IN CIRCUIT COURT OF COOK COUNTY, ILLINOIS
COUNTY DEPARTMENT, CHANCERY DIVISION

TANISHA RODRIGUEZ, on behalf of herself and all others similarly situated, A Proposed Class Action Plaintiff, v. MAT ASPHALT LLC, Defendant.	)	Case No. 2020-CH-07031 Hon. Neil H. Cohen

DECLARATION OF LAURA L. SHEETS, ESQ.

1. I am a partner of Liddle Sheets Coulson P.C. ("LSC"), the law firm that represents Plaintiff Tanisha Rodriguez ("Plaintiff") and the Class in the above-captioned action. I am an attorney licensed to practice in the State of Michigan with State Bar of Michigan ID No. P63270, and I have been admitted *pro hac vice* to appear before this Court in representation of Plaintiff and the Class in this case. I have personal knowledge of the facts stated below and, if called as a witness at the time of any proceeding, could and would testify thereto. I make this declaration in support of Plaintiffs' Unopposed Motion for Final Approval of Class Action Settlement.

2. I and my firm have successfully prosecuted and obtained significant recoveries in numerous class actions, most of which involved claims of neighborhood environmental contamination and "mass action" lawsuits. The overwhelming majority of these resolutions involved compensatory damages and, in many cases, facility improvements to redress the tortious conditions complained of.

3. My law firm's website, https://www.lsccounsel.com/, provides information about other class action and mass action lawsuits that we favorably resolved for plaintiffs.

4. I and my firm devote nearly all of our practice to prosecuting class actions, and I have been appointed as class counsel in dozens of cases by courts in various jurisdictions. LSC is predominantly dedicated to representing Plaintiffs in environmental class actions, primarily victims of air pollution, and LSC is uniquely qualified to practice in this niche field of law. Accordingly, I have extensive knowledge of the legal and factual issues in this case.

5. There are very few plaintiffs' firms that are experienced in this niche type of litigation and which have the resources to advance costs as significant as those in this case.

6. Recent cases in which I have been appointed by courts to represent certified plaintiff classes include, without limitation:

> *Baranofsky v. Rousselot Peabody, Inc.*, No. 2084CV00896-BLS2, 2022 WL 2205552, at *8 (Mass. Super. Ct. June 13, 2022); *Dudley, et al. v. API Industries d/b/a Aluf Plastics*, Case No. 030905/2018 (NY, Rockland Cnty. Supr. Ct., Jan. 3, 2022); *Hamilton v. 3D Idapro Solutions, LLC*, United States District Court Western District of Wisconsin Case No. 18-cv-54-jdp; *Keech and Newfield v. Sanimax USA, LLC*, United States District Court District of Minnesota Case No. 18-cv-683; *Alley v. Western Sugar Cooperative*, District Court, County of Morgan Case No. 2017-cv-30078; *Plass, et al v. Sanimax USA, LLC*, Brown County Wisconsin Circuit Court Case No. 2015-cv-000165; *Baynai v. City of Riverview, et al*, Wayne County Circuit Court Case No. 12-007279-NZ; *Holder, et al v. Enbridge Energy, L.P.*, et al, U.S. District Court Case No. 1:10-cv-752; *Buczynski v. Comprehensive Environmental Solutions*, U.S. District

