FILED
Superior Court of California
County of Los Angeles
03/08/2022
Sherri R. Carter, Executive Officer / Clerk of Court
By: M. Tavakoli Deputy

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SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES

SPRING STREET COURTHOUSE

* * *

BOLTHOUSE LAND COMPANY, LLC, a California limited liability company; WM. BOLTHOUSE FARMS, INC., a Michigan corporation;

and

GRIMMWAY ENTERPRISES, INC., a Delaware corporation, DIAMOND FARMING COMPANY, a California corporation; LAPIS LAND COMPANY, LLC, a California limited liability company; RUBY LAND COMPANY, a Delaware limited liability company;

Plaintiffs,

vs.

ALL PERSONS CLAIMING A RIGHT TO EXTRACT OR STORE GROUNDWATER IN THE CUYAMA VALLEY GROUNDWATER BASIN (NO. 3-013); ALL PERSONS

Case No.: BCV-21-101927
Complex Action

FIRST AMENDED COMPLAINT FOR COMPREHENSIVE GROUNDWATER ADJUDICATION OF THE CUYAMA VALLEY GROUNDWATER BASIN (No. 3-013), QUIET TITLE AND PRELIMINARY INJUNCTION

(Complaint Filed: 8/17/2021)

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UNKNOWN, CLAIMING ANY LEGAL OR EQUITABLE RIGHT, TITLE, ESTATE, LIEN, OR INTEREST IN THE PROPERTY DESCRIBED IN THE COMPLAINT ADVERSE TO PLAINTIFF'S TITLE, OR ANY CLOUD UPON PLAINTIFF'S TITLE THERETO; DOES 1 THROUGH 5000 and THE PERSONS NAMED AS DEFENDANTS IDENTIFIED ON EXHIBIT D TO THIS COMPLAINT as may be amended from time to time

Defendants.

Plaintiffs, BOLTHOUSE LAND COMPANY, LLC. a California limited liability company, and WM. BOLTHOUSE FARMS, INC., a Michigan corporation (Bolthouse) by and through their attorneys Zimmer & Melton, LLP and GRIMMWAY ENTERPRISES, INC., a Delaware corporation (Grimmway), DIAMOND FARMING COMPANY, a California corporation (Diamond); LAPIS LAND COMPANY, LLC, a California limited liability company (Lapis); RUBY LAND COMPANY, LLC, a Delaware limited liability company (Ruby); by and through their attorneys LeBeau-Thelen, LLP, (collectively Plaintiffs), allege as follows:

INTRODUCTION

1. The Cuyama Valley Groundwater Basin (Basin) as defined by the California Department of Water Resources (DWR) Bulletin 118 as Basin No. 3-013, encompasses an area of about 378 square miles (approximately 8,685 acres) of which about 168 square miles are within Santa Barbara County, 120 square miles are within Ventura County, 77 square miles are within San Luis Obispo County, and 13 square miles within Kern County. A map of the Basin is attached hereto as Exhibit A and incorporated herein by reference.

2. Plaintiffs request that the court conduct a comprehensive groundwater adjudication pursuant to Part 2, Title 10, Chapter 7 of the Code of Civil Procedure (commencing with Section 830, et seq.) to determine all rights to extract and store groundwater in the Basin, whether based on appropriation, overlying right, prescription or other basis of right, and use of storage space in the Basin including but not limited to the relief set forth in section 834; for a preliminary injunction pursuant to section 847, for a physical solution pursuant to section 849, for quiet title against adverse claims pursuant to Code of Civil Procedure section 760.010 et. sec., along with all declaratory, equitable and

legal relief appropriate in this comprehensive adjudication and to enter judgment based upon the criteria set forth in section 850 (comprehensive adjudication).

3. This comprehensive adjudication is necessary to protect the Basin's limited water supply that is vital to the health, safety and welfare of all persons and entities that depend upon waters from the Basin, to ensure that the waters of the Basin are put to maximal reasonable beneficial use pursuant to Article X, section 2 of the California Constitution, and to sustainably manage the Basin pursuant to the Sustainable Groundwater Management Act (Water Code §§ 10720-10737.8 et al.).

