

one

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5 Attorneys for Plaintiffs
6 Ekula Saq, Hortencia Aceves, Peter Presta,
Jose Jimenez and Atanacio Ochoa

FILED
SAN MATEO COUNTY

OCT 6 - 1994

Clerk of the Superior Court
By *[Signature]*
DEPUTY CLERK

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

11 EKULA SAQ, HORTENCIA ACEVES,)
PETER PRESTA, JOSE JIMENEZ AND)
12 ATANACIO OCHOA)

No. 380598

13 Plaintiffs,)

CLASS ACTION

14 v.)

ORDER

15 PALO ALTO PARK MUTUAL WATER)
COMPANY, a corporation,)

16 Defendants.)
17

18 WHEREAS, Gerald T. McLaughlin of Cooley, Godward, Castro, Huddleson & Tatum
19 appeared for Plaintiffs Ekula Saq, et al. and James P. Moher of Langley, Lamberto & Deckard
20 appeared for Defendant Palo Alto Park Mutual Water Company for a hearing at 11:00 a.m. on
21 October 6, 1994 before the Honorable Allan J. Bollhoffer, and

22 WHEREAS, Defendant Palo Alto Park Mutual Water Company recorded a Notice of
23 Forfeiture of Water Rights and Water Shares (the "Notice") on June 18, 1992, in the office of
24 the County Recorder, San Mateo County, California, affecting title to that property known as
25 2122 Menalto Avenue, Menlo Park, CA 94025, and

26 WHEREAS, rescission of the Notice is necessary to effect the Stipulation of Settlement
27 in the captioned matter approved by the Court this date, and good cause having been

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2-77

10-07-1994
11:28 AM/\$2.75
RCPT#:04-13160

1 shown,

2 **It is hereby ORDERED and DECREED:**

3 1. The Notice of Forfeiture of Water Rights and Water Shares recorded on June 18,
4 1992 in the Office of the County Recorder, San Mateo County, California regarding the
5 property described therein and below, bearing document number 92095834, is rescinded and its
6 legal effect removed.

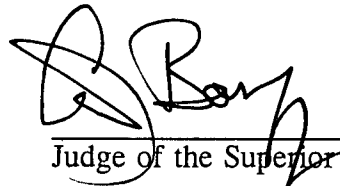
7 Property Address: 2122 Menalto Avenue, Menlo Park, CA 94025

8 Property Description: APN #063-141-060: Parcel 1.217 AC MOL Parcel Map
9 Vol 61/28-29.

10

11 Dated: October 6, 1994

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Judge of the Superior Court

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

10

11 EKULA SAQ, HORTENCIA ACEVES,)
PETER PRESTA, JOSE JIMENEZ AND)
12 ATANACIO OCHOA)

No. 380598

13 Plaintiffs,)

CLASS ACTION

14 v.)

15 PALO ALTO PARK MUTUAL WATER)
COMPANY, a corporation,)

16 Defendants.)
17

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19 STIPULATED JUDGMENT

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FILED
SAN MATEO COUNTY

OCT 6 - 1994

Clerk of the Superior Court
By *[Signature]*
DEPUTY CLERK

ORIGINAL

1 This matter having come before the Court for hearing, pursuant to the Order of this
2 Court, dated _____, 1994 on the application of the parties for approval of the settlement
3 set forth in the Stipulation of Settlement, dated March 14, 1994 ("Stipulation") and due and
4 adequate notice having been given to the Settlement Class defined below as required in said
5 Order, and the Court having considered all papers filed and proceedings had herein and
6 otherwise being fully informed in the premises and good cause appearing therefore, IT IS
7 HEREBY ORDERED, ADJUDGED AND DECREED that:

8 1. This Court has jurisdiction over the subject matter of this Litigation and over all
9 parties to this Litigation, including all Settlement Class Members.

