

**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

**CLASS PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS'
FEES & REIMBURSEMENT OF EXPENSES AS TO THE VNA
SETTLEMENT**

For the reasons stated in the attached Memorandum and supporting declarations and exhibits, Class Plaintiffs move the Court pursuant to Federal Rules of Civil Procedure 23(h) and 54(d) to approve (1) their proposal for attorneys' fees to be awarded to Class Counsel,¹ (2) their request for reimbursement of expenses incurred by Class Counsel, and (3) their request for modest service awards.²

Dated: July 30, 2024

Respectfully submitted,

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¹ Collectively, Co-Lead Class Counsel, Settlement Subclass Counsel, and the law firms working with and under the supervision of Co-Lead Class Counsel, including the Plaintiffs' Executive Committee.

² VNA has agreed to take no position with respect to this motion. *See* VNA Class Settlement Agreement ("VSA") ¶ 9.2, ECF No. 2958-1, PageID.99373.

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 July 30, 2024.

Dated: July 30, 2024

By: /s/Theodore J. Leopold

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**MEMORANDUM IN SUPPORT OF CLASS COUNSEL’S MOTION FOR AN
AWARD OF ATTORNEYS’ FEES & REIMBURSEMENT OF EXPENSES AS
TO THE VNA SETTLEMENT**

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CONCISE STATEMENT OF THE ISSUES PRESENTED

1. Should the Court re-approve the framework for attorneys' fees to be awarded to Class Counsel?
2. Should the Court approve Class Counsel's application for a common benefit assessment from the Qualified Settlement Fund?
3. Should the Court approve Class Counsel's application for reimbursement of expenses?
4. Should the Court approve \$10,000 Service Awards to the Class Representatives?

CONTROLLING OR MOST APPROPRIATE AUTHORITIES

- *In re Flint Water Cases*, 63 F.4th 486 (6th Cir. 2023) (“*ASA Fee Appeal*”).
- *In re Flint Water Cases*, 583 F. Supp. 3d 911 (E.D. Mich. 2022) (“*ASA Fee Order*”).
- *In re Flint Water Cases*, No. 5:16-cv-10444-JEL-EAS (E.D. Mich.), ECF No. 3027 (“*LAN Fee Order*”).
- *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188 (6th Cir. 1974).
- *In re Flint Water Cases*, 2023 WL 7724502 (E.D. Mich. Nov. 15, 2023) (“*LAN Preliminary Approval*”).
- *In re Flint Water Cases*, No. 5:16-cv-10444-JEL-EAS (E.D. Mich.), ECF No. 3009 (“*VNA Preliminary Approval*”).

I. INTRODUCTION

Working together, Plaintiffs' Counsel¹ secured an initial combined settlement fund of \$634.5 million for those injured by the Flint Water Crisis, including approximately \$45 million more in interest accrued due to investments authorized by Plaintiffs' Counsel. Now, Class Counsel's² settlement with VNA³ provides the Class another \$25 million, increasing the total amount of settlements for the benefit of the Flint community to more than \$700 million after more than eight years' work, which involved an enormous investment of time and money by the lawyers and law firms involved, all done on contingency.

In connection with the settlement with the State of Michigan, this Court established a framework for attorneys' fees in this case ("Fee Framework"), which the Sixth Circuit upheld on appeal and that the Court renewed for purposes of the LAN Settlement. *In re Flint Water Cases*, 583 F. Supp. 3d 911 (E.D. Mich. 2022) ("*ASA Fee*

¹ "Plaintiffs' Counsel" refers to Co-Lead Class Counsel and Co-Liaison Counsel, as well as Settlement Subclass Counsel ("SSC") and the law firms that have worked with and under the supervision of Co-Lead Class Counsel, including the Plaintiffs' Executive Committee.

² "Class Counsel" includes Co-Lead Class Counsel, SSC, and firms working under the supervision of Co-Lead Class Counsel, including the Executive Committee. Co-Liaison Counsel, representing Individual Plaintiffs, continue to litigate against VNA and thus do not join in this motion.

³ Veolia North America, LLC, Veolia North America, Inc., and Veolia Water North America Operating Services, LLC (collectively "VNA").

Order”); *In re Flint Water Cases*, 63 F.4th 486 (6th Cir. 2023) (rehearing en banc denied Apr. 24, 2023); *In re Flint Water Cases*, No. 5:16-cv-10444-JEL-EAS (E.D. Mich.), ECF No. 3027 (“*LAN Fee Order*”). That Framework—which included a 6.33% common benefit fee to Co-Lead Class Counsel and Co-Liaison Counsel and a 25% fee on the class and individual portions of the settlement,⁴ for a total fee of 31.33% for class and individual claimants—ensured similarly situated claimants recovered similarly from the settlement fund. As the Court previously concluded, the total fee and Framework was, and is, reasonable in light of the results obtained and efforts expended. Accordingly, Class Counsel ask that the Court award the same total fee to the additional amounts included in the settlement fund as a result of the VNA Settlement, but apply a modified version of the same Fee Framework that awards the common benefit fee to Class Counsel only because the VNA Settlement involves only Class Claims obtained by Class Counsel. Class Counsel also request reimbursement from the settlement fund for expenses of \$885,710.39 incurred in prosecuting this litigation, together with any additional expenses incurred and approved by the Special Master.

II. PROCEDURAL HISTORY & FEE FRAMEWORK

The VNA Settlement was the product of eight years of hard-fought litigation and

⁴ The ASA included a 10% fee on the programmatic relief component. Neither the LAN Settlement Agreement (“LSA”) or VNA Settlement Agreement (“VSA”) include the programmatic relief component.

was reached days before the start of a lengthy jury trial on behalf of the issues classes and subclasses certified by the Court. Cohen Milstein and Susman Godfrey were principally responsible for developing the class claims against VNA, briefing motions relating to VNA's liability, managing the experts who addressed the claims against VNA (in conjunction with Weitz & Luxenberg), and preparing the case through trial. Cohen Milstein and Susman Godfrey also managed settlement discussions with VNA, which spanned more than a year and involved multiple mediation sessions and the drafting and negotiation of a complex settlement agreement. In addition to Cohen Milstein and Susman Godfrey, Weitz & Luxenberg and other Executive Committee firms provided significant assistance in preparing the claims against VNA for trial.

As a result of these efforts, Class Counsel ultimately secured a settlement with VNA which supplements the previous settlement fund of \$634.5 million with an additional \$25 million for class members.⁵ On June 17, 2024, the Court preliminarily approved the VNA Settlement, requiring any motion for attorneys' fees and expenses be filed on or July 30. *In re Flint Water Cases*, No. 5:16-cv-10444-JEL-EAS (E.D. Mich.), ECF No. 3009 ("*VNA Preliminary Approval*").⁶

⁵ Class Plaintiffs and VNA reached a concurrent agreement providing for \$1,500 for each participating minor claimant, subject to a determination of eligibility, for up to 1,000 such "Individual Claimants."

⁶ *See also* Class Pls.' Mot. to Amend VNA Class Settlement Schedule, ECF No. 3017, granted by text-only order June 20, 2024.

The Fee Framework is designed to provide reasonable and equitable compensation to Class Counsel for the work they have performed and the risk and expenses they have shouldered in prosecuting these cases. As relevant to the instant motion, the Framework awards Class Counsel fees in the amount of 31.33% of the settlement fund with the following components:

- A global CBA of 6.33% to be paid to Class Counsel following final approval of the Settlement and thereafter as the Fund is further funded pursuant to the terms of the Settlement, along with a proportional share of interest accrued by the fund; and
- Class Counsel fees equal to 25% of the gross value of claims resolved via the Adult Exposure, Property Damage, and Business Economic Loss Subclasses.

See ASA Fee Order, 583 F. Supp. 3d at 954-55; *LAN Fee Order*, ECF No. 3027 at PageID.102388-89.

The Fee Award would be allocated among Class Counsel based on Co-Lead Counsel's judgment and discretion in considering the assigned role of the various lawyers and law firms in litigating the case, the types of tasks those firms performed, their efficiency and effectiveness in performing their work, and their out-of-pocket investments advanced to cover the millions of dollars of litigation expenses that allow the case to proceed through settlement.

III. ARGUMENT

A. The Court Should Reapprove the Fee Framework and Award.

Incurring more than \$13 million in expenses—including \$885,710.39 in the last

seven months, along with the ongoing expenses of claims administration, class notice, and trailing expenses that will be submitted to the Special Master for consideration and approval—Class Counsel took on considerable risk in litigating this matter on a contingent basis. In addition to the efforts detailed in prior fee applications, Class Counsel also have continued to invest considerable time facilitating and implementing the settlement, and devoted enormous effort to prepare for the class trial. All of those efforts have been for the common benefit of the beneficiaries of the settlement fund for the class. While the nature and quality of Class Counsel’s work and the results achieved for the settlement beneficiaries relative to the risk they took on in prosecuting the claims, are alone sufficient grounds for Plaintiffs’ Counsel’s fee requests based on the prevailing percentage-of-the-fund approach to fees in class actions, counsel’s time and expense reports also support the requested fees and expenses. The declarations filed indicate that in the seven months since the Settlement, Class Counsel have invested an additional 7,964.70 hours of work into this litigation, representing \$4,368,535 of lodestar at current rates. Since the initial settlement, Class Counsel’s cumulative lodestar at each stage combines for more than \$32 million and Class Counsel have now advanced more than \$6 million in expenses. The Fee Framework provides for attorneys’ fees in the amount of 31.33% of the total recovery—an eminently fair and reasonable request under governing precedent given Class Counsel’s investment in the case.

1. The Framework's Common Benefit Assessments Should be Reapproved.

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. *See Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980); *ASA Fee Order*, 583 F. Supp. 3d at 922 (discussing common fund doctrine). “The Sixth Circuit has long-recognized the common benefit doctrine.” *Id.* (citing *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188, 1195 (6th Cir. 1974)). The rationale for applying the common benefit doctrine in this type of case is particularly 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.”⁷

Here, the Court directed Class Counsel, the Executive Committee, and Subclass Settlement Counsel to take leadership roles to the collective benefit of all plaintiffs,

⁷ *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), *amended in part*, No. MDL 05-1708 DWF/AJB, 2008 WL 3896006 (D. Minn. Aug. 21, 2008) (quoting *In re Nineteen Appeals Arising out of San Juan Dupont Plaza Hotel Fire Litig.*, 982 F.2d 603, 606 (1st Cir. 1992)).

including the Class’s claims against VNA.⁸ For example, the Court ordered Interim Co-Lead Class Counsel and Interim 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, and to have exclusive authority to pursue settlement. ECF No. 234, PageID.8722. 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.⁹ Indeed, the order specifically assigned to Co-Lead Class Counsel responsibility for coordinating and approving common benefit work by other Plaintiffs’ Counsel.¹⁰

⁸ See, e.g., Order, July 27, 2017, ECF No. 173 (consolidating cases and appointing Interim Co-Lead Class Counsel); Order Delineating the Duties of Interim Co-Lead Class Counsel and Co-Liaison Counsel for the Individual Actions and Creating a Plaintiffs’ Executive Committee for the Proposed Class, Oct. 26, 2017, ECF No. 234.

⁹ Order, June 19, 2018, ECF No. 507. 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 Water cases, or any portion of such cases, at a future point in time.” *Id.* at PageID.15842.

¹⁰ *Id.* at PageID.15827, 829-830. 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

In their leadership role, Class Counsel, under the leadership and direction of Co-Lead Counsel and Susman Godfrey, have performed a tremendous amount of work for the common benefit of all plaintiffs with regard to the claims against VNA, including:

- Investigating, researching, and drafting multiple consolidated complaints;
- Researching and briefing multiple dispositive motions including several unique to VNA;
- Extensive discovery work, including drafting discovery requests and responses and briefing for discovery-related motions and review of countless documents produced by Defendants and third parties, preparing for and participating in Court conferences regarding discovery disputes, taking and defending fact and expert depositions, conducting extensive expert consultant and witness analysis and discovery;
- Development and presentation of a coordinated expert assessment of the human health impacts associated with exposure to Flint Water that combined scientific analysis in the fields of exposure assessment, toxicology, epidemiology and biokinetic modeling, led by Weitz & Luxenberg;
- Extensive, multi-year mediation and settlement negotiations led by Cohen Milstein and Susman Godfrey; and
- Intensive preparation for a multi-month class trial including but not limited to: many hours of strategizing, conducting focus groups, monitoring the bellwether trial and collaborating with Co-Liaison Counsel in efforts to maximize the prospects for successful results in all the Flint Water Crisis cases, researching and writing dozens of motion in limine and *Daubert* briefs and arguments, and preparing exhibits, witnesses, cross-examinations, opening and closing arguments.¹¹

an individual client/claimant will be considered except as approved by Interim Co-Lead Class Counsel or Interim Co-Liaison Counsel as work that serves a common benefit.” *Id.* at PageID.15829.

