

1           9. Defendants’ production, promotion, marketing, and use of fossil fuel products,  
2 simultaneous concealment of the known hazards of those products, and their championing of anti-  
3 regulation and anti-science campaigns, actually and proximately caused Plaintiffs’ injuries.

4           10. Accordingly, the County brings claims against Defendants for Public Nuisance on  
5 behalf of the People of California as well as itself, Strict Liability for Failure to Warn, Strict  
6 Liability for Design Defect, Private Nuisance, Negligence, Negligent Failure to Warn,  
7 and Trespass.

8           11. By this action, the County seeks to ensure that the parties responsible for sea level  
9 rise bear the costs of its impacts on the County, rather than Plaintiffs, local taxpayers or residents.

10 **II. PARTIES**

11 **A. Plaintiffs**

12           12. Plaintiff, the People of the State of California (“the People”), by and through the  
13 County Counsel of San Mateo County, brings this suit pursuant to Code of Civil Procedure section  
14 731, and Civil Code sections 3479, 3480, 3491, and 3494, to abate the nuisance caused by sea  
15 level rise in the County’s jurisdiction.

16           13. Plaintiff County of San Mateo (“the County” or “San Mateo”) is a political  
17 subdivision of the State of California. The County is located in the San Francisco Bay Area on the  
18 central portion of the San Francisco Peninsula, with its county seat in Redwood City.

19           a. The County is bordered by water on two sides, with the San Francisco Bay  
20 to the East, and the Pacific Ocean to the West, and contains approximately 109 total miles of  
21 ocean-and bay-adjacent coastline.

22           b. Sea level has already risen significantly along both the County’s ocean side  
23 and bay side. The County anticipates and is planning for significant sea level rise over 1992 levels  
24 by the year 2100,<sup>11</sup> and the State of California projects possible sea level rise well above the  
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27 <sup>11</sup> County of San Mateo, Sea Level Rise Vulnerability Assessment, Public Draft, p. 26 (April 2017),  
28 <http://seachangesmc.com/current-efforts/vulnerability-assessment/>.

1 County’s estimates in that same period under a “business-as-usual” emissions scenario.<sup>12</sup>

2 c. The sea level rise impacts on the County associated with an increase in  
3 average mean sea level height include, but are not limited to, increased inundation (permanent)  
4 and flooding (temporary) in natural and built environments with higher tides and intensified wave  
5 and storm surge events; aggravated wave impacts, including erosion, damage, and destruction of  
6 built structures, as well as natural features like cliffs, beaches and dunes, with consequent  
7 landslides; changes in sediment supply that could alter or destroy natural coastal habitats like  
8 beaches and wetlands, which would otherwise naturally mitigate sea level rise impacts; saltwater  
9 intrusion on groundwater aquifers, agricultural land, and infrastructure; and magnification of other  
10 climate change impacts, due to the superimposition on sea level rise on shifts in precipitation  
11 patterns that result in more rain and attendant flooding; increased frequency and severity of storms  
12 that cause erosion, flooding, and temporary sea level rise increases; and others. Compounding  
13 these environmental impacts are cascading social and economic impacts, which are secondary and  
14 tertiary injuries that arise out of physical sea-level rise injuries to the County.

15 d. Accounting for population increases over that time (by the year 2100), San  
16 Mateo is the only county on the West Coast with more than 100,000 residents at risk of three feet  
17 of sea level rise.<sup>13</sup>

18 e. The County owns and operates civil infrastructure including, but not limited  
19 to levees, stormwater and sewage transport systems, an airport, and roads. The County owns, leases  
20 and/or controls real property within its jurisdiction. Much of the County’s infrastructure and real  
21 property is on or near the Pacific Ocean and San Francisco Bay coasts, and has already suffered  
22 damage from rising sea levels and will suffer increasing damage in the future through rising sea  
23 levels and through the exacerbation of natural climate phenomena such as coastal erosion and El  
24 Niño.

25  
26 \_\_\_\_\_  
27 <sup>12</sup> Gary Griggs et al., Rising Seas in California: An Update on Sea-Level Rise Science, California Ocean Science  
Trust, p. 26, Table 1(b) (April 2017), [http://www.opc.ca.gov/webmaster/ftp/pdf/docs/rising-seas-in-california-an-  
update-on-sea-level-rise-science.pdf](http://www.opc.ca.gov/webmaster/ftp/pdf/docs/rising-seas-in-california-an-update-on-sea-level-rise-science.pdf).

28 <sup>13</sup> County of San Mateo, Sea Level Rise Vulnerability Assessment, Public Draft, p. 29 (April 2017),  
<http://seachangesmc.com/current-efforts/vulnerability-assessment/>.