10 2. This Court hereby approves the Settlement set forth in the Stipulation and finds
11 that said Settlement is, in all respects, fair, reasonable and adequate to the Settlement Class and
12 the Defendant Palo Alto Park Mutual Water Company ("Defendant").

13 3. Except as further set forth herein, effective as of the date hereof, each and every
14 Released Claim of the named plaintiffs and of each and every Settlement Class Member,
15 whether or not such Settlement Class Member has filed a Proof of Claim, are and shall be
16 deemed to be conclusively released as against the Defendant. "Released Claims" shall mean all
17 claims (including "Unknown Claims" as defined below), demands, rights, liabilities and causes
18 of action of every nature and description whatsoever, known or unknown, asserted or that
19 might have been asserted, including, without limitation, claims for negligence, gross
20 negligence, breach of duty of care and/or breach of duty of loyalty, fraud, breach of fiduciary
21 duty, or violations of any state or federal statutes, rules or regulations, by any Settlement Class
22 Member against the Defendant arising out of, relating to, or in connection with both: (i) the
23 imposition of Impact Fees and/or Water Conservation Measure Fines; and (ii) the facts,
24 transactions, events, occurrences, acts, disclosures, statements, omissions or failures to act
25 which were alleged or could have been alleged in the Litigation based upon the facts which
26 were alleged. "Unknown Claims," as used in the above definition of Released Claims, means
27 any Released Claims which any representative plaintiff or Settlement Class Member does not
28 know of or expect to exist in his, her or its favor at the time of the release of the Defendant

1 which, if known by him, her or it, might have affected his, her or its settlement with and
2 release of the Defendant, or might have affected his, her or its settlement with and release of
3 the Defendant, or might have affected his, her or its decision not to object to this Settlement.

4 4. Except as further set forth herein, all Settlement Class Members are hereby
5 forever barred and enjoined from prosecuting the Released Claims against the Defendant.

6 5. Upon the effective date hereof, the Defendant shall be deemed to have, and by
7 operation of this Judgment shall have, fully, finally, and forever released, relinquished and
8 discharged each and all of the Settlement Class Members and counsel to the representative
9 plaintiffs from all claims, including unknown claims, arising out of, relating to, or in
10 connection with the institution, prosecution, assertion or resolution of the Litigation or the
11 Released Claims.

12 6. The notice given to the Settlement Class of the Settlement set forth in the
13 Stipulation and the other matters set forth therein was the best notice practicable under the
14 circumstances, including the individual notice to all Settlement Class Members who could be
15 identified through reasonable effort. Said notice provided due and adequate notice of those
16 proceedings and of the matters set forth therein, including the proposed Settlement set forth in
17 the Stipulation, to all persons entitled to such notice, and said notice fully satisfied the
18 requirements of due process.

19 7. Without affecting the finality of this Judgment in any way, this Court hereby
20 retains continuing jurisdiction over (a) implementation of this Settlement and any award or
21 distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the
22 Settlement Fund; and (c) all parties hereto for the purpose of enforcing and administering the
23 Stipulation.

24 8. Defendant's Water Conservation Measures, Resolutions 1991-08, 1991-11, 1991-
25 12 and 1991-1 and all other resolutions in force as of the effective date of this Judgment which
26 purport to authorize the imposition of fines or fees upon any shareholder of the Defendant for
27 water use during "drought" conditions, water shortage emergencies or for violation of so-called
28 Water Conservation Measures are rescinded and rendered null and void.

1 9. Unless and until the Bylaws of the Defendant are amended to explicitly authorize
2 the imposition of water conservation fines upon the shareholders of the company, the
3 Defendant is enjoined and shall refrain from enacting any water conservation measures which
4 purport to authorize the imposition of fines or fees on shareholders for noncompliance. This
5 provision shall not apply if the Defendant is given lawful orders by any governmental or
6 regulatory entity to enact water conservation measures. In the event the Bylaws are amended
7 to authorize the imposition of water conservation fines, any imposition by the Defendant of
8 such fines shall be in compliance with such Bylaws and with all applicable California statutes.

