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9  
10 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
11 COUNTY OF RIVERSIDE

12 Coordination Proceeding Special Title  
(Cal. Rules of Court, rule 3.550)

13  
14 MOJAVE BASIN WATER CASES

15  
16 THE MOJAVE WATER AGENCY, AS THE  
MOJAVE BASIN AREA WATERMASTER,

17 Plaintiff,

18 vs.

19 All persons who are not presently parties to the  
20 comprehensive groundwater adjudication in *City*  
*of Barstow, et al., v. City of Adelanto, et al.*,  
21 Riverside Superior Court Case No. CIV208568,  
and are either producing more than 10 acre-feet  
22 of Basin groundwater annually, or using Basin  
groundwater for unlawful purposes, and Does 1  
23 through 2,000,

24 Defendants.

JCCP5265  
CIV208568 (LEAD CASE NUMBER)

Dept. 1, Riverside Superior Court  
Hon. Harold W. Hopp, Judge Presiding

Case No. CIVSB 2218461

**DEFENDANT SHADOW MOUNTAIN  
RANCH, LLC'S NOTICE OF  
DEMURRER TO MOJAVE WATER  
AGENCY'S FIRST AMENDED  
COMPLAINT; MEMORANDUM OF  
POINTS AND AUTHORITIES**

*[Filed concurrently with:  
1. Declaration of Alison K. Toivola; and  
2. Proposed Order.]*

Date: August 9, 2024

Time: 8:30 a.m.

Dept.: 1

**RESERVATION NO.: 668225533612**

Action Filed: May 30, 1990

1 **NOTICE OF DEMURRER**

2 **TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:**

3 **PLEASE TAKE NOTICE** that on August 9, 2024 at 8:30 a.m. in Department 1 of the  
4 above-captioned court, located at 4050 Main Street, Riverside, California 92501, Defendant  
5 Shadow Mountain Ranch, LLC (“SMR”) will, and hereby does, demur to the entirety of the First  
6 Amended Complaint for Adjudication of Rights to Produce and Use Groundwater in the Mojave  
7 Basin Area; to Implement Provisions of Judgment Previously Entered; and for Injunctive Relief  
8 (“FAC”) filed by Plaintiff Mojave Water Agency (“MWA”).

9 SMR brings this Demurrer pursuant to Code of Civil Procedure section 389 and section  
10 430.10, subdivisions (e) and (f). SMR demurs to the FAC, and each and every cause of action  
11 asserted against SMR therein, on the grounds that the FAC fails to join indispensable parties, does  
12 not state facts sufficient to constitute a cause of action against SMR, and is uncertain. (Code Civ.  
13 Proc., §§ 389, 430.10, subs. (e), (f).) SMR specifically demurs to as follows:

14 1. SMR will and does hereby demur to the first (and only) cause of action for  
15 comprehensive adjudication and physical solution on the ground that MWA failed to join  
16 indispensable parties. Paragraph 12 of the FAC seeks “a judicial determination of the water rights  
17 of the defendants named and identified herein, **and as referenced in the Judgment<sup>1</sup> entered in**  
18 ***City of Barstow.***” (Bold added; italics in original.) MWA seeks a judicial determination of water  
19 rights referenced in the Judgment, but MWA has not named those persons who stipulated to the  
20 Judgment, and those persons are not parties to this case. This Court cannot determine the water  
21 rights of persons who are not party to this case. Therefore, the FAC fails to join persons who are  
22 indispensable and whose absence may impede SMR’s ability to protect its interests, and raises  
23 substantial risk to SMR of incurring double, multiple, or otherwise inconsistent obligations.

24 2. SMR will and does hereby further demur to the FAC on the ground that MWA failed  
25 to allege that SMR is a party to Judgment. Because MWA filed the FAC solely in its capacity as  
26 Mojave Basin Area Watermaster (“Watermaster”), it is limited to enforcing the provisions of the

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28 <sup>1</sup> The term “Judgment” means the January 10, 1996, Judgment and Physical Solution, as amended  
on December 5, 2022.

1 existing Judgment against parties who have stipulated to the Judgment. SMR has not stipulated to  
2 the Judgment, and the FAC does not allege that SMR stipulated to the Judgment. Therefore, the  
3 FAC fails to state facts sufficient to constitute a cause of action and is uncertain.

4 3. SMR further demurs to the FAC because it seeks to adjudicate SMR’s groundwater  
5 rights in violation of the California Supreme Court’s decision in *City of Barstow v. Mojave Water*  
6 *Agency et al.* (2000) 23 Cal.4th 1224. SMR did not stipulate to and is not a party to the Judgment,  
7 and therefore cannot have the Judgment enforced against it. (*Id.* at p. 1250 [holding a physical  
8 solution “cannot simply ignore the priority rights of the parties asserting them”]; see also Ruling  
9 on Submitted Matter-Motion of Mojave Water Agency to Amend Complaint to Add Shadow  
10 Mountain Ranch, LLC as a Defendant, at p. 3 [“It is true that SMR cannot be compelled to stipulate  
11 to the *City of Barstow* judgment and that it may assert its rights that are superior to others in the  
12 region.”].) Indeed, to determine SMR’s groundwater rights would require adjudication of all  
13 parties’ groundwater rights in the Mojave Basin, which has not been done and cannot be done here  
14 given MWA’s failure to join indispensable parties. Accordingly, the FAC again fails to state facts  
15 sufficient to constitute a cause of action and is uncertain.