JURISDICTION AND VENUE

4. This court has initial subject matter jurisdiction pursuant to Code of Civil Procedure section 834.

5. Portions of the Basin lie within four counties: San Luis Obispo County, Santa Barbara County, Ventura County and Kern County. Venue is initially proper in this court because a portion of the lands, water rights and other real property that are the subject of this action are located within the County of Kern. (Code Civ. Proc., § 392 (a)(1).)

6. All judges of the Superior Courts of San Luis Obispo County, Santa Barbara County, Ventura County, and Kern County are disqualified from hearing this action, and Plaintiffs request that the chairperson of the Judicial Council assign a judge to preside over this comprehensive adjudication. (Code Civ. Proc. § 838(a)(1).)

7. This comprehensive adjudication is presumed to be a complex action under Rule 3.400 of the California Rules of Court. (Code Civ. Proc., § 838(b).) Code of Civil Procedure sections 170.6 and 394 do not apply to this proceeding. (Code Civ. Proc., § 838(c).)

PARTIES

8. At all times relevant herein, Plaintiff Bolthouse Land Company, LLC owned and continues to own lands within the Basin described in Exhibit B attached hereto and incorporated herein by reference; and Plaintiff Wm. Bolthouse Farms, Inc. produces and applies groundwater for beneficial use on the lands described in Exhibit B and incorporated herein by reference, which lands are dependent on a safe, secure and sustainably managed groundwater supply.

9. At all times relevant herein, Plaintiffs Diamond, Lapis, and Ruby owned and continue to own lands within the Basin described in Exhibit C attached hereto and incorporated herein by reference; and Plaintiff Grimmway produces and applies groundwater for beneficial use on the lands described in Exhibit C, which lands are dependent on a safe, secure and sustainably managed groundwater supply.

10. Plaintiffs are informed and believe that Defendants identified as ALL PERSONS CLAIMING A RIGHT TO EXTRACT OR STORE GROUNDWATER IN THE CUYAMA VALLEY GROUNDWATER BASIN (NO. 3-013); ALL PERSONS UNKNOWN, CLAIMING ANY LEGAL OR EQUITABLE RIGHT, TITLE, ESTATE, LIEN, OR INTEREST IN THE PROPERTY DESCRIBED IN THE COMPLAINT ADVERSE TO PLAINTIFFS' TITLE, OR ANY CLOUD UPON PLAINTIFFS' TITLE THERETO; and DOES 1 through 5000, are the owners, lessees, or other persons or entities (a) holding or claiming to hold ownership or possessory interests in real property overlying the Basin,; (b) extracting water from the Basin; (c) claiming some right, title or interest to water located within the Basin; and/or (d) having or claiming the right to extract and/or store groundwater in the Basin adverse to Plaintiffs' title or which represents a cloud on Plaintiffs' title. The true names and capacities of the aforementioned persons are unknown to Plaintiffs and will be added and/or the Complaint will be amended when their true names and capacities have been ascertained.

11. Plaintiffs are informed and believe that the persons named as Defendants identified on Exhibit D attached hereto and incorporated herein by reference, as may be amended from time-to-time as necessary, own an interest in one or more parcels in the Basin, extract, or claim a right to extract, or store, or claim a right to store, groundwater in the Cuyama Valley Groundwater Basin or claim some right, title, estate, or interest in the water in the Basin that is adverse to Plaintiffs' title, and/or represents a cloud on Plaintiffs' title thereto.

GENERAL ALLEGATIONS

12. Plaintiffs are informed and believe the Basin is, and has been, in a condition of long-term overdraft as defined by Code of Civil Procedure, section 832, subdivision (d).

13. In 2014, the State of California adopted the Sustainable Groundwater Management Act (SGMA) "[t]o provide for the sustainable management of groundwater basins," and "[t]o provide a more efficient and cost-effective groundwater adjudication process that protects water rights, ensures due process, prevents unnecessary delay, and furthers the objectives" of sustainable groundwater management.

