

EXHIBIT L

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In Re Flint Water Cases

No. 5:16-cv-10444-JEL-MKM

HON. JUDITH E. LEVY

MAG. MONA K. MAJZOUB

**DECLARATION OF SCOTT H. FREEMAN ON BEHALF
OF ARCHER SYSTEMS, LLC**

I, SCOTT H. FREEMAN, declare and state as follows:

1. The following statements are based on my personal knowledge and information and if called on to do so, I could and would testify competently thereto.

2. I am the Co-Founder and Co-Chairman of ARCHER Systems, LLC (“ARCHER”, formerly The Settlement Alliance, LLC), headquartered in Houston, Texas. Over the past 17 years, I have handled a wide range of complex legal administrations, including thousands of cases that arose from litigation due to a personal injury, wrongful death, and worker’s compensation claims. Within the past six years alone, I have served as the court-appointed qualified settlement fund administrator and trustee on over 150,000 personal injury, pharmaceutical, medical device and chemical plant explosion cases around the country involving billions of dollars. I have also been jointly selected by plaintiff and defense counsel as a special master for allocation of settlement proceeds amongst claimants, as a special assistant to the special master and as a settlement consultant to the guardians ad litem on over 5,000 cases involving minors and/or incapacitated adults.

3. ARCHER is a national settlement and claims administrator firm with services that include qualified settlement fund administration, class action settlement coordination, probate/bankruptcy coordination, trust services, healthcare lien resolution, Medicare Set-Asides, and medical record review. ARCHER employs more than 300 team members, including a comprehensive team of staff attorneys, nurses, CPAs, government benefit specialists, and administrative staff. ARCHER is headquartered in Houston, Texas and has several office locations across the country. ARCHER has managed more than \$12.5 billion in settlement funds and administered the claims of more than 450,000 individual Claimants in all 50 states and most U.S. Territories.

4. ARCHER provides a full range of litigation-related administrative services to assist in the efficient management of class action settlement platforms including, but not limited to:

- a. Establishing settlement trust and/or escrow accounts, primarily in the form of **26 C.F.R. § 1.468B-1** Qualified Settlement Funds in both federal and state courts;
- b. Serving as the Qualified Settlement Fund Administrator in both federal and state courts;
- c. Providing full-service treasury management with a complete complement of accounting, settlement check issuance, payment controls, and reconciliation facilities;
- d. Issuing class action notices;

- e. Providing full-service data management and mailing resources, including address verification;
- f. Reviewing and processing class members' records and data reflecting injury status and payment amounts;
- g. Providing national bankruptcy coordination for debtor Claimants;
- h. Providing national probate coordination for deceased Claimants;
- i. Hosting claimant call center to answer queries related to settlement status and procedures;
- j. Developing settlement informational websites;
- k. Directing claimant location services including skip tracing and investigative research; and
- l. Coordinating with a wide range of professionals and fiduciaries, including trustees and accountants to implement settlements.

5. I am currently serving as court-appointed trustee in a Qualified Settlement Fund Trust that is currently pending in the United States District Court, Southern District of New York, in the case entitled: In re: General Motors LLC Ignition Switch Litigation, Case No. 1:14-md-02543-JMF. Similarly, ARCHER serves as court-appointed administrator of a Qualified Settlement Fund in numerous cases. A few of these cases are listed below:

- a. In Re: Invokana (Canagliflozin) Products Liability Litigation, United States District Court, District of New Jersey, Case No. 3:16-md-02750-BRM-LHG;

- b. In Re: Testosterone Replacement Therapy Products Liability Litigation, United States District Court for the Northern District of Illinois, Case No. 1:14-cv-01748 (MDL No. 2545);
- c. In re: Ethicon, Inc. Pelvic Repair System Products Liability Litigation, United States District Court, Southern District of West Virginia (Charleston), Case No. 2:12-md-02327 (MDL No. 2327);
- d. In re: Depakote Products Liability Litigation, United States District Court for the Southern District of Illinois, Case number 19-cv-910-NJR.

6. I have been asked to review the proposed Settlement Agreement (“Settlement Agreement” or “Agreement”) in the above-captioned case and asked to consider whether ARCHER can and would serve as Claims Administrator and QSF Administrator if so appointed by the Court. It is my considered opinion that ARCHER is very well qualified to perform the duties required under the proposed settlement and ARCHER is specially equipped and positioned to successfully perform those duties.

