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10
11 **IN THE UNITED STATES DISTRICT COURT**
12 **FOR THE DISTRICT OF ARIZONA**

13 ROOSEVELT IRRIGATION DISTRICT, a political
14 subdivision of the State of Arizona,

15 Plaintiff,

16 v.

17 SALT RIVER PROJECT AGRICULTURAL
18 IMPROVEMENT AND POWER DISTRICT, a
19 political subdivision of the State of Arizona;
20 HONEYWELL INTERNATIONAL INC., a
21 Delaware corporation; CITY OF PHOENIX, a
22 political subdivision of the State of Arizona;
23 UNIVAR USA INC., a Washington corporation;
24 KINDER MORGAN G.P., INC., a Delaware
25 corporation; CHEVRON U.S.A. Inc., a
26 Pennsylvania corporation; DOLPHIN,
INCORPORATED, an Arizona corporation;
MARICOPA COUNTY, a political
subdivision of the State of Arizona; UNITED
STATES DEPARTMENT OF DEFENSE, an
agency of the United States responsible for the
United States Air Force; UNITED STATES

No. CV-10-0290-PHX-ROS

The Honorable Roslyn O. Silver

**FIRST AMENDED
COMPLAINT**

1 DEPARTMENT OF ENERGY, an agency of the
2 United States responsible for the Western Area
3 Power Administration; NUCOR CORPORATION, a
4 Delaware corporation; CORNING
5 INCORPORATED, a New York corporation;
6 ACTION FABRICATING OF ARIZONA, INC., a
7 Minnesota corporation; ALCATEL-LUCENT USA
8 INC., a Delaware corporation; ARIZONA BUS
9 LINES, INC., an Arizona corporation;
10 ARVINMERITOR, INC., a Nevada corporation;
11 AZLT CORPORATION, a revoked Arizona
12 corporation; BAKALA INVESTMENT
13 PROPERTIES, L.L.C., a withdrawn Arizona limited
14 liability company; BDR LIQUIDATING, LLC, an
15 Arizona limited liability company; BILL'S
16 CYLINDER HEAD SERVICE, INC., an Arizona
17 corporation; BNSF RAILWAY COMPANY, a
18 Delaware corporation; BP WEST COAST
19 PRODUCTS LLC, a Delaware limited liability
20 company; BRAKE SUPPLY COMPANY, INC., an
21 Indiana corporation; CAPITAL LIQUIDATIONS
22 LLC, an Arizona limited liability company;
23 CENTURY WHEEL & RIM CORPORATION, a
24 California corporation; COOPER INDUSTRIES
25 LLC, a Delaware limited liability company; D-
26 VELCO MANUFACTURING OF ARIZONA,
INC., an Arizona corporation; DJM
CONSTRUCTION, INC., an Arizona corporation;
ELM PROPERTIES, L.L.C., an Arizona limited
liability company; GLOBAL EXPERIENCE
SPECIALISTS, INC., a Nevada corporation; HI-
TECH PLATING, INC., a California corporation;
HOLSUM BAKERY, INC., an Arizona corporation;
J.T.'S DIESEL REPAIR, INC., an Arizona
corporation; LAUNDRY & CLEANERS SUPPLY,
INC., an Arizona corporation; LAYKE,
INCORPORATED, an Arizona corporation;
MANCO, INC., an Arizona corporation; M.A.P.
ACQUISITIONS, INC., an Arizona corporation, dba
TRI-STAR QUALITY METAL FINISHING;
MARICOPA COUNTY COMMUNITY COLLEGE
DISTRICT, RIO SALADO COMMUNITY
COLLEGE, a political subdivision of the State of
Arizona; MARICOPA LAND AND CATTLE
COMPANY, an Arizona corporation; MILUM

1 TEXTILE SERVICES CO., an Arizona corporation;
2 NORTH AMERICAN TERMINALS
3 MANAGEMENT, INC., a Delaware corporation;
4 OPTIFUND, INC., an Arizona corporation;
5 OSBORN PRODUCTS, INC., an Arizona
6 corporation; PENN RACQUET SPORTS, INC., an
7 Ohio corporation; PHOENIX HEAT TREATING,
8 INC., an Arizona corporation; PHOENIX
9 INDUSTRIAL PROPERTIES, INC., a Delaware
10 corporation; PHOENIX MANUFACTURING,
11 INC., an Arizona corporation; PHOENIX
12 NEWSPAPERS, INC., an Arizona corporation;
13 PHOENIX VEGETABLE DISTRIBUTORS, an
14 administratively dissolved Arizona corporation;
15 PRAXAIR, INC., a Delaware corporation;
16 PRUDENTIAL OVERALL SUPPLY, a California
17 corporation; RESEARCH CHEMICALS
18 INCORPORATED, a Delaware corporation;
19 REXAM BEVERAGE CAN COMPANY, a
20 Delaware corporation; SAV-TRAC OF ARIZONA,
21 INC., an administratively dissolved Arizona
22 corporation; SCHUFF STEEL COMPANY, a
23 Delaware corporation; SEAPORT PETROLEUM
24 CORPORATION, a California corporation; SHEET
25 METAL FABRICATING SPECIALISTS LLC, an
26 Arizona limited liability company; SHELL OIL
COMPANY, a Delaware corporation;
SOUTHWEST ROOFING SUPPLY, INC., a
Delaware corporation; SOUTHWEST SOLVENTS
& CHEMICALS INC., a Texas corporation;
SUNBELT INVESTMENT HOLDINGS, INC., a
Delaware corporation; THE SEVEN ANGELS,
L.L.C., an Arizona limited liability company;
TIMES FIBER COMMUNICATIONS, INC., a
Delaware corporation; UNION PACIFIC
RAILROAD COMPANY, a Delaware corporation;
UNITED PARCEL SERVICE, INC., an Ohio
corporation; URS SOUTHWEST, INC., a Delaware
corporation; WALKER POWER SYSTEMS, INC.,
an Arizona corporation; WEST MONROE
PROPERTY, INC., an Arizona corporation;
WESTERN DYNEX CORPORATION, an Arizona
corporation; WILLMORE MANUFACTURING,
INC., an Arizona corporation; WORLD
RESOURCES COMPANY, a Virginia corporation;

1 and YRC INC., a Delaware corporation.

2 Defendants.

3
4
5 Plaintiff Roosevelt Irrigation District (“RID”), by and through its undersigned
6 counsel, files this First Amended Complaint against the Defendants and alleges as
7 follows:
8

9 **NATURE OF THE ACTION**

10 1. This is a civil action brought against the Defendants under the
11 Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as
12 amended, 42 U.S.C. §§ 9601, *et seq.* (“CERCLA”), for the recovery of costs incurred by
13 RID in responding to the Defendants’ release or threatened release of hazardous
14 substances into groundwater that impacts or threatens to impact wells owned and operated
15 by RID, as well as for damages to property owned by RID. RID also seeks a declaration
16 of the Defendants’ liability pursuant to Section 113(g)(2) of CERCLA, 42 U.S.C. §
17 9613(g)(2), that will be binding in future actions to recover further response costs or
18 damages incurred by RID in connection with its groundwater wells and property.

19 **JURISDICTION AND VENUE**

20 2. This action arises under Section 107(a) of CERCLA, 42 U.S.C. § 9607(a),
21 and under Arizona state law.

22 3. This Court has jurisdiction over this action pursuant to 28 U.S.C. § 1331
23 (federal question); 28 U.S.C. § 1367(a) (supplemental jurisdiction); 28 U.S.C. § 2201(a)
24 (declaratory judgment); and Section 113(b) of CERCLA, 42 U.S.C. § 9613(b).

