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7

FEE EXEMPT

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 FOR THE COUNTY OF SAN BERNARDINO

10
11 Chino Basin Municipal Water District,
12 Plaintiff,
13 v.
14 City of Chino, et al.,
15 Defendants.

Case No. RCVRS 51010

Assigned for All Purposes to the Honorable
Stanford E. Reichert

CALIFORNIA STEEL INDUSTRIES, INC.'S
REPLY IN SUPPORT OF ITS PARAGRAPH
15 MOTION

Date: July 20, 2012
Time: 10:30 a.m.
Dept.: C-1

1 **I. INTRODUCTION**

2 The Opposition brief filed by Aqua Capital Management LP (“ACM”) presents a red
3 herring at every turn. Contrary to what ACM claims, the Paragraph 15 Motion filed by California
4 Steel Industries, Inc. (“CSI”) makes no attempt to deny ACM its day in court before Judge Ochoa
5 with respect to ACM’s quiet title action. Nor does CSI ask this Court to assert any jurisdiction
6 over ACM’s quiet title action, or to make any ruling in that case. Rather, the simple point of
7 CSI’s Motion is that this Court has already determined the water rights of CSI and ACM’s
8 predecessors in this case, and now CSI seeks a reaffirmation of the joint-ownership interests of
9 CSI and ACM pursuant to the Judgment and post-Judgment rulings of this Court.

10 The scenario giving way to CSI’s Motion is straightforward. CSI holds certain Chino
11 Basin groundwater rights based on a 1995 settlement arrangement with Kaiser Steel Corporation
12 (“Kaiser”). Under the settlement, CSI and Kaiser agreed to hold a joint-ownership interest in
13 630.274 acre-feet per year of Overlying Non-Agricultural rights. That joint-ownership right and
14 the settlement documents that define the right were approved by this Court pursuant to its 1995
15 Order. Kaiser later transferred its joint-ownership interest to CCG Ontario LLC (“CCG”).
16 Pursuant to its 2001 Order, this Court approved CCG’s intervention to the Judgment and
17 expressly ruled that CCG held the right to 630.274 acre-feet per year “as tenants in common”
18 with CSI. CCG later transferred its interest in the 630.274 acre-feet per year to ACM. In 2008,
19 based on representations from ACM and CCG, that transaction was analyzed and processed by
20 the Chino Basin Watermaster as a transfer of CCG’s legal interest in 630.274 acre-feet per year to
21 ACM. This Court then approved ACM’s intervention to the Judgment in 2009.

22 ACM now contends it acquired a “sole ownership” right in the 630.274 acre-feet from
23 CCG and that it intervened as a party to the Judgment in this case as the holder of that right. It is
24 appropriate and squarely within its continuing jurisdiction for this Court to confirm its prior
25 rulings and thereby address – for purposes of this case and the Chino Basin Judgment – the rights
26 held by CSI in the 630.274 acre-feet per year relative to the rights held by ACM that it acquired
27 from CCG. ACM’s separate quiet title action does not bar this Court from addressing its prior
28 rulings in this case.

1 **II. ARGUMENT**

2 **A. CSI's Motion is Not Seeking a Ruling in ACM's Separate Quiet Title Action**
3 **that is Pending Before Judge Ochoa**

4 Among other red herring arguments, ACM contends that its separate quiet title action has
5 been assigned "for all purposes" to Judge Ochoa in Department R8, and that CSI's Motion
6 improperly asks this Court to decide the merits of that action. (ACM Opp. at 3:7-11.) ACM
7 misses the mark. CSI's Motion requests this Court to confirm its prior rulings in this case – the
8 ongoing Chino Basin Adjudication – over which this Court retains full and comprehensive
9 continuing jurisdiction. Ironically, the very water rights that ACM contends to have acquired
10 from CCG, and that it seeks to adjudicate through its separate quiet title action, were created in
11 accordance with this Court's continuing jurisdiction over the Judgment and post-Judgment rulings
12 in this case. ACM is still subject to the Court's jurisdiction in this case. Despite its attempts,
13 ACM cannot have it both ways.¹