¹¹ In addition, Plaintiffs’ Counsel will continue to perform substantial common benefit work in administering the Settlement.

Class 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.¹² The Framework accomplishes that through reasonable and justified 6.33% CBAs which reflect of the fact that all plaintiffs have substantially benefitted from common benefit work by Class Counsel. Lead counsel (with support from Susman Godfrey, Weitz & Luxenberg and other members of the Executive Committee who shared responsibility for the most significant litigation tasks; for negotiating, implementing and facilitating the settlement; and for funding the litigation) 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. It is therefore appropriate for this VNA settlement to award Class Counsel the same 6.33% global CBA that was awarded under the Fee Framework applied to the prior settlements.

2. The Court Should Award Attorneys' Fees Using the Percentage of the Fund Approach.

Courts generally approve of awarding fees from a common fund based on the

¹² *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 Litig.*, 660 F. Supp. 522, 528 (D. Nev. 1987).

percentage-of-the-fund method.¹³ “The Sixth Circuit has observed a ‘trend[] towards adoption of a percentage of the fund method in [common fund] cases.’” *N.Y. State Teachers’ Ret. Sys. v. Gen. Motors Co.*, 315 F.R.D. 226, 243 (E.D. Mich. 2016) (quoting *Rawlings v. Prudential-Bache Prop., Inc.*, 9 F.3d 513, 515 (6th Cir. 1993)), *aff’d sub nom. Marro v. New York State Teachers’ Ret. Sys.*, No. 16-1821, 2017 WL 6398014 (6th Cir. Nov. 27, 2017). This trend holds true for courts in this District, which regularly utilize the percentage-of-the-fund approach in common fund cases.¹⁴ A percentage of the fund approach fosters judicial economy by eliminating a detailed, cumbersome, and time-consuming lodestar analysis.¹⁵ Compared to the lodestar method, the percentage of the fund approach is “easy to calculate” and “establishes reasonable expectations on the

¹³ See *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.”).

¹⁴ See, e.g., *N.Y. State Teachers’ Ret. Sys.*, 315 F.R.D. at 243; *In re Packaged Ice Antitrust Litig.*, No. 08-MDL-01952, 2011 WL 6209188, at *17 (E.D. Mich. Dec. 13, 2011); *In re Delphi Corp. Sec., 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).

¹⁵ *Rawlings*, 9 F.3d at 516–17; *N.Y. State Teachers’ 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.

part of plaintiffs' attorneys as to their expected recovery." *Rawlings*, 9 F.3d at 516.

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 global 6.33% CBA, combined with the 25% assessment of the value of Settlement Subclass Members' claims, results in a straightforward percentage of the fund fee amounting to 31.33%. Thus, the Framework 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 fosters judicial economy by eliminating the need for a detailed, cumbersome, and time-consuming lodestar analysis. *Rawlings*, 9 F.3d at 516–17. Such an analysis would be particularly complex, burdensome, and time-consuming here given the number firms and lawyers in each firm representing Class Plaintiffs in these cases, and the vast amount of work done. So too would a lodestar approach be impractical here where the claims and damages against VNA mirror the those against LAN, which settled earlier in the case. Likewise, in addition to VNA and LAN, Class Plaintiffs litigated the first five years of this case against the dozens of parties from the initial settlement, all of which were involved in the complex story of the Flint Water Crisis and thus necessitated extensive development of the factual record (particularly given Michigan's fair-share liability scheme), making any sort of assignment of hours to a particular defendant essentially impossible.

3. The Total Fee 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,’” *Bowling v. Pfizer, Inc.*, 102 F.3d 777, 779 (6th Cir. 1996) (quoting *Rawlings, Inc.*, 9 F.3d at 516), for which 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,” *Rawlings, Inc.*, 9 F.3d at 516. An appropriate fee should reflect what counsel would receive if bargaining for their services in the marketplace. *Missouri v. Jenkins*, 491 U.S. 274, 285 (1989).

The Framework’s combined fees and their structure are in line with the fee amounts and structures approved by courts in comparable mass tort litigation. *See, e.g., ASA Fee Order*, 583 F. Supp. 3d 911 (setting 31.33% fee); *LAN Fee Order*, ECF No. 3027 (same). 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 individually retained counsel are capped at defined percentages, resulting in overall fees typically in the range of 32% to 35%.¹⁶ Here, the 6.33% global

¹⁶ *See, e.g.,* Mem. at 13, *In re Concussion Injury Litig.*, No. 2:12-md-02323 (E.D. Pa. Apr. 5, 2018), ECF No. 9860 (adopting 33% overall contingent fee rate for Class Counsel and Individually Retained Plaintiffs’ Attorneys combined); *In re Vioxx Prod. Liab. Litig.*, 650 F. Supp. 2d 549 (E.D. La. 2009) (implementing a cap of 32% on overall fees in a case settled following six bellwether trials); *In re Guidant Corp. Implantable Defibrillators Prods. Liab. Litig.*, No. MDL 05-1708 DWF/AJB, 2008 WL 3896006,

CBA and a flat 25% fee for Subclass Members' claims amount to a total maximum fee percentage of 31.33%, slightly less than the typical fee in comparable cases. *Supra* Note 16. Moreover, except for the global 6.33% CBA, fees are to be distributed only as and to the extent that claims are paid out, ensuring Class Counsel do not receive a windfall and incentivizes them to maximize actual recoveries by Claimants. Finally, the 25% assessment Co-Lead Class Counsel request from the Settlement Subclass funds is consistent with fee awards to class counsel in other class actions in this Circuit.¹⁷

4. The *Ramey* Factors Justify the Fee Framework and Total Award.

A court must ensure that counsel are fairly compensated for work performed and the result achieved. *Rawlings*, 9 F.3d at 516. Sixth Circuit courts evaluate the reasonableness of a requested fee 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

(D. Minn. Aug. 21, 2008); *In re Zyprexa Prods. Liab. Litig.*, 424 F. Supp. 2d 488, 491 (E.D.N.Y. Mar. 28, 2006); *In re Zyprexa Prods. Liab. Litig.*, No. MDL-1596, 2007 WL 2340790, at *1 (E.D.N.Y. Aug. 17, 2007); *In re Bayou Sorrel*, No. 6:04-cv-1101, 2006 WL 3230771, at *6 (W.D. La. Oct. 31, 2006); *In re MGM Grand Hotel Fire*, 660 F. Supp. 522.

¹⁷ See, e.g., *In re Packaged Ice Antitrust Litig.*, 2011 WL 6209188, at *19 ("The 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.

involved on both sides. *ASA Fee Appeal*, 63 F.4th at 495–96 (citing *Ramey*, 508 F.2d at 1196). Under these factors, the Fee Framework and total award is fair and reasonable.

i. Class Counsel Obtained a Significant Result.

Courts have consistently recognized that the result achieved is a major factor to be considered in making a fee award.¹⁸ This assessment should take into account the costs, risks, and delay associated with further litigation.¹⁹ Particularly when considered as part of the nearly \$670 million in settlement funds and accrued interest generated by counsel’s efforts throughout this litigation, the additional \$25 million to the fund is an excellent result for victims of the Flint Water Crisis against VNA. The settlement with VNA finally resolves the class’s claims in this case, putting to bed an eight-year litigation that would have extended to at least a full decade if litigated to completion, likely requiring multiple subsequent damages trials and, even if successful, almost certainly involving lengthy and complex appeals delaying final resolution even longer.

ii. Class Counsel Undertook this Complex Case on a Contingency Basis.

A determination of a fair fee must also include consideration of the contingent nature of the fee and the difficulties that were overcome in obtaining the settlement.

¹⁸ *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; *Smillie v. Park Chem. Co.*, 710 F.2d 271, 275 (6th Cir. 1983).

¹⁹ See *Sheick v. Auto. Component Carrier LLC*, No. 2:09-cv-14429, 2010 WL 4136958, at *15 (E.D. Mich. Oct. 18, 2010); see also *Garner Props. & Mgmt., LLC v. City of Inkster*, 333 F.R.D. 614, 627 (E.D. Mich. 2020).

Plaintiffs' Counsel have vigorously prosecuted these cases for more than eight 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 case, or a decision of a judge or jury following a trial on the merits. Even plaintiffs who win at trial may find their judgment overturned on appeal.

Class 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. VNA is represented by experienced counsel, and absent the Settlement would undoubtedly continue to deny Plaintiffs' allegations, contest liability, and appeal any contrary result, as evidenced by their continued litigation with non-settling plaintiffs. In addition to Class Counsel's own substantial lodestar, Class Counsel's investments have included costly expert consultation and other expenses, all borne by Class Counsel with no guarantee of recoupment. Given the circumstances, the fee proposal is reasonable.

iii. A Lodestar Cross-Check, Check, While Unnecessary, Would Support the Fee Framework and Award.

While not required, courts often use counsel lodestar as a "crosscheck" to confirm the reasonableness of a percentage award. *See Linneman v. Vita-Mix Corp.*, 970 F.3d

621, 628 (6th Cir. 2020). Here, Co-Lead Counsel do not intend to use lodestar as the primary basis for allocating fees *among* Class Counsel, and instead seek authority to use their discretion to use their judgment in allocating fees among class counsel based on an assessment of each firm’s contributions to the cases, their roles in litigating the cases, and their contributions to case expenses. Nonetheless, a cross-check—or, indeed, a consideration of only the lodestar of the law firms principally responsible for litigating the claims against VNA—provides additional support for the requested fee award.

Consideration of lodestar is not a precise science, but rather a tool for rough comparison among cases. “Because the lodestar is being used merely as a cross-check, it is unnecessary for the Court to delve into each hour of work that was performed by counsel to ascertain whether the number of hours reportedly expended was reasonable.” *In re IPO Sec. Litig.*, 671 F. Supp. 2d 467, 506 (S.D.N.Y. 2009).

As described in the declarations submitted in support of this application and the previously submitted fee applications, Class Counsel have spent nearly 8,000 more hours performing common benefit work in the last seven months alone, resulting in a lodestar of more than \$4.3 million at current rates.²⁰ Declaration of Theodore J. Leopold

²⁰ 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 *Jenkins*, 491 U.S. at 283–84 (using

(“Leopold Decl.”), Ex. A, ¶ 5.²¹ To date, Class Counsel collectively have submitted declarations for each phase of the settlement that reflect a staggering 180,962.4 hours performing common benefit work since the inception of the case, with cumulative lodestar at each stage of the case totaling \$98,826,139.²² Cumulative lodestar throughout the life of the case from inception to date is even greater, exceeding \$100 million.²³

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. All of this common benefit time has been submitted to Special Master Greenspan on a periodic basis for review. Time and Expense CMO, ECF 507 at PageID.15829. Overall fees

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.” (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) (reversed on other grounds).

²¹ Should the Court request, Class Counsel will provide detailed time records for the Court to review *in camera*.

²² *See* Exs. A–F. Previous declarations are attached to the prior fee and expense petitions at ECF No. 1458 and ECF No. 2760.

²³ *See, e.g.*, Declaration of Stephen E. Morrissey, Ex. D, ¶ 8 (total lodestar of Susman’s time throughout the entire life of the case amounts to \$19,219,597.50).

contemplated by the proposal include the 6.33% CBA combined with the 25% assessment of the value of claims, resulting in a straightforward percentage of the fund fee amounting to 31.33%, equaling the fee previously approved by the Court and affirmed by the Sixth Circuit in connection with the prior settlements included in the settlement fund. This results in an additional \$7,832,500 in attorneys' fees based on the VNA component of the settlement in addition to the amounts previously awarded from the settlement fund (and, if allowed, counsel's proportionate share of the accrued interest). Collectively, all Class Counsel have invested more than \$100 million in time towards the prosecution of these cases since their inception. Even with the additional fees, total fees awarded Class Counsel from the settlements are likely to be significantly less than the amount of their combined lodestar at their current rates.

Courts routinely approve awards that represent a substantial *increase* of counsel's lodestar particularly when, as here, counsel's efforts have resulted in substantial recoveries for the settlement beneficiaries.²⁴ The lodestar cross-check reflects "an enormous amount of work" and clearly demonstrates the proposal's reasonableness.

²⁴ See, e.g., *In re Cardinal Health Inc. Sec. Litig.*, 528 F. Supp. 2d 752, 767–68 (S.D. Ohio 2007) (awarding a multiplier of 6 and noting that "[m]ost courts agree that the typical lodestar multiplier . . . ranges from 1.3 to 4.5"); see also *Kimble v. First American Home Warranty Corp.*, No. 23-10037, 2024 WL 3325705, at *8 (E.D. Mich. July 8, 2024) ("Certainly, it is to be expected that an hourly rate on a contingent award would exceed the typical hourly rate charged by counsel.") (citing 5 NEWBERG AND RUBENSTEIN ON CLASS ACTIONS § 15:87 (6th ed.)).

E.g., ASA Fee Order, 583 F. Supp. 3d at 945; *see also LAN Fee Order*, ECF No. 3027 (re-applying Framework and 31.33% fee award to the LAN Settlement).

iv. Public Policy Considerations Support the Requested Fee.

