

to amend certain of the exhibits to Plaintiffs’ Motion for Preliminary Approval of Class Settlement, for Certification of Settlement Class and for Permission to Disseminate Class Notice (the “Preliminary Approval Motion”) (2:23-cv-03147 ECF No. 10; 2:18-mn-2873 ECF No. 3370). The grounds for this motion are as follows:

1. Plaintiffs filed the Preliminary Approval Motion on July 3, 2023. The Preliminary Approval Motion attached as exhibits, among other things, a proposed Order granting preliminary approval of Plaintiffs’ and 3M’s Settlement and other relief (the “Proposed Preliminary Approval Order”) (Ex. 1 to the Preliminary Approval Motion, ECF No. 10-2; ECF No. 3370-2) and a Settlement Agreement Between Public Water Systems and 3M Company (the “3M Settlement Agreement”) (Ex. 2 to same, ECF No. 10-3; ECF No. 3370-3).

2. After the filing of the Preliminary Approval Motion, the Sovereigns filed a motion to intervene in this case (ECF No. 35; ECF No. 3460) and an omnibus opposition to the Preliminary Approval Motion (ECF No. 37; ECF No. 3462). Certain Sovereigns also filed supplemental oppositions to the Preliminary Approval Motion. ECF No. 38/ECF No. 3464 (California, District of Columbia, Pennsylvania, and Puerto Rico); ECF No. 39/ECF No. 3465 (Maine and Vermont). The California State Water Resources Control Board and the California Department of Corrections and Rehabilitation (the “California Agencies”) filed a joinder in the omnibus opposition and one of the supplemental oppositions (ECF No. 40; ECF No. 3466).

3. Proposed Class Counsel, 3M, and the Sovereigns have met and conferred extensively about issues raised by the Sovereigns concerning the 3M Settlement Agreement. Those discussions and other communications have resulted in the agreements to revise the 3M Settlement Agreement set forth in Exhibit 2 (attached hereto) and described in paragraphs 5–7 and 9–16

herein, only. Neither the Settlement Amount (Ex. 1, §§ 2.66, 3.1, 6.1, 6.12) nor the timing of 3M's payments (Ex. 1, §§ 6.7, 6.8, 6.12; Ex. K) has changed.

4. Plaintiffs, by and through Proposed Class Counsel, and 3M have also agreed to clarifications of the Proposed Preliminary Approval Order, the 3M Settlement Agreement, and Exhibits B, C, D, E, F, H, I, K, M, N, and P to the 3M Settlement Agreement. Those clarifications are reflected in the attached documents at Exhibits 1 to 11 hereto. A short summary of the clarifications set forth in the attached Exhibits follows:

5. The Plaintiffs and 3M agreed to clarify the definition of "Drinking Water" in the 3M Settlement Agreement. Ex. 1, § 2.23.

6. The Plaintiffs and 3M agreed to clarify the definition of "Releasing Parties" in the 3M Settlement Agreement. Ex. 1, § 2.61.

7. The Plaintiffs and 3M agreed to add a definition of "State" in the 3M Settlement Agreement. Ex. 1, § 2.72.

8. The Plaintiffs and 3M agreed to revise the 3M Settlement Agreement to account for a recent settlement. Ex. 1, §§ 6.7.2, 6.8.6, 6.12.

9. The Plaintiffs and 3M agreed to revise the 3M Settlement Agreement to extend the period for Requests for Exclusion to 90 days. Ex. 1, § 8.5.

10. The Plaintiffs and 3M agreed to clarify the "Protection of Ratepayers" provision of the 3M Settlement Agreement. Ex. 1, § 11.4.

11. The Plaintiffs and 3M agreed to revise the 3M Settlement Agreement to replace the "Contribution and Indemnity" provision with a "Protection Against Claims-Over" provision. Ex. 1, §§ 2.11, 11.6.

12. The Plaintiffs and 3M agreed to add a “Liens” provision in the 3M Settlement Agreement. Ex. 1, § 11.7.

13. The Plaintiffs and 3M agreed to add a provision regarding Claims owned by a State or the federal government in the 3M Settlement Agreement. Ex. 1, § 11.10.

14. The Plaintiffs and 3M agreed to add a sentence to the “No Admission of Wrongdoing or Liability” provision of the 3M Settlement Agreement. Ex. 1, § 13.3.

15. The Plaintiffs and 3M agreed to clarify the “More Favorable Terms in Other Settlements” provision of the 3M Settlement Agreement. Ex. 1, § 13.4.1.

