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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

This Pleading Relates to Included Action:

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.

) RELATED CASE TO JUDICIAL  
) COUNCIL COORDINATION  
) PROCEEDING NO. 4408

) The Honorable Jack Komar  
) Coordination Trial Judge

) DECLARATION OF REBECCA LEE  
) WILLIS IN SUPPORT OF APPLICATION  
) FOR AN INCENTIVE AWARD

) Date: March 22, 2011  
) Time: 10:00 a.m.  
) Dept: CCW - Dept. 15

I, REBECCA LEE WILLIS, declare:

1. I own a 10 acre property in the Antelope Valley and am the representative of the  
non-pumping ("dormant") landowner Class. I make this declaration in support of my application

1 for an incentive award in connection with the settlement of this litigation. I have personal  
2 knowledge of the facts contained in this declaration and am competent and willing to testify to  
3 the facts herein.

4 2. I first learned of the existence of the Antelope Valley Groundwater cases (the  
5 "Adjudication") in the spring of 2005 during a conversation with AGWA member John Calandri,  
6 who met me on my Antelope Valley property at 200th Street West and Avenue B to discuss an  
7 unrelated matter.

8 3. From that time forward, I educated myself about the Adjudication by obtaining  
9 copies of the pleadings and reading them.

10 4. I followed developments in the Adjudication because of my concern about the  
11 potential impact on me and others in my situation. Although I cannot remember the exact dates,  
12 I remember that the lawsuits were transferred from Riverside Superior Court to Orange County  
13 Superior Court and that the Orange County Superior Court referred the cases to the Judicial  
14 Council.

15 5. From the spring of 2005 to the time that Krause Kalfayan Benink & Slavens LLP  
16 agreed to represent me in November 2006, I contacted several attorneys trying to find someone  
17 to take on this matter and protect my interests and those of others similarly situated.

18 6. I contacted a number of attorneys after reading about them in the Los Angeles  
19 Daily Journal. Whenever property-rights attorneys were mentioned in that newspaper, I called  
20 them and asked if they'd represent me. All declined; some referred me to other attorneys.

21 7. I contacted the Pacific Legal Foundation. It also declined to represent me. I  
22 remember that the foundation declined because my case was "too fact intensive."

23 8. With my employer's permission, I attended some of the fall 2006 Court  
24 proceedings. I became increasingly concerned because of discussions I overheard in Court about  
25 certifying a class of small landowners. I contacted several attorneys in the Adjudication, either  
26 by phone or in person at the proceedings in the fall of 2006. I remember speaking with Messrs.  
27 Fife, Joyce, Pfaeffle, Sanders, Sloan, and Weinstock about the case and about getting  
28 representation.

1           9.       At one of the hearings, someone cited a treatise on water law edited by Robert  
2 Beck. I called Professor Beck. He told me that Harrison Dunning had written the section  
3 dealing with California. I called Harrison "Hap" Dunning, who suggested that I call attorney  
4 Antonio Rossman because "he likes an underdog." Mr. Rossmann declined to represent me.

5           10.      I eventually obtained the name of the Krause Kalfayan firm and spoke with  
6 Messrs Kalfayan and Zlotnick about representing me and other dormant landowners. I explained  
7 the case to them and asked them to consider representing me and a Class of other small  
8 landowners.

9           11.      I met with David Zlotnick on the Friday after Thanksgiving 2006 to discuss  
10 representation. He made it clear that his firm had no experience in groundwater adjudications,  
11 but I explained the fact that I had contacted numerous "water lawyers," all of whom were either  
12 involved in the litigation or unwilling to take on a risky and complicated matter such as this. I  
13 verified that Krause Kalfayan was AV-rated. Shortly thereafter, I retained Krause Kalfayan to  
14 represent me and the Class of dormant landowners.

15          12.      Even after retaining counsel, I remained actively involved in this matter as  
16 appropriate. I followed the case by reading all of the significant pleadings online. If I didn't  
17 understand something, I either e-mailed or called my attorneys. We were in frequent contact  
18 over the years regarding the progress of this matter.

19          13.      Over the following years, I attended several of the hearings that were of particular  
20 import to the Willis Class, but skipped many, confident that our attorneys were doing a capable  
21 job.

22          14.      I also attended other meetings relevant to the Adjudication. In the spring or  
23 summer of 2009 I attended two "town hall" meetings organized by Gene Nebeker. At those  
24 sessions I told the audience who I was and explained the claims being asserted on behalf of the  
25 dormant Class.

26          15.      In 2008-09, I attended between 5-10 settlement meetings. I attended a meeting  
27 with my counsel and Bill Dendy, who was trying to facilitate a settlement, as well as many, but  
28 not all, of the "principals' meetings" that were being held in an effort to reach a settlement. The

1 meetings involved broad discussions of many of the issues that needed to be addressed as part of  
2 any settlement, but there was no agreement reached on any significant issue.

3 16. I also responded to the discovery that was propounded upon me, gathering  
4 documents and discussing interrogatory responses with my attorneys.

5 17. I actively discussed the settlement negotiations and terms with my counsel,  
6 satisfying myself that the terms were reasonable and fair.

7 18. I did not keep track of all of my activities in this matter and the foregoing is  
8 merely a summary of the activities that I now recall. I am confident that I spent many hundreds  
9 of hours protecting my interests and those of the Class.

10 19. Attached hereto are the first pages of some of the many e-mails that I sent my  
11 counsel regarding this matter over the last four years, the contents of which have been redacted  
12 to avoid waiving any privilege. There were many more such e-mails.

13 I declare under penalty of perjury under the laws of California that the foregoing is true  
14 and correct. Executed on this 30<sup>th</sup> day of March 2011, in Tehachapi, California.

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18 Rebecca Lee Willis  
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