1           **B. Defendants**

2           14. Defendants' are responsible for a substantial portion of the total greenhouse gases  
3 emitted between 1965 and 2015. Defendants, individually and collectively, are responsible for  
4 extracting, refining, processing, producing, promoting and marketing fossil fuel products, the  
5 normal and intended use of which has led to the emission of a substantial percentage of the total  
6 volume of greenhouse gases released into the atmosphere since 1965. Indeed, between 1965 and  
7 2015, the named Defendants extracted from the earth enough fossil fuel materials (i.e. crude oil,  
8 coal, and natural gas) to account for more than one in every five tons of CO<sub>2</sub> and methane emitted  
9 worldwide. Accounting for their wrongful promotion and marketing activities, Defendants bear a  
10 dominant responsibility for global warming generally and for Plaintiffs' injuries in particular.

11           15. When reference in this complaint is made to an act or omission of the Defendants,  
12 unless specifically attributed or otherwise stated, such references should be interpreted to mean  
13 that the officers, directors, agents, employees, or representatives of the Defendants committed or  
14 authorized such an act or omission, or failed to adequately supervise or properly control or direct  
15 their employees while engaged in the management, direction, operation or control of the affairs of  
16 Defendants, and did so while acting within the scope of their employment or agency.

17           16. **Chevron Entities**

18           a. Chevron Corporation is a multi-national, vertically integrated energy and  
19 chemicals company incorporated in the State of Delaware, with its global headquarters and  
20 principal place of business in San Ramon, California.

21           b. Chevron U.S.A., Inc. is a Pennsylvania Corporation with its principal place  
22 of business located in San Ramon, California. Chevron USA is a wholly owned subsidiary of  
23 Chevron Corporation.

24           c. "Chevron" as used hereafter, means collectively, Defendants Chevron  
25 Corp. and Chevron U.S.A., Inc.

26           d. Chevron operates through a web of U.S. and international subsidiaries at all  
27 levels of the fossil fuel supply chain. Chevron's and its subsidiaries' operations consist of  
28

1 exploring for, developing, and producing crude oil and natural gas; processing, liquefaction,  
2 transportation, and regasification associated with liquefied natural gas; transporting crude oil by  
3 major international oil export pipelines; transporting, storage, and marketing of natural gas;  
4 refining crude oil into petroleum products; marketing of crude oil and refined products;  
5 transporting crude oil and refined products by pipeline, marine vessel, motor equipment and rail  
6 car; basic and applied research in multiple scientific fields including of chemistry, geology, and  
7 engineering; and manufacturing and marketing of commodity petrochemicals, plastics for  
8 industrial uses, and fuel and lubricant additives.

9 17. **ExxonMobil Corporation**

10 a. ExxonMobil Corporation (“Exxon”) is a multi-national, vertically  
11 integrated energy and chemicals company incorporated in the State of New Jersey with its  
12 headquarters and principal place of business in Irving, Texas. Exxon is among the largest publicly  
13 traded international oil and gas companies in the world.

14 b. Exxon consists of numerous divisions and affiliates in all areas of the fossil  
15 fuel industry, including exploration for and production of crude oil and natural gas; manufacture  
16 of petroleum products; and transportation, marketing, and sale of crude oil, natural gas, and  
17 petroleum products. Exxon is also a major manufacturer and marketer of commodity  
18 petrochemical products.

19 c. Exxon does substantial fossil fuel product related business in California,  
20 and a substantial portion of its fossil fuel products are extracted, refined, transported, traded,  
21 distributed, marketed and/or sold in California. Among other operations, more than 540 Exxon-,  
22 Mobil-, or Esso-branded gas stations operate throughout the state, and Exxon owns and operates a  
23 petroleum storage and transport facility in the San Ardo Oil Field in San Ardo, Monterey County,  
24 California. From 1966 to 2016, Exxon owned and operated an oil refinery in Torrance, Los  
25 Angeles County, California. Exxon Co. USA, an ExxonMobil subsidiary, operated a petroleum  
26 refinery in Benicia, Solano County, California, from 1968 to 2000.

1           18.    **BP Entities**

2           a.    BP P.L.C. is a multi-national, vertically integrated energy and  
3 petrochemical public limited company, registered in England and Wales with its principal place of  
4 business in London, England. BP P.L.C. consists of three main operating segments: (1) exploration  
5 and production, (2) refining and marketing, and (3) gas power and renewables.

6           b.    BP P.L.C. does substantial fossil-fuel related business in the United States,  
7 by marketing through licensure; franchising its petroleum products in the U.S. under the BP,  
8 ARCO and ARAL brands; and by operating oil and gas extraction and refining projects in the Gulf  
9 of Mexico, Alaska, Arkansas, Colorado, New Mexico, Oklahoma, Texas, and Wyoming.

10          c.    BP America, Inc., is a wholly-owned subsidiary of BP P.L.C. BP America  
11 Inc. is a vertically integrated energy and petrochemical company incorporated in the State of  
12 Delaware with its headquarters and principal place of business in Houston, Texas. BP America,  
13 Inc., consists of numerous divisions and affiliates in all aspects of the fossil fuel industry, including  
14 exploration for and production of crude oil and natural gas; manufacture of petroleum products;  
15 and transportation, marketing, and sale of crude oil, natural gas, and petroleum products. BP is  
16 also a major manufacturer and marketer of commodity petrochemical products. BP America Inc.  
17 is registered to do business in the State of California and has a registered agent for service of  
18 process with the California Secretary of State.