14. The Basin is one of 21 groundwater basins designated by DWR as being in a state of critical overdraft.

15. In 2017, in response to SGMA, the Cuyama Basin Groundwater Sustainability Agency (GSA) was formed and in January 2020 the GSA submitted its Groundwater Sustainability Plan (GSP) to DWR for review and approval. At the time this Complaint is filed the GSP has not been approved.

16. This Complaint seeks a judicial determination of rights to all water within the Basin. A comprehensive adjudication is necessary to protect and conserve the limited water supply that is vital to the public health, safety, and welfare of all persons and entities in the Basin. Plaintiffs bring this action to protect the general welfare of the Basin, protect Plaintiffs' right to pump groundwater and to achieve sustainability of the Basin. Plaintiffs are informed and believe that only a comprehensive adjudication determining all rights to extract groundwater from the Basin, preliminary injunction, physical solution and court judgment will be sufficient to achieve these results.

17. Any judgment and physical solution in this proceeding approved by the court may as necessary be submitted to DWR for review and approval pursuant to Water Code sections 10733.6 and 10737.4.

FIRST CAUSE OF ACTION

(Comprehensive Adjudication and Physical Solution – Against all Defendants)

18. Plaintiffs incorporate by reference the allegations in paragraphs 1 through 17 above.

19. Plaintiffs and one or more of the Defendants are extracting and/or storing and have extracted and/or stored groundwater from or in the Basin and claim rights to extract and/or store groundwater from or in the Basin.

20. There is presently no viable means to cure the Basin's overdraft through artificial recharge or other supply augmentation strategies.

21. Disputes have arisen and there are competing claims regarding the parties' respective rights and priorities to extract and use water from the Basin.

22. This action is necessary to comprehensively determine and adjudicate all groundwater rights in the Basin, establish a physical solution and judgment, including continuing jurisdiction, for the perpetual sustainable management of the Basin consistent with common law water rights, Article X, section 2 of the California Constitution, and Code of Civil Procedure section 850.

23. Upon a showing that the Basin is in a condition of long-term overdraft, the court may, and Plaintiffs hereby request, that the court issue a preliminary injunction which may include (1) a moratorium on new or increased appropriations of water in the Basin, (2) a limitation on, or reduction in, the diversion or extraction of water in the Basin, (3) an allocation among the parties establishing amounts of extraction from the Basin allowed during the pendency of the comprehensive adjudication, and (4) procedures for voluntary transfers within the Basin. (Code Civ. Proc., § 847)

SECOND CAUSE OF ACTION

(Quiet Title – Against all Defendants)

24. Plaintiffs incorporate by reference the allegations in paragraphs 1 through 23 above.

25. Plaintiffs hold record fee simple title or have the right to use the real properties identified on Exhibits "B" and "C" including legal attributes to such title.

26. The properties as to which a determination is sought are identified on Exhibits "B" and "C".

27. A determination is sought as to the Plaintiffs' title or interests in and to the Basin water supply and rights to store water as against any adverse claims by Defendants and each of them.

28. On information and belief, Plaintiffs allege that Defendants have some adverse claim or claims against the title or interest of the water rights or storage rights appurtenant to the properties identified in Exhibits "B" and "C" and that such claims are without right and are denied.

29. The date as of which the quiet title determination is sought is the date the Complaint was filed.

PRAYER FOR RELIEF

WHEREFORE, PLAINTIFFS PRAY FOR JUDGMENT AS FOLLOWS:

1. For judgment fixing the respective rights and relative priorities of the parties, and their respective successors in interest, to the extraction and use of groundwater from the Basin and the right to use the storage space of the Basin, among all users of such groundwater and quieting title to all such rights (Code Civ. Proc., §§ 834, 850);
2. For a determination of all adverse claims, if any, that Defendants may have against Plaintiffs' right, title or interest in the properties identified on Exhibits "B" and "C" (Code Civ. Proc., §§760.010 et. sec.);
3. For a preliminary injunction to provide for management of the Basin, on an interlocutory basis, during the pendency of this action through entry of judgment and any appeal thereof (Code Civ. Proc., § 847);
4. For the imposition of a physical solution consistent with Article X, section 2 of the California Constitution and SGMA (Code Civ. Proc., § 849);
5. For this Court to retain jurisdiction over the parties and matters at issue for the purpose of enforcing the injunction, physical solution, judgment and quiet title declaration which will issue in this matter (Code Civ. Proc., § 852);
6. For costs of suit; and
7. For such other and further relief as the court deems just and proper.

