

1 12. By this action, the City seeks to ensure that the parties who have profited from
2 externalizing the responsibility for sea level rise, drought, extreme precipitation events, heatwaves,
3 other results of the changing hydrologic regime caused by increasing temperatures, and associated
4 consequences of those physical and environmental changes, bear the costs of those impacts on the
5 City, rather than Plaintiffs, local taxpayers, residents, or broader segments of the public. The City
6 does not seek to impose liability on Defendants for their direct emissions of greenhouse gases and
7 does not seek to restrain Defendants from engaging in their business operations.

8 **II. PARTIES**

9 **A. Plaintiffs**

10 13. Plaintiff, the People of the State of California (“the People”), by and through the
11 City Attorney for the City of Richmond, brings this suit pursuant to Code of Civil Procedure
12 section 731, and Civil Code sections 3479, 3480, 3491, and 3494, to abate the nuisance caused by
13 sea level rise and changes to the hydrologic cycle, including, but not limited to, increased
14 frequency and magnitude of drought, increased frequency and magnitude of extreme precipitation
15 events, increased frequency and magnitude of heatwaves, and the consequences of those physical
16 and environmental changes in the City’s jurisdiction.

17 14. Plaintiff City of Richmond (“Richmond” or “the City”), a municipal corporation,
18 is a political subdivision of the State of California. It is a city located in Contra Costa County.

19 15. The City is bordered by the San Francisco Bay to the North, West, and South, and
20 the Richmond Hills to the East.

21 16. Richmond is already experiencing sea level rise and associated impacts. The City
22 will experience significant additional sea level rise over the coming decades through at least
23 2150.¹¹

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27 ¹¹ Gary Griggs, et al., Rising Seas in California: An Update on Sea-Level Rise Science,
28 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>.

1 17. The sea level rise impacts to the City associated with an increase in average mean
2 sea level height include, but are not limited to, increased inundation (permanent) and flooding
3 (temporary) in natural and built environments with higher tides and intensified wave and storm
4 surge events; aggravated wave impacts, including erosion, damage, and destruction of built
5 structures and infrastructure, as well as natural features such as cliffs, beaches and dunes, with
6 consequent landslides; changes in sediment supply that could alter or destroy natural coastal
7 habitats like beaches and wetlands, which would otherwise naturally mitigate sea level rise
8 impacts; and saltwater intrusion on groundwater and infrastructure.

9 18. In addition, Richmond is and will continue to be impacted by disruptions to the
10 hydrologic cycle. The City is already experiencing a climatic and meteorological shift toward
11 hotter, dryer, and longer summers, with more extreme precipitation events; increased ambient
12 temperature; and increasingly frequent and severe drought. These changes have led to increased
13 water shortages, impacts to biodiversity, impacts to public health, and economic injuries. The City
14 must expend substantial funds to plan for and respond to these phenomena, and to mitigate their
15 secondary and tertiary impacts.

16 19. Compounding these environmental impacts are cascading social and economic
17 impacts, that cause injuries to the City that will arise out of localized climate change-related
18 conditions.

19 20. Municipal assets in the City that will be impacted by climate change and consequent
20 sea level rise and disruption of the hydrologic cycle include, but are not limited to, housing and
21 schools, water supply, wastewater infrastructure, stormwater infrastructure, transportation
22 infrastructure, flood management infrastructure, energy infrastructure, solid waste/hazardous
23 materials management, parks, natural areas, and ecosystems, some of which have already suffered
24 damage from rising sea levels and hydrologic regime shifts, and/or will suffer increasing damage
25 in the future through rising sea levels and through the exacerbation of natural climate-driven
26 phenomena such as drought, and coastal erosion.

