SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF LOS ANGELES

3	COORDINATED PROCEEDING SPECIAL TITLE (Rule 1550(b))	JUDICIAL COUNCIL COORDINATION PROCEEDING NO. 4408
5 6 7 8	ANTELOPE VALLEY GROUNDWATER CASES Included Actions: REBECCA LEE WILLIS, on behalf of herself and all others similarly situated, Plaintiff,))))))) (PROPOSED] ORDER MODIFYING) DEFINITION OF PLAINTIFF CLASS)
10	Vs.	
11 12 13 14 15	LOS ANGELES COUNTY WATERWORKS DISTRICT NO. 40; et al., Defendants. Los Angeles County Superior Court Case No. BC 364 553 AND RELATED ACTIONS	Hearing: Date: March 3, 2008 Time: 10:00 a.m. Place: Dept. 1 (L.A. Super. Ct.) Judge: Hon. Jack Komar
17	WHEREAS, this matter came before the c	ourt for Hearing on March 3, 2008 on Los Angeles.

WHEREAS, this matter came before the court for Hearing on March 3, 2008 on Los Angeles County Waterworks District No. 40's Motion to Modify Definition of Plaintiff Class (the "Motion to Modify");

WHEREAS, the Court entered an Order on September 11, 2007 certifying a plaintiff Class defined as follows:

"All private (i.e., non-governmental) persons and entities that own real property within the Basin, as adjudicated, that are not presently pumping water on their property and did not do so at any time during the five years preceding January 18, 2006 ("the Class"). The Class includes the successors-in-interest by way of purchase, gift, inheritance, or otherwise of such landowners.

The Class excludes 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, affiliates, successors-in-interest or assigns of any such excluded party. The Class also excludes all persons to the extent their properties are connected to a municipal water system, public utility, or mutual water company from which they receive or are able to receive water service, as well as owners of properties within the service areas



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of the foregoing water purveyors as to which there is a water system agreement or water service agreement providing for the provision of water service by such purveyors."

NOW, THEREFORE, having considered and reviewed the Motion to Modify, the points and authorities in support thereof, the responsive papers filed by other parties, and having considered the file in this matter and the arguments presented at the hearing on the Motion and in connection with prior Class Certification proceedings, and good cause appearing thereon;

THE COURT FINDS AS FOLLOWS:

- In order to achieve a comprehensive, binding, and lasting adjudication of the water 1. rights at issue in this matter, it is essential that all landowners within the Antelope Valley Basin be made parties to this proceeding, at least with respect to the preliminary issues of (a) the characteristics of the Basin, including issues of safe yield, and (b) the validity of the public water suppliers' prescription claims.
- 2. The only practical means to join all landowners as parties is through the use of one or more classes.
- The Class of private landowners set forth below satisfies all of the requirements of 3. Section 382 of the California Code of Civil Procedure and due process.
- 4. The proposed Class is so numerous that joinder of all members would be impracticable.
- 5. At least with respect to the preliminary issues set forth above, the claims asserted on behalf of Plaintiff Willis are typical of those asserted on behalf of the absent Class members.
- 6. At least with respect to the preliminary issues set forth above, the claims asserted on behalf of the Class raise common issues of fact and law, which predominate over any individual issues.
- 7. At least with respect to the preliminary issues set forth above, Willis is an adequate representative of the Class in that she is actively asserting her rights and those of the absent Class members; and there is no adversity or conflict between Willis' claims and those of the Class with respect to those issues.
 - Willis' counsel is adequate and capable to represent the Class, at least with respect

to the preliminary issues set forth above.

- 9. Given the presence of a large number of capable and experienced counsel representing the interests of persons pumping groundwater, the interests of the Class members who are pumping water will be adequately protected to the extent that there is any conflict between the interests of such persons and the interests of non-pumpers.
- 10. Class certification is the superior means to adjudicate this matter, especially in light of the need to obtain a comprehensive adjudication of water rights that is binding on all landowners within the Basin.

WHEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

I. The Court hereby modifies its prior certification order and certifies the following Class in the above action, limited to the preliminary issues of (a) the characteristics of the Basin, including issues of safe yield, and (b) the validity of the public water suppliers' prescription claims.

"All private (i.e., non-governmental) persons and entities that own real property within the Basin, as adjudicated ("the Class"). The Class includes the successors-in-interest by way of purchase, gift, inheritance, or otherwise of such landowners.

The Class excludes (a) all persons who have appeared in this litigation through counsel, (b) all persons who have pumped in excess of 100 acre feet per year during any of the last five years, a list of whom are being filed under seal by movant, and (c) all persons who own parcels of less than one acre who receive water service from a public entity.

- II. The Court designates Rebecca Lee Willis as the representative of the Class and the law firm of Krause Kalfayan Benink & Slavens LLP as Counsel for the Class.
 - III. The Court hereby certifies the following subclass (the "Subclass"):

"All Class members who have not pumped ground water on their property at any time since January 18, 2001."

IV. The Court designates Rebecca Lee Willis as the representative of the Subclass and the law firm of Krause Kalfayan Benink & Slavens LLP as Counsel for the Subclass. In connection with any settlement negotiations, Class Counsel shall only negotiate on behalf of the Subclass. The Courts shall appoint counsel to represent the interests of the other Class members for settlement purposes or other purposes, if necessary.

IT IS SO ORDERED.

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Dated: _____

HON. JACK KOMAR JUDGE OF THE SUPERIOR COURT