9 10. Defendant's Resolution 1991-05, which articulates a policy for the imposition of
10 Impact Fees for new connections and for improvements to shareholders' property is rescinded
11 and rendered null and void. For a period of five (5) years beginning from the effective date of
12 this Judgment, the Defendant is enjoined from, and shall not adopt, any new Impact Fee policy
13 which would require shareholders who merely remodel, improve or increase the size of an
14 existing structure on a lot which is then receiving or has ever received water service from the
15 Defendant to pay an Impact Fee as defined in Resolution 1991-05. Thereafter, the Defendant
16 is forever enjoined from, and shall not adopt, any Impact Fee policy for remodeling, improving
17 or increasing the size of an existing structure on a lot which is then receiving or has ever
18 received water service from the Defendant, unless all of the following criteria are met:

- 19 (1) the proposed policy is approved by the shareholders;
- 20 (2) the Bylaws are amended to explicitly authorize the enactment of such a
21 policy;
- 22 (3) the Impact Fees under the policy are justified by the financial needs of
23 the Defendant;
- 24 (4) the maximum Impact Fee shall be \$5,000;
- 25 (5) the Impact Fees under the policy are rationally related to the actual
26 impact on the system of any remodel, improvement or increase in the size or of an existing
27 structure; and
- 28 (6) the policy will not be enforced retroactively to impose an Impact Fee for

1 remodels, improvements or increases in the size of existing structures which were begun or
2 completed prior to enactment of such policy.

3 11. The Defendant is further enjoined, and shall not adopt, any other Impact Fee
4 policy unless it is solely for "new connections" and unless it is based on the following criteria:

5 (1) A "new connection" shall be defined as "the establishment of a service
6 connection to a parcel which has never previously been connected in any way to the
7 Defendant's water system;"

8 (2) All Impact Fees for new connections must be assessed on a case-by-case
9 basis by the Board of Directors ("the Board") of the Defendant, with a right of appeal to a
10 three-member Appeals Committee;

11 (3) Impact Fees for new connections shall be capped at a \$5,000 maximum
12 fee;

13 (4) In determining each individual Impact Fee for a new connection, the
14 Board shall consider objective and measurable indicia of likely water usage, including at least
15 the following factors:

- 16 a. the size of the connection pipe (i.e. 3/4 inch, etc.)
- 17 b. the number of persons the shareholder anticipates will occupy the
18 property;
- 19 c. the number of bathrooms in the structure;
- 20 d. the number of water-using fixtures and appliances;
- 21 e. whether the structure will have a built-in laundry facility;
- 22 f. whether the structure will have an exterior sprinkler system;
- 23 g. the size and nature of any landscaping to be irrigated; and
- 24 h. any other criteria rationally related to water use.

25 (5) Until the 1995 annual shareholders' meeting, the Appeals Committee shall
26 consist of one member of the representative plaintiffs in the Class Action, one member of the
27 Defendant's Board, and a third member to be selected by agreement of the other two members
28 of the Appeals Committee. In the event the first two members cannot agree on a third

1 member, the third member shall be selected by agreement of Joseph A. Scanlan, Jr., Esq. or
2 his designee and Louis M. Lupin, Esq. or his designee. In the event those two individuals, or
3 their designees, cannot agree, the third member of the Appeals Committee shall be selected by
4 the Court; and

5 (6) At the 1995 annual shareholders' meeting, the members of the Appeals
6 Committee shall be elected by the shareholders for a term to be determined by the
7 shareholders.

8 12. The Defendant shall immediately and forever cancel, forgive and remove from
9 the account of any shareholder all outstanding Water Conservation Measure Fines or fees and
10 Impact Fees, and all interest, disconnect or reconnect charges related thereto and to rescind all
11 forfeiture of shares which resulted from failure to pay water conservation fines or impact fees,
12 or any related interest, disconnect, or reconnect charges. In particular, but without limitation,
13 Mr. Presta's shares shall be restored and all accounts outstanding or claims assigned to
14 collection agencies related to Mr. Presta's non-payment of Impact Fees and related charges
15 shall be expunged. This action will be without prejudice to the Defendant's dispute as to
16 whether Mr. Presta's property is or is not located within the exclusive service area of the
17 Defendant.

