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15 Attorneys for Plaintiffs and Relators and the Certified Classes  
16 *[Additional Counsel listed on following page]*

17 **UNITED STATES DISTRICT COURT**  
18 **EASTERN DISTRICT OF CALIFORNIA**  
19 **SACRAMENTO DIVISION**

20 UNITED STATES OF AMERICA, *ex rel.*  
DENIKA TERRY, ROY HUSKEY III, and  
21 TAMERA LIVINGSTON, and each of them for  
themselves individually, and for all other persons  
22 similarly situated and on behalf of the UNITED  
STATES OF AMERICA

23 Plaintiffs/Relators,

24 vs.

25 WASATCH ADVANTAGE GROUP, LLC,  
WASATCH PROPERTY MANAGEMENT, INC.,  
26 WASATCH POOL HOLDINGS, LLC,  
CHESAPEAKE APARTMENT HOLDINGS, LLC,  
27 LOGAN PARK APARTMENTS, LLC, LOGAN  
PARK APARTMENTS, LP, ASPEN PARK  
28 HOLDINGS, LLC, BELLWOOD JERRON  
HOLDINGS, LLC, BELLWOOD JERRON

Case No.: 2:15-CV-00799-KJM-DB

CLASS ACTION

**DECLARATION OF LINDSAY NAKO IN  
SUPPORT OF PLAINTIFFS' MOTION FOR  
REASONABLE FEES, COSTS, AND  
EXPENSES**

Date: Jan. 23, 2025

Time: 10:00 a.m.

Dept: Court 3, 15<sup>th</sup> Floor

Before: Hon. Chief Judge Kimberly J. Mueller

1 APARTMENTS, LP, BENT TREE  
APARTMENTS, LLC, CALIFORNIA PLACE  
2 APARTMENTS, LLC, CAMELOT LAKES  
HOLDINGS, LLC, CANYON CLUB HOLDINGS,  
3 LLC, COURTYARD AT CENTRAL PARK  
APARTMENTS, LLC, CREEKSIDE HOLDINGS,  
4 LTD, HAYWARD SENIOR APARTMENTS, LP,  
HERITAGE PARK APARTMENTS, LP, OAK  
5 VALLEY APARTMENTS, LLC, OAK VALLEY  
HOLDINGS, LP, PEPPERTREE APARTMENT  
6 HOLDINGS, LP, PIEDMONT APARTMENTS,  
LP, POINT NATOMAS APARTMENTS, LLC,  
7 POINT NATOMAS APARTMENTS, LP, RIVER  
OAKS HOLDINGS, LLC, SHADOW WAY  
8 APARTMENTS, LP, SPRING VILLA  
APARTMENTS, LP, SUN VALLEY HOLDINGS,  
9 LTD, VILLAGE GROVE APARTMENTS, LP,  
WASATCH QUAIL RUN GP, LLC, WASATCH  
10 PREMIER PROPERTIES, LLC, WASATCH  
POOL HOLDINGS III, LLC,  
11 and DOES 1-4,

12 Defendants.

13  
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23 Tel: (415) 453-4740 | Fax: (415) 785-7352

24 Attorneys for Relators  
25  
26  
27  
28

1 I, Lindsay Nako, declare as follows:

2 1. I am an attorney admitted to practice before all Courts of the State of California, the  
3 Eastern, Northern, Central, and Southern Districts of California, the Ninth Circuit Court of Appeals,  
4 and the United States Supreme Court. I am a member in good standing of the California State Bar, and  
5 counsel of record for Plaintiffs and the Classes in this case. I have personal knowledge of the facts set  
6 forth in this Declaration unless otherwise stated, and I am competent to testify to these facts if called  
7 on to do so.

8 2. I am the Executive Director of the Impact Fund. I and the Impact Fund joined this case  
9 in the summer of 2021 and were appointed class counsel by the Court on November 1, 2021. ECF No.  
10 145. I have been closely involved in every aspect of this litigation over the past three years.

11 **THE SETTLEMENT AND SERVICE AWARDS**

12 3. I believe the proposed settlement is an outstanding result for the Classes. Both the  
13 injunctive and monetary terms of the settlement provide all, or nearly all, of the relief that the Classes  
14 sought at the outset of this litigation and could have won if Plaintiffs succeeded at trial and on appeal.

