

**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. MAJZOUN

**PLAINTIFFS’ MOTION FOR AN AWARD OF ATTORNEYS’ FEES AND  
REIMBURSEMENT OF EXPENSES**

For the reasons stated in the attached Memorandum of support, and supporting declarations and exhibits, Plaintiffs, through their counsel, move the Court pursuant to Federal Rules of Civil Procedure 23(h) and 54(d) to approve their proposal for attorneys’ fees to be awarded to Movants Co-Lead Class Counsel and Co-Liaison Counsel, as well as Settlement Subclass Counsel and the law firms that have worked with and under the supervision of Co-Lead Class Counsel, including the Plaintiffs’ Executive Committee (“Plaintiffs’ Counsel”), as described in further detail in the accompanying Memorandum, and their request for reimbursement of expenses incurred by Plaintiffs’ Counsel.<sup>1</sup>

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<sup>1</sup> The Settling Defendants (defined in the attached Memorandum) have agreed to take no position with respect to this motion. *See* Notice Regarding Pls.’ Mot. for Settlement Approval, Ex. A, Amended Settlement Agreement ¶ 11.2, Jan. 15, 2021, ECF No. 1394-2, PageID.54160.

Dated: March 8, 2021

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**MEMORANDUM IN SUPPORT OF PLAINTIFFS' MOTION FOR AN  
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### **CONCISE STATEMENT OF THE ISSUES PRESENTED**

1. Should the Court approve Plaintiffs' proposed structure for attorneys' fees to be awarded to Plaintiffs' Counsel?
2. Should the Court approve Plaintiffs' motion for a common benefit assessment from the Qualified Settlement Fund?
3. Should the Court approve Plaintiffs' motion for reimbursement of expenses incurred by Plaintiffs' Counsel?

## CONTROLLING OR MOST APPROPRIATE AUTHORITY

- Fed. R. Civ. P. 23(h)
- Fed. R. Civ. P. 54(d)
- Mich. Ct. R. 8.121
- *Barnes v. City of Cincinnati*, 401 F.3d 729 (6th Cir. 2005)
- *In re Bayou Sorrel Class Action*, No. 6:04CV1101, 2006 WL 3230771 (W.D. La. Oct. 31, 2006)
- *Boeing Co. v. Van Gemert*, 444 U.S. 472 (1980)
- *Bowling v. Pfizer, Inc.*, 102 F.3d 777 (6th Cir. 1996)
- *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508 (E.D. Mich. 2003)
- *Gascho v. Glob. Fitness Holdings, LLC*, 822 F.3d 269 (6th Cir. 2016)
- *In re Guidant Corp. Implantable Defibrillators Prod. Liab. Litig.*, No. MDL 05-1708 DWF/AJB, 2008 WL 682174 (D. Minn. Mar. 7, 2008)
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- David F. Herr, *Annotated Manual for Complex Litigation* § 14.11 (4th ed. 2020)

## I. INTRODUCTION

Working together, Plaintiffs' Counsel<sup>2</sup> have achieved a landmark, \$641.25 million partial settlement in these cases that the Court has rightly called "complex" and "intensely litigated."<sup>3</sup> This substantial recovery was secured only through the focused and diligent advocacy and considerable investment of time, expenses, and risk-taking of Plaintiffs' Counsel, led by Co-Liaison Counsel, Co-Lead Class Counsel, the Plaintiffs' Executive Committee for the Proposed Class ("Plaintiffs' Executive Committee"), and Subclass Settlement Counsel.

Plaintiffs' Counsel have worked on a contingent basis for more than five years now, without compensation of any kind, to achieve this remarkable result. Moreover, Plaintiffs' Counsel have invested and will continue to invest time and resources into implementing this Settlement (while also continuing to litigate against the Non-Settling Defendants<sup>4</sup>). To compensate Plaintiffs' Counsel for their services and the risk they

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<sup>2</sup> "Plaintiffs' Counsel" refers to Movants Co-Lead Class Counsel and Co-Liaison Counsel, as well as Settlement Subclass Counsel and the law firms that have worked with and under the supervision of Co-Lead Class Counsel, including the Plaintiffs' Executive Committee.

<sup>3</sup> Op. & Order Granting Pls.' Mot. to Establish Settlement Claims Procedures & Allocation & for Preliminary Approval of Class Settlement Components & Granting Pls.' Mot. for an Order Adopting the Proposed Mot. for Approval of Wrongful Death Settlement (the "Prelim. Approval Order") at 13, Jan. 21, 2021, ECF No. 1399, PageID.54410.

<sup>4</sup> "Non-Settling Defendants" refers to Lockwood, Andrews & Newman, Inc., Lockwood, Andrews & Newman, P.C., Leo A. Daly Company, Veolia North America, LLC, Veolia North America, Inc., and Veolia Water North America Operating Services, LLC.

undertook in prosecuting these cases, Plaintiffs request that the Court approve their proposed framework for attorneys' fees to be awarded to Plaintiffs' Counsel (the "Fee Proposal" or "Proposal").

The Fee Proposal is designed to provide reasonable and fair compensation to Plaintiffs' Counsel and to ensure equitable treatment for all who make claims under the Settlement. It also provides distinct fees for work performed by both Co-Liaison Counsel and Class Counsel for the benefit of all Plaintiffs ("common benefit work"), for Class Counsel's work on behalf of the Settlement Subclasses, and for non-common benefit work performed by counsel individually retained by individual Claimants. A significant amount of the work performed by Plaintiffs' Counsel has benefitted all Plaintiffs in this litigation. Long-standing precedent recognizes that in common fund cases, counsel are entitled to compensation for such common benefit work.

As compensation for common benefit work performed by Plaintiffs' Counsel, the Proposal includes a global Common Benefit Assessment ("CBA") of 6.33% of the Qualified Settlement Fund (the "Fund"), to be divided equally between Co-Lead Class Counsel and Co-Liaison Counsel and paid beginning on final approval of the Settlement and thereafter as the Fund is further funded. Beyond that global CBA, the Proposal provides that Co-Lead Class Counsel will be compensated for their work on behalf of the Settlement Subclasses, in the amount of 27% of the value of all resolved Subclass claims, and 27% of the value of the Programmatic Relief Sub-Qualified Settlement

Fund.

Contingency fees for individually retained counsel (“IRC”) are capped at 27%. The Proposal also caps the contingency fee for IRC at a lower 10% for any contingency fee contract entered on or after July 16, 2020 and assesses an additional 17% CBA of the gross award to such Claimant who retained counsel, or as to Minors assisted by counsel, on or after July 16, 2020. Contingency fees for IRC on such claims are correspondingly capped such that no claim is subject to total fees greater than 27% after the 6.33% global CBA. Other than the global 6.33% CBA, which serves to provide some upfront compensation to counsel who have led these cases for the benefit of all Plaintiffs, all fees are to be distributed only as and to the extent that claims are paid out.

In this way, consistent with the law and equitable principles, the Proposal has all claims contribute an equal *pro rata* share to Plaintiffs’ Counsel’s fees, while also contributing to common benefit compensation in proportion to Claimants’ reliance on common benefit work. The structure of the Proposal is therefore sound. Moreover, the amounts requested under the Proposal are reasonable under the factors courts weigh in determining fee awards. The percentage amounts contemplated by the Proposal are in line with the awards approved in similar complex litigation. Plaintiffs’ Counsel’s efforts, already commended by the Court, have produced a sizable recovery for the Plaintiffs, with the potential for additional recovery from the Non-Settling Defendants. Plaintiffs’ Counsel also took on considerable risk in litigating these complex cases on a contingent

basis. Plaintiffs' Counsel have invested 182,571 hours of work into this litigation, representing more than \$84 million of lodestar at current rates, and have advanced more than \$7 million in expenses. Plaintiffs' Counsel could have received no reimbursement whatsoever had the cases failed. Finally, public policy supports incentivizing counsel to take on important cases like these without upfront or certain compensation, as they otherwise might not be undertaken.

Plaintiffs' Counsel also request reimbursement from the Fund for their expenses of \$7,158,987.33 incurred to date in prosecuting this litigation, which have also provided a common benefit to all Plaintiffs.

## II. PROCEDURAL HISTORY

Plaintiffs filed the first complaints related to this litigation in November 2015.<sup>5</sup> After over a year of litigation and appeals, the Flint Water Cases were consolidated in this Court on July 27, 2017.<sup>6</sup> The Court appointed Theodore Leopold and Michael Pitt as Interim Co-Lead Class Counsel and Hunter Shkolnik and Corey Stern as Co-Liaison Counsel for the Individual Plaintiffs.<sup>7</sup> In accordance with their Court-appointed roles, Class Counsel and Co-Liaison Counsel, alongside a Court-appointed Plaintiffs'

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<sup>5</sup> Compl., *Mays v. Snyder*, No. 5:15-cv-14002 (E.D. Mich. Nov. 13, 2015), ECF No. 1.

<sup>6</sup> Order Granting in Part *Waid* Mot. for Consolidation & Appointment of Interim Co-Lead Class Counsel & Appointment of Liaison Counsel, July 27, 2017, ECF No. 173.

<sup>7</sup> *Id.* The Court renewed these appointments on December 7, 2018, December 20, 2019, and November 2, 2020. ECF Nos. 696, 1021, 1306.

Executive Committee, have propelled this litigation forward, including through motions to dismiss, lengthy discovery, and several appeals. Discovery, which is ongoing, has been substantial, including millions of pages of document production and review, the exchange of substantive written interrogatories, more than eighty depositions, and extensive expert analysis and discovery. In addition, since January 2018, Class and Co-Liaison Counsel, with the help of experienced Court-appointed mediators and a Court-appointed Special Master, have spearheaded settlement negotiations with the Defendants. On August 26, 2019, at the request of Class Counsel, the Court also appointed experienced Settlement Subclass Counsel (“SSC”) to negotiate allocation. Order Granting Class Pls.’ Renewed Mot. in Part, ECF No. 929.

After nearly four years of litigation, discovery, appeals, and settlement negotiations, Plaintiffs and the Settling Defendants<sup>8</sup> executed the Amended Settlement

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<sup>8</sup> “Settling Defendants” refers to The State of Michigan, Michigan Department of Environmental Quality (now the Michigan Department of Environment, Great Lakes, and Energy), Michigan Department of Health and Human Services, Michigan Department of Treasury, former Governor Richard D. Snyder, Governor Gretchen Whitmer, the Flint Receivership Transition Advisory Board, Liane Shekter Smith, Daniel Wyant, Stephen Busch, Kevin Clinton, Patrick Cook, Linda Dykema, Michael Prysby, Bradley Wurfel, Eden Wells, Nick Lyon, Dennis Muchmore, Nancy Peeler, Robert Scott, Adam Rosenthal, Andy Dillon (“State Defendants”); the City of Flint, Darnell Earley, Howard Croft, Michael Glasgow, Gerald Ambrose, Edward Kurtz, Michael Brown, Dayne Walling, Daugherty Johnson (“City Defendants”); McLaren Health Care Corporation, McLaren Regional Medical Center, McLaren Flint Hospital, (“McLaren Defendants”); and Rowe Professional Services Company.

Agreement (the “Settlement” or “Settlement Agreement”) on November 16, 2020.<sup>9</sup> On January 21, 2021 the Court approved the Settlement’s claims procedures and allocation, granted preliminary approval of the Class Settlement components, and approved the wrongful death settlement. Approval Order, ECF No. 1399. As the Court noted in its Order, *id.* at 14, PageID.54411, the Settlement provides that “Counsel for Individual Plaintiffs and Class Members shall be reimbursed and paid solely out of the FWC Qualified Settlement Fund for all expenses and fees, including but not limited to: attorneys’ fees; past, current, or future litigation and administration expenses (including, but not limited to, experts’, consultants’, and guardians ad litem fees and expenses); and the costs of providing the Settlement Class Notice and Individual Notice.” Settlement Agreement ¶ 11.1, PageID.54159. The Court directed counsel to make any motion for attorneys’ fees and expenses on or before February 26, 2021. Approval Order at 70, PageID.54467.

The first bellwether trials of individual cases are scheduled to commence in or around October 2021. Co-Lead Class Counsel moved for class certification on June 30, 2020; that briefing is ongoing. Resolution of the Motion for Class Certification, trial of

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<sup>9</sup> Decl. of Theodore J. Leopold in Supp. of Pls.’ Mot. (the “Preliminary Approval Motion”) to Establish Settlement Claims Procedures & Allocation & for Prelim. Approval of Class Settlement Components, Ex. A, Amended Settlement Agreement, Nov. 18, 2020, ECF No. 1319-1. An amended agreement was filed on January 15, 2021. Notice Regarding Pls.’ Mot. for Settlement Approval, Ex. A, Amended Settlement Agreement, ECF No. 1394-2.

the Individual Plaintiffs and any potential Class claims, and related appeals could require many years to fully resolve.

### **III. THE FEE PROPOSAL**

Plaintiffs' Fee Proposal is designed to provide reasonable and equitable compensation to Plaintiffs' Counsel for the work they have performed, the risk and expenses they have shouldered in prosecuting these cases, and future work they will do in implementing the Settlement. The Proposal entails common benefit assessments for work performed for the benefit of all Plaintiffs, separate compensation for Co-Lead Class Counsel for their work on behalf of the Settlement Subclasses, and separate fees for non-common benefit work performed by individually retained counsel. All claims contribute an equal *pro rata* share to Plaintiffs' Counsel's fees, in the form of an upfront, global CBA of 6.33%, and additional fees are capped at 27% (less than the one-third maximum amount permitted under Michigan law, *see* Mich. Ct. R. 8.121). In other words, every Claimant who recovers from the Fund will effectively pay these same percentage attorneys' fees, ensuring equal treatment of all Claimants. At the same time, all Claimants contribute to common benefit compensation in proportion to their reliance on common benefit work. Common benefit assessments are to be distributed to Plaintiffs' Counsel in proportion to the firms' contributions to common benefit work. The global CBA is to be paid beginning on final approval of the Settlement, whereas all other fees are paid only as and to the extent claims are paid out.

The Proposal achieves these goals and this structure through the following

specific components:

- To provide some upfront compensation to Plaintiffs' Counsel who have contributed common benefit work thus far, the Proposal includes a CBA of 6.33% of the Fund (the "global CBA"). This amounts to \$40,591,125.00 of the \$641.25 million Fund. This assessment is to be divided between Co-Lead Class Counsel and Co-Liaison Counsel and paid beginning on final approval of the Settlement and thereafter as the Fund is further funded pursuant to the terms of the Settlement.
- Co-Lead Class Counsel will receive an assessment of 27% of the gross value of (a) claims that are resolved through the Adult Exposure, Property Damage, and Business Economic Loss Subclasses (b) the Programmatic Relief Sub-Qualified Settlement Fund, plus (c) any claims involving a Minor who entered into a retainer agreement with Co-Lead Class Counsel and/or the Plaintiffs' Executive Committee prior to July 16, 2020. In effect, beyond their share of the 6.33% CBA, Co-Lead Class Counsel's fees are also capped at 27%. These assessments compensate Co-Lead Class Counsel for the results they have achieved and risk and expense they have borne specifically on behalf of the Settlement Class and all Individual Plaintiffs who retained them before July 16, 2020. Co-Lead Class Counsel will further distribute portions of the 27% assessments to the firms comprising the Plaintiffs' Executive Committee, SSC, and other counsel who have worked on behalf of the Settlement Subclasses at Co-Lead Class Counsel's direction to compensate them for their contributions to these cases.
- Contingency fee retainer agreements for individually represented Claimants are capped at 27%. In other words, Individual Plaintiffs will pay a contingent fee of no more than 27% of any Monetary Award they receive. Contingency fee contracts entered into on or after July 16, 2020 are limited to a 10% fee, to reflect the reduced risk assumed by these counsel.
- After July 16, 2020, any attorney who assists and advocates for a Minor in submitting a claim, whether retained or unretained, will receive a fee of 10%.
- An additional CBA of 17% will apply to the gross award received by any Claimant who retained counsel on or after July 16, 2020, or by any Minor who was assisted by counsel on or after July 16, 2020. The 17% assessment applying to these claims reflects the fact that, under the Proposal, any contingency fee contracts entered into on or after July 16, 2020 are capped at 10%, and that any attorney who assists and advocates for a Minor in submitting

a claim, whether retained or unretained, is entitled to the same 10% fee. If an unrepresented Minor does not retain and does not receive any assistance from an attorney, but submits a claim and receives an award, 27% of the gross value of the award will be assessed as CBA to ensure parity with other retained individuals and Settlement Class Members and reflect those Claimants' greater reliance on common benefit work.

- All CBA sums will be divided equally between Co-Lead Class Counsel and Co-Liaison Counsel, and will be further distributed among firms (including the Plaintiffs' Executive Committee, SSC, and other counsel who have worked on behalf of the Settlement Subclasses at Co-Lead Class Counsel's direction) contributing common benefit work under the supervision of Co-Lead Class Counsel and Co-Liaison Counsel for their respective common benefit contributions. Consistent with the Case Management Order Regarding Time and Expense Procedures (the "Time and Expense CMO"), ECF No. 507, only properly designated common benefit time approved by Co-Lead Class Counsel and Co-Liaison Counsel will be entitled to compensation. CBA sums will be divided between Co-Lead Class Counsel and Co-Liaison Counsel as follows:
  - equally (50/50) for the 6.33% Fund assessment;
  - equally (50/50) for the 17% of the gross award for claims awarded to Minors who retained counsel or were assisted by counsel on or after July 16, 2020;
  - 75% to Co-Lead Class Counsel and 25% to Co-Liaison Counsel for the 17% of the gross award for any Adult, Property Damage, Business Economic, or Programmatic Relief awards to Claimants retained by counsel on or after July 16, 2020; and
  - equally (50/50) for the 27% of the gross award received by unrepresented Minors who do not retain and do not receive any assistance from an attorney.

#### **IV. ARGUMENT**

##### **A. The Court Should Approve Plaintiffs' Fee Proposal**

Plaintiffs' Fee Proposal is fair, reasonable, and consistent with the law. It is designed to provide reasonable compensation to Plaintiffs' Counsel for common benefit

work, work benefitting the Settlement Subclasses, and non-common benefit work by individually retained counsel. Long-standing precedent recognizes that in common fund cases counsel are entitled to compensation for common benefit work. The Proposal is appropriately and fairly structured so that all Claimants contribute an equal *pro rata* share to Plaintiffs' Counsel's fees while funding common benefit awards in proportion to reliance on common benefit work. The Proposal allows Plaintiffs' Counsel who have taken the lead in litigating these cases and settling against this subset of Defendants to receive some compensation for their common benefit work upon final approval of the Settlement and capitalization of the Fund, while deferring all other attorneys' fees until claims are actually paid out.

Moreover, the amounts requested under the Proposal are reasonable under the factors courts weigh in determining fee awards. The percentage amounts contemplated by the Proposal are consistent with the awards approved in similar complex litigation. Plaintiffs' Counsel's efforts have produced an excellent result for victims of the Flint Water Crisis in the form of the \$641.25 million Settlement, with the potential for additional recovery from the Non-Settling Defendants. Plaintiffs' Counsel also took on considerable risk in litigating these complex cases on a contingent basis. Plaintiffs' Counsel have invested 182,571 hours of work into this litigation, representing more than \$84 million of lodestar at current rates, and have advanced more than \$7 million in expenses, without any compensation to date. Finally, the Proposal is supported by the

public policy of encouraging counsel to take on important cases like these on a contingent basis, which otherwise might not be undertaken.

### **1. The Proposed Common Benefit Assessments Are Appropriate**

Plaintiffs' Fee Proposal contemplates distinct fees for common benefit work, work benefitting the Settlement Subclasses, and work only benefitting an individual client's claims. The common benefit work includes work performed by Co-Lead Class Counsel and Co-Liaison Counsel.

It is well established that counsel who perform common benefit work resulting in recovery of a common fund are entitled to compensation for those services from the fund. As the Supreme Court has explained in *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980):

[T]his Court has recognized consistently that a litigant or lawyer who recovers a common fund for the benefit of persons other than himself or his client is entitled to a reasonable attorney's fee from the fund as a whole. . . . The doctrine rests on the perception that persons who obtain the benefit of a lawsuit without contributing to its cost are unjustly enriched at the successful litigant's expense. Jurisdiction over the fund involved in the litigation allows a court to prevent . . . inequity by assessing attorney's fees against the entire fund, thus spreading fees proportionately among those benefitted by the suit.

The common benefit doctrine was established by the Supreme Court over 125 years ago and is merely an application of a district court's "original authority . . . to do equity in a particular situation."<sup>10</sup> The rationale for applying the common benefit doctrine in this

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<sup>10</sup> *Sprague v. Ticonic Nat'l Bank*, 307 U.S. 161, 166 (1939) (Frankfurter, J.); *see*

type of case is compelling:

“[W]hen a court consolidates a large number of cases, stony adherence to the American rule [in which each litigant pays his or her own attorneys’ fees] invites a serious free-rider problem. . . . If a court hews woodenly to the American rule under such circumstances, each attorney, rather than toiling for the common good and bearing the cost alone, will have an incentive to rely on others to do the needed work, letting those others bear all the costs of attaining the parties’ congruent goals.” . . . Therefore, a court supervising mass tort litigation is allowed to “intervene to prevent or minimize an incipient free-rider problem” and may use “measures reasonably calculated to avoid unjust enrichment of persons who benefit from a lawsuit without shouldering its costs.”<sup>11</sup>

Consistent with this precedent, “[t]he Sixth Circuit has held that in common fund cases, ‘a court must make sure that counsel is fairly compensated for the amount of work done as well as for the results achieved.’”<sup>12</sup> This rule applies to class actions but also to non-class actions in which counsel secure a benefit shared by persons beyond counsel’s immediate clients.<sup>13</sup> The principle that counsel are compensated for common benefit

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also *Cent. R.R. & Banking Co. v. Pettus*, 113 U.S. 116, 123 (1885); *Internal Imp. Fund Trs. v. Greenough*, 105 U.S. 527, 532-33 (1881).

<sup>11</sup> *In re Guidant Corp. Implantable Defibrillators Prods. Liab. Litig.*, No. MDL 05-1708 (DWF/AJB), 2008 WL 682174, at \*4 (D. Minn. Mar. 7, 2008) (quoting *In re Nineteen Appeals Arising out of the San Juan Dupont Plaza Hotel Fire Litig.*, 982 F.2d 603, 606 (1st Cir. 1992)), *amended in part*, No. MDL 05-1708 (DWF/AJB), 2008 WL 3896006 (D. Minn. Aug. 21, 2008).

<sup>12</sup> *N.Y. State Tchrs.’ Ret. Sys. v. Gen. Motors Co.*, 315 F.R.D. 226, 242 (E.D. Mich. 2016) (quoting *Rawlings v. Prudential-Bache Props., Inc.*, 9 F.3d 513, 516 (6th Cir. 1993)), *aff’d*, *Marro v. N.Y. Tchrs.’ Ret. Sys.*, No. 16-1821, 2017 WL 6398014 (6th Cir. Nov. 27, 2017).

<sup>13</sup> *See, e.g., Sprague*, 307 U.S. at 166-67 (“Whether one professes to sue representatively or formally makes a fund available for others may, of course, be a

services is so widely accepted that courts handling this type of complex litigation often approve common benefit assessments even before any recovery has been achieved.<sup>14</sup>

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relevant circumstance in making the fund liable for his costs in producing it. But when such a fund is for all practical purposes created for the benefit of others, the formalities of the litigation — [including] the absence of an avowed class suit . . . — hardly touch the power of equity in doing justice as between a party and the beneficiaries of his litigation.”); *Walitalo v. Iacocca*, 968 F.2d 741, 747 (8th Cir. 1992) (“It is well established that courts can impose liability for court-appointed counsel’s fees on all plaintiffs benefitting from their services.”); *In re Vioxx Prods. Liab. Litig.*, 760 F. Supp. 2d 640, 647 (E.D. La. 2010) (“[T]he common fund doctrine is not limited solely to class actions. . . . As class actions morph into multidistrict litigation, . . . the common benefit concept has migrated into the latter area. The theoretical bases for the application of this concept to MDLs are the same as for class actions, namely equity and her blood brother, quantum meruit.”); Federal Judicial Center, *Awarding Attorneys’ Fees and Managing Fee Litigation* at 68 (3d ed. 2015) (“[T]he common fund doctrine is not limited to class actions . . . .”); David F. Herr, *Annotated Manual for Complex Litigation* § 14.11 (4th ed. 2020) (“If attorneys’ efforts create or preserve a fund or benefit for others in addition to their own clients, the court is empowered to award fees from the fund. . . . The award may be made from recoveries obtained by settlement or by trial. Common-fund cases are predominantly, but not exclusively, class actions . . . . A variant on the traditional common-fund case occurs frequently in mass tort litigation—in both class actions and large consolidations—where a separate fund to pay attorney fees is created as a part of a settlement. The court must distribute the fund among the various plaintiffs’ attorneys, which may include class counsel, court-designated lead and liaison counsel, and individual plaintiff’s counsel.”).

<sup>14</sup> See, e.g., *In re Air Crash Disaster at Fla. Everglades on Dec. 29, 1972*, 549 F.2d 1006, 1011-16 (5th Cir. 1977) (observing that “[i]f lead counsel are to be an effective tool the court must have means at its disposal to order appropriate compensation for them” and where attorneys perform “duties beyond their responsibilities to their own clients,” an assessment of prospective recoveries is “a necessary incident to achievement of the goals of multidistrict litigation”); *Smiley v. Sincoff*, 958 F.2d 498 (2d Cir. 1992) (court had authority to assess fees on all counsel in consolidated cases for work performed by committee appointed to coordinate all aspects of litigation); *In re MGM Grand Hotel Fire Litig.*, 660 F. Supp. 522, 525-29 (D. Nev. 1987).

Here, by consolidating these cases and appointing Interim Co-Lead Class Counsel and its Executive Committee, Interim Co-Liaison Counsel, and Settlement Subclass Counsel, the Court directed these firms to take leadership roles in this litigation on behalf of all Plaintiffs.<sup>15</sup> For example, the Court ordered Co-Lead Class Counsel and Co-Liaison Counsel to “coordinate” and “conduct” all discovery “on behalf of and for the benefit of the putative class or individual actions,” to “act as spokesperson for all plaintiffs” at all hearings, to negotiate with Defendants, to have exclusive authority to pursue settlement with the Defendants, to keep other Plaintiffs’ counsel advised of the progress of the litigation.<sup>16</sup>

Moreover, the Time and Expense CMO, which sets forth certain standards and procedures for counsel seeking a common benefit award, reflects that Plaintiffs, their counsel, and the Court contemplated that common benefit work by Plaintiffs’ Counsel could be entitled to compensation in the form of a common benefit award.<sup>17</sup> The Order

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<sup>15</sup> See, e.g., Order, July 27, 2017, ECF No. 173 (consolidating cases and appointing Interim Co-Lead Class Counsel and Co-Liaison Counsel); Order Delineating the Duties of Interim Co-Lead Class Counsel & Co-Liaison Counsel for the Individual Actions & Creating a Pls.’ Executive Committee for the Proposed Class (“Order Delineating Duties”), Oct. 26, 2017, ECF No. 234.

<sup>16</sup> Order Delineating Duties ¶ 1, PageID.8722-8726.

<sup>17</sup> ECF No. 507. Among other things, the order stated that the “Court reserves decision on whether certain work performed by various plaintiffs’ counsel in the Flint Water Cases may inure to the common benefit of the litigation as a whole, or to specific portions of the litigation. The Court further reserves judgment as to whether any time recorded, or expenses incurred, shall be recognized as common benefit time or expense and will address whether to assess a surcharge on any monetary settlements in Flint

specifically assigned to Co-Lead Class Counsel and Co-Liaison Counsel responsibility for coordinating and approving common benefit work by other Plaintiffs' Counsel.<sup>18</sup> Under the order, “[o]nly time spent on matters common to all plaintiffs in the Flint Water Cases (“Common Benefit Time”) will be considered in determining fees. No time spent on developing or processing any case for an individual client/Claimant will be considered except as approved by Co-Lead Class Counsel or Co-Liaison Counsel as work that serves a common benefit.”<sup>19</sup>

In their leadership roles, Plaintiffs' Counsel have performed a tremendous amount of work, and have taken on sizeable expenses and risk, to litigate these consolidated cases and to achieve this Settlement, which benefits all Plaintiffs. As detailed in the declarations submitted by Plaintiffs' Counsel in support of this Motion, and as described more fully below, *infra* § IV.A.4.iv, Plaintiffs' Counsel have performed a total of 182,571 hours of common benefit work through February 15, 2021, representing a lodestar of more than \$84 million. This work includes:

- Investigating, researching, and drafting multiple consolidated complaints;
- Researching and drafting briefing for the numerous dispositive motions made by Defendants, including motions to dismiss and related motions for reconsideration;
- Formulation of strategy and drafting of briefing relating to the multiple appeals

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Water cases, or any portion of such cases, at a future point in time.” *Id.* ¶ 34, PageID.15842.

<sup>18</sup> *Id.* ¶¶ 5-6, 12-13, PageID.15827, 15829-15830.

<sup>19</sup> *Id.* ¶ 12, PageID.15829.

that have taken place in the litigation, including concerning Defendants' qualified immunity defenses;

- Extensive discovery work, including drafting discovery requests and responses and briefing for discovery-related motions and review of millions of pages of documents produced by Defendants and third parties, preparing for and participating in Court conferences regarding discovery disputes, taking and defending more than 80 depositions, conducting extensive expert consultant and witness analysis and discovery; and
- Extensive, multi-year mediation and settlement negotiations involving dozens of in-person meetings and multiple one-on-one sessions with the Mediators and/or Special Master.

In addition, Plaintiffs' Counsel will continue to perform substantial common benefit work in administering the Settlement.

Plaintiffs' Counsel who performed this work and bore the associated risk are therefore entitled to reasonable compensation for these services from the common settlement fund they successfully negotiated.<sup>20</sup> The Proposal accomplishes that through

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<sup>20</sup> See, e.g., *In re NuvaRing Prods. Liab. Litig.*, No. 4:08 MDL 1964 RWS, 2014 WL 7271959, at \*1 (E.D. Mo. Dec. 18, 2014) (“[U]ntil a Master Settlement Agreement was reached . . . a number of attorneys performed an extraordinary amount of work and advanced substantial expenses which benefited all plaintiffs and claimants who asserted NuvaRing related injuries against the defendants. These ‘common benefit attorneys’ should and must be compensated for their efforts.”); *In re MGM Grand Hotel Fire*, 660 F. Supp. at 528 (“For the contingency factor the court must focus on the [Plaintiffs’ Legal Committee]’s legal and financial risk in undertaking this case. The PLC risked nonpayment if the case was lost . . . . If the case is a difficult one or is strongly opposed by defense counsel, the risks are obviously higher, especially when opposing counsel are extremely able as was the case here. Also, if, as in this case, the litigation is lengthy and complex, counsel suffers the risk of nonpayment over a longer period of time. The risk, thus, includes the scope of the PLC’s professional burden as viewed at the outset, the number of hours expended without guarantee of payment, and the delay in receipt of

reasonable CBAs that are fairly allocated according to the extent of a particular Claimant's reliance on common benefit work.

In recognition of the fact that all Plaintiffs have substantially benefitted from common benefit work by Plaintiffs' Counsel, all Plaintiffs effectively contribute at least some to the CBA award, in the form of a 6.33% assessment. In addition, Claimants outside the Settlement Subclasses who retained counsel, or Minors who are assisted by counsel, on or after July 16, 2020 are assessed an additional CBA in the amount of 17% of their gross award (while their individual counsel's fees, or in the case of Co-Lead Class Counsel assisting Minors filing claims, are capped at 10% of the gross award). This is in recognition of their increased reliance on common benefit work—and the correspondingly reduced risk assumed by their IRC, who were retained relatively late—compared to similarly situated Plaintiffs who retained IRC before that.

Finally, Minors who receive no assistance from counsel are assessed a CBA in the amount of 27% of their gross award, reflecting that no IRC contributed to the benefit they received, which is entirely common benefit. (Meanwhile, Claimants in the Settlement Subclasses are assessed a fee awarded to Co-Lead Class Counsel, a type of fee traditionally characterized as a “common fund” award rather than a CBA. *See infra*

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payment.”).

§ IV.A.2.) Through this structure, all Plaintiffs pay the same *pro rata* share in total attorneys' fees, while the attorneys' fees are distributed equitably among counsel in proportion to their contributions to litigating these cases.<sup>21</sup>

In conjunction with awarding the CBAs, the Court also has the authority to cap the fees of individually retained attorneys as contemplated by the Proposal. "In MDLs and class actions, 'district courts have routinely capped attorneys' fees . . . .'"<sup>22</sup> Capping

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<sup>21</sup> Courts recognize that assessing the distribution of common benefit in complex mass tort litigation involves some degree of approximation. *See, e.g., In re Nineteen Appeals Arising Out of the San Juan Dupont Plaza Hotel Fire Litig.*, 982 F.2d at 610 ("[W]hile the extent to which each individual plaintiff and each IRPA benefitted from the PSC's efforts cannot be quantified with mathematical precision, it is possible to study the PSC's contribution to the overall success of the litigation and approximate the incremental benefits with some accuracy.").

<sup>22</sup> *In re Nat'l Football League Players' Concussion Inj. Litig.*, No. 2:12-MD-02323-AB, 2018 WL 1658808, at \*2 (E.D. Pa. Apr. 5, 2018) (quoting *In re World Trade Ctr. Disaster Site Litig.*, 754 F.3d 114, 126 (2d Cir. 2014)); *see also In re Oil Spill by Oil Rig "Deepwater Horizon"*, No. MDL 2179, 2012 WL 2236737, at \*1-3 (E.D. La. June 15, 2012) (order setting cap on individual attorneys' fees in MDL involving class action settlements); *In re Vioxx Prods. Liab. Litig.*, 650 F. Supp. 2d 549, 563-65 (capping IRC contingent fees, which were also to fund CBAs, at 32% and observing, "To ensure a consistent and fair result for all plaintiffs, the fee agreements must be reexamined in light of the economies of scale and other efficiencies afforded by consolidation"); *In re Zyprexa Prods. Liab. Litig.*, 424 F. Supp. 2d 488, 491, 496-97 (E.D.N.Y. 2006) (generally capping contingent fees at 35%, with common benefit fees for plaintiffs' steering committee to be assessed separately against common fund); David F. Herr, *Annotated Manual for Complex Litigation* § 22.927 (4th ed. 2020) ("The judge can protect members of the class from excessive fees by limiting the amount of contingent fees awarded for pursuing individual claims in a common-fund settlement. If there is a combination of individual settlements and a class-wide settlement, the judge sometimes orders individual plaintiffs' lawyers to pay a certain percentage of the fees they received into a common fund to contribute to the fees of the class counsel, whose work in discovery and trial preparation contributed to the settlement of the individual cases as

the fees of IRC is appropriate where, as here, they have benefitted from common benefit work performed by various Plaintiffs' Counsel, and to ensure that no Plaintiff pays twice for the same work and results.<sup>23</sup>

Finally, the amounts of the CBAs contemplated by the Proposal are reasonable and justified. As noted above, Co-Lead counsel in these consolidated cases have taken on the majority of the expense, risk, and burden in litigating these cases to the benefit of all Plaintiffs. Their common benefit lodestar to date measures more than \$84 million. It is therefore appropriate to award them the 6.33% global CBA, amounting to \$40,591,125.00,<sup>24</sup> while capping all other attorneys' fees (including those of IRC) at 27%.

It is also appropriate to award Co-Lead Class Counsel and Co-Liaison Counsel the further CBAs applying to the claims of those who retained IRC only after July 16, 2020 and those who have relied entirely on common benefit. Plaintiffs with IRC retained

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well.”).

<sup>23</sup> See, e.g., *Concussion Inj. Litig.*, 2018 WL 1658808, at \*2; *In re Zyprexa*, 424 F. Supp. 2d at 493 (“[T]hese firms all benefitted from the effectiveness of coordinated discovery carried out in conjunction with the plaintiffs’ steering committee and from other economies of scale, suggesting a need for reconsideration of fee arrangements that may have been fair when the individual litigations were commenced.”); *Walitalo*, 968 F.2d at 749 (acknowledging that class counsel reduced the amount of work required of individual counsel and directing “the district court to review the plaintiffs’ fee arrangements with their individual counsel for reasonableness in light of their decreased responsibilities and the fee award to [class] counsel”).

<sup>24</sup> The 6.33% global CBA leaves \$600,658,875.00 in the Fund for distribution.

after that date pay a CBA of 17% of their gross award, leaving 10% of their gross award for their IRC. Thus, IRC for these Claimants will still receive 37% (10% divided by 27%) of the attorneys' fees applicable to these Claimants' awards (setting aside the 6.33% global CBA). That is eminently fair compensation for IRC who were retained relatively late and who have thereby assumed comparatively little risk. This CBA structure is consistent with what courts have approved in comparable mass tort cases, including those involving both class and individual actions, where CBAs have commonly been assessed as a percentage of the recovery with capped fees for IRC.<sup>25</sup> *See also infra* § IV.A.4 (discussing appropriateness of overall fee amounts).

Accordingly, the CBAs provided by the Proposal are reasonable and appropriate.

## **2. Co-Lead Class Counsel Should Be Awarded Fees from the Settlement Subclass Funds and the Programmatic Relief Sub-Qualified Settlement Fund**

The Class Settlement that is part of the broader Settlement here is a classic

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<sup>25</sup> *See, e.g., In re Bayou Sorrel Class Action*, No. 6:04CV1101, 2006 WL 3230771, at \*6 (W.D. La. Oct. 31, 2006) (setting fees at “36% for *all* plaintiff’s attorneys, 50% of which is to be distributed to the PSC for the common benefit work and 50% to the various private attorneys representing individual plaintiffs,” yielding 18% IRC rate); *In re Guidant*, 2008 WL 3896006, at \*8-9 (adjusting overall fee cap to 37.18% and adopting complex formula effectively setting IRC fees at about 22.18% of gross recovery, with 15% of gross recovery allocated toward common benefit fees and costs); *Concussion Inj. Litig.*, 2018 WL 1658808, at \*3 (awarding Class Counsel 11% and IRC 22% of recovery); *In re NuvaRing*, 2014 WL 7271959, at \*4 (awarding 11% of settlement fund to common benefit attorneys for attorneys’ fees and 4.5% of fund for common benefit expenses).

example of a common fund case, “where named Plaintiffs have created a common fund by securing a recovery for themselves and the class they represent.”<sup>26</sup> The principle that “in common fund cases, ‘a court must make sure that counsel is fairly compensated for the amount of work done as well as for the results achieved’” is axiomatic to class actions.<sup>27</sup>

Here, 20.5% of the Qualified Settlement Fund, or \$131,456,250.00, will be allocated to Settlement Subclasses and Programmatic Relief.<sup>28</sup> Under the Proposal, 27% of the gross value of the claims resolved through the Subclasses plus 27% of the value of the Programmatic Relief Fund is to be allocated as fees for Class Counsel (including the Plaintiffs’ Executive Committee, Subclass Counsel, and other firms working under the supervision of Co-Lead Class Counsel) (“Class Counsel Fees”). Claims resolved through the Subclasses do not include the claims of Individual Plaintiffs or other individual Claimants with IRC.<sup>29</sup> Hypothetically, if all Settlement Subclass funds were

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<sup>26</sup> *N.Y. State Tchrs.’ Ret. Sys.*, 315 F.R.D. at 242 (quoting *In re DPL Inc., Sec. Litig.*, 307 F. Supp. 2d 947, 949 (S.D. Ohio 2004)).

<sup>27</sup> *Id.* (quoting *Rawlings*, 9 F.3d at 516).

<sup>28</sup> Settlement Agreement ¶ 5.2, PageID.54146. Any excess funds remaining in the Adults and Property Damage Sub-Qualified Settlement Fund and the Business Economic Loss Sub-Qualified Settlement Fund will be redistributed to the Minor Child, Minor Adolescent, and Minor Teen Settlement Categories. *Id.* ¶ 5.5, PageID.54147.

<sup>29</sup> The attorneys’ fees for individually represented Adults, property owners, and businesses retained before July 16, 2020 will equal 27% of the claim and be paid to retained counsel. For those Adults, property owners, and businesses who retain counsel after July 16, 2020, retained counsel’s fees will be capped at 10% and Co-Lead Class

distributed via claims resolved through the Settlement Subclasses, Class Counsel Fees would amount to \$35,493,187.50. The fees Class Counsel will receive from the class portion of the settlement will be less than this amount, however, because Settlement Subclass funds will also be distributed to Individual Plaintiffs or other individual Claimants with IRC.

These assessments compensate Co-Lead Class Counsel for the results they have achieved and risk and expense they have borne specifically on behalf of the Settlement Class. As discussed below, *infra* § IV.A.5, Class Counsel Fees in this range are reasonable.

### **3. The Court Should Award Attorney Fees Using the Percentage-of-the-Fund Approach**

Courts generally approve of awarding fees from a common fund based on the percentage-of-the-fund method.<sup>30</sup> “The Sixth Circuit has observed a ‘trend[] towards adoption of a percentage of the fund method in [common fund] cases.’”<sup>31</sup> This trend holds true for courts in this District, which regularly utilize the percentage-of-the-fund

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Counsel will receive an additional CBA of 12.75% of the claim and Co-Liaison Counsel will receive an additional CBA of 4.25%.

<sup>30</sup> *See, e.g., Blum v. Stenson*, 465 U.S. 886, 900 n.16 (1984) (stating that in common fund cases “a reasonable fee is based on a percentage of the fund bestowed on the class”); *Camden I Condo. Ass’n, Inc. v. Dunkle*, 946 F.2d 768, 773 (11th Cir. 1991) (“Indeed, every Supreme Court case addressing the computation of a common fund fee award has determined such fees on a percentage of the fund basis.”).

<sup>31</sup> *N.Y. State Tchrs.’ Ret. Sys.*, 315 F.R.D. at 243 (quoting *Rawlings*, 9 F.3d at 515).

approach in common fund cases.<sup>32</sup> A percentage-of-the-fund approach fosters judicial economy by eliminating a detailed, cumbersome, and time-consuming lodestar analysis.<sup>33</sup> Compared to the lodestar method, the percentage-of-the-fund approach is “easy to calculate” and “establishes reasonable expectations on the part of plaintiffs’ attorneys as to their expected recovery.”<sup>34</sup>

Here, Plaintiffs’ Counsel’s efforts have resulted in the creation of a common Qualified Settlement Fund of \$641.25 million. The attorneys’ fees contemplated under the Proposal are all calculated as a percentage of either collective funds recovered or, what is functionally similar in the aggregate, individual recoveries from these funds. The 6.33% global CBA is a straightforward percentage-of-the-fund fee, as is the 27% assessment of the value of the Programmatic Relief Fund, to be allocated to Class Counsel. All other fees are calculated as percentages of individual recoveries from

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<sup>32</sup> See, e.g., *id.*; *In re Packaged Ice Antitrust Litig.*, No. 08-MDL-01952, 2011 WL 6209188, at \*17 (E.D. Mich. Dec. 13, 2011) (noting that the Sixth Circuit has recognized “a number of advantages” of the percentage of the fund method (quoting *Rawlings*, 9 F.3d at 516)); *In re Delphi Corp. Secs., Derivative & “ERISA” Litig.*, 248 F.R.D. 483, 502-03 (E.D. Mich. 2008); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 531-32 (E.D. Mich. 2003).

<sup>33</sup> *Rawlings*, 9 F.3d at 516-17; *N.Y. State Tchrs.’ Ret. Sys.*, 315 F.R.D. at 243; *Stanley v. U.S. Steel Co.*, No. 04-74654, 2009 WL 4646647, at \*1 (E.D. Mich. Dec. 8, 2009) (“Use of the percentage method also decreases the burden imposed on the Court by eliminating a full-blown, detailed and time consuming lodestar analysis while assuring that the beneficiaries do not experience undue delay in receiving their share of the settlement.”); *In re Cardizem CD*, 218 F.R.D. at 532.

<sup>34</sup> *Rawlings*, 9 F.3d at 516.

various Sub-Qualified Settlement Funds. As described above, beyond the 6.33% global CBA, all claims are subject to the same maximum 27% total fee assessment, which is allocated to Co-Lead Class Counsel, Co-Liaison Counsel, and/or IRC in various ways depending on their roles in relation to the claim. Seen another way, beyond the 6.33% global CBA, the Sub-Qualified Settlement Funds from which these Claimants will recover are all effectively subject to an aggregate maximum 27% fee assessment. With respect to the common fund specifically available to Settlement Subclass Members, Class Counsel will receive 27% of the gross claims resolved through these Subclasses—except for Claimants individually represented by Co-Liaison Counsel or other IRC, who will pay a portion of the 27% to Co-Liaison Counsel or their other IRC, as applicable.

Thus, the Proposal uses a combination of classic percentage-of-the-fund fees and functionally similar percentage-of-individual-recovery fees or fee caps to establish an equitable system of attorney compensation that eliminates the need for a “full-blown detailed and time consuming lodestar analysis.”<sup>35</sup> Such an analysis would be particularly complex, burdensome, and time-consuming here given the many firms representing both Class and Individual Plaintiffs in these cases, and the volume of Individual Plaintiffs and their counsel. Adopting the Proposal’s percentage-based approach will also help meet Plaintiffs’ Counsel’s “reasonable expectations . . . as to their expected recovery”

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<sup>35</sup> *Stanley*, 2009 WL 4646647, at \*1.

here.<sup>36</sup> The percentages requested here represent a reasonable fee structure to which Co-Lead Class Counsel and Co-Liaison Counsel agreed *ex ante* with each other with the goal of arriving at an equitable allocation for both Claimants and counsel. This agreement and the expectations it formed were instrumental in facilitating their efficient cooperation on this complex litigation.

#### **4. The Fee Proposal Is Appropriate When Compared to Other Percentage of the Fund Awards**

An “award of attorneys’ fees in common fund cases need only be ‘reasonable under the circumstances.’”<sup>37</sup> The court “must provide a clear statement of the reasoning used in adopting a particular methodology and the factors considered in arriving at the fee.”<sup>38</sup> An appropriate fee is intended to approximate what counsel would receive if they were bargaining for their services in the marketplace.<sup>39</sup>

The Proposal’s combined fees and their structure are in line with the fee amounts and structures approved by courts in comparable mass tort litigation. In such cases, courts have commonly approved the same general approach used here, where certain percentages of the recovery are assessed as common benefit fees while fees for

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<sup>36</sup> *Rawlings*, 9 F.3d at 516.

<sup>37</sup> *Bowling v. Pfizer, Inc.*, 102 F.3d 777, 779 (6th Cir. 1996) (quoting *Rawlings*, 9 F.3d at 516).

<sup>38</sup> *Rawlings*, 9 F.3d at 516.

<sup>39</sup> *Missouri v. Jenkins ex rel. Agyei*, 491 U.S. 274, 285 (1989).

individually retained counsel are capped at defined percentages, resulting in overall fees typically in the range of 32% to 35%.<sup>40</sup> Here, the 6.33% global CBA and additional fees capped at 27% of the remaining funds amount to a total maximum fee percentage of 31.6%, less than the typical fee in comparable cases and the one-third maximum amount permitted under Michigan law, *see* Mich. Ct. R. 8.121.<sup>41</sup>

Moreover, except for the 6.33% global CBA and the CBA applicable to the Programmatic Relief Sub-Qualified Settlement Fund, fees under the Proposal are to be distributed only as and to the extent that claims are successfully paid out. This, and the fact that Settling Defendants have rights to rescind the Settlement if participation does not reach certain thresholds,<sup>42</sup> further ensure Plaintiffs' Counsel will not receive a windfall and incentivize them to maximize actual recoveries by Claimants.