Dated: February 11, 2022

ZIMMER & MELTON LLP

By: _____

RICHARD G. ZIMMER, ESQ.
WILLIAM T. ZIMMER, ESQ.
Attorneys for Plaintiffs, Bolthouse Land Company, LLC and Wm. Bolthouse Farms, Inc.

Dated: February 11, 2022

LEBEAU-THELEN LLP

By: _____

ROBERT G. KUHS, ESQ.
ANDREW K. SHEFFIELD, ESQ.
Attorneys for Plaintiffs, Grimmway Enterprises, Inc., Diamond Farming Company; Lapis Land Company, LLC; Ruby Land Company, LLC

VERIFICATION TO COMPLAINT

I, RICHARD G. ZIMMER, am the attorney representing the Plaintiffs BOLTHOUSE LAND COMPANY, LLC, a California limited liability company; WM. BOLTHOUSE FARMS, INC., a Michigan corporation in the above-entitled action. In accordance with California Code of Civil Procedure §446, I have read the foregoing **COMPLAINT FOR COMPREHENSIVE GROUNDWATER ADJUDICATION OF THE CUYAMA VALLEY GROUNDWATER BASIN (NO. 3-013) QUIET TITLE AND PRELIMINARY INJUNCTION** and know the contents thereof. The same is true of my own knowledge, except as to those matters stated on information and belief, and as to those matters, I believe it to be true.

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

EXECUTED this 11 day of February, 2022, at Bakersfield, California.

