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 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. I have personal knowledge of the matters stated in this declaration.

2. I, my partners, associate lawyers, and professional staff of Motley Rice have been working 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.

3. I provide this declaration in support of Plaintiffs' Motion for an Award of Attorneys' Fees and Reimbursement of Expenses for the time period of February 16, 2021 through November 30, 2023. Herein I describe the time invested and

expenses incurred by Motley Rice in the prosecution of this action for the common benefit of plaintiffs in the Flint Water Crisis Cases (including but not limited to the Class Plaintiffs) for the time period from February 16, 2021 through November 30, 2023.

4. I have been involved in and represented Plaintiffs impacted by the Flint Water Crisis since 2016 and incorporate by reference the Fee Petition submitted in February 2021, which describes mine and my firm Motley Rice's historical involvement in the litigation since my appointment to the Plaintiffs Executive Committee. I, along with my firm Motley Rice's attorneys and professional staff, have been involved in many aspects of this litigation, and in the period of February 16, 2021 through November 30, 2023 that work has included extensive briefing, conducting and drafting discovery, motion practice, preparing for, taking and defending expert depositions, working collaboratively with class counsel on expert witness related issues, drafting, reviewing and editing Daubert motions, working with class representatives and other plaintiffs, as well as extensive settlement related work on the claims administration process. Since the settlement with the State of Michigan and City of Flint, Motley Rice has played a key role in the claims administration process from drafting templates for use to communicate with claimants, designing and implementing outreach program for contacting class members, on the ground in Flint and electronic registration of class members, claims

filing, monitoring, communicating with hundreds of claimants about their claims, facilitating submissions, addressing deficiencies, obtaining documents and information in support of claimants' submissions, as well as responding to thousands of inquiries from the time of the settlement continuing to the present. Motley Rice is also part of the trial team preparing for the Veolia trial. In preparation for trial, we are involved in motion practice including drafting and responding to Motions *in Limine*, preparing witness deposition designations and other trial preparation related work.

5. Since February 16, 2021 and through November 30, 2023, myself other attorneys and professional staff from Motley Rice have been involved in the following specific activities:

- ***Expert Related Work***: Motley Rice has done extensive work with expert witnesses including preparing, and defending plaintiffs' experts' depositions, preparing for and taking defense experts' depositions; work with Plaintiffs' experts to analyze defense experts' opinions; work on Daubert motions, oppositions and related research and drafting; participate in regular meetings/zooms with expert committee and with experts; briefing and related work on expert issues in litigation including XRF, neuropsych testing, communications with NCE (Neuropsychological Center for Excellence), its director, and assessment of related community services and communications with providers of services to impacted residents, obtain related affidavits; Also work related to XRF issues, neuropsychological protocols and testing;

- ***Motion Practice and Briefing***: Motley Rice has had a significant role in researching, drafting, and briefing on Daubert motions, and other issues including XRF testing, neuropsychological testing, and others.

- ***Claims Administration Process**:* Motley Rice plays a key role in the claims administration process in the following areas, and has been extensively involved in, and continues to devote significant staff to the claims administration and outreach program related to the settlement with the State of Michigan and the City of Flint:

    - Member of class counsel team that developed the structure and protocols for implementation and application of the claims administration program including training manuals, training with vendors re: data input and management, drafting scripts and other correspondence for outreach to class members, communications and meetings with government officials to obtain assistance for outreach to class members; develop strategy for application of damages criteria in the claims process; participation in regular zoom meetings with class counsel and internal MR team meetings re: organization and implementation of claims process; Zoom meetings re: training for Case Locker with class counsel claims administration team meetings and developing strategy;

    - Assembled Motley Rice team to field phone calls from class members regarding settlement; review registrations, organize outreach and follow up protocol, data entry and organization of claimant submissions; interface with vendor; field calls from class members, review claim forms, correspondence with hundreds of class members via telephone and email regarding completion of claim forms, supplying supporting documents, and follow up on completion of claim submissions. Review claim forms and follow up with clients regarding deficiencies regarding supporting documentation. Finalization and submission of claim forms. Conducting searches to locate clients that have moved. Continuing efforts to contact non-responsive clients and class members.