15 4. I believe the requested individual service payments of \$5,000 for Class Representatives  
16 Denika Terry, Roy Huskey III, and Tamera Livingston are fair and reasonable given the excellent  
17 results for the Classes, their effort and sacrifices on behalf of the Classes, and their complete release of  
18 all claims.

19 **ATTORNEYS' FEES AND COSTS**

20 5. For over three years, Impact Fund attorneys and staff have investigated and litigated this  
21 hard-fought, complex, and important case for Section 8 tenants. Along with our co-counsel, we  
22 conducted extensive discovery and document review; successfully litigated contested cross-motions for  
23 summary judgment and other dispositive motions; prepared witnesses and evidence for trial; and  
24 ultimately obtained a settlement providing full injunctive relief and almost complete monetary  
25 recovery for class members.

26 6. Impact Fund staff contemporaneously recorded their time worked on this case. For  
27 each task performed, staff accounted for their time in 1/10th of an hour (6-minute) increments and  
28 included a brief narrative description of the work performed. Staff did not "block bill." To ensure

1 efficiency at Impact Fund and with co-counsel, Class Counsel have coordinated their work closely and  
 2 divided it in a manner intended to avoid duplication.

3 7. Impact Fund staff generated a report with each Impact Fund staff member’s time  
 4 records for this case through November 30, 2024. The entries and hours were an accurate  
 5 representation of the actual time that we spent working on this matter.

6 8. As of November 30, 2024, Impact Fund staff had devoted approximately 4,600.9 hours  
 7 to this litigation. Based on my and the Impact Fund staff’s review of the time records alongside the  
 8 docket and procedural history of this case, I estimate that approximately 2,386.1 (51.86%) of these  
 9 hours were committed to litigating the class claims, as opposed to Plaintiffs’ False Claims Act claim.

10 9. As detailed in the Declaration of Anne Bellows in support of this motion, each Class  
 11 Counsel has exercised reasonable billing judgment by reviewing the detailed time records at our  
 12 respective firms and organizations and implementing a comprehensive set of billing judgment rules.  
 13 The exercise of such billing judgment resulted in a total reduction of approximately 390.7 hours  
 14 (16.4%) from our time spent litigating the class claims, resulting in a total of 1,995.4 hours. I believe  
 15 the resulting hours were reasonably expended and necessary to the success of this litigation. I am  
 16 prepared to submit these time records to the Court for *in camera* review upon request.

17 10. The chart below provides the detailed lodestar information for Impact Fund staff after  
 18 the exercise of reasonable billing judgment, and including only hours committed to litigating the class  
 19 claims, with 2024 hourly billing rates based on rates approved by this Court for the Eastern District of  
 20 California:

Impact Fund Lodestar For class claims only, after billing judgment, with E.D. Cal. rates					
Biller	Position	Years of Exp.	EDCA Hourly Rate	Hours	Lodestar
Jocelyn Larkin	Of Counsel and former Executive Director	41	\$695	25.9	\$17,991.81
Lindsay Nako	Executive Director	19	\$550	551.1	\$303,128.38
Lori Rifkin	Litigation Director	20	\$550	240.9	\$132,506.00

<b>Impact Fund Lodestar</b>					
<i>For class claims only, after billing judgment, with E.D. Cal. rates</i>					
<b>Biller</b>	<b>Position</b>	<b>Years of Exp.</b>	<b>EDCA Hourly Rate</b>	<b>Hours</b>	<b>Lodestar</b>
Fawn Rajbhandari-Korr	Training Director & Senior Counsel	12	\$495	247.1	\$122,312.03
David Nahmias	Staff Attorney	6	\$410	59.8	\$24,499.55
Andrea Núñez	Law Fellow	4	\$360	47.5	\$17,100.00
Rianna Hidalgo	Law Fellow	3	\$345	178.9	\$61,715.33
Meredith Dixon	Staff Attorney	2	\$320	368.7	\$117,997.60
Cameron Hub	Law Clerk	0	\$150	6.8	\$1,026.00
Rodolfo Centeno	Law Clerk	0	\$150	28.0	\$4,203.75
Anna Chau	Paralegal	3	\$100	47.3	\$4,731.00
Luna Khalil	Paralegal	3	\$100	152.0	\$15,204.75
Katharine Vidt	Paralegal	3	\$100	41.3	\$4,127.75
<b>Total</b>				<b>1,995.4</b>	<b>\$826,543.94</b>