Court case no. 08-13559-CV; *Brindley v. Severstal*, Wayne County Circuit Court case no. 07-704488-NZ; *Waldron v. Republic Services of Michigan*, Wayne County Circuit Court Case No. 06-615173-NZ; *Mauk v. Auto-Alliance*, Wayne County Circuit Court case no. 06-603618-CZ; *Hawkins v. EQ Recovery Resources*, Wayne County Circuit Court case no. 05-523503-NI; *Brush v. CWC Textron*, Muskegon County Circuit Court case no. 04-42918-NZ; *Stanley v. US. Steel*, United States District Court case no. 04-74654; *Harker v. Sappi Paper Co.*, Muskegon County Circuit Court case no. 03-42512-NZ; *Beaushaw v. Monitor Sugar Co.*, Bay City Circuit Court case no. 03-3595-NZ; *Szczukowski v. LP Alpena*, United States District Court case no. 03-10007-BC; *Dunlop v. Edward C. Levy Corp.*, Wayne County Circuit Court case no. 00-000629 NZ; *Olden v. Lafarge Corp.*, United States District Court case no. 99-10176; *Caines v. Marathon Oil*, Wayne County Circuit Court case no. 99-940648 NZ; *Weiss v. Rouge Steel*, Wayne County Circuit Court case no. 98-816224-NZ; *Ramik v Darling International*, U.S. District Court case no. 98-40276; *Nagi, et al v. City of Dearborn, et al.*, Wayne County Circuit Court Case No. 10-009995-NZ; *Elder, et al v. City of Dearborn, et al.*, Wayne County Circuit Court Case No. 07-731603-NZ; *Vollmer et al, v. City of Hamtramck*, Wayne County Circuit Court Case No. 08-126657-NZ; *Liberman v Township of Highland*, Lake Circuit/Superior Court Case No. 45D02-0712-CT-00177; *Pohutski v. Allen Park*, Wayne County Circuit Court Case No. 98-813540-NZ.

7. My law firm, LSC,[1] has been devoted to representing individuals in class action litigation for more than 20 years. In addition to each of the cases listed above, the firm has successfully represented certified plaintiff classes in such cases as:

Buczynski v. Comprehensive Environmental Solutions, Case No. 08-13559-AC-MKM (E.D. Mich); *Ward et al. v. U.S. Steel*, Case No. 04-74654-AC-DAS (E.D. Mich); *Szcuzukowski v. LA Pac Corp*, Case No. 03-10007-DML (E.D. Mich); *Snow, et al v. Atofina Chem Inc*, Case No. 01-72648-VAR (E.D. Mich.); *Gardner, et al v. Lafarge Corp*., Case No. 99-10176-DML (E.D. Mich.); *Brindley v. Severstal*, Wayne County MI Circuit Court Case No. 07-704488-NZ; *Waldron v. Republic Services of Michigan*, Wayne County MI Circuit Court Case No. 06-615173-NZ; *Mauk v. Auto-Alliance*, Wayne County MI Circuit Court Case No. 06-603618-CZ; *Hawkins v. EQ Recovery Resources*, Wayne County MI Circuit Court Case No. 05-523503-NI; *Brush v. CWC Textron*, Muskegon County MI Circuit Court Case No. 04-42918-NZ; *Harker v. Sappi Paper Co.*, Muskegon County MI Circuit Court Case No. 03-42512-NZ; *Beaushaw v. Monitor Sugar Co*., Bay City MI Circuit Court Case No. 03-3595-NZ; *Compora v. IKO Monroe, Inc.*, Monroe County Circuit Court case no. 00-11245-NZ; *Dunlop v. Edward C. Levy Corp*., Wayne County MI Circuit Court Case No. 00-000629 NZ; *Pederson v. Sybill Inc*., Wayne County MI Circuit Court Case No. 99-940649-NZ; *Caines v. Marathon Oil*, Wayne County MI Circuit Court Case No. 99-940648 NZ; *Weiss v. Rouge Steel*, Wayne County MI Circuit Court Case No. 98-816224-NZ; *Howell v. Quaker Chemical*

[1] The firm previously practiced under the name Liddle & Dubin, P.C.

