EXHIBIT 1

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In Re Flint Water Cases	No. 5:16-cv-10444-JEL-EAS HON. JUDITH E. LEVY MAG. ELIZABETH A. STAFFORD

DECLARATION OF THEODORE J. LEOPOLD 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, 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 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 under the LAN Settlement.

Plaintiffs' Counsel's Combined Common Benefit Lodestar and Expenses

2. Accompanying this declaration are declarations from the Plaintiffs' Executive Committee and other firms[1] that have performed common benefit work

[1] Some but not all of the firms who submitted declarations in support of the last fee petition have again submitted a declaration.

in this case. These declarations and their exhibits attest to the number of hours each law firm's attorneys and legal staff have spent on the case, each firm's attested common benefit lodestar calculated at the firm's current hourly rates and historical hourly rates, and each firm's attested Held expenses (as defined in the Case Management Order Regarding Time and Expense Procedures (ECF No. 507) (the "Time and Expense CMO")). These hours, lodestar calculations, and expenses cover the period from February 16, 2021 to November 30, 2023. 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.

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 February 16, 2021 to November 30, 2023, Plaintiffs' Counsel have collectively logged 73,740.55 hours

performing common benefit work, resulting in a common benefit lodestar of more than $29,197,161 at current hourly rates. 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 February 16, 2021 to November 30, 2023, Co-lead Class Counsel and the Plaintiffs' Executive Committee have incurred $2,895,698.33 in Shared common benefit expenses paid by the Class Litigation 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 $1,389,262, 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 $179,465.13 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 $2,895,698.33 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 February 16, 2021 to November 30, 2023.

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.

- *Summary Judgment:* CMST attorneys drafted briefing and supporting materials in support of Class Plaintiffs' opposition to VNA and LAN's motions for summary judgment.

- *Trial Preparation:* CMST attorneys are involved in all aspects of trial preparation for the previously scheduled trial against LAN and Veolia and the upcoming trial against Veolia.

- *Settlement Facilitation:* A team of professionals at CMST has been heavily involved in the settlement administration process by assisting individuals in submitting claims, responding to questions from individual claimants, and working with the Special Master and the claims administrators to ensure the settlement process is completed as fairly and expeditiously as possible.

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 February 16, 2021 to November 30, 2023 is 14,850.6 hours. The total lodestar for this work using current billing rates is $8,784,041.50. The lodestar using applicable historical billing rates is $7,605,707. 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 February 16, 2021 to November 30, 2023. 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 February 16, 2021 to November 30, 2023. Additionally, attached as Exhibit D is a detailed summary indicating the time spent and lodestar accrued by CMST on this litigation from February 16, 2021 to November 30, 2023, categorized by task at historical lodestar rates.[2] 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

[2] We encounter a minor discrepancy in the totals from Exhibit C to Exhibit D.

hourly rates reflected in Exhibit B and C 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.[3] 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 February 16, 2021 to November 30, 2023 is $108,565.51. 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 E were reasonably incurred and necessary and appropriate in the

[3] *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).*

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 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 December 15, 2023
Palm Beach, Florida

/s/ Theodore J. Leopold
Theodore J. Leopold

Exhibit A: Shared Expenses Incurred

Expense	Amount
1. Administrative Matters	$269,763.79
2. Experts/Consultants	$1,389,262
3. Payment to Special Master & Mediators	$680,175.30
4. Discovery	$49,085.30
5. Depositions	$42,268.05
6. Court, Filing, and Service Costs	$878.40
7. Legal, Accounting, and Vendor Fees	$464,265.49
8. Guardian Ad Litem	
TOTAL	**$2,895,698.33**