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. *ASA Fee Order*, 583 F. Supp. 3d at 938. Plaintiffs in complex mass tort 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 class members 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 a considerable amount of expert testimony, the individual damages suffered by some Plaintiffs may be significantly less than the cost of litigation, and many Plaintiffs are part of lower-income households. The significant expenses, combined with the high degree of uncertainty of success, make contingent fees a virtual necessity for such cases.

Public policy thus strongly supports the fee proposal. Without the prospect of eventual compensation, these cases would not have been filed. Approving the proposal will help ensure that plaintiffs' attorneys continue to take up important cases like these.

v. The Complexity of the Litigation Justifies the Requested Award.

Prosecution of any mass tort or complex class action presents intricate and novel

issues. This case, which this Court recognized has been “demanding and challenging,” *ASA Fee Order*, 583 F. Supp. 3d at 945, is no exception.

vi. Victims of the Flint Water Crisis Benefited from Exemplary Representation.

Class Counsel are known leaders in class action, mass tort, and complex litigation. The quality of their representation has been recognized by the Court on multiple occasions. *In re Flint Water Cases*, 499 F. Supp. 3d 399, 423 (E.D. Mich. 2021); *LAN Preliminary Approval Order*, 2023 WL 7724502, at *7, *12. Likewise, nationally known, prominent, and extremely capable counsel represent VNA and have vigorously defended this action. Class Counsel’s ability to obtain a favorable result in the face of such qualified opposition is further evidence of the quality of their work.

* * *

All factors all weigh in favor of the fee award requested. The Court should grant Class Counsel attorneys’ fees as proposed.

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

Class Counsel also request reimbursement of common benefit expenses incurred so far in connection with the prosecution of this litigation on behalf of the beneficiaries of the combined settlement funds. Pursuant to the Time and Expense CMO (ECF No. 507 at PageID.15834-842), 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. Class Counsel have incurred common benefit expenses in the aggregate amount of \$885,710.39, with the Class Litigation Fund paying \$718,927.94 of this, and held costs constituting \$166,782.45 of this amount. Leopold Decl. at ¶¶ 9-10.

“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.” *In re NuvaRing*, 2014 WL 7271959, at *4. This applies in the class action context. *In re Cardizem CD*, 218 F.R.D. at 535. Categories of expenses for which counsel seek reimbursement here are those routinely charged to hourly clients and were necessary to this litigation. Under the ASA, “Counsel [for Individual Plaintiffs and Class Members] shall be reimbursed and paid solely out of the . . . FWC Qualified Settlement Fund (and any interest thereon) for all expenses . . . , including but not limited to: . . . past, current, or future litigation and administration expenses (including, but not limited to, experts’ and consultants’ fees and expenses); and the costs of providing the Settlement Class Notice.” VSA § 9.1, ECF No. 2958-1, PageID.99372.²⁵

²⁵ Unlike with the LAN Settlement, payment from VNA will not be made until after entry of a final approval order. *Compare* VSA § 2.1, ECF No. 2958-1, PageID.99364-65, *with* LSA § 2.4, ECF No. 2673-2, PageID.86998. Accordingly, Class Counsel submit the initial expenses associated with the Class Notice of the VNA Class Settlement as part of this Motion but, given that the deadline to request exclusion or object is not until August 16, 2024, and the deadline to submit registration and claim documentation is not until September 16, 2024, *see* ECF No. 3017 (granted by text-only order June 20, 2024), the Notice Administrator’s work will continue for several months beyond the date of this Motion. Class Counsel will therefore separately file a supplemental request for reimbursement of notice expenses at a later date.

Once again, a significant component of Class Counsel's expenses here is the cost of the expert work performed on the Class's behalf. Class Counsel retained highly qualified experts in a variety of fields—including civil and environmental engineering, chemical engineering, urban planning, exposure science, biokinetic exposure modeling, toxicology, epidemiology, economics, and ethics—to analyze the circumstances giving rise to the water crisis, the responsibilities of the engineering defendants, and the medical and economic impact of the crisis on residents and businesses in Flint. These experts' work required many hours of research, calculating, and drafting essential to successful prosecution of this case and achieving both this settlement and the prior settlements.²⁶

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

C. The Court Should Approve Class Counsel's Request for Modest Class Representative Service Awards

As described in Class Plaintiff's Motion for Preliminary Approval of Class Settlement with the VNA Defendants, ECF No. 2925, PageID.98537-38, Class Counsel believe that the Court should award each of the Class Representatives service awards to recognize the time, effort, and expense they incurred pursuing claims on behalf of the entire class throughout the entirety of this eight-year litigation, an effort that has helped

²⁶ A substantial portion of the requested expenses consists of trailing and deferred expenses for expert work completed prior to December 1, 2023.

create a greater than \$700 million settlement fund for those affected in Flint.

Generally, service awards are justified as a reward for the efforts that lead plaintiffs take on behalf of the class, *Hadix v. Johnson*, 322 F.3d 895, 897 (6th Cir. 2003) (collecting cases), and are considered by courts as “efficacious ways of encouraging members of a class to become class representatives,” *id.*; *see also Emch v. Cmty. Ins. Co.*, No. 1:17-CV-00856, 2021 WL 9096702, at *1 (S.D. Ohio Aug. 9, 2021) (“Class representative awards are payments that are intended to cover the time and money that Class Representative spends fulfilling his responsibilities.”). Service awards further “make up for financial or reputational risk undertaken in bringing the action,” and recognize the class representatives’ actions as a public function akin to that of a private attorney general. 5 NEWBERG AND RUBENSTEIN ON CLASS ACTIONS § 17:3 (6th ed.).

Service awards are consistent with and “usually viewed as extensions of the common-fund doctrine” applicable in this case. *Hadix*, 322 F.3d at 898. Further, “the Sixth Circuit has endorsed the use of incentive awards,” *In re Polyurethane Foam Antitrust Litig.*, 168 F. Supp. 3d 985, 1000 (N.D. Ohio 2016) (citing *Hadix*, 322 F.3d at 897), *appeal dismissed*, 2016 WL 6599570 (6th Cir. 2016), and courts in the Sixth Circuit often confer service awards in the range of the \$10,000 awards sought here.²⁷

²⁷ *See, e.g., In re Polyurethane Foam Antitrust Litig.*, 168 F. Supp. 3d at 1000 (\$10,000 service awards for thirteen individuals and \$35,000 for two companies in antitrust case were “well within an appropriate range”); *Robles v. Comtrak Logistics*,

This is not to say that service awards are always justified. Indeed, such requests are to be “scrutinized carefully,” *Hadix*, 322 F.3d at 897, and require a factual showing of the time and effort put into the litigation, *Shane Grp., Inc. v. Blue Cross Blue Shield of Michigan*, 825 F.3d 299, 311 (6th Cir. 2016).²⁸ But that standard is met here. The Class Representatives’ involvement in this litigation has been remarkable, going beyond the work put in by representatives in the typical class action, which on average involves far less litigation and has a much shorter lifespan. *Supra* Note 27. This included (in consultation with counsel): gathering documents for document productions; providing responsive information for interrogatory answers, request for admission responses, or supplemental responses; preparing and sitting for onerous, time-consuming depositions

Inc., No. 15-CV-2228, 2022 WL 17672639, at *13 (W.D. Tenn. Dec. 14, 2022) (\$25,000 to each named plaintiff in truck driver wages class action); *In re Amazon.com, Inc., Fulfillment Ctr. Fair Lab. Standards Act & Wage & Hour Litig.*, No. 3:14-CV-204-DJH, 2024 WL 3361639, at *4–5 (W.D. Ky. July 10, 2024) (\$15,000 service awards appropriate where class reps participated in the litigation and dealt with publicity surrounding the case); *Sellards v. Midland Credit Mgmt., Inc.*, No. 1:20-CV-02676, 2023 WL 3869023, at *5–6 (N.D. Ohio May 2, 2023), report and recommendation adopted, No. 1:20-CV-02676, 2023 WL 3641447 (N.D. Ohio May 25, 2023); *Myers v. Mem'l Health Sys. Marietta Mem'l Hosp.*, No. 15-CV-2956, 2022 WL 4079559, at *7 (S.D. Ohio Sept. 6, 2022); *Johnson v. Midwest Logistics Sys., Ltd.*, No. 2:11-CV-1061, 2013 WL 2295880, at *5 (S.D. Ohio May 24, 2013); *Hunter v. Booz Allen Hamilton Inc.*, No. 2:19-CV-00411, 2023 WL 3204684, at *10 (S.D. Ohio May 2, 2023).

²⁸ See also 5 NEWBERG AND RUBENSTEIN ON CLASS ACTIONS § 17:12 (6th ed.) (“Typically, facts relevant to the incentive award determination are demonstrated in affidavits submitted by class counsel and/or the class representatives, through which these persons testify to the particular services performed, the risks encountered, and any other facts pertinent to the award.”).

(for some representatives, multiple depositions) during which their medical histories were closely scrutinized; preparing for potential trial testimony; engaging with national and local media to discuss the case and advocate for the Class; and in some instances, allowing multiple extensive and invasive inspections of their homes. *See* Declaration of Gregory Stamatopoulos in Support of Service Awards for Class Representatives, Ex. G.

Collectively, the Class Representatives spent hundreds of hours and produced over 15,000 pages of documents. *Id.* Without this sustained investment of time, focus, and energy on behalf of the Class over the eight-year life of this case, the settlements achieved to date (creating a fund of now more than \$700 million) would not have been possible. Their dedication and service are exemplary and deserve this recognition.

Accordingly, Class Counsel request that the Class Representatives be awarded \$10,000 each from the amount contributed by VNA to the Qualified Settlement Fund.

IV. CONCLUSION

For the reasons stated, Class Counsel request that the Court grant their Motion.

Dated: July 30, 2024

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 July 30, 2024.

Dated: July 30, 2024

/s/ Theodore J. Leopold

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EXHIBIT A

**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 firms¹ 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.

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 from December 1, 2023 to June 30, 2024.² 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 Class 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 have supervised and directed all common benefit work

² This includes expenses that were accrued prior to June 30, 2024, but were submitted the month of July, 2024.

performed by Class Counsel on the class and individual cases, respectively.

4. Class 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 December 1, 2023 to June 30, 2024, Class Counsel have collectively logged 7964.7 hours performing common benefit work, resulting in a common benefit lodestar of more than \$4,368,535 at current hourly rates and approximately \$4,274,787.50 at historical hourly rates. As attested to in their declarations, Class 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 December 1, 2023 to June 30, 2024, Co-lead Class Counsel and the Plaintiffs’ Executive Committee have incurred **\$718,927.94** 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 \$539,586.98, is for trailing and deferred 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. 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 **\$166,782.45** 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, Class Counsel have incurred an additional **\$885,710.39** in common benefit expenses from December 1, 2023 to June 30, 2024.

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 December 1, 2023 to June 30, 2024.

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 Issues Class trial, initially against LAN and VNA and eventually against only VNA.
- *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 December 1, 2023 to June 30, 2024 is 2756.5 hours. The total lodestar for this work using current billing rates is \$1,574,761. The lodestar using applicable historical billing rates is \$1,552,959.50. 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 December 1, 2023 to June 30, 2024. 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 December 1, 2023 to June 30, 2024. Additionally, attached as Exhibit D is a detailed summary indicating the time spent and lodestar accrued by CMST on this litigation from December 1, 2023 to June 30, 2024, 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 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 December 1, 2023 to June 30, 2024 is \$153,191.63. 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

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. 18, 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).

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 prosecution of this litigation and were for the common benefit of the plaintiffs in the Flint Water Cases. The bulk of expenses incurred by CMST for this period reflect non-refundable payments for multiple months'-worth of hotel rooms and meeting spaces booked for the Class trial that was to start in February.

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, E, and F.