25 4. Venue lies in the Phoenix Division of the United States District Court for
26 the District of Arizona pursuant to 28 U.S.C. § 1391(b)(2) and 42 U.S.C. §§ 9607(a) and

1 9613(b). The claims asserted in this First Amended Complaint arose in Maricopa County,
2 Arizona; the release and threatened release of hazardous substances have occurred and are
3 occurring in Maricopa County, Arizona; and the damages have occurred and are occurring
4 in Maricopa County, Arizona.

5 5. Pursuant to Section 113(l) of CERCLA, 42 U.S.C. § 9613(l), RID has
6 provided copies of this First Amended Complaint to the Attorney General of the United
7 States and to the Administrator of the Environmental Protection Agency.

8 **PLAINTIFF**

9 6. RID is an irrigation district organized and operated under Article XIII of the
10 Arizona Constitution and Title 48, Chapter 19 of the Arizona Revised Statutes.

11 7. RID is a political subdivision of the State of Arizona, vested with all the
12 rights, privileges, and benefits, and entitled to the immunities and exemptions granted to
13 municipalities and political subdivisions under the Arizona Constitution or any law of the
14 State or of the United States. Ariz. Const. art. XIII, § 7 (adopted 1940).

15 8. RID is a “person” as that term is defined in Section 101(21) of CERCLA, 42
16 U.S.C. § 9601(21).

17 9. RID is the owner and operator of a series of groundwater wells located in
18 the western portion of Maricopa County, Arizona. RID operates and maintains the
19 groundwater wells for the purpose of providing water to public and private entities and
20 individuals in the western portion of Maricopa County, Arizona for industrial,
21 agricultural, and residential uses.

22 10. RID has the legal right to use its groundwater for any beneficial use.

23 11. Over 20 of RID’s groundwater wells have been impacted by hazardous
24 substances, including, but not limited to, trichloroethene (“TCE”); tetrachloroethene
25 (“PCE”); 1,1,1-trichloroethane (“TCA”); 1,1-dichloroethane (“1,1-DCA”); 1-1-
26 dichloroethene (“1,1-DCE”); 1,2-dichloroethane (“1,2-DCA”); cis-1,2-dichloroethene

1 (“cis-1, 2-DCE”); and methyl tertiary butyl ether (“MTBE”). An additional 11 of RID’s
2 groundwater wells are threatened by the same hazardous substances.

3 12. RID did not release TCE, PCE, TCA, 1,1-DCA, 1,1-DCE, 1,2-DCA, cis-
4 1,2-DCE, MTBE, or any other hazardous substance into its wells.

5 13. To identify the potential sources of hazardous substances in its wells, RID
6 obtained and reviewed publicly available documents, reports, and sampling data in the
7 possession of the Arizona Department of Environmental Quality (“ADEQ”) and U.S.
8 Environmental Protection Agency (“EPA”) relating to the West Van Buren Area and West
9 Central Phoenix Area Water Quality Assurance Revolving Fund (“WQARF”) Sites and
10 the Motorola 52nd Street Superfund Site. These publicly available documents, reports,
11 and sampling data include, but are not limited to, the following: Draft Remedial
12 Investigation Report, West Van Buren WQARF Registry Site (October 2008); Remedial
13 Investigation Report, West Osborn Complex (July 22, 2004); Draft Remedial
14 Investigation Report, West Central Phoenix North Plume Site (July 2006); Draft Remedial
15 Investigation Report, West Central Phoenix West Grand Avenue Site (January 2004);
16 Final Remedial Investigation Report, West Central Phoenix East Grand Avenue WQARF
17 Site (June 2006); Interim Remedial Investigation Report, West Central Phoenix North
18 Canal (August 2005); 2006 Final-Focused Remedial Investigation Work Plan and
19 Sampling & Analysis Plan, 500 South 15th Street Facility (July 19, 2006); Draft Focused
20 Remedial Investigation Report, Baker Metal Products Site, 1601 East Madison Street
21 (January 24, 2008); Third Draft Focused Remedial Investigation Work Plan for Soil Gas
22 Investigation, Phoenix Newspapers, Inc. Site, 120 East Van Buren Street (December 1,
23 2006); Final Focused Remedial Investigation Report, Salt River Project’s 16th Street
24 Facility (September 29, 2008); Final Focused Remedial Investigation/Feasibility Study
25 Work Plan, Walker Power Systems Site (April 15, 2008); and Phase I Report, Task
26 Assignment K-2, West Van Buren Area (July 1989) (collectively, the “Public Records”).

1 Records state that Arizona Bus Lines, Inc. used PCE and TCE at the facility and that used
2 oil and petroleum hydrocarbons were released into the soil at the facility.

3 20. ArvinMeritor, Inc., a Nevada corporation, owns and/or operates or formerly
4 owned and/or operated a facility located at 500 South 15th Street in Phoenix, Arizona at
5 the time hazardous substances were disposed of at the facility. The Public Records state
6 that ArvinMeritor, Inc. stored and used PCE and petroleum hydrocarbons at the facility;
7 TCE, PCE, TCA, 1,1-DCA, 1,1-DCE, and 1,2-DCA are present in the soil and soil gas at
8 the facility; and TCE, PCE, TCA, 1,1-DCA, 1,1-DCE, and 1,2-DCE are present in the
9 groundwater at the facility.

10 21. AZLT Corporation, a revoked Arizona corporation that did business as
11 Arizona Lift Trucks, Inc., owns and/or operates or formerly owned and/or operated a
12 facility located at 317 9th Avenue in Phoenix, Arizona at the time hazardous substances
13 were disposed of at the facility. The Public Records state that waste oil and petroleum
14 hydrocarbons were released at the facility.

15 22. Bakala Investment Properties, LLC, a withdrawn Arizona limited liability
16 company, owns and/or operates or formerly owned and/or operated a facility located at
17 2930 West Osborn Road in Phoenix, Arizona at the time hazardous substances were
18 disposed of at the facility. The Public Records state that PCE, TCE, TCA, and 1,1-DCE
19 are present in the soil at the facility and PCE, TCE, and 1,1-DCE are present in the
20 groundwater at the facility.

21 23. BDR Liquidating, LLC, an Arizona limited liability company, owns and/or
22 operates or formerly owned and/or operated a facility located at 1601 East Madison Street
23 in Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
24 Public Records state that PCE, TCE, cis-1,2-DCE, 1,1,2-TCA, and petroleum
25 hydrocarbons are present in the soil gas and soil at the facility and that PCE and TCE are
26 present in the groundwater at the facility based on theoretical historical groundwater

1 impacts.

2 24. Bill's Cylinder Head Service, Inc., an Arizona corporation, owns and/or
3 operates or formerly owned and/or operated a facility located at 1620 South 27th Avenue
4 in Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
5 Public Records state that Bill's Cylinder Head Service, Inc. released oil into the soil at the
6 facility.

7 25. BNSF Railway Company, a Delaware corporation, owns and/or operates or
8 formerly owned and/or operated a facility located at 707 North 20th Avenue in Phoenix,
9 Arizona at the time hazardous substances were disposed of at the facility. Upon
10 information and belief, BNSF Railway Company is the successor-in-interest to Santa Fe
11 Pacific Railroad Company. The Public Records state that TCA and TCE are present in the
12 soil at the facility and PCE, TCE, and cis-1,2-DCE are present in the groundwater at the
13 facility.