11. The experience and position of all Impact Fund billers and a short summary of their contributions to the case, are as follows:

a. I am the Impact Fund's Executive Director, after serving as the Director of Litigation and Training for eight years. Before joining the Impact Fund, I was a shareholder at an Oakland-based law firm, where I litigated extensively in the areas of employment discrimination and employee benefits for a decade. I graduated from the University of California, Berkeley School of Law in 2005. I had primary responsibility for running the litigation for the Impact Fund and oversaw our litigation tasks over the course of this case, including managing discovery, dispositive motion briefing, and settlement. I took multiple depositions, worked closely with Plaintiffs' disclosed expert MaryAnn Russ, led Plaintiffs' opposition to Defendants' motion for partial summary judgment on liability, and provided strategic guidance on all litigation tasks.

1           b.       Jocelyn Larkin served as the Impact Fund’s Executive Director from 2010 to  
2 early 2024 and is now Of Counsel to the organization. She joined the Impact Fund in 1999 and was  
3 appointed class counsel in multiple major civil rights class actions. Ms. Larkin graduated from the  
4 University of California, Los Angeles School of Law in 1983. Ms. Larkin served as senior counsel in  
5 this case, providing strategic guidance on litigation tasks, in particular discovery strategy and the cross-  
6 motions for summary judgment.

7           c.       Lori Rifkin serves as the Impact Fund’s Litigation Director. Before joining the  
8 Impact Fund in January 2024, Ms. Rifkin ran Rifkin Law Office, a civil rights practice based in  
9 Oakland, California. She is a former partner of the civil rights law firm Hadsell Stormer Renick & Dai  
10 LLP and also worked as a Senior Trial Attorney for the Civil Rights Division of the United States  
11 Department of Justice (DOJ). She previously served as a staff attorney at the American Civil Liberties  
12 Unions (ACLU) of Connecticut and Southern California, an associate at the civil rights law firm  
13 Rosen, Bien, Galvan & Grunfeld, LLP, and an attorney at the Legal Aid Society-Employment Law  
14 Center (now Legal Aid at Work). She graduated from New York University School of Law in 2004.  
15 After joining the Impact Fund, Ms. Rifkin led Plaintiffs’ opposition to Defendants’ motion to dismiss  
16 and Plaintiffs’ motions for preliminary and final approval. She also contributed to trial planning and  
17 strategy and settlement negotiations.

18           d.       Fawn Rajbhandari-Korr serves as the Impact Fund’s Senior Counsel and  
19 Training Director. Before joining the Impact Fund in May 2023, Ms. Korr worked as Senior Litigation  
20 Counsel at Bay Area Legal Aid, managing impact litigation cases and appeals in a broad range of  
21 practices areas including civil rights. She graduated from the University of Hawai’i at Manoa, William  
22 S. Richardson School of Law in 2012 and served as law clerk to the Honorable Michael D. Wilson of  
23 the Hawai’i State Judiciary. Ms. Korr was the primary contact for Plaintiffs’ disclosed expert  
24 MaryAnn Russ, prepared portions of Plaintiffs’ opposition to Defendants’ motion to modify the  
25 bifurcation order, and contributed to trial preparation and strategy and settlement implementation.

26           e.       Meredith Dixon served as a Law Fellow with the Impact Fund from August  
27 2022 to August 2024 and as a Staff Attorney from August 2024 to the present. She graduated from the  
28 University of California, Berkeley School of Law in 2022 and served as a judicial extern in the

1 chambers of the Honorable Joseph C. Spero and the Honorable Jon S. Tigar of the Northern District of  
2 California. Ms. Dixon contributed to document review; Plaintiffs' March 2023 settlement conference  
3 statement; trial preparation, including preparing the direct examinations of Plaintiffs and other tenant  
4 witnesses; and Plaintiffs' motions for preliminary and final approval.