Finally, the 27% assessment Co-Lead Class Counsel request from the Settlement Subclass Funds and the Programmatic Relief Sub-Qualified Settlement Fund is

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<sup>40</sup> *See supra* § IV.A.1, n.22; *In re Zyprexa*, 424 F. Supp. 2d at 491, 496-97 (generally capping contingent fees at 35%, with common benefit fees for plaintiffs' steering committee to be assessed separately against common fund); *In re MGM Grand Hotel Fire*, 660 F. Supp. at 524-25, 529 (instituting 33.33% overall cap, granting 7% in fees to steering committee and also requiring IRC to pay 1.5% in common benefit expenses).

<sup>41</sup> This is because the 27% amounts are assessed against only funds that remain after the 6.33% global CBA. In other words, to calculate the total maximum fee percentage here, we take 6.33% and add 27% of 93.67%.

<sup>42</sup> ASA Art. XVIII, § 19.3, PageID.54181-54183.

consistent with fee awards to class counsel in other class actions in this Circuit.<sup>43</sup>

## **5. The Relevant Factors Justify the Fee Proposal**

A court is tasked with ensuring that counsel are fairly compensated for the work performed and the result achieved.<sup>44</sup>

Courts in the Sixth Circuit evaluate the reasonableness of a requested fee percentage award using six factors: (1) the value of the benefit rendered to the plaintiff class; (2) the value of the services on an hourly basis; (3) whether the services were undertaken on a contingent fee basis; (4) society's stake in rewarding attorneys who produce such benefits in order to maintain an incentive to others; (5) the complexity of the litigation; and (6) the professional skill and standing of counsel involved on both sides.<sup>45</sup>

Under these factors, the Fee Proposal is fair, reasonable, and justified.

### **i. The Value of the Benefit Achieved**

Courts have consistently recognized that the result achieved is a major factor to be considered in making a fee award.<sup>46</sup> The \$641.25 million Qualified Settlement Fund—part of a settlement that is the result of more than two years of Court-supervised

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<sup>43</sup> See, e.g., *In re Packaged Ice*, 2011 WL 6209188, at \*19 (“[T]he requested award of close to 30% appears to be a fairly well-accepted ratio . . . generally in complex class actions.”); *In re Cardizem*, 218 F.R.D. at 532 (collecting cases and noting “20–30% range of reasonable attorneys’ fees generally awarded in this Circuit”).

<sup>44</sup> *Rawlings*, 9 F.3d at 516.

<sup>45</sup> *In re Cardizem CD*, 218 F.R.D. at 533 (citing *Bowling*, 102 F.3d at 780); *Smillie v. Park Chem. Co.*, 710 F.2d 271, 275 (6th Cir. 1983).

<sup>46</sup> *Hensley v. Eckerhart*, 461 U.S. 424, 436 (1983) (noting that the “most critical factor is the degree of success obtained”); *Rawlings*, 9 F.3d at 516 (percentage of the fund method is well suited to compensate counsel for the result achieved); *Smillie v. Park Chem. Co.*, 710 F.2d 271, 275 (6th Cir. 1983).

negotiations—is an excellent result for victims of the Flint Water Crisis against the Settling Defendants. The Settlement will provide certain compensation without further delay and avoid the risks associated with litigating to completion against these Defendants.<sup>47</sup> Moreover, the Settlement leaves open the possibility for additional recovery from the Non-Settling Defendants.

## **ii. Risks of Litigation and Contingent Nature of the Fee**

A determination of a fair fee must include consideration of the contingent nature of the fee and the risk that counsel assumed.<sup>48</sup> Here, Plaintiffs’ Counsel have vigorously prosecuted these cases for more than four years on a wholly contingent basis. Contingent fee cases sometimes result in no compensation whatsoever for plaintiffs’ counsel, even after the expenditure of thousands of hours of work. That can happen for any number of reasons in complex cases like these, including the discovery of facts unknown when the case is commenced, changes in the law during the pendency of the case, or a decision of

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<sup>47</sup> As noted in Plaintiffs’ preliminary approval brief, the Settling Defendants are represented by experienced counsel, and undoubtedly would continue to deny Plaintiffs’ allegations, contest liability, and appeal any result adverse to them. Moreover, because many of the individual Settling Defendants are entitled to invoke qualified immunity defenses, they could further delay litigation with interlocutory appeals of an unfavorable summary judgment opinion.

<sup>48</sup> *See, e.g., In re Cardizem CD*, 218 F.R.D. at 533 (“Plaintiffs’ Counsel undertook representation of the Class on a contingent fee basis, thus bearing the risk of recovery inherent in litigation, and expended millions of dollars in attorney time and expenses in their prosecution of this litigation over the past five years. Plaintiffs’ Counsel also faced the substantial legal talent and financial resources of Defendants, which increased the risk of litigating this action.”).

a judge or jury following a trial on the merits. Even plaintiffs who prevail at trial may find their judgment overturned on appeal.

Plaintiffs' Counsel have assumed considerable risk in taking on and investing substantial resources into these cases with no guarantee of recovery. This case has entailed extensive discovery and lengthy motion practice and appeals. The Settling Defendants are represented by experienced counsel, and absent the Settlement would undoubtedly continue to deny Plaintiffs' allegations, contest liability, and appeal any contrary result. Moreover, because many of the individual Settling Defendants are entitled to invoke qualified immunity defenses, they could further delay litigation with interlocutory appeals of an unfavorable summary judgment opinion. In addition to counsel's own substantial lodestar (detailed below), Plaintiffs' Counsel's investments have included costly expert consultation and other expenses, all borne by Plaintiffs' Counsel with no guarantee of recoupment. Given the contingent fee arrangements and significant risks assumed, the Fee Proposal is reasonable.

### **iii. Public Policy Considerations**

Courts recognize that public policy supports rewarding plaintiffs' counsel who take on challenging cases like these on a contingent basis on behalf of plaintiffs who might otherwise not be able to prosecute them.<sup>49</sup> Plaintiffs in complex mass tort

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<sup>49</sup> See, e.g., *In re Cardizem CD*, 218 F.R.D. at 534 ("Encouraging qualified counsel to bring inherently difficult and risky but beneficial class actions like this case benefits society."); *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188, 1196 (6th Cir.

litigation such as this are often represented by counsel who are retained on a contingent basis, largely due to the significant commitment of time and expense required in comparison to the plaintiffs' financial resources. Many individual plaintiffs and class representatives are unlikely to be able to pursue protracted and costly litigation at their own expense. That is especially true where, as here, the claims are complex and require expert testimony, the individual damages suffered by some Plaintiffs may be significantly less than the cost of prosecuting the action, and many Plaintiffs are part of lower-income households. The significant expenses, combined with the high degree of uncertainty of ultimate success, make contingent fees a virtual necessity for such cases.

Public policy thus strongly supports the Fee Proposal. Without the prospect of eventual compensation for Plaintiffs' Counsel here, these cases might never have been brought. Approving the Proposal will help ensure that plaintiffs' attorneys continue to take up important cases like these in the future.

#### **iv. The Value of Services on an Hourly Basis**

Courts commonly use counsel lodestar as a "cross-check" to confirm the reasonableness of a percentage award.<sup>50</sup> This analysis is not a precise science, but rather

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1974) ("society's stake in rewarding attorneys who produce such benefits in order to maintain an incentive to others" is an important factor); *Bowling*, 102 F.3d at 780; *Smillie*, 710 F.2d at 275.

<sup>50</sup> 5 William B. Rubenstein, *Newberg on Class Actions* §§ 15:84, 15:88 (5th ed. 2020).

a tool for rough comparison among cases. “In contrast to employing the lodestar method in full, when using a lodestar cross-check, the hours documented by counsel need not be exhaustively scrutinized by the district court.”<sup>51</sup> “To determine the lodestar figure, the court multiplies the number of hours reasonably expended on the litigation by a reasonable hourly rate. The court may then, within limits, adjust the lodestar to reflect relevant considerations peculiar to the subject litigation.”<sup>52</sup> “A reasonable hourly rate is determined according to the prevailing market rates in the relevant community. To ascertain that community, district courts ‘are free to look to a national market, an area of specialization market, or any other market they believe appropriate to fairly compensate particular attorneys in individual cases.’”<sup>53</sup> “[N]ormal billing rates usually provide an efficient and fair short cut for determining the market rate.”<sup>54</sup>

As described in the declarations submitted in support of this motion, Plaintiffs’ Counsel have spent 182,571 hours performing common benefit work for the Plaintiffs

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<sup>51</sup> *In re Cardinal Health Inc. Sec. Litigs.*, 528 F. Supp. 2d 752, 767 (S.D. Ohio 2007) (citation and internal quotation marks omitted).

<sup>52</sup> *Gascho v. Glob. Fitness Holdings, LLC*, 822 F.3d 269, 279 (6th Cir. 2016) (internal citation and quotation marks omitted).

<sup>53</sup> *In re Auto. Parts Antitrust Litig.*, No. 12-md-02311, 2018 WL 7108072, at \*3 (E.D. Mich. Nov. 5, 2018) (quoting *Ford v. Fed.-Mogul Corp.*, No. 2:09-cv-14448, 2015 U.S. Dist. LEXIS 3399, at \*2-3 (E.D. Mich. Jan. 7, 2015) (quoting *McHugh v. Olympia Entm’t, Inc.*, 37 F. App’x 730, 740 (6th Cir. 2002))).

<sup>54</sup> *Hadix v. Johnson*, 65 F.3d 532, 536 (6th Cir. 1995) (citation and quotation marks omitted).

here.<sup>55</sup> This results in a lodestar of more than \$84,510,456 at Plaintiffs' Counsel's current rates<sup>56</sup> and approximately \$80 million at historical rates.<sup>57</sup> This lodestar includes only common benefit work performed in conformance with the Time and Expense CMO. Therefore, it does not include additional legal work performed by individually retained counsel solely on behalf of their clients. This common benefit time has been submitted to Special Master Greenspan on a monthly basis for review.<sup>58</sup> The lodestar

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<sup>55</sup> See Decl. of Theodore J. Leopold in Supp. of Pls.' Mot. for an Award of Attorneys' Fees & Reimbursement of Expenses ("Leopold Decl.") ¶ 5, Ex. 1; Decl. of Corey Stern in Supp. of Pls.' Mot. for Award of Attorneys' Fees & Reimbursement of Expenses ("Stern Decl.") ¶ 6, Ex. 2; Decl. of Hunter J. Shkolnik in Supp. of Pls.' Mot. for Award of Attorneys' Fees & Reimbursement of Expenses ("Shkolnik Decl.") ¶ 3, Ex. 4. Should the Court request, Plaintiffs' Counsel will provide detailed time records for the Court to review *in camera*.

<sup>56</sup> The Supreme Court and courts in this Circuit have recognized that, "[t]o compensate for the delay Plaintiffs' Counsel encounter[] in receiving compensation" in contingent fee cases, "it is appropriate to use current fee rates in calculating the lodestar." *Connectivity Sys. Inc. v. Nat'l City Bank*, No. 2:08-CV-1119, 2011 WL 292008, at \*13 (S.D. Ohio Jan. 26, 2011) (citing *Missouri v. Jenkins*, 491 U.S. at 283-84 (using current rates)); *Perdue v. Kenny A. ex rel. Winn*, 559 U.S. 542, 556 (2010) ("Compensation for this delay is generally made either by basing the award on current rates or by adjusting the fee based on historical rates to reflect its present value." (citation and quotation marks omitted)). The Sixth Circuit has approved the application of current billing rates in cases involving significant delay in receiving compensation. See *Barnes v. City of Cincinnati*, 401 F.3d 729, 745 (6th Cir. 2005) (finding current market rates reasonable because litigation "had been ongoing for nearly six years"); *Arthur S. Langenderfer, Inc. v. S.E. Johnson Co.*, 684 F. Supp. 953, 958 (N.D. Ohio 1988) (noting that current rates were appropriate to counterbalance a delay in payment).

<sup>57</sup> Leopold Decl. ¶ 5. Neither of these totals include Levy Konigsberg, LLP's total lodestar, which will be provided separately. Certain firms have not provided their lodestar at historical rates here.

<sup>58</sup> Time and Expense CMO ¶ 9, PageID.15829; Prelim. Approval Order at 10-11,

also excludes all time spent on the preparation of this fee petition and other Time and Expenses Admin time.<sup>59</sup> Class Counsel’s total lodestar as of February 15, using the same methods, is \$67,732,431.50 using current rates and \$65,682,510.50 using historical rates. Plaintiffs’ Counsel’s blended hourly rate (total lodestar divided by total hours) for the common benefit time is \$558.57 (and \$561.35 for Class Counsel).<sup>60</sup> Courts in this District have found comparable rates to be reasonable in other complex litigation.<sup>61</sup>

Courts in this Circuit also recognize that a fee award may appropriately use a “multiplier” or enhancement of counsel’s lodestar. The multiplier is the ratio of the fee awarded to counsel’s lodestar. “[E]nhancing the lodestar with a separate multiplier can serve as a means to account for the risk an attorney assumes in undertaking a case, the

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PageID.54407-54408.

<sup>59</sup> Leopold Decl. ¶ 5.

<sup>60</sup> This calculation excludes Levy Konigsberg, LLP, which will provide its lodestar separately.

<sup>61</sup> *Martin v. Trott Law, P.C.*, No. 15-12838, 2018 WL 4679626, at \*9 (E.D. Mich. Sept. 28, 2018) (finding \$570 blended hourly rate reasonable); *Doe 1-2 v. Deja Vu Servs., Inc.*, No. 2:16-cv-10877, 2017 WL 2629101, at \*10 (E.D. Mich. June 19, 2017) (finding blended hourly rate of \$542 reasonable), *aff’d sub nom.*, *Does 1-2 v. Deja Vu Servs., Inc.*, 925 F.3d 886 (6th Cir. 2019); *see also In re Auto. Parts*, 2018 WL 7108072 at \*3 (“In national markets, partners routinely charge between \$1,200 and \$1,300 an hour, with top rates at several large law firms exceeding \$1,400. In specialties such as “antitrust and high-stakes litigation and appeals . . . [f]or lawyers at the very top of those fields, hourly rates can hit \$1,800 or even \$1,950. Some “difference makers” in the most complex fields . . . even charge \$2,000 an hour.” (internal citations and quotation marks omitted)).

quality of the attorney's work product, and the public benefit achieved.”<sup>62</sup>

While the total amount of attorneys' fees to be paid under the Proposal is yet to be determined because certain attorneys' fees contemplated by the Proposal will be paid only upon successful recovery by individual Claimants from the Fund, the lodestar can be used to gauge the reasonableness of the global 6.33% CBA Plaintiffs' Counsel seek upfront. That CBA amounts to \$40,591,125.00, well less than Plaintiffs' Counsel's more than \$84 million of common benefit lodestar to date. Courts routinely approve awards that represent a substantial *increase* of counsel's actual lodestar.<sup>63</sup> Although the 6.33% global CBA is not the only fee contemplated by the Proposal, the lodestar cross-check nevertheless clearly demonstrates the reasonableness of this component of the Proposal.

Although involving considerable extrapolation and approximation, a lodestar cross-check can also be performed to roughly gauge the reasonableness of the overall

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<sup>62</sup> *Rawlings*, 9 F.3d at 516; *see also In re Superior Beverage/Glass Container Consol. Pretrial*, 133 F.R.D. 119, 131 (N.D. Ill. 1990) (“[M]ultipliers should compensate counsel for the risk they incurred in bringing a case in which their compensation was contingent on their success, should recognize any extraordinary performance by particular counsel and should encourage the filing of meritorious class actions. Straight hourly rates will rarely, if ever, accomplish these objectives.”).

<sup>63</sup> *See, e.g., In re Cardinal Health*, 528 F. Supp. 2d at 767-68 (awarding a multiplier of 6 and noting that “[m]ost courts agree that the typical lodestar multiplier . . . ranges from 1.3 to 4.5”); *Concussion Inj. Litig.*, 2018 WL 1635648, at \*9 (E.D. Pa. Apr. 5, 2018) (awarding multiplier of 2.96 excluding settlement implementation), *aff’d in relevant part*, 814 F. App’x 678 (3d Cir. 2020); *N.Y. State Tchrs.’ Ret. Sys.*, 315 F.R.D. at 243-44 (noting court agreement for typical multipliers ranging from 1.3 to 4.5 and awarding multiplier of 1.9); *Kogan v. AIMCO Fox Chase, L.P.*, 193 F.R.D. 496, 503-04 (E.D. Mich. 2000) (approving an effective multiplier of 2.21).

attorneys' fees contemplated by the Proposal. This lodestar cross check is inherently conservative and approximate for several reasons. First, the lodestar to date does not factor in the extensive time Plaintiffs' Counsel will spend administering the Settlement. Second, the lodestar reported here excludes all lodestar accumulated by individually retained counsel for non-common benefit work, which is also meant to be compensated under the Proposal. With those caveats, if one assumes that all net Settlement funds (\$600,658,875.00) are paid out, and that those funds are universally subject to the maximum attorneys' fees of 27% applying to those funds (*i.e.*, \$162,177,896.00), the total fee award to all Plaintiffs' Counsel in these cases would amount to \$202,769,021.00. That would yield a lodestar multiplier of less than 2.4 given that Plaintiffs' Counsel's common benefit lodestar to date alone (not including Levy Konigsberg, LLP and its more than 30,000 hours of common benefit work) is already \$84,510,456.

By all measures, the total fees requested by Plaintiffs' Counsel are a reasonable multiple of their lodestar. The resulting blended rate is in line with those approved in this District and rates approved in fee shifting contexts. Accordingly, the requested fees amounting to a maximum of 31.6% of the Settlement Fund are reasonable in light of the value of Plaintiffs' Counsel's time on an hourly basis.

#### **v. The Complexity of the Litigation**

Prosecution of virtually any mass tort or complex class action presents intricate and novel issues. This case is no exception. The legal and factual issues surrounding this

case have been highly complex. Indeed, this Court has noted how “the Flint Water Cases are abundant, complex, and have been intensely litigated.”<sup>64</sup> This factor strongly favors Plaintiffs’ Fee Proposal.

#### **vi. The Quality of the Representation**

Plaintiffs’ Counsel are known leaders in class action, mass tort, and complex litigation. The quality of their representation here is demonstrated by the substantial benefit achieved through the Settlement for the Plaintiffs and the effective prosecution and resolution of the action vis-à-vis the Settling Defendants. The quality of opposing counsel is also important when a court evaluates the services rendered by plaintiffs’ counsel.<sup>65</sup> Nationally known, prominent, and extremely capable counsel represent Defendants and have vigorously defended this action. The ability of Plaintiffs’ Counsel to obtain a favorable result in the face of such qualified opposition is further evidence of the quality of their work.

This Court has recognized the quality of representation here in recently reappointing Co-Liaison Counsel and Co-Lead Class Counsel, noting that “Counsel’s

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<sup>64</sup> Prelim. Approval Order at 13, PageID.54410; *see also id.* at 51, PageID.54448 (“Class representatives and class counsel have been litigating this case for nearly five years in a suit that has involved extensive motion practice, numerous appeals, and petitions for certiorari filed with the United States Supreme Court. . . . This case has been zealously litigated already, by a team of national and local firms on all sides.” (quotation marks and citation omitted)).

<sup>65</sup> *E.g., Maley v. Del Glob. Techs. Corp.*, 186 F. Supp. 2d 358, 373 (S.D.N.Y. 2002).

performance warrants reappointment for many reasons, including but not limited to, the ongoing settlement process and litigation work.”<sup>66</sup> In granting preliminary approval of the Class Settlement, the Court similarly “conclude[d] that Co-Lead Class Counsel, as well as Subclass Settlement Counsel . . . have lived up to their appointments in vigorously representing Plaintiffs through the litigation and settlement processes.”<sup>67</sup>

These factors accordingly all weigh in favor of the fee award requested. The Court should grant Plaintiffs’ Fee Proposal.

**B. The Court Should Approve Plaintiffs’ Counsel’s Request for Reimbursement of Reasonable Litigation Expenses**

Plaintiffs’ Counsel also request reimbursement of common benefit expenses incurred so far in connection with the prosecution of this litigation. Pursuant to the Time and Expense CMO, ECF No. 507 ¶¶ 20-32, PageID.15834-15842, these expenses include both Shared Costs paid by the Flint Litigation Fund and Held Costs paid by individual firms for the common benefit of Plaintiffs. Plaintiffs’ Counsel have incurred common benefit expenses in the aggregate amount of \$7,158,987.33.<sup>68</sup> Of this, \$4,228,380.33 has been incurred by Class Counsel, with the Class Litigation Fund

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<sup>66</sup> Order Reappointing Interim Individual Co-Liaison Counsel and Interim Co-Lead Class Counsel at 2, Nov. 2, 2020, ECF No. 1306, PageID.39846.

<sup>67</sup> Prelim. Approval Order at 46, PageID.54443.

<sup>68</sup> Leopold Decl. ¶¶ 7-10; Shkolnik Decl. ¶ 7; Stern Decl. ¶ 10. Plaintiffs’ Counsel may later seek reimbursement of future expenses.

paying \$3,477,019.40, and Held Costs constituting \$751,360.93.<sup>69</sup>

“The common fund doctrine . . . authorizes reimbursement of the reasonable amounts paid out-of-pocket to achieve a common benefit recovery or to advance the common goals of plaintiffs.”<sup>70</sup> This rule applies in the class action context as well:

Under the common fund doctrine, class counsel is entitled to reimbursement of all reasonable out-of-pocket litigation expenses and costs in the prosecution of claims and in obtaining settlement, including expenses incurred in connection with document productions, consulting with experts and consultants, travel and other litigation-related expenses. “Expense awards are customary when litigants have created a common settlement fund for the benefit of a class.”<sup>71</sup>

Expenses are compensable in a common fund case if the particular costs are of the type typically billed by attorneys to paying clients in the marketplace.<sup>72</sup> The categories of expenses for which counsel seek reimbursement here are the type of expenses routinely charged to hourly clients, were necessary to the prosecution of the case, and should therefore be reimbursed out of the common fund. The Settlement

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<sup>69</sup> Leopold Decl. ¶¶ 7-10.

<sup>70</sup> *In re NuvaRing*, 2014 WL 7271959, at \*4; *see also In re Orthopedic Bone Screw Prods. Liab. Litig.*, 2000 WL 1622741 (E.D. Pa. Oct. 23, 2020) (awarding 4% of the gross recovery for reimbursement of litigation expenses); *Phipps Grp. v. Downing (In re Genetically Modified Rice Litig.)*, 764 F.3d 864 (8th Cir. 2014) (approving over \$5,000,000.00 in expenses to the common benefit attorneys).

<sup>71</sup> *In re Cardizem CD*, 218 F.R.D. at 535 (citation omitted).

<sup>72</sup> *Id.* (citing *In re Synthroid Mktg. Litig.*, 264 F.3d 712, 722 (7th Cir. 2001)); *see also U.S. Football League v. Nat’l Football League*, 887 F.2d 408, 416 (2d Cir. 1989) (“[W]e have held that attorney’s fees awards include those reasonable out-of-pocket expenses incurred by attorneys and ordinarily charged to their clients.”).

Agreement states that “Counsel for Individual Plaintiffs and Class Members shall be reimbursed and paid solely out of the FWC Qualified Settlement Fund for all expenses . . . , including but not limited to: . . . past, current, or future litigation and administration expenses (including, but not limited to, experts’, consultants’, and guardians ad litem fees and expenses); and the costs of providing the Settlement Class Notice and Individual Notice.” Settlement Agreement ¶ 11.1, PageID.54159-54160.

A significant component of Plaintiffs’ Counsel’s expenses here is the cost of the expert work performed on behalf of the Plaintiffs.<sup>73</sup> Plaintiffs’ Counsel retained more than 20 highly qualified experts in a variety of fields—including civil and environmental engineering, chemical engineering, urban planning, human health, economics, and ethics—to analyze the circumstances giving rise to the water crisis, the responsibilities of the engineering defendants, the medical and economic impact of the crisis on residents and businesses in Flint, and the remedial work that must occur to make them whole. The reports provided by Plaintiffs’ experts include technical analysis of the circumstances leading to lead leaching into Flint water; geospatial analysis of the homes in Flint with increased lead; analyses regarding the various consequences of increased lead exposure for children and adults; economic analyses of the impact of the water crisis on residential property values and businesses in Flint; and analysis of the cost to remediate homes damages by Flint’s contaminated water. This work required many

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<sup>73</sup> See Leopold Decl. ¶ 8.

hours of research, calculating, and drafting, and was further complicated by the need to find alternative sources for materials that were inaccessible due to COVID-related restrictions on libraries and universities. These experts provided significant services on Plaintiffs' behalf, and their expenses were necessarily incurred for the successful prosecution of this litigation and instrumental in procuring the Settlement.

Because these expenses were necessary to prosecute this litigation and achieve the Settlement, and because they are the types of expenses typically reimbursed in such cases, the Court should grant this request.

## **V. CONCLUSION**

For the reasons stated herein, Plaintiffs request that the Court grant their Motion.

Dated: March 8, 2021

Respectfully submitted,

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### **CERTIFICATE OF SERVICE**

The undersigned certifies that the foregoing instrument was filed with the U.S. District Court through the ECF filing system and that all parties to the above case were served via the ECF filing system on March 8, 2021.

Dated: March 8, 2021

/s/ Theodore J. Leopold

Theodore J. Leopold

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**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

**INDEX OF EXHIBITS**

<b>Exhibit</b>	<b>Description</b>
1	Cohen Milstein Sellers & Toll PLLC Declaration
2	Levy Konigsberg, LLP Declaration
3	Pitt McGehee Palmer Bonanni & Rivers Declaration
4	Napoli Shkolnik PLLC Declaration
5	The Abood Law Firm Declaration
6	Anapol Weiss Declaration
7	Bronstein, Gewirtz & Grossman, LLC Declaration
8	Cynthia M. Lindsey & Associates, PLLC Declaration
9	DedendumGroup LLC Declaration
10	Freedman Boyd Hollander Goldberg Urias & Ward P.A. Declaration
11	Goodman Hurwitz & James, P.C. Declaration
12	Hart McLaughlin & Eldridge, LLC Declaration
13	Klafter Lesser LLP Declaration
14	Law Office of Cirilo Martinez, PLLC Declaration
15	Law Offices of Deborah LaBelle Declaration
16	Law Offices of Teresa A. Bingman Declaration
17	Lieff Cabraser Heimann & Bernstein, LLP Declaration
18	Maddin Hauser Roth & Heller, P.C. Declaration
19	McAlpine PC Declaration
20	McGuire Law, P.C. Declaration
21	Milberg Phillips Grossman LLP Declaration
22	Morgan Law Firm, Ltd. Declaration
23	Motley Rice LLC Declaration
24	Reich and Binstock, LLP Declaration
25	Relman Colfax PLLC Declaration
26	Samuel R. Bagenstos Declaration

27	Sawin Law Ltd. Declaration
28	Shea Law Firm, PLLC Declaration
29	Susman Godfrey L.L.P.
30	Weitz & Luxenberg, P.C. Declaration

**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. MAJZOUN

**DECLARATION OF THEODORE J. LEOPOLD IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Theodore J. Leopold, hereby declare as follows:

1. I am a partner of the law firm Cohen Milstein Sellers & Toll PLLC ("CMST"). I, along with Michael L. Pitt of the law firm Pitt McGehee Palmer Bonanni & Rivers, P.C. ("Pitt Law"), serve as Court-appointed Settlement Co-Lead Class Counsel in the above captioned matter. I have personal knowledge of the matters stated in this declaration. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses.

***Plaintiffs' Counsel's Combined Common Benefit Lodestar and Expenses***

2. Accompanying this declaration are declarations from Pitt Law, the Plaintiffs' Executive Committee, Settlement Subclass Counsel, and other firms that have performed common benefit work under the supervision of Co-Lead Class Counsel. These declarations and their exhibits attest to the number of hours each law

firm's attorneys and legal staff have spent on common benefit work on the case, each firm's common benefit lodestar calculated at the firm's current hourly rates and historical hourly rates, and each firm's Held expenses (as defined in the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) (the "Time and Expense CMO")) incurred for the benefit of all Plaintiffs in this litigation. These hours, lodestar calculations, and expenses cover the period beginning with the inception of this litigation through February 15, 2021. The declarations and exhibits provide breakdowns of the hours and lodestar by the individuals who performed the work and by task type using the billing codes submitted by Plaintiffs' Counsel (ECF No. 526) and approved by the Court on July 13, 2018, and a breakdown of the expenses according to the expense categories approved by the Court in the same Order.

3. As attested to in the declarations, the time and expense records described in the declarations were submitted regularly to the Special Master in accordance with the Time and Expense CMO. Moreover, following their appointment and entry of the Time and Expense CMO, and pursuant to that CMO, Co-Lead Class Counsel and Co-Liaison Counsel have supervised and directed all common benefit work performed by Plaintiffs' Counsel on the class and individual cases, respectively.

4. Plaintiffs' Counsel were instructed to exclude from their lodestar

calculations all time billed to the “Time and Expenses Admin” billing code, which includes the time spent preparing this motion.

5. As described in their declarations, from the inception of this litigation through February 15, 2021, Plaintiffs’ Counsel have collectively logged 182,571.3 hours performing common benefit work, resulting in a common benefit lodestar of more than \$84,510,456 at current hourly rates and approximately \$80 million at historical hourly rates.<sup>1</sup> As attested to in their declarations, Plaintiffs’ Counsel have not received compensation for this work to date.

6. Pursuant to the Time and Expense CMO, the common benefit expenses incurred by Plaintiffs’ Counsel consist of Shared and Held expenses. Shared expenses incurred in connection with the representation of the Class Plaintiffs have been paid by the Class Litigation Fund to which Plaintiffs’ Counsel have contributed. Held expenses have been paid by individual firms comprising Plaintiffs’ Counsel. Plaintiffs’ Counsel have not received any reimbursement for these Shared and Held expenses.

7. From the inception of this litigation through February 15, 2021, Co-lead Class Counsel and the Plaintiffs’ Executive Committee have incurred \$3,477,019.40 in Shared common benefit expenses paid by the Class Litigation

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<sup>1</sup> Neither of these totals includes Levy Konigsberg, LLP’s total lodestar. Certain firms have not provided their lodestar at historical rates here.

Fund. I have attached as Exhibit A a breakdown by category of these expenses. The Shared expenses paid by the Class Litigation Fund are reflected on records maintained by CMST. These records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit A were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the Plaintiffs in the Flint Water Cases.

8. The largest expense, totaling \$1,713,623.61, is for fees paid to experts retained by Co-lead Class Counsel for the common benefit of Plaintiffs. Co-lead Class Counsel retained more than 20 highly qualified experts in a variety of fields—including civil and environmental engineering, chemical engineering, urban planning, human health, economics, and ethics—to analyze the circumstances giving rise to the water crisis, the responsibilities of the engineering defendants, the medical and economic impact of the crisis on residents and businesses in Flint, and the remedial work that must occur to make them whole. The reports provided by these experts include technical analysis of the circumstances leading to lead leaching into Flint water; geospatial analysis of the homes in Flint with increased lead; analyses regarding the various consequences of increased lead exposure for children and adults; economic analyses of the impact of the water crisis on residential property values and businesses in Flint; and analysis of the cost to remediate homes damages

by Flint's contaminated water. This work required many hours of research, calculating, and drafting, and was further complicated by the need to find alternative sources for materials that were inaccessible due to COVID-related restrictions on libraries and universities. These experts provided significant services on Plaintiffs' behalf, and their expenses were necessarily incurred for the successful prosecution of this litigation and instrumental in procuring the Settlement.

9. As described in the declarations of Class Counsel, Class Counsel have incurred a total of \$751,360.93 in Held common benefit expenses over the same time period.

10. Accordingly, between Shared expenses paid out of the Class Litigation Fund and Held expenses combined (and not including Shared expenses paid out of the Individual Litigation Fund), Class Counsel have incurred \$4,228,380.33 in common benefit expenses.

***CMST's Common Benefit Lodestar and Expenses***

11. I also submit this declaration to describe the time invested and expenses incurred specifically by CMST in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

12. Over the course of this litigation, CMST has been involved in the following specific activities:

- *Pleadings*: CMST was extensively involved in the researching and drafting of Class Plaintiffs' multiple amended complaints.
- *Motions to Dismiss and for Reconsideration*: CMST attorneys researched and drafted briefing in opposition to Defendants' multiple motions to dismiss. CMST attorneys also drafted briefing for the various motions for reconsideration related to the Court's motion to dismiss rulings.
- *Appeals*: CMST was heavily involved in the strategic decision-making and briefing relating to the multiple appeals that have taken place in the litigation, including concerning the Class Action Fairness Act, qualified immunity, the Court's motion to dismiss and motion to stay rulings, *amicus* briefs, petitions for *en banc* review and petitions for *certiorari* to the Supreme Court.
- *Discovery*: CMST has taken a leading role in the extensive discovery to date in these cases that includes: reviewing millions of pages of documents produced; drafting substantive briefing and discovery requests and responses; preparing for and participating in Court conferences regarding discovery disputes; taking more than 80 depositions; and conducting extensive expert analysis and discovery.
- *Class Certification*: CMST attorneys drafted briefing and supporting materials in support of Class Plaintiffs' motion for class certification.
- *Mediation and Settlement*: Following the appointment of the Mediators in January 2018, CMST has taken a leading role in the extensive, multi-year mediation and settlement negotiations involving dozens of in-person meetings and multiple one-on-one sessions with the Mediators and/or Special Master.
- *Strategy and Planning*: In coordination with co-counsel, CMST attorneys have led strategic decision and planning discussions throughout the case in relation to case investigation, pleadings, briefing, and discovery, and have participated in and led calls and meetings to plan and assess case status and ensure the efficient management of tasks.

13. The total number of hours expended on this litigation by CMST for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to

the Class Plaintiffs) from inception through February 15, 2021 is 17,851.3 hours. The total lodestar for this work using current billing rates is \$11,275,587.00. The lodestar using applicable historical billing rates is \$10,016,450.50. CMST has not received any payment to date for this work.

14. Attached as Exhibit B is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on CMST's current billing rates from inception of the case through February 15, 2021. Attached as Exhibit C is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on CMST's historical billing rates from inception of the case through February 15, 2021. Additionally, attached as Exhibit D is a detailed summary indicating the time spent and lodestar accrued by CMST on this litigation from inception of the case through February 15, 2021, categorized by task. CMST prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. The hourly rates reflected in Exhibit A and B are the same as the usual and customary hourly rates charged for CMST's services on a contingent basis in similar complex class action

litigation and have been approved by courts in other class action cases.<sup>2</sup> More information about CMST and the resumes of its attorneys who have worked on this litigation are available on the firm's website (<https://www.cohenmilstein.com/>).

15. The total amount of unreimbursed expenses incurred by CMST directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$240,038.39. I have attached as Exhibit E a breakdown by category of these expenses. These are reflected on CMST's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

16. The CMST time and expense records described herein were reviewed

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<sup>2</sup> See, e.g., *In re Loestrin 24 Fe Antitrust Litig.*, No. 1:13-md-2472-S-PAS, 2020 WL 5203323, at \*5-6 (D.R.I. Sept. 1, 2020); Order and Judgment, at 3-4, *LLE One, LLC v. Facebook, Inc.*, 4:16-cv-06232-JSW (N.D. Cal. June 26, 2020), ECF No. 211; Order, *In re Resistors Antitrust Litig.*, No. 3:15-cv-03820 (N.D. Cal. Mar. 24, 2020), ECF No. 587; Mem. Op. & Order, *Reynolds v. Fid. Invs. Inst'l Operations Co.*, No. 1:18-cv-00423-CCE-LPA (M.D.N.C. Jan. 8, 2020), ECF No. 92; Order, *In re Google LLC St. View Elec. Commc'ns Litig.*, No. 3:10-md-02184-CRB (N.D. Cal. Mar. 19, 2020), ECF 211; Fairness Hr'g Tr. at 21:12-20, *In re Dental Supplies Antitrust Litig.*, No. 1:16-cv-00696-BMC-GRB (E.D.N.Y. June 24, 2019), ECF No. 350; *In re Solodyn Antitrust Litig.*, No. 1:14-md-2503 (DJC), 2018 WL7075880 (D. Mass. July 18, 2018).

by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

17. Upon request from the Court, CMST is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C, D, and E.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021  
Palm Beach, Florida

/s/ Theodore J. Leopold  
Theodore J. Leopold

**Exhibit A: Shared Expenses Incurred**

<b>Expense</b>	<b>Amount</b>
1. Administrative Matters	\$77,299.86
2. Experts/Consultants	\$1,713,623.61
3. Payment to Special Master & Mediators	\$926,342.73
4. Discovery	\$496,376.11
5. Depositions	\$221,007.68
6. Court, Filing, and Service Costs	\$21,910.88
7. Legal, Accounting, and Vendor Fees	\$11,883.53
8. Guardian Ad Litem	\$8,575.00
<b>TOTAL</b>	<b>\$3,477,019.40</b>

**Exhibit B: CMST Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Abetti, Jonathan*	L	\$300	23.90	\$7,170.00
Anthony, Alden	L	\$300	52.0	\$15,600.00
Ballentine, Stephen*	F	\$385	130.7	\$50,319.50
Bateman, Chris	A	\$585	14.8	\$8,658.00
Boddie, Cheven	L	\$300	98.1	\$29,430.00
Bournazian, Thea*	IV	\$450	0.3	\$135.00
Bracken, John, A.	SA	\$470	1,131.9	\$531,993.00
Braun, Robert	P	\$645	2.4	\$1,548.00
Bushan, Anjali*	I	\$270	20.0	\$5,400.00
Byrne, Erin	L	\$325	1.6	\$520.00
Campbell, Maya*	L	\$290	835.1	\$242,179.00
Choi, Soohyun*	F	\$385	13.0	\$5,005.00
Clarke, Suzanne	IV	\$525	52.0	\$27,300.00
Clayton, Jay*	L	\$300	59.2	\$17,760.00
Cobbs, Robert	A	\$605	346.9	\$209,874.50
Deich, Alison	A	\$585	391.6	\$229,086.00
Dickstein, Nathaniel	L	\$325	36.7	\$11,927.50
Dillon, Denyse S.*	CA	\$395	1,120.8	\$442,716.00
Dindiyal, Vidya*	F	\$375	26.1	\$9,787.50
Dominguez, Manuel	P	\$890	0.6	\$534.00
Dubner, Jeffrey, B.*	A	\$530	0.3	\$159.00
Farra, Adam H.*	A	\$570	0.5	\$285.00
Fisher, David	A	\$565	2.3	\$1,299.50
Friedman, Andrew, N.	P	\$1,025	2.4	\$2,460.00
Fryszman, Agnieszka, M.	P	\$885	0.8	\$708.00
Gutierrez, Alicia	SA	\$575	25.5	\$14,662.50

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Haag, Andrew*	SA	\$290	21.9	\$6,351.00
Hannaway, James*	LC	\$300	29.2	\$8,760.00
Hartnett, Margaret	L	\$320	129.0	\$41,280.00
Hayes, Connor*	I	\$310	24.1	\$7,471.00
Johnson, Brent	P	\$830	11.4	\$9,462.00
Johnson, Kathleen*	CA	\$375	1,159.8	\$434,925.00
Kim, Jennifer J.	L	\$325	1.5	\$487.50
Koffman, Richard, A.	P	\$950	39.3	\$37,335.00
Kotagal, Kalpana	P	\$760	0.5	\$380.00
Kroeger, Leslie	P	\$835	679.3	\$567,215.50
Leopold, Theodore	P	\$1025	3,043.4	\$3,119,485.00
Levens, Emmy	P	\$720	3,846.6	\$2,769,552.00
Martin, Diana	OC	\$740	19.9	\$14,726.00
McNamara, Douglas, J.	P	\$840	30.6	\$25,704.00
Miller, Betsy	P	\$880	1.3	\$1,144.00
Miller, Brooke A.	L	\$325	3.3	\$1,072.50
Nemeth, Miriam*	A	\$580	0.5	\$290.00
Noronha, Alex*	L	\$310	344.4	\$106,764.00
Nugent, Victoria, S.	P	\$880	0.8	\$704.00
Patrizio, Clelia	L	\$300	58.3	\$17,490.00
Pierson, Kit, A.	P	\$1,045	28.8	\$30,096.00
Prince, Joshua	SA	\$500	5.1	\$2,550.00
Russell, Cathy	L	\$300	43.6	\$13,080.00
Sellers, Joseph	P	\$1,050	3.9	\$4,095.00
Sheehan, John*		\$580	0.8	\$464.00
Silverman, Daniel	P	\$675	0.8	\$540.00
Small, Daniel	P	\$1,025	0.3	\$307.50
Szemanski, Ali*	L	\$270	56.0	\$15,120.00

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Toll, Steven, J.	P	\$1,125	20.1	\$22,612.50
Vike, Marit	L	\$325	292.4	\$95,030.00
Webber, Christine, E.	P	\$935	0.4	\$374.00
Weiner, Jessica	A	\$585	3,455.3	\$2,021,350.50
Whiddon, Tatum	L	\$300	108.40	\$32,520.00
Wucher, Kathleen*	SA	\$415	0.8	\$332.00
<b>TOTAL</b>			<b>17,851.3</b>	<b>\$11,275,587.00</b>

P	Partner
OC	Of Counsel
A	Associate
SA	Staff Attorney
CA	Contract Attorney
F	Law Fellow
LC	Law Clerk
IV	Investigator
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit C: CMST Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Abetti, Jonathan*	L	2016	\$280	12.1	\$3,388.00
Abetti, Jonathan*	L	2017	\$290	11.8	\$3,422.00
Anthony, Alden	L	2021	\$300	52	\$15,600.00
Ballentine, Stephen*	F	2019	\$375	45.5	\$17,062.50
Ballentine, Stephen*	F	2020	\$385	85.2	\$32,802.00
Bateman, Chris	A	2018	\$465	13.2	\$6,138.00
Bateman, Chris	A	2021	\$585	1.6	\$936.00
Boddie, Cheven	L	2021	\$300	98.1	\$29,430.00
Bournazian, Thea*	IV	2016	\$440	0.3	\$132.00
Bracken, John, A.	SA	2019	\$420	354.5	\$148,890.00
Bracken, John, A.	SA	2020	\$445	777.4	\$345,943.00
Braun, Robert	A	2017	\$490	1.8	\$882.00
Braun, Robert	A	2018	\$530	0.6	\$318.00
Bushan, Anjali*	I	2016	\$270	20	\$5,400.00
Byrne, Erin	L	2021	\$325	1.6	\$520.00
Campbell, Maya*	L	2016	\$270	377.5	\$101,925.00
Campbell, Maya*	L	2017	\$280	350.7	\$98,196.00
Campbell, Maya*	L	2018	\$290	106.9	\$31,001.00
Choi, Soohyun*	F	2019	\$375	13	\$4,875.00
Clarke, Suzanne	IV	2016	\$450	30	\$13,500.00
Clarke, Suzanne	IV	2017	\$460	14.4	\$6,624.00
Clarke, Suzanne	IV	2018	\$470	0.5	\$235.00
Clarke, Suzanne	IV	2019	\$490	7.1	\$3,479.00
Clayton, Jay*	L	2016	\$270	5	\$1,350.00
Clayton, Jay*	L	2017	\$280	8.1	\$2,268.00
Clayton, Jay*	L	2018	\$290	38.3	\$11,107.00
Clayton, Jay*	L	2019	\$300	7.8	\$2,340.00

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Cobbs, Robert	A	2016	\$405	339.8	\$137,619.00
Cobbs, Robert	A	2018	\$485	7.1	\$3,443.50
Deich, Alison	A	2018	\$465	34.5	\$16,042.50
Deich, Alison	A	2019	\$505	218.1	\$110,140.50
Deich, Alison	A	2020	\$535	138.1	\$73,883.50
Deich, Alison	A	2021	\$585	0.9	\$526.50
Dickstein, Nathaniel	L	2018	\$290	7.4	\$2,146.00
Dickstein, Nathaniel	L	2019	\$300	11.0	\$3,300.00
Dickstein, Nathaniel	L	2020	\$310	18.3	\$5,673.00
Dillon, Denyse S.*	CA	2018	\$395	1,120.8	\$442,716.00
Dindiyal, Vidya*	F	2019	\$375	26.1	\$9,787.50
Dominguez, Manuel	P	202	\$850	0.6	\$510.00
Dubner, Jeffrey, B.*	A	2016	\$495	0.3	\$148.50
Farra, Adam H.*	A	2018	\$530	0.5	\$265.00
Fisher, David	A	2020	\$495	2.3	\$1,138.50
Friedman, Andrew, N.	P	2016	\$845	0.5	\$422.50
Friedman, Andrew, N.	P	2018	\$900	0.5	\$450.00
Friedman, Andrew, N.	P	2019	\$940	0.6	\$564.00
Friedman, Andrew, N.	P	2020	\$975	0.8	\$780.00
Fryszman, Agnieszka, M.	P	2020	\$845	0.8	\$676.00
Gutierrez, Alicia	SA	2020	\$550	25.5	\$14,025.00
Haag, Andrew*	SA	2018	\$290	21.9	\$6,351.00
Hannaway, James*	LC	2018	\$290	14.4	\$4,176.00
Hannaway, James*	LC	2019	\$300	14.8	\$4,440.00
Hartnett, Margaret	L	2016	\$245	5.3	\$1,298.50

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Hartnett, Margaret	L	2017	\$255	19.4	\$4,947.00
Hartnett, Margaret	L	2018	\$275	1.5	\$412.50
Hartnett, Margaret	L	2020	\$305	97.0	\$29,585.00
Hartnett, Margaret	L	2021	\$320	5.8	\$1,856.00
Hayes, Connor*	I	2020	\$310	24.1	\$7,471.00
Johnson, Brent	P	2017	\$685	0.3	\$205.50
Johnson, Brent	P	2018	\$715	1.6	\$1,144.00
Johnson, Brent	P	2019	\$755	3.0	\$2,265.00
Johnson, Brent	P	2020	\$790	5.2	\$4,108.00
Johnson, Brent	P	2021	\$830	1.3	\$1,079.00
Johnson, Kathleen*	CA	2018	\$375	1,159.8	\$434,925.00
Kim, Jennifer J.	L	2019	\$300	1.5	\$450.00
Koffman, Richard, A.	P	2018	\$835	12.1	\$10,103.50
Koffman, Richard, A.	P	2019	\$875	2.6	\$2,275.00
Koffman, Richard, A.	P	2020	\$910	24.6	\$22,386.00
Kotagal, Kalpana	P	2016	\$585	0.5	\$292.50
Kroeger, Leslie	P	2020	\$795	496.7	\$394,876.50
Kroeger, Leslie	P	2021	\$835	182.6	\$152,471.00
Leopold, Theodore	P	2016	\$840	314.9	\$264,516.00
Leopold, Theodore	P	2017	\$865	506.1	\$437,776.50
Leopold, Theodore	P	2018	\$895	599.6	\$536,642.00
Leopold, Theodore	P	2019	\$935	626.1	\$585,403.50
Leopold, Theodore	P	2020	\$975	897.4	\$874,965.00
Leopold, Theodore	P	2021	\$1,025	99.3	\$101,782.50
Levens, Emmy	P	2016	\$530	763.5	\$404,655.00
Levens, Emmy	P	2017	\$575	579.3	\$333,097.50
Levens, Emmy	P	2018	\$605	715.4	\$432,817.00
Levens, Emmy	P	2019	\$645	795.3	\$512,968.50

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Levens, Emmy	P	2020	\$680	920.4	\$625,872.00
Levens, Emmy	P	2021	\$720	72.7	\$52,344.00
Martin, Diana	OC	2016	\$555	1.0	\$555.00
Martin, Diana	OC	2020	\$700	18.9	\$13,230.00
McNamara, Douglas, J.	P	2016	\$670	19.9	\$13,333.00
McNamara, Douglas, J.	P	2017	\$700	0.3	\$210.00
McNamara, Douglas, J.	P	2020	\$800	10.4	\$8,320.00
Miller, Betsy	P	2020	\$840	1.3	\$1,092.00
Miller, Brooke A.	L	2020	\$310	3.3	\$1,023.00
Nemeth, Miriam*	A	2017	\$500	0.5	\$250.00
Noronha, Alex*	L	2016	\$270	22.5	\$6,075.00
Noronha, Alex*	L	2017	\$280	2.2	\$616.00
Noronha, Alex*	L	2018	\$290	107.5	\$31,175.00
Noronha, Alex*	L	2019	\$300	112.9	\$33,870.00
Noronha, Alex*	L	2020	\$310	99.3	\$30,783.00
Nugent, Victoria, S.	P	2016	\$705	0.3	\$211.50
Nugent, Victoria, S.	P	2020	\$840	0.5	\$420.00
Patrizio, Clelia	L	2020	\$285	58.3	\$16,615.50
Pierson, Kit, A.	P	2016	\$875	27.2	\$23,800.00
Pierson, Kit, A.	P	2017	\$900	1.6	\$1,440.00
Prince, Joshua	SA	2018	\$415	5.1	\$2,116.50
Russell, Cathy	L	2020	\$285	43.6	\$12,426.00
Sellers, Joseph	P	2016	\$885	0.8	\$708.00
Sellers, Joseph	P	2019	\$975	2.6	\$2,535.00
Sellers, Joseph	P	2020	\$1,000	0.5	\$500.00
Sheehan, John*	A	2020	\$580	0.8	\$464.00

Professional	Position	Year	Historical Rate	Cumulative Hours	Cumulative Lodestar
Silverman, Daniel	P	2017	\$515	0.8	\$412.00
Small, Daniel	P	2018	\$900	0.3	\$270.00
Szemanski, Ali*	L	2016	\$270	56.0	\$15,120.00
Toll, Steven, J.	P	2016	\$945	2.8	\$2,646.00
Toll, Steven, J.	P	2017	\$970	4.4	\$4,268.00
Toll, Steven, J.	P	2018	\$995	7.4	\$7,363.00
Toll, Steven, J.	P	2019	\$1,045	3.4	\$3,553.00
Toll, Steven, J.	P	2020	\$1,075	0.6	\$645.00
Toll, Steven, J.	P	2021	\$1,125	1.5	\$1,687.50
Vike, Marit	L	2019	\$300	15.8	\$4,740.00
Vike, Marit	L	2020	\$310	236.4	\$73,284.00
Vike, Marit	L	2021	\$325	40.2	\$13,065.00
Webber, Christine, E.	P	2018	\$820	0.4	\$328.00
Weiner, Jessica	A	2016	\$385	45.0	\$17,325.00
Weiner, Jessica	A	2017	\$425	518.5	\$220,362.50
Weiner, Jessica	A	2018	\$465	1,232.3	\$573,019.50
Weiner, Jessica	A	2019	\$505	450.0	\$227,250.00
Weiner, Jessica	A	2020	\$535	1,030.0	\$551,050.00
Weiner, Jessica	A	2021	\$585	179.5	\$105,007.50
Whiddon, Tatum	L	2020	\$285	101.9	\$29,041.50
Whiddon, Tatum	L	2021	\$300	6.5	\$1,950.00
Wucher, Kathleen*	SA	2017	\$395	0.8	\$316.00
<b>TOTAL</b>				<b>17,851.3</b>	<b>\$10,016,450.50</b>

P	Partner
OC	Of Counsel
A	Associate
SA	Staff Attorney

CA	Contract Attorney
F	Law Fellow

LC	Law Clerk
IV	Investigator
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit D: CMST Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	112.1	\$37,890.50
2. Document Review	2316.8	\$899,877.50
3. Legal Research	1095.1	\$532,371.50
4. Pleadings, Briefs and Pretrial Motions	4103.1	\$2,673,138.50
5. Other Discovery	1027.6	\$659,984.50
6. Deposition Prep/Take/Defend	1871.1	\$1,044,064.50
7. Experts/Consultants	94.5	\$72,675.00
8. Case Vetting/Bellwether	10.3	\$7,155.50
9. Class Certification	504.8	\$285,251.00
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	845.5	\$651,350.50
12. Litigation Strategy and Case Management	1995.1	\$1,617,568.50
13. Settlement	2331	\$1,685,138.00
14. Travel	632.7	\$507,009.50
15. Committee Meetings or Calls	104.2	\$96,059.50
16. Lead Counsel/PEC/Liaison Counsel Duties	232.7	\$157,778.50
17. Time and Expense Admin		
18. Appeal	574.7	\$348,274.00
<b>TOTAL</b>	<b>17,851.3</b>	<b>\$11,275,587.00</b>

**Exhibit E: CMST Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$1,534.92
2. Printing and photocopying (in-house)	\$91.51
3. Computerized research - Lexis/Westlaw (actual charges only)	\$36,904.41
4. Telephone - long distance (actual charges only)	\$7,982.46
5. Travel (pursuant to Travel Limitations)	\$1,874.02
6. Airfare (pursuant to Travel Limitations)	\$74,971.79
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$15,539.64
8. Hotel - (pursuant to Travel Limitations)	\$35,991.50
9. Reasonable meals	\$14,106.54
10. Other reasonable and necessary charges (e.g., parking)	\$51,041.60
<b>TOTAL</b>	<b>\$240,038.39</b>

# **EXHIBIT 2**

**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. MAJZOUN

**DECLARATION OF COREY M. STERN IN SUPPORT OF PLAINTIFFS'  
MOTION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Corey M. Stern, hereby declare as follows:

1. I am a partner of the law firm Levy Konigsberg, LLP ("LK").
2. I, along with Hunter J. Shkolnik of the law firm Napoli Shkolnik, PLLC, serve as Co-Liaison Counsel for the Individual Plaintiffs in the above captioned matter.
3. I was also appointed Lead Counsel for Plaintiffs by the Honorable Richard Yuille on or about November 15, 2016, in Genesee County Circuit Court litigation related to the Flint Water Crisis.
4. I have personal knowledge of the matters stated in this Declaration.
5. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by LK in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited

to the Class Plaintiffs) from inception through February 15, 2021.