14 26. BP West Coast Products LLC, a Delaware limited liability company that did
15 business under the name of Atlantic Richfield Co., owns and/or operates or formerly
16 owned and/or operated facilities located at 2926 Northwest Grand Avenue and 5333 West
17 Van Buren Street (also known as the Phoenix Tank Farm) in Phoenix, Arizona at the time
18 hazardous substances were disposed of at the facilities. The Public Records state that BP
19 West Coast Products, LLC generated TCE waste at the facilities; released petroleum
20 hydrocarbons into the soil at the facilities; PCE, TCE, 1,1-DCE, cis-1,2-DCE, and 1,2-
21 DCA are present in the groundwater at the facility located at 5333 West Van Buren
22 facility; and petroleum hydrocarbons are present in the groundwater at the facility located
23 at 2926 Northwest Grand Avenue.

24 27. Brake Supply Company, Inc., an Indiana corporation, owns and/or operates
25 or formerly owned and/or operated a facility located at 420 South 7th Avenue in Phoenix,
26 Arizona at the time hazardous substances were disposed of at the facility. The Public

1 Records state that PCE and TCE are present in the soil and soil gas at the facility.

2 28. Capital Liquidations LLC, an Arizona limited liability company, owns
3 and/or operates or formerly owned and/or operated a facility located at 3536 West Osborn
4 Road in Phoenix, Arizona at the time hazardous substances were disposed of at the
5 facility. The Public Records state that PCE, TCE, TCA, and 1,1-DCE are present in the
6 soil at the facility and PCE, TCE, and 1,1-DCE are present in the groundwater at the
7 facility.

8 29. Century Wheel & Rim Corporation, a California corporation, owns and/or
9 operates or formerly owned and/or operated a facility located at 2930 West Osborn Road
10 in Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
11 Public Records state that PCE, TCE, TCA, and 1,1-DCE are present in the soil and soil
12 gas at the facility and PCE, TCE, and 1,1-DCE are present in the groundwater at the
13 facility.

14 30. Chevron U.S.A. Inc., a Pennsylvania corporation, owns and/or operates or
15 formerly owned and/or operated facilities located at 3050 South 19th Avenue, 5110 West
16 Madison Street, 5325 West Van Buren Street (also known as the Phoenix Tank Farm), 10
17 South 51st Avenue, and 3438 West Buckeye Road, in Phoenix, Arizona at the time
18 hazardous substances were disposed of at the facilities. Upon information and belief,
19 Chevron is the successor-in-interest to The Texas Company, also known as Texaco, and
20 Union Oil Company of California, also known as Unocal. The Public Records state that
21 waste was generated at the facilities that may contain PCE, TCE, and TCA; cleaning
22 solvents were used at the facilities; petroleum hydrocarbons were released into the soil at
23 the facilities; TCE, PCE, and TCA are present in the soil at the facilities; PCE, TCE,
24 TCA, 1,1-DCE, 1,1-DCA, and cis-1,2-DCE are present in the evaporation pond and
25 process water at the facilities; and PCE, TCE, 1,1-DCE, cis-1,2-DCE, and 1,2-DCA are
26 present in the groundwater at the facilities.

1 31. City of Phoenix, a political subdivision of the State of Arizona, owns and/or
2 operates or formerly owned and or operated facilities located at Sky Harbor International
3 Airport, 5204 East Thomas Road, 2001 South 32nd Street, 3401 East Air Lane, 111 South
4 34th Street, and 2801 East Air Lane in Phoenix, Arizona at the time hazardous substances
5 were disposed of at the facilities. Pursuant to A.R.S. § 12-821.01, the City of Phoenix
6 was provided RID's Notice of Claim on or about April 29, 2009. On July 23, 2009, the
7 City of Phoenix denied RID's Notice of Claim. The Public Records state that TCA and
8 TCE were used at the facilities; jet fuel was released at the facilities; PCE, TCE, 1,1,1-
9 TCA, cis-1,2-DCE, and 1,1-DCE are present in the soil at the facilities; and PCE, TCE,
10 1,1,1-TCA, cis-1,2-DCE, 1,1-DCE, and 1,1-DCA are present in the groundwater at the
11 facilities.

12 32. Cooper Industries LLC, a Delaware limited liability company, owns and/or
13 operates or formerly owned and/or operated a facility located at 500 South 15th Street in
14 Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
15 Public Records state PCE and petroleum hydrocarbons were stored and used at the
16 facility; PCE, TCE, TCA, 1,1-DCA, 1,1-DCE, and 1,2-DCA are present in the soil and
17 soil gas at the facility; and PCE, TCE, TCA, 1,1-DCA, 1,1-DCE, and 1,2-DCE are present
18 in the groundwater at the facility.

19 33. Corning Incorporated, a New York corporation, owns and/or operates or
20 formerly owned and/or operated facilities located at 3536 West Osborn Road and 425
21 South 67th Avenue in Phoenix, Arizona at the time hazardous substances were disposed
22 of at the facilities. Upon information and belief, Corning Incorporated is the successor-in-
23 interest to Components Incorporated. The Public Records state that PCE, TCE, TCA, and
24 1,1-DCE are present in the soil at the facility located at 3536 West Osborn Road; PCE,
25 TCE, and 1,1-DCE are present in the groundwater at the facility located at 3536 West
26 Osborn Road; and oil and petroleum hydrocarbons are present in soil at the facility located

1 at 425 South 67th Avenue.

2 34. D-Velco Manufacturing of Arizona, Inc., an Arizona corporation, owns
3 and/or operates or formerly owned and/or operated a facility located at 401 South 36th
4 Street in Phoenix, Arizona at which hazardous substances have been disposed. The Public
5 Records identify D-Velco Manufacturing of Arizona, Inc. as a potentially responsible
6 party and potential source of the hazardous substances in RID's wells, as it received a
7 General Notice Letter on September 3, 2003 and a Special Notice Letter on July 2, 2004
8 from EPA identifying the company as a potentially responsible party in OU2 of the
9 Motorola 52nd Street Superfund Site.

10 35. DJM Construction, Inc., an Arizona corporation, owns and/or operates or
11 formerly owned and/or operated a facility located at 3720 West Whitton Avenue in
12 Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
13 Public Records state that PCE is present in the soil at the facility and TCE is present in the
14 groundwater at the facility.

15 36. Dolphin, Incorporated, an Arizona corporation, owns and/or operates or
16 formerly owned and/or operated a facility located at 740 South 59th Avenue in Phoenix,
17 Arizona at the time hazardous substances were disposed of at the facility. The Public
18 Records state that PCE and TCA were used at the facility; PCE, TCE, 1,1-DCE, and
19 petroleum hydrocarbons were released at the facility; PCE, TCE, 1,1,1-TCA, 1,1-DCE,
20 1,1-DCA, and cis-1,2-DCE are present in the soil at the facility; and PCE, TCE, 1,1,1-
21 TCA, 1,1-DCE, 1,1-DCA, 1,2-DCA, and cis-1,2-DCE are present in the groundwater at
22 the facility.

23 37. ELM Properties, L.L.C., an Arizona limited liability company, owns and/or
24 operates or formerly owned and/or operated a facility located at 3540 West Osborn Road
25 in Phoenix, Arizona at the time hazardous substances were disposed of at the facility.
26 Upon information and belief, ELM Properties, L.L.C. is the successor-in-interest to

1 Charles G. May, May Industries, Inc., May Welding and Machine, and Estella Lyvon
2 May. The Public Records state that TCA was used at the facility and PCE, TCE, and 1,1-
3 DCE are present in the groundwater at the facility.