5 f. Rianna Hidalgo was a Law Fellow with the Impact Fund from August 2021 to  
6 August 2022. She is currently serving as a law clerk for Associate Justice Goodwin H. Liu of the  
7 California Supreme Court. She also served as a law clerk for the Honorable Haywood S. Gilliam of the  
8 Northern District of California and the Honorable Michelle T. Friedland of the U.S. Court of Appeals  
9 for the Ninth Circuit. She graduated from the University of California, Berkeley School of Law in  
10 2021. Ms. Hidalgo contributed to discovery, including document review, preparation for fact and  
11 expert depositions, and discovery disputes, and Plaintiffs' opposition to Defendants' motion for  
12 summary judgment on liability.

13 g. Andrea Núñez was a Law Fellow with the Impact Fund from October 2020 to  
14 October 2021. She is currently employed at a private plaintiff-side law firm in Oakland, California.  
15 She graduated from the University of California, Berkeley School of Law in 2020. Ms. Núñez  
16 contributed to preparations for multiple fact witness depositions.

17 h. David Nahmias was a Law Fellow and Staff Attorney with the Impact Fund  
18 from August 2018 to September 2021. He is currently the Legal Director for Berkeley Law's Center  
19 for Consumer Law & Economic Justice. He also served as a judicial extern for the Honorable Charles  
20 R. Breyer and as a law clerk for the Honorable Donna M. Ryu of the Northern District of California.  
21 He graduated from the University of California, Berkeley School of Law in 2018. Mr. Nahmias  
22 contributed research and analysis on questions of corporate structure and bifurcation and assisted with  
23 preparation of the Fifth Amended Complaint and related briefing.

24 i. Cameron Hub and Rodolfo Centeno served as summer law clerks with the  
25 Impact Fund. Mr. Hub is now a third-year law student at the New York University School of Law.  
26 Mr. Centeno graduated from University of California, Berkeley School of Law in 2024. Mr. Hub  
27 contributed to Plaintiffs' motion for preliminary approval. Mr. Centeno contributed to trial  
28 preparation.



1           j.       Anna Chau, Luna Khalil, and Katharine Vidt were paralegals with the Impact  
2 Fund. Ms. Chau received her undergraduate degree from the University of California, Berkeley, in  
3 2022 and is currently attending the University of California, College of Law, San Francisco. Ms.  
4 Khalil received her undergraduate degree from the University of California, Berkeley, in 2020 and is  
5 currently a graduate student at San Jose State University in the Master of Social Work program. Ms.  
6 Vidt received her undergraduate degree from Harvard University in 2013 and is currently a Senior  
7 Grants Coordinator at Centro Legal de la Raza and a graduate student at California State University,  
8 East Bay, in the Master of Social Work program. As paralegals, they conducted class member intakes,  
9 responded to class member inquiries, and assisted with discovery and trial preparation.

10           12.     The Impact Fund's usual and customary hourly rates in the San Francisco Bay Area  
11 range from \$625 to \$1225 for the attorneys listed above and from \$400 to \$475 for other staff. Based  
12 on our experience co-counseling with and otherwise supporting and advising nonprofit legal  
13 organizations in the Bay Area and around the country, as well as my personal experience mediating  
14 cases in the Northern District, I believe our normal hourly rates align with the market rates for the San  
15 Francisco Bay Area. Our rates were last approved by the Northern District of California in March  
16 2019 via stipulation and order signed by Judge Edward Chen in *Ellis v. Costco Wholesale Corp.*, No.  
17 04-3341-EMC (ECF No. 909) (awarding Jocelyn Larkin a rate of \$875 per hour and Lindsay Nako a  
18 rate of \$600 per hour). More recently, Of Counsel Jocelyn Larkin was retained privately earlier this  
19 year and compensated at her current hourly rate of \$1225 per hour.

20           13.     However, for purposes of this litigation, all Class Counsel have substantially lowered  
21 our hourly rates to be in line with rates approved by the Eastern District of California. Accordingly,  
22 the hourly rates used to calculate the Impact Fund's lodestar for purposes of the Class Claims are  
23 reflected in the table above.

