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10	SUPERIOR COURT OF TH	IE STATE OF CALIFORNIA
12		OF SAN BERNARDINO
13	TOR THE COUNTY C	J SAN BERIMEDING
	CHINIO DA CINIA URILICIDA I MIA TER	G N PCVPC 51010
14	CHINO BASIN MUNICIPAL WATER DISTRICT,	Case No: RCVRS 51010
15	Plaintiff,	Assigned for All Purposes to: Honorable Gilbert G. Ochoa
16	VS.	DECLARATION OF GINA R.
17	CITY OF CHINO, ET AL.,	NICHOLLS IN SUPPORT OF OPPOSITION TO APPROPRIATIVE
18	Defendants.	POOL'S MOTION FOR AWARD OF EXPENSES
19		[Concurrently Filed with Opposition; Request
20		for Judicial Notice; Declaration of J. Scott-Coe; Declaration of C. Jones]
21		Date: August 22, 2024
22		Time: 9:00 a.m. Place: Dept. R17
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DECLARATION OF GINA R. NICHOLLS IN SUPPORT OF OPPOSITION TO APPROPRIATIVE POOL'S MOTION FOR AWARD OF EXPENSES

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DECLARATION OF GINA R. NICHOLLS IN SUPPORT OF OPPOSITION TO APPROPRIATIVE POOL'S MOTION FOR AWARD OF EXPENSES

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### **DECLARATION OF GINA R. NICHOLLS**

I, Gina R. Nicholls, declare:

- I am an attorney at law duly licensed to practice law before the courts of the State of California and associated with the law firm Nossaman LLP. I am and one of the attorneys responsible for representing the City of Ontario ("Ontario"), a member agency of the Appropriative Pool ("AP"), in the above-captioned case. I make this declaration in support of the Opposition to the Appropriative Pools' Motion for Award of Expense, Including Expenses Under Civil Code Section 1717, filed on June 26, 2024 (the "Motion"). I have reviewed the Motion and its supporting papers, and I am familiar with their contents. I have personal knowledge of the following matters and, if called as a witness, I could and would competently testify thereto.
- 2. The original dispute that ultimately led to the Motion started in 2020. I was one of the principal attorneys representing Ontario and coordinating with attorneys representing the other AP members, and I am well-familiar with the procedural history. The Overlying Agricultural Pool ("Ag Pool") had overrun its legal expense budget and was insisting that the AP was responsible for payment of the overruns under Section 5.4(a) of the Peace Agreement. The AP requested to review the invoices supporting its legal expenses, and the Ag Pool refused. A coalition of AP members including the Responding Parties withheld payments for the overruns and instead deposited the funds into an escrow account administered by Watermaster. The Ag Pool issued a Notice of Default under the Peace Agreement.
- 3. In September 2020, the coalition of AP members initiated litigation against the Ag Pool by filing the Motion of AP Member Agencies Re: Ag Pool Legal and Other Expenses. I was one of the principal attorneys representing Ontario and coordinating the efforts of attorneys representing the other AP members.
- 4. In this original dispute, the central issue was the Ag Pool's insistence that the AP was required under Section 5.4(a) of the Peace Agreement to pay all of the Ag Pool's legal expenses, without any meaningful limitation or opportunity to review the supporting invoices.

The AP members' effort was successful in that it established limits or guardrails on the AP's obligation to pay the Ag Pool's expenses under the Peace Agreement.