6. As will be more fully outlined below and as was provided to the Special Master on a monthly basis Levy Konigsberg has invested more than 30,000 hours of time to the common benefit of the Flint Water Litigation, and \$1,793,921.51 for the common benefit of all litigants in order to achieve the settlement that has been presented to this Court for approval. Unlike most mass torts where leadership is often spread of as many as 20-30 law firms<sup>1</sup>, here the Flint Water Co-Liaison performed all common benefit work and paid all common benefit expenses on behalf of the individual claimants.

7. Over the course of this litigation, LK has been involved in the following specific activities:

- *Pleadings*: LK was extensively involved in the researching and drafting of Plaintiffs' Long Form Master Complaint and multiple amended complaints. In furtherance of this we also assisted any counsel with an individual claim in complying with the Court's orders related to those pleadings.
- *Motions to Dismiss and for Reconsideration*: LK attorneys researched and drafted briefing in opposition to Defendants' multiple motions to dismiss. LK attorneys also drafted briefing for the various motions for reconsideration related to the Court's motion to dismiss rulings.
- *Appeals*: LK was heavily involved in the strategic decision-making and

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<sup>1</sup> *In Re: Elmiron (Pentosan Polysulfate Sodium) Products Liability Litigation*, MDL No. 2973, Case Management Order No. 3 (Jan. 22, 2021); *In Re: Zantac (Ranitidine) Products Liability Litigation*, Pretrial Order No. 20, Dkt. 685 (May 8, 2020); *In Re: Depuy Orthopaedics Inc., Pinnacle Hip Implant Products Liability Litigation*, MDL No. 2244, Case Management Order No. 3, Dkt. 80 (Jan. 9, 2012);

briefing relating to the multiple appeals that have taken place in the litigation, including concerning the qualified immunity, the Court's motion to dismiss and motion to stay rulings, *amicus* briefs, petitions for *en banc* review and petitions for *certiorari* to the Supreme Court.

- *Discovery*: LK has taken a leading role in the extensive discovery to date in these cases that includes reviewing millions of pages of documents produced; preparing document summaries for use at depositions; drafting substantive briefing and discovery requests and responses; preparing for and participating in Court conferences regarding discovery disputes; and taking fact witness and expert depositions.
- *Expert*: LK has worked closely with Co-Liaison to identify, interview, retain, prepare reports and depositions for experts in such diverse areas as ethics of mass torts, class actions, neurology, pediatric neurology, pediatric neuro-psychology, radiology, economics, vocational rehabilitation, medical physics, hydrogeology, water distribution, and water systems.
- *Bellwether Proceedings*: LK attorneys prepared 14 bellwether cases for trial, including extensive discovery, defending fiduciary depositions, expert discovery, and trial preparation.
- *Mediation and Settlement*: LK participated in every level of mediation. This included an early attempt that did not result of resolution and more importantly following the appointment of the Mediators in January 2018. LK has taken a leading role in the extensive, multi-year mediation and settlement negotiations involving dozens of in-person meetings and multiple one-on-one sessions with the Mediators and/or Special Master. Moreover, unlike many mass torts resolution, the Flint Water Litigation required very complex interaction, meetings and discussions between Co-Liaison and Class Counsel as well as Sub-Class Counsel.
- *Strategy and Planning*: In coordination with Co-Liaison counsel, LK attorneys have led strategic decision and planning discussions throughout the case in relation to case investigation, pleadings, briefing, and discovery, and have participated in and led calls and meetings to plan and assess case status and ensure the efficient management of tasks.

8. The total number of hours expended on this litigation by LK for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Bellwether Plaintiffs) from inception through February 15, 2021 is 31,273 hours.

9. Upon the Court's request, I can provide a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on LK's current billing rates from inception of the case through February 15, 2021. LK prepared these totals from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507).

10. The total amount of unreimbursed expenses incurred by LK directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$1,793,921.51. Upon request by the Court, I can provide a breakdown by category of these expenses.<sup>2</sup> These are reflected on LK's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses referenced herein were reasonably incurred and necessary and appropriate

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<sup>2</sup> This information has been provided to Special Master Greenspan.

in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

11. Upon request from the Court, LK is prepared to submit for *in camera* review the daily time records and expense documentation referenced herein.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021  
New York, New York

**LEVY KONIGSBERG, LLP**

/s/ Corey M. Stern  
Corey M. Stern

# **EXHIBIT 3**

**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 MICHAEL L. PITT IN SUPPORT OF PLAINTIFFS’  
MOTION FOR AN AWARD OF ATTORNEYS’ FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Michael L. Pitt, hereby declare as follows:

1. I am a partner of the law firm of Pitt McGehee Palmer Bonanni & Rivers PC (the “Pitt Firm”) and I, along with Theodore Leopold of Cohen Milstein Sellers & Toll PLLC (“CMST”) serve as Court-appointed Interim Co-Lead Class Counsel in the above captioned matter. Michael Pitt, Cary McGehee, and Beth Rivers are equity partners and the senior litigation attorneys at the Pitt Firm who have worked on this matter. I have personal knowledge of the matters stated in this declaration.

2. In addition, the attorneys and staff of the Pitt Firm participated in a joint venture with many prominent Michigan attorneys who had extensive connections with the people of Flint including Trachelle Young, Teresa Bingman, Deborah LaBelle, Cynthia Lindsey, Shermane Sealy, William Goodman, Julie Hurwitz, Paul Novak and Greg Stamatopoulos and New Jersey attorney John Broaddus. The Pitt

Firm and the attorneys identified here have been nominally referred to as the “Mays Team.” The Mays Team was formed in the fall of 2015 and worked together to develop the legal theories that have survived multiple motions to dismiss and many appeals in federal court and the Michigan Court of Claims. The Mays Team was the first to file a class action lawsuit in federal court arising out of the Flint Water Crisis. Additionally, the Mays team was the first and only firm to file a class action in the Michigan Court of Claims alleging violation of the Plaintiffs’ constitutionally protected right to bodily integrity and inverse condemnation along with other legal claims against state actors including Governor Snyder. Despite many challenges and appeals brought by the Defendants, Plaintiffs’ right to bring these claims was affirmed by the Michigan Supreme Court. *Mays v. Governor*, 506 Mich. 157 (2020).

3. As part of its formation, the Mays Team established a joint venture account called the “PYG Joint Venture” in which Mays Team members have made financial contributions to be used to pay expenses associated with the Flint Water Crisis lawsuits.

4. I provide this declaration in support of Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by the Pitt Firm and the PGY Joint Venture in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception

through February 15, 2021.

5. Over the course of this litigation, Pitt Firm has been involved in the following specific activities:

- *Pleadings*: The Pitt Firm and the Mays Team were extensively involved in the researching and drafting of the initial pleadings filed in this case in 2015 and 2016 and assisted CMST in preparing subsequent multiple amended complaints.
- *Appeals*: The Pitt Firm and the Mays Team were heavily involved in the strategic decision-making and briefing relating to the multiple appeals that have taken place in the litigation, including concerning the Class Action Fairness Act, qualified immunity, the Court's motion to dismiss and motion to stay rulings, *amicus* briefs, petitions for *en banc* review and petitions for *certiorari* to the Supreme Court and the Michigan Court of Claims, Michigan Court of Appeals, and the Michigan Supreme Court.
- *Discovery*: The Pitt Firm and the Mays Team took a leading role in the early phases of discovery and assisted CMST later in the extensive discovery to date in these cases that includes: reviewing millions of pages of documents produced; drafting substantive briefing and discovery requests and responses; preparing for and participating in Court conferences regarding discovery disputes; taking more than 80 depositions; and conducting extensive expert analysis and discovery.
- *Mediation and Settlement*: Following the appointment of the Mediators in January 2018, the Pitt Firm along with CMST has taken a leading role in the extensive, multi-year mediation and settlement negotiations involving dozens of in-person meetings and multiple one-on-one sessions with the Mediators and/or Special Master.
- *Strategy and Planning*: In coordination with co-counsel, Pitt Firm attorney members of the Mays Team have led strategic decision and planning discussions throughout the case in relation to case investigation, pleadings, briefing, and discovery, and have participated in and led calls and meetings to plan and assess case status and ensure the efficient management of tasks.

- *Class Member Management Issues:* The Mays Team since early 2016 has been principally responsible for collecting information from Class Members regarding the nature and extent of their injuries and property damage claims and inputting that data into a database so that damage models and assessments could be established. We have been the source of information for the Class. We have maintained a fully functional office in downtown Flint since 2016 and we have spent countless hours meeting with and counseling Class Members at our office.

6. My background, credentials, qualifications, experience, skills, and reputation as an attorney are relevant to my hourly rate for purposes of recovering attorneys' fees. A copy of my curriculum vitae and the curriculum vitae of other attorneys who worked on this matter accompanies this declaration ( see Exhibits E-K).

7. The total number of hours expended on this litigation by the Pitt Firm for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 15,592.60 hours. The Pitt Firm has not received any payment to date for this work.

8. I have reviewed information regarding prevailing hourly rates, including the State Bar of Michigan's 2020 *Economics of Law Practice* report. For attorneys in practice over 30 years, the hourly rate for Equity Partners/Shareholders who practice in the area of civil litigation in the 95<sup>th</sup> percentile is over \$600, and for those who practice in environmental law the hourly rate is \$800. For associates in the 95<sup>th</sup> percentile the hourly rate is \$388 and the mean/median rate is \$250. There is no category for complex or class litigation, nor for Plaintiffs' cases that involve

extensive costs and fees and where fees are both contingent and delayed for in excess of five years.

9. The Pitt Firm has been in existence for 29 years and I have been practicing law for over 40 years. Close to 100% of all fees have been generated through contingent fee arrangements with the Firm's clients. Based on the background, credentials, qualifications, experience, skills, and reputation of our firm's attorneys, our financial records related to the average net contingency fee received by attorneys in complex class action litigation over the last 15 years,<sup>1</sup> and a review of hourly rates for Equity Partners/Shareholders and Associate Attorneys as set forth in the State Bar of Michigan 2020 *Economics of Law Practice*, a current billing rate of \$800 per hour for Michael Pitt, Cary McGehee and Beth Rivers<sup>2</sup>, and a billing rate of \$350 for Channing Robinson- Holmes and Rachel Kohl, and billing rate of \$250 for Iman Abdulrazzak and Jay Miliken, is consistent with rates that

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<sup>1</sup> For example, *Doe I et al. v. Michigan Department of Corrections*, 5:13-cv-14356-RHC-RSW (E.D. Mich.), a complex class action in which the Pitt firm represented the plaintiffs, settled for \$80 million, and the attorneys' fees awarded were over \$20 million. Dividing the attorneys' fees by the number of hours expended on the case results in an hourly rate far exceeding \$800. Contingency fees in other complex class action cases litigated by the Pitt Firm during its almost 30 years of existence have resulted in similar hourly rates.

<sup>2</sup> The time reports were submitted to the Special Master with a cap of \$700 per hour. The submissions made here remove the cap and are consistent with the hourly rates derived from a review of the average net contingency fees received by the attorneys in complex class action litigation.

have been previously approved and awarded in state and federal court proceedings, either through fee awards or as a result of contingent fee arrangements. The total lodestar for this work using this derived current billing rates is \$6,297,530.00 for the Pitt firm.

10. The billing rate of rate of \$225 per hour is also reasonable for our legal assistants in light of their skills and education, as well as the specialized work they perform in support of this litigation.

11. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on the Pitt Firm's billing rates, from inception of the case through February 15, 2021. These billing rates have remained the same throughout the course of this litigation. Attached as Exhibit B is a detailed summary indicating the time spent and lodestar accrued by the Pitt Firm on this litigation from inception of the case through February 15, 2021, categorized by task. The Pitt Firm prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. The hourly rates reflected in Exhibit A and B are similar to the usual and customary hourly rates effectively charged for the Pitt

Firm's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class action cases.

12. The total amount of unreimbursed expenses incurred by the PGY Joint Venture (May's Team Joint Venture) account directly (*i.e.*, not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$23,470.76. I have attached as Exhibit C a breakdown by category of these expenses. These are reflected on the Pitt Firm's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit C were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

13. The total amount of unreimbursed expenses incurred by the Pitt Firm directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is

\$29,177.28. I have attached as Exhibit D a breakdown by category of these expenses. These are reflected on the Pitt Firm's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

14. Upon request from the Court, the Pitt Firm is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C, and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 3, 2021  
Royal Oak, Michigan

/s/ Michael L. Pitt  
Michael L. Pitt

**Exhibit A: PMPR Lodestar**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Abdulrazzak, Iman	A	\$250.00	924.4	\$231,100.00
Dalton, Michael	L	\$225.00	755.5	\$169,987.50
Gant, Gary	L	\$225.00	541.1	\$121,747.50
Ishmel, Darnell	L	\$225.00	196.5	\$44,212.50
Kohl, Rachel	A	\$350.00	35.3	\$12,355.00
McAllister, Jarron	L	\$225.00	1,461.5	\$328,837.50
McClain, Taylor	L	\$225.00	575.8	\$129,555.00
McGehee, Cary	P	\$800.00	941.1	\$752,880.00
Meneses, Ageles	L	\$225.00	537.7	\$120,982.50
Michel, Emily	L	\$225.00	561.3	\$126,292.50
Miliken, Jay	A	\$250.00	664.0	\$166,000.00
Miller, Cierra	L	\$225.00	518.0	\$116,550.00
Miller, Noah	L	\$225.00	1,003.0	\$225,675.00
Pitt, Michael	P	\$800.00	3,053.30 <sup>1</sup>	\$2,442,640.00
Rivers, Beth	P	\$800.00	676.40	\$541,120.00
Robinson-Holmes, Channing	L	\$225.00	212.0	\$47,700.00
Robinson-Holmes, Channing	A	\$350.00	474.90	\$166,215.00
Yufa, Sarah	L	\$225.00	1,708.5	\$384,412.50
Ubillus, Gonzalo	L	\$225.00	752.3	\$169,267.50
<b>TOTAL</b>			<b>15,592.60</b>	<b>\$6,297,530.000</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

<sup>1</sup> Some of the time sheets for M. Pitt for 2019 have been misplaced and submissions for these hours will be made at a later time.

**Exhibit B: PMPBR Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	7,119.20	\$1,700,842.50
2. Document Review	2,143.70	\$856,350.00
3. Legal Research	177.2	\$89,587.50
4. Pleadings, Briefs and Pretrial Motions	556.00	\$442,550.00
5. Other Discovery	1,169.6	\$325,352.50
6. Deposition Prep/Take/Defend	232.4	\$163,897.50
7. Experts/Consultants	69.6	\$49,392.50
8. Case Vetting/Bellwether	14.0	\$6,925.00
9. Class Certification		
10. Trial Preparation and Trial	1.5	\$337.50
11. Court Appearances/Arguments before the Court	481.70	\$218,837.50
12. Litigation Strategy and Case Management	1,090.10	\$753,190.00
13. Settlement	567.3	\$325,655.00
14. Travel	258.00	\$206,400.00
15. Committee Meetings or Calls	1,600.80	\$1,069,012.50.00
16. Lead Counsel/PEC/Liaison Counsel Duties	13.2	\$10,560.00
17. Time and Expense Admin		
18. Appeal	98.3	\$78,640.00
<b>TOTAL</b>	<b>15,592.60</b>	<b>\$6,297,530.00</b>

**Exhibit C: PGY Firm Direct Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$305.58
2. Printing and photocopy (in-house)	
3. Computerized Research-Lexis/Westlaw (actual charges only)	
4. Telephone – long distance (actual charges only)	\$7,549.49
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$2,947.27
8. Hotel (pursuant to Travel Limitations)	
9. Reasonable meals	
10. Other reasonable and necessary charges (e.g., parking):	
Medical Record Fees	\$7,629.03
Deposition Transcripts	\$5,039.39
<b>TOTAL</b>	<b>\$23,470.76</b>

**Exhibit D: PMPR Firm Direct Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$2,819.76
2. Printing and photocopy (in-house)	\$3,103.35
3. Computerized Research-Lexis/Westlaw (actual charges only)	\$1,920.76
4. Telephone – long distance (actual charges only)	\$2,544.36
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	\$2,978.22
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$3,886.17
8. Hotel (pursuant to Travel Limitations)	\$1,738.80
9. Reasonable meals	\$689.79
10. Other reasonable and necessary charges (e.g., parking):	
Medical Records	\$212.87
Court Costs/Filing Fees/Hearing Transcripts	\$2,863.00
Expert Fee	\$1,050.00
Record Copy Fee	\$768.77
Deposition Fee	\$2,275.00
Outside Copy Fee	\$2,326.43
<b>TOTAL</b>	<b>\$29,177.28</b>

# **EXHIBIT E**

**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. MAJZOUN

**DECLARATION OF MICHAEL L. PITT IN SUPPORT OF PLAINTIFF  
COUNSEL'S APPLICATION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Michael L. Pitt, hereby declare as follows:

1. Michael Pitt is a founding member of Pitt McGehee Palmer Bonanni & Rivers, P.C. The firm was established in 1992 and currently has nine trial attorneys. The firm represents individuals who have been injured by the wrongful conduct of governments and corporations. He has handled complex employment and civil rights litigation including nationwide class actions, group actions and multiple party cases on behalf of employees from the lowest to highest levels of many of the largest companies in the United States.

2. In 2004, Michael was elected President of the Michigan Trial Lawyers Association. In 2003, he was inducted as a Fellow into the College of Labor and Employment Lawyers. He is the Immediate Past President Public Justice, the nation's largest public interest law firm. He has presented more than 80 papers at seminars across the country sponsored by ATLA, NELA,

MTLA, ICLE of Michigan and other organizations.

3. In 2015 he was presented with the “Champion of Justice Award” by the State Bar of Michigan. In 2017, he was presented with the “Distinguished Service Award” by the Labor and Employment Section of the State Bar of Michigan. In 2018 he was awarded the “Champion of Justice Award” from the Michigan Association of Justice. He has been inducted into Wayne State University Law School’s “Hall of Fame.” In 2019, Michael was included in the “Hall of Fame Award” to Michigan Lawyer’s sponsored by Michigan Law Weekly.

4. Most recently, Michael was appointed by Judge Judith Levy of the Eastern District Court of Michigan as Interim Co-Lead of the Consolidated Class Actions in the Flint Water Crisis Cases. As Co-Lead, Michael and a team of 15 attorneys will pursue complex and high stakes litigation on behalf of tens of thousands of injured Flint citizens against elected government officials and private contractors responsible for contaminating the drinking water for the entire City of Flint.

5. Michael is co-counsel in a class action against the Michigan Department of Corrections currently set for trial in January 2020. He represents a class of more than 500 youthful prisoners or former prisoners who were raped and sexually assaulted by adult prisoners.

Michael is involved in the MSU/Nassar litigation and currently represents 25 survivors in Federal Court, Michigan's Court of Claims and Bankruptcy court. Over the last 40 years, Michael has participated in the resolution of many highly complex class and collective actions using mediation, arbitration and other ADR techniques.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021  
Royal Oak, Michigan

/s/ Michael L. Pitt  
Michael L. Pitt

# **EXHIBIT F**

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. MAJZOUN

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**DECLARATION OF CARY S. MCGEHEE IN SUPPORT OF PLAINTIFF  
COUNSEL'S APPLICATION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, Cary S. McGehee, hereby declare as follows:

1. I am counsel for Plaintiff and have handled the case from 2013 through the present time.
2. I graduated from Detroit College of Law, *Magnum Cum Laude* in December, 1988.
3. I am an attorney in good standing admitted to practice in the State of Michigan in June 1989; and in the United States District Court for the Eastern District of Michigan in October 1989.
4. I am a founding partner of the law firm of Pitt McGehee Palmer & Rivers, P.C., established in 1992. I have specialized in employment and civil rights litigation for over 25 years.

5. Prior to forming the law firm of Pitt McGehee in 1992, I was an associated with Kelman, Loria, Downing, Schneider & Simpson for three years from 1989 to 1992 working almost exclusively in the area of employment discrimination. Prior to this, I worked for approximately two years as a law clerk for Attorney Richard Goodman and worked for approximately one year as a law clerk for Attorney Barry Waldman of Sachs, Waldman and O'Hare, P.C., specializing in research and writing in the areas of product liability and other complex litigation.

6. I have tried numerous civil rights cases to verdicts in favor of many clients in the state and federal courts, including discrimination cases based on age, national origin, sex, race and disability, and cases alleging retaliation, sexual harassment, and violations of the Family and Medical Leave Act, the Whistle Blowers Protection Act, and constitutional law violations.

7. In relation to my work as one of the trial attorneys (lead trial counsel in Trial II) in *Neal v Michigan Department of Corrections* – a class action lawsuit filed on behalf of over 500 female prisoners in Michigan who had been sexually assaulted by male prison guards ( a case that settled for \$100 million) – I was awarded: The prestigious national award of Trial Lawyer of the Year by the Public Justice Foundation in honor of my outstanding contribution to the public interest; the Lawyers for the People Award by the National Lawyers

Guild (2008) in recognition of extraordinary commitment to uphold human, civil, and constitutional rights, and; the Wade Hampton McCree Jr. Award for the advancement of social justice awarded by the Federal Bar Association. I was also co-counsel in another class action lawsuit filed on behalf of over 1000 youth prisoners in Michigan who had been sexually assaulted by adult prisoners which settled in 2020 for \$80 million.

8. I have been listed in *Best Lawyers in America* as one of the best employment lawyers in the United States; have received the highest rating possible, AV, from Martindale-Hubbell's peer review national Legal Directory; and am rated as one of the top employment lawyers in Michigan in *Michigan Super Lawyer*. In 2013, I was selected as 1 of 20 top women attorneys in Michigan and given the "Leader in the Law" award.

9. I have been elected a Fellow of the College of Labor and Employment Lawyers in recognition of my sustained contribution to the field of labor and employment law and my high standards of integrity, professionalism and character.

10. In 2013, I was elected to serve on the Michigan State University School of Law Board of Trustees.

11. I am a frequent lecturer at seminars conducted by the Institute for Continuing Education (ICLE) and the MAJ. I am an author of a chapter in the

ICLE's Michigan Civil Procedure manual on "Proofs at Trial" and Michigan Courtroom Evidence. I also have been an instructor on the ICLE Online Deposition Skills and Negotiating Early Resolution of Employment Law Cases instructional videos.

12. I am the current Chairperson of the Michigan Coalition for Human Rights, and a member of the Employment Law Committee for the Michigan Association for Justice (MAJ), the ABA/EEOC Liaison Committee, and the Advisory Boards of the American Civil Liberties Union and the Opportunity Resource Trust Fund (a revolving loan fund which provides low interest loans to individuals and small businesses who have been turned down for loans by commercial banks). I previously served on the Executive Board of the MAJ and the Board of Trustees of the Michigan Interfaith Trust Fund.

13. I am the current Vice Chair of the Federal Local Rules Advisory Committee for the Federal Eastern U. S. District of Michigan Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021  
Royal Oak, Michigan

/s/ Cary S. McGehee  
Cary S. McGehee

# **EXHIBIT G**

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. MAJZOUN

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**DECLARATION OF BETH M. RIVERS IN SUPPORT OF PLAINTIFF  
COUNSEL'S APPLICATION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, Beth M. Rivers, hereby declare as follows:

1. I am counsel for Plaintiff and have handled the case from 2013 through the present time.
2. I graduated from University of Detroit Law School in 1980.
3. I am an attorney in good standing admitted to practice in the State of Michigan in June of 1982 and in the United States District Court for the Eastern District of Michigan also in June of 1982.
4. I am also admitted to practice in the state of New Jersey; the United States District Courts Western District of Michigan and the Third, Sixth, Seventh and Ninth Circuit Court of Appeals.

5. I joined Pitt McGehee Palmer & Rivers in October 2001 after more than 20 years as an advocate fighting for the rights of employees. In June 2005, I became a partner in the firm.

6. Prior to employment with Pitt, McGehee, Palmer, Bonanni & Rivers, I was an associate with Donnelly and Associates from 1983 until 1992, a partner in Huizenga, Hagan, Hergt and Rivers from 1992 until 1996 and a partner in Wahl & Rivers from 1996 until October, 2001, when I joined Pitt, Dowty, McGehee & Mirer, P.C. In each of these positions, I worked exclusively in the areas of employment law and civil rights on behalf of plaintiffs.

7. I have devoted my entire legal career to representing the rights of individuals in employment discrimination and civil rights cases. I have been a member of many legal organizations throughout my career and have served in several leadership positions including the ACLU, Labor and Employment section of the Michigan State Bar, Federal Bar Association, MAJ and National Employment Lawyers Association.

8. I have been recognized for my contribution to the legal community by several organizations including the Michigan Lawyer's Weekly, Super Lawyers and Best Lawyers, where I have been recognized as one of 20 leaders in the law in 2020 and one of the Top 50 Women Lawyers in Michigan.

In 2017 I was elected by my peers to the College of Labor and Employment Lawyers.

9. I have demonstrated exceptional expertise in legal research and writing in individual and multi-plaintiff cases as well as nationwide class actions. I have successfully briefed and argued many ground-breaking cases in a variety of venues, including the Michigan Court of Appeals, Michigan Supreme Court and federal appellate courts across the nation. Significantly, I was responsible for first two landmark decisions interpreting the Older Worker's Benefit Protection Act in the Sixth Circuit. In addition, I wrote the brief to New Jersey Supreme Court in the case in which the court held that employers must abide by the policies and procedures contained in their handbooks and manuals.

10. I also routinely am sought out to contribute to a variety of publications specializing in employment discrimination law in state and national publications.

11. I have co-authored a chapter on age discrimination for *Employee Rights Litigation: Pleading and Practice* published by Matthew Bender and written a chapter on age discrimination for *Employment Litigation in Michigan* published by ICLE. In addition, I have written amicus briefs on behalf of

plaintiffs on employment law issues for cases pending in State of Michigan and the Sixth Circuit.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021  
Royal Oak, Michigan

s/ Beth M. Rivers  
Beth M. Rivers

# **EXHIBIT H**

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. MAJZOUN

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**DECLARATION OF CHANNING ROBINSON-HOLMES IN SUPPORT OF  
PLAINTIFF COUNSEL'S APPLICATION FOR AN AWARD OF ATTORNEYS'  
FEES AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, Channing Robinson-Holmes, hereby declare  
as follows:

1. I am counsel for Plaintiff and have handled the case from 2015  
through the present time.
2. I graduated from Wayne State Law School in May of 2016.
3. I am an attorney in good standing admitted to practice in the State  
of Michigan and in the United States District Court for the Eastern District of  
Michigan in June 2017.
4. I am an associate attorney of the law firm of Pitt McGehee Palmer  
Bonanni & Rivers, P.C., established in 1992. I specialize in employment and civil  
rights litigation.

5. Prior to joining Pitt McGehee in 2015, I worked as a law clerk for the Sugar Law Center, the Center for Civil Justice, and Goodman Kalahar P.C., respectively, specializing in research and writing in the areas of wage theft, product liability, and other complex litigation.

6. I have tried several civil rights cases, in state and federal court, and achieved a large verdict in favor of my client alleging a violation of Michigan's Whistleblowers' Protection Act.

7. I am a current advisory board member for the Institute for Continuing Education's (ICLE) Labor and Employment Law Section.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021  
Royal Oak, Michigan

s/ Channing Robinson-Holmes  
Channing Robinson-Holmes

# **Exhibit I**

**IMAN ABDULRAZZAK**

(810) 252-7202

15203 Pinehurst Ln., Grand Blanc, MI 48439

imanrazzak@gmail.com

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**ADMISSIONS**

**Massachusetts Bar**, November 2013

**Connecticut Bar**, November 2013

**U.S. District Court for the Eastern District of Michigan**, August 2015

**U.S. Court of Appeals, Sixth Circuit**, August 2015

**EDUCATION**

**THE UNIVERSITY OF MICHIGAN LAW SCHOOL**, Ann Arbor, MI  
J.D., December 2012

- Community and Economic Development Clinic, Student Attorney
- Muslim Law Students Association, Chair
- Campbell Moot Court Competition, Participant

**THE UNIVERSITY OF MICHIGAN**, Flint, MI

B.A. in Political Science and Honors English, May 2009

- Dean's List 2006-2009
- Sigma Tau Delta English Honors Society, Co-Chair
- Honors Aqua Award for over 400 hours of community service
- Completed eight presentations and four publications of undergraduate research, and a thesis

**EXPERIENCE**

**THE HONORABLE DENISE PAGE HOOD, THE EASTERN DISTRICT OF MICHIGAN**, Detroit, MI  
*Term Clerk*, August 2014- September 2015

*Judicial Intern*, May- July 2011

- Drafted weekly bench memoranda and orders relating to a wide range of complex civil and criminal matters. Performed extensive supplementary research on improperly briefed legal issues.
- Aided the Judge in conducting several jury and bench trials, reviewing briefs filed daily by the parties and assisting with research tasks and attorney conferences.
- Assisted the Judge in hearings, and civil and criminal trial proceedings.

**COMMUNITY LEGAL AID & CENTRAL WEST JUSTICE CENTER**, Springfield, MA

*AmeriCorps Attorney*, September 2013- June 2014

- Represented clients in housing eviction proceedings and administrative hearings.
- Successfully advocated on behalf of clients against section 8 housing choice voucher terminations.
- Organized an outreach event to provide legal services to homeless veterans.
- Applied for U Visas and submitted VAWA petitions on behalf of domestic violence survivors.

**FAMILY LAW PROJECT, LEGAL SERVICES OF SOUTH CENTRAL MICHIGAN**, Ann Arbor, MI

*Student Attorney & Volunteer*, November 2010- March 2013

- Assisted in providing legal services to indigent survivors of domestic violence.
- Drafted default judgments for divorce, and support, child custody and personal protection orders.
- Represented Arab-speaking client in court, and translated for the client during the hearing.

**FOLEY & LARDNER LLP**, Detroit, MI

*Summer Associate*, June- July 2012 (received offer of employment)

- Performed extensive research and drafted legal memoranda and briefs relating to complex litigation matters, primarily within the bankruptcy, and general commercial liability groups.
- Drafted publications on ADR, government procurement, labor law, and corporate law.
- Attended and assisted in client's bankruptcy hearing.

**LANGUAGES/ INTERESTS**

Proficient in modern & classical Arabic. Interested in travel, ancient archaeology, kayaking, and theater.

**Iman Abdulrazzak**  
15203 Pinehurst Ln.  
Grand Blanc, MI 48439  
(810) 252-7202  
imanrazzak@gmail.com

December 17, 2015

Michael L. Pitt and Beth Rivers  
Pitt McGehee Palmer & Rivers  
117 W. Fourth Street, Suite 200  
Royal Oak, Mi 48067

Dear Mr. Michael L. Pitt and Ms. Beth Rivers:

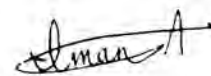
I am writing in response to the Project Attorney opening. I completed a clerkship with the Honorable Denise Page Hood of the United States District Court for the Eastern District of Michigan in September 2015, and would welcome the opportunity to contribute to my hometown, Flint. Having been born and raised in Flint, the water contamination issue is one that impacts my community and friends directly.

I can offer you my experience as a recent clerk for Judge Hood. I was generally assigned half the current docket, and managed trials that spanned over several weeks, which made me highly capable in case management. I accompanied the Judge during her sitting on the Sixth Circuit Court of Appeals in Cincinnati, Ohio, and drafted bench memoranda for multiple appealed cases. During my clerkship, I developed a great eye for effective writing and legal analysis. The vast amount of legal research I completed, coupled with the significant additional responsibilities during my clerkship, should make me an ideal candidate for the position.

My practical experience prior to attending law school provided me with a well-rounded foundation in community work. While volunteering regularly within the University of Michigan-Flint during my undergraduate studies, I also devoted over 1000 hours of service to the betterment of the broader community in Flint and beyond. I assisted local organizations in distributing meals to the homeless and raising over \$3000 for a local food bank. Outside the University, I worked with Congressman Dale Kildee's office in an effort to resolve a significant number of cases that were not addressed when a staff member went on leave. I was able to see the fruits of hard work in the lives of the citizens of my hometown.

The chance to join your project would be a great opportunity and honor. I have enclosed my resume for your review. Thank you for your time and consideration.

Respectfully,

A handwritten signature in black ink, appearing to read 'Iman', followed by a long horizontal stroke that ends in a small upward flick.

Iman Abdulrazzak

Encl.

# **Exhibit J**

**JAMES (JAY) E. MILLIKAN**

2800 Pittsfield Blvd., Ann Arbor, MI 48104; 202-436-4082, jaymillk@umich.edu

**EDUCATION:**

**UNIVERSITY OF MICHIGAN LAW SCHOOL, ANN ARBOR, MI**

**J.D., May 2016**

- Certificate of Merit for Highest Grade in the Class, Fall 2013 – Torts, Fall 2015 – Prisons and the Law Colloquium
- Research Assistant for Prof. Samuel Gross, National Registry of Exonerations, Fall 2013-Winter 2015
- Member, MDefenders (Student Group for Future Public Defenders), Fall 2014-Present

**RUTGERS UNIVERSITY, NEW BRUNSWICK, NJ**

**PhD Track, M.A., A.B.D. in Political Science (American Politics/Public Law), 2003-2007. M.A. Awarded 2012**

- Proposed Dissertation: “Enemies Among Us? The Politics of Racial Targeting During Wartime in American History.”
- Taught courses on “The American Presidency,” and “Nature of Politics” (150-person lecture class), and was three-time teaching assistant for “Law and Politics.”

**BELOIT COLLEGE, BELOIT, WI**

**B.A. in Political Science and History, May 2001**

- Departmental awards for best student in Political Science and History
- Awarded fellowship in summer of 2000 to write research paper on the politics of capital punishment in California.

**WORK EXPERIENCE:**

**MECKLENBURG COUNTY PUBLIC DEFENDER’S OFFICE**

**Summer Legal Intern, Charlotte, NC, May-August 2015**

- Offered entry-level assistant public defender position after graduation based on summer performance.
- Represented indigent clients in Mecklenburg Co. District Court on misdemeanor charges.
- Conducted daily client, witness, and police interviews, as well as jail visits and legal research, to develop client defenses.
- Prepared as lead counsel on three trials, including direct and cross examination, motions, closing arguments, and potential objections, and second chair on another (all trials were eventually continued to new dates or dismissed).
- Appeared in District Court to argue approximately 15 bond hearings and compliance reviews, five motions to dismiss, and several plea agreements.

**CRIMINAL APPELLATE CLINIC, UNIVERSITY OF MICHIGAN LAW SCHOOL**

**Student Attorney, Ann Arbor, MI, September 2014-December 2014 (Fall Semester)**

- Researched and wrote appellate brief filed in Michigan Court of Appeals on behalf of client convicted of a felony.
- Trained and supervised by attorneys from State Appellate Defenders Office (SADO) in Detroit.

**CALIFORNIA APPELLATE PROJECT, UNREPRESENTED CAPITAL INMATE PROJECT**

**Summer Legal Intern, San Francisco, CA, May-August 2014**

- Met and communicated with client, researched case file, performed legal and factual analysis, and made public records requests for eventual preparation of direct appeal and habeas corpus proceedings on behalf of Death Row inmate.
- Researched and wrote 40-page investigative report on conditions faced by prisoners in Los Angeles County Men’s Central Jail for CAP’s “Institutional Failure Project.” Report was published on CAP’s website.

**U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT**

**Speechwriter – Office of Public Affairs, Washington, DC, July 2010—July 2012**

- One of two speechwriters at HUD, a U.S. Cabinet agency of approximately 8,500 employees and \$40 billion budget.
- Deputy speechwriter for Secretary Shaun Donovan, and primary speechwriter for Deputy Secretary Ron Sims.
- Wrote speeches, congressional testimony, op-eds, and other messaging documents.

6/8/16

**IMS, INC.**

**Senior Research Analyst, Washington, DC, January 2009—July 2010**

- Lead researcher on successful corporate campaign for multi-billion dollar government defense contract.
- Research analyst for Democratic political consulting firm concentrating on 2010 gubernatorial and Senate elections.

**OBAMA FOR AMERICA**

**Researcher, Chicago, IL, July 2008—November 2008**

- Member of three-person team responsible for opposition research on Sen. John McCain.
- Lead researcher on fact-checking and writing backup documents for all of Sen. Obama's speeches and campaign media, including nomination acceptance speech at Democratic National Convention in Denver.
- Authored several issue "books" in preparation for debates, including homeland security, energy and environment, taxes and budget, GLBT issues, and civil liberties.
- Helped "vet" backgrounds of Sen. Obama's potential vice-presidential candidates and executive nominees and appointees during post-election transition.
- Key member of rapid response "War Room" team during Sen. Obama's debates with Sen. McCain.

**AMERICA VOTES**

**Researcher, Washington, DC, March 2008—July 2008**

- Conducted research for progressive voter mobilization and turnout organization.
- Conducted original research on conservative independent expenditure groups in the 2008 elections.

**CHRIS DODD FOR PRESIDENT**

**Researcher, Washington, DC, August 2007—January 2008**

- Conducted supporting research on Sen. Christopher Dodd's history and record, and opposition research on other candidates, during Democratic presidential primary campaign.
- Led effort to research and prepare answers and rebuttals for Senator Dodd's "Meet the Press" appearance in October.

**CONGRESSIONAL QUARTERLY**

**Researcher, Washington, DC, October 2001—August 2003**

- Researched and fact-checked articles, and reported and wrote multiple articles and other content for both daily and weekly "newspaper of record" that covers United States Congress and public policy.

**AMERICAN BAR ASSOCIATION, SECTION ON INDIVIDUAL RIGHTS AND RESPONSIBILITIES**

**Intern, Washington, DC, Fall 2001**

- Helped research and write the Section's annual report on the status of the death penalty in the United States and the ABA's call for a death penalty moratorium.

# **Exhibit K**

## **Rachael Elizabeth Kohl**

22191 Antler Drive • Novi, MI 48375 • 248-390-9046 • rachaelkohl@gmail.com

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**Education:** Wayne State University Law School, Detroit, MI

Juris Doctor Candidate, May 2014

GPA 3.11, Rank 72/175

- Assistant Editor, *The Wayne Law Review* (Fall 2012-Present)
- Junior Member, Moot Court (Fall 2012-Present)
- Dean's Scholar (for recognition of high academic achievement)
- President, Hispanic Law Students Association (2012-Present)
- Treasurer, Women's Law Caucus (2012-Present)
- Treasurer, Environmental Law Society (2012-Present)

University of Michigan, Ann Arbor, MI

Bachelor of Arts in Sociology and Spanish with Honors, Linguistics Minor, May 2011

GPA 3.72

- University Honors: Dec. 2008, April and Dec. 2009, April and Dec. 2010, April 2011
- James B. Angell Scholar (receiving an all "A" record for 2 consecutive terms) (2009-11)
- Residence Halls Association, Housing Services Committee, East Quad (EQ) Representative, EQ Government, and EQ Secretary, (2007-2009)
- RC Players Acting Troupe (2007-2011), Treasurer (2008-2011)
- Founder and President, RC Players Improv Troupe (2010-2011)

University of Salamanca, Salamanca, Spain

Study Abroad, Summer 2009

- Gained higher level of Spanish language fluency and experienced cultural immersion

**Experience:** Judicial Internship, May-August 2012

Judge Robert Colombo, Jr., 3<sup>rd</sup> Circuit Court, Detroit, MI

Worked directly with Judge Colombo to read/discuss motions and gain insight to the judicial thought process. Observed settlement conferences, motion calls, and jury and bench trials to cultivate a strong understanding of inner workings of the court and adjudication of civil matters.

Research Assistant, September 2009-September 2011, May- August 2012

U of M's University Center for the Development of Language and Literacy, Ann Arbor, MI

Transcribed, coded, and tested subjects for research projects; supervised and trained employees for data collection; created the dyslexia training instruction manual; developed a comprehensive organization system of the Center's articles and references.

Tutor/Teacher, Summers 2010 and 2011

Migrant Outreach Program (MOP), Dearfield, MI

Created lesson plans and taught 15-20 children ages 2-13 years to prepare them to start school again in the fall, where I learned to be more flexible and innovative.

