

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MARYLAND  
(BALTIMORE DIVISION)**

ARLENE HODGES, et al.,	)	
	)	
Plaintiffs,	)	Civil Action No.: 1:16-cv-1079 (RDB)
	)	
v.	)	
	)	
BON SECOURS HEALTH	)	
SYSTEM, INC., et al.,	)	
	)	
Defendants.	)	
	)	

---

**DECLARATION OF MICHELLE C. YAU  
IN SUPPORT OF PLAINTIFFS’ MOTION FOR PRELIMINARY  
APPROVAL OF THE CLASS ACTION SETTLEMENT AGREEMENT**

I, Michelle C. Yau declare as follows:

1. I am an attorney licensed to practice law in the District of Columbia and Massachusetts and a partner at Cohen Milstein Sellers & Toll PLLC (“Cohen Milstein” or “Interim Class Counsel”), attorneys of record for Plaintiffs and the proposed Settlement Class in this consolidated case. I have personal knowledge of the facts set forth below and, if called as witness, I could and would testify competently thereto.

2. I am a member of Cohen Milstein’s Employee Benefits/ERISA Practice Group and one of the attorneys responsible for directing the above-captioned case at the Firm.

3. Attached hereto as Exhibit 1 is a true and correct copy of the Class Action Settlement Agreement for the case.

4. Attached hereto as Exhibit 2 is a draft [Proposed] Order Preliminarily Approving the Settlement, Certifying the Class, Approving Notice to the Class, and Scheduling Final

Approval Hearing (“Preliminary Approval Order”).

5. Attached hereto as Exhibit 3 is the draft Notice of Proposed Settlement of ERISA Class Action Litigation, Settlement Fairness Hearing, and Motion for Attorneys’ Fees and Reimbursement of Expenses (“Draft Notice of Proposed Settlement”) and the draft Letter to Group B Members.

6. Attached hereto as Exhibit 4 is the draft [Proposed] Order and Final Judgment.

7. Attached hereto as Exhibit 5 is a true and correct copy of Cohen Milstein’s firm resume.

8. The Parties engaged Robert A. Meyer, Esq., a highly experienced mediator affiliated with JAMS, to assist with negotiating a potential settlement of the *Hodges v. Bon Secours Health System, Inc., et al.*, No. 1:16-cv-1079 lawsuit. Mr. Meyer has previously served as mediator for other Church Plan cases litigated by Interim Class Counsel.

9. The Parties met in person with Mr. Meyer on April 11, 2017 in New York, New York.

10. Prior to the in-person mediation session with Mr. Meyer, the Parties submitted confidential statements to the mediator.

11. At the end of the April 11, 2017 in-person mediation session, the Parties reached an agreement to settle and on that day executed a “term sheet” stating the key terms of the agreement.

12. The Parties continued to negotiate key parts of the settlement agreement after the term sheet was signed, with both sets of counsel zealously advocating for their client. Based on the term sheet, the Parties drafted the Settlement Agreement as a fully detailed, comprehensive agreement executed by all Parties on May 31, 2017.

13. Throughout the mediation process, negotiations were conducted at arm’s length and

without collusion.

14. Prior to filing the claims on behalf of the Plaintiffs in this case, Interim Class Counsel extensively investigated all publicly available information regarding the Defendants. This included review and analysis of publicly available financial statements, information given to Plan participants, and interviews of several Plan participants.

15. In addition, prior to mediation, Defendants provided confidential information pertaining to the Plans totaling over 720 pages, which were reviewed by Interim Class Counsel.

16. In this case, Interim Class Counsel briefed competing motions for appointment of Interim Lead Class Counsel, filed two amended consolidated complaints and added Plaintiff Brown (who failed to vest in the Bon Secours Hampton Roads Plan due to a vesting schedule that was not ERISA-compliant), propounded early Rule 34 discovery requests seeking Plan documents, engaged in motion practice relating to setting a Rule 16 scheduling conference to set deadlines, move the case forward and gain production of Plan documents, argued the motion before the Court, and engaged in arm's-length negotiations with a mediator.

17. Interim Class Counsel has extensive experience in handling ERISA Church Plan litigation and other class action ERISA cases and possesses unparalleled expertise in the specific types of ERISA claims brought in this lawsuit. Interim Class Counsel and Keller Rohrback filed the first wave of these Church Plan cases, and have now served as co-counsel in roughly twenty other Church Plan cases pending across the country.

18. Cohen Milstein's Employee Benefits Practice/ERISA Group has been devoted exclusively to litigating complex ERISA class actions for over 15 years and has recovered hundreds of millions of dollars for the participants and beneficiaries of ERISA plans or other retirement plans. See Cohen Milstein website, Employee Benefits/ERISA Practice Group

<http://www.cohenmilstein.com/practice-area/employee-benefits-erisa> (last visited May 15, 2017).

19. Cohen Milstein is a well-established and successful law firm with a history of leading large-scale class actions. Attached hereto as Exhibit 5 is a true and correct copy of Cohen Milstein's firm resume.

20. Interim Class Counsel, along with Keller Rohrback L.L.P., has served as co-counsel in all three of the appellate court cases concerning the Church Plan exemption now pending before the Supreme Court. Continuing this representation, these two firms defended the Appellate Court decisions before the Supreme Court.

21. Interim Class Counsel has been able to develop the issues in this case to an appropriate point for settlement through extensive investigation, motion practice, and participation in arm's-length settlement negotiations concerning the issues in this litigation. Interim Class Counsel possess a comprehensive understanding of both the strengths and the weaknesses of Plaintiffs' claims, and believe that the Settlement is fair, reasonable and is in the best interests of the Plans and the Settlement Class.

22. The Court appointed Cohen Milstein as sole Interim Lead Class Counsel. The Court cited the Rule 23(g) factors and based the appointment off the extent of the work done by counsel to identify the claims in the action, the level of experience Interim Class Counsel had in handling class actions and other complex litigation, Interim Class Counsel's experience both developing and litigating the "Church Plan" cases, which included Interim Class Counsel litigating the first three appellate decisions on the "Church Plan" exemption that produced favorable rulings for the Class, and the resources that Interim Class Counsel was willing and able to devote to the Class.

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

Dated: May 31, 2017 in Washington, D.C.

s/ Michelle C. Yau  
Michelle C. Yau  
COHEN MILSTEIN SELLERS & TOLL PLLC  
1100 New York Avenue N.W.  
Suite 500 East  
Washington, DC 20005  
Tel: (202) 408-4600 / Fax: (202) 408-4699  
Email: myau@cohenmilstein.com