- 5. On April 5, 2021, the Court entered a Minute Order stating that: "The court... recognizes a certain fundamental unfairness in charging [AP] Member Agencies for bills they have not seen because the [Ag Pool] members claim they are privileged." (Request for Judicial Notice ["RJN"], filed concurrently herewith, at Exh. D, emphasis added.)
- 6. On May 28, 2024, the Court entered an Order rejecting the Ag Pool's interpretation of the Peace Agreement. The May 28 Order directed the Ag Pool to present its legal invoices to the AP for review against limits articulated by the Order. The Order explained that "[i]t is a denial of due process, as well as fundamentally unfair, for a party to be forced to pay a bill that the party has not seen. In order for a party to contest a bill, the party must be able to see and examine it first." (RJN, at Exh. E, ¶ 8.B.III, emphasis added.)
- 7. In a continuation of the original dispute, in July 2021 the Ag Pool filed a motion seeking to force the AP to pay the Ag Pool's legal expenses based upon heavily redacted invoices. The AP members (including the Responding Parties) and the AP successfully opposed the Ag Pool's motion for attorney fees. On December 3, 2021, the Court entered an order rejecting the Ag Pool's request for payment.
- 8. Throughout this original dispute, Ontario took a leading role within the AP coalition, and, accordingly, my firm drafted most of the papers on behalf of the coalition, subject to review and revisions by attorneys for other members of the coalition. Because my firm spearheaded most of the coalition's filings, Ontario bore a large share of the attorney fees and expenses. Ontario paid its own legal fees and was not reimbursed by any other party.
- 9. On information and belief, each of the other members of the AP coalition bore its own legal fees for its participation in the original dispute.
- 10. In early 2022, the original dispute transformed into a new dispute when a majority of the AP approved the Terms of Agreement ("TOA") that settled the original dispute on terms objected-to by Ontario and the other Responding Parties. In this new TOA dispute, the

Responding Parties challenged the authority of the AP under the Judgment to bind the Responding Parties to the TOA without their consent or approval. The trial court and Court of Appeal determined otherwise, and the Court of Appeal's opinion directs the Responding Parties to pay the other parties' costs on appeal (not attorney fees).

- 11. The Motion seeks to shift attorney fees for the TOA dispute to the Responding Parties -- while ignoring the leading roles taken by Responding Parties in the original dispute and the attorney fees they expended in 2020 and 2021 when the AP coalition was prevailing against the Ag Pool, before the TOA dispute.
- 12. The Motion and its supporting papers do not include any of the invoices supporting the amounts for which the Motion seeks payment. Declarations supporting the Motion present aggregate amounts of legal fees and costs billed and only for the appeal present high-level summaries of legal services rendered to the AP.
- 13. The Declaration of John J. Schatz in support of the Motion does not include any invoices supporting payments made to Mr. Schatz as the AP's legal counsel, in apparent contradiction to a legal brief signed on behalf of the AP by Mr. Schatz in the original dispute, which challenged the Ag Pool's failure to produce its invoices and asserted that "the AP Members have public duties that prevent them from funding a 'blank check'" to pay legal fees." (RJN, Exh. G at p.7, fn.1, emphasis added.)

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

Executed this 1st day of August, at Los Angeles, California.

Gina R. Nicholls

## CHINO BASIN WATERMASTER

Case No. RCVRS 51010

Chino Basin Municipal Water District v. City of Chino, et al.

## **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 action within. My business address is Chino Basin Watermaster, 9641 San Bernardino Road, Rancho Cucamonga, California 91730; telephone (909) 484-3888.

DECLARATION OF GINA R. NICHOLLS IN SUPPORT OF OPPOSITION TO

On August 1, 2024 I served the following:

	APPROPRIATIVE POOL'S MOTION FOR AWARD OF EXPENSES
/ <u>X</u> /	BY MAIL: in said cause, by placing a true copy thereof enclosed with postage thereon fully prepaid, for delivery by the 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.
//	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.
<u>/ X_</u> /	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 August 1, 2024 in Rancho Cucamonga, California.

See attached service list: Master Email Distribution List

By: Ruby Favela Quintero Chino Basin Watermaster

PAUL HOFER 11248 S TURNER AVE ONTARIO, CA 91761

JEFF PIERSON 2 HEXAM IRVINE, CA 92603

# Ruby Favela Quintero

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Alexis Mascarinas

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