Company, Wayne County MI Circuit Court Case No. 97-731404 CZ; *Laprairie v City of Warren*, Macomb County MI Circuit Court Case No. 11-004456-NZ; *Svaluto v City of Westland*, Wayne County MI Circuit Court Case No. 10-009993-NZ; *Cash v City of Rockford*, Winnebago County WI Circuit Court Case No. 07-CH-1069; *Poszywak v. Township of Redford*, Wayne County MI Circuit Court Case No. 99-919177- NZ ; *Mashni v. Charter Township of Redford*, Wayne County MI Circuit Court Case No. 99-931967-NZ; *Vangoss v. Dearborn Heights*, Wayne County MI Circuit Court Case No. 98-805608-NZ; *Pohutski v. Allen Park*, Wayne County MI Circuit Court Case No. 98-813540-NZ; *Meister v. Garden City*, Wayne County MI Circuit Court Case No. 98-806208-NZ; *Demeter v. Inkster*, Wayne County MI Circuit Court Case No. 98-808077-NZ; *Pierson v. City of Taylor*, Wayne County MI Circuit Court Case No. 98-811-867-NZ; *Kalajian v. Grosse Pointe Woods*, Wayne County MI Circuit Court Case No. 98-810033- NO; *Sickels v. Beverly Hills*, Oakland County MI Circuit Case No. 98-008-497-NZ; *Storgoff v. Township of Redford*, Wayne County MI Circuit Court Case No. 98-841445-NZ; *Grabowski v. City of Warren*, Macomb County MI Circuit Court Case No. 98-0825-NO; *Shadoian v. Birmingham*, Oakland County MI Circuit Court Case No. 98-008479- NZ; *Coddington v. Township of Harrison*, Macomb County MI Circuit Court Case No. 98-1096-NO; *Anliker v. Township of Harrison*, Macomb County MI Circuit Court Case No. 98-1097-NO; *Rizzo v. Detroit*, Wayne County MI Circuit Court Case No. 97-736853-NO; *Pressey v. City of Taylor*, Wayne County MI Circuit

Court Case No. 98-813539-CZ; *Etheridge v. Grosse Pointe Park*, Wayne County MI Circuit Court Case No. 95-527-115-NZ.

8. LSC has represented thousands of individuals in many dozens of class actions wherein the Plaintiffs claimed damages arising from allegations of nuisance emissions from neighboring industrial facilities and has successfully litigated appeals in class actions and obtained numerous favorable published decisions, including the following: *Baptiste v. Bethlehem Facility Co.*, 965 F.3d 214 (3d Cir. July 13, 2020) (reversal of dismissal of Facility environmental claims); *Clark-Floyd Facility, LLC v. Gonzalez*, 150 N.E.3d 238 (Ind. Ct. App. June 18, 2020) (unanimously affirming grant of class certification on defendant's interlocutory appeal of favorable class certification decision); *Bell v. Cheswick Generating Station*, 734 F.3d 188, 190 (3d Cir. 2013) (circuit-wide issue of first impression holding that claims of plaintiffs and class were not preempted by federal statutory scheme, now adopted by several federal circuits and states); *Olden v. Lafarge Corp.*, 383 F.3d 495, 497 (6th Cir. 2004) (overruling prior precedent that prohibited aggregating class damage for jurisdictional purposes and affirming district court's grant of class certification).

9. On December 8, 2023, after the Court granted preliminary approval to the Settlement and pursuant to that order, my firm disseminated the approved class notice to all 4,924 known households in the Class Area via direct, first class mail.

10. On December 8, 2023, Class Counsel caused the Publication Notice to be published in the McKinley Park News, a paper of general circulation servicing the Class Area. (**Ex. 8**, Proof of Publication).

11. Further, before the notice was disseminated, my firm established a Settlement Website, hosted at www.lsccounsel.com/matasphaltsettlement, where the terms of the Settlement

are summarized in plain, easy to understand language, along with the Class Area, deadlines for submitting claims, opt outs, and objections, contact information for Class Counsel, and relevant settlement documents, including the Class Notice, Claim Form, Complaint, Settlement Agreement, and Class Area Map.

12. Links to the Settlement Website were prominently displayed on every page of the Class Notice and in the Publication Notice. Further, the notices informed Class Members regarding the date, time, and location of the Final Fairness Hearing, and included instructions on how to make requests to appear and speak out regarding any objections. The Notice also informed Class Members that Class Counsel would be seeking attorneys' fees, costs, and expenses up to, but not to exceed 1/3 from the value of the Settlement.

13. Following Notice, the reaction of the Class has been overwhelmingly, indeed unanimously positive.

14. My firm has received only one (1) objection to the Settlement Agreement.

15. My firm has received seventeen (17) opt outs from the Settlement Agreement.

16. The objection and opt out period is now closed.

17. The claims period closed on my firm continues to receive claims. Further, claims processing is ongoing, which includes sending letters, emails, and making phone calls to claimants whose claims have been received, but are thus far incomplete.