16 4. To the extent MWA argues that its cause of action for comprehensive adjudication  
17 and physical solution amounts to a new comprehensive groundwater adjudication, SMR will and  
18 does hereby demur on the ground that MWA failed to comply with the notice requirements of the  
19 Sustainable Groundwater Management Act (“SGMA”) and its companion statute, the Streamlined  
20 Adjudication Act (see Code Civ. Proc., § 830 *et seq.*). Among other things, SGMA and the  
21 Streamlined Adjudication Act impose strict notice requirements before bringing an action for  
22 comprehensive groundwater adjudication, yet the FAC does not allege that MWA actually  
23 complied with those requirements. (See, e.g., Code Civ. Proc., § 836.) In failing to so comply, the  
24 FAC is fatally defective.

25 Pursuant to Code of Civil Procedure section 430.41, subdivision (a), this demurrer is made  
26 after a good faith attempt to meet and confer with MWA. (See Declaration of Alison K. Toivola  
27 at ¶ 8.)


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This Demurrer is based on this Notice, the Memorandum of Points and Authorities, the Declaration of Alison K. Toivola, the Notice of Hearing, the pleadings, papers, and records on file in this action, and on such additional argument as may be presented at the hearing. SMR requests that this Demurrer be sustained without leave to amend, that the single cause of action alleged against it be dismissed, that the Court enter a judgment of dismissal in favor of SMR and against MWA, and that the Court grant all further relief it deems proper. In the alternative, SMR requests that the Demurrer be sustained with leave to amend if the Court believes that MWA is able to amend to state any cause of action against SMR.

Dated: July 9, 2024

BEST BEST & KRIEGER LLP

By: 

ERIC L. GARNER  
CHRISTOPHER M. PISANO  
ALISON K. TOIVOLA

Attorneys for Defendant  
SHADOW MOUNTAIN RANCH, LLC

**MEMORANDUM OF POINTS AND AUTHORITIES**

**I. INTRODUCTION**

On April 15, 2024, the Court heard oral argument on Plaintiff Mojave Water Agency’s (“MWA”) motion to file its First Amended Complaint (“FAC”) to add Shadow Mountain Ranch, LLC (“SMR”) as a defendant in this action. The Court heard argument from counsel for SMR that, among other things, MWA’s attempt to bring SMR into this case is futile to the extent it sought to bind SMR to the January 10, 1996, Judgment and Physical Solution, as amended on December 5, 2002 (“Judgment”), in contravention of the direct guidance from the California Supreme Court in *City of Barstow v. Mojave Water Agency* (2000) 23 Cal.4th 1224 (“*City of Barstow*”). At both oral argument and in its opposition to MWA’s motion, SMR identified numerous of the FAC’s fatal deficiencies. (See generally Opp. at pp. 5-19.)

On June 4, 2024, this Court granted MWA’s request for leave to file its FAC, which FAC MWA lodged—unchanged—on June 11, 2024. The FAC remains nothing more than an attempt to subjugate SMR—a non-stipulating entity—to the terms of the Judgment in contravention of California law. (*City of Barstow, supra*, 23 Cal.4th at pp. 1236-1238.)

SMR warned MWA of the fatal defects inherent in the FAC before MWA ever filed it. (Declaration of Alison K. Toivola (“Toivola Decl.”), ¶¶ 2-7.) Indeed, the parties exchanged substantial briefing and engaged in associated conferrals regarding the FAC and the deficiencies fatal to it over the course of many months. (*Ibid.*) MWA has nevertheless demonstrated that it has not and cannot cure those deficiencies. There exist fundamental pleading requirements—namely, the requirement to join indispensable parties and to state facts sufficient to constitute a cause of action—which the FAC does not and cannot meet. MWA has had ample opportunity to amend its FAC to state a viable claim, but has failed to do so. The Court should sustain SMR’s demurrer to the FAC in its entirety.

**II. FACTUAL BACKGROUND AND PROCEDURAL HISTORY**

The FAC alleges that MWA “has statutory authority to ‘do any and every act necessary’” to ensure “sufficient water may be available . . . within the MWA by any reasonable means.” (FAC, ¶ 1.) MWA purports to bring this action “under and pursuant to the powers granted it by the Mojave