27 **B. Defendants**

28 21. Defendants' are responsible for a substantial portion of the total greenhouse gases

1 emitted since 1965. Defendants, individually and collectively, are responsible for extracting,
2 refining, processing, producing, promoting, and marketing fossil fuel products, the normal and
3 intended use of which has led to the emission of a substantial percentage of the total volume of
4 greenhouse gases released into the atmosphere since 1965. Indeed, between 1965 and 2015, the
5 named Defendants extracted from the earth enough fossil fuel materials (i.e. crude oil, coal, and
6 natural gas) to account for approximately one in every five tons of CO₂ and methane emitted
7 worldwide. Accounting for their wrongful promotion and marketing activities, Defendants bear a
8 dominant responsibility for global warming generally, and for Plaintiffs' injuries in particular.

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

15 23. **Chevron Entities**

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

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

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

24 d. Chevron operates through a web of U.S. and international subsidiaries at all
25 levels of the fossil fuel supply chain. Chevron's and its subsidiaries' operations consist of
26 exploring for, developing, and producing crude oil and natural gas; processing, liquefaction,
27 transportation, and regasification associated with liquefied natural gas; transporting crude oil by
28 major international oil export pipelines; transporting, storage, and marketing of natural gas;

1 refining crude oil into petroleum products; marketing of crude oil and refined products;
2 transporting crude oil and refined products by pipeline, marine vessel, motor equipment and rail
3 car; basic and applied research in multiple scientific fields including of chemistry, geology, and
4 engineering; and manufacturing and marketing of commodity petrochemicals, plastics for
5 industrial uses, and fuel and lubricant additives.

6 24. **ExxonMobil Corporation**

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

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

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

24 25. **BP Entities**

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

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

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

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

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

26 26. **Shell Entities**

27 a. Royal Dutch Shell PLC is a vertically integrated, multinational energy and
28 petrochemical company. Royal Dutch Shell is incorporated in England and Wales, with its

1 headquarters and principle place of business in the Hague, Netherlands. Royal Dutch Shell PLC
2 consists of numerous divisions, subsidiaries and affiliates engaged in all aspects of the fossil fuel
3 industry, including exploration, development, extraction, manufacturing and energy production,
4 transport, trading, marketing, and sales.

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

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

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

21 27. **Citgo Petroleum Corporation (“Citgo”)**

22 a. Citgo is a direct, wholly owned subsidiary of PDV America, Incorporated,
23 which is a wholly owned subsidiary of PDV Holding, Incorporated. These organizations’ ultimate
24 parent is Petroleos de Venezuela, S.A. (“PDVSA”), an entity wholly owned by the Republic of
25 Venezuela that plans, coordinates, supervises and controls activities carried out by its subsidiaries.
26 Citgo is incorporated in the State of Delaware and maintains its headquarters in Houston, Texas.

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

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

12 28. **ConocoPhillips Entities**

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

17 b. ConocoPhillips Company is 100% owned by ConocoPhillips.
18 ConocoPhillips Company is registered to do business in California and has a registered agent for
19 service of process in California.

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

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

27 e. ConocoPhillips does substantial fossil fuel product-related business in
28 California, and a substantial portion of its fossil fuel products are extracted, refined, transported,

1 traded, distributed, marketed, and/or sold in California. For instance, ConocoPhillips owns and
2 operates oil and natural gas terminals in California, owns and operates refineries in Arroyo Grande
3 (San Luis Obispo County), Colton (San Bernardino County), and Wilmington (Los Angeles
4 County), California, and distributes its products throughout California. Phillips 66 also owns and
5 operates oil refineries in Rodeo (Contra Costa County), Santa Maria (Santa Barbara County), and
6 Wilmington (Los Angeles County), California, each of which was owned and operated by
7 ConocoPhillips and its predecessors in interest from 1997 to 2012.

8 29. **Total Entities**

9 a. Total E&P USA Inc. is a wholly owned subsidiary of Total S.A.—a French
10 energy conglomerate—engaged in the North American segment of Total SA’s fossil fuel products-
11 related business. Total E&P USA Inc. and its subsidiaries are involved in the exploration for,
12 extraction, transportation, research, and marketing of Total S.A.’s fossil fuel products. Total E&P
13 USA Inc. is registered to do business in the State of California and has designated an agent for
14 service of process in California.