- ***Discovery**:* Motley Rice has taken a significant role in discovery to date including:
    - Drafting, reviewing and editing discovery requests, including Requests for Admissions, responding to discovery requests; and conducting extensive expert analysis and discovery propounded by defendants; drafted subpoena requests for documents and witness discovery.
    - ***Class Certification**:* Motley Rice attorneys were involved in briefing related to class settlement and objector issues and participating and editing of class related submissions to the Court.
    - ***Strategy and Planning:*** I and my firm have contributed to strategic decision making and planning in relation to expert related issues, pleadings, briefing, and discovery, and have participated in meetings, conferences and calls regarding the litigation to plan and assess case status.

6. The total number of hours expended on this litigation by myself and my firm, Motley Rice for the common benefit of plaintiffs in the Flint Water Cases (including, but not limited to the Class Plaintiffs) from February 16, 2021 through November 30, 2023, is 7334.70 hours. The total lodestar for this work using usual and customary billing rates is $3,124,475.50. Neither I, nor my firm has received any payment to date for work performed during this time period.

7. 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 my firms' customary current hourly billing rates from February 16, 2021 through November 30, 2023. Attached as Exhibit B is a detailed summary

indicating the time spent and lodestar accrued based on my firm's attorneys and professional staff's historical billing rates from February 16, 2021 through November 30, 2023. Attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued on this litigation from February 16, 2021 through November 30, 2023 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).

8. 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 February 16, 2021 through November 30, 2023 is $24,461.91. I have attached as Exhibit D a breakdown by category of these expenses. These are reflected in my 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, 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. The time and expense records described herein have been 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.

10. 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 December 8, 2023
Cherry Hill, New Jersey

/s/ Esther Berezofsky
Esther Berezofsky

Exhibit A: MR Lodestar at Current Billing Rates

Professional	Position	Current Rate	Cumulative Hours	Cumulative Lodestar
Andrews, Todd	Legal Support	$ 240.00	277.90	$ 66,696.00
Baden, John	Member	$ 1,050.00	67.20	$ 70,560.00
Berezofsky, Esther	Member	$ 1,050.00	811.40	$ 851,970.00
Bianco, Brittany	Project Attorney	$ 375.00	206.10	$ 77,287.50
Blom, Ryan	Legal Support	$ 175.00	0.60	$ 105.00
Bobbitt, Ebony	Attorney	$ 525.00	0.40	$ 210.00
Brown, Erin	Legal Support	$ 100.00	19.50	$ 1,950.00
Chase, Robert	Paralegal	$ 300.00	126.00	$ 37,800.00
Christenson, Monique	Attorney	$ 525.00	29.10	$ 15,277.50
Cummings, Nicholas	Paralegal	$ 240.00	4.00	$ 960.00
Davis, Annastasia	Legal Support	$ 225.00	1.70	$ 382.50
Drayton, Kierra	Legal Support	$ 110.00	8.80	$ 968.00
Dubois, Ethan	Attorney	$ 475.00	30.30	$ 14,392.50
English, Rashawn	Legal Support	$ 225.00	184.60	$ 41,535.00
Fonseca, Helena	Legal Support	$ 190.00	132.10	$ 25,099.00
Garcia-Brown, Juana	Legal Support	$ 150.00	4.70	$ 705.00
Gethers, Christina	Legal Support	$ 110.00	2.80	$ 308.00
Hansel, Sarah*	Attorney	$ 460.00	632.00	$ 290,720.00
Hill, Falin	Legal Support	$ 150.00	6.30	$ 945.00
Holland, Ashley	Paralegal	$ 175.00	3.40	$ 595.00
Hoyle, David	Member	$ 975.00	3.30	$ 3,217.50
Kearse, Anne	Member	$ 1,150.00	7.90	$ 9,085.00
Lapinski, Daniel	Member	$ 1,050.00	0.70	$ 735.00
Lattimore, Kayla	Attorney	$ 525.00	218.30	$ 114,607.50
Leal, Paolo	Legal Support	$ 225.00	56.60	$ 12,735.00
Levin, Gregg	Member	$ 1,100.00	3.80	$ 4,180.00
Lyons, Paul	Attorney	$ 525.00	36.70	$ 19,267.50
Mandara, Lisa	Paralegal	$ 240.00	2261.50	$ 542,760.00
McBride, Barbara	Paralegal	$ 240.00	196.40	$ 47,136.00
Monroe, Chelsea	Attorney	$ 620.00	15.00	$ 9,300.00
Moree, Mary	Legal Support	$ 100.00	67.10	$ 6,710.00
Peterson, Shenida	Legal Support	$ 175.00	3.80	$ 665.00
Polite, Veronica	Legal Support	$ 100.00	0.80	$ 80.00
Quirk, Michael	Member	$ 950.00	78.10	$ 74,195.00
Reynolds, Julie Ann	Paralegal	$ 240.00	43.50	$ 10,440.00
Rosales, Kimberly	Legal Support	$ 225.00	7.80	$ 1,755.00