14 In any event, CSI is not requesting this Court to decide the factual merits of ACM's
15 separate quiet title action. ACM admits that its quiet title action will hinge on "very substantial
16 factual issues" of whether it had "actual or constructive knowledge" of CSI's joint-ownership in
17 the 630.274 acre-feet per year, based on whether that interest was "recorded." (ACM Opp. at
18 2:10-11; ACM Opp. at 3:10-11; ACM RJN Exh. A at 2-3; ACM RJN Exh. C at 3-5.) While
19 CSI's Motion provides compelling reasons why this Court should not buy into those arguments if
20 they are made in this case (CSI Opening Br. at 11-12), CSI is not asking this Court to decide the

21 ¹ Indeed ACM's legal status as a member of the Overlying Non Agricultural Pool is tenuous at
22 best. By definition, the Overlying Non Agricultural Pool "shall consist of overlying producers
23 who produce water for industrial or commercial purposes." (See Judgment, Paragraph 43(b) at
24 24; see also, Judgment, Paragraph 43 at 25 [assignment to proper pool]; Overlying Non
25 Agricultural Pool Committee Rules and Regulations, Section 1.02(d); Judgment, Paragraph 4(n)
26 at 3 [definition of Overlying right].) At the time this Court approved ACM's intervention to the
27 Overlying Non Agricultural Pool, it appeared that ACM was the owner of approximately 9.58
28 acres of land that it acquired from CCG. However, it appears that on or about October 26, 2009,
after the Court approved ACM's intervention, ACM quitclaimed its land in the Chino Basin back
to CCG and purported to "reserve" certain water rights such that ACM's claimed water right
interests are no longer appurtenant to any property. This raises the question of whether ACM's
status as a member of the Overlying Non Agricultural Pool and the water right interest that it
claims are legally valid under the Chino Basin Judgment.

1 merits of those issues in any way. (CSI Opening Br. at 9-11; CSI Proposed Order.) CSI is only
2 requesting this Court to confirm CSI's legal interest in 630.274 acre-feet per year of Overlying
3 Non Agricultural rights, relative to the rights of ACM, as those rights exist in this case pursuant to
4 the Judgment and post-Judgment rulings of this Court.² Accordingly, this Court has full power,
5 jurisdiction and authority to rule on CSI's Motion in this case.

6 **B. ACM Makes Inconsistent Arguments**

7 ACM asserts that this Court should not rule on CSI's Motion because ACM's
8 "straightforward action to quiet title . . . does not involve the interpretation of any judgments or
9 orders in the Chino Basin Action . . ." (ACM Opp. at 3:26-28; ACM Opp. at 4:1-2.) Contrary
10 to this claim, however, ACM's quiet title action appears to put the Judgment and this Court's
11 post-Judgment rulings squarely at issue. Indeed, Exhibit A to ACM's complaint alleges that
12 ACM acquired its interest in the 630.274 acre-feet per year as the successor-in-interest to CCG.
13 It further alleges that CCG acquired its interest "under and pursuant to the Judgment" in the
14 Chino Basin adjudication, and that CCG acquired its interest as the successor-in-interest to Kaiser
15 as an original party to the Judgment. (ACM RJN Exh. A, Exhibit A thereto.)

16 Unfortunately for ACM, the chain-of-title it alleges for its water right shows that it only
17 acquired the right that was held by CCG – a joint-ownership interest in the 630.274 acre-feet per
18 year. The matter is not complicated. Pursuant to the original Judgment in 1978, Kaiser acquired
19 certain Overlying Non Agricultural rights. This Court's 1995 Order confirmed that 630.274 acre-
20 feet of those rights were held in joint-ownership by Kaiser and CSI. This Court's 2001 Order
21 confirmed that Kaiser transferred its interest to CCG, and thus the 630.274 acre-feet were held in
22 joint-ownership by CCG and CSI. In 2009 this Court approved ACM's intervention to the
23 Judgment upon representations that CCG had transferred its interest in the right to 630.274 acre-
24 feet per year to ACM. Nothing more, nothing less. Thus, ACM acquired a joint-ownership

25 ² Similarly, CSI does not request this Court to make any ruling in ACM's separate quiet title
26 action on the basis of res judicata and collateral estoppel. Instead CSI's Motion contends that
27 ACM is barred in this case from asserting that CCG could have conveyed anything to ACM other
28 than a joint-ownership interest in the right to 630.274 acre-feet per year. This Court's 2001 Order
shows unequivocally that CCG only held a joint-ownership interest and, therefore, that is the only
right that ACM acquired as CCG's privy and successor-in-interest.