15 b. Total Specialties USA Inc., is a wholly owned subsidiary of Total S.A.,
16 involved in the marketing and distribution of Total S.A.’s fossil fuel products. Total Specialties
17 USA Inc. is incorporated in the State of Delaware and headquartered in Houston, Texas. Total
18 Specialties USA Inc. is registered to do business in the State of California and has designated an
19 agent for service of process in California. Total Specialties USA Inc. does substantial fossil fuel
20 product-related business in California, and a substantial portion of its fossil fuel products are
21 extracted, refined, transported, traded, distributed, marketed, and/or sold in California. For
22 instance, Total Specialties USA Inc. maintains regular distributorship relationships with several
23 California distributors of Total fossil fuel products, including engine oils, lubricants, greases, and
24 industrial petroleum products.

25 30. **Eni Entities**

26 a. Eni S.p.A. (“Eni”) is a vertically integrated, multinational energy company
27 focusing on petroleum and natural gas. Eni is incorporated in the Republic of Italy, with its
28 principal place of business in Rome, Italy. With its consolidated subsidiaries, Eni engages in the

1 exploration, development, and production of hydrocarbons; in the supply and marketing of gas,
2 liquid natural gas, and power; in the refining and marketing of petroleum products; in the
3 production and marketing of basic petrochemicals, plastics, and elastomers; in commodity trading;
4 and in electricity marketing and generation.

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

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

22 31. **Anadarko Entities**

23 a. Anadarko Petroleum Corporation (“Anadarko”) is incorporated in the State
24 of Delaware and maintains its principal place of business in The Woodlands, Texas. Anadarko is
25 a multinational, vertically integrated energy company comprised of multiple upstream and
26 downstream segments. These include exploration, production, gathering, processing, treating,
27 transporting, marketing, and selling fossil fuel products derived primarily from petroleum and
28 natural gas. In the United States, Anadarko entities operate fossil fuel product exploration and

1 production concerns in Texas, the Gulf of Mexico, Alaska, the Powder River Basin, Utah,
2 Colorado, and the Marcellus Shale Formation. Anadarko operates fossil fuel product production
3 and exploration activities internationally in Algeria, Ghana, Mozambique, and Columbia, among
4 others. Anadarko Petroleum Corporation is registered to do business in California and has
5 designated an agent for service of process in California.

6 b. Anadarko Petroleum Corporation is a successor-in-interest to HS Resources
7 Inc. (“HS”). HS was an energy company headquartered in San Francisco, San Francisco County,
8 California. It owned natural gas reserves in Colorado, North Dakota, South Dakota, Montana, and
9 along the coasts of Texas and Louisiana, which it extracted and imported to California. HS was
10 acquired by Kerr-McGee Corporation in 2001. Kerr-McGee was an energy exploration and
11 production company owning oil and natural gas rights in the Gulf of Mexico, Colorado, and Utah,
12 with its corporate headquarters in Oklahoma. Anadarko Petroleum Corporation acquired Kerr-
13 McGee Corporation in 2006.

14 32. **Occidental Entities**

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

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

27 c. Defendants Occidental Petroleum Corporation and Occidental Chemical
28 Corporation are collectively referred to as “Occidental.”

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

6 e. In addition, Occidental conducts has conducted substantial activities in the
7 state, including marketing and promotion; efforts to avoid or minimize regulation of greenhouse
8 gas pollution in and from California; and efforts to influence regulatory debate regarding fossil
9 fuel consumption, electric power distribution, and greenhouse gas pollution policies such that the
10 exercise of jurisdiction comports with traditional notions of fair play and substantial justice. Since
11 1999, Occidental Petroleum Corp. and its subsidiaries have reported significant expenditures
12 directed at numerous regulatory proposals before California executive agencies, including the
13 California Energy Commission, California Air Resources Board, and California Public Utilities
14 Commission, related to its fossil fuel products business.