1 Water Agency Act” and “pursuant to provisions of the Judgment.” (*Id.*, ¶ 2.) MWA alleges that  
2 the available water supply in the Mojave groundwater basin area (“Basin”) “affects or is affected  
3 by production and use thereof by defendants herein, **and by other persons who are parties to the**  
4 **related *City of Barstow* adjudication.**” (*Id.*, ¶ 6 [emphasis added].) Specifically, MWA alleges  
5 that without determining and limiting rights, “the available supply will become endangered” and  
6 “additional overdrafting of the groundwater in the Mojave Basin Area, and great and irreparable  
7 injury to the rights of the parties to the Judgment” will result. (*Id.*, ¶¶ 11, 31.) Accordingly: “**The**  
8 **MWA desires a judicial determination of the water rights of the defendants named and**  
9 **identified herein, and as referenced in the Judgment entered in *City of Barstow*,** to assure an  
10 adequate supply of water which is used or may be used or may be useful for any reasonable and  
11 beneficial purpose within the Mojave Basin Area, as defined in the Judgment entered in *City of*  
12 *Barstow.*” (*Id.*, ¶ 12 [emphasis added].) In the FAC, MWA identifies SMR as one of the “persons  
13 who are not presently parties to the groundwater adjudication in *City of Barstow*, but own or use  
14 real properties within the boundaries of the adjudicated Mojave Basin Area and are producing, or  
15 allowing others to produce on such real properties more than 10 acre-feet of groundwater annually.”  
16 (FAC, ¶¶ 20, 34, subd. (as).)

17 To be clear, the Judgment apportioned water in the Basin among stipulating parties without  
18 ever determining the legal rights or priorities of those water users. The Judgment then imposed a  
19 physical solution for the Basin upon the stipulating parties. However, before the Judgment was  
20 entered and the physical solution imposed, MWA dismissed SMR’s predecessor-in-interest, Curt  
21 Jahnke and Ace Exploration & Water Drilling Company (collectively, “Ace”). Accordingly,  
22 neither Ace nor SMR had an opportunity to participate in the drafting of the Judgment, and were  
23 never made a party to the Judgment, via stipulation or otherwise. As a result, Ace—and by  
24 extension, SMR—was never a party to the Judgment and was deprived of the opportunity to prove  
25 up its groundwater rights.

26 As MWA concedes, Ace continued to own and pump groundwater on the 631-acre piece of  
27 property located on the northeast side of the Harper Dry Lake basin within the Basin (referred to  
28 hereafter as the “SMR Property”) for decades after entry of the Judgment. SMR then purchased

1 the SMR Property in approximately 2017. SMR has continued to pump groundwater from beneath  
2 the SMR Property since that time. At no point prior to the initiation of this action<sup>2</sup> in 2022 did  
3 MWA attempt to hold Ace or SMR to the terms of the Judgment, despite both Ace and SMR’s  
4 conspicuous pumping activity and MWA’s status as the Basin’s Watermaster.

5 Indeed, it was nearly three decades after entry of the Judgment when MWA filed its new  
6 lawsuit on October 5, 2022. Although MWA knew full-well of Ace’s and then SMR’s pumping  
7 activity, MWA failed to name SMR as a defendant. Rather, it was nearly a year later in August  
8 2023 that MWA named SMR as a purported “Doe” defendant no. 55. This Doe amendment was a  
9 sham. MWA knew at the time it filed this lawsuit that Ace and then SMR had engaged in  
10 groundwater pumping at the SMR Property since entry of the Judgment. Furthermore, MWA failed  
11 to serve SMR with that Doe amendment, despite MWA’s now-admitted knowledge of SMR’s  
12 identity at that time. This rendered the “Doe” amendment improper (and MWA ultimately  
13 dismissed the Doe amendment in March 2024).

14 MWA then invented other avenues to achieve its ends. In October 2023, again without  
15 notice or service of process on SMR, MWA filed a motion requesting that this Court make SMR a  
16 party to its new lawsuit.<sup>3</sup> SMR discovered MWA’s motion only through its own independent  
17 research, and was never served nor provided notice by MWA.

18 Then, a mere five business days before the hearing set before this Court on February 7, 2024  
19 to address MWA’s motion, MWA attempted to smuggle in a request for leave to file its FAC via  
20 reply briefing and not via the proper noticed motion procedures. This deprived SMR, yet again, of  
21 its constitutional right to due process and to be heard. The Court properly declined to grant such  
22 relief, and denied MWA’s October 2023 motion.

23 On March 6, 2024, MWA filed a renewed motion for leave to file the FAC, which motion  
24 was heard by this Court on April 12, 2024. Prior to such hearing, SMR explained in both its  
25 opposition and at oral argument the several defects inherent in the FAC. For example, SMR  
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27 <sup>2</sup> MWA originally sought leave to file the FAC in San Bernardino County Superior Court. That  
28 matter was subsequently transferred to Riverside County Superior Court.

<sup>3</sup> See footnote 2, above.

1 cautioned that, per *City of Barstow*, the Judgment is expressly **not** applicable to SMR, and therefore  
2 the FAC failed to plead any cause of action against SMR.