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

Executed on July 30, 2024
Palm Beach, Florida

/s/ Theodore J. Leopold
Theodore J. Leopold

**Exhibit A: Shared Expenses Incurred
(12/1/2023 – 06/30/2024)**

Expense	Amount
1. Administrative Matters	\$30,498.97
2. Experts/Consultants	\$539,586.98
3. Payment to Special Master & Mediators	\$0
4. Discovery	\$80,270.72
5. Depositions	\$33,092.87
6. Court, Filing, and Service Costs	\$301.20
7. Legal, Accounting, and Vendor Fees	\$35,177.20
8. Guardian Ad Litem	\$0
TOTAL	\$718,927.94

**Exhibit B: CMST Lodestar at Current Billing Rates
(12/1/2023 – 06/30/2024)**

Professional	Position	Current Rate	Cumulative Hours	Cumulative Lodestar
Coble, Rebecca	PL	\$380	65.8	\$25,004
Flanagan, Rachael	A	\$620	0.5	\$310
Hartnett, Margaret	PL	\$380	201.3	\$76,494
Kendal, Jamika	PL	\$350	567.5	\$198,625
Kroeger, Leslie	P	\$1015	407.6	\$413,714
Leopold, Theodore	P	\$1240	255.7	\$317,068
Levens, Emmy	P	\$920	3.6	\$3,312
Martin, Diana	OC	\$920	70.1	\$64,492
Miller, Brooke	PL	\$380	17.9	\$6,802
Rehusch, Trent	F	\$485	541.9	\$262,821.50
Ruiz, Braisy	PL	\$330	624.6	\$206,118
TOTAL			2756.5	\$1,574,760.50

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

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

**Exhibit C: CMST Lodestar at Historical Billing Rates
(12/1/2023 – 06/30/2024)**

Professional	Position	Year	Historical Rate	Hours	Lodestar
Coble, Rebecca	PL	2023	\$350	30.8	\$10,780
Coble, Rebecca	PL	2024	\$380	35	\$13,300
Flanagan, Rachael	A	2024	\$620	0.5	\$310
Hartnett, Margaret	PL	2023	\$350	62.7	\$21,945
Hartnett, Margaret	PL	2024	\$380	138.6	\$52,668
Kendal, Jamika	PL	2023	\$330	61	\$20,130
Kendal, Jamika	PL	2024	\$350	506.5	\$177,275
Kroeger, Leslie	P	2023	\$940	104.8	\$98,512
Kroeger, Leslie	P	2024	\$1015	302.8	\$307,342
Leopold, Theodore	P	2023	\$1150	38	\$43,700
Leopold, Theodore	P	2024	\$1240	217.7	\$269,948
Levens, Emmy	P	2023	\$850	0.5	\$425
Levens, Emmy	P	2024	\$920	3.1	\$2,852
Martin, Diana	OC	2024	\$920	70.1	\$64,492
Miller, Brooke	PL	2023	\$350	13.3	\$4,655
Miller, Brooke	PL	2024	\$380	4.6	\$1,748
Rehusch, Trent	F	2023	\$450	173.2	\$77,940
Rehusch, Trent	F	2024	\$485	368.7	\$178,819.50
Ruiz, Braisy	PL	2023	\$330	32.2	\$10,626
Ruiz, Braisy	PL	2024	\$330	592.4	\$195,492
TOTALS				2756.5	\$1,552,959.50

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

IV	Investigator
PL	Paralegal
I	Intern

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

**Exhibit D: CMST Lodestar by Task
(12/1/2023 – 06/30/2024)**

Task	Hours	Lodestar
1. Administration (data and file management)	18.4	\$6,522.50
2. Document Review	0	N/A
3. Legal Research	0.3	\$145.50
4. Pleadings, Briefs and Pretrial Motions	347.5	\$158,937
5. Other Discovery	0.8	\$736
6. Deposition Prep/Take/Defend	0	N/A
7. Experts/Consultants	9.2	\$3,791
8. Case Vetting/Bellwether	0	N/A
9. Class Certification	0	N/A
10. Trial Preparation and Trial	549.9	\$413,605.50
11. Court Appearances/Arguments before the Court	93.6	\$73,535.50
12. Litigation Strategy and Case Management	0	N/A
13. Settlement	1456.1	\$654,008.50
14. Travel	0	N/A
15. Committee Meetings or Calls	0	N/A
16. Lead Counsel/PEC/Liaison Counsel Duties	208	\$208,436.50
17. Time and Expense Admin	72.7	\$33,241.50
18. Appeal	0	N/A
TOTAL	2756.5	\$1,552,959.50

**Exhibit E: CMST Litigation Expenses
(12/1/2023 – 06/30/2024)**

Expense	Amount
1. Postage, shipping, courier, certified mail	\$63.25
2. Printing and photocopying (in-house)	\$208.75
3. Computerized research - Lexis/Westlaw (actual charges only)	\$4,597.76
4. Telephone - long distance (actual charges only)	\$7,323.76
5. Travel (pursuant to Travel Limitations)	\$182.25
6. Airfare (pursuant to Travel Limitations)	\$0
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$0
8. Hotel - (pursuant to Travel Limitations)	\$135,999.98
9. Reasonable meals	\$38.62
10. Other reasonable and necessary charges (e.g., parking)	\$4,777.26
TOTAL	\$153,191.63

EXHIBIT B

**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. ELIZABETH A. STAFFORD

**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 December 1, 2023 through June 30, 2024.

3. Since the time of the Settlement, BG&G has been involved primarily in assisting Claimants process Settlement Claims. In

addition, I, as a member of the Plaintiffs' Executive Committee, continue to spend time monitoring the litigation, reading pleadings and occasionally attending status conferences with the Court.

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 December 1, 2023 through June 30, 2024 is 1227 hours. The total lodestar for this work is \$402,114.0. 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 December 1, 2023 through June 30, 2024. Additionally, attached as Exhibit B is a detailed summary December 1, 2023 through June 30, 2024, 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.¹

6. The total amount of unreimbursed expenses incurred by BG&G directly (i.e. not through the Class Litigation Fund²) in connection with the prosecution of this litigation from December 1, 2023 through June 30, 2024 is \$6,953.50. 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 "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

¹ 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.

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, C, and D.

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

Executed on July 15, 2024

New York, New York

/s/ Peretz Bronstein
Peretz Bronstein

Exhibit A: BG&G Lodestar

Professional	Position	Current Rate	Cumulative Hours	Cumulative Lodestar
Abadi, Michelle	L	280	37	\$10,360.0
Anderson, Iris	LC	320	375	\$120,000.0
Bronstein, Peretz	P	990	26.5	\$26,235.0
Karp, Avremi	L	280	225.8	\$ 63,224.0
Kimelman, Eitan	P	840	10.3	\$8,652.0
Melcer, Rafi	L	280	146	\$ 40,880.0
Miller, Nathan	L	320	401.1	\$ 128,352.0
Nathanson, Yael	C	550	1.9	\$1,045.0
Soloveichik, Yitzchak	P	990	3.4	\$3,366.0
TOTAL			1227	\$402,114.0

p	Partner
C	Counsel
A	Associate
L	Legal Assistant
LC	Law Clerk
0	Contract

Exhibit B: BG&G Lodestar by Task

Task	Hours	Lodestar
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	1209.7	\$387,301.5
14. Travel		
15. Committee Meetings or Calls		
16. Lead Counsel/PEC/Liaison Counsel Duties	17.3	\$18,322.50
17. Time and Expense Admin		
18. Appeal		
TOTAL	1227	\$405,624.00

Exhibit C: BG&G Litigation Expenses

Expense	Amount
1. Postage, shipping, courier, certified mail	\$50.0
2. Printing and photocopying (in-house)	
3. Computerized research - Lexis/Westlaw (actual charges only)	\$3.0
4. Telephone - long distance (actual charges only)	\$521.50
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)	\$6,379.01
TOTAL	\$6,953.50

Exhibit D: BG&G Lodestar at Historical Billing Rates

Professional	Position	Year	Historical Rate	Cumulative Hours	Cumulative Lodestar
Abadi, Michelle	L	2024	280	37	\$10,360.00
Anderson, Iris	LC	2023	300	32	\$9,600.00
Anderson, Iris	LC	2024	320	343	\$109,760.00
Bronstein, Peretz	P	2023	945	11.2	\$10,584.00
Bronstein, Peretz	P	2024	990	15.3	\$15,147.0
Karp, Avremi	L	2023	265	27.2	\$7,208.00
Karp, Avremi	L	2024	280	198.6	\$55,608.00
Kimelman, Eitan	P	2023	800	2	\$1,600.00
Kimelman, Eitan	P	2024	840	8.3	\$6,972.00
Melcer, Rafi	L	2024	280	146	\$40,880.00
Miller, Nathan	L	2023	300	25.4	\$7,620.00
Miller, Nathan	L	2024	320	375.7	\$120,224.00
Nathanson, Yael	C	2024	550	1.9	\$1,045.00
Soloveichik, Yitzchak	P	2023	945	0.2	\$189.00
Soloveichik, Yitzchak	P	2024	990	3.2	\$3,168.00

p	Partner
C	Counsel
A	Associate
L	Legal Assistant
LC	Law Clerk
0	Contract

EXHIBIT C

**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. ELIZABETH A. STAFFORD

**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 then 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 December 1, 2023 through June 30, 2024. 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 December 1, 2023 through June 30, 2024.

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, as well as the Fee Petition submitted in December 2023, 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. During the period of December 1, 2023 through June 30, 2024 that work has primarily been in the areas of trial preparation and settlement claims administration work.

5. Participation in trial preparation for the then scheduled trial in February 2024 against Veolia included pre-trial briefing, Motions *In Limine* - drafting offensive and oppositions- expert and fact witness prep, jury charges, verdict forms, deposition designations and counter designations, deposition summaries, trial strategy conferences, working with class representatives, as well as other trial related work.

6. Claims administration work included extensive involvement in 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.

7. Since December 1, 2023 through June 30, 2024, myself, other attorneys and professional staff from Motley Rice have been involved in the following specific activities:

8. ***Trial Preparation:*** Motley played a significant role in researching, drafting, and briefing offensive, and oppositions to Motions *in Limine*, and other pre-trial briefing; expert and fact witness prep, jury charges, verdict forms, deposition designations and counter designations, deposition summaries, trial strategy conferences, working with class representatives, as well as other trial related work.

- ***Claims Administration Process:*** Motley Rice plays a key role in the claims administration process 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, LAN and VNA Defendants, which task include:
 - 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;

- Assisting class members with deficiencies and fielding a high volume of calls requesting further information regarding the claim process

9. 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 December 1, 2023 through June 30, 2024 is 1,052.80. The total lodestar for this work using usual and customary billing rates is \$473,455.50.

10. 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 December 1, 2023 through June 30, 2024. 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 December 1, 2023 through June 30, 2024. Attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued on this litigation from December 1, 2023 through June 30, 2024

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).

11. 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 December 1, 2023 through June 30, 2024 is \$1,777.00. 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.

12. 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.

13. 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 July 15, 2024
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
Berezofsky, Esther	Member	\$ 1,300.00	127.10	165,230.00
Fonseca, Helena	Legal Support	\$ 190.00	32.60	6,194.00
Lapinski, Daniel	Member	\$ 1,150.00	1.00	1,150.00
Lyons, Paul	Attorney	\$ 550.00	213.20	117,260.00
Mandara, Lisa	Paralegal	\$ 240.00	614.70	147,528.00
McBride, Barbara	Paralegal	\$ 240.00	21.90	5,256.00
Quirk, Michael	Member	\$ 1,150.00	.40	460.00
Thornton, Mitchell	Attorney	\$ 725.00	41.90	30,377.50
TOTAL			1,052.8	\$473,455.50

Exhibit B: MR Lodestar at Historical Billing Rates

Professional	Position	Year	Historical Rate	Cumulative Hours	Cumulative Lodestar
Berezofsky, Esther	Member	2023	\$ 1,050.00	46.90	49,245.00
Berezofsky, Esther	Member	2024	\$ 1,300.00	80.20	104,260.00
Fonseca, Helena	Legal Support	2023-2024	\$ 190.00	32.60	6,194.00
Lapinski, Daniel	Member	2023	\$ 1,050.00	1.00	1,050.00
Lyons, Paul	Attorney	2023-2024	\$ 550.00	213.20	117,260.00
Mandara, Lisa	Paralegal	2023-2024	\$ 240.00	614.70	147,528.00
McBride, Barbara	Paralegal	2023-2024	\$ 240.00	21.90	5,256.00
Quirk, Michael	Member	2024	\$ 950.00	.20	190.00
Quirk, Michael	Member	2024	\$ 1,150.00	.20	230.00
Thornton, Mitchell	Attorney	2023-2024	\$ 570.00	22.10	12,597.00
Thornton, Mitchell	Attorney	2024	\$ 725.00	19.80	14,355.00
TOTAL				1,052.80	\$459,165.00

Exhibit C: MR Lodestar by Task

Task	Hours	Lodestar
1. Administration (data and file management)	16.6	\$3984.00
2. Document Review	0	
3. Legal Research	0	
4. Pleadings, Briefs and Pretrial Motions	46.9	\$19,491.00
5. Other Discovery	0	
6. Deposition Prep/Take/Defend	0	
7. Experts/Consultants	0	
8. Case Vetting/Bellwether	0	
9. Class Certification	0	
10. Trial Preparation and Trial	384.9	\$264,745
11. Court Appearances/Arguments before the Court	1.4	\$336.00
12. Litigation Strategy and Case Management	6.7	\$4,770
13. Settlement	539.3	\$164,790.5
14. Travel	0	
15. Committee Meetings or Calls	0	
16. Lead Counsel/PEC/Liaison Counsel Duties	0	
17. Time and Expense Admin	57	\$15,339
18. Appeal	0	
TOTAL	1,052.8	\$473,455.50

Exhibit D: MR Litigation Expenses

EXPENSE	AMOUNT
1. Postage, shipping, courier, certified mail	\$ 0
2. Printing and photocopying (in-house)	\$ 0
3. Computerized research - Lexis/Westlaw (actual charges only)	\$ 1,777.000
4. Telephone - long distance (actual charges only)	\$0
5. Travel (pursuant to Travel Limitations)	\$0
6. Airfare (pursuant to Travel Limitations)	\$0
7. Reasonable ground transportation (pursuant to Travel Limitations)	\$0
8. Hotel - (pursuant to Travel Limitations)	\$0
9. Reasonable meals	\$0
10. Other reasonable and necessary charges (e.g., parking)	\$0
TOTAL	\$1,777.00

EXHIBIT D

**UNITED STATES DISTRICT
COURT EASTERN DISTRICT OF
MICHIGAN SOUTHERN
DIVISION**

In Re Flint Water Cases

No. 5:16-cv-10444

HON. JUDITH E. LEVY

MAG. ELIZABETH A.
STAFFORD

**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 in connection with the recent settlement with the Veolia defendants ("Veolia"). In January 2021 and again in December 2023, I submitted prior declarations in support of Plaintiffs' Motion for an Award of Attorneys' Fees

and Reimbursement and Expenses that described my firm's time and expenses invested towards the prosecution of these cases through January 2021 and November 2023, respectively. This declaration describes the time invested and expenses incurred by SG in connection with the Flint Water Cases between December 1, 2023 through June 30, 2024.