Staley, Chennise	Paralegal	$	225.00	119.50	$ 26,887.50
Thornton, Mitchell	Attorney	$	570.00	908.40	$ 517,788.00
Tobakos, Kate	Legal Support	$	100.00	0.80	$ 80.00
Wallace, Benee	Paralegal	$	380.00	16.00	$ 6,080.00
Williams, Susan	Legal Support	$	240.00	1.00	$ 240.00
Winn, Terry Keith	Paralegal	$	270.00	665.90	$ 179,793.00
Wolf, Courtney	Attorney	$	525.00	72.90	$ 38,272.50
TOTAL				**7334.70**	**$ 3,124,475.50**

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

Exhibit B: MR Lodestar at Historical Billing Rates

Professional	Position	Year	Historical Rate	Cumulative Hours	Cumulative Lodestar
Andrews, Todd	Legal Support	2022	$ 225.00	277.90	$ 62,527.50
Baden, John	Member	2021-2022	$ 925.00	67.20	$ 62,160.00
Berezofsky, Esther	Member	2021-2022	$ 900.00	626.80	$ 564,120.00
Berezofsky, Esther	Member	2023	$ 1,050.00	184.60	$ 193,830.00
Bianco, Brittany	Project Attorney	2022	$ 375.00	206.10	$ 77,287.50
Blom, Ryan	Legal Support	2021	$ 175.00	0.60	$ 105.00
Bobbitt, Ebony	Attorney	2023	$ 525.00	0.40	$ 210.00
Brown, Erin	Legal Support	2021	$ 100.00	19.50	$ 1,950.00
Chase, Robert	Paralegal	2022	$ 275.00	126.00	$ 34,650.00
Christenson, Monique	Attorney	2021	$ 425.00	29.10	$ 12,367.50
Cummings, Nicholas	Paralegal	2021	$ 225.00	4.00	$ 900.00
Davis, Annastasia	Legal Support	2021	$ 225.00	1.70	$ 382.50
Drayton, Kierra	Legal Support	2021-2022	$ 100.00	8.80	$ 880.00
Dubois, Ethan	Attorney	2021	$ 375.00	30.30	$ 11,362.50
English, Rashawn	Legal Support	2021-2022	$ 225.00	169.6	$ 38,160.00
English, Rashawn	Legal Support	2021-2022	$ 100.00	15.00	$ 1,500.00
Fonseca, Helena	Legal Support	2021-2022	$ 175.00	116.1	$ 20,317.50
Fonseca, Helena	Legal Support	2023	$ 190.00	16.00	$ 3,040.00
Garcia-Brown, Juana	Legal Support	2021	$ 150.00	4.70	$ 705.00
Gethers, Christina	Legal Support	2022	$ 100.00	2.80	$ 280.00
Hansel, Sarah*	Attorney	2021-2022	$ 425.00	522.7	$ 222,147.50
Hansel, Sarah*	Attorney	2023	$ 460.00	109.30	$ 50,278.00
Hill, Falin	Legal Support	2021	$ 150.00	6.30	$ 945.00
Holland, Ashley	Paralegal	2022	$ 175.00	3.40	$ 595.00
Hoyle, David	Member	2021	$ 825.00	3.30	$ 2,722.50
Kearse, Anne	Member	2021-2022	$ 975.00	7.00	$ 6,825.00
Kearse, Anne	Member	2023	$ 1,150.00	0.90	$ 1,035.00
Lapinski, Daniel	Member	2022	$ 775.00	0.70	$ 542.50
Lattimore, Kayla	Attorney	2022	$ 425.00	218.30	$ 92,777.50
Leal, Paolo	Legal Support	2021	$ 225.00	56.60	$ 12,735.00
Levin, Gregg	Member	2021	$ 925.00	3.80	$ 3,515.00