19          d.    Defendants BP P.L.C. and BP America, Inc. are collectively referred to  
20 herein as “BP.”

21          e.    BP does substantial fossil fuel product-related business in California, and a  
22 substantial portion of its fossil fuel products are extracted, refined, transported, traded, distributed,  
23 marketed, and/or sold in California. Among other operations, BP operates 275 ARCO-licensed  
24 and branded gas stations in California and more than 70 compressed natural gas and liquefied  
25 natural gas fueling stations, provides natural gas used to power more than 6.9 million California  
26 households, and distributes and markets petroleum-based lubricants marketed under the “Castrol”  
27 brand name throughout the state. From 2000 to 2013, BP also owned and operated an oil refinery  
28 in Carson, Los Angeles County, California. BP’s marketing and trading business maintains an

1 office in Irvine, Orange County, California. BP maintains an energy research center in San Diego,  
2 San Diego County, California.

3 19. **Shell Entities**

4 a. Royal Dutch Shell PLC is a vertically integrated, multinational energy and  
5 petrochemical company. Royal Dutch Shell is incorporated in England and Wales, with its  
6 headquarters and principle place of business in the Hague, Netherlands. Royal Dutch Shell PLC  
7 consists of numerous divisions, subsidiaries and affiliates engaged in all aspects of the fossil fuel  
8 industry, including exploration, development, extraction, manufacturing and energy production,  
9 transport, trading, marketing and sales.

10 b. Shell Oil Products Company LLC is a wholly-owned subsidiary of Royal  
11 Dutch Shell PLC. Shell Oil Products Company LLC is incorporated in the State of Delaware and  
12 maintains its principal place of business in Houston, Texas. Shell Oil Products Company LLC is  
13 registered to do business in the State of California and has a registered agent for service of process  
14 in California. Shell Oil Products Company LLC is an energy and petrochemical company involved  
15 in refining, transportation, distribution and marketing of Shell fossil fuel products.

16 c. Defendants Royal Dutch Shell PLC and Shell Oil Products Company LLC  
17 are collectively referred to as “Shell.”

18 d. Shell does substantial fossil fuel product-related business in California, and  
19 a substantial portion of its fossil fuel products are extracted, refined, transported, traded,  
20 distributed, marketed and/or sold in California. Among other endeavors, Shell operates a  
21 petroleum refinery in Martinez, Contra Costa County, California; operates a distribution center in  
22 Carson, California; and produces heavy oil and natural gas within the state. Shell also owned and  
23 operated a refinery in Wilmington (Los Angeles), Los Angeles County, California from 1998 to  
24 2007, and a refinery in Bakersfield, Kern County, California from 2001 to 2005. Shell also operates  
25 hundreds of Shell-branded gas stations in California.

26 20. **Citgo Petroleum Corporation (“Citgo”)**

27 a. Citgo is a direct, wholly owned subsidiary of PDV America, Incorporated,  
28 which is a wholly owned subsidiary of PDV Holding, Incorporated. These organizations’ ultimate

1 parent is Petroleos de Venezuela, S.A. (“PDVSA”), an entity wholly owned by the Republic of  
2 Venezuela that plans, coordinates, supervises and controls activities carried out by its subsidiaries.  
3 Citgo is incorporated in the State of Delaware and maintains its headquarters in Houston, Texas.

4 b. Citgo and its subsidiaries are engaged in the refining, marketing, and  
5 transportation of petroleum products including gasoline, diesel fuel, jet fuel, petrochemicals,  
6 lubricants, asphalt, and refined waxes.

7 c. Citgo is registered to do business in the State of California and has  
8 designated an agent for service of process in California. Citgo further does substantial fossil fuel  
9 product-related business in California, and a substantial portion of its fossil fuel products are  
10 extracted, refined, transported, traded, distributed, marketed, and/or sold in California. For  
11 instance, Citgo sells significant volumes of fossil-fuel derived consumer motor oils and automobile  
12 lubricants through retail and wholesale distributors. Citgo further sells a wide variety of greases  
13 and oils for use in construction, mining, agricultural, and metalworking machinery and vehicles,  
14 and in many other industrial and commercial settings, through licensed distributors in California.

15 21. **ConocoPhillips Entities**

16 a. ConocoPhillips is a multinational energy company incorporated in the State  
17 of Delaware and with its principal place of business in Houston, Texas. ConocoPhillips consists  
18 of numerous divisions, subsidiaries, and affiliates engaged in all aspects of the fossil fuel industry,  
19 including exploration, extraction, production, manufacture, transport, and marketing.

20 b. ConocoPhillips Company is 100% owned by ConocoPhillips.  
21 ConocoPhillips Company is registered to do business in California and has a registered agent for  
22 service of process in California.

