Orders." ¶ 21.

24 8. The language of the Final Judgment was negotiated and agreed upon among  
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1 Willis Counsel and Counsel for the Settling Defendants, primarily counsel for Waterworks  
2 District 40.

3 9. Defendant Los Angeles County Waterworks District No. 40 has asked the Court  
4 to amend the judgment so that Defendants may pay the fee award under the provisions provided  
5 by Government Code Section 965 et seq. By Minute Order dated August 30, 2011, this Court  
6 authorized District 40 to file an ex parte application to amend the final judgment, but District 40  
7 has failed to file any such application.

8  
9 8. Class Counsel have attempted to reach a compromise with District 40 that would  
10 permit Defendants to make payment pursuant to Government Code Section 965 et seq, but we  
11 were unable to obtain agreement from Defendant's counsel. Class Counsel desire to bring this  
12 matter to closure as promptly, fairly, and efficiently as possible.

13 I declare under penalty of perjury under the laws of the State of California that the  
14 foregoing is true and correct. Executed this 19<sup>th</sup> day of September 2011 at San Diego,  
15 California.

16 /s/David B. Zlotnick  
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