4 38. Global Experience Specialists, Inc., a Nevada corporation,, owns and/or
5 operates or formerly owned and/or operated facilities located at 3840, 3842, and 3846
6 West Clarendon Avenue in Phoenix, Arizona at the time hazardous substances were
7 disposed of at the facilities. The Public Records state that drywells at the facilities may
8 have served as conduits for hazardous substances and PCE and TCE are present in
9 groundwater at the facilities.

10 39. Hi-Tech Plating, Inc., a California corporation, owns and/or operates or
11 formerly owned and/or operated a facility located at 4313 West Van Buren Street in
12 Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
13 Public Records state that PCE and TCE were used at the facility and PCE and TCE are
14 present in the soil of an on-site drywell at the facility.

15 40. Holsum Bakery, Inc., an Arizona corporation, owns and/or operates or
16 formerly owned and/or operated a facility located at 408 South 23rd Avenue in Phoenix,
17 Arizona at the time hazardous substances were disposed of at the facility. The Public
18 Records state that PCE is present in the soil at the facility and PCE, TCE, TCA, 1,1-DCE,
19 cis-1,2-DCE, and 1,1-DCA are present in the groundwater at the facility.

20 41. Honeywell International Inc., a Delaware corporation, owns and/or operates
21 or formerly owned and/or operated facilities located at 111 South 34th Street, 2739 East
22 Washington Street, 2801 East Washington Street, 149 South 27th Street, 202 South 27th
23 Street, and 3401 East Air Lane in Phoenix, Arizona at the time hazardous substances were
24 disposed of at the facilities. The Public Records state that TCA and TCE were used at the
25 facilities; jet fuel was released at the facilities; PCE, TCE, 1,1,1-TCA, cis-1,2-DCE, and
26 1,1-DCE are present in the soil at the facilities; and PCE, TCE, 1,1,1-TCA, cis-1,2-DCE,

1 1,1-DCE, and 1,1-DCA are present in the groundwater at the facilities.

2 42. J.T.'s Diesel Repair, Inc., an Arizona corporation, owns and/or operates or
3 formerly owned and/or operated a facility located at 717 North 21st Avenue in Phoenix,
4 Arizona at the time hazardous substances were disposed of at the facility. The Public
5 Records state that PCE is present in the soil at the facility and PCE and TCE are present in
6 the groundwater at the facility.

7 43. Kinder Morgan G.P., Inc., a Delaware corporation, owns and/or operates or
8 formerly owned and/or operated facilities located at 49 North 53rd Avenue (also known as
9 the Phoenix Tank Farm) in Phoenix, Arizona at the time hazardous substances were
10 disposed of at the facilities. Upon information and belief, Kinder Morgan G.P., Inc. is the
11 successor-in-interest to Santa Fe Pacific Pipeline Partners, L.P. The Public Records state
12 that TCE, PCE, and TCA are present in the soil at the facilities; petroleum hydrocarbons
13 were released into the soil at the facilities; and PCE, TCE, 1,1-DCE, cis-1,2-DCE, and
14 1,2-DCA are present in the groundwater at the facilities.

15 44. Laundry & Cleaners Supply, Inc., an Arizona corporation, owns and/or
16 operates or formerly owned and/or operated a facility located at 4120 East Madison Street
17 in Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
18 Public Records identify Laundry & Cleaners Supply, Inc. as a potentially responsible
19 party and potential source of the hazardous substances in RID's wells, as it received a
20 General Notice Letter dated September 3, 2003 from EPA for OU2 of the 52nd Street
21 Motorola Superfund Site.

22 45. Layke, Incorporated, an Arizona corporation, owns and/or operates or
23 formerly owned and/or operated a facility located at 3330 West Osborn Road in Phoenix,
24 Arizona at the time hazardous substances were disposed of at the facility. The Public
25 Records state that PCE, TCA, and TCE were used at the facility; PCE, TCA, and TCE
26 were released at the facility; and PCE, TCE, and 1,1-DCE are present in the soil and

1 groundwater at the facility.

2 46. Manco, Inc., an Arizona corporation, owns and/or operates or formerly
3 owned and/or operated a facility located at 1738 West Lincoln Street in Phoenix, Arizona
4 at the time hazardous substances were disposed of at the facility. The Public Records
5 state that oil and petroleum hydrocarbons are present in the soil at the facility.

6 47. M.A.P. Acquisitions, Inc., an Arizona corporation, dba Tri-Star Quality
7 Metal Finishing, owns and/or operates or formerly owned and/or operated a facility
8 located at 5144 West McKinley Street in Phoenix, Arizona at the time hazardous
9 substances were disposed of at the facility. The Public Records state that TCE and TCA
10 were used at the facility; PCE is present in the soil at the facility; and PCE and TCE are
11 present in the groundwater at the facility.

12 48. Maricopa County, a political subdivision of the State of Arizona, owns
13 and/or operates or formerly owned and/or operated facilities located at 49 North 53rd
14 Avenue (also known as the Phoenix Tank Farm) and 320 West Lincoln Street in Phoenix,
15 Arizona at the time hazardous substances were disposed of at the facility. Pursuant to
16 A.R.S. § 12-821.01, Maricopa County was provided RID's Notice of Claim on or about
17 April 29, 2009. On May 8, 2009, Maricopa County notified RID that Maricopa County
18 would not investigate the Notice of Claim. The Public Records State that TCE and PCE
19 are present in the soil at the facilities and PCE, TCE, TCA, 1,1-DCE, 1,2-DCA, and cis-
20 1,2-DCE are present in the groundwater at the facilities.

21 49. Maricopa County Community College District, Rio Salado Community
22 College, a political subdivision of the State of Arizona, owns and/or operates or formerly
23 owned and/or operated a facility located at 621 North 7th Avenue in Phoenix, Arizona at
24 which hazardous substances have been disposed. Pursuant to A.R.S. § 12-821.01,
25 Maricopa County Community College District was provided a letter outlining RID's
26 claims on or about August 19, 2009. On October 9, 2009, Maricopa County Community

1 College District notified RID that Maricopa County Community College District denied
2 RID's claims. The Public Records state that waste oil and petroleum hydrocarbons were
3 released at the facility and are present in the soil of the facility.

4 50. Maricopa Land and Cattle Company, an Arizona corporation, owns and/or
5 operates or formerly owned and/or operated a facility located at 3602 West Elwood Street
6 in Phoenix, Arizona at the time hazardous substances were disposed of at the facility.
7 Upon information and belief, Maricopa Land and Cattle Company is the successor-in-
8 interest to Maricopa By-Products, Inc. The Public Records state that TCA and TCE are
9 present in the soil at the facility.

10 51. Milum Textile Services Co., an Arizona corporation, owns and/or operates
11 or formerly owned and/or operated a facility located at 333 North 7th Avenue in Phoenix,
12 Arizona at the time hazardous substances were disposed of at the facility. The Public
13 Records state that PCE was used at the facility; PCE, TCA, and TCE are present in the
14 soil gas at the facility; and PCE, TCE, and 1,1-DCE are present in the groundwater at the
15 facility.

16 52. North American Terminals Management, Inc., a Delaware corporation,
17 owns and/or operates or formerly owned and/or operated a facility located at 2021 South
18 51st Avenue in Phoenix, Arizona at the time hazardous substances were disposed of at the
19 facility. The Public Records state that TCE is present in the soil at the facility.