RICHARD G. ZIMMER

VERIFICATION TO COMPLAINT

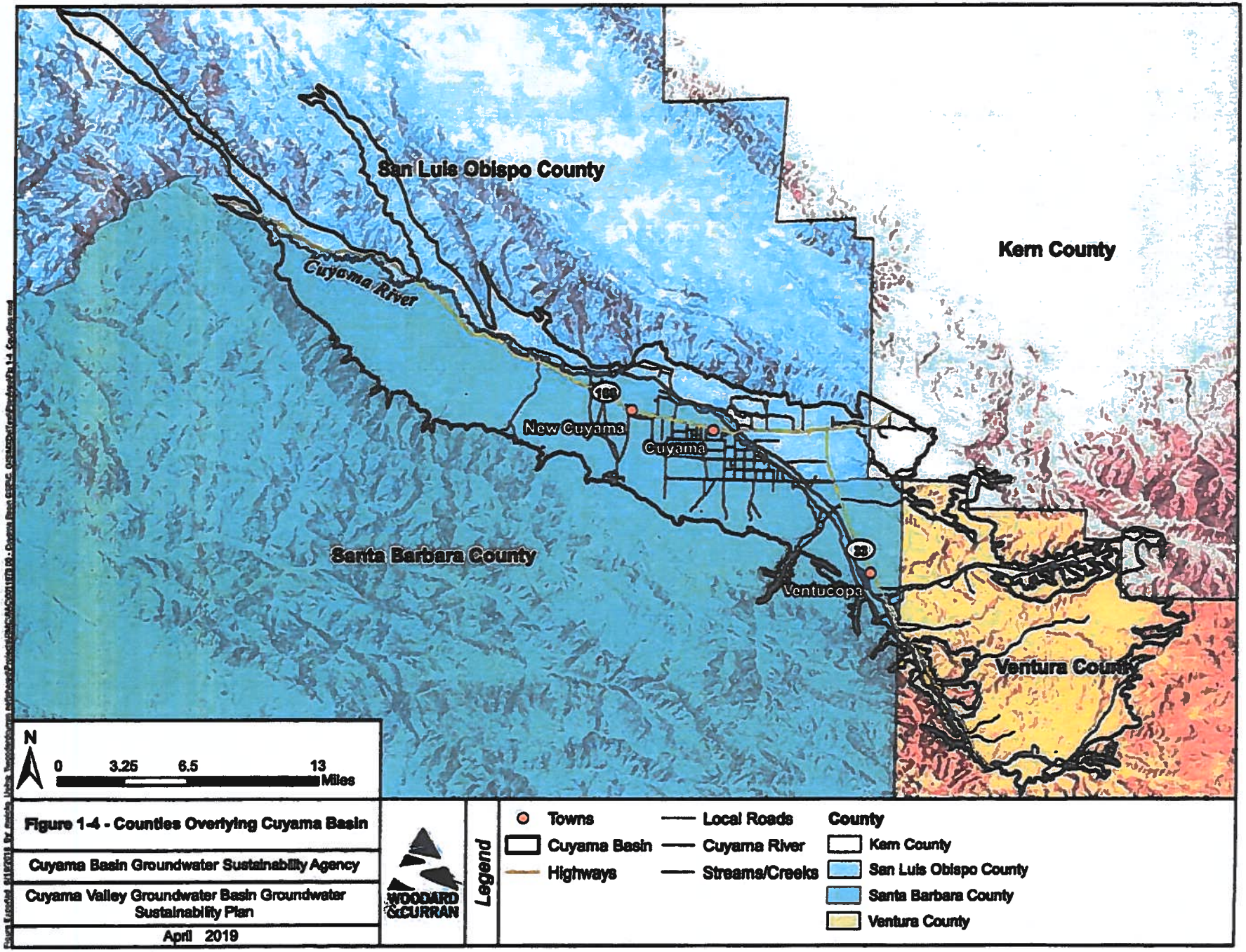
I, ROBERT G. KUHS, am the attorney representing the Plaintiffs GRIMMWAY ENTERPRISES, INC., a Delaware corporation, DIAMOND FARMING COMPANY, a California corporation; LAPIS LAND COMPANY, LLC, a California limited liability company; RUBY LAND COMPANY, LLC, a Delaware limited liability company; in the above-entitled action. In accordance with California Code of Civil Procedure §446, I have read the foregoing **COMPLAINT FOR COMPREHENSIVE GROUNDWATER ADJUDICATION OF THE CUYAMA VALLEY GROUNDWATER BASIN (NO. 3-013) QUIET TITLE AND PRELIMINARY INJUNCTION** and know the contents thereof. The same is true of my own knowledge, except as to those matters stated on information and belief, and as to those matters, I believe it to be true.

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

EXECUTED this 11 day of February, 2022, at Bakersfield, California.

ROBERT G. KUHS

EXHIBIT A


San Luis Obispo County
Kern County
Cuyama River
New Cuyama
Cuyama
Santa Barbara County
Ventucopa
Ventura County
N
0
3.25
6.5
13
Miles
Figure 1-4 - Counties Overlying Cuyama Basin
Cuyama Basin Groundwater Sustainability Agency
Cuyama Valley Groundwater Basin Groundwater Sustainability Plan
April 2019
WOODARD & CURRAN
Legend
Towns
Cuyama Basin
Highways
Local Roads
Cuyama River
Streams/Creeks
County
Kern County
San Luis Obispo County
Santa Barbara County
Ventura County

APN	COUNTY	OWNER
096-441-051	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-040	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-039	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-050	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-016	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-026	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-028	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-029	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-048	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-058	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-060	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-062	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-005	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-006	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-026	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-042	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-055	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-058	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-061	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-063	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-056	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-441-065	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
096-211-015	SAN LUIS OBISPO	BOLTHOUSE LAND COMPANY, LLC
149-010-082	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-010-083	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-010-050	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-140-041	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-140-042	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-140-047	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-140-100	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-150-002	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-150-006	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-150-016	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-150-039	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-330-014	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-330-002	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-330-010	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-160-029	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-140-090	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-160-009	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-140-098	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-330-013	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC
149-160-036	SANTA BARBARA	BOLTHOUSE LAND COMPANY, LLC