16. The Plaintiffs and 3M agreed to certain other typographical corrections in the 3M Settlement Agreement. Ex. 1, §§ 5.1, 5.2.

17. The Plaintiffs and 3M agreed to update and/or add certain information to and correct certain typographical issues in the proposed Notice (Ex. B to the 3M Settlement Agreement), Notice Plan (Ex. C to same) and the Summary Notice (Ex. M to same). Exs. 2, 3, 4.

18. The Plaintiffs and 3M agreed to revise the lists of Phase One Eligible Claimants (Ex. E to the 3M Settlement Agreement), Phase Two Eligible Claimants (Ex. F to same), Systems Owned by a State Government (Ex. H to same), Systems Owned by the Federal Government (Ex. I to same), and Potential Eligible Claimant Plaintiffs (Ex. N to same) to reflect more current and accurate information. Exs. 5, 6, 7, 8, 9.

19. The Plaintiffs and 3M agreed to revise the Payment Schedule (Ex. K to the 3M Settlement Agreement) to account for a recent settlement. Ex. 10.

20. The Plaintiffs and 3M agreed to clarify the Letter from Releasing Party (Ex. P to the 3M Settlement Agreement) to better reflect the intent of the settlement. Ex. 11.

21. The Plaintiffs and 3M also agreed that any stay of or injunction against litigation by Class Members or Released Persons, including but not limited to the invocation of the All Writs Act, shall not apply to cases brought by States (as the term is defined in Ex. 1, § 2.72).

22. In addition, Proposed Class Counsel have confirmed with the Sovereigns that they have always intended to establish a settlement-specific website with information that will allow Class Members to derive a good-faith estimate of what they may receive under the 3M Settlement Agreement if they participate in it, which is now live online, unrestricted, and accessible to the public at www.PFASWaterProviderSettlement.com. This reference material is a good faith estimate only and not the actual settlement awards because allocations depend on data that is not publicly available, the extent of participation rates among Class Members is unknown, and the full extent of Impacted Water Sources is unknown. These factors are unknowable until all Claims Forms have been submitted and processed; however, the reference material will nonetheless prove useful in providing a good-faith estimate and is now available on the settlement-specific website, www.PFASWaterProviderSettlement.com.

23. The Sovereigns and the California Agencies have agreed that, with the aforementioned clarifications and revisions to the 3M Settlement Agreement (*see supra* paragraphs 5–7 and 9–16 herein), they do not oppose the Preliminary Approval Motion.

24. Based on the clarifications and revisions to the 3M Settlement Agreement (*see supra* paragraphs 5 to 16 herein), the Sovereigns have agreed to withdraw their motion for intervention (ECF No. 35; ECF No. 3460), their omnibus opposition to the Preliminary Approval Motion (ECF No. 37; ECF No. 3462), and their supplemental oppositions to the Preliminary Approval Motion (ECF No. 38; ECF No. 3464). The California Agencies have agreed to withdraw

their joinder in opposition to the Preliminary Approval Motion (ECF No. 40; ECF No. 3466) by separate notice of withdrawal.

Accordingly, the Plaintiffs, 3M, and the Sovereigns respectfully request that the Court consider the attached clarifications as part of the proposed 3M Settlement Agreement and the Proposed Preliminary Approval Order when addressing the pending Preliminary Approval Motion.

Dated: August 28, 2023

Respectfully submitted,

/s/

Michael A. London
Douglas and London PC
59 Maiden Lane, 6th Floor
New York, NY 10038
212-566-7500
212-566-7501 (fax)
mlondon@douglasandlondon.com

/s/

Paul J. Napoli
Napoli Shkolnik
1302 Avenida Ponce de León
San Juan, Puerto Rico 00907
Tel: (833) 271-4502
Fax: (646) 843-7603
pnapoli@nsprlaw.com

/s/

Scott Summy
Baron & Budd, P.C.
3102 Oak Lawn Avenue, Suite 1100
Dallas, TX 75219
214-521-3605
ssummy@baronbudd.com

/s/

Elizabeth A. Fegan
Fegan Scott LLC
150 S. Wacker Drive, 24h Floor
Chicago, IL 60606
312-741-1019
beth@feganscott.com

/s/

Joseph F. Rice
Motley Rice LLC
28 Bridgeside Blvd.
Mt. Pleasant, SC 29464
843-216-9159
jrice@motleyrice.com