20 53. NUCOR Corporation, a Delaware corporation, owns and/or operates or
21 formerly owned and operated a facility located at 3536 West Osborn Road in Phoenix,
22 Arizona at the time hazardous substances were disposed of at the facility. The Public
23 Records state that TCE was used at the facility; PCE, TCE, and 1,1-DCE are present in
24 the soil at the facility; and PCE, TCE, and 1,1-DCE are present in the groundwater at the
25 facility.

26 54. Optifund, Inc., an Arizona corporation that does business under the name of

1 Optifab, Inc., owns and/or operates or formerly owned and/or operated facilities located at
2 1550 and 1554 West Van Buren Street in Phoenix, Arizona at the time hazardous
3 substances were disposed of at the facilities. The Public Records state that TCA was used
4 at the facilities and is present in the groundwater at the facilities.

5 55. Osborn Products, Inc., an Arizona corporation, owns and/or operates or
6 formerly owned and/or operated a facility located at 3632 West Clarendon in Phoenix,
7 Arizona at the time hazardous substances were disposed of at the facility. The Public
8 Records state that TCE and TCA were used at the facility; waste was disposed of by
9 drywell at the facility; TCA, TCE, PCE, and cis-1,2-DCE are present in the soil at the
10 facility; PCE, TCE, and TCA are present in drywell sludge at the facility; and PCE, TCE,
11 and 1,1-DCE are present in the groundwater at the facility.

12 56. Penn Racquet Sports, Inc., an Ohio corporation that does business under the
13 name of Penn Athletic, owns and/or operates or formerly owned and/or operated a facility
14 located at 306 South 45th Avenue in Phoenix, Arizona at the time hazardous substances
15 were disposed of at the facility. The Public Records state that there was a release of
16 petroleum hydrocarbons from an underground storage tank at the facility.

17 57. Phoenix Heat Treating, Inc., an Arizona corporation, owns and/or operates
18 or formerly owned and/or operated a facility located at 2405 West Mohave Street in
19 Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
20 Public Records state that TCA was used at the facility and TCA, TCE, and 1,1-DCE are
21 present in the soil and soil gas at the facility.

22 58. Phoenix Industrial Properties, Inc., a Delaware corporation, owns and/or
23 operates or formerly owned and/or operated a facility located at 3027 East Washington in
24 Phoenix, Arizona at which hazardous substances have been disposed. The Public Records
25 identify Phoenix Industrial Properties, Inc. as a potentially responsible party and potential
26 source of the hazardous substances in RID's wells, as it received a General Notice Letter

1 dated September 3, 2003 and Special Notice Letter dated July 2, 2004 from EPA for OU2
2 of the 52nd Street Motorola Superfund Site.

3 59. Phoenix Manufacturing, Inc., an Arizona corporation, owns and/or operates
4 or formerly owned and/or operated a facility located at 1601 East Madison Street in
5 Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
6 Public Records identify Phoenix Industrial Properties, Inc. as a potentially responsible
7 party and potential source of the hazardous substances in RID's wells. The Public
8 Records state that TCE, PCE, and 1,1,2-TCA are present in the soil at the facility and TCE
9 and PCE are present in the groundwater at the facility.

10 60. Phoenix Newspapers, Inc., an Arizona corporation, owns and/or operates or
11 formerly owned and operated a facility located at 120 East Van Buren Street in Phoenix,
12 Arizona at the time hazardous substances were disposed of at the facility. The Public
13 Records identify Phoenix Newspapers, Inc. as a potentially responsible party and potential
14 source of the hazardous substances in RID's wells. The Public Records also state that
15 TCE, TCA, and PCE are present in the soil at the facility.

16 61. Phoenix Vegetable Distributors, an administratively dissolved Arizona
17 corporation, owns and/or operates or formerly owned and/or operated a facility located at
18 the southeast corner of Buckeye Road and 83rd Avenue in Tolleson, Arizona at the time
19 hazardous substances were disposed of at the facility. The Public Records state that TCE
20 is present in the soil at the facility.

21 62. Praxair, Inc., a Delaware corporation, owns and/or operates or formerly
22 owned and/or operated a facility located at 1021 North 22nd Avenue in Phoenix, Arizona
23 at the time hazardous substances were disposed of at the facility. Upon information and
24 belief, Praxair is the successor-in-interest to Treffers Precision, Inc. The Public Records
25 state that PCE and TCA were used at the facility and PCE is present in the soil at the
26 facility.

1 63. Prudential Overall Supply, a California corporation, owns and/or operates or
2 formerly owned and/or operated a facility located at 5102 West Roosevelt Street in
3 Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
4 Public Records state that PCE was used at the facility and PCE, TCE, 1,1-DCE, and cis-
5 1,2-DCE are present in the soil, soil gas, and groundwater at the facility.

6 64. Research Chemicals Incorporated, a Delaware corporation, owns and/or
7 operates or formerly owned and/or operated a facility located at 8220 West Harrison
8 Street in Phoenix, Arizona at the time hazardous substances were disposed of at the
9 facility. The Public Records state that PCE, TCA, TCE, and 1,1-DCE are present in the
10 soil and groundwater at the facility.

11 65. Rexam Beverage Can Company, a Delaware corporation, owns and/or
12 operates or formerly owned and/or operated a facility located at 211 North 51st Avenue in
13 Phoenix, Arizona at the time hazardous substances were disposed of at the facility. Upon
14 information and belief, Rexam Beverage Can Company is the successor-in-interest to
15 American National Can Group. The Public Records state that TCA, TCE, PCE, and 1,1-
16 DCE are present in the soil and soil gas at the facility.

17 66. Salt River Project Agricultural Improvement and Power District, a political
18 subdivision of the State of Arizona that also operates under the names of Salt River
19 Project and SRP, owns and/or operates or formerly owned and/or operated facilities
20 located at 100 South 55th Avenue, 120 South 55th Avenue, and 1616 East Lincoln Street
21 in Phoenix, Arizona at the time hazardous substances were disposed of at the facilities.
22 The Public Records state that PCE, TCE, and TCA were used at the facilities; PCE, TCE,
23 and petroleum hydrocarbons were released at the facilities; PCE, TCE, TCA, and
24 petroleum hydrocarbons are present in the soil and soil gas at the facilities; and PCE,
25 TCE, 1,1-DCE, 1,2-DCE, 1,2-DCA, and 1,1-DCA are present in the groundwater at the
26 facilities. Pursuant to A.R.S. § 12-821.01, Salt River Project Agricultural Improvement

1 and Power district was provided RID's Notice of Claim on or about April 29, 2009. The
2 Notice of Claim was denied.

3 67. Sav-Trac of Arizona, Inc., an administratively dissolved Arizona
4 corporation, owns and/or operates or formerly owned and/or operated a facility located at
5 2602 West Durango Street in Phoenix, Arizona at the time hazardous substances were
6 disposed of at the facility. The Public Records state that waste, which may have
7 contained PCE, TCE, and TCA, was released in drywells at the facility and drywell fluid
8 and sediment from the facility contain volatile organic compounds.

9 68. Schuff Steel Company, a Delaware corporation, owns and/or operates or
10 formerly owned and/or operated a facility located at 420 South 19th Avenue in Phoenix,
11 Arizona at the time hazardous substances were disposed of at the facility. The Public
12 Records state that PCE, TCE, TCA, 1,1-DCE, and 1,1-DCA are present in the soil at the
13 facility and TCE and 1,1-DCE were detected in wastewater at the facility.

14 69. Seaport Petroleum Corporation, a California corporation, owns and/or
15 operates or formerly owned and/or operated a facility located at 25 North 57th Avenue in
16 Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
17 Public Records state that oil and petroleum hydrocarbons are present in the soil at the
18 facility.