18 13. The Defendant shall pay a total sum of \$70,000 to be applied to a Settlement
19 Fund, to be held in a client trust account to be administered by Plaintiffs' Counsel out of which
20 each shareholder will be entitled to a refund of their claim calculated on the following pro-rata
21 basis and to the extent the fund permits:

22 (1) Each shareholder from whom Water Conservation Measure Fines were
23 collected shall receive 50% of all such Water Conservation Measure Fines collected;

24 (2) Each shareholder from whom Impact Fees were collected for making a
25 new connection shall receive 50% of all such Impact Fees collected;

26 (3) Each shareholder from whom Impact Fees were collected for renovating
27 or increasing the size of a structures already connected to the system shall receive 75% of all
28 such Impact Fees collected;


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(4) In the event that any Settlement Class Members "opt-out" of the Class Settlement, their claims will be determined pro-rata as stated in paragraph 13 (1)-(3) above. The pro-rata shares of the Settlement Class Members who "opted-out" will be refunded to the Defendant; and

(5) To the extent the fund is insufficient to cover the claims of the Settlement Class Members as set forth in paragraph 13 (1)-(3) above, payment of each Settlement Class Member's claim shall be reduced pro-rata based on the ratio of the Settlement Class Member's claim to the total amount of claims calculated pursuant to paragraph 13 (1)-(3) above, and the payment to the Defendant based on any "opt-out" shall be correspondingly reduced. Likewise, to the extent that the fund is larger than required to pay the Settlement Class Members' claims pursuant to paragraph 13 (1)-(3) above, payment of each Settlement Class Member's claim shall be increased pro-rata based on the ratio of the Settlement Class Member's claim to the total amount of claims calculated pursuant to paragraph 13 (1)-(3) above, and the payment to the Defendant based on any "opt-out" shall be correspondingly increased. However, any increase in the pro-rata share shall not exceed the actual amount paid for said fees and fines.

14. The Defendant shall expunge on or before July 12, 1994, all liens, notices of assessment or any other kind of document recorded with the San Mateo County Recorder or any other public agency against the property or shares of any shareholder for Impact Fees or Water Conservation Measure Fines and related interest charges or disconnect or reconnect fees, and the Defendant shall release and restore on or before July 12, 1994, any and all forfeitures of shares for nonpayment of Impact Fees, Water Conservation Measure Fines and/or related charges.

Dated: 10.6.94

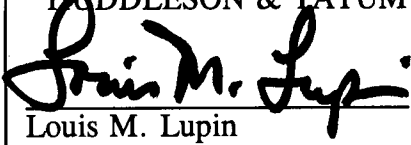


SUPERIOR COURT JUDGE

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Submitted by:

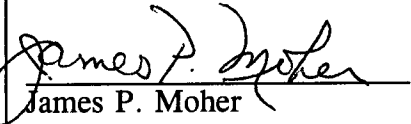
COOLEY GODWARD CASTRO
HIDDLESON & TATUM


Louis M. Lupin

Attorneys for Plaintiffs

Approved as to form:

LANGLEY, LAMBERTO & DECKARD


James P. Moher

Attorneys for Defendant

SUPERIOR COURT OF CALIFORNIA, COUNTY OF SAN MATEO

HONORABLE: ALLAN J. BOLLHOFFER, JUDGE
CLERK: TERRI PETRIAT
DATE: 10-6-94
FILE NO.: 380598

DEPARTMENT NO. 7
REPORTER: TERRY LIGON

(TITLE OF ACTION)

(APPEARANCES)

EKULA SAQ, et al,
Plaintiffs,

ENTERED IN MINUTES.

vs.
PALO ALTO PARK MUTUAL
WATER CO.,
Defendants.

