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**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 RALPH B.  
KALFAYAN IN SUPPORT OF NOTICE OF  
MOTION AND MOTION  
FOR RECONSIDERATION OF THE  
COURT'S NOVEMBER 16, 2011 ORDER  
RE ELECTION FOR PERIODIC  
PAYMENTS OF THE AMENDED FINAL  
JUDGMENT APPROVING WILLIS CLASS  
ACTION SETTLEMENT;  
MEMORANDUM OF POINTS AND  
AUTHORITIES**

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; and DOES 1 through  
1,000;

) Date: April 17, 2012  
) Time: 9:00 a.m.  
) Dept: Room 1515 (CCW)  
) Judge: Hon. Jack Komar  
) Coordination Trial Judge

Defendants.

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

1. I am a partner at the law firm of Krause Kalfayan Benink & Slavens, LLP  
("KKBS"), counsel for the Willis Class in the above captioned matter. I submit this declaration  
in support of Plaintiffs' Motion for Reconsideration of the Court's November 16, 2011 Order Re

1 Election for Periodic Payments of the Amended Final Judgment Approving Willis Class Action  
2 Settlement. The matters stated herein are true to the best of my own personal knowledge and, if  
3 called upon as a witness to testify thereto, I would and could competently do so.

4 1. On March 1, 2011, this Court approved the Stipulation of Settlement (the  
5 “Stipulation”) in this class action entered into between, inter alia, Plaintiff Willis and District 40.  
6 Paragraph VIII. D. of the Stipulation provides, in pertinent part, that, absent an agreement among  
7 the parties, Class Counsel would petition the Court for an award of attorneys’ fees and that  
8 defendants would “exercise their best efforts to pay any fee award within a reasonable period of  
9 time or as required pursuant to Court Order.” A true and correct copy of the Stipulation of  
10 Settlement is attached to the Notice of Lodgement (“NOL”) as Exhibit A.

12 2. Class Counsel filed a fee petition, which was opposed by defendants. On May 6,  
13 2011, this Court awarded fees and costs to Class Counsel in the total amount of \$1,904,551.68.  
14 A true and correct copy of the Order is attached to the NOL as Exhibit B.

15 3. On May 13, 2011, this Court entered Final Judgment approving the Willis Class  
16 Settlement (in the form agreed to by the parties). A true and correct copy of the Final Judgment  
17 is attached to the NOL as Exhibit C.

19 4. On September 7, 2011, this Court awarded supplemental fees and costs to Class  
20 Counsel in the amount of \$160,662.50. A true and correct copy of the Order is attached to the  
21 NOL as Exhibit D.

22 5. Notwithstanding the above referenced terms of the Stipulation, District 40 refused  
23 to pay the fees that the Court had awarded and insisted that the Court enter an amended judgment  
24 setting forth the amount of fees it had awarded. At District 40’s request, this Court entered such  
25 an amended judgment on September 22, 2011. A true and correct copy of the Amended  
26 judgment is attached to the NOL as Exhibit E.

6. On October 27, 2011, District 40 filed an election to make periodic payments of the fee award pursuant to Government Code Section 984.

7. On November 16, 2011, this Court entered an Order approving District 40's election to make periodic payments. A true and correct copy of the Order is attached to the NOL as Exhibit F.

8. On November 28, 2011, District 40 filed a Notice of Appeal of this Court's fee awards.

9. Pursuant to the Court of Appeal's direction, the parties filed letter briefs addressing the issue of whether District 40 had appealed this Court's fee awards in a timely manner.


10. By Order dated February 15, 2013, the Court of Appeal held that District 40's appeal was timely as to this Court's September 6, 2011 supplemental fee award, but was untimely as to this Court's original May 6, 2011 fee award. The Court of Appeal's Order states in that regard as follows:

It is true that the May 6, 2011, order granting attorneys fees, cost and class representative award was either a separately appealable collateral order, or was made appealable by the May 13, 2011 judgment. No timely appeal was filed either from the May 6, 2011, order or from the May 13, 2011, judgment. Appellants therefore, may not challenge any rulings encompassed in the May 6, 2011, order or the May 13, 2011, judgment.

February 15, 2012 Order at p. 2 (citations omitted). A true and correct copy of the Order is attached to the NOL as Exhibit G.

11. On February 22, 2012, a demand was made on District 40 for payment. To date, District 40 has not made any payment on the fee orders.

I declare under penalty of perjury and under the laws of the State of California that the foregoing is true and correct. Executed on the 14<sup>th</sup> day of March, 2012, in San Diego, CAalifornia.

  
Ralph B. Kalfayan, Esq.