23 c. Phillips 66 is a multinational energy and petrochemical company  
24 incorporated in Delaware and with its principal place of business in Houston, Texas. It  
25 encompasses downstream fossil fuel processing, refining, transport, and marketing segments that  
26 were formerly owned and/or controlled by ConocoPhillips. Phillips 66 is registered to do business  
27 in the State of California and has a registered agent for service of process in California.

28

1 d. Defendants ConocoPhillips, ConocoPhillips Company, and Phillips 66 are  
2 collectively referred to herein as “ConocoPhillips.”

3 e. ConocoPhillips does substantial fossil fuel product-related business in  
4 California, and a substantial portion of its fossil fuel products are extracted, refined, transported,  
5 traded, distributed, marketed, and/or sold in California. For instance, ConocoPhillips owns and  
6 operates oil and natural gas terminals in California, owns and operates refineries in Arroyo Grande  
7 (San Luis Obispo County), Colton (San Bernardino County), and Wilmington (Los Angeles  
8 County), California, and distributes its products throughout California. Phillips 66 also owns and  
9 operates oil refineries in Rodeo (Contra Costa County), Santa Maria (Santa Barbara County), and  
10 Wilmington (Los Angeles County), California, each of which was owned and operated by  
11 ConocoPhillips and its predecessors in interest from 1997 to 2012.

12 22. **Peabody Energy**

13 a. Peabody Energy Corporation (“Peabody”) is a multi-national energy  
14 company incorporated in the State of Delaware and with its principal place of business in St. Louis,  
15 Missouri. Through a diverse web of affiliates and subsidiaries, Peabody is the world’s largest coal  
16 extractor by volume.

17 b. Peabody does and has done substantial fossil fuel product-related business  
18 in California, including exporting substantial volumes of coal through coal shipping terminals in  
19 California, particularly from the ports of Long Beach (Los Angeles County), Stockton (San  
20 Joaquin County), Richmond (Contra Costa County), and San Francisco. Peabody exported coal  
21 mined from its western state mining operations through the Los Angeles Export Terminal while  
22 that terminal was in operation from 1997 through 2003, and continues to export coal out of  
23 California ports.

24 23. **Total Entities**

25 a. Total E&P USA Inc. is a wholly owned subsidiary of Total S.A.—a French  
26 energy conglomerate—engaged in the North American segment of Total SA’s fossil fuel products-  
27 related business. Total E&P USA Inc. and its subsidiaries are involved in the exploration for,  
28 extraction, transportation, research, and marketing of Total S.A.’s fossil fuel products. Total E&P

1 USA Inc. is registered to do business in the State of California and has designated an agent for  
2 service of process in California.

3           b.       Total Specialties USA Inc., is a wholly owned subsidiary of Total SA,  
4 involved in the marketing and distribution of Total S.A.'s fossil fuel products. Total Specialties  
5 USA Inc. is incorporated in the State of Delaware and headquartered in Houston, Texas. Total  
6 Specialties USA Inc. is registered to do business in the State of California and has designated an  
7 agent for service of process in California. Total Specialties USA Inc. does substantial fossil fuel  
8 product-related business in California, and a substantial portion of its fossil fuel products are  
9 extracted, refined, transported, traded, distributed, marketed, and/or sold in California. For  
10 instance, Total Specialties USA Inc. maintains regular distributorship relationships with several  
11 California distributors of Total fossil fuel products, including engine oils, lubricants, greases, and  
12 industrial petroleum products.

13           24.       **Arch Coal, Inc.**

14           a.       Arch Coal, Inc. ("Arch Coal") is a publicly traded company incorporated in  
15 Delaware with its principal place of business in St. Louis, Missouri. It is the second largest coal  
16 producer in the United States, selling 128 million tons of coal in 2015, almost all of which it  
17 extracted from mines owned by the company and its wholly-owned subsidiary. Arch Coal explores  
18 for, extracts, produces, markets and distributes its fossil fuel products.

19           b.       Arch Coal's conducts substantial fossil fuel product-related business in  
20 California, including its ownership and long-term leasing of coal land in California. Arch Coal  
21 furthermore has historically exported substantial volumes of coal mined from its western state  
22 mines through California ports including Long Beach (Los Angeles County), Stockton (San  
23 Joaquin County), Richmond (Contra Costa County), and San Francisco.

24           c.       Arch Coal also owns a 99% stake in Arch Western Resources, LLC, which  
25 was created in a 1998 transaction under which Arch Coal absorbed all of Atlantic Ritchfield  
26 Company's domestic coal operations. Included in that transaction, Arch Western Resources  
27 acquired a 9% ownership stake in the Los Angeles Export Terminal, a coal export terminal  
28 operation in the Port of Los Angeles from 1997 through 2003. Arch Coal and Arch Western

1 Resources both exported substantial volumes of coal, originating from their western state mining  
2 operations, including mines in Colorado and Utah, through the Export Terminal until its closure.