19 70. Sheet Metal Fabricating Specialists LLC, an Arizona limited liability
20 company, owns and/or operates or formerly owned and/or operated a facility located at
21 1601 East Madison Street in Phoenix, Arizona at the time hazardous substances were
22 disposed of at the facility. The Public Records state that TCE, PCE, and 1,1,2-TCA are
23 present in the soil at the facility and TCE and PCE are present in the groundwater at the
24 facility.

25 71. Shell Oil Company, a Delaware corporation, owns and/or operates or
26 formerly owned and/or operated a facility located at 49 North 53rd Avenue (also known

1 as the Phoenix Tank Farm) in Phoenix, Arizona at the time hazardous substances were
2 disposed of at the facility. The Public Records state that petroleum hydrocarbons have
3 been released at the facility and PCE, TCE, 1,1-DCE, 1,2-DCE, and cis-1,2-DCE are
4 present in the groundwater at the facility.

5 72. Southwest Roofing Supply, Inc., a Delaware corporation, owns and/or
6 operates or formerly owned and/or operated a facility located at 3150 West Osborn Road
7 in Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
8 Public Records state that PCE is present in the soil and groundwater at the facility.

9 73. Southwest Solvents & Chemicals, Inc., a Texas corporation, owns and/or
10 operates or formerly owned and/or operated a facility located at 320 West Lincoln Street
11 in Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
12 Public Records state that PCE, TCE, and TCA are present at the facility; TCE and PCE
13 are present in the soil at the facility; and PCE, TCE, TCA, 1,1-DCE, 1,2-DCA, and cis-
14 1,2-DCE are present in the groundwater at the facility.

15 74. Sunbelt Investment Holdings, Inc., a Delaware corporation, owns or
16 operates or formerly owned and/or operated a facility located at Grand Avenue and
17 Osborn Road in Phoenix, Arizona at the time hazardous substances were disposed of at
18 the facility. The Public Records state that petroleum hydrocarbons were released at the
19 facility and PCE, TCE, and 1,1-DCE are present in the soil gas at the facility.

20 75. The Seven Angels, L.L.C., an Arizona limited liability company, owns
21 and/or operates or formerly owned and/or operated a facility located at 3536 West Osborn
22 Road in Phoenix, Arizona at the time hazardous substances were disposed of at the
23 facility. The Public Records state that PCE, TCE, and 1,1-DCE are present in the
24 groundwater at the facility.

25 76. Times Fiber Communications, Inc., a Delaware corporation, owns and/or
26 operates or formerly owned and/or operated a facility located at 4648 West Van Buren

1 Street in Phoenix, Arizona at the time hazardous substances were disposed of at the
2 facility. The Public Records state that TCA was used at the facility and is present in the
3 groundwater at the facility.

4 77. Union Pacific Railroad Company, a Delaware corporation, owns and/or
5 operates or formerly owned and/or operated facilities located at 1301 East Jackson Street
6 and 320 West Lincoln Street in Phoenix, Arizona at the time hazardous substances were
7 disposed of at the facilities. The Public Records state that PCE, TCE, and TCA are
8 present at the facilities; TCE and PCE are present in the soil at the facilities; and PCE,
9 TCE, TCA, 1,1-DCE, 1,2-DCA, and cis-1,2-DCE are present in the groundwater at the
10 facility located at 320 W. Lincoln Street.

11 78. United Parcel Service, Inc., an Ohio corporation, owns and/or operates or
12 formerly owned and/or operated a facility located at 3150 West Osborn Road in Phoenix,
13 Arizona at the time hazardous substances were disposed of at the facility. The Public
14 Records state that PCE is present in the soil and groundwater at the facility.

15 79. Univar USA, Inc., a Washington corporation, owns and/or operates or
16 formerly owned and/or operated facilities located at 50 South 45th Avenue and 2930 West
17 Osborn Road in Phoenix, Arizona at the time hazardous substances were disposed of at
18 the facilities. Upon information and belief, Univar is the successor-in-interest to Van
19 Waters & Rogers, Inc. The Public Records state that PCE, TCE, and TCA were used at
20 the facilities; PCE, TCE, TCA, 1,1-DCE, 1,1-DCA, and 1,2-DCA are present in the soil at
21 the facilities; and PCE, TCE, TCA, 1,1-DCE, 1,2-DCA, and 1,2-DCE are present in the
22 groundwater at the facilities.

23 80. URS Southwest, Inc., a Delaware corporation that did business under the
24 name of Shamrock Towing, owns and/or operates or formerly owned and/or operated a
25 facility located at Grand Avenue and Osborn Road in Phoenix, Arizona at the time
26 hazardous substances were disposed of at the facility. The Public Records state that

1 petroleum hydrocarbons are present in the soil at the facility and PCE, TCE, and 1,1-DCE
2 are present in the groundwater at the facility.

3 81. Walker Power Systems, Inc., an Arizona corporation, owns and/or operates
4 or formerly owned and/or operated a facility located at 1301 East Jackson Street in
5 Phoenix, Arizona at the time hazardous substances were disposed of at the facility. The
6 Public Records state that PCE, TCE, TCA, and cis-1,2-DCE are present in the soil and
7 soil gas at the facility and that PCE, TCE, TCA, 1,1-DCE, 1,1-DCA, and 1,2-DCE are
8 present in the groundwater at the facility.

9 82. West Monroe Property, Inc., an Arizona corporation, owns and/or operates
10 or formerly owned and/or operated a facility located at 5925 West Monroe Street in
11 Phoenix, Arizona at the time hazardous substances were disposed of at the facility. Upon
12 information and belief, West Monroe Property, Inc. is the successor-in-interest to
13 Maximet Corporation. The Public Records state that TCA was used at the facility and
14 TCE and TCA are present in the soil at the facility.

15 83. Western Dynex Corporation, an Arizona corporation, owns and/or operates
16 or formerly owned and operated a facility located at 3536 West Osborn Road in Phoenix,
17 Arizona at the time hazardous substances were disposed of at the facility. The Public
18 Records state that TCE was used at the facility; PCE, TCE, and 1,1-DCE are present in
19 the soil at the facility; and PCE, TCE, and 1,1-DCE are present in the groundwater at the
20 facility.

21 84. Willmore Manufacturing, Inc., an Arizona corporation, owns and/or
22 operates or formerly owned and/or operated a facility located at 3030 North 30th Avenue
23 in Phoenix, Arizona at the time hazardous substances were disposed of at the facility.
24 Upon information and belief, Wilmore Manufacturing is the successor-in-interest to
25 Mogul Corporation. The Public Records state that a release occurred at the facility and
26 PCE, TCE, 1,2-DCA, and 1,1-DCE are present in the groundwater at the facility.

GENERAL ALLEGATIONS

1
2 89. RID owns and operates approximately 100 groundwater wells in the western
3 portion of Maricopa County that are used to supply water to public and private entities
4 and individuals for industrial, agricultural, and residential uses.

5 90. The groundwater pumped by over 20 of these wells is contaminated with
6 pollutants including, but not limited to, TCE, PCE, TCA, 1,1-DCA, 1,1-DCE, 1,2-DCA,
7 cis-1, 2-DCE, and MTBE. An additional 11 of RID’s wells are threatened by these same
8 pollutants.