24                           **THE IMPACT FUND'S LITIGATION ROLES AND TASKS**

25           14.     I was the lead counsel for the Impact Fund on this litigation. My firm joined the  
26 litigation in the summer of 2021, were appointed class counsel in November 2021, and continued to  
27 contribute through to the present. In addition to my own legal work, I supervised the Impact Fund  
28 attorneys, paralegals, and law clerks who performed work on this case. Using the task categorization



1 system described in the Bellows Declaration, the chart below summarizes the distribution of the  
2 Impact Fund's time across different categories of litigation tasks:

Task Code	Description	Impact Fund	
		Hours	Lodestar
L100	Case Administration	37.1	\$ 17,775.93
L110	Fact Investigation	84.2	\$ 17,295.94
L120	Analysis, Strategy, and Legal Research	140.1	\$ 54,682.24
L130	Experts & Consultants	22.4	\$ 11,347.75
L160	Settlement	164.9	\$ 82,552.15
L210	Pleadings	72.8	\$ 34,354.38
L230	Court Mandated Conferences	2.2	\$ 1,145.70
L240	Summary Judgment Motions	175.8	\$ 74,302.11
L250	Other Written Motions or Submissions	39.9	\$ 16,834.71
L260	Class Action Procedures	230.0	\$ 108,969.28
L300	Other Discovery	35.2	\$ 16,073.29
L310	Written Discovery	13.4	\$ 4,797.50
L320	Requests for Production and Document Productions	23.0	\$ 8,849.25
L325	Document review	67.5	\$ 17,974.48
L330	Depositions	237.8	\$ 89,366.74
L340	Expert Depositions	28.0	\$ 14,044.56
L350	Discovery Motions	48.9	\$ 22,691.94
L410	Trial Preparation Re Fact Witnesses	119.0	\$ 38,757.39
L420	Trial Preparation Re Expert Witnesses	76.7	\$ 35,042.18
L430	Written Motions or Submissions for Trial	86.1	\$ 37,112.23
L440	Other Trial Preparation and Support	263.9	\$ 111,540.21
L450	Trial and Hearing Attendance	10.0	\$ 3,818.05
L460	Post-Trial Motions	15.3	\$ 7,215.96
<b>Grand Total</b>		<b>1,995.4</b>	<b>\$ 826,543.94</b>

15. A summary of the Impact Fund's work performed on the case is as follows:

**Merits Discovery, Bifurcation, and Summary Judgment on Liability Issues**  
**(May 2021 through November 30, 2022)**

16. The Impact Fund joined the litigation in the summer of 2021, while merits discovery was underway. Initially working at the direction of existing Class Counsel, our team of attorneys and support staff helped to review and code thousands of pages of tenant files and corporate documents. We conducted outreach to dozens of class members, which included preparing interview outlines,

1 reviewing tenant files, phone and email correspondence, preparing intake summaries, and maintaining  
2 tracking sheets. We also contributed to supplemental initial disclosures in October 2021. We were  
3 appointed class counsel on November 1, 2021. ECF No. 145.

4 17. The Impact Fund team reviewed and edited written discovery requests authored by co-  
5 counsel and tracked defendant responses. I attended multiple calls over Zoom with co-counsel Anne  
6 Bellows and opposing counsel to monitor the progress of discovery. Defendants' delays during merits  
7 discovery required additional time and attention, including specific meet and confers and the drafting  
8 and filing of a Joint Statement Regarding Discovery Dispute to Magistrate Judge Deborah Barnes in  
9 November 2021 regarding Defendants' failure to produce documents regarding mandatory additional  
10 charges imposed on Section 8 tenants, which I prepared. ECF No. 165.

11 18. Our office conducted legal research regarding corporate structure and liability and  
12 contributed to preparation of the Fifth Amended Complaint, including preparing the meet and confer  
13 letter for Defendants ahead of the amendment, editing the Fourth Amended Complaint, and drafting  
14 the stipulation to amend.

15 19. We also contributed to multiple depositions in late 2021. I deposed Katie Dao in  
16 November 2021 and Tyler Raymond in December 2021, which required reviewing documents and  
17 previous testimony and preparing deposition exhibits and the deposition outline with the assistance of  
18 other Impact Fund staff and co-counsel. I also assisted with the depositions of Shawn Fetter, Jarom  
19 Johnson, Janae Jarvis, Bradley Mishler, Duane Wiles, and David Scharlach. Throughout discovery,  
20 our team helped to review deposition transcripts and write summaries for upcoming motion practice  
21 and trial.