3 25. **Eni Entities**

4 a. Eni S.p.A. (“Eni”) is a vertically integrated, multinational energy company  
5 focusing on petroleum and natural gas. Eni is incorporated in the Republic of Italy, with its  
6 principal place of business in Rome, Italy. With its consolidated subsidiaries, Eni engages in the  
7 exploration, development and production of hydrocarbons; in the supply and marketing of gas,  
8 liquid natural gas, and power; in the refining and marketing of petroleum products; in the  
9 production and marketing of basic petrochemicals, plastics and elastomers; in commodity trading;  
10 and in electricity marketing and generation.

11 b. Eni Oil & Gas Inc. is incorporated in Texas, with its principal place of  
12 business in Houston, Texas. Eni Oil & Gas Inc., is a wholly owned subsidiary of Eni America Ltd.,  
13 a Delaware corporation doing business in the United States. Eni America, Ltd. Is a wholly owned  
14 subsidiary of Eni UHL Ltd., a British corporation with its registered office in London, United  
15 Kingdom. Eni UHL Ltd. is a wholly owned subsidiary of Eni ULT, Ltd., a British corporation with  
16 its registered office on London, United Kingdom. Eni ULT, Ltd. is a wholly owned subsidiary of  
17 Eni Lasmo Plc, a British corporation with its registered office on London, United Kingdom. Eni  
18 Investments Plc, a British corporation with its registered office in London, United Kingdom, holds  
19 a 99.9% ownership interest in Eni Lasmo Plc (the other 0.01% ownership interest is held by another  
20 Eni entity, Eni UK Ltd, a British corporation with its registered office in London, United  
21 Kingdom). Eni S.p.A owns a 99.99% interest in Eni Investments Plc. Eni UK Ltd. holds the  
22 remainder interest in Eni Investments Plc. Collectively, these entities are referred to as “Eni.”

23 c. Eni Oil & Gas Inc. is a successor-in-interest to Golden Eagle Refining  
24 Company, Inc. (“Golden Eagle”). At times relevant to this complaint, Golden Eagle did substantial  
25 fossil fuel-related business in California. Specifically, Golden Eagle owned and/or operated oil  
26 refineries in Carson (Los Angeles County) and Martinez (Contra Costa County), California, and  
27 owned and/or operated oil pipelines in or near Long Beach (Los Angeles County), California.

1           26.     **Rio Tinto Group**

2           a.       Rio Tinto PLC is incorporated in England and Wales, with its principal  
3 place of business in London, England. Rio Tinto Limited is incorporated in the Commonwealth of  
4 Australia with its principle place of business in Melbourne, Australia. Collectively, these Rio Tinto  
5 PLC and Rio Tinto Limited, along with their affiliates, divisions and subsidiaries, including those  
6 described below, are referred to as “Rio Tinto.”

7           b.       Rio Tinto is a dual-listed, multinational, vertically integrated metals and  
8 mining corporation. Through its vast network of affiliates and subsidiaries, Rio Tinto extracts an  
9 array of metals and other commodities. Pertinent here, Rio Tinto explores for, extracts, produces,  
10 transports and markets coal.

11          c.       Rio Tinto Energy America Inc. is a wholly owned subsidiary of Rio Tinto,  
12 incorporated in the State of Delaware, with its principal place of business in Gillette, Wyoming.  
13 Previously known as Kennecott Energy, Rio Tinto Energy America Inc. operates coal mines in  
14 Wyoming and Montana.

15          d.       Rio Tinto does substantial fossil fuel product-related business in California.  
16 In 2007, for example, Hydrogen Energy California, a joint venture of BP and Rio Tinto, invested  
17 \$2.3 billion in a project to construct an experimental petroleum coke fired power plant in Kern  
18 County, California.

19          e.       In addition, Rio Tinto’s subsidiary Rio Tinto Minerals, Inc., operates the  
20 largest open pit mine in California, where it extracts approximately 30% of the world’s refined  
21 boron. Rio Tinto Minerals, Inc., has also registered substantial legislative and regulatory lobbying  
22 activities in California related to Rio Tinto’s fossil fuel products business since at least 2005,  
23 including lobbying directed at legislation and regulation regarding greenhouse gas pollution  
24 policy, air quality standards, and energy efficiency standards, as well as California’s so-called  
25 “cap-and-trade” carbon emissions program, such that the exercise of jurisdiction comports with  
26 traditional notions of fair play and substantial justice.

27          f.       Rio Tinto Services Inc. is a Rio Tinto subsidiary incorporated in Delaware  
28 and with its principal place of business in South Jordan, Utah. Rio Tinto Services, Inc. is registered

1 to do business in California and has designated an agent for service of process in California.

2 27. **Statoil ASA**

3 a. Statoil ASA (“Statoil”) is an international, vertically integrated energy  
4 company incorporated in the Kingdom of Norway and headquartered in Stavanger, Norway. The  
5 Norwegian State is the majority shareholder in Statoil. Statoil’s operations consist of multiple  
6 segments, including exploration, production, extraction, marketing, processing, and technology  
7 support of its fossil fuel products, which include both petroleum and natural gas products.