Exhibit B: CMST Lodestar at Current Billing Rates

Professional	Position	Rate	Hours	Lodestar
Anthony, Alden*	L	$450.00	758.0	$341,100.00
Bateman, Christopher	P	$725.00	86.0	$62,350.00
Boddie, Cheven*	L	$450.00	2616.0	$1,177,200.00
Bracken, John, A.	SA	$550.00	6.0	$3,300.00
Byrne, Erin*	PL	$350.00	87.5	$30,625.00
Coble, Rebecca	PL	$350.00	84.8	$29,680.00
Cuomo, Leah	LA	$300.00	0.2	$60.00
Davidson, Jennifer	F	$450.00	42.3	$19,035.00
Deich, Alison	P	$725.00	1.3	$942.50
Dickstein, Nathaniel*	PL	$350.00	28.8	$10,080.00
Flanagan, Rachael	A	$575.00	5.8	$3,335.00
Hartnett, Margaret	PL	$350.00	190.2	$66,570.00
Kendal, Jamika	PL	$330.00	1404.3	$463,419.00
Koffman, Richard	P	$1,075.00	0.4	$430.00
Kroeger, Leslie	P	$940.00	2143.0	$2,014,420.00
Leopold, Theodore	P	$1,150.00	989.5	$1,137,925.00
Levens, Emmy	P	$850.00	1235.2	$1,049,920.00
Lukau, Ponteciana*	L	$450.00	1662.2	$747,990.00
Markos, Sarah*	PL	$350.00	178.7	$62,545.00
Martin , Diana	OC	$850.00	6.4	$5,440.00
McBride, Harrison	PL	$350.00	26.4	$9,240.00
Melvin, James	PL	$350.00	27.9	$9,765.00
Miller, Brooke	PL	$350.00	16.9	$5,915.00
Noronha, Alex*	PL	$350.00	8.2	$2,870.00
Nugent, Victoria, S.*	P	$980.00	1.2	$1,176.00
Rehusch, Trent	F	$450.00	1386.7	$624,015.00
Ruiz, Braisy	PL	$330.00	107.0	$35,310.00
Sellers, Joseph	P	$1,150.00	7.6	$8,740.00
Toll, Steven	P	$1,225.00	13.0	$15,925.00
Torcello, Michael	F	$450.00	105.5	$47,475.00
Vike, Marit*	PL	$350.00	649.2	$227,220.00
Weiner, Jessica*	A	$585.00	974.4	$570,024.00
TOTALS			**14850.6**	**$8,784,041.50**

P	Partner
OC	Of Counsel
A	Associate
SA	Staff Attorney
CA	Contract Attorney
F	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

Professional	Position	Year	Historical Rate	Hours	Lodestar
Anthony, Alden*	L	2021	$300.00	758.0	$227,400.00
Bateman, Christopher	A	2021	$585.00	85.6	$50,076.00
Bateman, Christopher	A	2022	$620.00	0.2	$124.00
Bateman, Christopher	P	2023	$725.00	0.2	$145.00
Boddie, Cheven*	L	2021	$300.00	1576.5	$472,950.00
Boddie, Cheven*	L	2022	$300.00	1039.5	$311,850.00
Bracken, John	SA	2021	$470.00	6.0	$2,820.00
Byrne, Erin*	PL	2021	$325.00	87.5	$28,437.50
Coble, Rebecca	PL	2023	$350.00	84.8	$29,680.00
Cuomo, Leah	LA	2023	$300.00	0.2	$60.00
Davidson, Jennifer	F	2021	$395.00	42.3	$16,708.50
Deich, Alison	P	2023	$725.00	1.3	$942.50
Dickstein, Nathaniel*	PL	2021	$325.00	24.5	$7,962.50
Dickstein, Nathaniel*	PL	2022	$335.00	4.3	$1,440.50
Flanagan, Rachael	A	2022	$500.00	5.8	$2,900.00
Hartnett, Margaret	PL	2021	$320.00	15.3	$4,896.00
Hartnett, Margaret	PL	2022	$330.00	118.9	$39,237.00
Hartnett, Margaret	PL	2023	$350.00	56.0	$19,600.00
Kendal, Jamika	PL	2021	$300.00	177.6	$53,280.00
Kendal, Jamika	PL	2022	$310.00	812.1	$251,751.00
Kendal, Jamika	PL	2023	$330.00	414.6	$136,818.00
Koffman, Richard	P	2021	$950.00	0.2	$190.00
Koffman, Richard	P	2023	$1,075.00	0.2	$215.00
Kroeger, Leslie	P	2021	$835.00	885.4	$739,309.00
Kroeger, Leslie	P	2022	$860.00	928.0	$798,080.00
Kroeger, Leslie	P	2023	$940.00	329.6	$309,824.00
Leopold, Theodore	P	2021	$1,025.00	344.2	$352,805.00
Leopold, Theodore	P	2022	$1,050.00	278.2	$292,110.00
Leopold, Theodore	P	2023	$1,150.00	367.1	$422,165.00
Levens, Emmy	P	2021	$720.00	617.9	$444,888.00
Levens, Emmy	P	2022	$755.00	261.2	$197,206.00
Levens, Emmy	P	2023	$850.00	356.1	$302,685.00