3 The Court granted leave to file the FAC on June 4, 2024, and MWA filed the FAC on June  
4 11, 2024.

5 SMR now brings this Demurrer.

6 **III. LEGAL STANDARD ON DEMURRER**

7 A demurrer tests the legal sufficiency of a complaint. (*Hoffman v. Smithwoods RV Park,*  
8 *LLC* (2009) 179 Cal.App.4th 390, 399.) A complaint may be dismissed for nonjoinder of  
9 indispensable parties. (Code Civ. Proc., § 389.) A complaint is further insufficient if it does not  
10 state facts sufficient to constitute a cause of action, or if it is uncertain. (Code Civ. Proc., § 430.10,  
11 subs. (e), (f).) In deciding a demurrer, the court considers the facts that are alleged in the complaint  
12 and any exhibits attached thereto. (*Boschma v. Home Loan Ctr., Inc.* (2011) 198 Cal.App.4th 230,  
13 235.) In addition, a demurrer may be based on judicially noticeable matters outside the pleading.  
14 (*Childs v. State* (1983) 144 Cal.App.3d 155, 159.)<sup>4</sup> While all pled facts must be accepted as true,  
15 legal and conclusory allegations are not. (See, e.g., *Barnett v. Fireman’s Fund Ins. Co.* (2001)  
16 90 Cal.App.4th 500, 505.)

17 A demurrer should be sustained without leave to amend when there is no reasonable  
18 possibility that the complaint’s defects can be cured by amendment, or “where it is probable from  
19 the nature of the defects and previous unsuccessful attempts to plead that the plaintiffs cannot state  
20 a cause of action.” (*Titus v. Canyon Lake Prop. Owners Ass’n* (2004) 118 Cal.App.4th 906, 917  
21 [disapproved on other grounds by *Brown v. USA Taekwondo* (2021) 11 Cal.5th 204, 213]; see also  
22 *Blank v. Kirwan* (1985) 39 Cal.3d 311, 318.)

23 **IV. LEGAL ARGUMENT**

24 The FAC fails for at least four separate and independent reasons. **First**, MWA purports to  
25 seek a judicial determination of, and to protect, the water rights set forth in the Judgment, but fails  
26 to join those persons who hold said water rights under the Judgment. MWA’s failure to join

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28 <sup>4</sup> No motion for judicial notice is required for the Court to consider the Judgment because the FAC incorporates the  
entirety of the Judgment by reference. (FAC at ¶ 14; *Carroll v. Puritan Leasing Co.* (1978) 77 Cal.App.3d 481, 485-  
486.)



1 indispensable parties merits dismissal of the FAC. **Second**, MWA’s requested relief is futile: the  
2 California Supreme Court has held that the Judgment at issue here cannot be imposed upon non-  
3 stipulating parties, such as SMR. (*City of Barstow, supra*, 23 Cal.4th at pp. 1236-1238.) SMR did  
4 not stipulate to and is not a party to the Judgment, and therefore cannot have the Judgment enforced  
5 against it. (*Ibid.*) **Third**, the FAC improperly seeks to adjudicate SMR’s groundwater rights in  
6 violation of the California Supreme Court’s decision in *City of Barstow*. (*Id.* at p. 1224.) MWA  
7 would impose the Judgment upon SMR even though SMR’s groundwater rights have never been  
8 determined. (*Id.* at p. 1250 [holding a physical solution “cannot simply ignore the priority rights  
9 of the parties asserting them”].) Furthermore, determining SMR’s groundwater rights would  
10 require adjudication of **all** parties’ groundwater rights, which has not been done and has not been  
11 properly plead here. **Fourth**, MWA failed to comply with the strict notice requirements of the  
12 Sustainable Groundwater Management Act (“SGMA”) and its companion statute, the Streamlined  
13 Adjudication Act (see Code Civ. Proc., § 830 *et seq.*). SGMA and the Streamlined Adjudication  
14 Act apply here where groundwater rights have not yet been determined. (Wat. Code, § 10720.8,  
15 subd. (e) [excluding the Mojave Basin from SGMA only to the extent the Judgment “has  
16 determined the rights to extract groundwater”].)

17 **A. The Demurrer Should be Sustained Because MWA Has Failed to Join**  
18 **Indispensable Parties**

19 Code of Civil Procedure section 389 requires joinder of parties who are: subject to service  
20 of process; whose joinder will not deprive the court of subject matter jurisdiction; and where  
21 either “(1) in his absence complete relief cannot be accorded among those already parties or (2)  
22 he claims an interest relating to the subject of the action and is so situated that the disposition of  
23 the action in his absence may (i) as a practical matter impair or impede his ability to protect that  
24 interest or (ii) leave any of the persons already parties subject to a substantial risk of incurring  
25 double, multiple, or otherwise inconsistent obligations by reason of his claimed interest.”

26 The FAC contains a single cause of action seeking a “Comprehensive Adjudication and  
27 Physical Solution” for the Mojave Basin. (FAC, ¶¶ 32–43.) MWA explains that it “**desires a**  
28 **judicial determination of the water rights of the defendants** named and identified herein, **and**

1 as referenced in the Judgment entered in *City of Barstow*, to assure an adequate supply of water  
2 which is used or may be used or may be useful for any reasonable and beneficial purpose within  
3 the Mojave Basin Area, as defined in the Judgment entered in *City of Barstow*.” (*Id.*, ¶ 12 [bold  
4 emphasis added; italics in original].) MWA further alleges that the Basin’s available water supply  
5 “affects or is affected by production and use thereof by defendants herein, **and by other persons**  
6 **who are parties to the related *City of Barstow* adjudication.**” (*Id.*, ¶ 6 [emphasis added].)  
7 Specifically, MWA alleges that without determining and limiting all of the Basin’s water rights,  
8 “the available supply will become endangered” and “additional overdrafting of the groundwater in  
9 the Mojave Basin Area, and great and irreparable injury to the rights of the parties to the Judgment”  
10 will result. (*Id.*, ¶¶ 11 [emphasis added], 31.)