1 interest in that right, which is shared with CSI.

2 As indicated above, ACM tries to have it both ways in opposing CSI's Motion. On the
3 one hand, ACM has already conceded in its quiet title action that its water rights are founded
4 upon the Judgment and post-Judgment orders of this Court. (ACM RJN Exh. A, Exhibit A
5 thereto.) Yet on the other hand, ACM now tries to distance itself from this Court by claiming that
6 its quiet title action does not involve the interpretation of the Judgment or post-Judgment orders
7 of this Court. (ACM Opp. at 3:27-28; ACM Opp. at 1-2.) Undoubtedly, when ACM is later
8 presenting a "full trial on the merits" of its separate quiet title action, ACM will change gears
9 again and point to this Court's 2009 approval of its intervention as a way of alleging that it
10 acquired a "sole ownership" interest in the right to 630.274 acre-feet per year, notwithstanding
11 this Court's 1995 and 2001 Orders that confirm CSI's joint-ownership interest in that same right.
12 Indeed that tactic is already revealed by ACM's complaint. (ACM RJN Exh. A at 2, ¶¶ 5, 8-17.)

13 Regardless of what ACM may seek to do in its separate quiet title action, this Court is
14 fully authorized in this case – as a means of enforcing and carrying out the provisions of the
15 Judgment and water rights thereunder – to confirm CSI's joint-ownership interest in the right to
16 630.274 acre-feet per year of Overlying Non-Agricultural rights as set forth in the Court's prior
17 1995 and 2001 Orders.

18 **III. CONCLUSION**

19 As set forth above, CSI's Motion makes no attempt in itself to usurp ACM's separate
20 quiet title action. CSI does not ask this Court to assert any jurisdiction over ACM's quite title
21 action or to make any ruling in that case. Rather, and for all the reasons stated in CSI's opening
22 brief and above, CSI respectfully requests this Court to grant CSI's Motion and enter an order in
23 this case that confirms CSI's joint-ownership interest in the right to 630.274 acre-feet per year of
24 Overlying Non-Agricultural rights as set forth in the Court's prior 1995 and 2001 Orders.

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1 Dated: July 13, 2012

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CHINO BASIN WATERMASTER

Case No. RCV 51010

Chino Basin Municipal Water District v. The City of Chino

PROOF OF SERVICE

I declare that:

I am employed in the County of San Bernardino, California. I am over the age of 18 years and not a party to the within action. My business address is Chino Basin Watermaster, 9641 San Bernardino Road, Rancho Cucamonga, California 91730; telephone (909) 484-3888.

On July 13, 2012 I served the following:

1. CALIFORNIA STEEL INDUSTRIES, INC.'S REPLY IN SUPPORT OF ITS PARAGRAPH 15 MOTION

☒

BY MAIL: in said cause, by placing a true copy thereof enclosed with postage thereon fully prepaid, for delivery by United States Postal Service mail at Rancho Cucamonga, California, addresses as follows:

See attached service list: Mailing List 1

☐

BY PERSONAL SERVICE: I caused such envelope to be delivered by hand to the addressee.

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BY FACSIMILE: I transmitted said document by fax transmission from (909) 484-3890 to the fax number(s) indicated. The transmission was reported as complete on the transmission report, which was properly issued by the transmitting fax machine.

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BY ELECTRONIC MAIL: I transmitted notice of availability of electronic documents by electronic transmission to the email address indicated. The transmission was reported as complete on the transmission report, which was properly issued by the transmitting electronic mail device.

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

Executed on July 13, 2012 in Rancho Cucamonga, California.


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