NATURE OF PROCEEDINGS: Hearing to Confirm The Settlement of the Class Action.

ATTORNEY JERRY MCLAUGHLIN present on behalf of all plaintiffs.
ATTORNEY JAMES P. MOHER present for defendants. Joseph Scanlon, Esq., Corporate Counsel, also present. The following board member was present: Katherine Loudd.

///

BRIEF UNREPORTED CONFERENCE held in chambers by Court and counsel.

In chambers conference ended.

THE COURT CONVENED. All of the above parties were present.

The Court stated that the two (2) late claims filed after September 5, 1994 are accepted. There is no other opposition to the confirmation of this settlement. There are no "opt-outs".

The Court heard comments in opposition to the settlement confirmation by Ms. Loudd.

THE COURT, at this time, APPROVED THE CLASS ACTION SETTLEMENT. The "STIPULATED JUDGMENT" was signed by the Court today.

The "ORDER" setting aside Water Rights, etc. was signed by the Court today.

THE COURT ADJOURNED.///

DATE: 10-6-94
CASE NO.: 380598

PROCEEDINGS: Hearing To Confirm The Settlement Of The Class Action.

SAC

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FILED
SAN MATEO COUNTY

AUG 10 1994

Clerk of the Superior Court
By Suzanne C. Allen
DEPUTY CLERK

DATE SIGNED _____
DATE SUBMITTED _____
FOR PROCESSING AUG 10 1994

1 COOLEY GODWARD CASTRO
HUDDLESON & TATUM
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MARY ALICE POMPUTIUS (148768)
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8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 FOR THE COUNTY OF SAN MATEO

11 EKULA SAQ, HORTENCIA ACEVES,)
PETER PRESTA, JOSE JIMENEZ AND)
12 ATANACIO OCHOA)

No. 380598

13 Plaintiffs,)

PROOF OF SERVICE BY MAIL

14 v.)

15 PALO ALTO PARK MUTUAL WATER)
COMPANY, a corporation,)

16 Defendants.)
17 _____)
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10-6-94 Hrg

1 PROOF OF SERVICE BY MAIL

2 Code Civ. Proc. § 1013a(3)

3 I, Karen Crist, hereby declare:

4 I am employed in the County of Santa Clara, California in the office of a member of the
5 bar of this court at whose direction the following service was made. I am over the age of
6 eighteen years and not a party to the within action. My business address is Cooley Godward
7 Castro Huddleson & Tatum, Five Palo Alto Square, 4th Floor, Palo Alto, California 94306. I
8 am personally and readily familiar with the business practice of Cooley Godward Castro
9 Huddleson & Tatum for collection and processing of correspondence for mailing with the
10 United States Postal Service, pursuant to which mail placed for collection at designated stations
11 in the ordinary course of business is deposited the same day, proper postage prepaid, with the
12 United States Postal Service.

13 On August 1, 1994, I served: **A Cover Letter; A Spanish Translation of the Body of**
14 **the Cover Letter; Notice of Pendency and Settlement of Class Action; Proof of Claim and**
15 **Release; and A Return Envelope** on each addressee listed on the Class Action Shareholder
16 Mailing List, a copy of which is attached hereto as Attachment 1, by placing a true copy of
17 each document and a return envelope, on the above date, enclosed in a sealed envelope,
18 following the ordinary business practice of Cooley Godward Castro Huddleson & Tatum, for
19 collection and mailing in the United States mail.

20 I declare under penalty of perjury under the laws of the State of California that the
21 foregoing is true and correct, and that this declaration was executed on August 1, 1994, at Palo
22 Alto, California.