11 MWA’s pleading seeks “a judicial determination of the water rights of the defendants . . .  
12 referenced in the Judgment.” (FAC, ¶ 12.) It does so because it alleges those rights affect or are  
13 affected by the Basin’s water supply. (*Id.*, ¶ 6.) Accordingly, to prevent “great and irreparable  
14 injury to the rights of the parties to the Judgment,” MWA seeks a comprehensive adjudication of  
15 **all rights** within the Basin. (*Id.*, ¶ 11.) But MWA has failed to join **all parties** with those Basin  
16 rights and SMR’s rights cannot be determined in a vacuum without adjudicating all parties’  
17 rights. Those persons who have stipulated to the Judgment have not been made a party to this  
18 new case. (See FAC, ¶ 34 [failing to name persons who stipulated to the Judgment].) This is so  
19 even though those persons who have stipulated to the Judgment have not had their water rights  
20 yet determined. (*City of Barstow, supra*, 23 Cal.4th at pp. 1252-1254.) A determination of their  
21 rights is necessary for the determination of SMR’s rights, rendering those parties indispensable  
22 and requiring their joinder here.

23 Comprehensive groundwater adjudications—the sole cause of action raised by MWA in  
24 the FAC—are complex cases wherein trial courts typically consider the total amount of water in a  
25 groundwater basin, determine the water rights within the basin, and then consider and impose a  
26 physical solution to ensure the basin maintains a sustainable supply of groundwater. (See, e.g.,  
27 Code Civ. Proc., § 832; *Antelope Valley Groundwater Cases* (2021) 62 Cal.App.5th 992, 1000-  
28 1002 (“*Antelope Valley II*”) [court determined safe yield before considering a physical solution

1 and before deciding contested groundwater rights[.]) In comprehensive adjudications, rights to  
2 and the use of water are subject to reasonable and beneficial use consistent with Article X, section  
3 2 of the California Constitution. Specifically, “an overlying owner or any other person having a  
4 legal right to surface or ground water may take only such amount as he reasonably needs for  
5 beneficial purposes. Public interest requires that there be the greatest number of beneficial uses  
6 which the supply can yield, and water may be appropriated for beneficial uses subject to the rights  
7 of those who have a lawful priority.” (*City of Pasadena v. City of Alhambra* (1949) 33 Cal.2d  
8 908, 925 [citations omitted].) Water rights indeed have priorities: “One with overlying rights has  
9 rights superior to that of other persons who lack legal priority, but is nonetheless restricted to a  
10 reasonable beneficial use. Thus, after first considering this priority, courts may limit it to present  
11 and prospective reasonable beneficial uses, consonant with article X, section 2 of the California  
12 Constitution.” (*City of Barstow, supra*, 23 Cal.4th at p. 1240 [citing *Jordan v. City of Santa*  
13 *Barbara* (1996) 46 Cal.App.4th 1245, 1268].) Thus, both the priority and the beneficial use of  
14 each and every right is directly relevant to a court’s ability to establish any of the parties’ rights.  
15 In this respect, with a limited amount of water within the Basin (as MWA readily acknowledges),  
16 the rights to use and pump groundwater only exist and can be used in relation to other rights;  
17 these rights must be determined together—comprehensively—in order to comprehensively  
18 adjudicate the Basin.

19 SMR’s rights cannot be determined here because the persons who have stipulated to the  
20 Judgment never had their rights determined, nor are they party to this case to have their rights  
21 determined now. SMR’s rights cannot be determined in a vacuum, without consideration of all  
22 water rights in the Basin. Indeed, in the absence of those persons who have stipulated to the  
23 Judgment, “complete relief cannot be accorded among those already parties,” including SMR.  
24 (Code Civ. Proc., § 389.) Further, these persons who stipulated to the Judgment would certainly  
25 claim “an interest relating to the subject of the action and [are] so situated that the disposition of  
26 the action in [their] absence may (i) as a practical matter impair or impede his ability to protect  
27 that interest or (ii) leave any of the persons already parties subject to a substantial risk of  
28 incurring double, multiple, or otherwise inconsistent obligations by reason of his claimed

1 interest.” (*Ibid.*) MWA itself claims that “great and irreparable injury to the rights of the parties  
2 to the Judgment” may result if this case is not properly pursued. (FAC, ¶¶ 11, 31.)

3 MWA has, accordingly, failed to join indispensable parties—namely, those persons who  
4 stipulated to the Judgment but are not parties to this case—and the FAC should be dismissed for  
5 this reason.