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. I 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: <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 who was elected to the partnership in December 2023, and Lear Jiang, an associate in SG's Los Angeles 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. Upon deciding to pursue these cases, SG agreed with CMST to share equally in responsibility for prosecuting the litigation, and in any fee recovery, as between the two firms. SG and CMST have collaborated on other class actions on the same or similar terms and have had similar agreements with each other and with other firms in other class actions throughout the country.

5. 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' expert witnesses, coordinated and took a leading role briefing Class Plaintiffs' response to defendants' *Daubert* briefs and arguing *Daubert* motions, 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 negotiations with Co-Liaison Counsel, defendants, and the Special Master, and participating in numerous meetings and settlement negotiations. I was also heavily involved in working with Co-Lead Counsel and Co-Liaison

Counsel to negotiate and complete the current settlement with Veolia.

- *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.
- *Settlement Facilitation.* A team of professionals at SG 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.
- *Trial Preparation.* I and others at SG were involved in all aspects of trial preparation for the previously scheduled trials against LAN and Veolia. In particular, the class litigation against Veolia reached a settlement only weeks before trial was scheduled to begin, and SG attorneys were expected to play a major role at that trial.

6. SG has performed its work on these cases based on the expectation that any fees awarded would be based on the results obtained and the role of our firm in obtaining those results, and that Co-Lead Counsel would allocate any fees among class counsel based on their subjective assessment of their contributions to the case, as is commonly done in class actions involving multiple law firms.

7. In both class actions and cases on behalf of individual plaintiffs, SG generally prefers to be paid based on a percentage of the recovery, rather than lodestar, to reward results and encourage efficiency. However, because lodestar is a relevant consideration in some fee contexts, including some fee awards and fee arrangements with individual clients, timekeepers at our firm regularly track their time, and we maintain historical records of all timekeepers' time.

8. Since November 30, 2023 (the last complete month prior to the submission of my prior declaration) and June 30, 2024 (the last complete month prior to the submission of this declaration), timekeepers from SG have devoted an additional 2,202 hours towards the

prosecution of the Flint Water Cases. 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 prior settlements with the state and LAN defendants, and the current settlement with Veolia. Based on our current hourly rates, the lodestar value of SG's time between December 1, 2023 and June 30, 2024 is \$1,381,380.00 and the total lodestar value of SG's time throughout the life of the Flint Water Cases is \$19,219,597.50. Based on the historical rates in place when the work was performed, the lodestar value of SG's time between December 1, 2023 and June 30, 2024 is \$1,355,430.00, and the total lodestar value of SG's time throughout the life of these matters is \$15,731,074.00. Apart from its share of the previously distributed common benefit fee and programmatic relief fees (which amounts constitute less than 25% of the lodestar value of SG's time), SG has not yet received any compensation to date for this work on the Flint Water Cases.

9. SG's daily time records are regularly prepared and maintained for each timekeeper whose time is included in the lodestar figures described above. 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. In addition to the contingent work performed for plaintiffs, SG also performs a substantial amount of hourly work on behalf of clients; the rates used to calculate the lodestar reported in 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. These rates 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.¹

11. SG has also contributed to the substantial out of pocket expenses required to prosecute the Flint Water Cases. SG has made regular contributions to the common expense fund equal to those made by CMST for use in funding expert fees, discovery costs, and other case expenses, and SG has also directly incurred expenses in connection with the prosecution of this matter. In addition to the expenses included in prior submissions for reimbursement from the prior settlements and its ongoing contributions to the common expense fund (which I understand are reflected in CMST's declaration), SG has incurred \$4,703.53 in direct expenses between December 1, 2023 and June 30, 2024. I have attached as **Exhibit 1** a copy of an Excel spreadsheet reflecting those unreimbursed expenses.

12. The expenses in **Exhibit 1** 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 1** 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. 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

¹ 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").

Expense Case Management Order Regarding Time and Expense Procedures (ECF No. 507)

concerning common benefit work and expenses.

14. Upon request from the Court, SG is prepared to submit for *in camera* review the daily time records and expense documentation supporting the calculations set forth above.

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

Executed on July 8, 2024
Seattle, Washington

/s/ Stephen E. Morrissey
Stephen E. Morrissey

Cost Code	Cost Desc	Sum of Base Amt
AIR	Air Travel	\$995.80
CPRINT	Color Prints	\$453.00
GROUND	Ground Transportation (Taxis, car service)	\$215.31
HCTELE	Telephone & Calling Card Expenses	\$286.80
HOTEL	Hotels (Travel)	\$314.75
MEALS	Meals	\$149.62
PACER	Court Document Alerts	\$129.10
POST	in-House Postage Charges	\$791.38
PRINT	B/W Prints	\$173.90
RESRCH	Research charges	\$1,193.87
Grand Total		\$4,703.53