**Community Involvement:** Relay for Life/American Cancer Society, 2005-2008 in Novi, MI, 2009-2011 in Ann Arbor, MI  
Executive Planning Committee, Activities/Entertainment Chairperson, Team Development and Recruitment Sub-Committee, Team Captain, and Team member

Shakespeare in the Arb, Ann Arbor, MI

Actress, Summer 2011 and 2012

Performed multiple roles in *The Winter's Tale* and *The Merry Wives of Windsor*

**Languages:** Spanish, proficient in speaking, reading, and writing  
French, basic knowledge and ability to converse, read/and write

# **EXHIBIT 4**

**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. MAJZOUN

**DECLARATION OF HUNTER J. SHKOLNIK IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Hunter J. Shkolnik, hereby declare as follows:

1. I am a partner of the law firm Napoli Shkolnik PLLC ("Napoli Shkolnik"). I, along with Corey M. Stern of the law firm Levy Konigsberg LLP, serve as Co-Liaison Counsel for the Individual Plaintiffs in the above captioned matter. I have personal knowledge of the matters stated in this Declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by Napoli Shkolnik in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

3. As will be more fully outlined below and as was provided to the Special Master on a monthly basis Napoli Shkolnik has invested close to 30,000 hours of time to the common benefit of the Flint Water Litigation, and \$1,127,748.43 for the

common benefit of all litigants in order to achieve the settlement that has been presented to this Court for approval. Unlike most mass torts where leadership is often spread of as many as 20-30 law firms<sup>1</sup>, here the Flint Water Co-Liaison performed all common benefit work and paid all common benefit expenses on behalf of approximately 27,000 individual claimants.

4. Over the course of this litigation, Napoli Shkolnik has been involved in the following specific activities:

- *Pleadings*: Napoli Shkolnik was extensively involved in the researching and drafting of Plaintiffs' Long Form Master Complaint and multiple amended complaints. In furtherance of this we also assisted any counsel with an individual claim in complying with the Court's orders related to those pleadings.
- *Motions to Dismiss and for Reconsideration*: Napoli Shkolnik attorneys researched and drafted briefing in opposition to Defendants' multiple motions to dismiss. Napoli Shkolnik attorneys also drafted briefing for the various motions for reconsideration related to the Court's motion to dismiss rulings.
- *Appeals*: Napoli Shkolnik was heavily involved in the strategic decision-making and briefing relating to the multiple appeals that have taken place in the litigation, including concerning the qualified immunity, the Court's motion to dismiss and motion to stay rulings, *amicus* briefs, petitions for *en banc* review and petitions for *certiorari* to the Supreme Court.
- *Discovery*: Napoli Shkolnik has taken a leading role in the extensive discovery to date in these cases that includes reviewing millions of

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<sup>1</sup> *In Re: Elmiron (Pentosan Polysulfate Sodium) Products Liability Litigation*, MDL No. 2973, Case Management Order No. 3 (Jan. 22, 2021); *In Re: Zantac (Ranitidine) Products Liability Litigation*, Pretrial Order No. 20, Dkt. 685 (May, 8, 2020); *In Re: Depuy Orthopaedics Inc., Pinnacle Hip Implant Products Liability Litigation*, MDL No. 2244, Case Management Order No. 3, Dkt. 80 (Jan. 9, 2012);

pages of documents produced; preparing document summaries for use at depositions; drafting substantive briefing and discovery requests and responses; preparing for and participating in Court conferences regarding discovery disputes; and taking fact witness and expert depositions.

- *Expert*: Napoli Shkolnik has worked closely with Co-Liaison to identify, interview, retain, prepare reports and depositions for experts in such diverse areas as ethics of mass torts, class actions, neurology, pediatric neurology, pediatric neuro-psychology, radiology, economics, vocational rehabilitation, medical physics, hydrogeology, water distribution, and water systems.
- *Bellwether Proceedings*: Napoli Shkolnik attorneys prepared 14 bellwether cases for trial, including extensive discovery, defending fiduciary depositions, expert discovery, and trial preparation.
- *Mediation and Settlement*: Napoli Shkolnik participated in every level of mediation. This included an early attempt that did not result of resolution and more importantly following the appointment of the Mediators in January 2018. Napoli Shkolnik has taken a leading role in the extensive, multi-year mediation and settlement negotiations involving dozens of in-person meetings and multiple one-on-one sessions with the Mediators and/or Special Master. Moreover, unlike many mass torts resolution, the Flint Water Litigation required very complex interaction, meetings and discussions between Co-Liaison and Class Counsel as well as Sub-Class Counsel.
- *Strategy and Planning*: In coordination with Co-Liaison counsel, Napoli Shkolnik attorneys have led strategic decision and planning discussions throughout the case in relation to case investigation, pleadings, briefing, and discovery, and have participated in and led calls and meetings to plan and assess case status and ensure the efficient management of tasks.
- *Bone Scan Program*: Napoli Shkolnik and Levy Konigsberg have made bone scans available to putative class members and individual claimants represented by attorneys. Napoli Shkolnik and Levy Konigsberg are working closely with Co-Lead Class Counsel for the Putative Class and individual attorneys to schedule appointments for putative class members and represented individuals for settlement

purposes.

5. The total number of hours expended on this litigation by Napoli Shkolnik for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Bellwether Plaintiffs) from inception through February 15, 2021 is 29,411.10 hours. The total lodestar for this work using current billing rates is \$16,001,596.00.

6. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on Napoli Shkolnik current billing rates from inception of the case through February 15, 2021. Additionally, attached as Exhibit B is a detailed summary indicating the time spent and lodestar accrued by Napoli Shkolnik on this litigation from inception of the case through February 15, 2021, categorized by task. Napoli Shkolnik prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. The hourly rates reflected in Exhibit A are the same as the usual and customary hourly rates charged for Napoli Shkolnik's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class action cases.

7. The total amount of unreimbursed expenses incurred by Napoli Shkolnik directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$1,127,748.43. I have attached as Exhibit C a breakdown by category of these expenses. These are reflected on Napoli Shkolnik's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit C were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

8. Upon request from the Court, Napoli Shkolnik is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, and C.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021  
Hato Rey, Puerto Rico

/s/ Hunter J. Shkolnik  
Hunter J. Shkolnik

**Exhibit A: Napoli Shkolnik Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Adams, Jesse	A	\$500	484	\$242,000.00
Baer, Bruce	A	\$500	1,095.10	\$547,550.00
Baird, John	A	\$500	954.9	\$477,450.00
Barnes, Tamara V	A	\$500	0.7	\$350.00
Buenzow, Jennifer	A	\$500	564.7	\$282,350.00
Calhoun, Carolyn	A	\$500	835	\$417,500.00
Campanelli, Konetta	A	\$500	1,415.00	\$707,500.00
Caro, Louise	P	\$900	130.7	\$117,630.00
Chaitram, Kiran	A	\$500	132.6	\$66,300.00
Clancy, John	A	\$500	383.7	\$191,850.00
Coggin, John	A	\$500	417.3	\$208,650.00
Crafter, Danielle	A	\$500	188.8	\$94,400.00
Dec, Eric	A	\$500	458.4	\$229,200.00
Dressel, Andrew	P	\$900	39.9	\$35,910.00
Eldredge, Danielle	I	\$20	96.8	\$1,936.00
Erikson, Leon	A	\$500	231.1	\$115,550.00
Feldman, Taylor	A	\$500	354.8	\$177,400.00
Fennelly, Patricia	A	\$500	1,142.20	\$571,100.00
Fernandez, Jesus	A	\$500	225.3	\$112,650.00
Findeis, Alastair	A	\$650	190.2	\$123,630.00
Foster, Charles	A	\$500	977.5	\$488,750.00
Gabriel, Alexis	L	\$100	0.5	\$50.00
Gali, Robert	L	\$125	13	\$1,625.00
Gigante, Arturo	A	\$500	61.8	\$30,900.00
Gitelman, Robert	P	\$900	86.1	\$77,490.00
Griffin-Glenn, Sade	A	\$500	829.2	\$414,600.00
Harmon, Michael	A	\$500	254.3	\$127,150.00
Hermeecz, Damian	A	\$500	113	\$56,500.00
Howe, Trevelyan	L	\$125	26.6	\$3,325.00
Hulla, Timothy	A	\$650	157	\$102,050.00

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Jefferson, Kinda	L	\$100	6.9	\$690.00
Jelks, Azariah	A	\$500	442.2	\$221,100.00
Johnson, Harold	A	\$500	402.4	\$201,200.00
Kislig, Kimberly	A	\$500	40.5	\$20,250.00
Krohmer, Barbara	L	\$500	1	\$500.00
Kunkle, Tate	A	\$500	2.1	\$1,050.00
Lamar, Anita	A	\$500	83	\$41,500.00
Lanciotti, Patrick	A	\$500	2,637.20	\$1,318,600.00
Laurel Sell, Yvonne	A	\$500	66.4	\$33,200.00
Liakos, Jennifer	P	\$900	3.5	\$3,150.00
Lintner, Michael	A	\$500	507.6	\$253,800.00
Logan-Pugh, Joey	A	\$500	87.9	\$43,950.00
Long, Derek	A	\$500	347.6	\$173,800.00
Marrero, Melanie	A	\$500	92.5	\$46,250.00
Martin, Jenifer	A	\$500	89.8	\$44,900.00
Maslo, Paul	P	\$900	13.3	\$11,970.00
Maynard, Anne	A	\$500	423.6	\$211,800.00
Menez, Joshua	A	\$500	100.7	\$50,350.00
Miller, Harris	A	\$500	1,501.40	\$750,700.00
Mitchell, Alex	A	\$500	515.4	\$257,700.00
Modiano, Aaron	A	\$500	34.3	\$17,150.00
Morgan, Amanda	L	\$100	42.5	\$4,250.00
Morton, Tarishawn	A	\$500	1,157.00	\$578,500.00
Mucha, Carlos	A	\$500	144.2	\$72,100.00
Napoli, Marie	P	\$900	49.7	\$44,730.00
Napoli, Paul	P	\$900	1,105.9	\$995,310.00
Nery, Maria	A	\$500	119.4	\$59,700.00
Nigaglioni, Esteban	A	\$500	220.7	\$110,350.00
Nseka, Lorientte	A	\$500	53.2	\$26,600.00
Odiot, Coral	A	\$500	125.9	\$62,950.00
Ogunjiofor,	A	\$500	604.5	\$302,250.00
O'Neil Mitchell,	A	\$500	70.4	\$35,200.00

Professional	Position	Current Rate	Cumulative Hours	Cumulative Lodestar
Orobello, Paul	L	\$100	3.5	\$350.00
Ortiz, Janet	A	\$500	32.7	\$16,350.00
Patrick, Chanel	A	\$500	277.2	\$138,600.00
Payne, Ashley	A	\$500	84.4	\$42,200.00
Pierre, Watson	A	\$500	104.3	\$52,150.00
Pino, Jessica	L	\$100	0.8	\$80.00
Richardson, Pamela	A	\$500	865.6	\$432,800.00
Rowe, Gaines	A	\$500	750.3	\$375,150.00
Saka, Sandra	A	\$500	148.1	\$74,050.00
Santana, Maritza	A	\$500	26.1	\$13,050.00
Sara Dykes	A	\$500	1,089.80	\$544,900.00
Shkolnik, Hunter	P	\$900	1,916.40	\$1,724,760.00
Shkolnik, Rachel	A	\$500	0.7	\$350.00
Soto, Roberto	A	\$500	128.9	\$64,450.00
Sydnor, Jesse	A	\$500	646.5	\$323,250.00
Torres, Gerardo	A	\$100	28	\$2,800.00
Trujillo, Maria	A	\$100	0.1	\$10.00
Tunsil, Herman	A	\$500	262.9	\$131,450.00
Turner, George	A	\$500	9.7	\$4,850.00
Vazquez, Veronica	A	\$500	4.5	\$2,250.00
Villard Jelks,	A	\$500	77.7	\$38,850.00
<b>TOTAL</b>			29,411.1	\$16,001,596.00

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

**Exhibit B: Napoli Shkolnik Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	73.2	\$18,893.00
2. Document Review	109.5	\$89,510.00
3. Legal Research	163.6	\$94,888.00
4. Pleadings, Briefs and Pretrial Motions	818.7	\$522,235.00
5. Other Discovery	813.5	\$533,950.00
6. Deposition Prep/Take/Defend	1083.4	\$697,770.00
7. Experts/Consultants	199.8	\$120,420.00
8. Case Vetting/Bellwether	184.2	\$96,375.00
9. Class Certification	0.0	\$0.00
10. Trial Preparation and Trial	22,556.00	\$11,276,125.00
11. Court Appearances/Arguments before the Court	320.9	\$233,180.00
12. Litigation Strategy and Case Management	281.3	\$214,195.00
13. Settlement	1,864.6	\$1,416,125.00
14. Travel	623.2	\$462,050.00
15. Committee Meetings or Calls	177.6	\$135,800.00
16. Lead Counsel/PEC/Liaison Counsel Duties	55.2	\$46,080.00
17. Time and Expense Admin	0.0	\$0.00
18. Appeal	86.4	\$44,000.00
<b>TOTAL</b>	<b>29,411.1</b>	<b>\$16,001,596.00</b>

**Exhibit C: Napoli Shkolnik Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$27.02
2. Printing and photocopying (in-house)	\$0.00
3. Computerized research - Lexis/Westlaw (actual charges only)	\$1,373.96
4. Telephone - long distance (actual charges only)	\$0.00
5. Travel (pursuant to Travel Limitations)	\$11,965.00
6. Airfare (pursuant to Travel Limitations)	\$60,720.81
7. Reasonable ground transportation (pursuant to Travel Limitations) <sup>1</sup>	\$9,951.23
8. Hotel - (pursuant to Travel Limitations)	\$16,921.17
9. Reasonable meals	\$2,352.32
10. Other reasonable and necessary charges (e.g., parking) <sup>2</sup>	\$1,024,436.92

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<sup>2</sup> Other expenses including but not limited to fees related to experts, special master, and mediators.

# **EXHIBIT 5**

**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. MAJZOUN

**DECLARATION OF JEFFREY LANCE ABOOD IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Jeffrey Lance Abood, hereby declare as follows:

1. I am an Attorney at The Abood Law Firm. I have personal knowledge of the matters stated in this Declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by Abood Law in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

3. Over the course of this litigation, Abood Law has been involved as the local counsel for Bronstein Gewirtz & Grossman ("BG&G") beginning with the filing of the Village Shores case. As local counsel we have been engaged in the following specific activities:

- *Pleadings*: Abood Law assisted BG&G in drafting pleadings specifically in the Village Shores matter.
- *Strategy and Planning*: In coordination with BG&G we participated in strategic discussions in relation to case investigation, pleadings, and briefings.
- *Hearings*: Attended and discussed with team periodic Court status conferences.
- *Lead Counsel Duties*: Reviewed thousands of correspondences and pleadings, including but not limited to, Appearances, Complaints, Memorandums, Motions, Responses, Claims Data Sheets, Opinions and Orders, and Stipulated Orders, received in relation to the Village Shores matter.

4. The total number of hours expended on this litigation by The Abood Law Firm for the common benefit of Plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 377.5 hours. The total lodestar for this work using current billing rates is \$181,200.00. Abood Law has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent by the Firm's attorneys and professional staff who worked on this litigation, and their lodestars based on Abood Law's current billing rates from inception of the case through February 15, 2021. Attached as Exhibit B is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on Abood Law's historical billing rates from inception of the case through February 15, 2021. Additionally, attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued by Abood

Law on this litigation from inception of the case through February 15, 2021, categorized by task. Abood Law prepared these schedules from contemporaneous daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507). The hourly rates reflected in Exhibit A and B are the same as the usual and customary hourly rates. Charged for Abood Law Firm's services on a contingent basis in similar complex class action litigation.

6. The total amount of unreimbursed expenses incurred by Abood Law directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$841.80. I have attached as Exhibit D a breakdown by category of these expenses. These are reflected on Abood Law books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

7. The time and expense records described herein were reviewed by my

firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

8. Upon request from the Court, Abood Law is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C, and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 1, 2021  
Birmingham, MI

Respectfully submitted,

THE ABOOD LAW FIRM

/s/ Jeffrey Lance Abood

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Jeffrey Lance Abood (P72607)

**Exhibit A: Abood Law Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Abood, Andrew	P	\$480	10.4	\$4,992.00
Abood, Jeffrey	P	\$480	29.1	\$13,968.00
Blaskiewicz, Liz	L	\$480	5.7	\$2,736.00
Polaskey, Regina	L	\$480	6.0	\$2,880.00
Wolkinson, David	OC	\$480	46.1	\$22,128.00
DeAngelis, Erica*	A	\$480	1.1	\$528.00
Barnett, Dan*	A	\$480	279.1	\$133,968.00
<b>TOTAL</b>			<b>377.5</b>	<b>\$181,200.00</b>

P	Partner
OC	Of-Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit B: Abood Law Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Abood, Andrew	P	2016	\$375	10.4	\$3,900.00
Abood, Jeffrey	P	2016	\$375	29.1	\$10,912.50
Blaszkiewicz, Liz	L	2016-April 2017	\$375	3.8	\$1,425.00
Blaszkiewicz, Liz	L	May 2018	\$445	1.9	\$845.50
Polaskey, Regina	L	2016	\$375	6.0	\$2,250.00
Wolkinson, David	OC	2016	\$375	46.1	\$17,287.50
DeAngelis, Erica*	A	2016	\$375	1.1	\$412.50
Barnett, Dan*	A	2016-April 2017	\$375	259.2	\$97,200.00
Barnett, Dan*	A	May 2018	\$445	19.9	\$8,855.50
<b>TOTAL</b>				<b>377.5</b>	<b>\$143,088.50</b>

P	Partner
OC	Of-Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit C: Abood Law Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	14.9	\$7,152.00
2. Document Review		
3. Legal Research	4.4	\$2,112.00
4. Pleadings, Briefs and Pretrial Motions	15.1	\$7,248.00
5. Other Discovery		
6. Deposition Prep/Take/Defend		
7. Experts/Consultants		
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	51.3	\$24,624.00
12. Litigation Strategy and Case Management	63.6	\$30,528.00
13. Settlement		
14. Travel		
15. Committee Meetings or Calls	42.2	\$20,256.00
16. Lead Counsel/PEC/Liaison Counsel Duties	186.0	\$89,280.00
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>377.5</b>	<b>\$181,200.00</b>

**Exhibit D: Abood Law Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$86.00
2. Printing and photocopying (in-house)	
3. Computerized research - Lexis/Westlaw (actual charges only)	
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$727.00
8. Hotel - (pursuant to Travel Limitations)	
9. Reasonable meals	
10. Other reasonable and necessary charges (e.g., parking)	\$28.80
<b>TOTAL</b>	<b>\$841.80</b>

# **EXHIBIT 6**

**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 LARRY E. COBEN IN SUPPORT OF PLAINTIFFS’  
MOTION FOR AN AWARD OF ATTORNEYS’ FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Larry E. Coben, hereby declare as follows:

1. I am a shareholder of the law firm Anapol Weiss (“AW”). In August 2019, I was appointed by the Court and served as Interim Subclass Settlement Counsel for Children ages 0 to 6 in the above captioned matter. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by AW in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from the date of my appointment through February 15, 2021.

3. Upon my appointment as Subclass Settlement Counsel, I received and carefully reviewed a host of pleadings, published studies and Class counsel presentations, which then prompted our independent research of the issues raised by

the parties that required analysis in the representation of the thousands of young children I was tasked to represent. Over the course of this litigation, AW has been involved in the following specific activities:

- *Pleadings*: Studying the operative Class Complaint, the opinions issued in the case by the District Court and Court of Appeals, and other related motions and briefs in ancillary filings including the Motion for Preliminary Injunction with the attached exhibits detailing the expert analysis of the injuries and potential injury risks to children, and all of the documents related to the Mediation Statement furnished to the Court.
- *Medical Research and Analysis*: Because I was tasked with studying, analyzing and determining the nature and extent of harm suffered by young children, I began with a careful review of all the submitted medical and epidemiological assessments obtained to date. This then prompted further studies and consultation with other subclass counsel and consultations with experts who were instrumental in identifying the harm and analyzing the medical and functional prognosis for children exposed to lead poisoning. In carrying out these tasks, I reviewed and considered the substantive medical studies in over seventy published papers--because my tasks included carefully determining the actual risks of neurocognitive disability to these young people. Of course, associated with these studies was the census information produced to date and gauging for myself the probable value of each child's claim in comparison with the funds then being proposed in settlement.
- *Pre-Mediation and Settlement Activities*: In preparation for Mediation and Settlement, once appointed and after an initial review of documents, subclass counsel met via telephone and then in person to discuss a host of issues raised by the medical and financial experts in an effort to better define the interests of each subclass and develop strategies to engage in negotiations for resolution. Each subclass counsel then assumed responsibility for the investigation and development of criteria for evaluating the losses of their respective clients. To that end, I had dozens of conversations and meetings with the Plaintiffs' experts and developed an educated perspective of the functional/educational issues my clients were experiences and would

most likely experience/suffer in the future.

Because some settlement discussions had arisen before appointment of subclass counsel, it was necessary to review the various proposed settlement structures already drafted and address the scope of these proposals in light of the scope of injuries and damage claims, the funds offered in settlement and the relative harm of each subclass.

In meetings with other subclass counsel, it was decided that each counsel would assume responsibility for providing relevant assessments to the group regarding the host of issues that would need to be accounted for in deciding upon the appropriate division of funds vis a vis each subclass. To that end, AW undertook the study of the medical and economic issues that needed to be considered. This work included identifying the scope of my subclass and the predictable harm within the class, as well as the long-term plans essential to treat and/or mitigate future harm. Many of these assessments required studying the available medical and economic literature pertinent to lead poisoning and discussing with experts the probable future harm. I developed a working plan which was modified by my co-counsel and then shared between all subclass counsel until a consensus was reached.

- *Strategy and Planning Pre-Mediation:* In coordination with co-counsel, AW has led and/or participated in strategic decision and planning discussions in relation to case investigation and in calls and meetings to plan and assess case status and ensure the efficient management of tasks related to settlement discussion and plans. I also helped develop the Flint Water Cases Qualified Settlement Fund Categories, Monetary Awards, and Required Proofs Grid that will be used in the claims administration process to determine the amount of any given monetary award to a minor claimant. This grid uses objective criteria to assess which category a minor claimant is in based on the claimant's injuries and indicates the corresponding award amount to which they are entitled. By providing an objective means for ascertaining the appropriate award amount to each minor claimant, the grid ensures that each minor claimant will be treated fairly.
- *Mediation and Post-Mediation Strategy and Planning Activities:* In October 2019, AW attended and participated in a mediation session with the parties, reviewed the offers of settlement, conducted meetings with all counsel and then developed a post-mediation plan to further resolve

issues related to funding and proportionate distribution between the subclasses and non-class individuals who would be beneficiaries of a settlement. These activities included further refinement of the economic impact of the injuries to children and further meetings with experts and other subclass counsel, as well as meetings with Special Master Greenspan. Additional travel and meetings were held to address proposed injury grids and proportionate distributions between subclass and non-class liaison counsel to resolve our differing views regarding both the value of claims and the proportionality of the settlement funds between subclasses.

In 2020, meetings by phone and in person continued in an effort to resolve disputes regarding the proportionality of the proposed settlement as well as the resolution of various iterations of the draft injury grid. Once AW and other counsel reached a tentative resolution, documents were circulated and reviewed to memorialize the settlement agreement. AW was involved in reviewing all the proposed settlement documents and determining the acceptability of this release for our subclass group.

- *Class Certification:* AW reviewed and approved of the briefing and supporting materials used in seeking class certification and attended by phone the hearing held by the Court for preliminary approval of the settlement.

4. The total number of hours expended on this litigation by AW for the common benefit of plaintiffs in the Flint Water Cases from appointment through February 15, 2021 is 491.5 hours, representing a lodestar of \$352,400.00. These billing rates have, over the past two years, remained the same. AW has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent by me and my firm's professional staff who worked on this litigation. AW prepared this schedule from contemporaneously made daily time records regularly

prepared and maintained by the timekeepers identified in this exhibit. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. The hourly rates used were capped for this matter and below the standard billing rate for the AW shareholder who worked on this case. The hourly rates reflected in Exhibit A are less than the usual and customary hourly rates charged for AW's services on a contingent basis in similar complex class action litigation. The breakdown of lodestar by task code is attached as Exhibit B.

6. The total amount of unreimbursed expenses incurred by AW directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from appointment through February 24, 2021 is \$5,112.97. These expenses are reflected on AW's books and records and will be produced if requested. These expenses were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases. These expenses are itemized in Exhibit C.

7. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense

Procedures (ECF No. 507) concerning common benefit work and expenses.

8. Upon request from the Court, AW is prepared to submit for *in camera* review the daily time records and expenses.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021  
Scottsdale, Arizona

/s/ Larry E. Coben  
Larry E. Coben

**Exhibit A: AW Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Larry Coben	P	\$800	423.5	\$338,800.00
Brittany Benton	L	\$200	7.0	\$1,400.00
Cheyenne Camarena	L	\$200	36.0	\$7,200.00
Makayla Enders	L	\$200	25.0	\$5,000.00
<b>TOTAL</b>			<b>491.50</b>	<b>\$352,400.00</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

**Exhibit B: AW Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	7.0	\$1,400.00
2. Document Review	343.7	\$238,360.00
3. Legal Research	4.0	\$3,200.00
4. Pleadings, Briefs and Pretrial Motions		
5. Other Discovery		
6. Deposition Prep/Take/Defend		
7. Experts/Consultants	10.0	\$8,000.00
8. Case Vetting/Bellwether		
9. Class Certification	2.0	\$1,600.00
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	1.8	\$1,440.00
12. Litigation Strategy and Case Management	5.0	\$4,000.00
13. Settlement		
14. Travel	32.0	\$25,600.00
15. Committee Meetings or Calls	86.0	\$68,800.00
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>491.5</b>	<b>\$352,400.00</b>

**Exhibit C: AW Litigation Expenses**

<b>Expense codes</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$30.36
2. Printing and photocopying (in-house)	
3. Computerized research - Lexis/Westlaw (actual charges only)	
4. Telephone - long distance (actual charges only)	\$23.54
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	\$2,917.19
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$760.74
8. Hotel - (pursuant to Travel Limitations)	\$894.68
9. Reasonable meals	\$338.55
10. Other reasonable and necessary charges (e.g., parking)	\$147.91
<b>TOTAL</b>	<b>\$5,112.97</b>

# **EXHIBIT 7**

**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. MAJZOUN

**DECLARATION OF PERETZ BRONSTEIN IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Peretz Bronstein, hereby declare as follows:

1. I am a member of the law firm Bronstein, Gewirtz & Grossman, LLC ("BG&G"). I am a member of Plaintiffs' Executive Committee ("PEC"), serving under the leadership of Interim Co-Lead Counsel Theodore J. Leopold and Michael L. Pitt. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by BG&G in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through January 31, 2021.

3. Over the course of this litigation, BG&G has been involved in the following specific activities:

- *Pleadings*: Assisted in the researching and drafting of Class Plaintiffs'

amended complaints.

- *Motions to Dismiss and for Reconsideration*: Reviewed and commented on draft motions to dismiss and for reconsideration.
- *Appeals*: Reviewed and commented on a number of briefs submitted to the Court of Appeals.
- *Discovery*: Took party and expert depositions, reviewed millions of pages of documents produced; reviewed and commented on discovery demands and briefing; drafted motion to seal. Reviewed *Daubert* motions and expert reports.
- *Hearings*: Attended and discussed with team periodic Court status conferences.
- *Class Certification*: Reviewed and commented on briefing supporting and in opposition to Class Plaintiffs' motion for class certification.
- *Mediation and Settlement*: Reviewed and commented on Settlement Agreement and related briefing.
- *Strategy and Planning*: Participated in regular Interim Lead Counsel led calls and planning meetings to strategize, plan and ensure the efficient management of tasks.

4. The total number of hours expended on this litigation by BG&G for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through January 31, 2021 is 15,104.7 hours. The total lodestar for this work is \$6,301,512.50. Throughout its work on the matter, BG&G has kept its billing rates for this matter constant at its initial billing rates. BG&G has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent by the firm's attorneys and professional staff who worked on this litigation, and their

lodestars based on BG&G's billing rates from inception of the case through January 31, 2021. Additionally, attached as Exhibit B is a detailed summary indicating the time spent and lodestar accrued by BG&G on this litigation from inception of the case through January 31, 2021, categorized by task. BG&G prepared these schedules from contemporaneous daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. The hourly rates reflected in Exhibit A are the same as or less than the usual and customary hourly rates charged for BG&G's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class action cases.<sup>1</sup>

6. The total amount of unreimbursed expenses incurred by BG&G directly (i.e. not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through January 31, 2021 is \$20,852.95. I have attached as Exhibit C a breakdown by category of these expenses. These are reflected on BG&G's books and records. The books and records are prepared from expense

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<sup>1</sup> See, e.g., *Hartsock v. Spectrum Pharms., Inc.*, No. 2:16-cv-02279 (D. Nev.), ECF Nos. 156-4, 163; *In re Patriot Nat'l, Inc. Secs. Litig.*, No. 1:17-cv-01866 (S.D.N.Y.), ECF Nos. 136-6, 151; *Duncan v. Joy Global Inc.*, No. 2:16-cv-01229 (E.D. Wis.), ECF Nos. 64, 78.

vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit C were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

7. The time and expense records described herein were reviewed each month by firm attorneys for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses. Time and expense records were submitted monthly to Special Master Deborah Greenspan and Interim Co- Lead Counsel.

8. Upon request from the Court, BG&G is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, and C.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 3, 2021  
New York, New York

/s/ Peretz Bronstein  
Peretz Bronstein

**Exhibit A: BG&G Lodestar**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Bronstein, Aaron	L	\$225	115.8	\$26,055.00
Bronstein, Peretz	P	\$700	852.0	\$596,400.00
Gaydos, John	O	\$350	417.1	\$145,985.00
Gewirtz, Shlomo	L	\$225	2.0	\$450.00
Johnson, Joseph	O	\$350	3,519.5	\$1,231,825.00
Kimelman, Eitan	C	\$350	30.8	\$10,780.00
Palace, David	C	\$550	3,198.9	\$1,759,395.00
Sapir, Ashi	L	\$225	1.5	\$337.50
Smith, Cheoma	O	\$350	1,954.2	\$683,970.00
Soloveichik, Yitzchak	C	\$650	50.0	\$32,500.00
Taylor, Carolyn	O	\$350	4,425.0	\$1,548,750.00
Whitehead, Kimberley	O	\$350	82.5	\$28,875.00
Winterstein, Noach	LG	\$250	47.6	\$11,900.00
Yiftach, Shimon	C	\$550	407.8	\$224,290.00
<b>TOTAL</b>			<b>15,104.7</b>	<b>\$6,301,512.50</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
LG	Law Graduate
O	Contract

**Exhibit B: BG&G Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	7	\$3,287.50
2. Document Review	13637.9	\$5,423,200.00
3. Legal Research	142.1	\$90,080.00
4. Pleadings, Briefs and Pretrial Motions	305.5	\$185,620.00
5. Other Discovery	247.5	\$139,640.00
6. Deposition Prep/Take/Defend	79.5	\$51,935.00
7. Experts/Consultants	10	\$7,000.00
8. Case Vetting/Bellwether	1	\$675.00
9. Class Certification	3	\$2,100.00
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	30.3	\$21,035.00
12. Litigation Strategy and Case Management	268.3	\$174,777.50
13. Settlement	152.1	\$51,397.50
14. Travel	130.3	\$89,410.00
15. Committee Meetings or Calls	87.1	\$59,260.00
16. Lead Counsel/PEC/Liaison Counsel Duties	3.1	\$2,095.00
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>15,104.7</b>	<b>\$6,301,512.50</b>

**Exhibit C: BG&G Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$29.88
2. Printing and photocopying (in-house)	
3. Computerized research - Lexis/Westlaw (actual charges only)	\$151.30
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	\$15,634.51
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$3,705.69
8. Hotel - (pursuant to Travel Limitations)	\$961.00
9. Reasonable meals	\$18.04
10. Other reasonable and necessary charges (e.g., parking)	\$352.53
<b>TOTAL</b>	<b>\$20,852.95</b>

# **EXHIBIT 8**

**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. MAJZOUN

**DECLARATION OF CYNTHIA M. LINDSEY IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Cynthia M. Lindsey, hereby declare as follows:

1. I am the Founding Member and Managing Partner at the law firm of CYNTHIA M. LINDSEY & ASSOCIATES, PLLC, and I have been so since its inception in June 1985. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses.

3. More specifically, I describe the time invested and expenses incurred by me in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

4. Over the course of this litigation, I have been involved in the following specific activities:

- *Case Development:* My firm and I have taken the lead in being extensively involved with thousands of our class members, staffing the Flint office, providing legal advice to class members, case vetting, case management, preparing clients for bellwether litigation, preparing Fact Sheets for class representatives and deposition preparation of several class representatives for their depositions.
- *Discovery:* My firm and I have been involved in the extensive discovery to date in these cases that has included: reviewing millions of pages of documents produced; drafting substantive briefing and discovery requests and responses; and preparing for and participating in Court conferences regarding discovery disputes.
- *Deposition Take/Defend:* My firm and I have taken the lead in, participated in and/or defended 47 depositions for a total of 97 hours for which no time has been listed or included in the below stated total hours.
- *Strategy and Planning:* In coordination with co-counsel, my firm and I have been involved in strategic decision and planning discussions throughout the case in relation to case investigation, pleadings, briefing, and discovery, and have participated in calls and meetings to plan and assess case status and ensure the efficient management of tasks.

5. The total number of hours expended on this litigation by my firm for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 5522.2 hours. The total lodestar for this work is \$3,683,440.00.

6. Attached as **Exhibit A** is a detailed summary indicating the time spent and lodestar accrued by my firm on this litigation from inception of the case through February 15, 2021, categorized by task. My firm has not received any payment to

date for this work.

7. Additionally, attached as **Exhibit B** is a detailed summary indicating the time spent and lodestar accrued by my firm on this litigation from inception of the case through February 15, 2021, categorized by task.

8. My firm prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the firm.

9. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order.

10. I began my legal career in Products Liability for the American Motors Corporation, from 1985-1987. I was an Assistant Corporation Counsel for the City of Detroit in 1989. I was In-house Counsel and a Special Litigator for the Canadian National Railroad Company headquartered in Montreal, Canada and for the Grand Trunk Western Railroad Company headquartered in the United States from 1989-1995 where I litigated cases nationwide under the Federal Employer Liability Act (FELA) in State and Federal Courts. I was a Partner and Litigation/Trial Attorney for two law firms in Oakland County from 1994-1998. I was Senior Managing Attorney for the Detroit Medical Center (DMC) and Assistant General Counsel for Blue Cross Blue Shield of Michigan (BCBSM) and Blue Care Network (BCN) and

the Accident Fund Company (AFC) from 1998-2001.

11. I was an Administrative Law Specialist (Attorney-16) for the Office OF Financial And Insurance Regulation (OFIR), Lansing, Michigan, for the State of Michigan – Office of General Counsel, from 2007-2010, where on behalf of the Insurance Commissioner for the State of Michigan, I independently managed the most complex compliance cases alleging violations of state and federal laws, from completion of investigation to final resolution by settlement or formal administrative hearing. Cases involved issues such as whether entities had committed unfair trade practices, violated privacy laws, engaged in improper financial conduct, or other conduct prohibited by various statutes.

12. Since 2010, I have practiced almost exclusively in probate litigation in state court. Other litigation I have handled has been based upon a one-third contingency fee as opposed to an hourly fee.

13. During the course of my 36 years as an attorney, I have evaluated, investigated, and litigated hundreds of disputes, arbitrations, and mediations, pertaining to: General Negligence, Personal Injury, Mass Tort Litigation (Breast Implants, Carpal Tunnel Syndrome, Hearing Loss, Asbestosis, Mesothelioma, and Environmental Toxic Tort Claims), Employee and Labor including but not limited to the Age Discrimination Act (ADA), Age Discrimination claims involving the Employment Act (ADEA), Family Medical Leave Act (FMLA), Michigan Persons

with Disability Civil Rights Act (MPDCR), Title VII Civil Rights Act (Title VII), Elliott Larsen Civil Rights Act (ELCRA) and the Federal Employee Liability Act (FELA), at the Federal and State level and with administrative agencies and on behalf of individuals (Plaintiffs and Defendants).

14. The hourly rates reflected in **Exhibit A** are similar to the usual and customary hourly rates charged by attorneys with similar years of experience and expertise on a contingent basis in similar complex class action litigation and that have been approved by courts in other class action cases.<sup>1</sup>

15. The total amount of unreimbursed expenses incurred by my firm directly (*i.e.*, not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is **\$13,673.84**.

16. I have attached as **Exhibit C** breakdown by category of these expenses. These are reflected on my books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred.

17. The expenses reflected in **Exhibit C** were reasonably incurred and

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<sup>1</sup> Shermene Sealey has 40 years of experience as a licensed attorney in continuous practice in the State of Michigan.

necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

18. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

19. Upon request from the Court, I am prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, and C.

I declare under penalty of perjury that the foregoing is true and correct based upon my information, knowledge, and belief.

Executed on March 8, 2021  
Detroit, Michigan

/S/ Cynthia M. Lindsey (P37575)  
Cynthia M. Lindsey (P37575)

**Exhibit A: CML Lodestar**

<b>Professional</b>	<b>Position</b>	<b>Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Cynthia M. Lindsey	P	\$700	3094.2	\$ 2,165,940.00
Shermane T. Sealey	C/P	\$625	2428.0	\$ 1,517,500.00
<b>TOTAL</b>			<b>5,522.2</b>	<b>\$3,683,440.00</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

**Exhibit B: CML Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	53.7	\$35,977.50
2. Document Review	122.0	\$81,560.00
3. Legal Research	27.8	\$18,507.50
4. Pleadings, Briefs and Pretrial Motions	1,267.8	\$847,245.00
5. Other Discovery	192.7	\$128,275.00
6. Deposition Prep/Take/Defend	94.1	\$64,115.00
7. Experts/Consultants		
8. Case Vetting/Bellwether	1,271.8	\$845,777.50
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	50.9	\$34,310.00
12. Litigation Strategy and Case Management	1,233.6	\$820,087.50
13. Settlement	174.2	\$116,397.50
14. Travel	424.6	\$285,512.50
15. Committee Meetings or Calls	540.2	\$359,157.50
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal	68.8	\$46,517.50
<b>TOTAL</b>	<b>5,522.2</b>	<b>\$3,683,440.00</b>

**Exhibit C: CML Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	
2. Printing and photocopying (in-house)	
3. Computerized research - Lexis/Westlaw (actual charges only)	
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	
7. Reasonable ground transportation (pursuant to Travel Limitations) <sup>2</sup>	\$13,673.84
8. Hotel - (pursuant to Travel Limitations)	
9. Reasonable meals	
10. Other reasonable and necessary charges (e.g., parking)	
<b>TOTAL</b>	<b>\$13,673.84</b>

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<sup>2</sup> These expenses comprised local travel back and forth from the Detroit office to the Flint office at 144 miles round trip and \$.58 per mile.

# **EXHIBIT 9**

**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. MAJZOUN

**DECLARATION OF NEAL H. WEINFELD IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES TO DEDENDUMGROUP LLC**

Pursuant to 28 U.S.C. § 1746, I, Neal H. Weinfield, hereby declare as follows:

1. I am a member of the law firm DedendumGroup LLC ("Dedendum"). I work in conjunction with Cohen Milstein Sellers & Toll PLLC ("CMST"). I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by Dedendum in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

3. Over the course of this litigation, Dedendum has been involved in the following specific activities:

- *Case preparation and factual research:* Throughout the litigation Dedendum was extensively involved in researching and developing the factual and scientific aspects of the case.
- *Pleadings:* At the direction of CMST, Dedendum was extensively involved in the researching and drafting of Class Plaintiffs' multiple

amended complaints related to expert and other scientific issues.

- *Discovery:* At the direction of CMST, Dedendum has taken a leading role in the extensive discovery to date in these cases that includes: reviewing thousands of documents produced; drafting substantive briefing and discovery requests and responses; assisting in the preparation for more than 20 depositions; and conducting extensive expert analysis and discovery.
- *Expert witness reports:* At the direction of CMST, Dedendum worked extensively with numerous scientific experts and reviewed numerous scientific studies and site specific data.
- *Court appearances:* At the direction of CMST, Dedendum attended court during the early phases of the case to participate in developing discovery schedules.
- *Settlement:* At the direction of CMST, Dedendum prepared and presented detailed factual analysis and positions to opposing counsel for the purposes of facilitating early settlement of the case.

4. The total number of hours expended on this litigation by Dedendum for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 846.4 hours. The total lodestar for this work using current billing rates at \$650/hour is \$550,160. Dedendum's billing rate has not changed since the onset of this litigation. Dedendum has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on Dedendum's current billing rates from inception of the case through February 15, 2021. Additionally, attached as Exhibit B is a detailed summary

indicating the time spent and lodestar accrued by Dedendum on this litigation from inception of the case through February 15, 2021, categorized by task. Dedendum prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order.

6. I reviewed the time records described herein for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

7. Upon request from the Court, Dedendum is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A and B.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 7, 2021  
Highland Park, IL

/s/ Neal H. Weinfield  
Neal H. Weinfield

**Exhibit A: Dedendum Lodestar**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Weinfield, Neal	Member	2016	\$650	358.2	\$232,830
Weinfield, Neal	Member	2017	\$650	249.5	\$162,175
Weinfield, Neal	Member	2018	\$650	142.5	\$92,625
Weinfield, Neal	Member	2019	\$650	53	\$34,450
Weinfield, Neal	Member	2020	\$650	20.1	\$13,065
Weinfield, Neal	Member	2021	\$650	23.1	\$15,015
<b>TOTAL</b>				846.4	\$550,160

**Exhibit B: Dedendum Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	0	
2. Document Review	106.4	\$69,160
3. Legal Research	0	
4. Pleadings, Briefs and Pretrial Motions	421.8	\$274,170
5. Other Discovery	0	
6. Deposition Prep/Take/Defend	0	
7. Experts/Consultants	266.7	\$173,355
8. Case Vetting/Bellwether	0	
9. Class Certification	0	
10. Trial Preparation and Trial	0	
11. Court Appearances/Arguments before the Court	10.3	\$6,695
12. Litigation Strategy and Case Management	0	
13. Settlement	31.2	\$20,280
14. Travel	0	
15. Committee Meetings or Calls	10	\$6,500
16. Lead Counsel/PEC/Liaison Counsel Duties	0	
17. Time and Expense Admin	0	
<b>TOTAL</b>	<b>846.4</b>	<b>\$550,160</b>

# **EXHIBIT 10**

**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 VINCENT J. WARD IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Vincent J. Ward, hereby declare as follows:

1. I am a partner of the law firm Freedman Boyd Hollander Goldberg Urias & Ward P.A. ("FBH"). I was appointed to serve as sub-class counsel on behalf of adults. I have personal knowledge of the matters stated in this Declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by FBH in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

3. Over the course of this litigation, FBH has been involved in the extensive mediation and settlement negotiation process involving several meetings among counsel with the leadership of the Special Master. As counsel for the adult sub-class, I spent considerable time evaluating the strengths and weaknesses of the

personal injury claims of adults impacted by the lead exposure. For example, I reviewed documents and conducted legal research to determine the type of claims that could be brought by adults, whether causation could be proven, and what types of damages individual claimants could expect to receive if litigated through trial. For this analysis I conducted research that is typical of personal injury attorneys. For example, I examined the cost of past and future medical treatment, evaluated proof and evidentiary challenges, and considered the novelty of some of the claims. This was especially important since the parties' proposed method for allocating settlement proceeds among the adult sub-class required that I form an opinion about the high and low end of a potential damage award for the various and often disparate injuries that were experienced across the adult sub-class. Through this work I was able to determine that the allocation of proceeds to adults, and the proposed plan of allocation, was fair, equitable, and proportionate.

4. The total number of hours expended on this litigation by FBH for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 191.8 hours. The total lodestar for this work using current billing rates is \$62,075.00. The lodestar using applicable historical billing rates is \$62,075.00. FBH has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent

by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on FBH's current billing rates from inception of the case through February 15, 2021. Attached as Exhibit B is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on FBH's historical billing rates from inception of the case through February 15, 2021. Additionally, attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued by FBH on this litigation from inception of the case through February 15, 2021, categorized by task. FBH prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. The hourly rates reflected in Exhibits A and B are the same as the usual and customary hourly rates charged for FBH's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class action cases.

6. The total amount of unreimbursed expenses incurred by FBH directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$5,389.18. I have attached as Exhibit D a breakdown by category of these expenses. These are reflected on FBH's

books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

7. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

8. Upon request from the Court, FBH is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021

Vincent J. Ward

/s/ Vincent J. Ward

Vincent J. Ward

**Exhibit A: FBH Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Jennifer N. Higuera*	L	\$125.00	1.3	\$162.50
Vincent J. Ward	P	\$325.00	190.5	\$61,912.50
<b>TOTAL</b>			191.8	\$62,075.00

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit B: FBH Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Historical Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Jennifer N. Higuera*	L	\$125.00	1.3	\$162.50
Vincent J. Ward	P	\$325.00	190.5	\$61,912.50
<b>TOTAL</b>			191.8	\$62,075.00

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit C: FBH Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	4.3	\$1,137.50
2. Document Review	38.5	\$12,528.75
3. Legal Research	6.0	\$1,950.00
4. Pleadings, Briefs and Pretrial Motions		
5. Other Discovery		
6. Deposition Prep/Take/Defend		
7. Experts/Consultants		
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court		
12. Litigation Strategy and Case Management		
13. Settlement	84.7	\$27,543.75
14. Travel	24.5	\$7,962.50
15. Committee Meetings or Calls	33.8	\$10,952.50
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	191.8	\$62,075.00

**Exhibit D: FBH Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1.Postage, shipping, courier, certified mail	
2.Printing and photocopying (in-house)	
3. Computerized research - Lexis/Westlaw (actual charges only)	
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	\$3,372.97
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$191.67
8. Hotel - (pursuant to Travel Limitations)	\$1,621.40
9. Reasonable meals	\$132.14
10. Other reasonable and necessary charges (e.g., parking)	\$71.00
<b>TOTAL</b>	<b>\$5,389.18</b>

# **EXHIBIT 11**

**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. MAJZOUN

**DECLARATION OF JULIE H. HURWITZ IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Julie H. Hurwitz, hereby declare as follows:

1. I am a partner of the law firm Goodman Hurwitz & James, P.C., (GHJPC). My firm is part of the legal team, alongside the law firm Pitt McGehee Palmer Bonanni & Rivers, P.C., representing the Plaintiff putative class in the above captioned matter. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by GHJPC in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

3. Over the course of this litigation, GHJPC has been involved in the following specific activities:

- *Pre-Filing:* GHJPC was actively and intensively involved in strategic decision-making, preliminary client contact and retention, research,

community education, interviewing potential clients, devising the constitutional legal theories for §1983 claims, principal drafting and filing of initial complaints, both in federal and state courts, including the Genesee County Circuit Court and the Michigan Court of Claims.

- *Pleadings*: GHJPC was extensively involved in the researching and drafting of Class Plaintiffs' complaints and multiple amended complaints.
- *Motions to Dismiss and for Reconsideration*: GHJPC attorneys researched and drafted briefing in opposition to Defendants' multiple motions to dismiss, particularly concerning the claims brought under 42 U.S.C. § 1983 in federal court and directly under the Michigan Constitution in the Michigan Court of Claims. GHJPC attorneys also argued against dismissal of § 1983 claims in federal district court. GHJPC attorneys also drafted briefing for the various motions for reconsideration related to the Court's motion to dismiss rulings.
- *Appeals*: GHJPC was actively involved in the strategic decision-making and primary briefing relating to the multiple appeals that have been filed by various defendants in the litigation, particularly concerning the claims brought under 42 U.S.C. § 1983 and directly under the Michigan Constitution, qualified immunity, the Court's rulings on the multiple motions to dismiss and motions to stay, *amicus* briefs, petitions for *en banc* review and petitions for *certiorari* to the Supreme Court.
  - GHJPC attorneys successfully argued both before the Michigan Court of Appeals and the Michigan Supreme Court, prevailing at both appellate levels, on Plaintiffs' substantive due process claims brought directly under the Michigan Constitution.
  - GHJPC attorneys also successfully argued before the U.S. Court of Appeals for the Sixth Circuit on the issue of the Court's jurisdiction over claims against the City of Flint.
- *Discovery*: GHJPC has participated directly in: the taking and defending of numerous depositions; reviewing millions of pages of documents produced; drafting substantive briefing and discovery requests and responses; assisting class plaintiffs in preparing responses

to discovery requests; participating in extensive expert analysis and discovery.