Lyons, Paul	Attorney	2023	$	525.00	36.70	$ 19,267.50
Mandara, Lisa	Paralegal	2021-2022	$	225.00	1726.00	$ 388,350.00
Mandara, Lisa	Paralegal	2023	$	240.00	535.50	$ 128,520.00
McBride, Barbara	Paralegal	2021-2022	$	225.00	190.50	$ 42,862.50
McBride, Barbara	Paralegal	2023	$	240.00	5.90	$ 1,416.00
Monroe, Chelsea	Attorney	2021	$	425.00	15.00	$ 6,375.00
Moree, Mary	Legal Support	2021-2022	$	100.00	67.10	$ 6,710.00
Peterson, Shenida	Legal Support	2021-2022	$	175.00	2.60	$ 455.00
Peterson, Shenida	Legal Support	2021-2022	$	150.00	1.20	$ 180.00
Polite, Veronica	Legal Support	2021	$	100.00	0.80	$ 80.00
Quirk, Michael	Member	2021-2022	$	600.00	77.20	$ 46,320.00
Quirk, Michael	Member	2023	$	650.00	0.90	$ 585.00
Reynolds, Julie Ann	Paralegal	2022	$	240.00	43.50	$ 10,440.00
Rosales, Kimberly	Legal Support	2021-2022	$	225.00	2.40	$ 540.00
Rosales, Kimberly	Legal Support	2021-2022	$	100.00	5.40	$ 540.00
Staley, Chennise	Paralegal	2022	$	225.00	119.50	$ 26,887.50
Thornton, Mitchell	Attorney	2021-2022	$	500.00	813.90	$ 406,950.00
Thornton, Mitchell	Attorney	2023	$	570.00	13.70	$ 7,809.00
Thornton, Mitchell	Attorney	2023	$	540.00	80.80	$ 43,632.00
Tobakos, Kate	Legal Support	2022	$	100.00	0.80	$ 80.00
Wallace, Benee	Paralegal	2021-2022	$	350.00	16.00	$ 5,600.00
Williams, Susan	Legal Support	2021	$	240.00	1.00	$ 240.00
Winn, Terry Keith	Paralegal	2022	$	250.00	665.90	$ 166,475.00
Wolf, Courtney	Attorney	2022	$	425.00	72.90	$ 30,982.50
TOTAL					**7334.70**	**$ 2,822,150.00**

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

Exhibit C: MR Lodestar by Task

Task	Hours	Lodestar
1. Administration (data and file management)	138.2	$33,153.00
2. Document Review		
3. Legal Research	39.9	$27,921.50
4. Pleadings, Briefs and Pretrial Motions	455.10	$278,823.50
5. Other Discovery	47.10	$18,869.00
6. Deposition Prep/Take/Defend	245.40	$141,267.00
7. Experts/Consultants	369.50	$317396.50
8. Case Vetting/Bellwether		
9. Class Certification	88.60	$71,349.00
10. Trial Preparation and Trial	159.10	$57,367.50
11. Court Appearances/Arguments before the Court	52.00	$37,774.00
12. Litigation Strategy and Case Management	328.00	$178,716.00
13. Settlement	5377.20	$1,938,134.50
14. Travel	8.00	$1,920.00
15. Committee Meetings or Calls	26.6	$21,784.00
16. Lead Counsel/PEC/Liaison Counsel Duties		
17. Time and Expense Admin		
18. Appeal		
TOTAL	**7334.70**	**$3,124,475.50**

Exhibit D: MR Litigation Expenses

EXPENSE	AMOUNT
1. Postage, shipping, courier, certified mail	$747.27
2. Printing and photocopying (in-house)	$1,278.61
3. Computerized research - Lexis/Westlaw (actual charges only)	$16,112.72
4. Telephone - long distance (actual charges only)	
5. Travel (pursuant to Travel Limitations)	
6. Airfare (pursuant to Travel Limitations)	$2,389.80
7. Reasonable ground transportation (pursuant to Travel Limitations)	$1,544.68
8. Hotel - (pursuant to Travel Limitations)	$1,734.12
9. Reasonable meals	$604.50
10. Other reasonable and necessary charges (e.g., parking)	$50.21
TOTAL	**$24,461.91**