9 91. The contamination of RID’s wells is associated with three regional sites
10 which have been identified under CERCLA, 42 U.S.C. §§ 9601 to 9675, or Arizona’s
11 WQARF program, A.R.S. §§ 49-281 to 298 (“WQARF”). The three sites are as follows:

12 a. Motorola 52nd Street Superfund Site (“M-52”). M-52 is listed on
13 EPA’s National Priorities List, 40 C.F.R. pt. 300, App. B. M-52 has been subdivided into
14 three operable units (“OUs”). The approximate boundaries of OU1 are Palm Lane to the
15 north, 52nd Street to the east, Roosevelt Street to the south, and 44th Street to the west.
16 The approximate boundaries of OU2 are Roosevelt Street to the north, 44th Street to the
17 east, Buckeye Road to the south, and 18th Street to the west. The approximate boundaries
18 of OU3 are McDowell Road to the north, 20th Street to the east, Buckeye Road to the
19 south, and 7th Avenue to the west. EPA has investigated and identified the potentially
20 responsible parties and sources of hazardous substances at M-52.

21 b. West Van Buren Area WQARF Site. The West Van Buren Area
22 WQARF Site (“WVBA”) is listed on ADEQ’s WQARF Registry established under A.R.S.
23 § 49-287.01(D). The approximate boundaries of WVBA are McDowell Road to the north,
24 7th Avenue to the east, Lower Buckeye Road to the south, and 75th Avenue to the west.
25 ADEQ has investigated and issued a draft Remedial Investigation Report, which identifies
26 the potentially responsible parties and sources of hazardous substances at WVBA.

1 c. West Central Phoenix WQARF Site. The West Central Phoenix
2 WQARF Site (“WCP”) also is listed on ADEQ’s WQARF Registry. WCP is bounded
3 approximately by Campbell Road to the north, 19th Avenue to the east, McDowell Road
4 to the south, and 43rd Avenue to the west. ADEQ has investigated and identified the
5 potentially responsible parties and sources of hazardous substances at WCP.

6 92. The contaminated groundwater underlying each of the M-52, WVBA, and
7 WCP sites is moving in a southwesterly or westerly direction toward RID’s groundwater
8 wells. The contaminated groundwater is hydrologically connected to the groundwater
9 pumped by RID.

10 93. The contaminated groundwater from the M-52, WVBA, and WCP sites has
11 infiltrated and impacted RID’s wells.

12 94. If left untreated, the contaminated groundwater from the M-52, WVBA, and
13 WCP sites is a danger to RID, public safety and health, and a valuable drinking water
14 supply.

15 95. To respond to the contamination of its wells and to address the groundwater
16 contamination from the M-52, WVBA, and WCP sites, RID must pump and treat the
17 groundwater in its wells to remove the contamination before delivering the water to its
18 customers.

19 96. RID has hired consultants to monitor, assess, and evaluate the groundwater
20 contamination. RID’s consultants have designed a remedy to address the groundwater
21 contamination in its wells. Specifically, RID has designed an Early Response Action
22 (“ERA”) with the objectives of treating the groundwater contamination in certain of its
23 wells in accordance with state law; protecting public health from the groundwater
24 contamination; protecting RID’s unimpacted wells; providing a clean water supply; and
25 reducing the costs of the final remedy for the groundwater contamination.

26 97. The ERA addresses RID’s contaminated wells prior to the design of a final

1 remedy, which will be completed at a later date.

2 98. The ERA provides that RID will continuously pump contaminated
3 groundwater from its ten groundwater wells along the Salt Canal; connect the ten highest
4 contaminated wells to the Salt Canal; improve infrastructure to facilitate water treatment;
5 build a 20,000 gallon per minute treatment plant to treat contaminated groundwater in the
6 Salt Canal.

7 99. The ERA is authorized under Ariz. Admin. Code (“A.A.C.”) R18-16-405, as
8 it addresses a current risk to public health, protects a water supply, provides a water
9 supply, and controls contamination to reduce the scope or cost of the final remedy for the
10 contaminated groundwater.

11 100. Pursuant to A.A.C. R18-16-405, the Director of ADEQ is required to
12 approve the ERA, if it meets all of the remedial action criteria of A.R.S. § 49-282.06(A),
13 which provide that the ERA must protect public health, allow maximum beneficial use of
14 state waters, and is reasonable, necessary, cost effective, and technically feasible. The
15 ERA meets all of these criteria.

16 101. RID submitted the ERA to ADEQ for its review and approval on October 5,
17 2009.

18 102. ADEQ and its technical consultants provided technical comments on the
19 ERA to RID on December 23, 2009.

20 103. Several of the Defendants identified in this First Amended Complaint
21 provided comments and objections to the ERA to ADEQ.

22 104. To address ADEQ’s comments, RID submitted a revised ERA to ADEQ on
23 February 4, 2010.

24 105. Pursuant to A.A.C. R18-16-405, the Director of ADEQ approved the ERA
25 on June 24, 2010.

26

COUNT ONE

(CERCLA)

1
2
3 106. RID incorporates the allegations contained in paragraphs 1 through 105
4 herein by reference.

5 107. RID is the owner and operator of a series of groundwater wells located in
6 the western portion of Maricopa County, Arizona. RID operates and maintains the
7 groundwater wells for the purpose of providing water to public and private entities and
8 individuals in the western portion of Maricopa County, Arizona for industrial,
9 agricultural, and residential uses.

10 108. Each Defendant identified in Paragraphs 17 through 88 of this First
11 Amended Complaint owns and/or operates or formerly owned and/or operated a “facility”
12 as defined in Section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

13 109. There has been a release or threatened release as defined in Section 101(22)
14 of CERCLA, 42 U.S.C. § 9601(22), of one or more hazardous substances from each
15 facility owned and/or operated or formerly owned and/or operated by each Defendant
16 identified in Paragraphs 17 through 88 of this First Amended Complaint. The nature of
17 these releases or threatened releases is based on Public Reports and described in
18 Paragraphs 17 through 88 above and Paragraph 110 below.

19 110. The Public Records identify the Defendants that have released petroleum
20 hydrocarbons as potential sources of the hazardous substances located in RID’s wells
21 because of the potential for petroleum hydrocarbon contamination to facilitate natural
22 biodegradation of volatile organic compounds, thus generating new hazardous substances.
23 CERCLA’s liability provisions apply to a release of a non-hazardous substance that
24 subsequently generates a hazardous substance in the environment.

25 111. As set forth above, the presence of hazardous substances in the soil, surface
26 water, or groundwater at each facility owned and/or operated or formerly owned and/or

1 operated by each Defendant identified in Paragraphs 17 through 88 of this First Amended
2 Complaint demonstrates that a release occurred at each facility.

3 112. The hazardous substances which have been released or threatened to be
4 released from the facilities owned and/or operated or formerly owned and/or operated by
5 the Defendants identified in Paragraphs 17 through 88 of this First Amended Complaint
6 have infiltrated and contaminated or threaten to infiltrate and contaminate the
7 groundwater underlying Maricopa County, Arizona. The Public Records identify that the
8 contaminated groundwater from these documented releases have commingled or threaten
9 to commingle with the groundwater underlying the WVBA WQARF Site, where RID's
10 groundwater wells are located.

11 113. As a result of the releases or threatened releases of hazardous substances
12 from the facilities owned and/or operated or formerly owned and/or operated by the
13 Defendants identified in Paragraphs 17 through 88 of this First Amended Complaint, RID
14 has incurred necessary costs of "response" as defined in Section 101(25) of CERCLA, 42
15 U.S.C. § 9601(25) and, therefore, is entitled to bring this action against the Defendants.

16 114. RID has incurred over \$2,000,000 in necessary costs of response to date and
17 expects to incur over \$40,000,000 in necessary costs of response in the future in
18 responding to the contamination of its wells and completing the work set forth in the
19 ERA.