6 **B. The Demurrer Should be Sustained Because SMR Has Not Stipulated to the**  
7 **Judgment and Therefore the Judgment Cannot be Imposed Upon SMR Under**  
8 **the City of Barstow Decision**

9 MWA filed the FAC solely in its capacity as Watermaster of the Mojave Basin under the  
10 Judgment. (FAC, ¶¶ 2, 16.) In so doing, MWA’s alleged cause of action against SMR must be  
11 viewed strictly through the lens of enforcing the provisions of the stipulated Judgment under the  
12 Judgment’s own terms and the Mojave Water Agency Law, California Water Code Appendix  
13 Section 97. (*Id.*, ¶ 1; see also Stats. 1959, ch. 2146, § 15, p. 5134; 72A West’s Ann. Wat. Code–  
14 Appen. (1999 ed.) § 97-15, subd. (a), p. 208.) The Mojave Water Agency Law cited by MWA does  
15 not include any affirmative ability of MWA to generally seek relief from SMR in a new action;  
16 rather, both the Judgment and the Mojave Water Agency Law provide MWA, in its role as  
17 Watermaster, only the authority to impose the Judgment. (See *ibid.*)

18 SMR is not a party to the Judgment and has never stipulated to the Judgment. Nor was  
19 SMR’s predecessor-in-interest, Ace, a party to the Judgment, nor did it ever stipulate to the  
20 Judgment.

21 The California Supreme Court has already considered the scope and applicability of this  
22 very same Judgment, noting that it applies only to those parties who have stipulated to its terms.  
23 (See *City of Barstow, supra*, 23 Cal.4th at pp. 1236–1238.) In this way, the Supreme Court  
24 confined the Judgment’s application solely to those entities that elected to modify their water rights  
25 in order to stipulate to the Judgment. (See *ibid.*) SMR did not so choose; it was not a party to the  
26 Judgment at all, a fact which MWA concedes. (E.g., FAC, ¶ 20.) Nor did SMR’s predecessor,  
27 Ace, stipulate to the Judgment. The SMR Property has never been subject to the Judgment, and  
28

1 therefore, the *City of Barstow* holding shields SMR from being brought into the Judgment, and  
2 MWA’s oversight as Watermaster.

3 To be clear, SMR has not and does not now stipulate to being a party to the Judgment.  
4 MWA, in its role as Watermaster, therefore has no authority to file the FAC against SMR (or any  
5 other defendant that is not party to the Judgment).

6 The FAC ignores this fatal flaw, and instead, is based solely on the fact that SMR “own[s]  
7 or use[s] real propert[y] within the boundaries of the adjudicated Mojave Basin Area and [is]  
8 producing, or allowing others to produce on such real propert[y] more than 10 acre-feet of  
9 groundwater annually . . . .” (FAC, ¶ 20.) This is insufficient on its face to establish a cause of  
10 action by MWA against SMR, which can only be maintained against a party that stipulated to the  
11 Judgment. (See *City of Barstow, supra*, 23 Cal.4th at pp. 1236-1238.)

12 The Judgment (from which MWA draws its purported authority as Watermaster) only  
13 provides that “[a]ny Minimal Producer whose Annual Production exceeds ten (10) acre-feet in any  
14 Year following the date of entry of Judgment shall be made a Party pursuant to Paragraph 12 and  
15 shall be subject to” certain assessments. Indeed, Paragraph 12 only authorizes the Watermaster to  
16 “bring an action or a motion to enjoin any Production that is not pursuant to the terms of this  
17 judgment.” (Judgment, p. 21, ¶ 12.) MWA has neither (1) sought to make SMR a party to the  
18 Judgment (which it cannot do absent SMR stipulating to the Judgment), nor (2) brought a motion  
19 under the Judgment’s Paragraph 12.

20 Further, the Judgment defines a “Minimal Producer” as “Any Person whose Base Annual  
21 Production, as verified by MWA is not greater than ten (10) acre-feet. A Person designated as a  
22 Minimal Producer whose Annual Production exceeds ten (10) acre-feet in any Year following the  
23 date of entry of Judgment is no longer a Minimal Producer.” (*Id.* at pp. 9–10, § II(A)(4)(q).) In  
24 turn, “Base Annual Production” is a term that applies to a “Producer,” who is “A Person, **other**  
25 **than a Minimal Producer**, who Produces water.” (*Id.* at p. 11, § II(A)(4)(y) [emphasis added].)  
26 The FAC alleges only as an afterthought that SMR “produces more than 10 acre-feet of  
27 groundwater annually.” (FAC, ¶ 34(as).) This does not meet the carefully defined standard for  
28

1 what constitutes a “Base Annual Production” warranting a motion to enjoin production under the  
2 Judgment. (See, e.g., Judgment at p. 9–10, § II(A)(4)(q).)

3 Plainly put, the Judgment only provides authority for MWA to bring in SMR (if at all) as a  
4 party to the original *City of Barstow* action (and not the instant action), in which case MWA would,  
5 at a minimum, be required to verify SMR’s Base Annual Production. (See *ibid.*) Once again,  
6 MWA has not done so here. The Demurrer can and should be sustained on this additional ground.