EXHIBIT B

Exhibit C			
No.	Owner	County	APN Number
1	Diamond Farming Company	San Luis Obispo	096-441-036
2	Diamond Farming Company	San Luis Obispo	096-441-060
3	Diamond Farming Company	San Luis Obispo	096-441-061
4	Diamond Farming Company	San Luis Obispo	096-441-062
5	Diamond Farming Company	San Luis Obispo	096-451-010
6	Diamond Farming Company	Santa Barbara	149-010-030
7	Ruby Land Company, LLC	San Luis Obispo	096-441-059
8	Ruby Land Company, LLC	San Luis Obispo	096-451-004
9	Ruby Land Company, LLC	San Luis Obispo	096-451-005
10	Ruby Land Company, LLC	San Luis Obispo	096-451-006
11	Ruby Land Company, LLC	San Luis Obispo	096-451-013
12	Ruby Land Company, LLC	San Luis Obispo	096-451-014
13	Ruby Land Company, LLC	San Luis Obispo	096-451-015
14	Ruby Land Company, LLC	San Luis Obispo	096-451-016
15	Ruby Land Company, LLC	San Luis Obispo	096-451-017
16	Ruby Land Company, LLC	San Luis Obispo	096-451-018
17	Ruby Land Company, LLC	San Luis Obispo	096-451-019
18	Ruby Land Company, LLC	San Luis Obispo	096-451-020
19	Ruby Land Company, LLC	San Luis Obispo	096-451-021
20	Ruby Land Company, LLC	San Luis Obispo	096-451-022
21	Ruby Land Company, LLC	San Luis Obispo	096-451-023
22	Ruby Land Company, LLC	Santa Barbara	149-310-003
23	Ruby Land Company, LLC	Santa Barbara	149-310-005
24	Ruby Land Company, LLC	San Luis Obispo	096-111-001
25	Ruby Land Company, LLC	Santa Barbara	149-330-011
26	Lapis Land Company, LLC	San Luis Obispo	096-441-012
27	Lapis Land Company, LLC	San Luis Obispo	096-441-013
28	Lapis Land Company, LLC	San Luis Obispo	096-441-014
29	Lapis Land Company, LLC	San Luis Obispo	096-441-015
30	Lapis Land Company, LLC	San Luis Obispo	096-441-025
31	Lapis Land Company, LLC	San Luis Obispo	096-441-064

EXHIBIT D DEFENDANTS	
1	BRODIAEA, INC., a Delaware corporation
2	CHANG CEFERINO, an individual
3	CUYAMA COMMUNITY SERVICES DISTRICT, a California community services district
4	CUYAMA DAIRY LAND, LLC, a California limited liability company
5	CUYAMA MUTUAL WATER COMPANY, a California corporation
6	CUYAMA ORCHARDS, INC., a California corporation
7	DAVID LEWIS, an individual
8	E & B NATURAL RESOURCES MANAGEMENT CORPORATION, a California corporation
9	EL RANCHO ESPANOL DE CUYAMA NO. 1, a California corporation
10	FEINSTEIN INVESTMENTS, entity unknown
11	THE H. LIMA COMPANY, INC., a California corporation
12	HARRINGTON FARMS LLC, a California limited liability company
13	JHP GLOBAL, INC., a California corporation
14	KERN RIDGE GROWERS, INC., a California corporation
15	LUCKY DOG RANCH, LLC, a California limited liability company
16	NORTH FORK CATTLE COMPANY, LLC, a California limited liability company
17	PAL RANCH, INC., a California corporation
18	PINE MOUNTAIN BUDDHIST TEMPLE, a California corporation
19	ROY HARRINGTON, an individual
20	SANTA BARBARA HIGHLANDS VINEYARD, INC., a California corporation
21	SUNRIDGE NURSERIES, INC., a California corporation
22	SUNRISE OLIVE RANCH, LLC, a California limited liability company
23	TRIANGLE E FARMS, a California general partnership
24	SANTA BARBARA PISTACHIO COMPANY, INC., a California corporation
25	450 TO CUYAMA, LLC, a California limited liability company