- a. ARCHER can support all facets of settlement administration from claims administration through distributions creating seamless hand offs between critical aspects of the settlement administration spectrum.
- b. We have extensive experience working with claimants who are minors within large settlement programs.
- c. Our settlement administration utilizes a combination of human expertise and technology to conduct claims reviews, lien audits and

financial accounting/disbursements with a high degree of accuracy and efficiency.

- d. ARCHER's Qualified Settlement Fund services are robust and we've managed numerous multi-million and billion dollar settlement programs.
- e. We offer additional important services that the participating law firms and Claimants can access on an a la carte basis to facilitate a smooth settlement administration program.
- f. Our team is extremely familiar with structured settlement annuities, needs-based benefit preservation methods, and coordination with specialists providing those services.

7. The proposed Settlement Agreement imposes a substantial set of duties for the Claims Administrator, including:

- a. Establish processes and procedures to implement the duties and obligations assigned to the Claims Administrator under this Settlement Agreement;
- b. Establish evidentiary review procedures to detect and prevent the submission of fraudulent evidence; review and evaluate Registration Forms, Claim Forms, and Claims Materials in a timely, consistent, and accurate fashion to determine compliance with the submission requirements; determine the compensation category for which each

Claimant is eligible or determine whether the Claimant is not eligible for payment;

- c. Set-up and maintain a secure database to contain all relevant data regarding each Claimant (and providing access and use to the Special Master), including but not limited to: Registration Forms, Claim Forms, and Claims Materials; assigned Settlement Category; communications to/from Claimants (including but not limited to Adverse Notices, Favorable Notices, Reconsideration Requests, appeals); and any other data deemed relevant by the Parties, the Claims Administrator, Lien Resolution Administrator, QSF Administrator, or the Special Master;
- d. Coordinate and communicate as necessary with the Parties, their counsel, and others as directed by the Parties; design and maintain an official website; establish a “help line” to answer questions from Claimants regarding processes and procedures for registering for and participating in the Settlement Program; and coordinate with the Co-Lead Class Counsel, Co- Liaison Counsel, and Defendants’ Counsel in drafting form letters for use in conveying such things as Adverse Notices, Favorable Notices, and Monetary Awards, if any, to Claimants;
- e. Coordinate and communicate with the Settlement Planning Administrator and the Master GAL or other person designated by the Federal Court to ensure that all Structured Settlements are established in compliance with applicable laws and regulations,

including “qualified assignments” that will comply with Section 130(c) of the Internal Revenue Code, and “non-qualified assignments” that will not rely upon nor comply with Internal Revenue Code 130(c) (see P.L.R. 200836019);

- f. Provide monthly reports to Plaintiffs’ Counsel and Defendants’ Counsel regarding all tasks performed by the Claims Administrator, Special Master, and Lien Resolution Administrator in accordance with the Settlement Agreement, including (i) the status of the Claims Administrator’s registration and Claims reviews and determinations; (ii) the number of Adverse Notices issued and the status of Claimants’ responses thereto; (iii) the number and status of Reconsideration Requests; (iv) the number and status of appeals; (v) the number of Favorable Notices; (vi) the number of Claimants assigned to each Settlement Category; and (vii) the status of lien resolution by the Lien Resolution Administrator;
- g. The Claims Administrator shall establish a secure website to facilitate the transmission of and access to in electronic form all submissions to and communications from the Claims Administrator or the Special Master authorized or required by this Settlement Agreement. This website shall be hosted in a secure environment;
- h. Maintain appropriate books, records, and documents such as contracts, tax returns, invoices and receipts including those needed for the

purpose of obtaining reimbursement of costs and expenses related to the performance of the Claims Administrator's duties under this Settlement;

- i. Maintain a list of Claimants and, if any, their retained counsel; and
- j. Perform such other tasks reasonably necessary to accomplish the goals contemplated by this Settlement Agreement, as agreed to by Plaintiffs' Counsel, Defense Counsel, and the Claims Administrator.