Bib ID	Date	Orig Der	Cost Code	Cost Desc	Matter	Client	Status	Base Amt	TCPN Name	Narrative
3119147	12/4/23	202312	PRINT	B/W Prints	051336	1607	B	\$28.80	Morrissey, Stephen E.	Reproduction Copy Charges
3119148	12/4/23	202312	CPRINT	Color Prints	051336	1607	B	\$7.00	Morrissey, Stephen E.	Color Reproduction Print Charges
3119927	12/1/23	202312	AIR	Air Travel	051336	1607	B	\$987.80	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Airfare for Jordan Connors on 12/01/23
3119928	12/1/23	202312	AIR	Air Travel	051336	1607	B	\$5.00	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Air WFL for Jordan Connors on 12/01/23
3119929	12/1/23	202312	MEALS	Meals	051336	1607	B	\$33.38	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial- Breakfast on 12/01/23
3119930	12/1/23	202312	HOTEL	Hotels (Travel)	051336	1607	B	\$284.00	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Hotel - Lodging for Jordan Connors on 12/01/23
3119931	12/1/23	202312	MEALS	Meals	051336	1607	B	\$19.50	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Hotel - Lunch on 12/01/23
3119932	12/2/23	202312	MEALS	Meals	051336	1607	B	\$7.50	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Hotel - Lunch on 12/02/23
3119933	12/2/23	202312	MEALS	Meals	051336	1607	B	\$33.84	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Hotel - Dinner on 12/02/23
3119934	12/2/23	202312	HOTEL	Hotels (Travel)	051336	1607	B	\$38.75	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Hotel - Room Tax for Jordan Connors on 12/02/23
3119935	12/1/23	202312	MEALS	Meals	051336	1607	B	\$43.34	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Dinner on 12/01/23
3119936	12/1/23	202312	GROUND	Ground Transportation (Taxis, car service)	051336	1607	B	\$65.91	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Taxi for Jordan Connors on 12/01/23
3119937	12/1/23	202312	GROUND	Ground Transportation (Taxis, car service)	051336	1607	B	\$78.50	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Taxi for Jordan Connors on 12/01/23
3119938	12/1/23	202312	GROUND	Ground Transportation (Taxis, car service)	051336	1607	B	\$70.90	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Taxi for Jordan Connors on 12/01/23
3119939	12/1/23	202312	MEALS	Meals	051336	1607	B	\$16.06	Connors, Jordan	VENDOR: CONNORS, JORDAN INVOICE#: 6346778312141944 DATE: 12/14/2023 Mock Trial - Lunch on 12/01/23
3120017	12/1/23	202312	PRINT	B/W Prints	051336	1607	B	\$9.60	Morrissey, Stephen E.	Reproduction Copy Charges
3120918	12/1/23	202312	CPRINT	Color Prints	051336	1607	B	\$121.00	Morrissey, Stephen E.	Color Reproduction Print Charges
3122065	12/21/23	202312	PRINT	B/W Prints	051336	1607	B	\$0.10	Morrissey, Stephen E.	Reproduction Copy Charges
3122564	12/21/23	202312	HCTELE	Telephone & Calling Card Expenses	051336	1607	B	\$40.98	Gispson, Vicki	VENDOR: Gispson, Vicki INVOICE#: 6383961612261747 DATE: 12/26/2023 Cell phone used to call and receive calls from Flint clients. Phone is needed and was Approved by JCON because clients were previously calling my personal cell phone daily and at different times of the day and night. - Mobile / Cellular for Vicki Gispson on 12/21/23
3123423	12/1/23	202312	PRINT	B/W Prints	051336	1607	B	\$0.40	Morrissey, Stephen E.	Reproduction Copy Charges
3123220	12/30/23	202312	POST	In-House Postage Charges	051336	1607	W	\$8.77		Postage, 11/14/2023
3123228	12/30/23	202312	POST	In-House Postage Charges	051336	1607	W	\$8.77		Postage, 11/28/2023
3123686	12/8/23	202401	RESRCH	Research charges	051336	1607	W	\$116.21	Morrissey, Stephen E.	WESTLAW - Research charges; 12/8/2023
3123687	12/9/23	202401	RESRCH	Research charges	051336	1607	W	\$46.42	Morrissey, Stephen E.	WESTLAW - Research charges; 12/9/2023
3123688	12/10/23	202401	RESRCH	Research charges	051336	1607	W	\$32.46	Morrissey, Stephen E.	WESTLAW - Research charges; 12/10/2023
3123689	12/11/23	202401	RESRCH	Research charges	051336	1607	W	\$27.92	Morrissey, Stephen E.	WESTLAW - Research charges; 12/11/2023
3123980	12/17/23	202401	RESRCH	Research charges	051336	1607	W	\$15.39	Morrissey, Stephen E.	WESTLAW - Research charges; 12/17/2023
3123981	12/11/23	202401	RESRCH	Research charges	051336	1607	W	\$169.27	Morrissey, Stephen E.	WESTLAW - Research charges; 12/11/2023
3123982	12/13/23	202401	RESRCH	Research charges	051336	1607	W	\$26.36	Morrissey, Stephen E.	WESTLAW - Research charges; 12/13/2023
3123983	12/15/23	202401	RESRCH	Research charges	051336	1607	W	\$15.39	Morrissey, Stephen E.	WESTLAW - Research charges; 12/15/2023
3123984	12/16/23	202401	RESRCH	Research charges	051336	1607	W	\$26.36	Morrissey, Stephen E.	WESTLAW - Research charges; 12/16/2023
3123985	12/20/23	202401	RESRCH	Research charges	051336	1607	W	\$200.41	Morrissey, Stephen E.	WESTLAW - Research charges; 12/20/2023
3129256	12/6/23	202401	PACER	Court Document Alerts	051336	1607	W	\$0.10	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/6/2023
3129316	12/6/23	202401	PACER	Court Document Alerts	051336	1607	W	\$16.90	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/6/2023
3129364	12/7/23	202401	PACER	Court Document Alerts	051336	1607	W	\$0.10	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/7/2023
3129416	12/7/23	202401	PACER	Court Document Alerts	051336	1607	W	\$16.50	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/7/2023
3129508	12/8/23	202401	PACER	Court Document Alerts	051336	1607	W	\$7.20	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/8/2023
3129598	12/9/23	202401	PACER	Court Document Alerts	051336	1607	W	\$1.10	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/9/2023
3129701	12/11/23	202401	PACER	Court Document Alerts	051336	1607	W	\$0.10	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/11/2023
3129766	12/11/23	202401	PACER	Court Document Alerts	051336	1607	W	\$3.70	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/11/2023
3129853	12/12/23	202401	PACER	Court Document Alerts	051336	1607	W	\$0.80	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/12/2023
3129908	12/13/23	202401	PACER	Court Document Alerts	051336	1607	W	\$0.10	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/13/2023
3129964	12/13/23	202401	PACER	Court Document Alerts	051336	1607	W	\$3.00	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/13/2023
3130068	12/14/23	202401	PACER	Court Document Alerts	051336	1607	W	\$6.00	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/14/2023
3130430	12/18/23	202401	PACER	Court Document Alerts	051336	1607	W	\$0.40	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/18/2023
3130594	12/19/23	202401	PACER	Court Document Alerts	051336	1607	W	\$1.00	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/19/2023
3130848	12/22/23	202401	PACER	Court Document Alerts	051336	1607	W	\$6.00	Morrissey, Stephen E.	Pacer - Court Document Alerts; 12/22/2023
3138881	1/15/24	202401	PRINT	B/W Prints	051336	1607	W	\$18.80	Morrissey, Stephen E.	Reproduction Copy Charges
3138882	1/15/24	202401	CPRINT	Color Prints	051336	1607	W	\$12.00	Morrissey, Stephen E.	Color Reproduction Print Charges
3139183	1/21/24	202401	HCTELE	Telephone & Calling Card Expenses	051336	1607	W	\$40.98	Gispson, Vicki	VENDOR: Gispson, Vicki INVOICE#: 6431645901251325 DATE: 1/25/2024 Cell phone used to call and receive calls from Flint clients. Phone is needed and was Approved by JCON because clients were previously calling my personal cell phone daily and at different times of the day and night. - Mobile / Cellular for Vicki Gispson on 01/21/24
3140331	1/2/24	202401	PRINT	B/W Prints	051336	1607	W	\$37.30	Morrissey, Stephen E.	Reproduction Copy Charges
3140792	1/4/24	202401	RESRCH	Research charges	051336	1607	W	\$32.61	Morrissey, Stephen E.	WESTLAW - Research charges; 1/4/2024
3140793	1/8/24	202401	RESRCH	Research charges	051336	1607	W	\$37.99	Morrissey, Stephen E.	WESTLAW - Research charges; 1/8/2024
3140794	1/9/24	202401	RESRCH	Research charges	051336	1607	W	\$151.63	Morrissey, Stephen E.	WESTLAW - Research charges; 1/9/2024
3140795	1/10/24	202401	RESRCH	Research charges	051336	1607	W	\$24.27	Morrissey, Stephen E.	WESTLAW - Research charges; 1/10/2024
3141068	1/10/24	202401	RESRCH	Research charges	051336	1607	W	\$11.14	Morrissey, Stephen E.	WESTLAW - Research charges; 1/10/2024
3141069	1/16/24	202401	RESRCH	Research charges	051336	1607	W	\$142.72	Morrissey, Stephen E.	WESTLAW - Research charges; 1/16/2024
3141070	1/18/24	202401	RESRCH	Research charges	051336	1607	W	\$14.78	Morrissey, Stephen E.	WESTLAW - Research charges; 1/18/2024
3141071	1/21/24	202401	RESRCH	Research charges	051336	1607	W	\$15.62	Morrissey, Stephen E.	WESTLAW - Research charges; 1/21/2024
3141072	1/24/24	202401	RESRCH	Research charges	051336	1607	W	\$86.92	Morrissey, Stephen E.	WESTLAW - Research charges; 1/24/2024
3142801	1/26/24	202402	PRINT	B/W Prints	051336	1607	W	\$0.30	Morrissey, Stephen E.	Reproduction Copy Charges
3142802	3/1/24	202402	CPRINT	Color Prints	051336	1607	W	\$4.00	Morrissey, Stephen E.	Color Reproduction Print Charges
3142940	1/1/24	202402	PACER	Court Document Alerts	051336	1607	W	\$0.10	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/1/2024
3143017	1/1/24	202402	PACER	Court Document Alerts	051336	1607	W	\$3.60	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/1/2024
3143177	1/3/24	202402	PACER	Court Document Alerts	051336	1607	W	\$0.10	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/3/2024
3143226	1/3/24	202402	PACER	Court Document Alerts	051336	1607	W	\$6.00	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/3/2024
3143373	1/5/24	202402	PACER	Court Document Alerts	051336	1607	W	\$0.10	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/5/2024
3143423	1/5/24	202402	PACER	Court Document Alerts	051336	1607	W	\$3.00	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/5/2024
3143675	1/8/24	202402	PACER	Court Document Alerts	051336	1607	W	\$7.80	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/8/2024
3143792	1/9/24	202402	PACER	Court Document Alerts	051336	1607	W	\$0.30	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/9/2024
3144478	1/16/24	202402	PACER	Court Document Alerts	051336	1607	W	\$8.20	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/16/2024
3144695	1/18/24	202402	PACER	Court Document Alerts	051336	1607	W	\$0.10	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/18/2024
3144722	1/18/24	202402	PACER	Court Document Alerts	051336	1607	W	\$3.00	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/18/2024
3144940	1/21/24	202402	PACER	Court Document Alerts	051336	1607	W	\$0.20	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/21/2024
3145386	1/25/24	202402	PACER	Court Document Alerts	051336	1607	W	\$0.20	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/25/2024
3145440	1/25/24	202402	PACER	Court Document Alerts	051336	1607	W	\$16.00	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/25/2024
3145746	1/29/24	202402	PACER	Court Document Alerts	051336	1607	W	\$0.20	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/29/2024
3145873	1/29/24	202402	PACER	Court Document Alerts	051336	1607	W	\$9.20	Morrissey, Stephen E.	Pacer - Court Document Alerts; 1/29/2024
3148155	1/31/24	202402	POST	In-House Postage Charges	051336	1607	W	\$8.53		Postage, 01/17/2024
3148785	2/8/24	202402	CPRINT	Color Prints	051336	1607	W	\$3.00	Morrissey, Stephen E.	Color Reproduction Print Charges
3148905	2/9/24	202402	PRINT	B/W Prints	051336	1607	W	\$6.20	Morrissey, Stephen E.	Reproduction Copy Charges
3149006	2/9/24	202402	CPRINT	Color Prints	051336	1607	W	\$20.00	Morrissey, Stephen E.	Color Reproduction Print Charges
3151255	2/1/24	202402	HCTELE	Telephone & Calling Card Expenses	051336	1607	W	\$40.98	Gispson, Vicki	VENDOR: Gispson, Vicki INVOICE#: 6506436002291348 DATE: 2/29/2024 Cell phone for contact with Flint Water clients. - Mobile / Cellular for Vicki Gispson on 02/21/24
3151707	2/26/24	202402	PRINT	B/W Prints	051336	1607	W	\$0.70	Morrissey, Stephen E.	Reproduction Copy Charges
3151708	2/26/24	202402	CPRINT	Color Prints	051336	1607	W	\$11.00	Morrissey, Stephen E.	Color Reproduction Print Charges
3154879	2/8/24	202403	PACER	Court Document Alerts	051336	1607	W	\$4.30	Morrissey, Stephen E.	Pacer - Court Document Alerts; 2/8/2024
3159552	3/2/24	202403	POST	In-House Postage Charges	051336	1607	W	\$53.58		Postage - 03/12/2024 - 6 x \$8.93 each
3159401	3/1/24	202403	PRINT	B/W Prints	051336	1607	W	\$3.00	Morrissey, Stephen E.	Reproduction Copy Charges
3159402	3/1/24	202403	CPRINT	Color Prints	051336	1607	W	\$30.00	Morrissey, Stephen E.	Color Reproduction Print Charges
3160133	3/14/24	202403	POST	In-House Postage Charges	051336	1607	W	\$53.76		Postage, 03/04/2024 - 6 x \$8.93 each
3160134	3/14/24	202403	POST	In-House Postage Charges	051336	1607	W	\$48.16		Postage, 03/05/2024
3160135	3/14/24	202403	POST	In-House Postage Charges	051336	1607	W	\$17.38		Postage, 03/06/2024 - 6 x \$8.93 each
3160137	3/14/24	202403	POST	In-House Postage Charges	051336	1607	W	\$53.58		Postage, 03/06/2024 - 6 x \$8.93 each
3160160	3/8/24	202403	PRINT	B/W Prints	051336	1607	W	\$3.90	Morrissey, Stephen E.	Reproduction Copy Charges
3160161	3/8/24	202403	CPRINT	Color Prints	051336	1607	W	\$52.00	Morrissey, Stephen E.	Color Reproduction Print Charges
3161926	3/19/24	202403	PRINT	B/W Prints	051336	1607	W	\$0.90	Morrissey, Stephen E.	Reproduction Copy Charges
3161927	3/19/24	202403	CPRINT	Color Prints	051336	1607	W	\$44.00	Morrissey, Stephen E.	Color Reproduction Print Charges
3162877	3/22/24	202403	PRINT	B/W Prints	051336	1607	W	\$1.70	Morrissey, Stephen E.	Reproduction Copy Charges
3162878	3/22/24									

1198886v1015136

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. ELIZABETH A. STAFFORD

**DECLARATION OF VINCENT J. WARD IN SUPPORT OF CLASS
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 own and operate The Ward Law Firm in Albuquerque, New Mexico. Previously I was a partner at Freedman Boyd Hollander & Goldberg (“FBHG.”). I was employed by either FBHG or The Ward Law Firm for the duration of my work on this matter. 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 FBHG and The Ward Law 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 June 30, 2024.

3. Over the course of this litigation, FBHG and the Ward Law Firm have

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 FBHG and The Ward Law Firm for the common benefit of plaintiffs in the Flint Water Cases (including but not limited to the Class Plaintiffs) from inception through June 30,

2024 is 201.8 hours. The total lodestar for this work using current billing rates is \$80,362.50. The lodestar using applicable historical billing rates is \$66,075.00.

5. The Ward Law Firm expended 5 hours of time between December 1, 2023 and June 30, 2024, at a rate of \$400 per hour.

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 FBH's and The Ward Law Firm's current billing rates from inception of the case through June 30, 2024. 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 FBHG's and The Ward Law Firm's historical billing rates from inception of the case through June 30, 2024. FBHG and The Ward Law 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 Exhibits A and B are the same as the usual and customary hourly rates charged for FBHG's and The Ward Law Firm's services on a contingent basis in similar complex class action litigation and have been approved by courts in other class action cases.

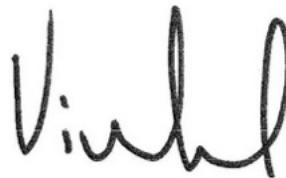
7. The total amount of unreimbursed expenses incurred by FBHG and The Ward Law Firm directly (*i.e.* not through the Class Litigation Fund) in connection with the prosecution of this litigation from inception through June 30, 2024 is \$5,389.18. I have attached as Exhibit C a breakdown by category of these expenses. FBHG and The Ward Law Firm have not incurred any expenses between December 1, 2023 and June 30, 2024.

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, FBHG and The Ward Law Firm are 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 July 17, 2024
Vincent J. Ward

A handwritten signature in black ink, appearing to read "Vincent J. Ward", written over a horizontal line.

Vincent J. Ward

Exhibit A: FBH/The Ward Law Firm Lodestar at Current Billing Rates

Professional	Position	Current Rate	Cumulative Hours	Cumulative Lodestar
Jennifer N. Higuera*	L	\$125	1.3	\$162.50
Vincent J. Ward	P	\$400	200.5	\$80,200.00
TOTAL			201.8	\$80,362.50

P	Partner
L	Legal Assistant

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

Exhibit B: FBH/The Ward Law Firm Lodestar at Historical Billing Rates

Professional	Position	Historical Rate	Cumulative Hours	Cumulative Lodestar
Jennifer N. Higuera*	L	\$125	1.3	\$162.50
Vincent J. Ward	P	\$325	190.5	\$61,912.50
Vincent J. Ward	P	\$400	10	\$4,000.00
TOTAL			201.8	\$66,075.00

P	Partner
L	Legal Assistant

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

Exhibit C: FBH/The Ward Law Firm Litigation Expenses

Expense	Amount
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
TOTAL	\$5,389.18

EXHIBIT F

**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 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 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 Plaintiff Counsel's Application 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 July 1, 2023,¹ through June 30, 2024.

3. My firm, primarily through myself and Gregory Stamatopoulos, has

¹ WL's last fee application submitted to the Court ended with time recorded through June 30, 2023. See ECF No. 2760-13.

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. During the period of July 1, 2023, through June 30, 2024, WL has been involved in the following specific activities related to the anticipated trial against Veolia, prior to the settlement:

- Coordination of all expert work associated with the Class Plaintiff experts responsible for opining on the exposure of Class members to contaminated Flint water and the resulting adverse health impacts, including:
 - Preparation and participation in oral arguments on selected *Daubert* and summary judgment motions; and
 - Conferring with, and preparation of, select expert witnesses for trial testimony.
- Briefing and oral argument of select motions *in limine*.
- Serving as the primary liaison with Class Representatives, City of Flint government witnesses, and Flint community witnesses with respect to their anticipated trial testimony.
- In addition to strategic decision, planning, and administrative discussions in relation to the anticipated trial against Veolia, WL engaged in the following specific work:
 - Participation in jury instruction drafting, observing mock jury reactions to presentations, and jury identification issues;
 - Attention to identification, and admissibility, of proposed trial exhibits placed on both Plaintiff and Defendant exhibit lists and

creation of demonstrative exhibits; and

- Preparation of deposition designations, counter-designations and objections and responses to Veolia designations.