7 C. **The Demurrer Should be Sustained Because the FAC Improperly Seeks to**  
8 **Adjudicate Select Pumper’s Groundwater Rights Without Adjudicating the**  
9 **Groundwater Rights of the Entire Basin**

10 The California Supreme Court’s decision in *City of Barstow* clarified that the terms of the  
11 Judgment only applied to stipulating parties, because in the absence of a water rights determination  
12 of **all** of the parties, the Judgment can only be imposed upon parties who have stipulated. (See  
13 *City of Barstow, supra*, 23 Cal.4th at pp. 1236-1238.) In *City of Barstow*, the parties to the  
14 Judgment stipulated as to their groundwater rights, and the trial court never determined the  
15 groundwater rights of non-stipulating parties. The Supreme Court thereafter held that the Judgment  
16 could not be imposed upon non-stipulating parties because their groundwater rights were not  
17 adjudicated. (*Id.* at p. 1250.) That means that non-stipulating parties cannot have the Judgment  
18 imposed against them without adjudicating their water rights, which would require the adjudication  
19 of the water rights of all of the stipulating parties.

20 Therefore, to the extent that the FAC seeks to adjudicate SMR’s groundwater rights in the  
21 SMR Property without SMR having stipulated to the Judgment, it violates the Court’s ruling. (*City*  
22 *of Barstow, supra*, 23 Cal.4th at p. 1250 [holding a physical solution “cannot simply ignore the  
23 priority rights of the parties asserting them”].) SMR did not stipulate to and is not a party to the  
24 Judgment, and therefore cannot have the Judgment enforced against it. (*Ibid.*)

25 Indeed, to determine SMR’s groundwater rights would require adjudication of **all** Basin  
26 pumpers groundwater rights, which has not been done and is not sought by MWA here. (See, e.g.,  
27 FAC, ¶¶ 6–9, 27.) The FAC instead asserts that SMR “should be **required** to either establish and  
28 prove-up their water rights, if they have any, **or stipulate to the Physical Solution in the**

1 **Judgment.**” (*Id.* at ¶ 27 [emphasis added].) In other words, MWA asks this Court to force SMR  
2 to prove up its water rights (where other water users in the basin have not been required to do so  
3 and indispensable parties have not been joined), or to force SMR to stipulate to the Physical  
4 Solution (which SMR has no legal obligation to do). MWA has not established any legal authority  
5 for its suggested “requirement” that SMR “prove-up” its water rights, which would be a unique  
6 requirement that other water users in the Basin do not have to do; its action is entirely based upon  
7 the Judgment, and it provides no basis for disregarding the Supreme Court’s admonition that the  
8 Judgment only be applied to its parties who have voluntarily stipulated to their respective water  
9 rights under that Judgment.

10 Accordingly, the FAC fails to state facts sufficient to constitute a cause of action and is  
11 uncertain. The Demurrer should also be sustained on this basis.

12 **D. The Demurrer Should be Sustained Because MWA Failed to Comply with the**  
13 **Strict Notice Requirements of SGMA and the Streamlined Adjudication Act**

14 In 2014, the Legislature enacted the SGMA to protect the State’s groundwater basins. One  
15 year later, the Legislature enacted the Streamlined Adjudication Act at Code of Civil Procedure  
16 Section 830 *et seq.* to complement SGMA by establishing new civil procedures for the initiation  
17 and judicial management of groundwater basin adjudications. The complaint in this case was filed  
18 in October 2022, well after both the SGMA and the Streamlined Adjudication Act were signed into  
19 law and took effect. Therefore, these statutes govern MWA’s action, and MWA must abide by  
20 their procedures. MWA has utterly failed to do so.

21 As stated above, the FAC contains a single cause of action seeking a “Comprehensive  
22 Adjudication and Physical Solution” for the Mojave Basin. (FAC, ¶¶ 32–43.) A “comprehensive  
23 adjudication,” in turn, means an action filed in superior court to comprehensively determine rights  
24 to extract groundwater in a basin. (See Code Civ. Proc. § 832.)

25 While the Judgment was entered prior to SGMA and the Streamlined Adjudication Act, and  
26 therefore the Judgment as it currently exists may not subject to the requirements of SGMA and the  
27 Streamlined Adjudication Act, the Mojave Basin Area is only excluded from the SGMA’s  
28 requirements to the extent it “has determined the rights to extract groundwater.” (Wat. Code,

1 § 10720.8, subd. (e).) But SMR’s rights to extract groundwater were never determined, as MWA  
2 dismissed SMR’s predecessor-in-interest, Ace. Therefore, SGMA applies to SMR and the SMR  
3 Property to the extent that MWA now seeks to determine, for the first time, SMR’s rights to extract  
4 groundwater and impose any sort of restraint upon it in the context of a comprehensive adjudication  
5 and physical solution.