8 b. Statoil has substantial contacts with California arising out of the production,  
9 marketing, and promotion of its fossil fuel products. For instance, Statoil partnered with the  
10 University of California, Berkeley (Alameda County), to review management of the company’s  
11 complex development projects; Statoil partnered on a methanol fueling station in Sacramento  
12 (Sacramento County); Statoil was involved in a business project with a California company called  
13 Quantum Technologies; and partnered with the University of California, San Diego’s (San Diego  
14 County) Scripps Institute of Oceanography.

15 28. **Anadarko Petroleum Corp.**

16 a. Anadarko Petroleum Corporation (“Anadarko”) is incorporated in the State  
17 of Delaware and maintains its principal place of business in The Woodlands, Texas. Anadarko is  
18 a multinational, vertically integrated energy company comprised of multiple upstream and  
19 downstream segments. These include exploration, production, gathering, processing, treating,  
20 transporting, marketing, and selling fossil fuel products derived primarily from petroleum and  
21 natural gas. In the United States, Anadarko entities operate fossil fuel product exploration and  
22 production concerns in Texas, the Gulf of Mexico, Alaska, the Powder River Basin, Utah,  
23 Colorado, and the Marcellus Shale Formation. Anadarko operates fossil fuel product production  
24 and exploration activities internationally in Algeria, Ghana, Mozambique, and Columbia, among  
25 others. Anadarko Petroleum Corporation is registered to do business in California and has  
26 designated an agent for service of process in California.

27 b. Anadarko Petroleum Corporation is a successor-in-interest to HS Resources  
28 Inc. (“HS”). HS was an energy company headquartered in San Francisco, San Francisco County,

1 California. It owned natural gas reserves in Colorado, North Dakota, South Dakota, Montana, and  
2 along the coasts of Texas and Louisiana, which it extracted and imported to California. HS was  
3 acquired by Kerr-McGee Corporation in 2001. Kerr-McGee was an energy exploration and  
4 production company owning oil and natural gas rights in the Gulf of Mexico, Colorado, and Utah,  
5 with its corporate headquarters in Oklahoma. Anadarko Petroleum Corporation acquired Kerr-  
6 McGee Corporation in 2006.

7 29. **Occidental Entities**

8 a. Occidental Petroleum Corporation is a multinational, vertically integrated  
9 energy and chemical company incorporated in the State of Delaware and with its principal place  
10 of business in Houston, Texas. Occidental's operations consist of three segments: Occidental's  
11 operations consist of three segments: (1) the exploration for, extraction of, and production of oil  
12 and natural gas products; (2) the manufacture and marketing of chemicals and vinyls; and (3)  
13 processing, transport, storage, purchase, and marketing of oil, natural gas, and power. Occidental  
14 Petroleum Corporation is registered to do business in the State of California and has designated an  
15 agent for service of process in the State of California.

16 b. Occidental Chemical Corporation, a manufacturer and marketer of  
17 petrochemicals, such as polyvinyl chloride resins, is a wholly owned subsidiary of Occidental  
18 Petroleum Corporation. Occidental Chemical Corporation is registered to do business in the State  
19 of California and has designated an agent for service of process in the State of California.

20 c. Defendants Occidental Petroleum Corporation and Occidental Chemical  
21 Corporation are collectively referred to as "Occidental."

22 d. Occidental does substantial fossil fuel product-related business in the State  
23 of California, and a substantial portion of its fossil fuel products are extracted, refined, transported,  
24 traded, distributed, marketed and/or sold in California. For instance, Occidental extracted and  
25 transported its fossil fuel products from approximately 30,900 drilling locations within the San  
26 Joaquin, Los Angeles, Ventura, and Sacramento Basins in California.

27 e. In addition, Occidental conducts has conducted substantial activities in the  
28 state, including marketing and promotion; efforts to avoid or minimize regulation of greenhouse

1 gas pollution in and from California; and efforts to influence statutory and regulatory debate  
2 regarding fossil fuel consumption, electric power distribution, and greenhouse gas pollution  
3 policies such that the exercise of jurisdiction comports with traditional notions of fair play and  
4 substantial justice. Since 1999, Occidental Petroleum Corp. and its subsidiaries have reported more  
5 than \$4.6 million in lobbying expenditures directed at numerous statutory and regulatory proposals  
6 before the California legislature and executive agencies, including the California Energy  
7 Commission, California Air Resources Board, and California Public Utilities Commission, related  
8 to its fossil fuel products business.