23 

24 Karen Crist

ATTACHMENT 1

CLASS ACTION

SHAREHOLDER MAILING LIST

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Mr. Aguiler

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Mr. Addison

Mr. Luis Aguilera
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Palo Alto, CA 94303
Mr. Aguilera

Mr. Roy Adger
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Mr. Adger

Mr. P. Aguinaldo
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Adger Realtors
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Sir or Madam

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Mr. Aguilar

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Mr. Arellano

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Mr. Avalos

Ms. Barbara Babin
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Ms. Balmonte

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Mr. Backlund

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Cambridge, MA 02138-2921
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Mr. Baez

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Mr. Barajas

Mr. Larry Bailey
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San Jose, CA 95122
Mr. Bailey

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Mrs. Barbett

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E. Palo Alto, CA 94303
Mr. Balcita

Ms. Maria Barpagan
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E. Palo Alto, CA 94303
Ms. Barpagan

Mr. Walter Baldain Jr.
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Mr. Baldain

CA.F.FND. & Mr. D. Barragan
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E. Palo Alto, CA 94303
Mr. Barragan

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Mrs. Ball

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E. Palo Alto, CA 94303
Mr. Barrios

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Menlo Park, CA 94025
Ms. Balmonte

Mr. Antonio Barron
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Mr. Barron

Mr. Alberto Barvo
1412 Bay Road
E. Palo Alto, CA 94303
Mr. Barvo

Ms. Mary Benford
2345 Dumbarton Ave.
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Internet: pomputiusma@cgc.com

VIA FEDERAL EXPRESS

Ms. Terry Ligon
Clerk to Honorable Allan J. Bollhoffer
Superior Court Judge for the County
of San Mateo
Hall of Justice & Records
Dept. 7
401 Marshall Street
Redwood City, CA 94063

RECEIVED

JUL 18 1994

DEPT. No. 7

Re: *Saq et al. v. Palo Alto Park Mutual Water Co.* (Civil Action No. 380598);
Caption Pages for Stipulation of Settlement

Dear Ms. Ligon:

Pursuant to our telephone conversation this afternoon, I am enclosing two copies of the Stipulation of Settlement, recently preliminarily approved by Judge Bollhoffer, with new caption pages. I am also enclosing a loose original caption page, to be attached to the original Stipulation of Settlement in your possession.

Please file and stamp the Stipulation of Settlement, and return the file-stamped copies to me in

COOLEY GODWARD

COOLEY GODWARD CASTRO HUDDLESON & TATUM

Terry Ligon

Clerk to Honorable Allan J. Bollhoffer

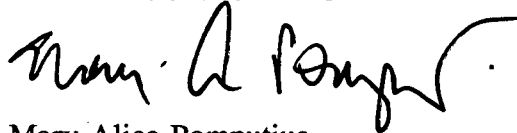
July 15, 1994

Page 2

the enclosed self-addressed Federal Express envelope. I appreciate your courtesy and patience in this matter. If you have any questions, please do not hesitate to call me.

Very truly yours,

COOLEY GODWARD CASTRO
HUDDLESON & TATUM



Mary-Alice Pomputius

Enclosures

cc: James P. Moher, Esq.
Joseph A. Scanlan, Jr., Esq.
Louis M. Lupin, Esq.

20764905

OFFICE OF THE COUNTY CLERK
SAN MATEO COUNTY

Date JUL 15 1994

TO: Master Calendar Clerk

FROM: Superior Court Clerk, Dept. No. 7

Re: Specially set matter

Case No. 380598

Plaintiff EKULA SAQ, et al

Defendant PALO ALTO PARK MUTUAL WATER CO.

- 1. APPROVAL OF PROPOSED SETTLEMENT ;
 - 2. ENTRY OF JUDGMENT PURSUANT TO STIPULATION.
- (nature of matter)

✓ set for continued from 10-6-94 at 11:00AM
 To _____ at _____ in Dept. 7

Estimated length of hearing 1 hr

Plaintiff's Attorney(s)

COOLEY, GODWARD,
CASTRO, et al

Defendant's Attorney(s)

CC: Master Calendar
Calendar
Clerk- Reporter

Terri Oetrust
 Superior Court Clerk