- *Mediation and Settlement:* Immediately prior to the formal appointment of the Mediators in January 2018, GHJPC played an active role in meeting with one of the Mediators in December 2017, prior to his final appointment, and in working weekly with the legal team to strategize regarding the final selection of the Mediators, as well as the ongoing settlement negotiations and, post-settlement announcement, working with community/clients in assisting with the outreach and registration process.
- *Community Relations/Public Education:* Throughout the course of the litigation, GHJPC has played an active role in planning, attending and speaking at the numerous client/community meetings to discuss the ongoing status of the case and settlement negotiations.
- *Strategy and Planning:* In coordination with co-counsel, GHJPC attorneys have participated at every level of strategic decision and planning discussions throughout the case in relation to case investigation, pleadings, briefing, and discovery, and have participated in and led calls and meetings to plan and assess case status and ensure the efficient management of tasks.

4. The total number of hours expended on this litigation by GHJPC for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 3,132.3 hours.

5. The GHJPC firm has been in existence for 14 years. Close to 100% of all fees to the Firm have been generated through contingent fee arrangements with the Firm's clients. Based on the financial records of the Firm, a current billing rate of \$700 per hour or more for Julie Hurwitz and William Goodman, and \$450 per

hour for Kathryn James,<sup>1</sup> can be derived from a combined review of the average annual net contingent fees received by the Firm from over the last 14 years, coupled with the individual credentials of each attorney in the firm.<sup>2</sup> The total lodestar for this work using their respective billing rates is \$2,033,727.50. GHJPC has not received any payment to date for this work.

6. Attached as Exhibit A is a detailed summary indicating all time spent by each attorney and professional staff-person who worked on this litigation, and their lodestars based on GHJPC's current billing rates, categorized and sub-totaled

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<sup>1</sup> Note that when the Firm first filed this case in November 2015, attorney Kathryn Bruner James was a Senior Associate, with a billing rate of \$400/hour. Starting on January 1, 2017, she became a partner in the firm and her billing rate went up to \$450/hour. The change in her billing rate is so reflected in Exhibits A, B and C.

<sup>2</sup> For example, Julie Hurwitz has been practicing law since 1983, specializing in civil rights litigation. She has been an Adjunct Professor of Law teaching Civil Rights Litigation; has been a "Michigan Super Lawyer" since 2006; is "AV Preeminent" Peer Review Rated by Martindale-Hubbell; has obtained several million-plus dollar jury trial verdicts (all verdicts have resulted in settlements ranging from \$250,000 - \$8,000,000); has written and lectured on various aspects of trial practice, civil rights litigation and government liability throughout the country. William Goodman has specialized in civil rights law since 1965. For 10 years he was the Legal Director of the Center for Constitutional Rights. He teaches Constitutional Litigation at Wayne State Law School. In 2018 he published "Flint, Water, and Race: Proving Racial Intent in Flint Water Crisis" in the *Journal of Law in Society*. Kathryn James has been a member of the GHJPC Firm since its inception and has been involved in litigating several million dollar-plus civil rights cases both as an Associate (2007-2016) and as a partner (2017-present). She is currently an elected member of the Ferndale City Council, is a delegate to the Southeast Michigan Council of Governments, and is co-facilitator of the Detroit Metro ALPACT Steering Committee; she is also currently a "Michigan Super Lawyer."

by each timekeeper from inception of the case through February 15, 2021.

7. Attached as Exhibit B is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on GHJPC's historical billing rates from inception of the case through February 15, 2021.

8. Attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued by GHJPC on this litigation from inception of the case through February 15, 2021, categorized by task.

9. GHJPC prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. The hourly rates reflected in the attached schedules are based on the comparable hourly rates charged for GHJPC's services on a contingent basis in similar complex civil rights litigation.

10. The total amount of unreimbursed expenses incurred by GHJPC directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$12,545.27. Attached as Exhibit D is a breakdown by category of these expenses.

These are reflected on GHJPC's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

11. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

12. Upon request from the Court, GHJPC is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C, and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 2, 2021  
Detroit, Michigan

/s/ Julie H. Hurwitz  
Julie H. Hurwitz

**Exhibit A: GHJPC Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Arraf, Huwaida*	A	\$350	1.8	\$630.00
Goodman, William	P	\$700	909.9	\$636,930.00
Hurwitz, Julie	P	\$700	1,802.2	\$1,261,540.00
James, Kathryn	P	\$450	255.3	\$114,885.00
Bundy, Rebecca	I	\$125	15.8	\$1,975.00
Matouka, Paul*	I	\$125	94.5	\$11,812.50
Seale, Laurel	L	\$100	22.0	\$2,200.00
Meneses, Karene	L	\$100	25.1	\$2,510.00
Brown, Melissa	A	\$250	4.5	\$1,125.00
Nolan, Aleta	L	\$100	1.2	\$120.00
<b>TOTAL</b>			<b>3,132.3</b>	<b>\$2,033,727.50</b>

P	Partner
C	Counsel
Sr. A	Senior Associate
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit B: GHJPC Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Years</b>	<b>Historical Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Arraf, Huwaida*	A	2016	\$350	1.8	\$630.00
Goodman, William	P	2015-2021	\$700	909.9	\$636,930.00
Hurwitz, Julie	P	2015-2021	\$700	1,802.2	\$1,261,540.00
James, Kathryn	Sr. A	2015-2016	\$400	218.6	\$87,440.00
James, Kathryn	P	2017-2021	\$450	36.7	\$16,515.00
Bundy, Rebecca	I	2020-2021	\$125	15.8	\$1,975.00
Matouka, Paul*	I	2017-2020	\$125	94.5	\$11,812.50
Seale, Laurel	L	2019-2020	\$100	22	\$2,200.00
Meneses, Karene	L	2020-2021	\$100	25.1	\$2,510.00
Brown, Melissa	A	2020-2021	\$250	4.5	\$1,125.00
Nolan, Aleta	L	2021	\$100	1.2	\$120.00
<b>TOTAL</b>				<b>3,132.3</b>	<b>\$2,022,797.50</b>

P	Partner
C	Counsel
Sr. A	Senior Associate
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit C: GHJPC Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	7.1	\$2,570.00
2. Document Review	29.8	\$20,860.00
3. Legal Research	206.1	\$121,357.50
4. Pleadings, Briefs and Pretrial Motions	374.7	\$243,590.00
5. Other Discovery	111.5	\$73,175.00
6. Deposition Prep/Take/Defend	238.9	\$167,230.00
7. Experts/Consultants	17.8	\$12,385.00
8. Case Vetting/Bellwether		
9. Class Certification	9.0	\$6,300.00
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	59.7	\$41,540.00
12. Litigation Strategy and Case Management	710.2	\$472,160.00
13. Settlement	104.4	\$44,890.00
14. Travel	220.9	\$152,005.00
15. Committee Meetings or Calls	659.4	\$449,255.00
16. Lead Counsel/PEC/Liaison Counsel Duties	0.7	\$490.00
17. Time and Expense Admin		
18. Appeal	382.1	\$225,920.00
<b>TOTAL</b>	<b>3,132.3</b>	<b>\$2,033,727.50</b>

**Exhibit D: GHJPC Litigation Expenses**

<b>Expense codes</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$33.03
2. Printing and photocopying (in-house)	\$9,354.09
3. Computerized research - Lexis/Westlaw (actual charges only)	\$109.50
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	\$2,067.94
6. Airfare (pursuant to Travel Limitations)	
7. Reasonable ground transportation (pursuant to Travel Limitations)	
8. Hotel - (pursuant to Travel Limitations)	
9. Reasonable meals	\$187.31
10. Other reasonable and necessary charges (e.g., parking)	\$793.40
<b>TOTAL</b>	<b>\$12,545.27</b>

# **EXHIBIT 12**

**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. MAJZOUN

**DECLARATION OF STEVEN HART IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD  
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Steven Hart, pursuant to 28 U.S.C. § 1746, hereby aver and state as follows:

1. I am fully competent to make this declaration, I have personal knowledge of all matters set forth herein unless stated otherwise, and I would testify to all such matters if called as a witness.

2. I am one of the founders of the law firm Hart McLaughlin & Eldridge, LLC ("HME"). My firm, along with my co-counsel, has represented plaintiffs Shari Guertin and her minor child, E.B., and Diogenes Muse-Cleveland before this Court in *Guertin v. State of Michigan*, No. 16-cv-12421, as well as through all appeals that arose out of *Guertin*, including proceedings before the Sixth Circuit in *Guertin v. State of Michigan*, Nos. 17-1698, 17-1699, 17-1745, 17-1752, and 17-1769, and the U.S. Supreme Court in *City of Flint, Michigan v. Guertin*, No. 19-205 and *Busch v. Guertin*, No. 19-350.

3. I am providing this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I am

submitting this declaration to describe the time invested and expenses incurred by HME in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

**Background**

4. I am a licensed attorney admitted to practice in Illinois and New York and before numerous federal courts throughout the country. I graduated from University of Wisconsin-Madison and then John Marshall Law School.

5. My firm, HME, is a law firm based in Chicago that focuses its practice on class actions and complex litigation, representing clients in state and federal trial and appellate courts throughout the country.

6. In my practice, I also regularly handle cases involving matters of first impression and issues of national significance, and I have developed a long track-record of successes at both the trial and appellate level. I and the other attorneys at HME have extensive experience in class action lawsuits similar in size and complexity to this litigation, and we have been recognized as a leader in class actions by our peers and courts around the country. I and/or the other HME attorneys have been appointed as lead counsel, class counsel, liaison counsel,

and/or members of executive committees in numerous class actions.<sup>1</sup>

**HME's Contribution to This Litigation**

7. From the outset of this litigation, the attorneys of HME anticipated spending hundreds of hours litigating the claims in this matter with no guarantee of success. I and the others at my firm understood that prosecution of this litigation would require that other work be foregone, there was significant uncertainty surrounding the applicable legal and factual issues, and there would be significant opposition from a number of defendants with substantial resources and asserted legal defenses.

8. HME assumed a significant risk of non-payment in prosecuting this litigation given the novelty and uncertainty surrounding the legal issues involved, particularly the issue of whether contamination of Flint residents' drinking water could give rise to claims for violation of the substantive due process right to bodily integrity.

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<sup>1</sup> See, e.g., *In re Potash Antitrust Litig. (II)*, MDL No. 1996 (N.D. Ill.); *In re InPhonic, Inc. Wireless Phone Rebate Litig.*, MDL No. 1972 (D.D.C.); *In re Bluetooth Headset Products Liability Litig.*, MDL No. 1822 (C.D. Cal.); *In re Aftermarket Filters Antitrust Litig.*, MDL No. 1957 (N.D. Ill.); *Calvin v. San Antonio Spurs, LLC*, 14-cv-0667 (W.D. Tex.); *Osterholt v. CorePower Yoga, LLC*, 16-cv-5089 (N.D. Ill.); *In re German Automotive Manufacturers Antitrust Litig.*, No. 3:17-md-02796-CRB (Reder), MDL No. 2796; *In re: Broiler Chicken Antitrust Litig.*, No. 15-cv-08637 (N.D. Ill.); *In re Keurig Green Mountain Single-Serving Coffee Antitrust Litig.*, MDL No. 2542 (S.D.N.Y.); *Smith v. City of Chicago*, 15-cv-3467 (N.D. Ill.).

9. Despite these risks, on June 27, 2016, the *Guertin* case was filed and was one of the first cases relating to the subject litigation brought before Her Honor. In turn, the *Guertin* case became one of the first federal Flint Water cases to brief motions to change venue and motions to dismiss. (*Guertin v. State of Michigan, et al.*, No. 16-cv-12421, ECF Nos. 45, 50, 59, 60, 62, 64, 69-70, 81-82, 86, 94, 100, 102-105, 109, 117-124). HME researched, constructed and filed responses to seven separate dispositive motions. As a result on June 5, 2017, the *Guertin* case became the first federal Flint Water Crisis case to withstand dismissal and successfully state a claim under 42 U.S.C. § 1983 for violation of the substantive due process right to bodily integrity. (Opinion and Order Granting in Part and Denying in Part Defendants' Motions to Dismiss, *Guertin v. State of Michigan, et al.*, No. 16-cv-12421, ECF No. 151). HME had significant responsibility in briefing these issues.

10. Following this Court's June 5, 2017 ruling, the government defendants—including the City of Flint and individual Flint and Michigan officials—filed interlocutory appeals. *Guertin v. State of Michigan*, Nos. 17-1698, 17-1699, 17-1745, 17-1752, 17-1769 (6th Cir.). Through those appeals, the Defendants sought to overturn the Court's Order, including its holdings that: (1) Plaintiffs had successfully stated claims for violation of their constitutional right to bodily integrity; (2) that the Defendants are not entitled to a qualified immunity defense to such claims, and (3) that the City of Flint is not entitled to absolute

immunity under the Eleventh Amendment.

11. Counsel for the *Guertin* plaintiffs succeeded in defending this Court's order and obtaining a landmark opinion affirming the Court's order and sustaining our clients' claims. *Guertin v. Michigan*, 912 F.3d 907 (6th Cir. 2019). Again, with respect to *Guertin*, they successfully opposed two petitions for rehearing *en banc* filed by the *Guertin* defendants, 924 F.3d 309 (6th Cir. 2019), as well as two petitions for a writ of *certiorari* filed with the U.S. Supreme Court. *City of Flint v. Guertin*, No. 19-205, 2020 WL 283268 (Mem) (Jan. 21, 2020) (denying petition for writ of *certiorari*); *Busch v. Guertin*, No. 19-350, 2020 WL 283269 (Mem) (Jan. 21, 2020) (same).

12. HME has materially advanced the interests of all plaintiffs seeking recovery in the Flint Water Crisis cases. Over the course of this litigation, HME. and its attorneys have been involved in the following specific activities:

- *Pleading – Motion to Change Venue*: HME successfully briefed and opposed a motion to change venue and attended the hearing regarding the same at the incipency of the litigation;
- *Pleading – Motions to Dismiss*: HME briefed responses to the numerous motions to dismiss in the *Guertin* action and was found, in a landmark decision, to have successfully stated a claim under 42 U.S.C. § 1983 for violation of the substantive due process right to bodily integrity. HME likewise reviewed and analyzed the initial *Guertin* complaint to propose amendments following this Court's ruling on the Defendants' motions to dismiss. HME also briefed the opposition to stay the case given the appeal;
- *Appellate Briefing*: HME attorneys reviewed and revised the principal

briefing in the *Guertin* appeal before the Sixth Circuit which included persuasive legal theories that were ultimately adopted in the Sixth Circuit's opinion;

- *Establishing Favorable Precedent*: The efforts of HME attorneys led to the landmark ruling in *Guertin* in the Eastern District of Michigan and the precedent setting at the Sixth Circuit in *Guertin*, furthering the prompt and just resolution of this litigation for the well-deserved benefit of the putative class members and plaintiffs in individual cases;
- *Hearings*: HME attorneys traveled to attend court hearings before this Court to remain apprised of proceedings in the District Court;
- *Litigation Strategy*: In close coordination with Lead Counsel, HME attorneys have ensured that litigation strategy throughout the appellate process would lead to opinions and rulings that would inure to the benefit of all plaintiffs in the Flint Water Crisis cases pending in trial courts.

13. Despite significant risks and asserted legal defenses, HME's capable lawyering yielded a substantial benefit for all plaintiffs and class members in Flint Water Crises.

**HME's Reasonable Attorneys' Fees Incurred**

14. As is the general practice of most law firms, the attorneys and staff of HME were responsible for keeping track of their own billable time related to this matter and did so with detailed time entries. The majority of these records are centralized in a billing management software program to which all employees have access.

15. The total number of hours expended on this litigation by HME attorneys for the common benefit of plaintiffs in the Flint Water Cases (including but not

limited to the Class Plaintiffs) from inception through February 15, 2021 is 364.5 hours. The total lodestar for this work based on billing rates at the time of the work is \$217,740.00. My firm has not received any payment to date for this work.

16. Below is a table summarizing the time spent by my firm's attorneys who worked on this litigation, and their lodestars based on billing rates at time of the work through February 15, 2021. This table summary was prepared from contemporaneously made daily time records regularly prepared and maintained by the timekeepers.

<b>ATTORNEY (Position)</b>	<b>HOURS</b>	<b>HOURLY RATE</b>	<b>TOTAL</b>
Steven Hart (Founding Partner)	73.6	\$850	\$62,560.00
Robert McLaughlin (Founding Partner)	26.3	\$850	\$22,355.00
Brian Eldridge (Founding Partner)	1.5	\$850	\$1,275.00
Jack Prior (Associate) <sup>2</sup>	159.7	\$500	\$79,850.00
Ben Shrader	38.4	\$500	\$19,200.00

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<sup>2</sup> Mr. Prior became partner at HME in 2020, but the time billed is reflective of his position at the time of billing as an associate.

(Associate) <sup>3</sup>			
John Marrese (Associate) <sup>4</sup>	0.6	\$500	\$300.00
Kyle Pozan (Associate) <sup>5</sup>	0.6	\$500	\$300.00
Christina Flores (Associate) <sup>6</sup>	53.9	\$500	\$26,950.00
Blake Stubbs (Associate)	9.9	\$500	\$4,950.00
<b>Total</b>	<b>364.5</b>		<b>\$217,740.00</b>

17. Below is a table summarizing the Lodestar by Task:

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	5.6	\$2,800.00
2. Document Review	105.1	\$52,900.00
3. Legal Research		

<sup>3</sup> Mr. Shrader became partner at HME in 2020, but the time billed is reflective of his position at the time of billing as an associate.

<sup>4</sup> Mr. Marrese became partner at HME in 2021, but the time billed is reflective of his position at the time of billing as an associate.

<sup>5</sup> Mr. Pozan became partner at HME in 2021, but the time billed is reflective of his position at the time of billing as an associate.

<sup>6</sup> Ms. Flores no longer works at HME but the time billed is reflective of her position at the time of billing as an associate.

4. Pleadings, Briefs and Pretrial Motions	140.2	\$78,500.00
5. Other Discovery		
6. Deposition Prep/Take/Defend		
7. Experts/Consultants	2.4	\$1,200.00
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	4.2	\$2,275.00
12. Litigation Strategy and Case Management	90.1	\$71,615.00
13. Settlement		
14. Travel		
15. Committee Meetings or Calls		
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal	16.9	\$8,450.00
<b>TOTAL</b>	364.5	\$217,740.00

18. The rates listed above are the same rates that would be assessed to our hourly clients and approximate the average of rates for attorneys with similar backgrounds and experience in the Chicago legal market. The hours and rates of the HME attorneys provided above represent the total work our firm has undertaken since the inception of this litigation, including case investigation, research, briefing, and handling hearings. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the

provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

19. If, in the alternative, the rates are applied as to current billing rates as opposed to historical rates, then the lodestar breakdown is as follows:

<b>ATTORNEY (Position)</b>	<b>HOURS</b>	<b>HOURLY RATE</b>	<b>TOTAL</b>
Steven Hart (Founding Partner)	73.6	\$850	\$62,560.00
Robert McLaughlin (Founding Partner)	26.3	\$850	\$22,355.00
Brian Eldridge (Founding Partner)	1.5	\$850	\$1,275.00
Jack Prior (Partner)	159.7	\$850	\$135,745.00
Ben Shrader (Partner)	38.4	\$850	\$32,640.00
John Marrese (Partner)	0.6	\$850	\$510.00
Kyle Pozan (Partner)	0.6	\$850	\$510.00
Christina Flores	53.9	\$500	\$26,950.00

(Associate) <sup>7</sup>			
Blake Stubbs (Associate)	9.9	\$500	\$4,950.00
<b>Total</b>	<b>364.5</b>		<b>\$287,225.00</b>

20. Based on the experience of HME, attorneys doing both large firm defense work and plaintiffs' class action work, as well as our knowledge of the billing rates of other firms that pursue similar litigation, and based on recent and repeated court approval of our billing rates, I believe that the billing rates of the attorneys and staff at HME properly correlate to their respective experience, are reasonable in the midwest legal market, and approximate the average rates of attorneys with similar backgrounds and experience.

21. The total amount of unreimbursed expenses incurred by HME (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$2,269.17. The table below shows a breakdown by category of these expenses.

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$15.88
2. Printing and photocopying (in-house)	\$119.00
3. Computerized research - Lexis/Westlaw (actual	\$416.57

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<sup>7</sup> Ms. Flores no longer works at HME but the time billed is reflective of her position at the time of billing as an associate.

charges only)	
4. Telephone - long distance (actual charges only)	\$0.00
5. Travel (pursuant to Travel Limitations)	\$0.00
6. Airfare (pursuant to Travel Limitations)	\$0.00
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$707.32
8. Hotel - (pursuant to Travel Limitations)	\$0.00
9. Reasonable meals	\$0.00
10. Other reasonable and necessary charges (e.g., parking) <sup>8</sup>	\$1,010.40
<b>TOTAL</b>	<b>\$2,269.17</b>

22. The expenses summarized in the table above are reflected on HME's expense records. The records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in the table above were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

23. Upon request from the Court, HME is prepared to submit for review the daily time records and expense documentation supporting the information set forth above.

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<sup>8</sup> This includes transcripts, filing fees and admissions/certificates.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 5, 2021.

/s/ Steven A. Hart

**Steven A. Hart**

# **EXHIBIT 13**

**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 SETH R. LESSER IN SUPPORT OF PLAINTIFFS’  
MOTION FOR AN AWARD OF ATTORNEYS’ FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, SETH R. LESSER, hereby declare as follows:

1. I am a member of the Bar of this Court and am a partner in the law firm of Klafter Lesser LLP (“KL”) (formerly Klafter Olsen & Lesser LLP until March 1, 2021). I was appointed by the Court as Interim Subclass Settlement Counsel for a Future Manifesting Injury Subclass. ECF No. 929. Pursuant to this appointment, I was an active participant in the settlement negotiation process, both in terms of the deliberations of the Subclass Settlement Counsel (“SCC”) among themselves, and with all the parties to the negotiations that led to the proposed settlement. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by myself, with others in my firm, in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15,

2021.

3. One thing worth noting at the outset is that unlike nearly all other counsel representing parties before the Court, given the nature of my appointment as an independent third-party attorney without prior connection to the litigation, my recompense for my time and service as a Court-appointed Subclass Settlement Counsel will solely be from any award arising from this common benefit application inasmuch as I have no clients in this litigation from whom I will be obtaining any fee. This is also true, I believe, as to the other Subclass Settlement Counsel.

4. After my appointment by the Court in August of 2019, while I have had experience in mass toxic tort litigation, in order to be able to exercise my role as a subclass allocation counsel, I first began by speaking with a potential subclass representative, and thereupon reviewed a package of scientific, medical, epidemiological and other materials provided to the Subclass Settlement Counsel by the Plaintiffs' Steering Committee ("PSC") which also included materials relevant to the history of the litigation of this and the other parallel cases. I then went beyond those materials by obtaining yet other materials relating to the relevant medical concerns and spoke with several leading experts in the field so as to be able to evaluate the nature of future manifesting injuries, as well as what could be done to ameliorate the risks and to address such injuries should they manifest. I also spoke to individuals with knowledge as to the programs that presently exist and that might continue hereafter to exist that provide services to Flint residents, including adults

and children, to evaluate, on a going forward basis, what evaluative and ameliorative programs existed and would continue to exist. In addition, I spoke to Lead Counsel, individual members of the PSC, and, after proposals were formulated vis-à-vis allocation, with Liaison Counsel and the Special Master regarding these matters as well as related issues regarding funding or insurance to ensure maximum potential payments for future-arising (i.e., manifesting) injuries and claims. In order to do this work most cost efficiently, I was aided by an associate at my firm, Morgan Stacey, who summarized materials for me, handled organizing paperwork, setting up meetings, and obtaining follow-up information and the like, and also by a legal assistant at my first. All of this work is detailed in the firm's contemporaneous time records, which include the time detail for the work that was undertaken by me, Ms. Stacey, and a legal assistant, which was contained in the periodic reports reported by my firm to the Special Master in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507).

5. In addition, I took a leading role from October 2019 into February 2021 in organizing the Subclass Settlement Counsel through email communications, telephone conferences, and an in-person meeting in late January at which we developed a proposed plan of allocation. Thereafter, I continued to play a leading role among the Subclass Settlement Counsel in taking that proposal to Lead Counsel, Liaison Counsel, the Special Master, and the State's counsel, and, with two Subclass Settlement Counsel, being involved in multiple conferences between these

groups and individuals concerning the proposed allocation, as well as related issues concerning a settlement injury “grid” and how, in a settlement agreement, the various subclasses or groups (for minors for whom there would be no class) would be best handled. There was substantial back and forth between the Subclass Counsel, including me, and the State and Liaison Counsel and the Special Master as to the structure of any settlement, the allocated amounts, and the nature of any claims process. Indeed, for some time, I, along with one or two of the other Subclass Counsel, were at points at the center of the negotiations in terms of working out the ultimate “grid” and the manner in which different criteria would be used. This work was all necessarily intertwined with representing those individuals who may have first-time or exacerbated future manifesting injuries and my input was informed by the work described in paragraphs 3 and 4.

6. More specifically, the work I undertook included, but was not limited to, (1) consulting with Lead Counsel and PSC with respect to possible appointment and preparing materials for Court with respect to same; (2) upon appointment, reviewing the materials provided by the PSC, including historical review of the origins and impacts of the Flint Water Crisis, medical literature, reports from experts, and demographic analysis, as well as talking to potential subclass representative and obtaining representation authority from same; (3) obtaining and reviewing medical literature; (4) consulting with experts regarding the health effects of lead on the Flint population, including arranging teleconferences with same for

me and other SCC members; (5) reviewing census information from the Special Master and comparing to demographic materials; (6) consulting, with other SCC members, Flint Registry personnel, including Dr. Hanna-Attisha; (7) throughout time of engagement, organizing calls and disseminating materials to the other SCC members; (8) having discussions with the State's counsel to discuss potential forms of programmatic relief; (9) consulting with members of the PSC to determine local concerns that might be impacted by forms of relief; (10) reviewing the scope and specifics of other lawsuits and settlement to determine how to structure possible relief for non-manifest injury individuals; (11) researching possible avenues of programmatic relief and discussing same with experts, PSC members, Lead Counsel, and the State's counsel, including review of present programs and possible avenues of future funding; (12) reviewing insurance possibilities for funding aspects of future relief and correspondence and conferences with Ms. Greenspan regarding the same; (13) preparing materials for distribution at in person and teleconference meetings, including meetings at Detroit Airport, in Phoenix, and in Ann Arbor, and attending same and negotiating on behalf of non-manifest injury individuals at same; (14) preparing a summary memorandum of SCC position following SCC allocation meeting and disseminating same to Lead Counsel, Liaison Counsel, and the Special Master; (15) discussing and negotiating allocation issues with Liaison Counsel and the Special Master and with the State's counsel both prior to and after the final allocation negotiating meeting in Ann Arbor on behalf of non-manifest injury

individuals, such negotiating relating to, among other things, programmatic relief and school programs; (16) reviewing and consulting with Messrs. Colfax and Cobden regarding the injury matrix and multiple issues regarding same; (17) taking part in negotiations with Lead Counsel, Liaison Counsel, and the Special Master regarding the injury matrix and aspects of its inclusion for reaching settlement; (18) at behest of Lead Counsel, addressing and researching and negotiating aspects of ensuring protection of children's interests and ensuring legal forms of representation of children in Settlement Agreement drafts; (19) reviewing, commenting upon, and suggesting revisions to drafts of the Settlement Agreement at the behest of Lead Counsel; discussing same with SCC members; and negotiating same with Lead Counsel, Liaison Counsel, and the Special Master; (20) reviewing, and agreeing to, final versions of drafts of Settlement Agreement; and (21) preparing and submitting a declaration in support of preliminary approval and class structure.

7. Accordingly, before, during and after the settlement meeting arranged by the Special Master on February 12 in Ann Arbor, at which the essential parameters of the Settlement allocation were reached and in which I convinced the State, over its disinclination to do so, to include a provision for programmatic relief (as had been strongly recommended by the experts and others I had consulted), I was involved in the development and negotiation of the ultimate Settlement presented to the Court and which the Court has preliminarily approved. In that decision, I might note, the Court wrote that "Co-Lead Class, as well as Subclass

Settlement Counsel—who have provided declarations supporting the allocation and attesting to its fairness—have lived up to their appointments in vigorously representing Plaintiffs through the litigation and settlement processes.” ECF No. 1399 at 46.

8. Subsequent to the Settlement being reached, in November 2020, I prepared and submitted a declaration supporting Plaintiffs’ motion for certification of a settlement class. ECF No. 1319-7.

9. The total number of hours expended on this litigation by me and my firm in respect to the foregoing service by me as a Subclass Settlement Counsel through February 15, 2021 is 389 hours, as set forth in Exhibits A, B, and C hereto. As shown, the total lodestar for this work using current billing rates is \$299,409.50. The lodestar using applicable historical billing rates is \$291,271.00. The billing rates – current and historical – are those charged by me and my firm to paying clients; in addition, the hourly rates are also the same as the usual and customary hourly rates charged for my and KL’s services on a contingent basis in similar complex class action litigation and have been accepted and approved by federal district courts in other class, mass tort, and collective action settlements. The time records were maintained contemporaneously, kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507), and submitted regularly to the Special Master in accordance with that Order. All of this time was expended on a contingent basis with, as noted, the only likelihood of being paid being

this common fund application since neither I, nor my firm, will be receiving any fee from any individual clients. Time spent on this application is not included.

10. In terms of expenses, in connection with my service as a Subclass Settlement Counsel, my firm's unreimbursed expenses have totaled \$7,896.14. The expenses are categorized in Exhibit D hereto. The largest part of these expenses related to travel to three meetings – to the meeting called in October 2019 by the Special Master at the Detroit Airport, to the meeting of all the Subclass Settlement Counsel at Mr. Larry Coben's offices in January 2020, and to the negotiating meeting under the Court's and the Special Master's direction held in Ann Arbor in February 2020. The photocopying and printing costs were incurred in producing sets of materials for these meetings, both for me and for the other Subclass Settlement Counsel. This summary of expenses is prepared from expense vouchers and receipts that can be made available upon inspection, if the Court so desires. The expenses were all reasonably incurred and necessary and appropriate in the rendering of my services as Subclass Settlement Counsel on behalf of the common benefit of the plaintiffs in the Flint Water Cases.

11. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's

Time and Expense Case Management Order Regarding Time and Expense Procedures  
(ECF No. 507) concerning common benefit work and expenses.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 5, 2021  
Rye Brook, New York

/s/ Seth R. Lesser  
Seth R. Lesser

**Exhibit A: Seth Lesser/KL Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Lesser, Seth	P	\$965	242.3	\$233,819.50
Stacey, Morgan*	A	\$450	143.3	\$64,485.00
Myra Monteagudo	L	\$325	3.4	\$1,105.00
<b>TOTALS</b>			<b>389.0</b>	<b>\$299,409.50</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit B: Seth Lesser/KL Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Lesser, Seth	P	2021	\$965	0.8	\$772.00
Lesser, Seth	P	2020	\$955	127.3	\$121,571.50
Lesser, Seth	P	2019	\$935	114.2	\$106,777.00
Stacey, Morgan*	A	2020	\$450	6.6	\$2,970.00
Stacey, Morgan*	A	2019	\$425	136.7	\$58,097.50
Monteagudo, Myra	L	2020	\$325	1.2	\$390.00
Monteagudo, Myra	L	2019	\$315	2.2	\$693.00
<b>TOTALS</b>				<b>389.0</b>	<b>\$291,271.00</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit C: Seth Lesser/KL Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
13. Settlement	389.0	\$299,409.50
<b>TOTAL</b>	<b>389.0</b>	<b>\$299,409.50</b>

**Exhibit D: Seth Lesser/KL Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$138.85
2. Printing and photocopying (in-house)	\$657.60
3. Computerized research - Lexis/Westlaw (actual charges only)	\$27.40
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	\$293.79
6. Airfare (pursuant to Travel Limitations)	\$5,031.02
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$61.81
8. Hotel - (pursuant to Travel Limitations)	\$1,300.46
9. Reasonable meals	\$385.21
10. Other reasonable and necessary charges (e.g., parking)	
<b>TOTAL</b>	<b>\$7,896.14</b>

# **EXHIBIT 14**

**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. MAJZOUN

**DECLARATION OF CIRILO MARTINEZ, IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Cirilo Martinez, hereby declare as follows:

1. I am a partner of the Law Office of Cirilo Martinez, PLLC (LOCM). I serve as an attorney of record for David Munoz, one of the named plaintiffs in the *Carthan* class action. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by LOCM in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

3. Over the course of this litigation, LOCM has been involved in the following specific activities:

- *Pleadings*: LOCM has been involved in the researching and drafting of Class Plaintiffs' multiple amended complaints as it relates to Mr. Munoz.
- *Strategy and Planning*: In coordination with co-counsel, LOCM

attorneys have since day one been involved in strategic decision and planning discussions throughout the case in relation to case investigation, and discovery, and have participated in calls and meetings to plan and assess case status and ensure the efficient management of tasks.

- *Discovery:* LOCM has taken a leading role in the representation of Mr. Munoz, to date in these cases that includes: reviewing thousands of pages of documents produced; assisting in the drafting of substantive briefing and discovery requests and responses; preparing for and participating in Court conferences regarding discovery disputes; participating and preparing for Mr. Munoz's deposition and pre-deposition interviews, and review of the transcript of his deposition.
- *Class Certification:* I assisted in securing all relevant information Mr. Munoz for class certification purposes and worked in concert with lead counsel in providing this information to the Court for consideration and review.
- *Settlement:* I reviewed the proposed settlement and Court order granting preliminary approval of the settlement, and consulted with Mr. Munoz and Cohen Milstein about the settlement.

4. The total number of hours expended on this litigation by LOCM for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 542.3 hours. The total lodestar for this work using current billing rates is \$162,690.00. The lodestar using applicable historical billing rates is \$151,090.00. LOCM has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on LOCM's current billing rates from inception of the case through February 15, 2021. Attached as Exhibit B is a detailed summary indicating the time

spent by my firm's attorneys who worked on this litigation, and their lodestars based on LOCM's historical billing rates from inception of the case through February 15, 2021. Additionally, attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued by LOCM on this litigation from inception of the case through February 15, 2021, categorized by task. LOCM prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507). The hourly rates reflected in Exhibit A and B are the same as the usual and customary hourly rates charged for LOCM's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class action cases.

6. The total amount of unreimbursed expenses incurred by LOCM directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$2,471.00. I have attached as Exhibit D a breakdown by category of these expenses. These are reflected on LOCM's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited

to the Class Plaintiffs) in the Flint Water Cases.

7. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

8. Upon request from the Court, LOCM is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C, and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 5, 2021  
Kalamazoo, Michigan

/s/ Cirilo Martinez  
Cirilo Martinez

**Exhibit A: LOCM Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Cirilo Martinez	P	\$300.00	542.3	\$162,690.00
<b>TOTAL</b>			542.3	\$162,690.00

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

**Exhibit B: LOCM Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Cirilo Martinez	P	2016	\$250.00	54.2	\$13,550.00
Cirilo Martinez	P	2017	\$250.00	78.5	\$19,625.00
Cirilo Martinez	P	2018	\$250.00	99.3	\$24,825.00
Cirilo Martinez	P	2019	\$300.00	191.8	\$57,540.00
Cirilo Martinez	P	2020	\$300.00	86.1	\$25,830.00
Cirilo Martinez	P	2021	\$300.00	32.4	\$9,720.00
<b>TOTAL</b>				542.3	\$151,090.00

P	Partner
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**Exhibit C: LOCM Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)		
2. Document Review	105.3	\$31,590.00
3. Legal Research	32.8	\$9,840.00
4. Pleadings, Briefs and Pretrial Motions	25.5	\$7,650.00
5. Other Discovery	31.2	\$9,360.00
6. Deposition Prep/Take/Defend	128.5	\$38,550.00
7. Experts/Consultants		
8. Case Vetting/Bellwether		
9. Class Certification	43.8	\$13,140.00
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	24.6	\$7,380.00
12. Litigation Strategy and Case Management		
13. Settlement	46.3	\$13,890.00
14. Travel	75.6	\$22,680.00
15. Committee Meetings or Calls	28.7	\$8,610.00
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>542.3</b>	<b>\$162,690.00</b>

**Exhibit D: LOCM Litigation Expenses**

<b>Expense codes</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$145.00
2. Printing and photocopying (in-house)	\$830.00
3. Computerized research - Lexis/Westlaw (actual charges only)	
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	\$305.00
6. Airfare (pursuant to Travel Limitations)	
7. Reasonable ground transportation (pursuant to Travel Limitations)	
8. Hotel - (pursuant to Travel Limitations)	\$434.00
9. Reasonable meals	\$448.00
10. Other reasonable and necessary charges (e.g., parking)	\$309.00
<b>TOTAL</b>	<b>\$2,471.00</b>

# **EXHIBIT 15**

**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. MAJZOUN

**DECLARATION OF DEBORAH LaBELLE IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Deborah LaBelle, hereby declare as follows:

1. I am a partner and sole owner of the law firm Law Offices of Deborah LaBelle ("LODL"), and have served as co-counsel in the above captioned matter since 2015. I have personal knowledge of the matters stated in this Declaration and am competent to testify to the matters stated below if called upon to do so.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by LODL in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

3. Before completing this declaration, I reviewed both my billing statement and the statement of my legal assistant Gonzalo Ubillus. In an exercise of billing judgment, I removed or reduced the time that billed that was duplicative,

excessive, or spent on non-compensable tasks, such as clerical or media. The remaining total is the number of hours reasonably spent working on the case.

4. Over the course of this litigation, LODL has been involved in the following specific activities in support of Plaintiffs case:

- *Pleadings*: Researching and reviewing Class Plaintiffs' complaints, motions and trial and appellate briefs, both at the federal and state levels.
- *Discovery*: Depositions originally taken in EPA, utilized in these cases, together with discovery review.
- *Experts*: Identification, interview and selection of experts and work on development of expert evaluations and reports.
- *Mediation and Settlement*: Following the appointment of the Mediators in January 2018, LODL was engaged in drafting the extensive mediation summaries, preparing and working with expert declarations, preparation of the mediation video and development of damages analysis. LODL also participated in the extensive, multi-year mediation and settlement negotiations involving dozens of in-person meetings and multiple one-on-one sessions with the Mediators and/or Special Master.
- *Strategy and Planning*: In coordination with co-counsel, LODL participated in the leadership calls to develop case strategies and plan and assess case status and ensure the efficient management of tasks.

5. I have litigated cases in the United States Supreme Court, the U.S. Court of Appeals for the Second and Sixth Circuits, the United States Court of Claims and before the Inter-American Commission on Human Rights, as well as before the Michigan Supreme Court and Court of Appeals. My background, credentials, qualifications, experience, skills, and reputation as an attorney are

relevant to my hourly rate for purposes of recovering attorneys' fees. A copy of my current resume accompanies this declaration.

6. I have reviewed information regarding prevailing hourly rates for attorneys with my experience handling similar or analogous cases, including the State Bar of Michigan's 2020 *Economics of Law Practice* report. For attorneys in the Ann Arbor area, who are partners and have comparable experience and reputation, the hourly rates are between \$620 and \$725 an hour. There is no category for complex or class litigation set forth in the 2020 economic law report; however, the standard billing rate for civil litigation for attorneys in the 95<sup>th</sup> percentile is \$600 an hour, and the rate for plaintiff personal injury attorneys in the 95<sup>th</sup> percentile is \$750 an hour. The request for \$625 an hour, based upon my background, credentials, qualifications, experience, skills, and reputation as an attorney, is consistent with rates that have been previously approved and awarded in state and federal court in class actions and complex litigation for attorneys with comparable experience and rates I have received, either through fee awards or as a result of contingent fee arrangements.

7. The total number of hours expended on this litigation by LODL for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 1,168.6 hours. The Law Offices of Deborah LaBelle has been in existence for 30 years. The vast

majority of fees have been generated through contingent fee arrangements. Based on a review of contingent fee awards, the current billing rate of \$625 per hour is supported from a review of the average annual net contingent fees received over the last 10 years as well as consistent with prior fee petitions, taking into consideration annual increases in hourly rates.

8. Moreover, the rate of \$225 per hour is reasonable for my legal assistant in light of his skills and education, which are detailed in the attached curriculum vitae, as well as the specialized work he performed in support of this litigation.

9. The total number of hours expended on this litigation by LODL through Gonzalo Ubillus for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 1,540.7 hours.

10. The total lodestar for LODL's work on this litigation through February 15, 2021 using these derived current billing rates is \$1,077,032.50. Since the rates for Mr. Ubillus and me have not changed over the course of the litigation, there is no difference between current and historical rates. LODL has not received any payment to date for this work.

11. Attached as Exhibit A is a detailed summary indicating the time spent by my firm, including myself and professional staff who worked on this litigation,

and their lodestars based on LODL's current billing rates from inception of the case through February 15, 2021. Additionally, attached as Exhibit B is a detailed summary indicating the time spent and lodestar accrued by LODL on this litigation from inception of the case through February 15, 2021, categorized by task. LODL prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order.

12. The total amount of unreimbursed expenses incurred by LODL directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$4,730.61. I have attached as Exhibit C a breakdown by category of these expenses. These are reflected on LODL's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit C were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

13. Upon request from the Court, LODL is prepared to submit for *in*

*camera* review the daily time records and expense documentation supporting Exhibits A, B, and C.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 2, 2021  
Ann Arbor, MI

/s/ Deborah LaBelle  
Deborah LaBelle

**Exhibit A: LODL Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
LaBelle, Deborah	P	\$625	1168.6	\$730,375.00
Ubillus, Gonzalo	L	\$225	1540.7	\$346,657.50
<b>TOTAL</b>			2,709.3	\$1,077,032.50

P	Partner or their equivalent
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

**Exhibit B: LODL Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	208.8	\$51,300.00
2. Document Review	1,042.3	\$269,037.50
3. Legal Research	125.4	\$49,295.00
4. Pleadings, Briefs and Pretrial Motions	103	\$63,935.00
5. Other Discovery	104.7	\$23,557.50
6. Deposition Prep/Take/Defend	109.3	\$67,992.50
7. Experts/Consultants	93.8	\$54,465.00
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	44.5	\$27,812.50
12. Litigation Strategy and Case Management	220.3	\$95,647.50
13. Settlement	173.8	\$102,985.00
14. Travel	38.8	\$24,250.00
15. Committee Meetings or Calls	382.8	\$208,130.00
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin <sup>1</sup>		
18. Appeal	61.8	\$38,625.00
<b>TOTAL</b>	<b>2,709.3</b>	<b>\$1,077,032.50</b>

<sup>1</sup> Time and Expense Administration (Code 17) hours previously submitted to Special Master Greenspan have been removed from this fee application.

**Exhibit C: DL Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$260.57
2. Printing and photocopying (in-house)	\$311.20
3. Computerized research - Lexis/Westlaw (actual charges only)	\$59.20
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	\$883.48
6. Airfare (pursuant to Travel Limitations)	\$578.26
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$184.90
8. Hotel - (pursuant to Travel Limitations)	\$1,425.00
9. Reasonable meals	
10. Other reasonable and necessary charges (e.g., parking) <sup>2</sup>	\$1,028.00
<b>TOTAL</b>	<b>\$4,730.61</b>

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<sup>2</sup> These expenses comprised motion fees, filing fees, court costs, and deposition transcripts.

# **EXHIBIT 16**

**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. MAJZOUN

**DECLARATION OF TERESA A. CAINE BINGMAN IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Teresa A. Caine Bingman, hereby declare as follows:

1. I am a partner and sole owner of the law firm Law Offices of Teresa A. Bingman ("TBLaw"). I have served as co-counsel in the above captioned matter since January 2017 and as a member of the Plaintiff's Executive Committee for the Interim Class since October 2017 and a member of the Settlement Negotiation Team for the Interim Class. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by TBLaw in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from January 1, 2017 through February 15, 2021.

3. Over the course of this litigation, TBLaw has been involved in the following specific activities:

- *Pleadings*: Researching and reviewing Class Plaintiffs' complaints, motions, trial and appellate briefs for federal and state levels.
- *Discovery*: Conducted a deposition originally taken in the EPA matter, completed several discovery requests and responses in this matter and defended a deposition of a putative class representative, and conducted expert analysis.
- *Research and Data*: Identification of, interview and coordination with several researchers who informed the work and development of expert evaluations and reports.
- *Mediation and Settlement*: TBLaw assisted with the vetting of individuals to recommend to serve as mediators. Following the appointment of the Mediators in January 2018, TBLaw was engaged in assisting with a portion of the mediation summaries and participating in the extensive, multi-year mediation and settlement negotiations involving in-person meetings, conference calls and email correspondence.
- *Strategy and Planning*: In coordination with co-counsel, TBLAW has participated in leadership calls to develop case strategies and plan and assess case status and ensure the efficient management of tasks.

4. I have reviewed information regarding prevailing hourly rates for attorneys with my experience handling similar or analogous cases, including the State Bar of Michigan's 2020 *Economics of Law Practice* report. For attorneys in the Ingham County area, who are partners and have comparable experience and reputation, the hourly rates are between \$546 and \$750 per hour. There is no category for complex or class litigation set forth in the 2020 economic law report, however the standard billing rate for civil litigation for attorneys in the 95<sup>th</sup> percentile is \$600 per hour, and the rate for plaintiff personal injury attorneys is \$750 per hour.

5. The request for \$550 per hour is based upon my background, credentials, qualifications, experience, skills, and reputation as an attorney, is consistent with rates that have been previously approved and awarded in state and federal court in class actions and complex litigation for attorneys with comparable experience through fee awards or as a result of contingent fee arrangements. A copy of my current resume accompanies this declaration.

6. The total number of hours expended on this litigation by TBLaw for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from January 1, 2017 through February 15, 2021 is 1,126.5 hours. The total lodestar for this work using current billing rate is \$619,575.00, which sum does not take into consideration the long-term litigation of this matter and as a sole practitioner, the inability to process a normal caseload due to the time and resource demands of this matter. TBLaw has not received any payment to date for this work.

7. Attached as Exhibit A is a detailed summary indicating the time I spent working on this litigation, and my lodestar based on TBLaw's billing rate from January 1, 2017 through February 15, 2021. Additionally, attached as Exhibit B is a detailed summary indicating the time spent and lodestar accrued by TBLAW on this litigation from January 1, 2017 through February 15, 2021, categorized by task. TBLAW prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order

Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order.