Proposed Class Counsel

CONSENTED TO BY:

/s/ Daniel L. Ring

Daniel L. Ring
Michael A. Olsen
Richard F. Bulger
MAYER BROWN LLP
71 South Wacker Drive
Chicago, IL 60606
312-782-0600
dring@mayerbrown.com
molsen@mayerbrown.com
rbulger@mayerbrown.com

Brian Duffy
Duffy & Young
96 Broad Street
Charleston, SC 29401
843-720-2044
bduffy@duffyandyoung.com

Counsel for 3M Company

By: _____

STATE OF ARIZONA
KRISTIN K. MAYES
Arizona Attorney General
State of Arizona
Curtis Cox
Assistant Attorney General
2005 N. Central Avenue
Phoenix, Arizona 85004
Telephone: (602) 542-7781
Environmental@azag.gov

Attorneys for the State of Arizona

By: _____
THE PEOPLE OF THE STATE OF CALIFORNIA
ROB BONTA

Attorney General of California
EDWARD H. OCHOA (SBN 144842)
Senior Assistant Attorney General
JEREMY M. BROWN (SBN 269159)
Supervising Deputy Attorney General
NICHOLAS G. CAMPINS (SBN 238022)
BRENDAN J. HUGHES (SBN 333690)
Deputy Attorneys General
1515 Clay Street, 20th Floor
Oakland, CA 94612
Telephone: (510) 879-0801
Fax: (510) 622-2270
Email: Nicholas.Campins@doj.ca.gov

Attorneys for the People of the State of California, ex rel. Rob Bonta, Attorney General of California

By: _____
STATE OF COLORADO
PHILIP J. WEISER
ATTORNEY GENERAL

/s/ Heather Kelly
PHILIP J. WEISER, Attorney General
LESLIE EATON
HEATHER KELLY
CARRIE NOTEBOOM
First Assistant Attorneys General
Ralph L. Carr Judicial Center
1300 Broadway, 10th Floor
Denver, CO 80203
Telephone: (720) 508-6000
FAX: (720) 508-6040

Attorneys for the State of Colorado

By: _____

**STATE OF CONNECTICUT
WILLIAM TONG**

Attorney General

Matthew I. Levine

Deputy Associate Attorney General

Christopher Kelly

Assistant Attorney General

165 Capitol Avenue

Hartford, CT 06106

Telephone: 860-808-5052

Email: Matthew.Levine@ct.gov

Christopher.Kelly@ct.gov

Attorneys for the State of Connecticut

By: _____

DISTRICT OF COLUMBIA

BRIAN L. SCHWALB

Attorney General for the District of Columbia

JENNIFER C. JONES

Deputy Attorney General

Public Advocacy Division

ARGATONIA D. WEATHERINGTON

Chief, Social Justice Section

WESLEY ROSENFELD

Assistant Attorney General

LAUREN CULLUM

Special Assistant Attorney General

Office of the Attorney General for the District of Columbia

400 Sixth Street NW, 10th Floor

Washington, D.C. 20001

Tel: 202.368.2569

wesley.rosenfeld1@dc.gov

lauren.cullum@dc.gov

EDELSON PC

JIMMY ROCK

1255 Union St NE, 7th Floor

Washington, D.C. 20002

Tel: 202.270.4777

jrock@edelson.com

Attorneys for the District of Columbia

By: _____

STATE OF HAWAII

ANNE E. LOPEZ

Attorney General

WADE H. HARGROVE, III

Deputy Attorney General

465 S. King Street, #200

Honolulu, Hawaii 96813

(808) 587-3050

Wade.H.Hargrove@hawaii.gov

Attorneys for the State of Hawaii

By: _____

STATE OF MAINE
AARON M. FREY
ATTORNEY GENERAL

Matthew F. Pawa
Benjamin A. Krass
Seeger Weiss LLP
1280 Centre Street, Suite 230
Newton Centre, MA 02459
(617) 641-9550
MPawa@seegerweiss.com
BKrass@seegerweiss.com

Scott Boak
Robert Martin
Assistant Attorneys General
6 State House Station
Augusta, Maine 04333
(207) 626-8566
(207) 626-8897
Scott.Boak@maine.gov
Robert.Martin@maine.gov

Kyle J. McGee
Viola Vetter
Jason H. Wilson
Grant & Eisenhofer, P.A.
123 Justison Street
Wilmington, DE 19801
(302) 622-7000
kmcgee@gelaw.com
vvetter@gelaw.com
jwilson@gelaw.com