8. Additionally, I have been asked to review the proposed Settlement Agreement in the above-captioned case and to consider whether the Settlement Program is fair and effective. Based upon my experience with similar settlements, the Settlement Program appears to be both fair and effective. Complete with the requisite information, the contemplated Settlement Program provides adequate notice to encourage all potential Claimants to file separate and timely Registration and Claim Forms to be considered for inclusion in the settlement. The Settlement Program provides potential Claimants with the option of filing Registration and Claim Forms by mail or via the settlement website. A call center will also be available to provide potential Claimants with a resource to answer questions regarding the Settlement Program. ARCHER has considerable experience in claims administration roles and will employ a team of tort-specific trained employees solely dedicated to the review of claimant submissions, including Registration and Claim Forms, in addition to supporting documentation, to ensure document sufficiency and integrity. Each Claimant's Registration and Claim Forms and supporting documentation will be

individually reviewed to certify accuracy and satisfaction of the terms of the Settlement Program.

9. ARCHER is also being proposed, together with MASSIVE, to serve as Lien Resolution Administrators (“LRAs”) for the Settlement. The large number of potential Claimants requires a consistent and universal resolution program to satisfy the repayment rights for both government health plan entities and private plan entities, if any, and ARCHER and MASSIVE are well situated to work with those entities to identify and secure global procedures and associated repayment terms that will create the most favorable results and efficiencies for the parties. ARCHER has deep subject matter experience in the development of global models for lien resolution and is ideally suited to serve as LRA for this litigation. In other contexts, ARCHER has successfully secured CMS’s approval on global resolution models in a broad variety of national mass tort, multi-district litigation, and class action matters, including *Medtronic Infuse Bone Graft Litigations*, *Janssen Risperdal Confidential Exposure Litigations*, *In re: Avandia Marketing, Sales Practices and Products Liability Litigation*, Case No. 07-md-1871, MDL 1871 (E.D. Pa.), *Pradaxa, Wright Hip, Granuflo, In re: Testosterone Replacement Therapy Products Liability Litigation*, Case No. 14-cv-1748, MDL 2545 (N.D. Ill.), *In re: Benicar (Olmesartan) Products Liability Litigation*, Case No. 15-md-2606, MDL 2606 (D.N.J.), and *In re: Stryker LFIT V40 Femoral Head Products Liability Litigation*, Case No. 17-md-2768, MDL 2768 (D. Ma.).

10. ARCHER and MASSIVE’s resolution programs provide significant

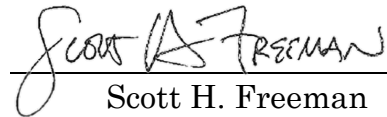
benefits to claimants and defendants alike. For Claimants, ARCHER and MASSIVE will create a global resolution program that avoids the time delays associated with individual, claimant- by-claimant reimbursement. It also ensures that similarly situated Claimants achieve parallel outcomes and a fair reimbursement amount for each compensable injury category. For defendants, ARCHER and MASSIVE's global programs address the defendants' mandatory insurer reporting requirements under Section 111 of MMSEA. In most global resolution programs, ARCHER has obtained "exemptions" from MMSEA reporting for every defendant who settles claims. Here, ARCHER and MASSIVE will coordinate such exemptions for all involved defendants.

11. In sum, the duties required under the Settlement Agreement for the Claims Administrator and QSF Administrator are substantial, complex, and require both close involvement and a long-term commitment. The rates proposed by ARCHER to administer this settlement are both reasonable and competitive for such duties and period. ARCHER specializes in complex settlement administrations of this type and has extensive experience in doing so. Examples of ARCHER's administration of complex class actions requiring a similar level of hands-on oversight by the Claims Administrator and QSF Administrator include the following: *Federal Insurance Company vs. Caldera Medical, Inc., et al.*, U. S. District Court, Central District of California; *Bernadette Tanguilig v. Bloomingdale's, Inc.*, Superior Court of California, County of San Francisco; *George G. Parker, et al., individually and on behalf of all others similarly situated, vs. The City of Dallas, Texas*; *David S.*

Martin, et al., individually and on behalf of all others similarly situated vs. The City of Dallas, Texas, 382nd Judicial District Court, Rockwall County Texas; Jeffrey Davis and Tiffany Carroll v. World Wide Consulting Services, Inc., Peter D. Ferrigan, and Jeff Wyler Automotive Family, Inc., United States District Court for the Southern District of Ohio; and Moen, et al., v. Regents of University of California, Superior Court of the State of California, County of Alameda.

I declare under penalty of perjury, under the laws of the State of Michigan, that the foregoing is true and correct.

Executed this 17th day of November, 2020 at Houston, Texas.



Scott H. Freeman