8. The total amount of unreimbursed expenses incurred by TBLaw directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$1,181.27. I have attached as Exhibit C as a breakdown by category of these expenses. These expenses are reflected on TBLAW's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit C were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

9. Upon request from the Court, TBLaw is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, and C.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 6, 2021  
Okemos, Michigan

/s/ Teresa A. Caine Bingman  
Teresa A. Caine Bingman

**Exhibit A: TBLAW Lodestar**

<b>Professional</b>	<b>Position</b>	<b>Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Bingman, Teresa	Partner	\$550	1,126.5	\$619,575.00
<b>TOTAL</b>			1,126.5	\$619,575.00

**Exhibit B: TBLAW Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	51	\$28,050.00
2. Document Review		
3. Legal Research	8.2	\$4,510.00
4. Pleadings, Briefs and Pretrial Motions		
5. Other Discovery	4.5	\$2,475.00
6. Deposition Prep/Take/Defend	61.8	\$33,990.00
7. Experts/Consultants	5.9	\$3,245.00
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial	4.5	\$2,475.00
11. Court Appearances/Arguments before the Court	43.7	\$24,035.00
12. Litigation Strategy and Case Management	17	\$9,350.00
13. Settlement	111.7	\$61,435.00
14. Travel	134.7	\$74,085.00
15. Committee Meetings or Calls	499.9	\$274,945.00
16. Lead Counsel/PEC/Liaison Counsel Duties	183.6	\$100,980.00
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>1,126.5</b>	<b>\$619,575.00</b>

**Exhibit C: TBLAW Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	
2. Printing and photocopying (in-house)	
3. Computerized research - Lexis/Westlaw (actual charges only)	
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	\$345.90
6. Airfare (pursuant to Travel Limitations)	\$190.00
7. Reasonable ground transportation (pursuant to Travel Limitations)	
8. Hotel - (pursuant to Travel Limitations)	\$645.37
9. Reasonable meals	
10. Other reasonable and necessary charges (e.g., parking)	
<b>TOTAL</b>	<b>\$1,181.27</b>

# **EXHIBIT 17**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE 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 SARAH ROSE LONDON IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Sarah R. London, hereby declare as follows:

1. I am a partner of the law firm Lieff Cabraser Heimann & Bernstein, LLP ("LCHB"). I serve as one of the Court-appointed subclass counsel in the above captioned matter. I have personal knowledge of the matters stated in this declaration.

2. Since its appointment by the Court, LCHB has been involved in negotiating the apportionment of the settlement between subclasses, non-class plaintiffs, and defendants. Specifically, LCHB has at all times represented the interests of the Property Damage Subclass.

3. The total number of hours expended on this litigation by LCHB for the common benefit of the Property Damage Subclass in the Flint Water Cases from inception through February 15, 2021 is 201.2 hours. The total lodestar for this work using current billing rates is \$128,854.50. The lodestar using applicable

historical billing rates is \$121,362.00. LCHB has not received any payment to date for this work.

4. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on LCHB's current billing rates from inception of the case through February 15, 2021. Attached as Exhibit B is a summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on LCHB's historical billing rates from inception of the case through February 15, 2021. Attached as Exhibit C is a summary grouped by task code at LCHB's current rates. All of this time was spent negotiating and strategizing on behalf of the Property Damage Subclass and reviewing briefs and conducting legal research in support of work done for the settlement. These records were both kept contemporaneously and submitted to the Special Master. The hourly rates reflected in Exhibit A, B, and C are the same as the usual and customary hourly rates charged for LCHB's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class action cases.<sup>1</sup>

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<sup>1</sup> See, e.g., *Hale v. State Farm Mut. Auto. Ins. Co.*, No. 12-660, 2018 WL 6606079, at \*13-14 (S.D. Ill. Dec. 16, 2018); *Campbell et al. v. Facebook, Inc.*, No. 13-05996, Dkt. No. 253 (N.D. Cal. Aug. 18, 2017); *Allagas v. BP Solar Int'l, Inc.*, 2016 WL 9114162, at \*2 (N.D. Cal. Dec. 22, 2016) (awarding requested fees after lodestar crosscheck, and concluding that the firm's "hourly rates, used to

5. The total amount of unreimbursed expenses incurred by LCHB directly (i.e., not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$8,843.05. I have attached as Exhibit D a breakdown by category of these expenses. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the Property Damage Subclass plaintiffs in the Flint Water Cases.

6. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense

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calculate the lodestar here, are in line with prevailing rates in this District and have recently been approved by federal and state courts"); *In re: Whirlpool Corp. Front-loading Washer Prods. Liab. Litig.*, No. 08-65000, 2016 WL 5338012, at \*25 (N.D. Ohio Sept. 23, 2016); *Composite Co, Inc. v. Am. Int'l Grp., Inc.*, No. 1:13-cv-10491, Dkt. 157, at 7 (D. Mass Apr. 21, 2016); *In re Bank of N.Y. Mellon Corp. Forex Transactions Litig.*, No. 1:14-cv-05496, Dkt. 98 (S.D.N.Y. Sept. 24, 2015); *Yarger v. Capital One, N.A.*, No. 11-154, Dkt. No. 259 (D. Del. Oct. 7, 2014); *In re: Toyota Motor Corp. Unintended Acceleration Marketing, Sales Practices, and Products Liability Litig.*, No. 10-ml-02151, Dkt. No. 3933 (C.D. Cal. June 24, 2013) (awarding requested fees and finding that "[c]lass counsel's experience, reputation, and skill, as well as the complexity of the case" justified billing rates); *In re Ocwen Federal Bank FSB Mortgage Serv. Litig.*, No. 04-C-2714, Dkt. No. 476 (N.D. Ill. July 1, 2011); *Lonardo v. Travelers Indem. Co.*, 706 F. Supp. 2d 766, 794 (N.D. Ohio Mar. 31, 2010).

Procedures (ECF No. 507) concerning common benefit work and expenses.

7. Upon request from the Court, LCHB is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C, and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 18, 2021  
San Francisco, California

/s/ Sarah R. London  
Sarah R. London

# **EXHIBIT A**

<b>LIEFF CABRASER HEIMANN &amp; BERNSTEIN, LLP</b>
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Report created on 02/09/2021 09:08:11 AM

From  
ToInception  
Present**Matter Number: 4038-0001****FLINT WATER CONTAMINATION - General Matter****PARTNER**

NAME	HOURS	RATE	TOTAL
ELIZABETH CABRASER	2.70	1,125.00	3,037.50
STEVEN FINEMAN	7.60	1,000.00	7,600.00
ANDREW KAUFMAN	1.30	560.00	728.00
JASON LICHTMAN	84.90	665.00	56,458.50
SARAH LONDON	87.40	620.00	54,188.00
	<b>183.90</b>		<b>122,012.00</b>

**PARALEGAL/CLERK**

NAME	HOURS	RATE	TOTAL
HANNAH SELHORST	16.40	395.00	6,478.00
	<b>16.40</b>		<b>6,478.00</b>

**LITIGATION SUPPORT / RESEARCH**

NAME	HOURS	RATE	TOTAL
NIKKI BELUSHKO BARROWS	0.90	405.00	364.50
	<b>0.90</b>		<b>364.50</b>

**MATTER TOTALS****201.20****128,854.50**

# **EXHIBIT B**

**LIEFF CABRASER HEIMANN & BERNSTEIN, LLP**

Report created on 02/09/2021 09:08:59 AM

From  
To

Inception  
Present

**Matter Number: 4038-0001**

**FLINT WATER CONTAMINATION - General Matter**

**PARTNER**

NAME	HOURS	RATE	TOTAL
ELIZABETH CABRASER	0.80	1,075.00	860.00
ELIZABETH CABRASER	1.90	1,100.00	2,090.00
STEVEN FINEMAN	7.60	950.00	7,220.00
ANDREW KAUFMAN	1.30	535.00	695.50
JASON LICHTMAN	50.80	615.00	31,242.00
JASON LICHTMAN	34.10	640.00	21,824.00
SARAH LONDON	40.20	570.00	22,914.00
SARAH LONDON	47.20	595.00	28,084.00
	<b>183.90</b>		<b>114,929.50</b>

**PARALEGAL/CLERK**

NAME	HOURS	RATE	TOTAL
HANNAH SELHORST	16.40	370.00	6,068.00
	<b>16.40</b>		<b>6,068.00</b>

**LITIGATION SUPPORT / RESEARCH**

NAME	HOURS	RATE	TOTAL
NIKKI BELUSHKO BARROWS	0.90	405.00	364.50
	<b>0.90</b>		<b>364.50</b>

<b>MATTER TOTAL</b>	<b>201.20</b>		<b>121,362.00</b>
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# EXHIBIT C

**LCHB LODESTAR BY TASK**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)		
2. Document Review		
3. Legal Research	0.9	\$ 364.5
4. Pleadings, Briefs and Pretrial Motions		
5. Other Discovery		
6. Deposition Prep/Take/Defend		
7. Experts/Consultants		
8. Case Vetting/Bellwether		
9. Class Certification	0.6	\$348.0
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court		
12. Litigation Strategy and Case Management		
13. Settlement	164.8	\$106,450.0
14. Travel	34.9	\$21,692.00
15. Committee Meetings or Calls		
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>201.2</b>	<b>\$128,854.50</b>

# EXHIBIT D

### LCHB EXPENSES

Expense	Cost
1. Postage, shipping, courier, certified mail	\$84.64
2. Printing and photocopying (in-house)	\$3.40
3. Computerized research – Lexis/Westlaw (actual charges only)	\$106.70
4. Telephone – long distance (actual charges only)	\$9.18
5. Travel (pursuant to Travel Limitations)	\$1,345.88
6. Airfare (pursuant to Travel Limitations)	\$4,287.00
7. Reasonable ground transportation (pursuant to Travel Limitations)	
8. Hotel (pursuant to Travel Limitations)	\$2,072.31
9. Reasonable meals	\$304.94
10. Other reasonable and necessary charges (e.g. parking)	\$629.00
<b>TOTAL</b>	<b>\$8,843.05</b>

# **EXHIBIT 18**

**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. MAJZOUN

**DECLARATION OF DAVID HART IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD  
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, David Hart, pursuant to 28 U.S.C. § 1746, hereby aver and state as follows:

1. I am fully competent to make this declaration, I have personal knowledge of all matters set forth herein unless stated otherwise, and I would testify to all such matters if called as a witness.

2. I am a shareholder and member of the Executive Management Committee of the law firm Maddin Hauser Roth & Heller, P.C. ("Maddin Hauser"). My firm, along with my co-counsel, has represented plaintiffs Shari Guertin and her minor child, E.B., and Diogenes Muse-Cleveland before this Court in *Guertin v. State of Michigan*, No. 16-cv-12421, as well as through all appeals that arose out of *Guertin*, including proceedings before the Sixth Circuit in *Guertin v. State of Michigan*, Nos. 17-1698, 17-1699, 17-1745, 17-1752, and 17-1769, and before the U.S. Supreme Court in *City of Flint, Michigan, Petitioners v. Shari Guertin*, No. 19-205 and *Stephen Busch, Petitioners v. Shari Guertin*, No. 19-350.

3. I am providing this declaration in support of Plaintiffs' Motion for an

Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I am submitting this declaration to describe the time invested and expenses incurred by Maddin Hauser Roth & Heller P.C. in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

**Background**

4. I am a licensed attorney admitted to practice before courts in Michigan and Ohio and in numerous federal courts throughout the country. I graduated from The University of Michigan and the Detroit College of Law. Prior to working at Maddin Hauser Roth & Heller, P.C., I was an Associate at Kramer Mellin, P.C. and Nedelman, Romzek, Smith & Wolf, P.C.

5. My firm, Maddin Hauser Roth & Heller, is a law firm based in Southfield, Michigan. I focus my practice in Real Property and complex litigation, representing clients in state and federal trial and appellate courts throughout the country.

**Maddin Hauser Roth & Heller, P.C.'s Contribution to This Litigation**

6. From the outset of this litigation, the attorneys and support staff of Maddin Hauser Roth & Heller, P.C. anticipated spending hundreds of hours litigating the claims in this matter with no guarantee of success. I and the others at my firm understood that prosecution of this litigation would require that other work

be foregone, there was significant uncertainty surrounding the applicable legal and factual issues, and there would be significant opposition from a number of defendants with substantial resources and asserted legal defenses.

7. Maddin Hauser Roth & Heller, P.C. assumed a significant risk of non-payment in prosecuting this litigation given the novelty and uncertainty surrounding the legal issues involved, particularly the issue of whether contamination of Flint residents' drinking water could give rise to claims for violation of the substantive due process right to bodily integrity.

8. Despite these risks, on June 27, 2016, the *Guertin* case was filed and was one of the first cases relating to the subject litigation brought before Her Honor. In turn, the *Guertin* case became one of the first federal Flint Water cases to brief motions to change venue and motions to dismiss. (*Guertin v. State of Michigan*, No. 16-cv-12421, ECF Nos. 45, 50, 59, 60, 62, 64, 69-70, 81-82, 86, 94, 100, 102-105, 109, 117-124). Maddin Hauser assisted as local counsel in the researching, constructing and filing of responses to seven separate dispositive motions. As a result on June 5, 2017, the *Guertin* case became the first federal Flint Water Crisis case to withstand dismissal and successfully state a claim under 42 U.S.C. § 1983 for violation of the substantive due process right to bodily integrity. (Opinion and Order Granting in Part and Denying in Part Defendants' Motions to Dismiss, *Guertin v. State of Michigan*, No. 16-cv-12421, ECF No. 151).

9. Following this Court's June 5, 2017 ruling, the government defendants—including the City of Flint and individual Flint and Michigan officials—filed interlocutory appeals. *Guertin v. State of Michigan et al.*, Nos. 17-1698, 17-1699, 17-1745, 17-1752, 17-1769 (6th Cir.). Through those appeals, the Defendants sought to overturn the Court's Order, including its holdings that: (1) Plaintiffs had successfully stated claims for violation of their constitutional right to bodily integrity; (2) the Defendants are not entitled to a qualified immunity defense to such claims, and (3) the City of Flint is not entitled to absolute immunity under the Eleventh Amendment.

10. I assisted and supported primary counsel in the briefing and oral argument before the Sixth Circuit on behalf of the *Guertin* plaintiffs, who succeeded in defending this Court's order and obtaining a landmark opinion affirming the Court's order and sustaining our clients' claims. *Guertin v. Michigan*, 912 F.3d 907 (6th Cir. 2019)

11. Following the Sixth Circuit's monumental order, the *Guertin* litigation team with my assistance and support briefed and successfully opposed two petitions for rehearing *en banc* filed by the *Guertin* defendants, 924 F.3d 309 (6th Cir. 2019), as well as two petitions for a writ of *certiorari* filed with the U.S. Supreme Court. *City of Flint v. Guertin*, No. 19-205, 2020 WL 283268 (Mem) (Jan. 21, 2020) (denying petition for writ of *certiorari*); *Busch v. Guertin*, No. 19-350, 2020 WL

283269 (Mem) (Jan. 21, 2020) (same).

12. Maddin Hauser Roth & Heller, P.C. has materially advanced the interests of all plaintiffs seeking recovery in the Flint Water Crisis cases. Over the course of this litigation, Maddin Hauser Roth & Heller, P.C. and its attorneys have been involved in the following specific activities:

- *Pleading – Motion to Change Venue*: Maddin Hauser assisted and supported the successful briefing opposing a motion to change venue and attended the hearing regarding the same at the incipency of the litigation;
- *Appellate Briefing*: Maddin Hauser Roth & Heller, P.C. attorneys assisted, supported and collaborated with the *Guertin* primary counsel in the appeal before the Sixth Circuit which was defeated;
- *Establishing Favorable Appellate Precedent*: The efforts of Maddin Hauser Roth & Heller, P.C. attorneys, together with the rest of the *Guertin* litigation team, led to precedent-setting decisions at the Sixth Circuit in *Guertin*, furthering the prompt and just resolution of this litigation for the well-deserved benefit of the putative class members and plaintiffs in individual cases;
- *Hearings*: Maddin Hauser Roth & Heller, P.C. attorneys attended numerous court hearings before this Court to remain apprised of proceedings in the District Court even while *Guertin* was on appeal;
- *Litigation Strategy*: In close coordination with Lead Counsel, Maddin Hauser Roth & Heller, P.C. attorneys have ensured that litigation strategy throughout the appellate process would lead to opinions and rulings that would inure to the benefit of all plaintiffs in the Flint Water Crisis cases pending in trial courts.

13. Despite significant risks and asserted legal defenses, Maddin Hauser Roth & Heller, P.C. attorneys' work and capable lawyering yielded a substantial

benefit for all plaintiffs and class members in Flint Water Crises.

**Maddin Hauser Roth & Heller, P.C.'s Reasonable Attorneys' Fees Incurred**

14. As is the general practice of most law firms, the attorneys and staff of Maddin Hauser Roth & Heller, P.C. were responsible for keeping track of their own billable time related to this matter and did so with detailed time entries. The majority of these records are centralized in a billing management software program to which all employees have access.

15. The total number of hours expended on this litigation by Maddin Hauer Roth & Heller, P.C. attorneys for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 49.10 hours. The total lodestar for this work using billing rates in effect at the time of billing is \$24,550.00. My firm has not received any payment to date for this work.

16. Below is a table summarizing the time spent by my firm's attorneys who worked on this litigation, and their lodestars, from inception of the case through February 15, 2021.<sup>1</sup> This table summary was prepared from contemporaneously made daily time records regularly prepared and maintained by the timekeepers.

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<sup>1</sup> The hourly rate reflected remained the same throughout my firm's work on the litigation.

<b>ATTORNEY (Position)</b>	<b>HOURS</b>	<b>HOURLY RATE</b>	<b>TOTAL</b>
David Hart (Shareholder)	49.10	\$500.00	\$24,550.00
<b>Total</b>	<b>49.10</b>		<b>\$24,550.00</b>

17. The rates listed above are the same rates that would be assessed to our hourly clients and approximate the average of rates for attorneys with similar backgrounds and experience in the Detroit legal market. The hours and rates of the Maddin Hauser Roth & Heller, P.C. attorneys provided above represent the total work our firm has undertaken for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) since the inception of this litigation, including case investigation, research, briefing, and handling hearings. They have been reviewed and reduced to remove any hours found to have been duplicative or excessive.

18. Based on the experience of Maddin Hauser Roth & Heller, P.C. attorneys doing complex litigation, as well as our knowledge of the billing rates of other firms that pursue similar litigation, and based on recent and repeated court approval of our billing rates, I believe that the billing rates of the attorneys and staff at Maddin Hauser Roth & Heller, P.C. properly correlate to their respective

experience, are reasonable in the Detroit legal market, and approximate the average rates of attorneys with similar backgrounds and experience.

19. Below is a table summarizing the Lodestar by Task:

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	N/A	
2. Document Review	N/A	
3. Legal Research	N/A	
4. Pleadings, Briefs and Pretrial Motions	11.0	\$5,500.00
5. Other Discovery	N/A	
6. Deposition Prep/Take/Defend	N/A	
7. Experts/Consultants	N/A	
8. Case Vetting / Bellwether	N/A	
9. Class Certification	N/A	
10. Trial Preparation and Trial	N/A	
11. Court Appearances / Arguments before the Court	27.4	\$13,700.00
12. Litigation Strategy and Case Management	4.7	\$2,350.00
13. Settlement	.2	\$100.00
14. Travel	N/A	
15. Committee Meetings or Calls	N/A	
16. Lead Counsel/PEC/Liaison	N/A	

17. Time and Expense Admin	N/A	
18. Appeal	5.8	\$2,900.00
<b>TOTAL</b>	<b>49.1</b>	<b>\$24,550.00</b>

20. The total amount of unreimbursed expenses incurred for common benefit by Maddin Hauser Roth & Heller, P.C. directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2012<sup>1</sup> is \$39.18. The table below shows a breakdown by category of these expenses.

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$0.00
2. Printing and photocopying (in-house)	\$6.80
3. Computerized Research – Lexis/Westlaw (actual charges only)	\$0.00
4. Telephone – long distance (actual charges only)	\$16.38
5. Travel (pursuant to Travel Limitations)	\$0.00
6. Airfare (pursuant to Travel Limitations)	\$0.00
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$0.00
8. Hotel (pursuant to Travel Limitations)	\$0.00
9. Reasonable meals	\$0.00
10. Other reasonable and necessary charges (e.g., parking)	\$16.00
<b>TOTAL</b>	<b>\$39.18</b>

21. The expenses summarized in the table above are reflected on Maddin

Hauser, P.C.'s expense records. The records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in the table above were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

22. Upon request from the Court, Maddin Hauser Roth & Heller, P.C. is prepared to submit for review the daily time records and expense documentation supporting the information set forth above.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 5, 2021 in Southfield, Michigan.

/s/ David Hart

David Hart, Esq.

# **EXHIBIT 19**

**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. MAJZOUN

**DECLARATION OF MARK L. MCALPINE IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Mark L. McAlpine, hereby declare as follows:

1. I am a partner of the law firm McAlpine PC. On March 15, 2016, I was appointed Interim Liaison Class Counsel for Plaintiffs by the Genesee County Circuit Court. On October 26, 2017, I was appointed by this Court as Liaison Counsel for the *Mason* State Court Class Action. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by McAlpine PC in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

3. Over the course of this litigation, McAlpine PC has been involved in the following specific activities:

- *Pleadings*: McAlpine PC was extensively involved in the researching and drafting of Class Plaintiffs' consolidated complaint, drafted other

pleadings in consultation with Co-Lead Counsel, and drafted all pleadings in Genesee County Circuit Court.

- *Motions to Dismiss:* McAlpine attorneys researched and drafted briefing in opposition to Defendants' multiple motions to dismiss in federal court and in the Genesee County Circuit Court. McAlpine attorneys also argued the motions to dismiss in Genesee County Circuit Court.
- *Appeals:* McAlpine researched, briefed and/or argued jurisdictional appeals from the Genesee County Circuit Court to the 6<sup>th</sup> Circuit Court of Appeals and United States Supreme Court, prevailing at each stage.
- *Discovery:* McAlpine has been extensively involved in discovery in these cases, including reviewing millions of pages of documents produced; drafting and reviewing discovery requests; preparing for and participating in Court conferences; preparing for and questioning witnesses at dozens of depositions; and conducting extensive expert analysis.
- *Class Certification:* McAlpine attorneys drafted briefing and supporting materials in support of Class Plaintiffs' motion for class certification.
- *Strategy and Planning:* McAlpine attorneys coordinated parallel proceedings in Genesee County Circuit Court, attending all hearings and preparing all filings on behalf of Class Plaintiffs. McAlpine attorneys also attended all federal proceedings and coordinated with Co-Lead Class Counsel. McAlpine attorneys participated in strategic decision and planning discussions throughout the case in relation to case investigation, pleadings, briefing, and discovery, and have participated in periodic calls with Co-Lead Counsel and other members of the Executive Committee.

4. The total number of hours expended on this litigation by McAlpine PC for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 25,003.5 hours. The total lodestar for this work using current billing rates is \$16,460,084.50. The lodestar using applicable historical billing rates is \$16,426,129.00. McAlpine PC has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on McAlpine PC's current (or historic where applicable) billing rates from inception of the case through February 15, 2021. Additionally, attached as Exhibit B is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation and their lodestars based on McAlpine PC's historical billing rates from inception of the case through February 15, 2021. Additionally, attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued by McAlpine PC on this litigation from inception of the case through February 15, 2021, categorized by task. McAlpine PC prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. The hourly rates reflected in Exhibits A and B are the same as the usual and customary national hourly rates charged for McAlpine PC's services on an hourly or contingent basis in similar complex litigation.

6. The total amount of unreimbursed expenses incurred by McAlpine PC directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$39,941.35. I have attached as Exhibit D a breakdown by category of these expenses. These are reflected

on McAlpine PC's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

7. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

8. Upon request from the Court, McAlpine PC is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C, and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 1, 2021  
Auburn Hills, Michigan

/s/ Mark L. McAlpine  
Mark L. McAlpine

**Exhibit A: McAlpine PC Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Blake, Jayson	P	\$750	7,497.2	\$5,622,900.00
D'Agostini, Norina *	A	\$350	44.3	\$15,505.00
Dore, Art	A	\$375	1,383.9	\$518,962.50
Eyre, Douglas	P	\$725	6.0	\$4,350.00
Jaworski, Dannielle	L	\$200	364.7	\$72,940.00
Lietzau, Naomi	L	\$185	377.9	\$69,911.50
McAlpine, Ashley	A	\$425	2,652.2	\$1,127,185.00
McAlpine, Lynette	L	\$250	32.5	\$8,125.00
McAlpine, Mark	P	\$950	4,351.1	\$4,133,545.00
Mezin, Melissa *	A	\$370	4.4	\$1,628.00
Mitchell, Danielle *	L	\$200	4.0	\$800.00
Oszust, Mark	A	\$375	242.9	\$91,087.50
Peters, Ted	P	\$795	2,138.7	\$1,700,266.50
Schnatz, Adam	P	\$525	5,739.6	\$3,013,290.00
Trapnell, Thomas	A	\$485	164.1	\$79,588.50
<b>TOTAL</b>			<b>25,003.5</b>	<b>\$16,460,084.50</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit B: McAlpine PC Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Blake, Jayson	P		\$750	7,497.2	\$5,622,900.00
D'Agostini, Norina *	A		\$350	44.3	\$15,505.00
Dore, Art	L	2016	\$210	15.8	\$3,318.00
Dore, Art	L	2018	\$250	43.5	\$10,875.00
Dore, Art	A	2020	\$375	1,324.6	\$496,725.00
Eyre, Douglas	P		\$725	6.0	\$4,350.00
Jaworski, Dannielle	L		\$200	364.7	\$72,940.00
Lietzau, Naomi	L	2018	\$105	119.2	\$12,516.00
Lietzau, Naomi	L	2019	\$110	217.4	\$23,914.00
Lietzau, Naomi	L	2020	\$185	41.3	\$7,640.50
McAlpine, Ashley	A		\$425	2,652.2	\$1,127,185.00
McAlpine, Lynette	L	2016	\$240	7.0	\$1,680.00
McAlpine, Lynette	L	2018	\$250	25.5	\$6,375.00
McAlpine, Mark	P		\$950	4,351.1	\$4,133,545.00
Mezin, Melissa *	A		\$370	4.4	\$1,628.00
Mitchell, Danielle *	L		\$200	4.0	\$800.00
Oszust, Mark	A		\$375	242.9	\$91,087.50
Peters, Ted	P		\$795	2,138.7	\$1,700,266.50
Schnatz, Adam	P		\$525	5,739.6	\$3,013,290.00
Trapnell, Thomas	A		\$485	164.1	\$79,588.50
<b>TOTAL</b>				<b>25,003.5</b>	<b>\$16,426,129.00</b>

P	Partner	I	Intern
C	Counsel		
A	Associate		
L	Legal Assistant		

\*Former employee, rate stated as of the date of end of employment.

**Exhibit C: McAlpine PC Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	371.0	\$73,753.50
2. Document Review	5,809.7	\$3,000,406.50
3. Legal Research	651.3	\$379,714.00
4. Pleadings, Briefs and Pretrial Motions	3,662	\$2,443,678.50
5. Other Discovery	1,003.1	\$716,504.00
6. Deposition Prep/Take/Defend	4,995.7	\$3,270,311.00
7. Experts/Consultants	1,070.6	\$947,055.00
8. Case Vetting/Bellwether	19.9	\$18,905.00
9. Class Certification	336.1	\$226,345.00
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	437.8	\$344,445.00
12. Litigation Strategy and Case Management	4,509.1	\$3,190,062.50
13. Settlement	61.3	\$49,137.50
14. Travel	60.2	\$40,870.00
15. Committee Meetings or Calls	204.7	\$151,312.00
16. Lead Counsel/PEC/Liaison Counsel Duties	1,224.5	\$1,161,687.50
17. Time and Expense Admin		
18. Appeal	586.5	\$445,897.50
<b>TOTAL</b>	<b>25,003.5</b>	<b>\$16,460,084.50</b>

**Exhibit D: McAlpine PC Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, Shipping, Courier, Certified Mail	\$862.18
2. Printing and Photocopying (in-house)	\$951.98
3. Computerized Research – Lexis/Westlaw (actual charges only)	\$28,009.42
4. Telephone - long distance (actual charges only)	\$455.73
5. Travel (pursuant to Travel Limitations)	\$2,747.33
6. Airfare (pursuant to Travel Limitations)	\$1,822.50
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$115.56
8. Hotel - (pursuant to Travel Limitations)	\$2,373.66
9. Reasonable meals	\$264.31
10. Other reasonable and necessary charges (e.g., parking)	\$2,338.68
<b>TOTAL</b>	<b>\$39,941.35</b>

# **EXHIBIT 20**

**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 MYLES MCGUIRE IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD  
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Myles McGuire, pursuant to 28 U.S.C. § 1746, hereby aver and state as follows:

1. I am fully competent to make this declaration, I have personal knowledge of all matters set forth herein unless stated otherwise, and I would testify to all such matters if called as a witness.

2. I am the founder and managing partner of the law firm McGuire Law, P.C. My firm, along with my co-counsel, has represented plaintiffs Shari Guertin and her minor child, E.B., and Diogenes Muse-Cleveland before this Court in *Guertin v. State of Michigan*, No. 16-cv-12421, as well as through all appeals that arose out of *Guertin*, including proceedings before the Sixth Circuit in *Guertin v. State of Michigan*, Nos. 17-1698, 17-1699, 17-1745, 17-1752, and 17-1769, and before the U.S. Supreme Court in *City of Flint, Michigan v. Guertin, et al.*, No. 19-205 and *Busch v. Shari Guertin*, No. 19-350.

3. I am providing this declaration in support of Plaintiffs' Motion for an

Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I am submitting this declaration to describe the time invested and expenses incurred by McGuire Law, P.C. in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

**Background**

4. I am a licensed attorney admitted to practice before the Illinois Supreme Court and Wisconsin Supreme Court and in numerous federal courts throughout the country, including the U.S. Supreme Court. I graduated from Marquette University and Marquette University Law School. Prior to founding McGuire Law, P.C. in 2013, I was a managing member of Edelson McGuire, LLC.

5. My firm, McGuire Law, P.C., is a law firm based in Chicago that focuses its practice on class actions and complex litigation, representing clients in state and federal trial and appellate courts throughout the country. Prior to and after founding McGuire Law, P.C., my practice has concentrated on representing plaintiffs in cases involving civil rights, consumer fraud, unfair competition, invasion of privacy, false advertising, and breach of contract, among many other types of cases.

6. In my practice, I also regularly handle cases involving matters of first impression and issues of national significance, and I have developed a long track-

record of successes at both the trial and appellate level. I and the other attorneys at McGuire Law, P.C. have extensive experience in class action lawsuits similar in size and complexity to this litigation, and we have been recognized as a leader in class actions by our peers and courts around the country. I and/or the other McGuire Law, P.C. attorneys have been appointed as lead counsel or class counsel in numerous class actions, including recently by this Court. *Wood v. FCA US LLC*, No. 20-11054 (E.D Mich.) (Levy, J.).<sup>1</sup> Additionally, McGuire Law, P.C. attorneys

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<sup>1</sup> See also, e.g., *Gray v. Mobile Messenger Ams., Inc.* (S.D. Fla. 2008); *Gresham v. Keppler & Assocs., LLC* (Sup. Ct. Los Angeles County, Cal. 2008); *Sims v. Cellco P'ship* (N.D. Cal. 2009); *Van Dyke v. Media Breakaway, LLC* (S.D. Fla. 2009); *Paluzzi, v. mBlox, Inc.* (Cir. Ct. Cook Cnty., Ill. 2009); *Ryan v. Snackable Media, LLC* (Cir. Ct. Cook Cnty., Ill. 2011); *Parone v. m-Qube, Inc.* (Cir. Ct. Cook Cnty., Ill. 2010); *Valdez v. Sprint Nextel Corp.* (N.D. Cal. 2010); *Lozano v. Twentieth Century Fox* (N.D. Ill. 2011); *Kramer v. Autobytel* (N.D. Cal. 2011); *Walker v. OpenMarket, Inc.* (Cir. Ct. Cook Cnty., Ill. 2011); *Schulken at al. v. Washington Mutual Bank* (N.D. Cal. 2011); *In re Citibank HELOC Reduction Litigation* (N.D. Cal 2012); *Murray v. Bill Me Later, Inc.* (N.D. Ill. 2014); *Valladares v. Blackboard, Inc.* (Cir. Ct. Cook Cnty., Ill. 2016); *Hooker et al v. Sirius XM Radio, Inc.* (E.D. Va. 2017); *Flahive et al v. Inventurus Knowledge Solutions, Inc.* (Cir. Ct. Cook Cnty., Ill. 2017); *Serrano v. A&M (2015) LLC* (N.D. Ill. 2017); *Seal v. RCN Telecom Servs., LLC* (Cir. Ct. Cook Cnty., Ill. 2017); *Vergara et. al. v. Uber Techs., Inc.* (N.D. Ill. 2018); *Zepeda v. International Hotels Group, Inc. et. al.* (Cir. Ct. Cook Cnty., Ill. 2018); *Kovach et al v. Compass Bank* (Cir. Ct. Jefferson County, AL 2018); *Svagdis v. Alro Steel Corp.* (Cir. Ct. Cook Cnty., Ill. 2018); *Zhirovetskiy v. Zayo Group, LLC* (Cir. Ct. Cook Cnty., Ill. 2019); *Marshall v. Life Time Fitness, Inc.* (Cir. Ct. Cook Cnty., Ill. 2019); *McGee v. LSC Communications, Inc.* (Cir. Ct. Cook Cnty., Ill. 2019); *Prather v. Wells Fargo Bank, N.A.* (N.D. Ill. 2019); *Nelson v. Nissan North Am., Inc.* (M.D. Tenn. 2019); *Smith v. Pineapple Hospitality Grp.* (Cir. Ct. Cook Cnty., Ill. 2020); *Rafidia v. KeyMe, Inc.* (Cir. Ct. Cook Cnty., Ill. 2020); *Burdette-Miller v. William & Fudge, Inc.* (Cir. Ct. Cook County, Ill 2020); *Farag v. Kiip, Inc.* (Cir. Ct. Cook Cnty., Ill. 2020); *Lopez v. Multimedia Sales & Marketing, Inc.* (Cir. Ct. Cook Cnty., Ill. 2020); *Prelipceanu v. Jumio Corp.* (Cir. Ct. Cook

have served in leadership roles in other mass tort and multi-district litigation. *See, e.g., In re: Valsartan, Losartan, & Irbesartan Products Liability Litigation*, MDL No. 19-2875 (D.N.J.).

**McGuire Law, P.C.'s Contribution to This Litigation**

7. From the outset of this litigation, the attorneys and support staff of McGuire Law, P.C. anticipated spending hundreds of hours litigating the claims in this matter with no guarantee of success. I and the others at my firm understood that prosecution of this litigation would require that other work be foregone, there was significant uncertainty surrounding the applicable legal and factual issues, and there would be significant opposition from a number of defendants with substantial resources and asserted legal defenses.

8. McGuire Law, P.C. assumed a significant risk of non-payment in prosecuting this litigation given the novelty and uncertainty surrounding the legal issues involved, particularly the issue of whether contamination of Flint residents' drinking water could give rise to claims for violation of the substantive due process right to bodily integrity.

9. Despite these risks, on June 5, 2017, the *Guertin* case became the first federal Flint Water Crisis case to withstand dismissal and successfully state a claim

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County, Ill. 2020); *Williams v. Swissport USA, Inc.* (Cir. Ct. Cook Cnty., Ill. 2020); *Glynn v. eDriving, LLC* (Cir. Ct. Cook Cnty., Ill. 2020); *Kusinski v. ADP, LLC* (Cir. Ct. Cook Cnty., Ill. 2021).

under 42 U.S.C. § 1983 for violation of the substantive due process right to bodily integrity. (Opinion and Order Granting in Part and Denying in Part Defendants' Motions to Dismiss, *Guertin v. State of Michigan*, No. 16-cv-12421, ECF No. 151).

10. Following this Court's June 5, 2017 ruling, the government defendants—including the City of Flint and individual Flint and Michigan officials—filed interlocutory appeals. *Guertin v. State of Michigan*, Nos. 17-1698, 17-1699, 17-1745, 17-1752, 17-1769 (6th Cir.). Through those appeals, the Defendants sought to overturn the Court's Order, including its holdings that: (1) Plaintiffs had successfully stated claims for violation of their constitutional right to bodily integrity; (2) that the Defendants are not entitled to a qualified immunity defense to such claims, and (3) that the City of Flint is not entitled to absolute immunity under the Eleventh Amendment.

11. My firm handled the principal briefing and oral argument before the Sixth Circuit on behalf of the *Guertin* plaintiffs, and we succeeded in defending this Court's order and obtaining a landmark opinion affirming the Court's order and sustaining our clients' claims. *Guertin v. Michigan*, 912 F.3d 907 (6th Cir. 2019)

12. Following the Sixth Circuit's monumental order, attorneys at my firm briefed and successfully opposed two petitions for rehearing *en banc* filed by the *Guertin* defendants, 924 F.3d 309 (6th Cir. 2019), as well as two petitions for a writ of *certiorari* filed with the U.S. Supreme Court. *City of Flint v. Guertin*, No. 19-205,

2020 WL 283268 (Mem) (Jan. 21, 2020) (denying petition for writ of *certiorari*); *Busch v. Guertin*, No. 19-350, 2020 WL 283269 (Mem) (Jan. 21, 2020) (same).

13. Through concerted effort and capable lawyering, McGuire Law, P.C. has materially advanced the interests of all plaintiffs seeking recovery in the Flint Water Crisis cases. Over the course of this litigation, McGuire Law, P.C. and its attorneys have been involved in the following specific activities:

- *Pleadings*: McGuire Law, P.C. reviewed and analyzed the initial *Guertin* complaint to propose amendments following this Court's ruling on the Defendants' motions to dismiss;
- *Appellate Briefing*: McGuire Law, P.C. attorneys handled all of the principal briefing in the *Guertin* appeal before the Sixth Circuit, carrying out extensive legal research and crafting persuasive legal theories that were ultimately adopted in the Sixth Circuit's opinion;
- *Appellate Oral Argument*: McGuire Law, P.C. skillfully prepared for and delivered oral argument on behalf of the *Guertin* plaintiffs at a lengthy oral argument hearing before the Sixth Circuit;
- *Establishing Favorable Appellate Precedent*: The efforts of McGuire Law, P.C. attorneys led to precedent-setting decisions at the Sixth Circuit in *Guertin*, furthering the prompt and just resolution of this litigation for the well-deserved benefit of the putative class members and plaintiffs in individual cases;
- *En Banc Review Before the Sixth Circuit*: Following the Sixth Circuit's landmark opinion in *Guertin*, two groups of Defendants filed petitions for rehearing *en banc*. The Sixth Circuit took up the petitions and directed the *Guertin* plaintiffs to file responses to both petitions. McGuire Law, P.C. attorneys drafted and filed both responses and succeeded in obtaining an order denying both petitions for rehearing, as well as several helpful concurring opinions that were beneficial in subsequent appeals;

- *Supreme Court Proceedings:* After two groups of Defendants filed petitions for a writ of *certiorari* seeking to have the Sixth Circuit's landmark ruling summarily reversed at the U.S. Supreme Court, McGuire Law, P.C. attorneys led the briefing and served as counsel of record in opposing the two petitions for writ of *certiorari*. Those efforts were successful and resulted in the denial of both petitions;
- *Hearings:* McGuire Law, P.C. attorneys traveled to attend numerous court hearings before this Court to remain apprised of proceedings in the District Court even while *Guertin* was on appeal;
- *Litigation Strategy:* In close coordination with Lead Counsel, McGuire Law, P.C. attorneys have ensured that litigation strategy throughout the appellate process would lead to opinions and rulings that would inure to the benefit of all plaintiffs in the Flint Water Crisis cases pending in trial courts.

14. Despite significant risks and asserted legal defenses, McGuire Law, P.C. attorneys' extensive appellate work and capable lawyering yielded a substantial benefit for all plaintiffs and class members in Flint Water Crisis cases.

**McGuire Law, P.C.'s Reasonable Attorneys' Fees Incurred**

15. As is the general practice of most law firms, the attorneys and staff of McGuire Law, P.C. were responsible for keeping track of their own billable time related to this matter and did so with detailed time entries. The majority of these records are centralized in a billing management software program to which all employees have access.

16. The total number of hours expended on this litigation by McGuire Law, P.C. attorneys for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February

15, 2021 is 566.4 hours. The total lodestar for this work using current billing rates is \$299,163.50. The lodestar using applicable historical billing rates is \$224,898.00. My firm has not received any payment to date for this work.

17. Attached as Exhibit A is a summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on McGuire Law, P.C.'s current billing rates from inception of the case through February 15, 2021. Attached as Exhibit B is a summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on McGuire Law, P.C.'s historical billing rates from inception of the case through February 15, 2021. These summaries were prepared from contemporaneously made daily time records regularly prepared and maintained by the timekeepers.

18. The rates listed in the attached exhibits are the same rates that would be assessed to our hourly clients and approximate the average of rates for attorneys with similar backgrounds and experience in the Chicago legal market. The hours and rates of the McGuire Law, P.C. attorneys provided represent the total work our firm has undertaken since the inception of this litigation, including case investigation, research, briefing, and handling hearings. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order

Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

19. Based on the experience of McGuire Law, P.C. attorneys doing both large firm defense work and plaintiffs' class action work, as well as our knowledge of the billing rates of other firms that pursue similar litigation, and based on recent and repeated court approval of our billing rates, I believe that the billing rates of the attorneys and staff at McGuire Law, P.C. properly correlate to their respective experience, are reasonable in the midwest legal market, and approximate the average rates of attorneys with similar backgrounds and experience.

20. Additionally, numerous federal and state courts have approved our then-prevailing billing rates in other, similarly complex class litigation.<sup>2</sup>

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<sup>2</sup> See, e.g., *Shen v. Distributive Networks, Inc.* (N.D. Ill. Apr. 5, 2007); *Weinstein v. The Timberland Co.* (N.D. Ill. Dec. 18, 2008); *Satterfield v. Simon & Schuster, Inc.* (N.D. Cal. Aug. 13, 2010); *Lozano v. Twentieth Century Fox Film Corp.* (N.D. Ill. Apr. 15, 2011); *Rojas v. Career Education Co.* (N.D. Ill. Sept. 6, 2012); *Robles v. Lucky Brand Dungarees, Inc.* (N.D. Cal. May 10, 2013); *In re Jiffy Lube Spam Text Litigation* (S.D. Cal. Feb. 20, 2013); *Murray v. Bill Me Later, Inc.* (N.D. Ill. Nov. 20, 2014); *Valladares v. Blackboard, Inc.* (Cir Ct. Cook Cnty., Ill. 2016); *Serrano v. A&M (2015) LLC* (N.D. Ill. 2017); *Seal v. RCN Telecom Servs., LLC* (Ill. Cir. Ct. Cook Cnty. 2017); *Hooker v. Sirius XM Radio, Inc.* (E.D. Va. 2017); *Flahive v. Inventurus Knowledge Solutions, Inc.* (Ill. Cir. Ct. Cook Cnty. 2017); *Vergara v. Uber Techs., Inc.* (N.D. Ill. 2018); *Kovach et al v. Compass Bank* (Cir. Ct. Jefferson Cnty., Ala. 2018); *Svagdis v. Alro Steel Corp.* (Ill. Cir. Ct. Cook Cnty. 2018); *Zhirovetskiy v. Zayo Group, LLC*, (Ill. Cir. Ct. Cook Cnty. 2019); *McGee v. LSC Communications, Inc.* 17-CH-12818 (Ill. Cir. Ct. Cook Cnty. 2019); *Prather v. Wells Fargo Bank, N.A.* (N.D. Ill. 2019); *Nelson v. Nissan North Am., Inc.* (M.D. Tenn. 2019); *Smith v. Pineapple Hospitality Grp.* (Ill. Cir. Ct. Cook Cnty. 2020); *Garcia v. Target Corp.* (D. Minn. 2020).

21. The total amount of unreimbursed expenses incurred by McGuire Law, P.C. directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$5,740.94. Attached as Exhibit C is a table showing a breakdown by category of these expenses.

22. The expenses summarized in Exhibit C are reflected on McGuire Law, P.C.'s expense records. The records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in the table above were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

23. Upon request from the Court, McGuire Law, P.C. is prepared to submit for review the daily time records and expense documentation supporting the information set forth above.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021 in Collier County, Florida.

/s/ Myles McGuire  
Myles McGuire

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**Exhibit A: McGuire Law, P.C. Lodestar at Current Billing Rates**

<b>PROFESSIONAL (Position)</b>	<b>YEAR</b>	<b>HOURS</b>	<b>HOURLY RATE</b>	<b>LODESTAR</b>
Myles McGuire (Managing Partner)	21	33.2	\$740	\$24,568.00
Evan Meyers (Partner)	19	56.5	\$710	\$40,115.00
Paul Geske (Associate)	6	334.1	\$535	\$178,743.50
David Gerbie (Associate)	5	40.2	\$485	\$19,497.00
William Kingston (Associate)	4	12.1	\$445	\$5,384.50
Timothy Kingsbury (Associate)	3	15.3	\$405	\$6,196.50
Brendan Duffner (Associate)	2	55.6	\$365	\$20,294.00
Aubrey Sudomier (Former Law Clerk)	n/a	1.4	\$225	\$315.00
Matthew Russo (Former Law Clerk)	n/a	14	\$225	\$3,150.00
Luke McNabola (Former Law Clerk)	n/a	4	\$225	\$900.00

<b>TOTAL</b>		<b>566.4</b>		<b>\$299,163.50</b>
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**Exhibit B: McGuire Law, P.C. Lodestar at Historic Billing Rates**

<b>PROFESSIONAL (Position)</b>	<b>YEAR</b>	<b>HOURS</b>	<b>HISTORICAL RATE</b>	<b>LODESTAR</b>
Myles McGuire (Managing Partner)	2018/ 2017	33.2	\$705	\$23,406.00
Evan Meyers (Partner)	2017	56.5	\$670	\$37,855.00
Paul Geske (Associate)	2020	4.2	\$420	\$1,764.00
Paul Geske (Associate)	2019	146.9	\$405	\$59,494.50
Paul Geske (Associate)	2018	158.4	\$365	\$57,816.00
Paul Geske (Associate)	2017	24.6	\$320	\$7,872.00
David Gerbie (Associate)	2017	40.2	\$320	\$12,864.00
William Kingston (Associate)	2017	12.1	\$290	\$3,509.00
Timothy Kingsbury (Law Clerk)	2018	15.3	\$225	\$3,442.50
Brendan Duffner (Law Clerk)	2018/ 2017	55.6	\$225	\$12,510.00

Aubrey Sudomier (Former Law Clerk)	2019	1.4	\$225	\$315.00
Matthew Russo (Former Law Clerk)	2018	14	\$225	\$3,150.00
Luke McNabola (Former Law Clerk)	2018	4	\$225	\$900.00
<b>TOTAL</b>		<b>566.4</b>		<b>\$224,898.00</b>

**Exhibit C: McGuire Law, P.C. Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$231.18
2. Printing and photocopying	\$2,270.00 <sup>3</sup>
3. Computerized research - Lexis/Westlaw (actual charges only)	N/A
4. Telephone - long distance (actual charges only)	N/A
5. Travel (pursuant to Travel Limitations)	N/A
6. Airfare (pursuant to Travel Limitations)	\$2,059.52
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$451.58
8. Hotel - (pursuant to Travel Limitations)	\$693.66
9. Reasonable meals	N/A
10. Other reasonable and necessary charges (e.g., parking)	\$35
<b>TOTAL</b>	<b>\$5,740.94</b>

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<sup>3</sup> This expense pertains to the preparation, printing, binding, submission, and service of the *Guertin* Plaintiffs' response in opposition to the petitions for writ of *certiorari*.