Attorneys for the State of Maine

By: _____

STATE OF MARYLAND

ANTHONY G. BROWN

Attorney General of Maryland

PATRICIA V. TIPON

Attorney No. 0806170244

JULIE KUSPA

Attorney No. 0912160009

MATTHEW ZIMMERMAN

Attorney No. 8005010219

Assistant Attorneys General

Office of the Attorney General

1800 Washington Boulevard, Suite 6048

Baltimore, Maryland 21230

patricia.tipon@maryland.gov

matthew.zimmerman@maryland.gov

julie.kuspa@maryland.gov

(410) 537-3061

(410) 537-3943 (facsimile)

ADAM D. SNYDER

Attorney No. 9706250439

Assistant Attorney General

Office of the Attorney General

301 West Preston Street, Suite 1101

Baltimore, Maryland 21201

adam.snyder1@maryland.gov

(410) 767-1409

Attorneys for the State of Maryland

By: _____

COMMONWEALTH OF MASSACHUSETTS

ANDREA JOY CAMPBELL

ATTORNEY GENERAL

Nancy E. Harper

Assistant Attorney General and Chief, Environmental Protection Division

Louis Dundin

Assistant Attorney General and Deputy Chief, Environmental Protection Division

I. Andrew Goldberg

Jillian Riley

Assistant Attorneys General

Office of the Attorney General

One Ashburton Place, 18th Floor

Boston, Massachusetts 02108

(617) 727-2200

betsy.harper@mass.gov

louis.dundin@mass.gov

andy.goldberg@mass.gov

jillian.riley@mass.gov

Attorneys for the Commonwealth of Massachusetts

By: _____

STATE OF MINNESOTA

OFFICE OF THE ATTORNEY GENERAL

Peter N. Surdo

Special Assistant Attorney General

Office of the Minnesota Attorney General

445 Minnesota Street

Suite 1400

St. Paul, Minnesota 55101

peter.surdo@ag.state.mn.us

Phone: (651) 757-1061

Attorneys for the State of Minnesota

By: _____
STATE OF NEW HAMPSHIRE
By its attorney,
JOHN M. FORMELLA,
ATTORNEY GENERAL
Christopher G. Aslin, NH Bar #18285
Senior Assistant Attorney General
Environmental Protection Bureau
NEW HAMPSHIRE DEPT. OF JUSTICE
33 Capitol Street
Concord, NH 03301
Tel: (603) 271-3650
christopher.g.aslin@doj.nh.gov

Attorneys for the State of New Hampshire

By: _____
STATE OF NEW JERSEY
MATTHEW J. PLATKIN
Attorney General
GWEN FARLEY
Deputy Attorney General
Division of Law
Environmental Enforcement &
Environmental Justice Section
Hughes Justice Complex
25 Market Street, 7th Floor
P.O. Box 093
Trenton, NJ 08625-0093
Telephone: (609) 376-2740
Gwen.Farley@law.njoag.gov

Attorneys for the State of New Jersey

By: _____

STATE OF NEW MEXICO

RAÚL TORREZ

ATTORNEY GENERAL

William Grantham

Assistant Attorney General

408 Galisteo Street

Santa Fe, NM 87501

wgrantham@nmag.gov

Phone: (505) 717-3520

Attorneys for the State of New Mexico

By: _____

STATE OF NEW YORK

LETITIA JAMES

ATTORNEY GENERAL

Muhammad Umair Khan

Senior Advisor & Special Counsel

Umair.Khan@ag.ny.gov

Philip Bein

Mihir Desai

Assistant Attorneys General

Philip.Bein@ag.ny.gov

Mihir.Desai@ag.ny.gov

Office of the New York Attorney General

28 Liberty St.

New York, NY 10005

(212) 416-6685

Attorneys for the State of New York

By: _____

**OFFICE OF THE ATTORNEY GENERAL
COMMONWEALTH OF THE NORTHERN MARIANA ISLANDS**

/s/ Keisha Blaise

Keisha Blaise

Assistant Attorney General

keisha_blaise@cnmioag.org

Hon. Juan A. Sablan Memorial Bid., Fl. 2

Caller Box 10007, Capitol Hill

Saipan, MP 96950

Telephone: (670) 237-7500

Attorneys for the Commonwealth of the Northern Mariana Islands

By: _____

STATE OF OHIO

ATTORNEY GENERAL DAVE YOST

Kyle J. McGee

Viola Vetter

Jason Wilson

Grant & Eisenhofer P.A.