18. My firm has thus far received more than 500 valid claims as of the date of this filing. Additional claims are anticipated to be received, as the claims period remains ongoing.

19. So far, the Class's response to Notice has been overwhelmingly positive.

20. In my experienced opinion, even if no additional claims are received, the claims rate has been exceptional, and a significant percentage of the Class stand to receive a payment from the monetary component of the Settlement if the Court grants final approval.

21. In my experienced opinion, the Settlement fund of $1,200,000 combined with facility Improvement Measures in the amount of $900,000—to be fully performed by the Defendant by April 30, 2024—is fair, reasonable, and adequate compensation and represents an outstanding result for the Class.

22. This Settlement provides meaningful compensation to Plaintiff and the Class and avoids the risk, complexity, time, and cost of further litigation. It also provides the Class with meaningful and valuable injunctive relief that is designed to improve the Facility's alleged odor and dust emissions moving forward.

23. Complex environmental class actions are inherently expensive and time consuming to litigate, and the complexity and potential liability involved lends itself to prolonged litigation and appeals. While it is always possible that more would be recovered at trial, odor nuisance class actions face many significant hurdles in reaching trial, any one of which could be the death-knell of the case. Complex issues of causation and damages place the outcome of any trial in doubt, and the specter of appeal introduces even more risk. These cases are also extremely expensive to litigate, and it is generally not economically feasible to take on cases like this on an individual basis.

24. In prior odor nuisance cases, my firm has advanced more than $200,000 (largely for costs related to scientific expert testimony) at the class certification stage alone. Such expenses can detract significantly from the Class' ultimate recovery. Indeed, in this case, Class Counsel has advanced $29,911.73, and this figure does not include the inevitable costs that will be incurred in

finalizing the settlement and disbursing funds to the Class in the event that the Settlement Agreement is finally approved. If this case were to proceed beyond appeal, and into merits discovery, it is likely that costs would balloon by hundreds of thousands of dollars more to procure the necessary expert reports and prove the case at trial.

25. If class certification were reversed on appeal, the practical effect for the vast majority of the class would be to receive no relief at all. Even if a large number of class members brought actions in their individual capacities, many hurdles would remain, and it is likely that the costs of litigation, without the benefit of being spread across the class, would significantly erode any potential recovery. The risk associated with reversal of the Court's class certification could be one of a near total loss, particularly with respect to Improvement Measures, and the very real possibility of that loss is one factor that required Plaintiff and their counsel to take offers of compromise very seriously.

26. Beyond the risks inherent in seeking class certification, liability and damages in such cases entail complex scientific proof and competing observational testimony that makes the ultimate outcome very difficult to predict. Even assuming that class certification was granted, which is anything but certain, the potential for decertification and/or defeat at summary judgment remain distinct possibilities. Further, in a class trial, Plaintiff would likely have to affirmatively establish the fate and transport of Defendant's emissions and that those emissions were substantial enough to constitute a nuisance. This would likely result in competing scientific testimony of sufficient complexity that the ultimate outcome would be anything but certain.

27. Even if the case reached trial, and a jury decided the case in Plaintiff's favor, the risk of the verdict being overturned on appeal looms large.

28. In a class trial, Defendant would likely point to several other possible sources of the odors in the area that the Class would testify to and challenge every aspect of Plaintiff's proof of Defendant's emissions. Determining the damages attributable to a nuisance requires that those damages be isolated from numerous other factors that impact value. Further, Defendant will likely vigorously oppose every aspect of Plaintiff's evidence on damages. Based on my experience, Defendant would likely offer evidence of countless other factors, real, hypothetical, imaginary, or otherwise, claiming that much or all of any loss in value claimed to be attributable to Defendant's Facility was actually caused by those other factors.

29. Litigating cases like this through class certification and through the merits stage typically takes several years, without significantly enhancing the likelihood of a favorable judgment at trial. The certainty of immediate monetary relief and remedial measures at the Facility is not worth risking, in my view, for the prospect of a better outcome which, if it arrives at all, would be many years down the road and substantially reduced by litigation expenses, including expert costs.