15 33. **Repsol S.A.**

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

23 b. Repsol does substantial fossil fuel product-related business in the State of
24 California, and a substantial portion of its fossil fuel products are extracted, refined, transported,
25 traded, distributed, marketed, and/or sold in California. For instance, Repsol subsidiary Repsol
26 Energy North America Corporation, incorporated in the State of Texas and with its principal place
27 of business in The Woodlands, Texas, is listed as a natural gas procurement, storage,
28 transportation, scheduling, and risk management provider by Pacific Gas and Electric, a California

1 utility. Repsol Energy North America Corporation is registered to do business in California and
2 has designated an agent for service of process in California. Repsol subsidiary Repsol Trading
3 USA Corporation, incorporated in the State of Texas and with its principal place of business in
4 The Woodlands, Texas, is also registered do business in California and has designated an agent
5 for service of process in California. Additionally, Repsol represents on its website that it is
6 engaging in strategic opportunities involving its fossil fuel products in California, which may
7 consist of crude oil, gasoline, diesel, and/or jet fuel.

8 34. **Marathon Entities**

9 a. Marathon Oil Company is an energy company incorporated in the State of
10 Ohio and with its principal place of business in Houston, Texas. Marathon Oil Company is
11 registered to do business in California and has designated an agent for service of process in
12 California. Marathon Oil Company is a corporate ancestor of Marathon Oil Corporation and
13 Marathon Petroleum Company.

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

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

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

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

3 35. **Hess Corporation**

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

7 b. Hess is engaged in the exploration, development, production,
8 transportation, purchase, marketing, and sale of crude oil and natural gas. Its oil and gas production
9 operations are located primarily in the United States, Denmark, Equatorial Guinea, Malaysia,
10 Thailand, and Norway. Prior to 2014, Hess also conducted extensive retail operations in its own
11 name and through subsidiaries. Hess owned and operated more than 1,000 gas stations throughout
12 the United States, including in California during times relevant to this complaint. Prior to 2013,
13 Hess also operated oil refineries in the continental United States and U.S. Virgin Islands.

14 36. **Devon Energy Entities**

15 a. Devon Energy Corp. (“Devon”) is an independent energy company engaged
16 in the exploration, development, and production of oil, and natural gas. It is incorporated in the
17 State of Delaware and maintains its principal place of business in Oklahoma City, Oklahoma.
18 Devon is engaged in multiple aspects of the fossil fuel industry, including exploration,
19 development, production, and marketing of its fossil fuel products.

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

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

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

3 37. **Encana Corporation**

4 a. Encana Corp. is a Canadian corporation with its principal place of business
5 in Calgary, Alberta, Canada. Encana is an extractor and marketer of oil and natural gas and has
6 facilities including gas plants and gas wells in Colorado, Texas, Wyoming, Louisiana, and
7 New Mexico. By approximately 2005, Encana was the largest independent owner and operator of
8 natural gas storage facilities in North America.

9 b. Encana has done and continues to do substantial fossil fuel product-related
10 business in California. Between 1997 and 2006, Encana owned and operated the Wild Goose
11 Storage underground natural gas storage facility in Butte County, California. In 2003, Encana
12 began transporting natural gas through a 25-mile pipeline from the Wild Goose Station to a Pacific
13 Gas & Electric Co. (“PG&E”) compressor station in Colusa County, where gas entered the main
14 PG&E pipeline. Encana invested in a major expansion of the facility in 2004, bringing gas storage
15 capacity at Wild Goose to many billions of cubic feet.

16 38. **Apache Corporation**

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

21 b. During the time at issue, Apache extracted natural gas from wells developed
22 on approximately seven million acres of land held in the Canadian provinces of British Columbia,
23 Alberta, and Saskatchewan, and Apache did substantial fossil fuel product-related business in
24 California. Apache transported a substantial volume of the natural gas extracted from its Canadian
25 holdings to California, where it sold that gas to electric utilities, end-users, other fossil fuel
26 companies, supply aggregators, and other fossil fuel marketers. Apache directed sales of its natural
27 gas to California in addition to markets in Washington state, Chicago, and western Canada, to
28

1 intentionally retain a diverse customer base and maximize profits from the differential price rates
2 and demand levels in those respective markets.