6 Despite SGMA’s applicability to MWA’s initiation of a new comprehensive adjudication,  
7 MWA failed to serve the complaint on numerous state entities, such as the Attorney General,  
8 Department of Water Resources, and others, as well as local public water systems. (See, e.g., Code  
9 Civ. Proc., § 835.) MWA was further required in filing the FAC to file additional notice and answer  
10 language with this Court for review and approval, and then deliver that notice and answer language  
11 to all interested persons. (*Id.*, § 836.) That, too, MWA has failed to do. Indeed, there are numerous  
12 procedural failures which MWA has failed to follow, and which render the FAC—an attempt to  
13 initiate a groundwater adjudication in 2022—fatally defective.

14 Because MWA failed to comply with the SGMA’s and the Streamlined Adjudication Act’s  
15 strict noticing requirements, the FAC is procedurally defective on its face. The demurrer should  
16 be sustained on this basis as well.

17 **V. CONCLUSION**

18 Based on the foregoing, SMR respectfully requests that its demurrer to MWA’s FAC be  
19 sustained without leave to amend.

20 Dated: July 9, 2024

BEST BEST & KRIEGER LLP

21  
22  
23 By: 

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CHRISTOPHER M. PISANO  
ALISON K. TOIVOLA

24  
25 Attorneys for Defendant  
26 SHADOW MOUNTAIN RANCH, LLC  
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**PROOF OF SERVICE**

I, Vanessa Guillen-Becerra, declare:

I am a citizen of the United States and employed in San Bernardino County, California. I am over the age of eighteen years and not a party to the within-entitled action. My business address is 2855 E. Guasti Road, Suite 400, Ontario, California 91761. On July 9, 2024, I served a copy of the within document(s):

**DEFENDANT SHADOW MOUNTAIN RANCH, LLC'S NOTICE OF DEMURRER TO MOJAVE WATER AGENCY'S FIRST AMENDED COMPLAINT; MEMORANDUM OF POINTS AND AUTHORITIES**


- by transmitting via facsimile the document(s) listed above to the fax number(s) set forth below on this date before 5:00 p.m.
- by placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, the United States mail at Ontario, California addressed as set forth below.
- by placing the document(s) listed above in a sealed \_\_\_\_\_ envelope and affixing a pre-paid air bill, and causing the envelope to be delivered to a \_\_\_\_\_ agent for delivery.
- by personally delivering the document(s) listed above to the person(s) at the address(es) set forth below.
- by transmitting via e-mail or electronic transmission the document(s) listed above to the person(s) at the e-mail address(es) set forth below.

*Please see attached Service List.*

I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

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

Executed on July 9, 2024, at Fontana, California.

  
\_\_\_\_\_  
Vanessa Guillen-Becerra

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**Service List**

*In re Mojave Water Agency v. All Persons who are not Presently Parties to the Judgment  
San Bernardino County Superior Court, Case No. CIVSB 2218461*

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## PROOF OF SERVICE

STATE OF CALIFORNIA     }  
COUNTY OF SAN BERNARDINO}

I am employed in the County of the San Bernardino, State of California. I am over the age of 18 and not a party to the within action; my business address is 13846 Conference Center Drive, Apple Valley, California 92307.

On July 10, 2024, the document(s) described below were served pursuant to the Mojave Basin Area Watermaster's Rules and Regulations paragraph 8.B.2 which provides for service by electronic mail upon election by the Party or paragraph 10.D, which provides that Watermaster shall mail a postcard describing each document being served, to each Party or its designee according to the official service list, a copy of which is attached hereto, and which shall be maintained by the Mojave Basin Area Watermaster pursuant to Paragraph 37 of the Judgment. Served documents will be posted to and maintained on the Mojave Water Agency's internet website for printing and/or download by Parties wishing to do so.

Document(s) filed with the court and served herein are described as follows:

**Defendant Shadow Mountain Ranch, LLC's Notice of Demurrer to Mojave Water Agency's First Amended Complaint; Memorandum of Points and Authorities**

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

Executed on July 10, 2024 at Apple Valley, California.



---

David Seielstad

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Delta, CO 81416-8501

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Apple Valley, CA 92307-0026

Attn: David Dorrance  
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## Mojave Basin Area Watermaster Service List as of July 10, 2024

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Fallbrook, CA 92028

Gabrych, Eugene  
2006 Old Highway 395  
Fallbrook, CA 92028-8816

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Gaeta, Miguel and Maria  
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Attn: Jay Storer  
Gaeta, Trinidad  
10551 Dallas Avenue  
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Garcia, Daniel  
223 Rabbit Trail  
Lake Jackson, TX 77566-3728

Attn: Sang Hwal Kim  
Gardena Mission Church, Inc.  
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## Mojave Basin Area Watermaster Service List as of July 10, 2024

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Attn: Jeff Gallistel  
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## Mojave Basin Area Watermaster Service List as of July 10, 2024

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Johnston, Harriet and Johnston, Lawrence W.  
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Attn: Paul Jordan  
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Attn: Ray Gagné  
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Attn: Lee Logsdon  
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## Mojave Basin Area Watermaster Service List as of July 10, 2024

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Lee, et al., Sepoong and Woo Poong  
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Attn: Billy Liang  
Liang, Yuan - I and Tzu - Mei Chen  
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Attn: Manshan Gan  
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## Mojave Basin Area Watermaster Service List as of July 10, 2024

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