Lukau, Ponteciana*	L	2021	$300.00	635.7	$190,710.00
Lukau, Ponteciana*	L	2022	$300.00	1026.5	$307,950.00
Markos, Sarah*	PL	2022	$335.00	98.1	$32,863.50
Markos, Sarah*	PL	2023	$350.00	80.6	$28,210.00
Martin, Diana	OC	2023	$850.00	6.4	$5,440.00
McBride, Harrison	PL	2022	$335.00	22.9	$7,671.50
McBride, Harrison	PL	2023	$350.00	3.5	$1,225.00
Melvin, James	PL	2023	$350.00	27.9	$9,765.00
Miller, Brooke	PL	2021	$325.00	4.0	$1,300.00
Miller, Brooke	PL	2023	$350.00	12.9	$4,515.00
Noronha, Alex*	PL	2021	$325.00	8.2	$2,665.00
Nugent, Victoria*	P	2022	$905.00	1.2	$1,086.00
Rehusch, Trent	F	2022	$405.00	402.7	$163,093.50
Rehusch, Trent	F	2023	$450.00	984.0	$442,800.00
Ruiz, Braisy	PL	2023	$330.00	107.0	$35,310.00
Sellers, Joseph	P	2021	$1,050.00	5.8	$6,090.00
Sellers, Joseph	P	2022	$1,075.00	0.5	$537.50
Sellers, Joseph	P	2023	$1,150.00	1.3	$1,495.00
Toll, Steven	P	2021	$1,125.00	1.6	$1,800.00
Toll, Steven	P	2022	$1,150.00	9.1	$10,465.00
Toll, Steven	P	2023	$1,225.00	2.3	$2,817.50
Torcello, Michael	F	2023	$450.00	105.5	$47,475.00
Vike, Marit*	PL	2021	$325.00	563.9	$183,267.50
Vike, Marit*	PL	2022	$335.00	85.3	$28,575.50
Weiner, Jessica*	A	2021	$585.00	961.6	$562,536.00
Weiner, Jessica*	A	2022	$585.00	12.8	$7,488.00
TOTALS				**14850.6**	**$7,605,707.00**

P	Partner
OC	Of Counsel
A	Associate
SA	Staff Attorney
CA	Contract Attorney
F	Fellow
LC	Law Clerk
IV	Investigator

L	Legal Assistant
I	Intern
PL	Paralegal

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

Exhibit D: CMST Lodestar by Task

Task	Hours	Lodestar
1. Administration (data and file management)	132.1	$44,633
2. Document Review	0.1	$85
3. Legal Research	298.5	$78,415
4. Pleadings, Briefs and Pretrial Motions	1007	$548,142.50
5. Other Discovery	23.8	$19,503.5
6. Deposition Prep/Take/Defend	86.4	$62,208.5
7. Experts/Consultants	276.4	$178,750
8. Case Vetting/Bellwether	34.8	$26,831.5
9. Class Certification	574.3	$340,140.50
10. Trial Preparation and Trial	316.4	$164,430.50
11. Court Appearances/Arguments before the Court	435.2	$304,033.5
12. Litigation Strategy and Case Management	1884.9	$1,352,190.00
13. Settlement	7736.6	$3,374,288.00
14. Travel	13.1	$8,295.00
15. Committee Meetings or Calls	0.7	$507.50
16. Lead Counsel/PEC/Liaison Counsel Duties	8.3	$7,319.00
17. Time and Expense Admin	881.9	$442,042.5
18. Appeal	877.9	$489,183.5
TOTALS	14588.4	$7,440,999

Exhibit E: CMST Litigation Expenses

Expense	Amount
1. Postage, shipping, courier, certified mail	$1,866.33
2. Printing and photocopying (in-house)	$59.98
3. Computerized research - Lexis/Westlaw (actual charges only)	$29,756.21
4. Telephone - long distance (actual charges only)	$6,488.98
5. Travel (pursuant to Travel Limitations)	$679.79
6. Airfare (pursuant to Travel Limitations)	$16,077.40
7. Reasonable ground transportation (pursuant to Travel Limitations)	$507.96
8. Hotel - (pursuant to Travel Limitations)	$7,729.62
9. Reasonable meals	$2,465.22
10. Other reasonable and necessary charges (e.g., parking)	$42,934.02
TOTAL	**$108,565.51**