# **EXHIBIT 21**

**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 SANFORD P. DUMAIN IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Sanford P. Dumain, hereby declare as follows:

1. I am of counsel with the law firm Milberg Phillips Grossman LLP ("MPG"),<sup>1</sup> was a partner of Milberg LLP, and I am a member of the bar of this Court. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by MPG in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through 2018.

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<sup>1</sup> Milberg Tadler Phillips Grossman LLP ("MTPG") submitted the firm's time and expense to the Special Master on August 15, 2018. Effective as of October 19, 2019, MTPG became Milberg Phillips Grossman LLP.

MPG's work on the litigation ended in 2018.

3. Over the course of its work on this litigation, MPG was involved in the following specific activities:

- *Pleadings*: MPG conducted substantial research and investigation, drafting the amended Court of Claims complaint on behalf of Class Plaintiffs.
- *Motions for Consolidation*: MPG spent considerable resources briefing and coordinating the consolidation of claims filed by multiple firms and parties to more efficiently pursue relief on behalf of Class Plaintiffs.
- *Motions to Dismiss*: MPG attorneys researched and drafted briefing on behalf of Class Plaintiffs in opposition to multiple motions to dismiss, filed by State, MDEQ, and City defendants.
- *Discovery*: MPG negotiated the ESI Protocol and production of documents with state defendants. MPG also coordinated the preservation and review of public document releases, and served subpoenas and negotiated the production of documents from important third parties. MPG additionally established, coordinated and maintained a document hosting platform used by the parties for the voluminous document productions, and conducted early document review training with co-counsel.
- *Strategy and Planning*: MPG attorneys, in coordination with co-counsel, led strategic decision and planning discussions regarding the early development of litigation strategy, including motion practice on venue and the filing of amicus briefing.
- *Appeals*: MPG attorneys assisted in the drafting and filing of amicus briefing which contributed to the successful appeal of early dismissal decisions prior to consolidation.
- *Court Appearances*: On behalf of Class Plaintiffs, MPG attorneys participated in early status conferences to determine case scheduling issues.

4. The total number of hours expended on this litigation by MPG for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) throughout its work on the cases is 2,365.3 hours. The total lodestar for this work using current billing rates is \$1,188,912.50. The lodestar using applicable historical billing rates is \$1,127,405.00. MPG has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on MPG's current billing rates from inception of the case through 2018. Attached as Exhibit B is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on MPG's historical billing rates from inception of the case through 2018. Additionally, attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued by MPG on this litigation from inception of the case through 2018, categorized by task. MPG prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted to the Special Master in accordance with that Order.

The hourly rates reflected in Exhibit A and B are the same as the usual and customary hourly rates charged for MPG's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class action cases.<sup>2</sup>

6. The total amount of unreimbursed expenses incurred by MPG directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through 2018 is \$28,634.64. I have attached as Exhibit D a breakdown by category of these expenses. These are reflected on MPG's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

7. The time and expense records described herein were reviewed by

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<sup>2</sup> See, *e.g.*, Order, *In re Anthem Data Breach Litigation*, No. 5:15-md-2617 (N.D. Cal. Aug. 15, 2018), ECF No. 1046 (granting Motion ECF No. 916); Order, *In re Liquid Aluminum Sulfate Antitrust Litigation*, No. 2:16-md-2687 (D.N.J. Apr. 22, 2019), ECF No. 1281 (granting Motion ECF No. 1247); Order Granting Final Approval, *In re Intuit Data Litigation*, No. 15:15-cv-0177 (C.D. Cal. May 15, 2019), ECF No. 196 (granting Motion ECF No. 184).

my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

8. Upon request from the Court, MPG is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C, and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021  
New York, New York

/s/ Sanford P. Dumain  
Sanford P. Dumain

**Exhibit A: MPG Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
*Andrews, Mark	PA	\$275	172.2	\$47,355.00
*Bomzer, Cindy	PA	\$325	9.0	\$2,925.00
*Bricker, Halene	PA	\$325	10.2	\$3,315.00
*Bursey, W. S.	I	\$550	1.0	\$550.00
*Gjonaj, Diana	A	\$350	23.5	\$8,225.00
Hughes, John	SC	\$525	132.8	\$69,720.00
*Joseph, Jason A.	PA	\$325	109.0	\$35,425.00
McKenna, Elizabeth	P	\$750	332.7	\$249,525.00
*Novak, Paul F.	P	\$800	445.4	\$356,320.00
*Petrick, Michelle	I	\$475	9.0	\$4,275.00
*Slidders, Charles	SC	\$575	84.9	\$48,817.50
*Stamatopoulos, Gregory	A	\$350	1,035.6	\$362,460.00
<b>TOTAL</b>			<b>2,365.3</b>	<b>\$1,188,912.50</b>

P	Partner
SC	Senior Counsel
A	Associate
I	Investigator
PA	Paralegal

\*Former employee, rate stated as of the date of end of employment.

**Exhibit B: MPG Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
*Andrews, Mark	PA	2015-2018	\$275	172.2	\$47,355.00
*Bomzer, Cindy	PA	2015-2018	\$325	9.0	\$2,925.00
*Bricker, Halene	PA	2015-2018	\$325	10.2	\$3,315.00
*Bursey, W. S.	I	2015-2018	\$550	1.0	\$550.00
*Gjonaj, Diana	A	2015-2018	\$350	23.5	\$8,225.00
Hughes, John	SC	2015-2018	\$375	132.8	\$49,800.00
*Joseph, Jason A.	PA	2015-2018	\$325	109.0	\$35,425.00
McKenna, Elizabeth	P	2015-2018	\$625	332.7	\$207,937.50
*Novak, Paul F.	P	2015-2018	\$800	445.4	\$356,320.00
*Petrick, Michelle	I	2015-2018	\$475	9.0	\$4,275.00
*Slidders, Charles	SC	2015-2018	\$575	84.9	\$48,817.50
*Stamatopoulos, Gregory	A	2015-2018	\$350	1,035.6	\$362,460.00
<b>TOTAL</b>				<b>2,365.3</b>	<b>\$1,127,405.00</b>

P	Partner
SC	Senior Counsel
A	Associate
I	Investigator
PA	Paralegal

\*Former employee, rate stated as of the date of end of employment.

**Exhibit C: MPG Lodestar by Task<sup>3</sup>**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)		
2. Document Review	227.4	\$87,582.50
3. Legal Research	199.0	\$94,037.50
4. Pleadings, Briefs and Pretrial Motions	1,434.5	\$740,625.00
5. Other Discovery	228.6	\$117,357.50
6. Deposition Prep/Take/Defend		
7. Experts/Consultants	3.0	\$1,275.00
8. Case Vetting/Bellwether	80.0	\$46,190.00
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	11.0	\$3,812.50
12. Litigation Strategy and Case Management	178.8	\$95,632.50
13. Settlement		
14. Travel		
15. Committee Meetings or Calls		
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal	3.0	\$2,400.00
<b>TOTAL</b>	<b>2,365.3</b>	<b>\$1,188,912.50</b>

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<sup>3</sup> Some time entries were previously miscategorized in Milberg's submission to the Special Master and have now been correctly re-categorized here.

**Exhibit D: MPG Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$89.75
2. Printing and photocopying (in-house)	\$1,349.70
3. Computerized research - Lexis/Westlaw (actual charges only)	\$26,546.41
4. Telephone - long distance (actual charges only)	\$19.45
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$5.05
8. Hotel - (pursuant to Travel Limitations)	
9. Reasonable meals	\$604.28
10. Other reasonable and necessary charges (e.g., parking)	\$20.00
<b>TOTAL</b>	<b>\$28,634.64</b>

# **EXHIBIT 22**

**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 MORGAN IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD  
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Scott Morgan, pursuant to 28 U.S.C. § 1746, hereby aver and state as follows:

1. I am fully competent to make this declaration, I have personal knowledge of all matters set forth herein unless stated otherwise, and I would testify to all such matters if called as a witness.

2. I am the founder of Morgan Law Firm, Ltd. My firm, along with my co-counsel, has represented plaintiffs Shari Guertin and her minor child, E.B., and Diogenes Muse-Cleveland before this Court in the matter captioned *Guertin v. State of Michigan*, No. 16-cv-12421, as well as through all appeals that arose out of *Guertin*, including proceedings before the Sixth Circuit in *Guertin v. State of Michigan*, Nos. 17-1698, 17-1699, 17-1745, 17-1752, and 17-1769, and before the U.S. Supreme Court in *City of Flint, Michigan, Petitioners v. Shari Guertin*, No. 19-205 and *Stephen Busch, Petitioners v. Shari Guertin*, No. 19-350.

3. I am providing this declaration in support of Plaintiffs' Motion for an

Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I am submitting this declaration to describe some of the time I have invested in the prosecution of the *Guertin* action and which resulted in a common benefit for all plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs).

**Background**

4. I received my B.A from the University of Illinois in 1989, and my J.D. from The John Marshall Law School in 1992. I was admitted to practice by the Illinois Supreme Court in 1992. I am additionally admitted to practice before the trial bar for the Northern District of Illinois and I have been admitted to practice *pro hac vice* before numerous other U.S. District Courts. I am also licensed to practice before the U.S. Supreme Court. I also presently serve on the Plaintiff's Steering Committee in MDL No. 2875, *In Re: Valsartan Products Liability Litigation*, pending in the District of New Jersey.

5. My Law Firm, Morgan Law Firm, Ltd., is a litigation firm based in Chicago, Illinois that focuses on complex litigation, including class action and mass tort litigation, as well as litigation involving product liability, civil rights, consumer fraud and insurance coverage, among many other types of cases, in state and federal courts throughout the country.

**Morgan Law Firm, Ltd.'s Contribution to This Litigation**

6. From the outset of this litigation, I realized that it would likely be an

enormous commitment of time and expense and that the outcome was uncertain. I knew that this litigation would likely preclude other opportunities given the ongoing obligations that would be required to prosecute my clients' claims. I also understood that there would likely be a vigorous defense to the claims by Defendants represented by highly competent defense counsel with substantial financial resources. I also understood that the Defendants would assert legal defenses given the facts as I understood them and the law that would govern the litigation.

7. Morgan Law Firm, Ltd. assumed a significant risk of non-payment in prosecuting the *Guertin* litigation given the uncertainty surrounding the legal issues involved, particularly the issue of whether contamination of Flint residents' drinking water could give rise to claims for violation of their substantive due process right to bodily integrity, whether their claims might be preempted, and whether immunities would shield the Defendants from liability.

8. I primarily handled the pre-suit investigation, researched the claims and drafted the complaint filed in *Guertin v. State of Michigan*, No. 16-cv-12421. Morgan Law Firm, Ltd. considered the varying potential claims that could be pursued and carefully drafted the Complaint filed in *Guertin v. State of Michigan*, No. 16-cv-12421.

9. Numerous Defendants filed motions to dismiss the complaint filed in *Guertin v. State of Michigan*, No. 16-cv-12421. I undertook a significant role in

researching and briefing the various Defendants' motions to dismiss in the *Guertin* matter.

10. On June 5, 2017, this Court entered an order Granting in Part and Denying in Part Defendants' motions to dismiss. (*Guertin v. State of Michigan*, No. 16-cv-12421, ECF No. 151). The *Guertin* action became the first federal Flint Water action to withstand dismissal and successfully state a claim under 42 U.S.C. § 1983 for violation of the substantive due process right to bodily injury. (Opinion and Order Granting in Part and Denying in Part Defendants' Motions to Dismiss, *Guertin v. State of Michigan*, No. 16-cv-12421, ECF No. 151). I assisted in our group's efforts resulting in this Court's order sustaining the *Guertin* Complaint. The Order, which was accomplished both through my own efforts and the efforts of my *Guertin* co-counsel, inured to the benefit of all plaintiffs in the Flint Water Litigation, including Class Plaintiffs.

11. Thereafter, the governmental Defendants – including the City of Flint and individual Flint Michigan officials, all filed interlocutory appeals. *Guertin v. State of Michigan et al.*, Nos. 17-1698, 17-1699, 17-1745, 17-1752, 17-1769 (6th Cir.). Through those appeals, Defendants sought to overturn this Court's Order, including holdings that: (1) the *Guertin* Plaintiffs had successfully stated claims for violation of their constitutional right to bodily integrity; (2) the Defendants were not entitled to a qualified immunity defense to such claims, and (3) the City of Flint was

not entitled to absolute immunity under the Eleventh Amendment. I assisted in our group's efforts to defend this Court's order in the Sixth Circuit. The Sixth Circuit's decision in *Guertin*, which was accomplished both through my own efforts and the efforts of my *Guertin* co-counsel inured to the benefit of all plaintiffs in the Flint Water Litigation, including Class Plaintiffs.

12. Morgan Law Firm, Ltd. materially advanced the interests of all plaintiffs seeking recovery in the Flint Water Crisis cases. Over the course of this litigation, Morgan Law Firm, Ltd. has been involved in the following specific activities:

- *Factual Investigation and Legal Theories*: Morgan Law Firm, Ltd. carefully reviewed and analyzed the underlying facts, reviewed thousands of pages of documents, including emails between the public actors involved, and researched legal theories available to the Plaintiffs in advance of drafting the *Guertin* complaint;
- *Pleadings*: Morgan Law Firm, Ltd. primarily researched and drafted the *Guertin* complaint;
- *Motions to Dismiss*: Morgan Law Firm, Ltd. reviewed, analyzed, researched and drafted briefing in opposition to the Defendants' motions to dismiss the *Guertin* complaint;
- *Oral Argument on Motions to Dismiss*: Morgan Law Firm, Ltd. assisted in the preparation for the oral argument on the various motions to dismiss.

13. Morgan Law Firm, Ltd.'s extensive factual investigation and research of the applicable areas of law resulted in a complaint that withstood the Defendants' various motions to dismiss. Morgan Law Firm, Ltd.'s research and briefing relating

to the motions to dismiss greatly advanced the interests of all plaintiffs making claims as a result of the Flint Water Crisis. Furthermore, I also provided assistance and advice regarding the appeal to the 6<sup>th</sup> Circuit which led to the Sixth Circuit's precedent-setting decision in *Guertin*, which has furthered the just resolution of the Flint Water Cases for the benefit of both putative class members and plaintiffs in individual cases. Despite significant risks and asserted legal defenses, my work, in conjunction with the work of my *Guertin* co-counsel, has yielded a substantial benefit for all plaintiffs and class members in the Flint Water Cases.

**Morgan Law Firm, Ltd.'s Reasonable Attorneys' Fees Incurred**

14. I tracked my own billable time related to this matter and did so with detailed time entries. All of these time records were centralized in my firm's billing management software.

15. The total number of hours expended on this litigation by Morgan Law Firm, Ltd. for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 81.5 hours. The total lodestar for this work based on billing rates at the time of the work of \$670.00 per hour is \$54,605.00. This total does not include any time for other work I performed in the *Guertin* matter which was significant but was specific to that litigation. Attached as Exhibit A is a detailed summary indicating the time spent and lodestar accrued by me on this litigation from inception of the case through

February 15, 2021 categorized by task. Morgan Law Firm, Ltd. prepared this schedule from contemporaneously made daily time records regularly prepared and maintained by me. I can provide a detailed billing record upon the court's request. My firm has not received any payment to date for this work.

16. Below is a table summarizing my time incurred and lodestar based on the applicable billing rate from the *Guertin* case's pre-suit investigation and filing in 2016, through February 15, 2021. This table summary was prepared from contemporaneously made time records that I regularly prepared and maintained.

ATTORNEY (Position)	YEAR	HOURS	HOURLY RATE	TOTAL
Scott Morgan (Founder)	28	81.5	\$670.00 <sup>1</sup>	\$54,605.00

17. The rate listed above is the same rate that would be assessed to my firm's hourly clients for complex litigation and approximates the average rates for attorneys with similar backgrounds and experience in the Chicago legal market. The hours and rates provided above represent the total work I have undertaken since the inception of this litigation, including case investigation, research, and briefing. The time and expense records described herein were reviewed by my firm for accuracy,

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<sup>1</sup> My hourly billing rate has remained the same, \$670.00, for the entire billing period reflected herein and during the entirety of my work on the Flint Water Crises.

duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses. Furthermore, and as noted above, the number of hours reflected herein does not include any time for my work in the *Guertin* litigation that did not directly create a common benefit for Flint Water Cases generally.

18. Based on my experience, as well as my knowledge of the billing rates of other firms that pursue similar litigation, and based on the approval of my billing rates in other litigation, I believe that my billing rates properly correlate to my experience, are reasonable in the Midwest legal market, and approximate the average rates of attorneys with similar backgrounds and experience.

19. Upon the court's request, I am prepared to submit the daily time records supporting and itemizing the information set forth above, for the Court's review.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 5, 2021 in DuPage County, Illinois.

/s/ Scott Morgan

Scott Morgan

Morgan Law Firm, Ltd.

55 West Wacker Drive, 9<sup>th</sup> Floor

Chicago, IL 60601

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[smorgan@smorgan-law.com](mailto:smorgan@smorgan-law.com)

**EXHIBIT A**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)		
2. Document Review	5.5	\$3,685.00
3. Legal Research	36.4	\$24,388.00
4. Pleadings, Briefs and Pretrial Motions	39.0	\$26,130.00
5. Other Discovery		
6. Deposition Prep/Take/Defend		
7. Experts/Consultants		
8. Case Vetting/Bellweather		
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court		
12. Litigation Strategy and Case Management	.6	\$402.00
13. Settlement		
14. Travel		
15. Committee Meetings or Calls		
16. Lead Counsel/PEC/Liason Counsel Duties		
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>81.5</b>	<b>\$54,605.00</b>

# **EXHIBIT 23**

**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. MAJZOUN

**DECLARATION OF ESTHER BEREZOFSKY IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Esther Berezofsky, hereby declare as follows:

1. I am the managing partner of the New Jersey office of the Motley Rice LLC law firm (MR). I was appointed by this Court to serve on the Plaintiffs Executive Committee for the Proposed Class (ECF No. 234) in the above captioned matter on October 26, 2017. From July 2017 until April 2019, I was a principal with the Berezofsky Law Group, LLC (BLG). Prior to July 24, 2017, I was a principal with the law firm of Williams Cuker Berezofsky (WCB). This submission includes time for all three law firms; however, the attached exhibits combine MR and BLG time and lodestar analysis, and submit WCB time and lodestar in a separate exhibit. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by MR, BLG and WCB in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including

but not limited to the Class Plaintiffs) from inception through February 15, 2021.

3. I have been involved in the Flint Water Crisis Litigation and represented Plaintiffs impacted by the Flint Water Crisis since 2016. As counsel for several thousand plaintiffs, I, along with my firms, researched, drafted and filed several complaints on behalf of residents of Flint, originally in Genesee County Circuit Court, later removed to the Eastern District of Michigan, as well as in the Michigan Court of Claims. Since my appointment to the Plaintiffs Executive Committee, I, along with my firm Motley Rice's attorneys and professional staff, have been involved in all aspects of this litigation, including drafting pleadings, extensive briefing in the trial court and appellate courts, conducting and drafting discovery, motion practice, taking and defending depositions, working with experts, working with class representatives and other plaintiffs, as well as settlement related work.

4. Over the course of this litigation, Motley Rice has been involved in the following specific activities:

- *Complaints and Pleadings:* I and my firms were involved in the researching and drafting of multi-plaintiff and class action complaints filed in State and Federal Courts prior to the consolidation of the Class Action complaints, amended complaints, and related briefing. Additionally, we also filed parallel actions in the Court of Claims. We were also involved in researching and drafting of the consolidated class complaint. These include *Gulla* Court of Claims, *Gulla, et al. v. Lockwood, Andrews Newnam, P.C., et al.* 5:17-cv-10709 (E.D. Mich.); *Lowery et al. v. Lockwood, Andrews & Newnam, P.C., et al., No. 17-10343* (E.D. Mich.), consolidated with *Waid*.

- *Motion Practice and Briefing:* I and my firms had a significant role in researching, drafting, and briefing on the following issues: oppositions to motions to dismiss filed by multiple defendants including the MDEQ, SOM, COF, the Emergency Managers, VNA, Lan and many of the individually named parties employed by the State of Michigan, the City of Flint and regulatory agencies, as well as motions for remand. Attorneys from my firms also drafted briefing for the various motions for reconsideration related to the Court's motion to dismiss rulings. Additionally, I and my firms briefed issues related to qualified immunity, inverse condemnation, statutory notice, census related issues, non-party at fault, discovery issues involving protective orders, medical authorizations and emotional distress.
- *Appeals:* I and my firms handled briefing and argument of appeal to the Michigan Court of Appeals in *Gulla, et al. v. Michigan, et al.*, Nos. 340017; 340458 (Mich. Ct. App. Jan, 24, 2019), and were involved in the strategic decision-making and briefing relating to that and related appeals in this litigation.
- *Discovery:* I and my firms have taken a significant role in the extensive discovery to date including:
  - Drafting discovery requests, responding to extensive discovery requests, extensive document review of hundreds of thousands of pages of documents produced by defendants; drafting substantive briefing and discovery requests and responses; meet and confer conferences with defense counsel and preparing for and participating in court conferences regarding discovery disputes; researching and drafting jurisdictional discovery, coordinating discovery protocols; taking fact witness and party representative depositions; and conducting extensive expert analysis and discovery. MR handled the preparation for and defense of class representative depositions; document production of discovery propounded by defendants; drafted subpoena requests for document and witness discovery;
  - *Class Certification:* MR attorneys were responsible for drafting class certification briefing related to certifying a Rule 23(b)(2) class to provide prospective programmatic relief, and the propriety of granting Rule 23(b)(3) injunctive relief and Rule 23 (b)(2) monetary damages, and developing supporting materials in support of Class

Plaintiffs' motion for class certification, and participating in review and editing of all class related submissions to the court. Involved in the vetting, selection and working with class representatives.

- *Expert Witnesses:* MR worked with four expert witnesses in connection with Plaintiffs' class certification brief related to providing programmatic relief in the form of neuropsychological screening for children in Flint, community trauma, and medical monitoring and screening. This included preparing them and defending their depositions.
- *Mediation and Settlement:* MR worked with experts related to community trauma issues for the mediation statement; participated in telephone conferences and in person meetings related to mediation and settlement. MR is extensively involved in, and devoting significant staff to, the claims administration and outreach program related to the settlement with the State of Michigan and the City of Flint.
- *Strategy and Planning:* I and my firms have contributed to strategic decision making and planning throughout the case in relation to case investigation, pleadings, briefing, and discovery, and have participated in meetings and conference calls regarding the litigation to plan and assess case status.

5. The total number of hours expended on this litigation by me and my firms for the common benefit of plaintiffs in the Flint Water Cases (including, but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 6372.2 hours. The total lodestar for this work using usual and customary billing rates is \$2,947,741.50. Neither I nor my firms have received any payment to date for this work.

6. Attached as Exhibit A and A-1 are detailed summaries indicating the time spent by my firms' attorneys and professional staff who worked on this

litigation, and their lodestars based on my firms' customary current hourly billing rates from inception of the case through February 15, 2021. Attached as Exhibit B and B-1 are detailed summaries indicating the time spent and lodestar accrued based on my firms' attorneys and professional staff's historical billing rates from inception of the case through February 15, 2021. Attached as Exhibit C and C-1 are detailed summaries indicating the time spent and lodestar accrued on this litigation from inception of the case through February 15, 2021, categorized by task. My firm prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order.

7. The total amount of unreimbursed expenses incurred by my firms directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$32,982.37. I have attached as Exhibit D a breakdown by category of these expenses. These are reflected on my firms' books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and

necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including, but not limited to the Class Plaintiffs) in the Flint Water Cases.

8. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

9. Upon request from the Court, Motley Rice is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 5, 2021  
Cherry Hill, New Jersey

/s/ Esther Berezofsky  
Esther Berezofsky

**Exhibit A: MR/BLG Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Aaron, Zoe	LC	\$300.00	87.5	\$26,250.00
Berezofsky, Esther	P	\$900.00	1,476.5	\$1,328,850.00
Brown, Erin	L	\$150.00	135.7	\$20,355.00
Cummings, Nicholas S.	L	\$225.00	4.0	\$900.00
Davis, Anastasia	L	\$150.00	4.1	\$615.00
Dundervill, Mark	L	\$225.00	29.3	\$6,592.50
English, Rashawn	L	\$150.00	4.4	\$660.00
Fitzpatrick, Fidelma	P	\$900.00	0.5	\$450.00
Fonseca, Helena	L	\$175.00	28.9	\$5,057.50
Frazier, Eugene	L	\$275.00	23.2	\$6,380.00
Garcia-Brown, Juana	L	\$150.00	146.0	\$21,900.00
Hansel, Sarah	A	\$425.00	1,468.4	624,070.00
Haynes, Shlace	L	\$150.00	8.2	\$1,230.00
Hill, Falin	L	\$150.00	141.6	\$21,240.00
King, Chinescha	L	\$150.00	4.5	\$675.00
Lapinski, Daniel	P	\$775.00	0.3	\$232.50
Mandara, Lisa	L	\$225.00	817.5	\$183,937.50
McBride, Barbara	L	\$225.00	753.2	\$169,470.00
Moore, Mary	L	\$150.00	3.7	\$555.00
Nobitz, Alexis	L	\$150.00	2.5	\$375.00
Novak, Kara	L	\$150.00	7.4	\$1,110.00
Parker, Diamond	L	\$150.00	111.0	\$16,650.00
Quirk, Mike	P	\$600.00	331.2	\$198,720.00
Richardson, Rose-Ann	L	\$150.00	19.7	\$2,955.00
Rion, Caroline	A	\$500.00	17.8	\$8,900.00

Romano, Peter C.*	A	\$350.00	95.7	\$33,495.00
Scudder-Levin, Jennie	P	\$700.00	0.6	\$420.00
Sullivan, Rose	L	\$225.00	32.8	\$7,380.00
Tyson, Christy	L	\$175.00	2.0	\$350.00
<b>TOTAL</b>			<b>5,758.2</b>	<b>\$2,689,775.00</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
LC	Law Clerk

\*Former employee, rate stated as of the date of end of employment.

**Exhibit A-1: WCB Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Berezofsky, Esther	P	\$795.00	75.0	\$59,625.00
Cole, Beth	P	\$500.00	4.1	\$2,050.00
Cuker, Mark R.	P	\$795.00	43.0	\$34,185.00
Hansel, Sarah	A	\$325.00	288.7	\$93,827.50
Mandara, Lisa	L	\$165.00	7.1	\$1,171.50
Markos, Chris	A	\$325.00	13.4	\$4,355.00
McBride, Barbara	L	\$165.00	22.6	\$3,729.00
Quirk, Michael J.	P	\$575.00	8.6	\$4,945.00
Reed, Myra	L	\$165.00	0.8	\$132.00
Romano, Peter C.	A	\$350.00	148.0	\$51,800.00
Williams, Gerald J.	P	\$795.00	2.7	\$2,146.50
<b>TOTAL</b>			<b>614.0</b>	<b>\$257,966.50</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
LC	Law Clerk

**Exhibit B: MR/BLG Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Aaron, Zoe	LC	2020	\$300.00	87.5	\$26,250.00
Berezofsky, Esther	P	2017	\$795.00	169.2	\$134,514.00
		2018	\$900.00	138.4	\$124,560.00
		2019	\$900.00	304.4	\$273,960.00
		2020	\$900.00	754.1	\$678,690.00
		2021	\$900.00	110.4	\$99,360.00
Brown, Erin	L	2020	\$150.00	134.2	\$20,130.00
	L	2021	\$150.00	1.5	\$225.00
Cummings, Nicholas S.	L	2020	\$225.00	4.0	\$900.00
Davis, Anastasia	L	2021	\$150.00	4.1	\$615.00
Dundervill, Mark	L	2020	\$225.00	29.3	\$6,592.50
English, Rashawn	L	2020	\$150.00	0.9	\$135.00
	L	2021	\$150.00	3.5	\$525.00
Fitzpatrick, Fidelma	P	2020	\$900.00	0.5	\$450.00
Fonseca, Helena	L	2018	\$175.00	3.0	\$525.00
		2019	\$175.00	17.5	\$3,062.50
		2021	\$175.00	8.4	\$1,470.00
Frazier, Eugene	L	2020	\$275.00	23.2	\$6,380.00
Garcia-Brown, Juana	L	2020	\$150.00	146.0	\$21,900.00
Hansel, Sarah	A	2017	\$325.00	174.0	\$56,550.00
		2018	\$425.00	179.2	\$76,160.00
		2019	\$425.00	502.8	\$213,690.00
		2020	\$425.00	532.5	\$226,312.50
		2021	\$425.00	79.9	\$33,957.50

Haynes, Shlace	L	2020	\$150.00	2.8	\$420.00
		2021	\$150.00	5.4	\$810.00
Hill, Falin	L	2020	\$150.00	138.1	\$20,715.00
		2021	\$150.00	3.5	\$525.00
King, Chinescha	L	2020	\$150.00	4.5	\$675.00
Lapinski, Daniel	P	2020	\$775.00	0.3	\$232.50
Mandara, Lisa	L	2017	\$165.00	2.8	\$462.00
		2018	\$225.00	35.7	\$8,032.50
		2019	\$225.00	197.3	\$44,392.50
		2020	\$225.00	437.5	\$98,437.50
		2021	\$225.00	144.2	\$32,445.00
McBride, Barbara	L	2017	\$165.00	13.2	\$2,178.00
		2018	\$225.00	98.1	\$22,072.50
		2019	\$225.00	275.9	\$62,077.50
		2020	\$225.00	346.5	\$77,962.50
		2021	\$225.00	19.5	\$4,387.50
Moore, Mary	L	2020	\$150.00	3.7	\$555.00
Nobitz, Alexis	L	2020	\$150.00	2.5	\$375.00
Novak, Kara	L	2020	\$150.00	0.2	\$30.00
		2021	\$150.00	7.2	\$1,080.00
Parker, Diamond	L	2020	\$150.00	111.0	\$16,650.00
Quirk, Mike	P	2017	\$575.00	13.7	\$7,877.50
		2018	\$600.00	75.3	\$45,180.00
		2019	\$600.00	139.7	\$83,820.00
		2020	\$600.00	66.7	\$40,020.00
		2021	\$600.00	35.8	\$21,480.00
Richardson, Rose-Ann	L	2020	\$150.00	14.7	\$2,205.00
		2021	\$150.00	5.0	\$750.00

Rion, Caroline	A	2019	\$500.00	17.8	\$8,900.00
Romano, Peter C.*	A	2017	\$350.00	49.0	\$17,150.00
		2018	\$350.00	46.7	\$16,345.00
Scudder-Levin, Jennie	P	2020	\$700.00	0.6	\$420.00
Sullivan, Rose	L	2020	\$225.00	32.8	\$7,380.00
Tyson, Christy	L	2020	\$175.00	2.0	\$350.00
<b>TOTAL</b>				<b>5,758.2</b>	<b>\$2,653,306.50</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
LC	Law Clerk

\*Former employee, rate stated as of the date of end of employment.

**Exhibit B-1: WCB Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Berezofsky, Esther	P	2016	\$795.00	41.0	\$32,595.00
Berezofsky, Esther	P	2017	\$795.00	34.0	\$27,030.00
Cole, Beth	P	2016	\$500.00	4.10	\$2,050.00
Cuker, Mark	P	2016	\$795.00	6.8	\$5,406.00
Cuker, Mark	P	2017	\$795.00	36.2	\$28,779.00
Hansel, Sarah	A	2016	\$325.00	18.7	\$6,077.50
Hansel, Sarah	A	2017	\$325.00	270.0	\$87,750.00
Mandara, Lisa	L	2017	\$165.00	7.1	\$1,171.50
Markos, Chris	A	2016	\$325.00	8.8	\$2,860.00
Markos, Chris	A	2017	\$325.00	4.6	\$1,495.00
McBride, Barbara	L	2017	\$165.00	22.6	\$3,729.00
Quirk, Michael J.	P	2016	\$575.00	4.5	\$2,587.50
Quirk, Michael J.	P	2017	\$575.00	4.1	\$2,357.50
Reed, Myra	L	2016	\$165.00	0.6	\$99.00
Reed, Myra	L	2017	\$165.00	0.2	\$33.00
Romano, Peter C.	A	2017	\$350.00	148.0	\$51,800.00
Williams, Gerald J.	P	2016	\$795.00	2.3	\$1,828.50
Williams, Gerald J.	P	2017	\$795.00	0.4	\$318.00
<b>TOTAL</b>				<b>614.0</b>	<b>\$257,966.50</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
LC	Law Clerk

**Exhibit C: MR/BLG Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)		
2. Document Review	539.9	\$140,952.50
3. Legal Research	178.4	\$77,475.00
4. Pleadings, Briefs and Pretrial Motions	474.3	\$249,102.50
5. Other Discovery	903.2	\$346,335.00
6. Deposition Prep/Take/Defend	760.8	\$430,907.50
7. Experts/Consultants	426.9	\$333,712.50
8. Case Vetting/Bellwether		
9. Class Certification	191.0	\$108,102.50
10. Trial Preparation and Trial	0.2	\$180.00
11. Court Appearances/Arguments before the Court	173.1	\$118,407.50
12. Litigation Strategy and Case Management	478.60	\$300,392.50
13. Settlement	1216.8	\$295,355.00
14. Travel	157.7	\$124,210.00
15. Committee Meetings or Calls	207.6	\$137,482.50
16. Lead Counsel/PEC/Liaison Counsel Duties	6.0	\$5,400.00
17. Time and Expense Admin		
18. Appeal	43.7	\$21,760.00
<b>TOTAL</b>	<b>5,758.2</b>	<b>\$2,689,775.00</b>

**Exhibit C-1: WCB Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)		
2. Document Review	6.0	\$1,611.00
3. Legal Research	152.4	\$58,710.00
4. Pleadings, Briefs and Pretrial Motions	358.5	\$153,442.00
5. Other Discovery	13.9	\$4,634.00
6. Deposition Prep/Take/Defend		
7. Experts/Consultants	1.0	\$795.00
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court		
12. Litigation Strategy and Case Management	3.0	\$1,378.50
13. Mediation	69.5	\$30,973.00
14. Travel		
15. Committee Meetings or Calls	3.5	\$1,494.00
16. Lead Counsel/PEC/Liaison Counsel Duties	6.2	\$4,929.00
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>614.0</b>	<b>\$257,966.50</b>

**Exhibit D: MR/BLG/WCB Litigation Expenses**

<b>EXPENSE</b>	<b>AMOUNT</b>
1. Postage, shipping, courier, certified mail	\$1,014.87
2. Printing and photocopying (in-house)	\$539.50
3. Computerized research - Lexis/Westlaw (actual charges only)	\$3,345.96
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	\$17,941.07
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$1,573.54
8. Hotel - (pursuant to Travel Limitations)	\$4,711.81
9. Reasonable meals	\$895.11
10. Other reasonable and necessary charges (e.g., parking) <sup>1</sup>	\$2,960.51
<b>TOTAL</b>	<b>\$32,982.37</b>

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<sup>1</sup> These include medical records for Class Representatives, Inflight Internet, Court costs, service of process, and hearing transcripts.

# **EXHIBIT 24**

**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 DENNIS C. REICH IN SUPPORT OF PLAINTIFFS’  
MOTION FOR AN AWARD OF ATTORNEYS’ FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Dennis C. Reich, hereby declare as follows:

1. I am a partner of the law firm Reich and Binstock, LLP. I serve as Interim Subclass Settlement Counsel for a Business Economic Loss (“Business Loss”) Subclass. Dkt. No. 929. I have personal knowledge of the matters stated in this Declaration.

2. I provide this declaration in support of Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by Reich and Binstock, LLP in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from August 2019 through February 15, 2021.

3. Reich and Binstock had been requested by Subclass Counsel to provide independent input and oversight into the development of a business class as part of

the negotiated settlement.

- Mediation and Settlement:* Reich and Binstock has played an active role in settlement discussions between putative Class Plaintiffs and the State of Michigan, City of Flint, and individual governmental defendants (together, “Settling Defendants”). These were negotiations that occurred under the supervision of Court-appointed Special Master Deborah Greenspan and Court-appointed mediators the Honorable Pamela Harwood and Senator Carl Levin. In my role as Interim Subclass Counsel for the Business Loss Subclass I advocated on behalf of Flint businesses that suffered economic losses due to the lead-contaminated water in the City of Flint and negotiated on their behalf with respect to how an aggregate settlement amount paid by the Settling Defendants would be allocated between the various proposed subclasses. I provided input on and reviewed the Flint Water Cases Qualified Settlement Fund Categories, Monetary Awards, and Required Proofs Grid that will be used in the claims administration process to determine the amounts of any given monetary award to a business loss claimant. The grid clearly sets forth the requirements for a business to be eligible for a monetary award and the proof it must submit in support of a claim to ensure a fair administration of claims. Benjamin Black attended two meetings, the first in Detroit on October 29, 2019 and the second on February 13, 2020 in Ann Arbor. The meeting consisted of class sub-counsel and several attorneys from the Michigan Attorney General’s office. At this meeting, the general parameters of how a potential settlement would be allocated amongst the sub classes was discussed. We also met with the special master to discuss the settlement allocations. The meeting in Ann Arbor was first held in the chambers of Judge Levy and then moved to a nearby hotel. At this meeting, the settlement allocations were ironed out between the respective sub classes and the attorneys from the Michigan Attorney General’s office. By the end of the meeting an agreement was reached regarding the percentages of the settlement that would be allocated to each subclass.
- Strategy and Planning:* In coordination with co-counsel, Reich and Binstock participated in strategic decision and planning discussions throughout the case in relation to case investigation, pleadings, briefing, and discovery, and have participated in and led calls and meetings to plan and assess case status and ensure the efficient management of tasks. The firm participated in multiple in person and telephonic meetings with Subclass Settlement Counsel and Special Master Greenspan regarding the economic impact that

the Flint water crisis had on commercial properties and business owners. I consulted with an urban policy expert and economist who analyzed the impact of the lead contamination on the revenues and profits of businesses located in the geographical area encompassing Flint and Genesee County, Michigan. I had also traveled to Flint shortly before being officially appointed as Subclass Settlement Counsel in the case and had an opportunity to observe and talk to some resident about the state of the local economy before and after the water crisis.

- *Document Review*: Reviewed property damage and business loss memo, read over Economic Effects of Environmental Crisis: Evidence from Flint, and documents regarding the subclass properties.

4. The total number of hours expended on this litigation by Reich and Binstock, LLP for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from August 2019 through February 15, 2021 is 113.2 hours. The total lodestar for this work using current billing rates is \$84,960.00. The lodestar using applicable historical billing rates is \$84,960.00. Reich and Binstock, LLP has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on Reich and Binstock, LLP current billing rates from August of 2019 through February 15, 2021. Attached as Exhibit B is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on Reich and Binstock's historical billing

rates from August of 2019 through February 15, 2021. Additionally, attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued by Reich and Binstock, LLP on this litigation from August of 2019 through February 15, 2021, categorized by task. Reich and Binstock, LLP prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. The hourly rates reflected in Exhibits A and B are the same as the usual and customary hourly rates charged for Reich and Binstock's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class action cases.<sup>1</sup>

6. The total amount of unreimbursed expenses incurred by Reich and Binstock, LLP directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from August of 2019 through February 15, 2021 is \$3,380.01. I have attached as Exhibit D a breakdown by category of these expenses. These are reflected on Reich and Binstock's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank

records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

7. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

8. Upon request from the Court, Reich and Binstock is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C, and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 26, 2021  
Houston, TX

/s/ Dennis Reich  
Dennis Reich

**Exhibit A: Reich and Binstock Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Dennis C Reich	P	\$900.00	70.9	\$63,810.00
Ben Black	A	\$500.00	42.3	\$21,150.00
<b>TOTAL</b>			<b>113.2</b>	<b>\$84,960.00</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit B: Reich and Binstock Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Dennis Reich	P	2019	\$900	70.9	63,810.00
Ben Black	A	2020	\$500	42.3	21,150.00
<b>TOTAL</b>				<b>113.2</b>	<b>\$84,960.00</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit C: Reich and Binstock Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)		
2. Document Review	11.6	\$6,440.00
3. Legal Research	2.6	\$1,460.00
4. Pleadings, Briefs and Pretrial Motions		
5. Other Discovery	.4	\$200.00
6. Deposition Prep/Take/Defend		
7. Experts/Consultants	5.6	\$5,040.00
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court		
12. Litigation Strategy and Case Management		
13. Settlement	12.5	\$7,050.00
14. Travel	17.0	\$12,700.00
15. Committee Meetings or Calls	63.3	\$51,890.00
16. Lead Counsel/PEC/Liaison Counsel Duties	.2	\$180.00
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>113.2</b>	<b>\$84,960.00</b>

**Exhibit D: Reich and Binstock Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	
2. Printing and photocopying (in-house)	
3. Computerized research - Lexis/Westlaw (actual charges only)	
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	\$1,883.58
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$98.46
8. Hotel - (pursuant to Travel Limitations)	\$1,089.16
9. Reasonable meals	\$308.81
10. Other reasonable and necessary charges (e.g., parking)	
<b>TOTAL</b>	<b>\$3,380.01</b>

# **EXHIBIT 25**

**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. MAJZOUN

**DECLARATION OF REED N. COLFAX IN SUPPORT OF PLAINTIFFS'  
MOTION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Reed N. Colfax, hereby declare as follows:

1. I provide this declaration in support of Plaintiff's Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. I have personal knowledge of the matters asserted herein. By this declaration, I describe the time invested and expenses incurred by Relman Colfax in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

2. I am a partner at Relman Colfax PLLC, a private law firm in Washington, D.C., that litigates civil rights matters. I started as an associate with the Relman firm in 2004.

3. I have over 20 years of legal experience and received my A.B. *magna cum laude* from Harvard University in 1992, and my J.D. from Yale Law School in 1996, after which I clerked for the Honorable Thelton E. Henderson, United States District Judge for the Northern District of California. I have previously litigated civil

rights and discrimination cases as an attorney with the NAACP Legal Defense Fund, Inc., and the Washington Lawyers' Committee for Civil Rights. Throughout the course of Relman Colfax's work on this litigation, the firm has typically billed my time at \$825 an hour.

4. On August 26, 2019, the Court appointed me as interim subclass settlement counsel for the Older Children Subclass to participate in settlement negotiations for allocation purposes. ECF No. 929. Relman Colfax represents the parent of an older child affected by the Flint water crisis.

5. Over the course of Relman Colfax's participation in this litigation I was assisted by attorneys Jia Cobb and Tahir Duckett and paralegal Isabel Tessier. Throughout the course of Relman Colfax's work on this litigation, the firm has typically billed paralegal time, including Ms. Tessier's time, at \$200 an hour.

6. Ms. Cobb is also a partner at Relman Colfax. She started as an associate with the Relman firm in 2012. She has over 15 years of legal experience and after receiving her B.A. *magna cum laude* from Northwestern University in 2002, and her J.D. *cum laude* from Harvard Law School in 2005, she clerked for the Honorable Diane P. Wood on the United States Court of Appeals for the Seventh Circuit. Throughout the course of Relman Colfax's work on this litigation, the firm has typically billed Ms. Cobb's time at \$750 an hour.

7. Mr. Duckett is an attorney at Relman Colfax, having started at the firm

in 2019. Mr. Duckett has over three years of legal experience. He received his B.A. from Emory University in 2005 and his J.D. *magna cum laude* from Georgetown University Law Center in 2017. He clerked for the Honorable George J. Hazel, United States District Judge for the District of Maryland. He previously served as the Supreme Court Assistance Project Fellow with Public Citizen Litigation Group. Throughout the course of Relman Colfax's work on this litigation, the firm has typically billed Mr. Duckett's time at \$400 an hour.

8. Over the course of representing the putative class of older children, Relman Colfax has been involved in the research for, negotiation of, and drafting of the master settlement agreement and allocation tables.

9. After the August 2019 appointment, we researched the factual and legal issues relevant to a children's subclass and the nature and extent of its members' injuries. We reviewed the extensive materials regarding the injuries children have suffered from exposure to the Flint water. This review included research regarding the most accurate and comprehensive ways to measure harm and the manifestations of injury. We had regular contact with several leading experts in the area of the effects of lead exposure as well as residents of the affected communities, including our client, the putative subclass representative, regarding the real-world impact of the Flint Water Crisis.

10. We played a very active role in settlement discussions among counsel

for the putative class Plaintiffs, other putative subclasses, and the settling Defendants. These negotiations included multiple conferences facilitated by Court-appointed Special Master Deborah Greenspan, numerous meetings and telephone conferences with other Subclass counsel, and numerous meetings with putative class counsel, liaison counsel, and counsel for the State.

11. I helped develop the qualified settlement fund categories, monetary awards, and required proofs grid that will be used in the claims administration process to determine the amounts of any given monetary award to a minor claimant. This grid I helped create uses objective criteria to establish the appropriate category for each minor claimant based on the claimant's injuries and sets the corresponding award amount to which the claimant is entitled. I played a significant role ensuring that the most accurate and comprehensive measures of harm were included in the settlement grid and valued properly. I advocated for criteria that experts in the field identified as the best means for assessing injury for older children and those criteria are now effectively included in the settlement grid. Additionally, I reviewed and had input on the process for distribution of settlements funds to older children.

12. Attached as Exhibit A is a detailed summary indicating the time spent by Relman Colfax attorneys and staff who worked on this litigation, and their lodestars based on Relman Colfax's typical billing rates as of the date of appointment in this matter. The firm's attorney and staff time for this matter totaled

618.7 hours, which at our typical hourly rates equals a value of \$396,087.50. Relman Colfax has not received any payment to date for this work. Attached as Exhibit B is a detailed summary indicating the time spent and lodestar accrued through February 15, 2021, categorized by task. I prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order.

13. The total amount of unreimbursed expenses incurred by Relman Colfax directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$7,878.37. I have attached as Exhibit C a breakdown by category of these expenses. These are reflected on Relman Colfax's accounting system and prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit C were reasonably incurred and necessary and appropriate for the firm's role as subclass counsel for older children.

14. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the

Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

15. Upon request from the Court, Relman Colfax is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, and C.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 8, 2021  
Santa Fe, New Mexico

/s/ Reed N. Colfax  
Reed N. Colfax

# **EXHIBIT**

## **A**

<b>Professional</b>	<b>Position</b>	<b>Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Cobb, Jia M.	P	\$750.00	37.4	\$28,050.00
Colfax, Reed N.	P	\$825.00	344.7	\$284,377.50
Dell'Amico, Anna D	L	\$200.00	0.2	\$40.00
Duckett, Tahir E.	A	\$400.00	179.9	\$71,960.00
Perez, Amalia	L	\$200.00	2	\$400.00
Relman, John P.	P	\$1,100.00	0.4	\$440.00
Tessier, Isabel	L	\$200.00	54.1	\$10,820.00
<b>TOTAL</b>			618.7	\$396,087.50

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

# **EXHIBIT**

## **B**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)		
2. Document Review		
3. Legal Research		
4. Pleadings, Briefs and Pretrial Motions		
5. Other Discovery		
6. Deposition Prep/Take/Defend		
7. Experts/Consultants		
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court		
12. Litigation Strategy and Case Management		
13. Settlement	618.7	\$396,087.50
14. Travel		
15. Committee Meetings or Calls		
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	618.7	\$396,087.50

# **EXHIBIT**

## **C**

Expense Category	Expense
1. Postage, shipping, courier, certified mail	
2. Printing and photocopying	
3. Computerized research - Lexis/Westlaw	\$698.29
4. Telephone - long distance	
5. Travel	\$2,448.84
6. Airfare	\$4,178.09
7. Reasonable ground transportation	\$483.15
8. Hotel	
9. Reasonable meals	
10. Other reasonable and necessary charges	\$70.00
<b>TOTAL</b>	<b>\$7,878.37</b>

# **EXHIBIT 26**

**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. MAJZOUN

**DECLARATION OF SAMUEL R. BAGENSTOS IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Samuel R. Bagenstos, hereby declare as follows:

1. I am an attorney admitted to practice in the State of Michigan. The Court-appointed Interim Co-Lead Class Counsel engaged me to handle three Sixth Circuit appeals related to the above-captioned matter. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time I invested in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021. (I last billed time on this litigation in June 2020; in January 2021 I assumed a position with the federal government and accordingly can no longer perform any work on this litigation.)

