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8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 COUNTY OF LOS ANGELES – CENTRAL DISTRICT
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11 Coordinated Proceeding
12 Special Title (Rule 1550(b))

13 ANTELOPE VALLEY GROUNDWATER
14 CASES

15 Included Actions:

16 Los Angeles County Waterworks District
17 No. 40 v. Diamond Farming Co.,
18 Los Angeles County Superior Court
19 Case No. BC 325 201;

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

24 Wm. Bolthouse Farms, Inc. v. City of
25 Lancaster, Diamond Farming Co. v. City of
26 Lancaster, Diamond Farming Co. v.
27 Palmdale Water Dist.,
28 Riverside County Superior Court
Consolidated Action, Case Nos.
RIC 353 840, RIC 344 436, RIC 344 668

Rebecca Lee Willis v. Los Angeles County
Waterworks District No. 40
Los Angeles County Superior Court
Case No. BC 364 553

AND RELATED CROSS-ACTIONS.

Judicial Council Coordination
Proceeding No. 4408

**[PROPOSED] ORDER AMENDING AND
MODIFYING COURT'S CLASS
CERTIFICATION ORDER DATED
SEPTEMBER 11, 2007**

Hearing Date: March 3, 2008
Time: 10:00 a.m.
Department: 1, Room 534
111 North Hill Street
Los Angeles, CA 90012

Judge: Hon. Jack Komar

1 The matter having come before the Court for hearing on March 3, 2008 on a motion by
2 defendants California Water Service Company; City of Lancaster; City of Palmdale; Littlerock
3 Creek Irrigation District; Los Angeles County Water Works District No. 40, Antelope Valley;
4 Palmdale Water District; Rosamond Community Services District; Palm Ranch Irrigation
5 District; and Quartz Hill Water District (collectively, "Public Water Suppliers") to amend or
6 modify the Class Certification Order dated September 11, 2007 ("Order"), and having considered
7 and reviewed the notice of motion and motion, the points and authorities in support thereof, the
8 responsive papers filed by other parties, having considered the complete files and records of this
9 action, the arguments presented at the hearing on the motion, and good cause appearing thereon;

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11 THE COURT FINDS AS FOLLOWS:

- 12 1. The proposed amended or modified Class of landowners satisfies all of the
13 requirements of Section 382 of the California Code of Civil Procedure and due
14 process.
- 15 2. There is substantial evidence in the files and record that the proposed amended or
16 modified Class is so numerous that joinder of all members would be impracticable.
- 17 3. The proposed amended or modified Class of landowners has particular issues or
18 claims asserted that are typical of those asserted by Plaintiff Willis on behalf of the
19 absent Class members.
- 20 4. A well defined community of interest exists because class members have certain
21 predominate questions of law and fact. All members of the Class are private
22 landowners within the Court determined Adjudication Area ("Basin). Each
23 member of the class claims a common correlative and overlying right to the
24 Basin's native groundwater for class members' reasonable and beneficial use on
25 their property. Each class member claims the right has a priority over Public
26 Water Suppliers' rights including alleged prescriptive rights. Determination of the
27 Basin's characteristics, including safe yield, are predominate common questions of
28 fact and law for each class member because the determinations will decide how

1 much water safely withdrawn from the Basin. Without Basin characteristics and
2 yield determinations, all class members are at risk from the existing "free for all"
3 groundwater pumping which can create overdraft conditions, and threatens all
4 parties' ability to rely upon the Basin for a safe and reliable groundwater supply.
5 Additionally, the determinations are necessary for the Court to decide whether
6 Public Water Suppliers have acquired prescriptive rights to the Basin's native
7 groundwater.

- 8 5. The Court finds there are particular common issues of fact and law, and those
9 common issues predominate over any individual issues including the (1)
10 determination of the Basin's characteristics including yield; (2) adjudication of the
11 Public Water Suppliers' groundwater rights including prescriptive rights; and (3)
12 determination of physical solutions to water shortage conditions including all
13 parties' rights to store and recover non-native water in the Basin.
- 14 6. The Court finds that Ms. Willis is an adequate representative of the amended or
15 modified Class in that she is actively asserting her rights and those of the absent
16 Class members, and there is no adversity or conflict between Willis' claims and
17 those of the amended and modified Class as to its limited issues or claims
18 specified herein.
- 19 7. Willis' counsel is adequate and capable to represent the Class as amended or
20 modified by this Order.
- 21 8. The amended or modified class certification is the superior means to adjudicate
22 this matter, especially in light of the need to obtain a comprehensive allocation of
23 water rights that is binding on all landowners within the Basin.
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WHEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. Defendant Public Water Suppliers' motion is granted as modified herein, and the Court hereby amends or modifies its existing Class Certification Order dated September 11, 2007 as follows:

The class definition in Paragraph 1 of the Order is amended or modified to delete the phrase "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 following paragraph is added after the last sentence in Paragraph 1 of the Order: "The Court certifies the Class for the (1) determination of the Basin's characteristics including yield; (2) adjudication of the Public Water Suppliers' groundwater rights including prescriptive rights; and (3) determination of physical solutions to water shortage conditions including all parties' rights to store and recover non-native water in the Basin."

2. The Court hereby amends or modifies its existing Class Certification Order dated September 11, 2007 and certifies the following Class in the above action:

"All private (i.e., non-governmental) persons and entities that own real property within the Basin, as adjudicated. 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 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 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."

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2 3. The class action is limited to the following particular issues of law and fact that are
3 common to class members in these proceedings: (1) determination of the Basin's
4 characteristics including yield; (2) adjudication of the Public Water Suppliers'
5 groundwater rights including prescriptive rights; and (3) determination of physical
6 solutions to water shortage conditions including all parties' rights to store and
7 recover non-native water in the Basin.

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9 4. A class action is superior to other available methods for the fair and efficient
10 adjudication of the controversy.

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12 5. The Court further certifies Rebecca Lee Willis as the representative of the Class as
13 amended and modified by this Order, and certifies the law firm of Krause,
14 Kalfayan, Benin & Slavens LLP as counsel for the Class.

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16 SO ORDERED.

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18 DATED: _____, 2008

HON. JACK KOMAR

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PROOF OF SERVICE

I, Kerry V. Keefe, declare:

I am a resident of the State of California and over the age of eighteen years, and not a party to the within action; my business address is Best Best & Krieger LLP, 5 Park Plaza, Suite 1500, Irvine, California 92614. On March 11, 2008, I served the within document(s):

**[PROPOSED] ORDER AMENDING AND MODIFYING COURT'S CLASS
CERTIFICATION ORDER DATED SEPTEMBER 11, 2007**



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



by placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at Irvine, California addressed as set forth below.



by causing personal delivery by ASAP Corporate Services of the document(s) listed above to the person(s) at the address(es) set forth below.



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

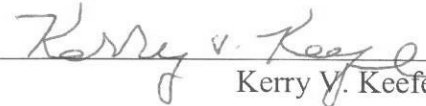


I caused such envelope to be delivered via overnight delivery addressed as indicated on the attached service list. Such envelope was deposited for delivery by Federal Express following the firm's ordinary business practices.

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

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

Executed on March 11, 2008, at Irvine, California.


Kerry V. Keefe