9 30. **Repsol S.A.**

10 a. Repsol S.A. (“Repsol”) is a vertically integrated, multinational global  
11 energy company, incorporated in the Kingdom of Spain, with its principal place of business in  
12 Madrid, Spain. Repsol is involved in multiple aspects of the fossil fuel industry, including  
13 exploration, production, marketing, and trading. Repsol engages in significant fossil fuel  
14 exploration and production activities in the United States, including in the Gulf of Mexico, the  
15 Marcellus Shale in Pennsylvania, the Eagle Ford Shale in South Texas, the Mississippi Lime in  
16 Oklahoma and Kansas, the North Slope in Alaska, and the Trenton-Black River in New York

17 b. Repsol does substantial fossil fuel product-related business in the State of  
18 California, and a substantial portion of its fossil fuel products are extracted, refined, transported,  
19 traded, distributed, marketed and/or sold in California. For instance, Repsol subsidiary Repsol  
20 Energy North America Corporation, incorporated in the State of Texas and with its principal place  
21 of business in The Woodlands, Texas, is listed as a natural gas procurement, storage,  
22 transportation, scheduling, and risk management provider by Pacific Gas and Electric, a California  
23 utility. Repsol Energy North America Corporation is registered to do business in California and  
24 has designated an agent for service of process in California. Repsol subsidiary Repsol Trading  
25 USA Corporation, incorporated in the State of Texas and with its principal place of business in  
26 The Woodlands, Texas, is also registered do business in California and has designated an agent  
27 for service of process in California. Additionally, Repsol represents on its website that it is  
28 engaging in strategic opportunities involving its fossil fuel products in California, which may

1 consist of crude oil, gasoline, diesel, and/or jet fuel.

2 31. **Marathon Entities**

3 a. Marathon Oil Company is an energy company incorporated in the State of  
4 Ohio and with its principal place of business in Houston, Texas. Marathon Oil Company is  
5 registered to do business in California and has designated an agent for service of process in  
6 California. Marathon Oil Company is a corporate ancestor of Marathon Oil Corporation and  
7 Marathon Petroleum Company.

8 b. Marathon Oil Company is a successor-in-interest to Husky Oil Ltd.  
9 (“Husky”), which it acquired in 1984. During times relevant to this Complaint, Husky operated oil  
10 production facilities near Santa Maria (Santa Barbara County), California, where it produced  
11 nearly 1,100 barrels per day. During the period relevant to this litigation, Husky did substantial  
12 fossil fuel product-related business in California.

13 c. Marathon Oil Corporation is a multinational energy company incorporated  
14 in the State of Delaware and with its principal place of business in Houston, Texas. Marathon Oil  
15 Corporation consists of multiple subsidiaries and affiliates involved in the exploration for,  
16 extraction, production, and marketing of fossil fuel products.

17 d. Marathon Petroleum Corporation is a multinational energy company  
18 incorporated in Delaware and with its principal place of business in Findlay, Ohio. Marathon  
19 Petroleum Corporation was spun off from the operations of Marathon Oil Corporation in 2011. It  
20 consists of multiple subsidiaries and affiliates involved in fossil fuel product refining, marketing,  
21 retail, and transport, including both petroleum and natural gas products.

22 e. Defendants Marathon Oil Company, Marathon Oil Corporation, and  
23 Marathon Petroleum Corporation are collectively referred to as “Marathon.”

24 32. **Hess Corporation**

25 a. Hess Corp. (“Hess”) is a global, vertically integrated petroleum exploration  
26 and extraction company incorporated in the State of Delaware with its headquarters and principal  
27 place of business in New York, New York.

28 b. Hess is engaged in the exploration, development, production,

1 transportation, purchase, marketing and sale of crude oil and natural gas. Its oil and gas production  
2 operations are located primarily in the United States, Denmark, Equatorial Guinea, Malaysia,  
3 Thailand, and Norway. Prior to 2014, Hess also conducted extensive retail operations in its own  
4 name and through subsidiaries. Hess owned and operated more than 1,000 gas stations throughout  
5 the United States, including in California during times relevant to this complaint. Prior to 2013,  
6 Hess also operated oil refineries in the continental United States and U.S. Virgin Islands.

7 33. **Devon Energy Corporation**

8 a. Devon Energy Corp. is an independent energy company engaged in the  
9 exploration, development, and production of oil, and natural gas. It is incorporated in the State of  
10 Delaware and maintains its principal place of business in Oklahoma City, Oklahoma. Devon is  
11 engaged in multiple aspects of the fossil fuel industry, including exploration, development,  
12 production, and marketing of its fossil fuel products.

13 b. Devon Energy Production Company, L.P. is a Devon subsidiary registered  
14 to do business in the State of California and with a designated agent for service of process in  
15 California. Devon Energy does substantial fossil fuel product-related business in California.

16 c. Devon Energy Corp. is a successor-in-interest to the Pauley Petroleum  
17 Company (“Pauley”). At times relevant to this complaint, Pauley did substantial fossil-fuel related  
18 business in California. Specifically, this included owning and operating a petroleum refinery in  
19 Newhall (Los Angeles County), California from 1959 to 1989, and a refinery in Wilmington (Los  
20 Angeles, Los Angeles County), California from 1988 to 1992. Pauley merged with Hondo Oil and  
21 Gas Co. (“Hondo”) in 1987. Subsequently, Devon Energy Corp. acquired Hondo in 1992.

22 d. Defendants Devon Energy Production Company, L.P. and Devon Energy  
23 Corp. are collectively referred to as “Devon.”