20 115. All costs of response borne by RID have been incurred consistent with the
21 National Oil and Hazardous Substances Pollution Contingency Plan, 40 C.F.R. pt. 300
22 (the "NCP"), or incurred not inconsistent with the NCP.

23 116. Each Defendant identified in Paragraphs 17 through 88 of this First
24 Amended Complaint is jointly and severally liable under Section 107(a) of CERCLA, 42
25 U.S.C. § 9607(a), for the response costs RID has incurred, and each Defendant is jointly
26 and severally liable for all future costs RID may incur that are not inconsistent with the

1 NCP.

2 WHEREFORE, RID requests entry of Judgment against each of the Defendants
3 identified in Paragraphs 17 through 88 of this First Amended Complaint, as follows:

4 A. For the costs RID has incurred responding to the releases or threatened
5 releases of hazardous substances from the facilities owned and/or operated or formerly
6 owned and/or operated by the Defendants, with interest from the date of expenditure;

7 B. Declaring each Defendant jointly and severally liable for all future costs
8 RID will incur in responding to the releases or threatened releases of hazardous
9 substances from the facilities owned and/or operated or formerly owned and/or operated
10 by the Defendants;

11 C. For RID's reasonable costs and attorneys' fees incurred as a result of having
12 to bring this action; and

13 D. For such other and further relief as the Court deems just and proper.

14 **COUNT TWO**

15 **(Quasi Contract, Unjust Enrichment, Restitution)**

16 117. RID incorporates the allegations contained in paragraphs 1 through 116
17 herein by reference.

18 118. The Defendants identified in Paragraphs 17 through 86 of this First
19 Amended Complaint had and continue to have a duty under CERCLA, 42 U.S.C. §§ 9601,
20 *et seq.*, and under Federal and Arizona state common law to respond to the releases or
21 threat of releases of hazardous substances from the facilities owned or formerly owned by
22 the Defendants.

23 119. RID has performed the duty of Defendants identified in Paragraphs 17
24 through 86 of this First Amended Complaint by supplying services immediately necessary
25 to satisfy the requirement of public health and safety. Such services include, in addition
26 to responding to the release or threatened release of hazardous substances from the facility

1 owned and/or operated or formerly owned and/or operated by the Defendants, the
2 employment of attorneys and consultants for the purposes of negotiation with EPA and
3 ADEQ with respect to the investigation, development, design, and implementation of
4 effective response actions.

5 120. RID's performance of services described in this First Amended Complaint
6 has conferred benefits on and unjustly enriched the Defendants identified in Paragraphs 17
7 through 86 of this First Amended Complaint.

8 121. The Defendants identified in Paragraphs 17 through 86 of this First
9 Amended Complaint are individually and or jointly liable to RID for the value of benefits
10 conferred on them by RID pursuant to Federal and Arizona state law.

11 WHEREFORE, RID requests entry of Judgment against each of the Defendants
12 identified in Paragraphs 17 through 86 of this First Amended Complaint, as follows:

13 A. For the value of services performed by RID;

14 B. For a declaration that Defendants will be liable for services which may be
15 provided by RID in the future;

16 C. For RID's reasonable costs and attorneys' fees incurred as a result of having
17 to bring this action; and

18 D. For such other and further relief as the Court deems just and proper.

19 **COUNT THREE**

20 **(Nuisance)**

21 122. RID incorporates the allegations contained in Paragraphs 1 through 121
22 herein by reference.

23 123. As a result of their actions, the Defendants identified in Paragraphs 17
24 through 86 of this First Amended Complaint have caused an unreasonable invasion of,
25 interference with, and impairment of RID's beneficial use and enjoyment of its wells,
26 thereby causing RID inconvenience, annoyance, impairment of use, interference with

1 enjoyment, and other injury. This unreasonable invasion of, interference with, and
2 impairment of RID's beneficial use and enjoyment of its property continues to this day.

3 124. The intentional conduct of the Defendants identified in Paragraphs 17
4 through 86 of this First Amended Complaint is injurious to health and interferes with the
5 comfortable enjoyment of life or property by an entire community.

6 125. The conduct of the Defendants identified in Paragraphs 17 through 86 of
7 this First Amended Complaint constitutes both a public and private nuisance under
8 Arizona state law. The nuisance and injuries caused thereby are substantial, tangible,
9 continuing, and both temporary and permanent. The continuation of such conduct
10 threatens irreparable harm to RID's property.

11 126. RID has suffered damages different in kind than that suffered by other
12 members of the public.

13 WHEREFORE, RID requests entry of Judgment against each of the Defendants
14 identified in Paragraphs 17 through 86 of this First Amended Complaint, as follows:

15 A. For the amount of damages to RID and RID's property in an amount to be
16 proven at trial;

17 B. For a mandatory injunction directing Defendants to abate the nuisance;

18 C. For RID's reasonable costs and attorneys' fees incurred as a result of having
19 to bring this action; and

20 D. For such other and further relief as the Court deems just and proper.

21 **COUNT FOUR**

22 **(Trespass)**

23 127. RID incorporates the allegations contained in Paragraphs 1 through 126
24 herein by reference.

25 128. The actions of the Defendants identified in Paragraphs 17 through 86 of this
26 First Amended Complaint have resulted and continue to result in the release of hazardous

1 substances and have caused and will continue to cause an actual physical invasion of and
2 interference with RID's property interests. This actual and physical invasion of and
3 interference with RID's property is ongoing and continues to this day.

4 129. The Defendants identified in Paragraphs 17 through 86 of this First
5 Amended Complaint have known that the hazardous substances deposited in RID's wells
6 have resulted in or are substantially certain to result in an actual and physical invasion of
7 or interference with RID's property interests, and thus have continued their intentional
8 and/or negligent conduct.

9 130. This actual and physical invasion of and interference with RID's wells has
10 occurred and continues to occur without permission, authority, or consent from RID. The
11 presence of these hazardous substances constitutes a trespass under Arizona state law.

12 131. The trespass and damages caused thereby are substantial, tangible,
13 continuing, both temporary and permanent, and threaten irreparable harm to RID's wells.

14 132. By reason of the foregoing conduct of the Defendants identified in
15 Paragraphs 17 through 86 of this First Amended Complaint, RID is entitled to equitable
16 relief, including, but not limited to, an injunction requiring Defendants to abate their
17 dangerous conduct, remediate all contaminated properties, and to pay all costs associated
18 with quantifying the amount of remediation.

19 WHEREFORE, RID requests entry of Judgment against each of the Defendants
20 identified in Paragraphs 17 through 86 of this First Amended Complaint, as follows:

21 A. For the amount of damages to RID property in an amount to be proven at
22 trial;

23 B. For a mandatory injunction directing Defendants to abate their dangerous
24 conduct;

25 C. For RID's reasonable costs and attorneys' fees incurred as a result of having
26 to bring this action; and

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D. For such other and further relief as the Court deems just and proper.

RESPECTFULLY SUBMITTED this 23rd day of July, 2010.

GALLAGHER & KENNEDY, P.A.

By /s/ Michael K. Kennedy
2575 East Camelback Road
Phoenix, Arizona 85016-9225
*Attorneys for Plaintiff Roosevelt
Irrigation District*

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CERTIFICATE OF SERVICE

Pursuant to Section 113(l) of CERCLA, 42 U.S.C. § 9613(l), RID has provided copies of this First Amended Complaint on July 23, 2010, to the Attorney General of the United States and to the Administrator of the U.S. Environmental Protection Agency via overnight mail.

GALLAGHER & KENNEDY, P.A.

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