123 Justison Street

Wilmington, Delaware 19801

Tel.: (302) 622-7000

kmcgee@gelaw.com

vvetter@gelaw.com

jwilson@gelaw.com

Attorneys for the State of Ohio

By: _____

COMMONWEALTH OF PENNSYLVANIA

MICHELLE A. HENRY

ATTORNEY GENERAL

James A. Donahue, III

First Deputy Attorney General

Pennsylvania Office of Attorney General

Strawberry Square

Harrisburg, PA 17120

717-787-3391

jdonahue@attorneygeneral.gov

Attorneys for the Commonwealth of Pennsylvania

By: _____

STATE OF RHODE ISLAND

PETER F. NERONHA

ATTORNEY GENERAL

ADI GOLDSTEIN (Bar No. 6701)

MIRIAM WEIZENBAUM (Bar No. 5182)

SARAH W. RICE (Bar No. 10588)

ALISON HOFFMAN (Bar No. 9811)

DEPARTMENT OF THE ATTORNEY GENERAL

150 South Main Street

Providence, RI 02903

Tel. (401) 274-4400

agoldstein@riag.gov

mweizenbaum@riag.gov

srice@riag.gov

ahoffman@riag.gov

Attorneys for the State of Rhode Island

By: _____

STATE OF TENNESSEE

JONATHAN SKRMETTI (BPR No. 31551)

ATTORNEY GENERAL AND REPORTER

Sohnia W. Hong (BPR No. 17415)

Deputy Attorney General

Amanda E. Callihan (BPR No. 035960)

Senior Assistant Attorney General

Office of the Tennessee Attorney General

Environmental Division

P.O. Box 20207

Nashville, Tennessee 37202

Sohnia.Hong@ag.tn.gov

Amanda.Callihan@ag.tn.gov

Attorneys for the State of Tennessee

By: _____

STATE OF TEXAS
ANGELA COLMENERO
PROVISIONAL ATTORNEY GENERAL

KATIE B. HOBSON

Assistant Attorney General

State Bar No. 24082680

BRITTANY WRIGHT

Assistant Attorney General

State Bar No. 24130011

KELLIE E. BILLINGS-RAY

Deputy Chief

State Bar No. 24042447

Environmental Protection Division

P. O. Box 12548, MC-066

Austin, Texas 78711-2548

Tel: (512) 463-2012

Katie.Hobson@oag.texas.gov

Brittany.Wright@oag.texas.gov

Kellie.Billings-Ray@oag.texas.gov

Attorneys for the State of Texas

By: _____

**STATE OF VERMONT
CHARITY R. CLARK
ATTORNEY GENERAL**

Laura B. Murphy
Assistant Attorney General
109 State Street
Montpelier, VT 05609-1001
(802) 828-3186
laura.murphy@vermont.gov

Matthew F. Pawa
Benjamin A. Krass
Seeger Weiss LLP
1280 Centre Street, Suite 230
Newton Centre, MA 02459
(617) 641-9550
MPawa@seegerweiss.com
BKrass@seegerweiss.com

Kyle J. McGee
Viola Vetter
Jason H. Wilson
Grant & Eisenhofer, P.A.
123 Justison Street
Wilmington, DE 19801
(302) 622-7000
kmcgee@gelaw.com
vvetter@gelaw.com
jwilson@gelaw.com

Attorneys for the State of Vermont

By: _____

STATE OF WISCONSIN

JOSHUA L. KAUL

Attorney General of Wisconsin

BRADLEY J. MOTL

Assistant Attorney General

State Bar #1074743

SARAH C. GEERS

Assistant Attorney General

State Bar #1066948

Wisconsin Department of Justice

Post Office Box 7857

Madison, Wisconsin 53707-7857

(608) 267-0505 (Motl)

(608) 266-3067 (Geers)

(608) 267-2778 (Fax)

motlbj@doj.state.wi.us

geerssc@doj.state.wi.us

Attorneys for the State of Wisconsin

CERTIFICATE OF SERVICE

I hereby certify that on August 28, 2023, I electronically filed the foregoing document with the Clerk of Court using the CM/ECF system which will send notification of such filing to all attorneys of record.

s/Michael A. London
Michael A. London
Douglas and London PC
59 Maiden Lane, 6th Floor
New York, NY 10038