30. This Settlement provides meaningful compensation to Plaintiff and the Class and avoids the risk, complexity, time, and cost of further litigation. It also provides the Class with meaningful and valuable injunctive relief that is designed to improve the Facility's alleged odor emissions moving forward, which would hardly be guaranteed by a favorable result at trial, and which would certainly have been the subject of vigorously contested motion practice.

31. The Settlement provides that Defendant will approximately $900,000 to perform facility Improvement Measures. It also provides the Class with substantial guaranteed monetary relief of $1,200,000 on an immediate basis, and without risking the serious likelihood of obtaining

zero recovery in the event that Defendant prevailed on a dispositive motion, at trial, or had a favorable decision or verdict overturned on appeal.

32. Based upon the investigation, research, motion practice, document review, community engagement, discovery, analysis, and negotiation of this Settlement, in addition to my personal knowledge and experience, I believe that the Settlement terms and conditions are in the best interests of the Class and that the Settlement is fair, reasonable, and adequate. While I believe that the claims asserted in this proceeding have merit and that the evidence developed to date supports those claims, and the merits of affirming class certification, I must also recognize and acknowledge based on my experience that the expense, length, risk, and potential delays associated with continued litigation weigh heavily in favor of settlement on the terms proposed through the Settlement Agreement. I am also mindful of the inherent problems of proof in establishing and proving damages in this case, and the possible defenses thereto. I strongly believe, based on the benefits made available to the Class under the proposed Settlement, and considering the risk and potential duration of further litigation, that the Settlement confers substantial monetary and non-monetary benefits to the Class and that the Settlement is fair, reasonable, and adequate.

33. In addition to the strong return of claim forms, many Class Members personally reached out to Class Counsel following dissemination of the Notice to express their appreciation and support for Class Counsel's work in procuring this outstanding Settlement Agreement. As a result of my numerous Class Member communications, the response of the Class has been overwhelmingly positive. The significant return of claim forms, only a single objection (which are overwhelmingly common in cases like this) and the overwhelmingly positive reaction of the Class, demonstrates that the approved Notice Plan was effective and that the Class strongly supports the terms of the Settlement.

34. In over 20 years of environmental nuisance class action experience, I have rarely had the pleasure of working with a more communicative and involved Class. Indeed, the Class has been superbly communicative with me to express their support for both the financial and improvement measures of the Settlement.

35. The resoundingly positive reaction of the Class in this case is exceptional. LSC has been practicing in this field and administering similar class action settlements for decades, and the positive reaction of the Class in this case is outstanding and virtually unprecedented. It is highly common to receive numerous objections and a much higher number of opt outs in class action settlements of this type. In my extensive experience handling similar settlements, the positive reaction of the Class, which included more than 500 claims, overwhelmingly supports final approval.

36. My firm has incurred $29,911.73 in costs to date, with approximately $5,000 - $10,000 more to be incurred to administer the settlement. A breakdown of current costs is as follows:

Westlaw	$ 1,549.37
Copies and Postage	$ 15,527.94
Travel	$ 2,755.64
Filing Fees	$ 257.22
Experts and their deps	$ 7,300
Mediation	$ 1,298.50
List and Publication	$ 491.56
PHV/Annual Registration	$ 2,030
	$ 29,911.73

37. To date, LSC attorneys have dedicated hundreds of hours to litigating this case.

38. These reported hours do not include many of the attorney hours expended in finalizing this Motion, time spent communicating with class members, and the dozens of additional attorney hours that will be required to finalize administration of the Settlement.

39. My firm's co-counsel from Marshall Whalley and Associates have also expended hours on this matter. However, those hours are not reported here in order to prevent the possibility of counting duplication of effort. A summary of co-counsel's costs is as follows:

Mailing	$25.92
Filing Fees	$876.11
US Legal Support	$ 633.08
	$1535.11

40. As of the date of this filing, LSC staff has, conservatively, dedicated more than 150 hours to this case. Dozens of additional hours of staff time will be expended in completing the settlement administration process, which will include, inter alia, processing remaining claims, contacting claimants to ensure that claims are valid and complete, reconciling the settlement fund, developing payment lists, ordering checks, printing checks, disseminating checks to claimants, and monitoring the settlement fund.