4. The total number of hours expended on this litigation by WL for the common benefit of Class Plaintiffs in the Flint Water Cases from July 1, 2023, through June 30, 2024, is **721.4** hours. The total lodestar for this work using current billing rates is **\$534,825**. The total lodestar for this work using historical WL billing rates is **\$505,268**.

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 *current* billing rates. 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 WL's *historical* billing rates. Additionally, attached as Exhibit C is a detailed summary indicating the time spent and lodestar accrued by WL on this litigation from July 1, 2023, through June 30, 2024, categorized by task, and based on WL's *current* billing rates. 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 to the Special

Master in accordance with that Order. The hourly rates reflected in Exhibits A, B, and C 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.

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 July 1, 2023, through June 30, 2024, is **\$156.79**. I have attached as Exhibit D a breakdown by category of these expenses. These are reflected in WL'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, WL 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 July 12, 2024

Detroit, Michigan

/s/ Paul F. Novak
Paul F. Novak

Exhibit A: WL Lodestar at Current Billing Rates

Professional	Position	Rate	Cumulative Hours	Cumulative Lodestar
*Kennedy, Paulina	A	\$350	10.2	\$3,570
Khan, Shirin	L	\$225	26.8	\$6,030
Novak, Hanna	L	\$225	97.1	\$21,847.50
Novak, Paul	P	\$925	465.3	\$430,402.50
Stamatopoulos, Gregory	A	\$700	86.5	\$60,550
Thal Verville, Casey	A	\$350	35.5	\$12,425
TOTAL			721.4	\$534,825

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

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

Exhibit B: WL Lodestar at Historical Billing Rates

Professional	Position	Year	Rate	Cumulative Hours	Cumulative Lodestar
*Kennedy, Paulina	A	2023	\$350	10.2	\$3,570
Khan, Shirin	L	All	\$225	26.8	\$6,030
Novak, Hanna	L	All	\$225	97.1	\$21,847.50
Novak, Paul	P	2023	\$850	375.1	\$318,835
Novak, Paul	P	2024	\$925	90.2	\$83,435
Stamatopoulos, Gregory	A	2023	\$675	57	\$38,475
Stamatopoulos, Gregory	A	2024	\$700	29.5	\$20,650
Thal Verville, Casey	A	2023	\$350	35.5	\$12,425
TOTAL				721.4	\$505,268

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

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

Exhibit C: WL Lodestar by Task

Task	Hours	Lodestar
1. Administration (data and file management)	8.8	\$3,940
2. Document Review		
3. Legal Research	6.3	\$5,267.50
4. Pleadings, Briefs and Pretrial Motions	272.2	\$206,087.50
5. Other Discovery		
6. Deposition Prep/Take/Defend		
7. Experts/Consultants	19.9	\$6,227.50
8. Case Vetting/Bellwether		
9. Class Certification		
10. Trial Preparation and Trial	321.5	\$228,745
11. Court Appearances/Arguments before the Court	86.6	\$80,105
12. Litigation Strategy and Case Management	1.2	\$707.50
13. Settlement		
14. Travel		
15. Committee Meetings or Calls	3.8	\$2,727.50
16. Lead Counsel/PEC/Liaison Counsel Duties	1.1	\$1,017.50
17. Time and Expense Admin		
18. Appeal		
TOTAL	721.4	\$534,825

Exhibit D: WL Litigation Expenses

Expense	Amount
Copying costs	
FedEx/Messenger/Postage	
Telephone/Teleconferences/Fax	
Computer research	
Court costs/service of process/hearing transcripts	
Transportation (air, rail, local)	\$107.94
Food and lodging while travelling	
Other	\$48.85
TOTAL	\$156.79

EXHIBIT G

**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 GREGORY STAMATOPOULOS IN SUPPORT
OF SERVICE AWARDS FOR CLASS REPRESENTATIVES**

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

1. I am an attorney in the Detroit office of the law firm of Weitz & Luxenberg, P.C. (“WL”). My firm was Court-appointed to serve on Plaintiffs’ Executive Committee for the Class (ECF No. 234), in the above captioned matter. I have personal knowledge of the matters stated in this Declaration. I have served as the primary counsel in coordination of the Class Representatives’ defensive discovery obligations in this litigation and describe the extensive time and effort expended by the Class Representatives in support of the litigation and in furtherance of the interests of the Class. In addition to my personal time involved in assisting Class Representatives with their discovery obligations, this Declaration is also informed by a review of the time records of the Cohen Milstein, Motley Rice and Goodman Hurwitz firms, who also spent considerable time assisting Class Representatives with their discovery obligations.

2. I provide this declaration in support of Class Counsel's Motion for an Award of Attorneys' Fees & Reimbursement of Expenses as to the VNA Settlement (the "Motion"). More specifically, the Motion seeks Court issuance of service awards of \$10,000 to each of the following Class Representatives:

As Class Representatives of the Adult Exposure Subclass:

- Barbara Davis;
- Darrell Davis;
- Rhonda Kelso;
- Tiantha Williams; and
- Michael Snyder (as personal representative for the estate of John Snyder)

As class representatives of the Property Damage Subclass:

- David Munoz; and
- Elnora Carthan

As Class Representatives of the Business Economic Loss Subclass:

- 635 South Saginaw LLC;
- Frances Gilcreast; and
- Neil Helmkey

3. Collectively, these Class Representatives have spent hundreds of hours in consultation with counsel gathering documents, providing responsive information for interrogatory answers, preparing for and being deposed and preparing for potential trial testimony. In some instances, Class Representatives also spent considerable time and effort preparing for and discussing the Flint Water Litigation

with members of the media, providing confidential (and personally sensitive) medical record access to defense counsel and granting access to opposing counsel and their consultants to conduct tremendously invasive home inspections in the middle of a national Covid epidemic. Throughout the litigation, the Class Representatives were kept apprised of litigation developments and were consulted with, and gave approval to, entry of Class settlements with each group of settling defendants.

4. Each Class Representative conferred with counsel on multiple occasions and, collectively, they spent hundreds of hours to gather materials, provide responsive information for interrogatory answers, and then follow up with supplementation to Requests For Productions (“RFPs”), interrogatory answers and requests for admissions. Appendix A to this Declaration lists the occasions where document productions, interrogatory answers, request for admission responses, or supplemental responses were provided. Collectively, Class Representatives produced over 15,000 pages of documents as follows:

Barbara & Darrell Davis

BARBARA-&-DARRELL-DAVIS_000000-0000708

Approx. 708 pages produced

Rhonda Kelso

RHONDA-KELSO_0000001 – 0007505

Approx. 7,505 pages produced

Tiantha Williams

TIANTHA-WILLIAMS_0000001-0000013

Approx. 13 pages produced

Michael Snyder *(as personal representative for the estate of John Snyder)*

SNYDER-REAL-ESTATE-ASSOCIATES_0000001 – 0000431

ESTATE-OF-JOHN-SNYDER_0000001 – 0000660

Approx. 1,091 pages produced

David Munoz

DAVID-MUNOZ_0000001 – 0000783

Approx. 783 pages produced

Elnora Carthan

ELNORA-CARTHAN_0000001 – _0000195

Approx. 195 pages produced

As Class Representatives of the Business Economic Loss Subclass:

635 South Saginaw LLC

635-S-SAGINAW_0000001 – 0001536

Approx. 1,536 pages produced

Frances Gilcreast

FRANCES-GILCREAST_0000001 – 0001138

Approx. 1,138 pages produced

Neil Helmkey

ANGELO'S-CONEY-ISLAND_0000001 – 0001997

Approx. 1,997 pages produced

Additionally, as summarized in Appendix A, the Class Representatives expended considerable time in assisting with the provision and supplementation of interrogatory answers, requests for admissions, and RFPs.

5. Each Class Representative also spent a minimum of six hours (with many spending in excess of 15-20 hours) over multiple meetings with counsel preparing for deposition. Each Class Representative was deposed for at least one day, and several for two days, as follows:

- Barbara Davis November 13, 2019
- Darrell Davis November 12, 2019
- Rhonda Kelso November 12 and 13, 2019
- Tiantha Williams December 12 and 13, 2019
- Michael Snyder April 23 and 24, 2020
- David Munoz December 16, 2019
- Elnora Carthan January 29, 2020
- Marge Murphy (635 South Saginaw LLC) September 24, 2020
- Frances Gilcreast November 22 and December 6, 2019
- Neil Helmkey January 9, 2020

6. Because the Flint Water Litigation emerged as a nationally prominent matter, a few of the Class Representatives also engaged with local and national media to discuss their perspectives on the case and advocate the perspective of the Class. See, e.g., *In re Amazon.com, Inc., Fulfillment Ctr. Fair Lab. Standards Act & Wage & Hour Litig.*, No. 3:14-CV-204-DJH, 2024 WL 3361639, at *4 (W.D. Ky. July 10, 2024) (identifying plaintiff involvement in media inquiries as a factor in approving class representative service awards). Examples of Class Representative media interviews included the following:

Rhonda Kelso:

- Al Jazeera, November 2015
- CBS, December 2015
- CNN, January 8, 2016
- CNN/HLN, January 13, 2016
- CNN, March 4, 2106
- Mother Jones, January 11, 2016
- The Independent (U.K.), January 12, 2016
- PBS, January 13, 2016
- Time Magazine, January 16, 2016
- ABC News, January 22, 2016
- Washington Post, January 22, 2016
- Tokyo Shimbun/Chunichi Shimbun, January 28, 2016
- Detroit Free Press, February 11, 2016
- Wall Street Journal, February 11, 2016
- WCHE Radio, Chester, PA, February 14, 2016
- WCHE Radio, Chester, PA, February 21, 2016
- Australian Broadcasting Company TV, February 17, 2016
- Korean Broadcasting System, April 4 or 5, 2016
- Channel 5, Flint, April 4, 2016
- Flint Journal, April 5 and 16, 2016 (Conner/Jake May)
- Bloomberg News BNA (formerly Bureau of National Affairs), April 1, 2016; April 27, 2016; July 12, 2016
- Lifetime Network/CBS, May 25, 2016

Elnora Carthan

- The New York Times-Magazine - August 21, 2016
By: Donovan Hohn
<https://www.nytimes.com/2016/08/21/magazine/flintswatercrisis-and-the-troublemaker-scientist.html>
- M Live - March 12, 2016
By: Jiquanda Johnson
https://www.mlive.com/news/flint/2016/03/removing_lead_pipes_wont_solve.html

- Daily Beast - November 29, 2017
By: Maureen McDonald
<https://www.thedailybeast.com/9000-flint-residents-sueover-tainted-water>
- NPR - January 12, 2018
By: Tracy Samilton
[https://www.michiganradio.org/post/mediators-will-seeksettlement-consolidated lawsuit-over-flint-water-'crisis](https://www.michiganradio.org/post/mediators-will-seeksettlement-consolidated-lawsuit-over-flint-water-'crisis)
- M Live - June 2016
By: Jiquanda Johnson (Contact information: Jjohnson I 6@mlive.com)
https://www.mlive.com/news/flint/2016/06/eighttaken_ways_from_a_resent.html
- Detroit Free Press - August 6, 2016
By: Elisha Anderson (Contact information: canderson@frccprcss.com)
<https://www.freep.com/story/news/local/michigan/flintwatercrisis/2016/08/06/flint-water-crisis-donations-lead/88064570>
- NPR - March 18, 2016
"Flint Residents Tired of Talk and Tests, Eager for Solution"
By: Mark Bush
<https://www.npr.org/2016/03/18/470399859/flint-residentstired-of-talk-and-tests-eager-for-solution>
- Washington Post - October 22, 2016
"If I Could Afford to Leave, I Would", In Flint, A Water Crisis With No End In Sight"
By: Brady Dennis
https://www.washingtonpost.com/national/health-science/if-icould-afford-to-leave-i-would-in-flint-a-water-crisis-with-noend-in-sight/2016/10/21/4d42f2f0-953c-11e6-9b7c-57290af48a49_story.html?noredirect=on&utm_term=.1612b85f3c23
- Detroit Free Press, Published - December 17, 2016
Flint water crisis: A visual Essay-A community Responds
https://www.freep.com/pages/interactives/flint-water-crisis/avisual-essay/a_community_responds/

- ABC 12 News – Posted June 27, 2019; Updated June 28, 2019
"Attorney in Flint Water Class Action Lawsuit Confident of Victory for Residents"
<https://www.abc12.com/content/news/Attorney-for-residentsin-Flint-water-crisis-class-action-lawsuit-Our-goal-is-to-make-sure-everybody-recovers-511933371.html>