24 34. **Encana Corporation**

25 a. Encana Corp. is a Canadian corporation with its principal place of business  
26 in Calgary, Alberta, Canada. Encana is an extractor and marketer of oil and natural gas and has  
27 facilities including gas plants and gas wells in Colorado, Texas, Wyoming, Louisiana, and  
28 New Mexico. By approximately 2005, Encana was the largest independent owner and operator of

1 natural gas storage facilities in North America.

2           b.       Encana has done and continues to do substantial fossil fuel product-related  
3 business in California. Between 1997 and 2006, Encana owned and operated the Wild Goose  
4 Storage underground natural gas storage facility in Butte County, California. In 2003, Encana  
5 began transporting natural gas through a 25-mile pipeline from the Wild Goose Station to a Pacific  
6 Gas & Electric Co. (“PG&E”) compressor station in Colusa County, where gas entered the main  
7 PG&E pipeline. Encana invested in a 100 billion cubic foot expansion of the facility in 2004,  
8 bringing gas storage capacity at Wild Goose to 24 billion cubic feet.

9           35.       **Apache Corporation**

10           a.       Apache Corp. is a publicly traded Delaware corporation with its principal  
11 place of business in Houston, Texas. Apache is an oil and gas exploration and production company,  
12 with crude oil and natural gas exploration and extraction operations in the United States, Canada,  
13 Egypt, and in the North Sea.

14           b.       During the time at issue, Apache extracted natural gas from wells developed  
15 on approximately seven million acres of land held in the Canadian provinces of British Columbia,  
16 Alberta, and Saskatchewan, and Apache did substantial fossil fuel product-related business in  
17 California. Apache transported a substantial volume of the natural gas extracted from its Canadian  
18 holdings to California, where it sold that gas to electric utilities, end-users, other fossil fuel  
19 companies, supply aggregators, and other fossil fuel marketers. Apache directed sales of its natural  
20 gas to California in addition to markets in Washington state, Chicago, and western Canada, to  
21 intentionally retain a diverse customer base and maximize profits from the differential price rates  
22 and demand levels in those respective markets.

23           36.       **Doe Defendants**

24           a.       The true names and capacities, whether individual, corporate, associate, or  
25 otherwise of Defendants Does 1 through 100, inclusive, are unknown to Plaintiffs, who therefore  
26 sue said Defendants by such fictitious names pursuant to California Code of Civil Procedure  
27 Section 474. Plaintiffs are informed and believe, and on that basis allege, that each of the  
28

1 fictitiously named Defendants is responsible in some manner for the acts and occurrences herein  
2 alleged, and that Plaintiffs' damages were caused by such Defendants.

3 37. **Relevant Non-Parties: Fossil Fuel Industry Associations**

4 38. As set forth in greater detail below, each Defendant had actual knowledge that its  
5 fossil fuel products were hazardous. Defendants obtained knowledge of the hazards of their  
6 products independently and through their membership and involvement in trade associations.

7 39. Each Defendant's fossil fuel promotion and marketing efforts were assisted by the  
8 trade associations described below. Acting on behalf of the Defendants, the industry associations  
9 engaged in a long-term course of conduct to misrepresent, omit, and conceal the dangers of  
10 Defendants' fossil fuel products.

11 a. **The American Petroleum Institute (API)**: API is a national trade  
12 association representing the oil and gas industry, formed in 1919. The following Defendants and/or  
13 their predecessors in interest are and/or have been API members at times relevant to this litigation:  
14 Chevron, ExxonMobil, Shell, ConocoPhillips, Statoil, Anadarko, Occidental, Repsol, Marathon,  
15 EnCana, and Apache.<sup>14</sup>

16 b. **The American Coalition for Clean Coal Electricity (ACCCE)**: ACCCE  
17 is a national coal industry trade association. Arch Coal and Peabody were part of the ACCCE at  
18 times relevant to this complaint.<sup>15</sup>

19 c. **The National Mining Association (NMA)**: NMA is a national trade  
20 organization that advocates for mining interests, including coal mining. Arch Coal, Inc., Peabody  
21 Energy, and Rio Tinto/Kennecott Utah Copper are all members.<sup>16</sup>

22 d. **The Western States Petroleum Association (WSPA)**: WSPA is a trade  
23 association representing oil producers in Arizona, California, Nevada, Oregon and Washington.<sup>17</sup>  
24 Its members include, and at times relevant to this Complaint, have included, BP, Chevron, Shell,

25  
26 <sup>14</sup> American Petroleum Institute (API), Members, <http://www.api.org/membership/members> (as of June 1, 2017).

27 <sup>15</sup> Energy and Policy Institute, ACCCE Members, <https://www.documentcloud.org/documents/2199289-accce-members.html> (as of June 1, 2017).

28 <sup>16</sup> National Mining Association (NMA), Members, <http://nma.org/about-nma/member-list> (As of June 1, 2017).

<sup>17</sup> WSPA, What is WSPA, <https://www.wspa.org/what-is-wspa> (as of June 1, 2017).