3. Over the course of this litigation, I have been involved in the following specific activities:

- *Briefing and Oral Argument in Boler v. Earley/Mays v. Snyder*, 865 F.3d 391 (6th Cir. 2017), cert. denied, 138 S. Ct. 1281, 1285, 1294 (2018): I was the principal drafter of the Sixth Circuit briefing on behalf of Plaintiffs Melissa Mays, Michael Mays, Jacqueline Pemberton, Keith John Pemberton, Elnora Carthan, and Rhonda Kelso. I argued the case in the Sixth Circuit. And I was the principal drafter of the briefs in opposition to the three petitions for *certiorari* that the defendants filed in the Supreme Court. The Sixth Circuit's ruling on this appeal, which the Supreme Court declined to disturb, overturned the dismissal of the Plaintiffs' constitutional claims.
- *Briefing and Oral Argument in Guertin v. State of Michigan*, 912 F.3d 907 (6th Cir. 2019), cert. denied, 140 S. Ct. 933 (2020): On behalf of the Class Plaintiffs in *In re Flint Water Cases*, I was the principal drafter of a brief before the Sixth Circuit panel, as well as of two separate briefs in opposition to the Defendants' *en banc* petitions. I argued the case before the panel and assisted counsel to the *Guertin* Plaintiffs in preparing their successful opposition to the Defendants' petitions for *certiorari* in the Supreme Court. The Sixth Circuit's ruling on this appeal, which the Supreme Court declined to disturb, held that the Plaintiffs' allegations against many Defendants overcame qualified immunity.
- *Briefing and Oral Argument in In re Flint Water Cases*, 960 F.3d 303 (6th Cir. 2020): I was the principal drafter of the Sixth Circuit briefing on behalf of the Class Plaintiffs. I argued the case in the Sixth Circuit as well. The Sixth Circuit's ruling on this appeal extended *Guertin*'s holding to conclude that the Plaintiffs' allegations against former Governor Snyder overcame qualified immunity.

4. The total number of hours I expended on this litigation for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 258.5 hours. I have not received any payment to date for this work. My standard hourly rate, which has

remained the same throughout this litigation, is \$800.00. The total lodestar for this work is \$206,800.00.

5. Attached as Exhibit A is a detailed summary indicating the time I spent and lodestar I accrued on this litigation from inception of the case through February 15, 2021, categorized by task. I prepared these schedules from contemporaneously made daily time records I regularly prepared and maintained. I reviewed the time records described herein for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

6. Upon request from the Court, I am prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibit A.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 26, 2021  
Washington, DC

/s/ Samuel R. Bagenstos  
Samuel R. Bagenstos

**Exhibit A: Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)		
2. Document Review		
3. Legal Research		
4. Pleadings, Briefs and Pretrial Motions		
5. Other Discovery		
6. Deposition Prep/Take/Defend		
7. Experts/Consultants		
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court		
12. Litigation Strategy and Case Management		
13. Settlement		
14. Travel		
15. Committee Meetings or Calls		
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal	258.5	\$206,800.00
<b>TOTAL</b>	<b>258.5</b>	<b>\$206,800.00</b>

# **EXHIBIT 27**

**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. MAJZOUN

**DECLARATION OF JOHN SAWIN IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD  
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, John Sawin, hereby aver and state as follows pursuant to 28 U.S.C. § 1746:

1. I am fully competent to make this declaration, I have personal knowledge of all matters set forth herein unless stated otherwise, and I would testify to all such matters if called as a witness.

2. I am the founder of Sawin Law Ltd. My law firm, along with my co-counsel, has represented plaintiffs Shari Guertin and her minor child, E.B., and Diogenes Muse-Cleveland before this Court in *Guertin v. State of Michigan*, No. 16-cv-12421, as well as through all appeals that arose out of *Guertin*, including proceedings before the Sixth Circuit in *Guertin v. State of Michigan*, Nos. 17-1698, 17-1699, 17-1745, 17-1752, and 17-1769, and before the U.S. Supreme Court in *City of Flint, Michigan, Petitioners v. Shari Guertin*, No. 19-205 and *Stephen Busch, Petitioners v. Shari Guertin*, No. 19-350.

3. I am providing this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I am

submitting this Declaration to describe the time invested and expenses that were incurred by Sawin Law Ltd. in the prosecution of the *Guertin* action and which resulted in a common benefit for all plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs).

**Background**

4. My law firm, Sawin Law Firm, Ltd., is a litigation firm based in Chicago, Illinois that focuses on complex litigation, including class action litigation, as well as litigation involving medical device, pharmaceuticals, civil rights, and insurance coverage, in state and federal courts throughout the country.

5. I received my B.S. in Economics from the University of Iowa in 1990, and my J.D. from American University in 1994. I was admitted to practice by The Florida Bar in 1994, and the Illinois Supreme Court in 1995. I am also admitted to practice before the U.S. Circuit Courts of Appeal for the 6th and 7th Circuits, respectively. I am additionally admitted to practice before eight U.S. District Courts, including the trial bar for the U.S. District Court for the Northern District of Illinois. I have further been admitted to practice *pro hac vice* before an additional eleven U.S. District Courts. I also presently serve on the Plaintiff's Steering Committee in MDL No. 2875, *In Re: Valsartan Products Liability Litigation*, pending in the District of New Jersey.

**Sawin Law Ltd.'s Contribution to the Flint Water Litigation**

6. When I began my work in connection with the Flint Water Litigation, I anticipated spending potentially hundreds of hours of legal work, advancing substantial litigation expenses, and I knew that the outcome was very uncertain. I was also aware that Defendants would be well-represented by highly competent defense counsel and would have substantial financial resources and asserted legal defenses to my clients' legal claims. I understood that prosecution of this litigation would require that other work be foregone, and that there was significant uncertainty surrounding the applicable legal and factual issues.

7. Sawin Law Ltd. assumed a significant risk of non-payment in prosecuting the *Guertin* litigation given the uncertainty surrounding the legal issues involved, particularly the issue of whether contamination of Flint residents' drinking water could give rise to claims for violation of the substantive due process right to bodily integrity.

8. Despite these risks, on June 5, 2017, the *Guertin* action became the first federal Flint Water action to withstand dismissal and successfully state a claim under 42 U.S.C. § 1983 for violation of the substantive due process right to bodily integrity. (Opinion and Order Granting in Part and Denying in Part Defendants' Motions to Dismiss, *Guertin v. State of Michigan*, No. 16-cv-12421, ECF No. 151).

9. Following this Court's June 5, 2017 ruling, the governmental

defendants—including the City of Flint and individual Flint and Michigan officials—all filed interlocutory appeals. *Guertin v. State of Michigan et al.*, Nos. 17-1698, 17-1699, 17-1745, 17-1752, 17-1769 (6th Cir.). Through those appeals, Defendants sought to overturn this Court’s Order, including its holdings that: (1) the *Guertin* Plaintiffs had successfully stated claims for violation of their constitutional right to bodily integrity; (2) the Defendants were not entitled to a qualified immunity defense to such claims, and (3) the City of Flint was not entitled to absolute immunity under the Eleventh Amendment.

10. I was one of our group of lawyers representing the *Guertin* Plaintiffs before the Sixth Circuit, and I participated in that appellate briefing. Our group representing the *Guertin* Plaintiffs successfully defended this Court’s order in the Sixth Circuit and obtained a landmark opinion substantially affirming the order and sustaining the *Guertin* Plaintiffs’ claims as pled. *Guertin v. Michigan*, 912 F.3d 907 (6th Cir. 2019). The Sixth Circuit’s decision in *Guertin*--which was accomplished both through my own efforts and the efforts of my *Guertin* co-counsel--inured to the benefit of all plaintiffs in the Flint Water Litigation, including Class Plaintiffs.

11. Following the Sixth Circuit substantially affirming this Court’s June 5, 2017 order, I assisted with briefing that successfully opposed two petitions for rehearing *en banc* filed by the *Guertin* defendants, 924 F.3d 309 (6th Cir. 2019), as well as two petitions for a writ of *certiorari* filed with the U.S. Supreme Court. *City*

of *Flint v. Guertin*, No. 19-205, 2020 WL 283268 (Mem) (Jan. 21, 2020) (denying petition for writ of *certiorari*); *Busch v. Guertin*, No. 19-350, 2020 WL 283269 (Mem) (Jan. 21, 2020) (same).

12. Through both my own efforts and the efforts of my *Guertin* co-counsel, we have materially advanced the interests of all plaintiffs seeking recovery in the Flint Water Cases, including Class Plaintiffs. Over the course of this litigation, I have been involved in the following categories of activities that benefitted all Flint Water Plaintiffs:

- *Pleadings*: I was involved in investigating, researching, and drafting the *Guertin* complaint that successfully stated a claim under 42 U.S.C. § 1983 for violation of the substantive due process right to bodily integrity.
- *Motion Practice*: I was the principal author of the *Guertin* Plaintiffs' Response in Opposition to The Flint Defendants' Motion to Dismiss. I was also the sole attorney that argued on behalf the *Guertin* Plaintiffs at this Court's hearing on all Defendants' Motions to Dismiss on March 27, 2017. I also was additionally the principal author of the majority of the *Guertin* Plaintiffs' motions or responses to Defendants' motions following this Court's June 5, 2017 order, which held that the *Guertin* Plaintiffs had stated a claim under 42 U.S.C. § 1983 for violation of the substantive due process right to bodily integrity.
- *Appellate Briefing*: I worked on briefing the *Guertin* appeal before the Sixth Circuit and assisted in the development of the legal theories that were ultimately adopted in the Sixth Circuit's *Guertin* opinion.
- *Establishing Favorable Appellate Precedent*: My efforts, in conjunction with the efforts of my *Guertin* co-counsel, led to Sixth Circuit's precedent-setting decision in *Guertin*, which has furthered the just resolution of the Flint Water Cases for the benefit of both putative class members and plaintiffs in individual cases.

- *Supreme Court Proceedings:* After two groups of Defendants filed petitions for a writ of certiorari seeking to have the Sixth Circuit's landmark *Guertin* ruling reversed at the U.S. Supreme Court, I assisted my *Guertin* co-counsel with briefing opposing the two petitions for writ of certiorari. Those efforts were successful and resulted in the denial of both petitions.
- *Hearings:* I traveled to attend numerous court hearings before this Court to remain apprised of proceedings in the District Court even while *Guertin* was on appeal;
- *Litigation Strategy:* I worked to ensure that the litigation strategy throughout the *Guertin* appellate process would lead to opinions and rulings that would inure to the benefit of all plaintiffs in the Flint Water Crisis cases pending in trial courts.

13. Despite significant risks and asserted legal defenses, my work, in conjunction with the work of my *Guertin* co-counsel, has yielded a substantial benefit for all plaintiffs and class members in the Flint Water Cases.

**Sawin Law Ltd.'s Reasonable Attorneys' Fees Incurred**

14. I kept track of my billable time related to this matter and did so with detailed time entries. All of these time records are centralized in my firm's billing management software.

15. My total number of hours expended on this litigation for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception of representation through February 15, 2021 is **165.50 hours**. The total lodestar for this work based on billing rates at the time of the work is **\$110,885**. My firm has not received any payment to date for this work.

16. As noted above, this total of 165.50 hours is only for that sub-set of my *Guertin* work that ultimately created a common benefit for all plaintiffs in the Flint Water Cases, including class plaintiffs, and for the specific categories of work set forth in paragraph 12, above. This total **does not** include any time for other work in the *Guertin* litigation that did not directly create a common benefit for Flint Water Cases generally. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

17. Below is a table summarizing my time incurred and lodestar based on the applicable billing rate from the *Guertin* case's pre-suit investigation and filing in 2016, through February 15, 2021. This table summary was prepared from contemporaneously made time records that I regularly prepared and maintained.

<b>ATTORNEY (Position)</b>	<b>YEAR</b>	<b>HOURS</b>	<b>HOURLY RATE</b>	<b>TOTAL</b>
John Sawin (Founder)	26	165.50	\$670 <sup>1</sup>	<b>\$110,885</b>

18. The rate listed above is the same rate that would be assessed to my

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<sup>1</sup> My hourly rate has remained the same throughout the course of the Flint Water litigation.

firm's hourly clients for complex litigation and approximates the average of rates for attorneys with similar backgrounds and experience in the Chicago legal market. I have reviewed my hours and reduced them to remove any hours found to have been duplicative or excessive, and as noted above, this number of hours I incurred in *Guertin* **does not** include any time for my work in the *Guertin* litigation that did not directly create a common benefit for Flint Water Cases generally.

19. Additionally, the table immediately below categorizes, by task, my *Guertin* work that ultimately created a common benefit for all plaintiffs in the Flint Water Cases, including class plaintiffs.

Task	Hours	Lodestar
1. Administration (data and file management)	0	0
2. Document Review	0	0
3. Legal Research	0	0
4. Pleadings, Briefs and Pretrial Motions	93.4	\$62,578
5. Other Discovery	0	0
6. Deposition Prep/Take/Defend	0	0
7. Experts/Consultants	0	0
8. Case Vetting/Bellwether	0	0
9. Class Certification	0	0
10. Trial Preparation and Trial	0	0
11. Court Appearances/Arguments before the Court	10.0	\$6,700
12. Litigation Strategy and Case Management	23.5	\$15,745

13. Settlement	0	0
14. Travel	25.5	\$17,085
15. Committee Meetings or Calls	0	0
16. Lead Counsel/PEC/Liaison Counsel Duties	0	0
17. Time and Expense Admin	0	0
18. Appeal	13.1	\$8,777
<b>TOTAL</b>	<b>165.5</b>	<b>\$110,885</b>

20. Based upon my experience and knowledge of the billing rates of other firms that pursue similar complex litigation, I believe that my hourly rate set forth above properly correlates to my experience, is reasonable in the Midwest legal market, and approximate the average rates of attorneys with similar backgrounds and experience engaged in complex litigation.

21. The total amount of unreimbursed expenses incurred by Sawin Law Ltd. directly (*i.e.* not through any Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is **\$887.77**. These unreimbursed expenses are categorized as follows:

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$20.13
2. Printing and photocopying (in-house)	\$0.00
3. Computerized research - Lexis/Westlaw (actual charges only)	\$0.00
4. Telephone - long distance (actual charges only)	\$0.00

5. Travel (pursuant to Travel Limitations)	\$0.00
6. Airfare (pursuant to Travel Limitations)	\$0.00
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$515.90
8. Hotel - (pursuant to Travel Limitations)	\$348.54
9. Reasonable meals	\$0.00
10. Other reasonable and necessary charges (e.g., parking)	\$3.20
<b>TOTAL</b>	<b>\$887.77</b>

22. These expenses reflected above were prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected above were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

23. Upon the Court's request, I am prepared to submit the daily time records and expense documentation supporting and itemizing the information set forth above, for the Court's review.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 5, 2021 in Chicago, Illinois.

/s/ John Sawin

John Sawin

SAWIN LAW LTD.

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# **EXHIBIT 28**

**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 DAVID J. SHEA IN SUPPORT OF PLAINTIFFS’  
MOTION FOR AN AWARD OF ATTORNEYS’ FEES AND  
REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, David J. Shea, hereby declare as follows:

1. I am the managing partner of the law firm Shea Law Firm, PLLC (“Shea Law”). I serve as local counsel to Theodore Leopold, who serves as Court-appointed Interim Co-Lead Class Counsel in the above-referenced matter. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by Shea Law in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021.

3. Over the course of this litigation, Shea Law has been involved in the following specific activities:

- *Initiation of the Litigation:* Shea Law, as local counsel, was extensively involved in the preparation and filing of the Class Action Complaint in the Genesee County Circuit Court on July 6, 2016. The case is captioned *Davenport et. al. v. Lockwood, Andrews & Newman, P.C., et. al.*, Case

No. 16-107274. Further, Shea Law served as liaison between class counsel and Flood Law, who at the time was managing the criminal investigation regarding the Flint Water Crisis.

- *Discovery*: Shea Law served on the discovery committee and worked with other counsel on discovery projects including extensive document review and using the Relativity system to search for specific documents to assist counsel in responding to discovery requests and conducting depositions.
- *Pleadings*: Shea Law, as local counsel, handled the preparation and filing of multiple pleadings filed in the Flint Water Cases.
- *Pro Hac Vice*: Shea Law assisted out-of-state counsel in obtaining admission *Pro Hac Vice* into the Genesee County Circuit Court. More specifically, Shea Law prepared and filed Motions for admission *Pro Hac Vice* on behalf of out-of-state counsel. Shea Law also assisted out-of-state counsel by providing them sponsorship as well as with the rules and processes for admission into the Michigan Eastern District Court.

4. The total number of hours expended on this litigation by Shea Law for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through February 15, 2021 is 747.8 hours. The total lodestar for this work is \$369,207.50. The hourly rates billed by Shea Law on this matter have remained constant throughout the firm's work on the matter. Shea Law has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on Shea Law's current billing rates from inception of the case through February 15, 2021. Additionally, attached as Exhibit B is a detailed summary indicating the time spent and lodestar accrued by Shea Law on this litigation from

inception of the case through February 15, 2021, categorized by task. Shea Law prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. These are conservative lodestar figures. The hourly rates reflected in Exhibit A and B are the same as, or less than, the usual and customary hourly rates charged for Shea Law's services on a contingent basis in similar complex litigation, including class actions.

6. The total amount of unreimbursed expenses incurred by Shea Law directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through February 15, 2021 is \$989.58. I have attached as Exhibit C a breakdown by category of these expenses. These are reflected on Shea Law's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit C were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

7. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's

Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

8. Upon request from the Court, Shea Law is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, and C.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 26, 2021  
Southfield, Michigan

/s/ David J. Shea  
David J. Shea

**Exhibit A: Shea Law Lodestar**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Shea, David	P	\$750	389.4	\$292,050.00
Grant, Brian*	A	\$300	6.6	\$1,980.00
Bialick, Zachary	A	\$300	4	\$1,200.00
Shea, Ashley	A	\$300	174.3	\$52,290.00
Collop (Friel), Kelly	L	\$125	76	\$9,500
McGuffie, Alexander*	I	\$125	97.5	\$12,187.50
<b>TOTAL</b>			<b>747.8</b>	<b>\$369,207.50</b>

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit B: Shea Law Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	22.1	\$3,787.50
2. Document Review	221.1	\$42,867.50
3. Legal Research		
4. Pleadings, Briefs and Pretrial Motions	230.9	\$146,202.50
5. Other Discovery	22.7	\$13,245.00
6. Deposition Prep/Take/Defend		
7. Experts/Consultants		
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	34.5	\$17,775.00
12. Litigation Strategy and Case Management	167.3	\$114,280.00
13. Settlement		
14. Travel	17.4	\$9,270.00
15. Committee Meetings or Calls	31.8	\$21,780.00
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>747.8</b>	<b>\$369,207.50</b>

**Exhibit C: Shea Law Litigation Expenses**

<b>Expense codes</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$186.18
2. Printing and photocopying (in-house)	
3. Computerized research - Lexis/Westlaw (actual charges only)	
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	
7. Reasonable ground transportation (pursuant to Travel Limitations)	
8. Hotel - (pursuant to Travel Limitations)	
9. Reasonable meals	
10. Other reasonable and necessary charges (e.g., parking)	\$803.40
<b>TOTAL</b>	<b>\$989.58</b>

# **EXHIBIT 29**

**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. MAJZOUN

**DECLARATION OF STEPHEN E. MORRISSEY IN SUPPORT OF  
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Stephen E. Morrissey, hereby declare as follows:

1. I am a partner of the law firm Susman Godfrey L.L.P. ("SG"). I serve as a member of the Court-Appointed Executive Committee, working together with Court-Appointed Co-Lead Counsel Theodore J. Leopold of Cohen Milstein Sellers & Toll PLLC ("CMST") and Michael L. Pitt of the law firm Pitt McGehee Palmer Bonanni & Rivers, P.C., a team of lawyers from SG, and other counsel for Class Plaintiffs to prosecute claims on behalf of the Class Plaintiffs and the Class, and to coordinate the prosecution of the Class Plaintiffs' claims with counsel for the individual plaintiffs in these coordinated actions and counsel for plaintiffs in the state court actions. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. This declaration describes the

time invested and expenses incurred by SG in the prosecution of this action for the common benefit of all plaintiffs in the Flint Water Cases (including, but not limited to, the Class Plaintiffs) from inception through January 31, 2021, the most recent monthly billing period for which SG has complete time records.

3. I have been an SG partner since 2005. Since graduating from Columbia Law School in 1996, I have represented plaintiffs and defendants in complex litigation in courts throughout the country, and have served as a lead or co-lead lawyer in a broad range of cases, including environmental, antitrust, contract, copyright, and other complex matters. My professional biography is available at this link: <https://www.susmangodfrey.com/attorneys/stephen-e-morrissey/>. I have been actively involved in the Flint Water Cases since before their inception, and have managed a team of SG lawyers who have worked closely with Co-Lead Counsel and Co-Liaison Counsel to secure common benefits for both Class Plaintiffs and all plaintiffs in these actions. The core team of SG lawyers who have worked with me on the Flint Water Cases has included my partners Vineet Bhatia, Shawn Raymond and Jordan Connors; Katy Peaslee, an associate in SG's Seattle office; and Ben Manne, who is of counsel in our Seattle office.

4. SG has been involved in this litigation since before its inception and has been heavily involved in all aspects of the prosecution of these cases since its inception. My firm's work, all of which was requested and approved by Co-Lead

Counsel and completed in close coordination with Co-Lead Counsel, has included:

- *Pre-Filing Investigation and Strategy*: SG was heavily involved in developing the factual and legal theories underlying the claims against defendants in these actions, and in coordinating with CMST and other counsel in developing a strategy for pursuing the claims.
- *Pleadings*: SG participated in researching and drafting Class Plaintiffs' original complaint and subsequent consolidated amended complaints.
- *Motions to Dismiss and for Reconsideration*: SG lawyers participated in research and drafting of opposition briefs in response to motions to dismiss and motions for reconsideration and provided support for Co-Lead Counsel in preparation for oral argument on those motions.
- *Appeals*: SG has contributed to strategy and research in support of appeals briefing, including on issues related to Class Action Fairness Act and qualified immunity. SG has assisted with revising and editing the briefs for the appeals.
- *Fact Discovery*: SG has played a substantial role in both offensive and defensive discovery work that has included preparing discovery requests, reviewing documents, briefing and arguing discovery disputes, and has assigned and managed the strategy for preparing for more than 80 fact witness depositions, many of which SG attorneys have taken and defended.
- *Expert Discovery*: At the request of Co-Lead Counsel, I served as the chair of an expert committee that identified testifying and consulting expert witnesses who provided support for settlement discussions and submitted reports in support of Class Plaintiffs' claims, coordinated and defended the depositions of expert witnesses, developed the strategy for responding to defendants' 18 expert witnesses, coordinated and took a leading role briefing Class Plaintiffs' response to defendants' 16 *Daubert* briefs, and assigned and managed the lawyers responsible for deposing defense experts.
- *Class Certification*: SG was heavily involved in drafting Class Plaintiffs' motion for class certification and the declarations and other materials submitted in support of that motion.
- *Mediation and Settlement*: Following the appointment of the Mediators

in January 2018, SG worked closely with Co-Lead Counsel throughout the mediation process. My partner Shawn Raymond was deeply involved in and played a key role in developing Class Plaintiffs' strategy, handling negotiating with Co-Liaison Counsel, defendants, and the Special Master, and participating in numerous meetings and settlement negotiations.

- *Strategy and Planning:* I and others from SG have worked closely with Mr. Leopold and Mr. Pitt and others on the Executive Committee in developing all aspects of case planning and strategy throughout these cases.

5. From inception through January 31, 2021 (the most recent month for which complete time records are available), timekeepers from SG have devoted 11,869.6 hours towards the prosecution of the Flint Water Cases on behalf of the Class Plaintiffs. In addition to supporting Class Plaintiffs' own claims, this work also provided a common benefit to all individuals who are entitled to obtain relief under the settlement. Based on our current hourly rates, the lodestar value of SG's time through January 31, 2021 is \$6,803,049.50. Based on the historical rates in place when the work was performed, the lodestar value of SG's time is \$6,220,469.00. SG has not received any compensation to date for this work.

6. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on SG's current billing rates from inception of the case through January 31, 2021. Attached as Exhibit B is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation,

and their lodestars based on SG's historical billing rates from inception of the case through January 31, 2021. Additionally, attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued by SG on this litigation from inception of the case through January 31, 2021, based on our current rates, categorized by task. SG prepared these schedules from contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order.

7. In addition to the contingent work performed for plaintiffs, SG also performs a substantial amount of hourly work on behalf of clients; the rates reported in Exhibits A and B to this declaration are the same as those we have historically charged, and currently charge, in hourly matters, and thus are market rates. These rates are also the same as those we have charged in other contingent matters, including class actions in which courts have approved fee awards based in part on lodestar calculations derived from our current and historical hourly rates.

8. The hourly rates reflected in Exhibit A and B are the same as the usual and customary hourly rates charged for SG's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class

action cases.<sup>1</sup>

9. The total amount of unreimbursed expenses incurred by SG directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through January 31, 2021 is \$143,752.48. I have attached as Exhibit D a breakdown by category of these expenses, categorized Case Management Order Regarding Time and Expense Procedures (ECF No. 507). These are reflected on SG's books and records. The books and records are prepared from expense vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit D were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

10. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense

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<sup>1</sup> See, *e.g.*, *In re Automotive Parts Antitrust Litig.*, No. 2:12-cv-0003-SFC-RSW (E.D. Mich. Sept. 23, 2020), Dkt. 320 at 7 (finding current rates "reasonable and justified" as part of lodestar cross-check of fee awarded based on a percentage of the fund; Marc Seltzer of SG was Co-Lead Counsel); *Flo & Eddie, Inc. v. Sirius XM Radio, Inc.*, No. 2:13-cv-05693 (C.D. Cal. May 8, 2017), Dkt. 694 at 12 (finding SG's hourly rates reasonable as part of lodestar "crosscheck").

Procedures (ECF No. 507) concerning common benefit work and expenses.<sup>2</sup>

11. Upon request from the Court, SG is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, C, and D.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 7, 2021  
Seattle, Washington

/s/ Stephen E. Morrissey  
Stephen E. Morrissey

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<sup>2</sup> In preparing this declaration, I noticed that the monthly submission that my firm had provided for December 2018 had listed all timekeepers at a \$375 hourly rate in the “Flint CB Time” tab. The “Time Validation” tab had the correct, historical hourly rates for each timekeeper. I used the correct hourly rates from the “Time Validation” tab for this declaration.

**Exhibit A: SG Lodestar at Current Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Current Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Bhatia, Vineet	P	\$1,100	77.3	\$85,030.00
Clark, Audra	C	\$400	43.3	\$17,320.00
Connors, Jordan	P	\$600	4,311.0	\$2,586,600.00
DeGeorges, Simon	LA	\$275	4.6	\$1,265.00
Delman, Edward	A	\$425	27.1	\$11,517.50
Dinh, Cindy	A	\$425	1.1	\$467.50
Dolan, John F.	LA	\$275	470.5	\$129,387.50
Eccles, Lindsey Godfrey	P	\$650	184.3	\$119,795.00
Haddad, Anna	C	\$400	12.2	\$4,880.00
Hangawatte, Udyogi	C	\$400	511.2	\$204,480.00
Henry, Christopher P.	LA	\$250	1.6	\$400.00
Hoek, Kathryn P.	P	\$725	86.4	\$62,640.00
Kusin, Stuart V.	C	\$575	37.4	\$21,505.00
Manne, Ben	C	\$350	1,470.8	\$514,780.00
Morrissey, Stephen E.	P	\$975	989.7	\$964,957.50
Nelson, Justin A.	P	\$950	18.5	\$17,575.00
Noebels, Abigail	P	\$600	4.2	\$2,520.00
Novak, Layne	I	\$125	14.6	\$1,825.00
Peaslee, Katherine	A	\$550	2,554.6	\$1,405,030.00
Raymond, Shawn L.	P	\$650	967.1	\$628,615.00
Sanchez, Giovanni	I	\$125	19.0	\$2,375.00
Seltzer, Marc M.	P	\$1,500	6.2	\$9,300.00
Shanks, Rodney J.	LA	\$275	23.9	\$6,572.50
Stapleton, Anna	I	\$125	12.3	\$1,537.50
Tan, Joel	LA	\$270	0.6	\$162.00

Whidbee, Paige	I	\$125	20.1	\$2,512.50
<b>TOTAL</b>			11,869.6	\$6,803,049.50

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit B: SG Lodestar at Historical Billing Rates**

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Bhatia, Vineet	P	2016	\$825	35.4	\$29,205.00
Bhatia, Vineet	P	2018	\$925	32.0	\$29,600.00
Bhatia, Vineet	P	2019	\$975	9.9	\$9,652.50
Clark, Audra	C	2020	\$400	43.3	\$17,320.00
Connors, Jordan	P	2016	\$475	462.9	\$219,877.50
Connors, Jordan	P	2017	\$500	977.5	\$488,750.00
Connors, Jordan	P	2018	\$550	610.6	\$335,830.00
Connors, Jordan	P	2019	\$600	690.7	\$414,420.00
Connors, Jordan	P	2020	\$600	1,547.1	\$928,260.00
Connors, Jordan	P	2021	\$600	22.2	\$13,320.00
DeGeorges, Simon	LA	2016	\$270	4.6	\$1,242.00
Delman, Edward	A	2021	\$425	27.1	\$11,517.50
Dinh, Cindy	A	2018	\$375	1.1	\$412.50
Dolan, John F.	LA	2018	\$275	19.3	\$5,307.50
Dolan, John F.	LA	2019	\$275	126.6	\$34,815.00
Dolan, John F.	LA	2020	\$275	309.0	\$84,975.00
Dolan, John F.	LA	2021	\$275	15.6	\$4,290.00
Eccles, Lindsey Godfrey	P	2018	\$600	2.6	\$1,560.00
Eccles, Lindsey Godfrey	P	2019	\$650	175.7	\$114,205.00
Eccles, Lindsey Godfrey	P	2020	\$650	6.0	\$3,900.00
Haddad, Anna	C	2020	\$400	12.2	\$4,880.00
Hangawatte, Udyogi	C	2018	\$350	175.7	\$61,495.00
Hangawatte, Udyogi	C	2019	\$375	320.8	\$120,300.00
Hangawatte, Udyogi	C	2020	\$400	14.7	\$5,880.00
Henry, Christopher P.	LA	2020	\$225	1.6	\$360.00

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Hoek, Kathryn P.	P	2016	\$600	80.5	\$48,300.00
Hoek, Kathryn P.	P	2017	\$600	5.9	\$3,540.00
Kusin, Stuart V.	C	2021	\$575	37.4	\$21,505.00
Manne, Ben	C	2019	\$300	854.9	\$256,470.00
Manne, Ben	C	2020	\$300	2.0	\$600.00
Manne, Ben	C	2020	\$325	599.0	\$194,675.00
Manne, Ben	C	2021	\$350	14.9	\$5,215.00
Morrissey, Stephen E.	P	2016	\$700	165.1	\$115,570.00
Morrissey, Stephen E.	P	2017	\$750	58.2	\$43,650.00
Morrissey, Stephen E.	P	2018	\$800	122.5	\$98,000.00
Morrissey, Stephen E.	P	2019	\$900	185.1	\$166,590.00
Morrissey, Stephen E.	P	2020	\$900	445.0	\$400,500.00
Morrissey, Stephen E.	P	2021	\$975	13.8	\$13,455.00
Nelson, Justin A.	P	2020	\$900	18.5	\$16,650.00
Noebels, Abigail	P	2021	\$600	4.2	\$2,520.00
Novak, Layne	I	2016	\$125	14.6	\$1,825.00
Peaslee, Katherine	A	2017	\$325	105.2	\$34,190.00
Peaslee, Katherine	A	2018	\$375	245.9	\$92,212.50
Peaslee, Katherine	A	2019	\$475	894.6	\$424,935.00
Peaslee, Katherine	A	2020	\$525	1,192.0	\$625,800.00
Peaslee, Katherine	A	2021	\$550	116.9	\$64,295.00
Raymond, Shawn L.	P	2016	\$575	28.3	\$16,272.50
Raymond, Shawn L.	P	2017	\$575	0.5	\$287.50
Raymond, Shawn L.	P	2018	\$650	182.8	\$118,820.00
Raymond, Shawn L.	P	2019	\$650	479.8	\$311,870.00
Raymond, Shawn L.	P	2020	\$650	252.8	\$164,320.00

<b>Professional</b>	<b>Position</b>	<b>Year</b>	<b>Historical Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Raymond, Shawn L.	P	2021	\$650	22.9	\$14,885.00
Sanchez, Giovanni	I	2018	\$125	19.0	\$2,375.00
Seltzer, Marc M.	P	2018	\$1500	1.10	\$1,650.00
Seltzer, Marc M.	P	2019	\$1500	5.10	\$7,650.00
Shanks, Rodney J.	LA	2017	\$250	12.7	\$3,175.00
Shanks, Rodney J.	LA	2018	\$275	11.2	\$3,080.00
Stapleton, Anna	I	2019	\$125	12.3	\$1,537.50
Tan, Joel	LA	2016	\$270	0.6	\$162.00
Whidbee, Paige	I	2017	\$125	20.1	\$2,512.50
<b>TOTAL</b>				11,869.6	\$6,220,469.00

P	Partner
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

\*Former employee, rate stated as of the date of end of employment.

**Exhibit C: SG Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	422.9	\$119,890.00
2. Document Review	2,396.8	\$1,276,807.50
3. Legal Research	571.0	\$311,432.00
4. Pleadings, Briefs and Pretrial Motions	1,601.9	\$965,270.00
5. Other Discovery	1,199.8	\$625,422.50
6. Deposition Prep/Take/Defend	2,670.0	\$1,538,342.50
7. Experts/Consultants	197.8	\$147,730.00
8. Case Vetting/Bellwether		
9. Class Certification	101.1	\$65,365.00
10. Trial Preparation and Trial	1.5	\$525.00
11. Court Appearances/Arguments before the Court	312.3	\$205,067.50
12. Litigation Strategy and Case Management	1,475.4	\$929,127.50
13. Settlement	599.9	\$406,565.00
14. Travel	183.0	\$115,995.00
15. Committee Meetings or Calls	131.6	\$91,737.50
16. Lead Counsel/PEC/Liaison Counsel Duties	4.6	\$3,772.50
17. Time and Expense Admin		
18. Appeal		
<b>TOTAL</b>	<b>11,869.6</b>	<b>\$6,803,049.50</b>

**Exhibit D: SG Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, Shipping, courier, certified mail	\$1,264.41
2. Printing and photocopying (in-house)	\$13,825.27
3. Computerized research – Lexis/Westlaw (actual charges only)	\$27,318.08
4. Telephone	\$835.12
5. Travel (pursuant to Travel Limitations)	\$13,584.25
6. Airfare (pursuant to Travel Limitations)	\$53,236.63
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$5,188.75
8. Hotel (pursuant to Travel Limitations)	\$17,259.97
9. Reasonable Meals	\$3,948.10
10. Other reasonable and necessary charges (e.g., parking)	\$7,291.90
<b>TOTAL</b>	<b>\$143,752.48</b>

# **EXHIBIT 30**

**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. MAJZOUN

**DECLARATION OF PAUL F. NOVAK IN SUPPORT  
OF PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Paul F. Novak, hereby declare as follows:

1. I am the managing attorney of the Detroit office of the law firm of Weitz & Luxenberg, P.C. ("WL"). My firm and I were Court-appointed to serve on Plaintiffs' Executive Committee for the Proposed Class, (ECF No. 234), in the above captioned matter. I have personal knowledge of the matters stated in this declaration.

2. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses. More specifically, I describe the time invested and expenses incurred by WL in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through January 31, 2021.

3. My firm, primarily through myself, and attorneys John Broaddus and Gregory Stamatopoulos, has served as counsel to the Plaintiffs from the outset of this litigation and has been involved in every aspect of the prosecution, including

briefing, discovery, court appearances, motion arguments, appeals, and settlement negotiations. Over the course of this litigation, WL has been involved in the following specific activities:

- *Mays Court of Claims Litigation*: WL has taken the leading role in prosecuting the Michigan Court of Claims matter *Mays v. Snyder* through the state court appellate process,<sup>1</sup> resulting in a favorable ruling for Plaintiffs by the Michigan Court of Appeals and the Michigan Supreme Court. The *Mays* decision was the first decision in the *Flint Water* litigation in any tribunal to uphold constitutional bodily integrity and inverse condemnation claims against the state government of Michigan. Throughout the course of this parallel litigation, WL was heavily involved in the research, briefing, and oral arguments opposing State Defendants' appeals before the Michigan Court of Appeals and the Michigan Supreme Court.
- *Pleadings*: WL was extensively involved in the researching and drafting of Class Plaintiffs' multiple complaints with special emphasis on the conduct of Government Defendants, including complaints that were filed in parallel state court proceedings.
- *Motions and Court-Ordered Briefing*: WL attorneys researched and drafted briefing in opposition to the Government Defendants' multiple motions to dismiss in both federal and parallel state court litigation. Additionally, WL attorneys also contributed to various motions for reconsideration relating to the Court's decisions concerning claims against various Government Defendants and Court-Ordered supplemental briefing regarding the Fifth Amendment, the Eleventh Amendment, and Qualified Immunity.
- *Appeals*: WL attorneys were heavily involved in briefing relating to appeals that have taken place in the parallel state court litigation and briefing before the Sixth Circuit relating to the MDEQ Defendants' attempted removal of state-law causes of action under 28 U.S.C.

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<sup>1</sup> Mr. Stamatopoulos and I were also involved in the *Mays* case at the initial Court of Claims level at our prior firm, Milberg LLP. The time spent on that work is the subject of a separate declaration submitted by the Milberg firm.

§ 1442, the federal-officer removal statute.

- *Class Representative Discovery:* WL was primarily responsible for coordinating Class Plaintiffs' discovery for twelve of the named Plaintiffs in the above captioned matter, including written responses to several sets of discovery propounded by Defendants, the collection of Class Plaintiffs' documents, and preparing Plaintiffs for their depositions. Throughout this process, WL reviewed thousands of pages of Class Plaintiffs' documents and produced 15,789 pages of materials responsive to Defendants' numerous requests for production.
- *Discovery:* WL attorneys have played a significant role in the extensive discovery in these cases to date, especially with respect to discovery concerning the Government Defendants that includes: drafting discovery requests relating to governmental actors and agencies; issuing subpoenas to governmental agencies; and taking the depositions of many of the key governmental actors in the case, including State Treasurer Andy Dillon, MDEQ Director Dan Wyant, Flint Emergency Managers Gerald Ambrose and Ed Kurtz, Flint Mayor Dayne Walling, Flint Utilities Administrator Daugherty Johnson, and MDEQ employees Patrick Cook and Michael Prysby. Between defendants, third parties, plaintiffs, and experts, WL has taken over 15 depositions in the case and prepared witnesses in approximately another dozen. Additionally, WL has been responsible for managing Class Plaintiffs' litigation support vendor responsible for hosting millions of documents, negotiating and overseeing the Document Production Protocol between the parties, overseeing document loading and review efforts, and coordinating Class Representative Discovery. WL also coordinated the availability of the document production platform for multiple other individual plaintiffs' counsel in the litigation. WL served as Class Plaintiffs' representative on the parties' joint subpoena committee and worked with Individual Plaintiffs' Counsel and Defense Counsel to draft, serve, and negotiate the production of documents from all non-parties. During this process, WL served numerous subpoenas and negotiated productions to Plaintiffs from non-parties like Virginia Polytechnic Institute, the Solicitor General's office within the Michigan Department of Attorney General, and Truscott Rossman among many others.
- *Class Certification:* WL was primarily responsible for briefing relating to the actions of Governmental Actors, the adequacy of Class

Representatives, and issues related to Class Plaintiffs' proposed subclass of minor children.

- *Expert Witnesses:* WL attorneys also worked with five experts in connection with Plaintiffs' Certification Brief relating to a class-wide methodology for establishing exposure and injury for a proposed minors' subclass.
- *Mediation and Settlement:* WL attorneys have participated in dozens of in-person and telephonic meetings with the Mediators and the Special Master in Michigan, New York, and Washington D.C.
- *Strategy and Planning:* WL attorneys have contributed to strategic decision, planning, and administrative discussions throughout the litigation in relation to discovery efforts, development of expert witness reports, settlement strategy, and administrative issues.

4. The total number of hours expended on this litigation by WL for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through January 31, 2021 is 9,846.8 hours. The total lodestar for this work using usual and customary billing rates is \$6,250,395.00. WL has not received any payment to date for this work.

5. Attached as Exhibit A is a detailed summary indicating the time spent by my firm's attorneys and professional staff who worked on this litigation, and their lodestars based on WL's billing rates from inception of the case through January 31, 2021. These rates have remained constant over the course of the litigation. Additionally, attached as Exhibit B is a detailed summary indicating the time spent and lodestar accrued by WL on this litigation from inception of the case through January 31, 2021, categorized by task. WL prepared these schedules from

contemporaneously made daily time records regularly prepared and maintained by the timekeepers identified in these exhibits. The records were kept and categorized in accordance with the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) and were submitted regularly to the Special Master in accordance with that Order. The hourly rates reflected in Exhibit A and B are the same as the usual and customary hourly rates charged for WL's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class action cases.<sup>2</sup>

6. The total amount of unreimbursed expenses incurred by WL directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through January 31, 2021 is \$117,577.62. I have attached as Exhibit C a breakdown by category of these expenses. These are reflected on WL's books and records. The books and records are prepared from expense

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<sup>2</sup> The time reports were submitted to the Special Master with a cap of \$700 per hour. The submissions made here remove the cap and are consistent with the usual and customary fee of \$800 per hour (for the most senior attorneys), which have been approved in similar fee applications by other courts. *See, e.g.* Order Granting Plaintiff's Motion for Final Approval of Class Settlement and Plan of Allocation, Imposing Injunctive Relief, Granting Motion for Attorneys Fees, and Dismissing Case, *Martin v. Trott Law, P.C.*, No. 2:15-cv-12838 (E.D. Mich. Sept. 28, 2018) (Hon. David Lawson), ECF No. 198; Order Granting Final Settlement Approval and Fees, Costs, and Other Awards, *In Re Wells Fargo Collateral Protection Insurance Litig.*, No. 8:17-ml-02797 (C.D. Cal. Nov. 4, 2019), ECF No. 338.

vouchers, receipts, invoices, check and bank records, and other source materials, and represent an accurate recordation of the expenses incurred. The expenses reflected in Exhibit C were reasonably incurred and necessary and appropriate in the prosecution of this litigation and were for the common benefit of the plaintiffs (including but not limited to the Class Plaintiffs) in the Flint Water Cases.

7. The time and expense records described herein were reviewed by my firm for accuracy, duplicate entries, and compliance with the provisions of the Court's Time and Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507) concerning common benefit work and expenses.

8. Upon request from the Court, WL is prepared to submit for *in camera* review the daily time records and expense documentation supporting Exhibits A, B, and C.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 26, 2021  
Detroit, Michigan

/s/ Paul F. Novak  
Paul F. Novak

**Exhibit A: WL Lodestar**

<b>Professional</b>	<b>Position</b>	<b>Rate</b>	<b>Cumulative Hours</b>	<b>Cumulative Lodestar</b>
Broadbuss, John	P	\$800	3777.8	\$3,022,240.00
Christensen, Nancy	A	\$600	329.7	\$197,820.00
Dalton, Roniesha	L	\$225	142.9	\$32,152.50
Estrada, Juan	L	\$225	70.5	\$15,862.50
Felong, Rachel	A	\$350	478.6	\$167,510.00
Garcia, Collin	L	\$225	189	\$42,525.00
Hryczyk, Nicole	L	\$225	171.6	\$38,610.00
Littman, Syndy	L	\$225	322.6	\$72,585.00
Novak, Hanna	L	\$225	6.9	\$1,552.50
Novak, Paul	P	\$800	1999.4	\$1,599,520.00
Stamatopoulos, Greg	A	\$450	2271.1	\$1,021,995.00
Sullivan, Corrine	L	\$225	54.5	\$12,262.50
Walsh, William	P	\$800	32.2	\$25,760.00
<b>TOTAL</b>			<b>9,846.8</b>	<b>\$6,250,395.00</b>

P	Partner or their equivalent
C	Counsel
A	Associate
L	Legal Assistant
I	Intern

**Exhibit B: WL Lodestar by Task**

<b>Task</b>	<b>Hours</b>	<b>Lodestar</b>
1. Administration (data and file management)	277.9	\$134,064.50
2. Document Review	721.9	\$394,585.00
3. Legal Research	1210.2	\$884,955.00
4. Pleadings, Briefs and Pretrial Motions	1749	\$1,086,019.00
5. Other Discovery	1211.1	\$740,691.50
6. Deposition Prep/Take/Defend	981.2	\$529,372.50
7. Experts/Consultants	1140.7	\$850,027.50
8. Case Vetting/Bellwether	2.0	\$837.50
9. Class Certification	145.8	\$100,695.00
10. Trial Preparation and Trial		
11. Court Appearances/Arguments before the Court	151.7	\$99,800.00
12. Litigation Strategy and Case Management	402.4	\$257,640.00
13. Settlement	188.2	\$108,632.50
14. Travel	374.3	\$259,117.00
15. Committee Meetings or Calls	668.5	\$427,125.50
16. Lead Counsel/PEC/Liaison Counsel Duties	41.4	\$33,120.00
17. Time and Expense Admin <sup>3</sup>		
18. Appeal	580.5	\$343,712.50
<b>TOTAL</b>	<b>9,846.8</b>	<b>\$6,250,395.00</b>

<sup>3</sup> Time and Expense Administration (Code 17) hours previously submitted to Special Master Greenspan have been removed from this fee application.

**Exhibit C: WL Litigation Expenses**

<b>Expense</b>	<b>Amount</b>
1. Postage, shipping, courier, certified mail	\$3,080.83
2. Printing and photocopying (in-house)	\$11,235.06
3. Computerized research – Lexis/Westlaw (actual charges only)	\$32,641.95
4. Telephone – long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	\$2,614.45
6. Airfare (pursuant to Travel Limitations)	\$22,500.57
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$5,037.63
8. Hotel – (pursuant to Travel Limitations)	\$5,967.23
9. Reasonable meals	\$4,552.44
10. Other reasonable and necessary charges (e.g., parking)	\$29,947.46
<b>TOTAL</b>	<b>\$117,577.62</b>