Tiantha Williams

- The New York Times Style Magazine – Megan O’Grady
March 2, 2018
<https://www.nytimes.com/2018/03/02/tmagazine/pope-l-artist.html>
- ABC-12 News – Amy Hybels
April 24, 2017
Contact information: amy.hybels@abc12.com
<https://www.abc12.com/content/news/Flintresidents-updated-on-status-of-lawsuit-filed-against-EPA--420312804.html>
- NBC-25 News – Sharisse Thompson
November 9, 2016
<https://nbc25news.com/news/local/specialreport-the-water-crisis-helping-flints-kids>
- MLive – John Counts
Contact information: johncounts@mlive.com
https://www.mlive.com/news/page/faces_of_flint_eric_wilson.html
- Mitchell-Innes & Nash – Sarah Rose Sharp
October 17, 2017
Contact information: sarahrosesharp.com
<https://www.miandn.com/attachment/en/57f5103384184e06458b4568/Press/59f4c9121ac138f10aec6369>
- Mitchell-Innes & Nash – Natalie Haddad
October 28, 2017
<https://www.miandn.com/attachment/en/57f5103384184e06458b4568/Press/59f4c4b7fdc0385352497d6b>

- Yahoo News – Catlin Dickinson
September 21, 2017
<https://ca.movies.yahoo.com/lead-flints-waterlinked-decline-birth-rate-study-finds-224123699.html>
- CNN – Sandee LaMotte
May 2016
<https://www.cnn.com/interactive/2016/05/health/focus-on-flint/>

7. In addition to document productions generated directly by the Class Representatives, several Class Representatives also executed medical record releases in both 2019 and 2022 and authorized to defense counsel the release of hundreds of pages of highly confidential, sensitive, and personal medical information. The volume of materials produced is summarized below:

2019 Medical Records Release:

Davis, Barbara:	4 pages produced
Davis, Darrell:	494 pages produced
Carthan, Elnora:	129 pages produced
Snyder, John:	4 pages produced
Kelso, K.E.:	1,355 pages produced
Kelso, Rhonda:	11 pages produced
Williams, Tiantha:	26 pages produced
David Munoz:	8 pages produced

2022 Medical Records Release:

Davis, Barbara:	33 pages produced
Davis, Darrell:	170 pages produced
Kelso, K.E.:	761 pages produced
Kelso, Rhonda:	554 pages produced

8. Finally, in the middle of a national Covid epidemic, Class Representatives Rhonda Kelso and the Davises granted access to their homes for legions of Defendant experts to perform invasive home inspections and to take samples and portable XRF lead measurements of household surfaces. The homes were subsequently inspected again by Plaintiffs' expert Dr. Larry Russell, who also arranged for samples of lead plumbing to be removed from the homes, at great personal inconvenience.

9. Without the Class Representatives' significant collective investment of time, resources, advocacy, and sustained involvement—lasting, in some instances, over eight years—the collective results of this litigation on behalf of the Class (and Subclasses) that they represent would not have been possible. These Class Representatives were “in it for the long haul” and their dedication and service to the litigation and the Class (and Subclasses), and their considerable investment of time, attention, and personal inconvenience, deserve recognition.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on July 26, 2024
Gialova, Messenia, Greece

/s/ Gregory Stamatopoulos
Gregory Stamatopoulos

APPENDIX A

Interrogatory Answers, Requests for Admission Answers, and RFP Responses

Marge Murphy (635 S. Saginaw)

- 9/17/2020 – 635 South Saginaw LLC’s Response to Defendants’ First Set of “Uniform” Interrogatories
- 9/17/2020 – 635 South Saginaw LLC’s Response to VNA’s Second Request for Production

Neil Helmkey

- 6/6/2019 - Angelo’s Coney Island Palace Inc.’s Response to VNA’s Second Request for Production of Documents
- 6/6/2019 - Angelo’s Coney Island Palace Inc.’s Response to Defendants’ First Set of “Uniform” Interrogatories
- 7/8/2019 - Angelo’s Coney Island Palace Inc.’s Amended and Supplemental Response to Defendants’ First Set of “Uniform” Interrogatories
- 7/8/2019 - Angelo’s Coney Island Palace Inc.’s Amended Responses to VNA’s Second Request for Production of Documents
- 7/8/2019 - Angelo’s Coney Island Palace Inc.’s Amended Responses to LAN’s Request for Production of Documents
- 5/4/2020 – Angelo’s Coney Island Palace Inc.’s Responses to VNA’s Third Request for Production of Documents

Barbara & Darrell Davis

Combined Responses

- 11/23/2020 - Barbara and Darrell Davis’ Responses and Objections to Defendants’ Second Set of “Uniform” Interrogatories
- 11/23/2020 - Barbara and Darrell Davis’ Responses and Objections to VNA’s Third Request for Production and/or Inspection
- 12/10/2020 – Barbara and Darrell Davis’ Responses and Objections to VNA’s Post-Inspection Requests for Admissions
- 12/10/2020 - Barbara and Darrell Davis’ Responses and Objections to VNA’s Fourth Requests for Production
- 9/12/2022 – Barbara and Darrell Davis’ Supplemental Responses and Objections to Defendants’ Second Set of “Uniform” Interrogatories

Darrell Davis

- 6/6/2019 - Darrell Davis’ Responses to VNA’s Second Request for Production of Documents
- 7/1/2019 - Darrell Davis’ Responses to Defendants’ First Set of “Uniform” Interrogatories

- 7/1/2019 – Darrell Davis’ Confidential Addendum to Responses to Defendants’ First Set of “Uniform” Interrogatories
- 10/14/2019 – Darrell Davis’ Amended Response to LAN’s Request for Production of Documents
- 10/14/2019 – Darrell Davis’ Amended Response to VNA’s Second Request for Production of Documents
- 9/12/2022 – Darrell Davis’ Confidential Addendum to Supplemental Responses to Defendants’ First Set of “Uniform” Interrogatories
- 9/12/2022 – Darrell Davis’ Supplemental Responses to Defendants’ First Set of “Uniform” Interrogatories

Barbara Davis

- 6/6/2019 – Barbara Davis’ Response to VNA’s Second Request for Production of Documents
- 6/6/2019 – Barbara Davis’ Response to Defendants’ First Set of “Uniform” Interrogatories
- 10/14/2019 – Barbara Davis’ Amended Response to LAN’s Request for Production of Documents
- 10/14/2019 – Barbara Davis’ Amended and Supplemental Responses to Defendants’ First Set of “Uniform” Interrogatories
- 10/14/2019 – Barbara Davis’ Confidentiality Addendum to Amended and Supplemental Responses to Defendants’ First Set of “Uniform” Interrogatories
- 10/14/2019 – Barbara Davis’ Second Amended Responses to VNA’s Second Request for Production of Documents
- 9/12/2022 – Barbara Davis’ Confidentiality Addendum to Amended and Supplemental Responses to Defendants’ First Set of “Uniform” Interrogatories
- 9/12/2022 – Barbara Davis’ Amended and Supplemental Responses to Defendants’ First Set of “Uniform” Interrogatories

Elnora Carthan

- 6/6/2019 – Elnora Carthan’s Response to VNA’s Second Request for Production
- 6/6/2019 – Elnora Carthan’s Response to Defendants’ First Set of “Uniform” Interrogatories
- 7/8/2019 – Elnora Carthan’s Amended and Supplemental Responses to LAN’s Request for Production of Documents
- 7/8/2019 – Elnora Carthan’s Amended and Supplemental Response to Defendants’ First Set of “Uniform” Interrogatories
- 7/8/2019 – Elnora Carthan’s Confidential Addendum to Amended and Supplemental Response to Defendants’ First Set of “Uniform” Interrogatories
- 7/8/2019 – Elnora Carthan’s Amended Response to VNA’s Second Request for Production of Documents

- 11/23/2020 - Elnora Carthan's Responses and Objections to VNA's Third Request for Production and/or Inspection
- 11/23/2020 - Elnora Carthan's Responses and Objections to Defendants' Second Set of "Uniform" Interrogatories

Rhonda Kelso

- 6/6/2019 - Rhonda Kelso Response to Defendants' First Set of "Uniform" Interrogatories
- 6/6/2019 – Rhonda Kelso, Individually and as Next Friend of K.E.K., Response to VNA's Second Request for Production of Documents
- 7/8/2019 – Rhonda Kelso Amended Response to Defendants' First Set of "Uniform" Interrogatories
- 7/8/2019 - Rhonda Kelso Confidential Addendum to Amended Response to Defendants' First Set of "Uniform" Interrogatories
- 11/23/2020 – Rhonda Kelso Responses and Objections to VNA Defendants' Second Set of Interrogatories
- 11/23/2020 – Rhonda Kelso Responses and Objections to VNA's Third Request for Production and/or Inspection
- 12/10/2020 – Rhonda Kelso Responses and Objections to VNA's Post-Inspection Requests for Admissions
- 12/10/2020 – Rhonda Kelso Responses and Objections to VNA's Fourth Request for Production of Documents
- 9/15/2022 – Rhonda Kelso Supplemental Response to VNA's First Set of Interrogatories
- 9/15/2022 – Rhonda Kelso Supplemental Response to VNA's Second Set of Interrogatories
- 9/15/2022 – Rhonda Kelso Confidential Addendum to Supplemental Response to Defendants' First Set of "Uniform" Interrogatories

On behalf of K.E.K., a Minor

- 6/6/2019 - Rhonda Kelso, as Next Friend of K.E.K., Response to Defendants' First Set of "Uniform" Interrogatories
- 6/6/2019 – Rhonda Kelso, Individually and as Next Friend of K.E.K., Response to VNA's Second Request for Production of Documents
- 7/8/2019 – Rhonda Kelso, as Next Friend of K.E.K., Amended Response to Defendants' First Set of "Uniform" Interrogatories
- 7/8/2019 - Rhonda Kelso, as Next Friend of K.E.K., Confidential Addendum to Amended Response to Defendants' First Set of "Uniform" Interrogatories
- 9/15/2022 – Rhonda Kelso, as Next Friend of K.E.K., Supplemental Response to Defendants' First Set of "Uniform" Interrogatories
- 9/15/2022 – Rhonda Kelso, as Next Friend of K.E.K., Confidential Addendum to Supplemental Response to Defendants' First Set of "Uniform" Interrogatories

David Munoz

- 6/6/2019 – David Munoz’ Response to VNA’s Second Request for Production of Documents
- 6/6/2019 – David Munoz’ Response to Defendants’ First Set of “Uniform” Interrogatories
- 8/1/2019 – David Munoz’ Confidentiality Addendum to Amended Responses to Defendants’ First Set of “Uniform” Interrogatories
- 8/2/2019 – David Munoz’ Amended Responses to Defendants’ First Set of “Uniform” Interrogatories
- 8/2/2019 – David Munoz’ Amended Responses to VNA’s Second Request for Production of Documents
- 5/4/2020 – David Munoz’ Response to VNA’s Third Request for Production of Documents
- 11/23/2020 – David Munoz’ Responses and Objections to VNA’s Fourth Request for Production and/or Inspection

Frances Gilcreast

- 6/6/2019 – Frances Gilcreast’s Response to VNA’s Second Request for Production of Documents
- 6/6/2019 – Frances Gilcreast’s Response to Defendants’ First Set of “Uniform” Interrogatories
- 8/1/2019 – Frances Gilcreast’s Confidentiality Addendum to Amended Responses to Defendants’ First Set of “Uniform” Interrogatories
- 8/2/2019 – Frances Gilcreast’s Amended Responses to Defendants’ First Set of “Uniform” Interrogatories
- 8/2/2019 – Frances Gilcreast’s Amended Response to LAN’s Request for Production of Documents
- 8/2/2019 – Frances Gilcreast’s Amended Responses to VNA’s Second Request for Production of Documents
- 5/4/2020 – Frances Gilcreast’s Response to VNA’s Third Request for Production of Documents

John Snyder

- 6/6/2019 – Michael Snyder’s Response to VNA’s Second Request for Production of Documents
- 6/6/2019 – Michael Snyder’s Response to Defendants’ First Set of “Uniform” Interrogatories
- 6/27/2019 – Michael Snyder’s Confidentiality Addendum to Amended Responses to Defendants’ First Set of “Uniform” Interrogatories

- 6/27/2019 – Michael Snyder’s Amended Responses to Defendants’ First Set of “Uniform” Interrogatories
- 8/2/2019 – Michael Snyder’s Amended Response to LAN’s Request for Production of Documents
- 8/2/2019 – Michael Snyder’s Amended Response to VNA’s Second Request for Production of Documents

Tiantha Williams

- 6/6/2019 – Tiantha Williams, Individually and Next of Friend for T.W., Response to VNA’s Second Request for Production of Documents
- 6/6/2019 - Tiantha Williams, Individually and Next of Friend for T.W., Response to Defendants’ First Set of “Uniform” Interrogatories
- 7/1/2019 – Tiantha Williams’ Confidentiality Addendum to Responses to Defendants’ First Set of “Uniform” Interrogatories
- 7/1/2019 – Tiantha Williams’ Responses to Defendants’ First Set of “Uniform” Interrogatories