3 39. **Doe Defendants**

4 40. The true names and capacities, whether individual, corporate, associate, or
5 otherwise of Defendants Does 1 through 100, inclusive, are unknown to Plaintiffs, who therefore
6 sue said Defendants by such fictitious names pursuant to California Code of Civil Procedure
7 Section 474. Plaintiffs are informed and believe, and on that basis allege, that each of the
8 fictitiously named Defendants is responsible in some manner for the acts and occurrences herein
9 alleged, and that Plaintiffs' damages were caused by such Defendants.

10 41. **Relevant Non-Parties: Fossil Fuel Industry Associations**

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

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

18 a. **The American Petroleum Institute (API)**: API is a national trade
19 association representing the oil and gas industry, formed in 1919. The following Defendants and/or
20 their predecessors in interest are and/or have been API members at times relevant to this litigation:
21 Chevron, ExxonMobil, Shell, ConocoPhillips, Anadarko, Occidental, Repsol, Marathon, Encana,
22 and Apache.¹²

23 b. **The Western States Petroleum Association (WSPA)**: WSPA is a trade
24 association representing oil producers in Arizona, California, Nevada, Oregon, and Washington.¹³

25
26 ¹² American Petroleum Institute, Members (webpage) (accessed June 1, 2017) available at
<http://www.api.org/membership/members>.

27 ¹³ Western States Petroleum Association, About (webpage) (accessed December 18, 2017),
28 <https://www.wspa.org/about/>.

1 Membership has included, among other entities: BP, Chevron, Shell, Phillips 66, ConocoPhillips,
2 and ExxonMobil.¹⁴

3 c. **The American Fuel and Petrochemical Manufacturers (AFPM)** is a
4 national association of petroleum and petrochemical companies. At relevant times, its members
5 included, but were not limited to, BP Petrochemicals, BP Products North America, Chevron
6 U.S.A. Inc., CITGO Petroleum Corporation, Exxon Mobil Corporation, Occidental Chemical
7 Corporation, Phillips 66, Shell Chemical Company, and Total Petrochemicals & Refining USA,
8 Inc.¹⁵

9 d. **The Information Council for the Environment (ICE)**: ICE was formed
10 by coal companies and their allies, including Western Fuels Association and the National Coal
11 Association. Associated companies included Pittsburg and Midway Coal Mining (Chevron),¹⁶ and
12 Island Creek Coal Company (Occidental).

13 e. **The Global Climate Coalition (GCC)**: GCC was an industry group formed
14 to oppose greenhouse gas emission reduction policies and the Kyoto Protocol. It was founded in
15 1989 shortly after the first Intergovernmental Panel on Climate Change meeting was held, and
16 disbanded in 2001. Founding members included the National Association of Manufacturers, the
17 National Coal Association, the Edison Electric Institute, and the United States Chamber of
18 Commerce. The GCC's early individual corporate members included Amoco (BP), API, Chevron,
19 Exxon, Ford, Shell Oil, Texaco (Chevron) and Phillips Petroleum (ConocoPhillips). Over its
20 existence other members and funders included ARCO (BP), and the Western Fuels Association.
21 The coalition also operated for several years out of the National Association of Manufacturers'
22 offices.

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25 ¹⁴ Western States Petroleum Association, Member Companies (webpage) (accessed December
18, 2017), <https://www.wspa.org/about/>.

26 ¹⁵ American Fuel and Petrochemical Manufacturers, Membership Directory (webpage) (accessed
27 June 30, 2017), available at <https://www.afpm.org/membership-directory/> (accessed June 30,
2017).

28 ¹⁶ Hereinafter, parenthetical references to Defendants indicate corporate ancestry and/or
affiliation.