41. My firm has devoted substantial resources to litigating this case on a contingent basis, with no guarantee of any recovery, to achieve this excellent Settlement for the Class.

42. Prior to commencement of this case, my firm conducted an extensive pre-suit investigation into allegations of noxious odor emissions from the MAT Asphalt Facility ("Facility"), which included obtaining and reviewing a) records from the City of Chicago and Illinois Environmental Protection Agency, including inspection reports, odor complaints, emission reports, and Notices of Violation ("NOV") issued to Defendant; b) surveying residential neighbors

of the Facility regarding their experiences, including descriptions of odors emitted from Defendant's Facility ("Data Sheets"); and c) researching applicable law drafting the complaint.

43. After the case was filed, Defendant vigorously contested the allegations in the complaint and the merits of class certification. Defendant's answer and motion to dismiss denied the allegations, the merits of class certification, and raised seven affirmative defenses. During prosecution of the action, my firm engaged in extensive class member correspondence, numerous case management efforts, appearances at case management conferences, and formal and informal discovery efforts.

44. Beyond the pre-suit investigation and litigation efforts over the course of more than three years, my firm prepared for and conducted a full day mediation before an experienced neutral, Hon. Sidney I. Schenkier, which included research and submission of a mediation brief. The mediation followed multiple prior letter exchanges and telephone conversations with Defendant's counsel regarding the prospects of a class-wide settlement over the course of months. The mediation was the beginning of a months-long negotiation and settlement drafting and finalization process that ultimately resulted in the Settlement Agreement preliminarily approved by the Court. The settlement negotiations throughout this case have always been adversarial, non-collusive, and conducted at arm's length.

45. The Parties engaged in substantive discussions and exchanges of information regarding the propriety and effectiveness of proposed Facility Improvement Measures. This ultimately allowed us to negotiate for improvements to the Facility that are designed to substantially reduce the potential for future odor emissions, offering substantial and important relief to Class Members. The highly technical nature of the case and the relief obtained in the

Settlement made negotiations lengthier and more complex than the typical battle over dollars, cents, and the scope of the release.

46. Even after reaching the agreement, my firm dedicated substantial time to drafting a motion for preliminary approval and appearing for argument before the court on the issue. This also included significant staff time to begin administering the Settlement, including through the development of a notice list, delivery of notice, and the processing of claims. The hours reported above do not include future time involved in hearing preparation and attendance, or continued settlement administration, all of which I expect involved, or will involve, dozens of additional attorney time.

47. The retainer agreement between Plaintiff and counsel provided for a 33.3% contingent fee of the gross recovery.

48. The named Plaintiff Tanisha Rodriguez has been exceptionally active and helpful in both organizing community support and in compiling significant evidence to support his claims against the Defendant. In dozens of years of practice, Ms. Rodriguez has been among the most active Class Representatives that Plaintiff's Counsel has ever represented. Ms. Rodriguez has been exceptionally proactive and cooperative in advancing the interests of the Class in this matter to date, and she has done everything that has been asked of her, and more, to advance the cause of the Class. Ms. Rodriguez stepped forward to represent the interests of the Class in this matter and took on the risks and potential inconveniences of participating as the representative in a complex environmental class action, without any guarantee of recovery or compensation for her efforts. Accordingly, I believe that the proposed incentive award of $10,000 to Ms. Rodriguez is fair and reasonable and warrants approval.

49. For the reasons set forth above, I believe that the Settlement is an excellent result for the Class, and I strongly recommend that the Settlement be granted final approval by the Court so that the Class can receive their benefits, the Improvement Measures can be implemented, and the litigation can be resolved.

50. For these same reasons, I believe that Class Counsel's request for attorney's fees and costs is reasonable and should be granted in full. In over 20 years of experience, I have never had a fee request denied or reduced by a court on a motion for final approval, and I firmly believe that 25% is a reasonable attorney's fee in this case. Additionally, for her substantial involvement in and work on behalf of the Class throughout the case, I believe that the incentive award request for Ms. Rodriguez is reasonable and should be granted.

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

Executed this 23rd day of January 2024 in Detroit, Michigan.

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Laura L. Sheets, Esq.