22 20. I originally prepared to depose Tyler Raymond in October 2021, but Defendants'  
23 counsel refused to proceed on the morning of the deposition. After the witness, all counsel, the court  
24 reporter, and the videographer assembled, Defendants' counsel objected that I could not take the  
25 deposition because I had not yet been appointed class counsel, even though a stipulation to that effect  
26 was pending. The dispute required us to suspend the deposition. I then drafted and filed a Joint  
27 Statement Regarding Discovery Dispute to Magistrate Judge Barnes in late October 2021. ECF No.  
28 148. I prepared for and attended an informal discovery conference with Magistrate Judge Barnes, co-

1 counsel Anne Bellows, and opposing counsel on November 12, 2021 (ECF No. 150), which resulted in  
2 rescheduling the deposition for early December. Additional time was required to prepare for the  
3 deposition a second time.

4 21. I led Plaintiffs' work responding to Defendants' expert, Robert Griswold. I reviewed  
5 and analyzed Mr. Griswold's report in detail and, with our team, researched him, read his professional  
6 writings and court orders regarding his testimony in previous cases, prepared discovery requests, and  
7 reviewed his discovery responses. I deposed Mr. Griswold in March 2022, which also required  
8 preparing deposition exhibits and the deposition outline with the assistance of other Impact Fund staff  
9 and co-counsel.

10 22. The Impact Fund team led Plaintiffs' opposition to Defendants' Motion for Summary  
11 Judgment or, in the alternative, Class Decertification. ECF No. 257. We researched pertinent issues;  
12 gathered documents, deposition testimony, declarations, and other evidence; and drafted the opposition  
13 brief, statement of disputed facts, response to Defendants' statement of undisputed facts, and  
14 objections to Defendants' evidence. ECF Nos. 257, 257-1 – 257-6. We also prepared a motion to file  
15 a sur-reply in opposition to Defendants' motion, which the Court granted. ECF Nos. 264, 265, 267. I  
16 prepared for and appeared at the hearing on the cross-motions for summary judgment on July 8, 2022.  
17 ECF No. 268. After receiving the Court's order granting Plaintiffs' Motion for Partial Summary  
18 Judgment on November 23, 2022 (ECF No. 278), Jocelyn Larkin of the Impact Fund prepared for and  
19 appeared at the case management conference held on December 2, 2022. ECF No. 279.

20 23. In total, I estimate that the Impact Fund devoted 676.0 hours to the Class Claims during  
21 this period, after the exercise of billing judgment described above.

22 **Remedies Discovery, Summary Judgment on Class Damages, and Initial Trial Preparation**  
23 **(December 1, 2022 through February 1, 2024)**

24 24. After the Court's order granting Plaintiffs' Motion for Partial Summary Judgment,  
25 Class Counsel turned to remedies discovery. Throughout this period, the Impact Fund continued  
26 contacting class members by phone and email, reviewing tenant files, preparing intake summaries, and  
27 maintaining tracking sheets. We reviewed, edited, and drafted discovery requests.

28

1           25.     Given the relatively short period of time allotted for this phase of discovery, co-counsel  
2 Anne Bellows and I attempted to hold weekly meet and confer calls on Zoom with opposing counsel,  
3 which included drafting and circulating agendas for our calls and preparing confirming emails.  
4 Defendants' delays during remedies discovery required even more time and attention. We held  
5 specific meet and confers and I drafted and filed multiple Joint Statements Regarding Discovery  
6 Dispute and Affidavits to Magistrate Judge Barnes over Defendants' failure to supplement their initial  
7 disclosures by producing insurance contracts and failure to respond to multiple requests for production.  
8 ECF Nos. 284, 286, 294, 303.

9           26.     The Impact Fund team contributed to preparations for our settlement conference with  
10 Magistrate Judge Carolyn K. Delaney, including strategy discussions with co-counsel and the class  
11 representatives and drafting portions of the settlement conference statement. We also attended the  
12 settlement conference on March 15, 2023. ECF No. 293.

13           27.     The Impact Fund was the primary contact for damages expert MaryAnn Russ and  
14 assisted her in preparation of her expert report served on July 20, 2023. We communicated with her  
15 regularly and provided her with all documents needed to prepare her report.

16           28.     On May 31, 2023, I took the Rule 30(b)(6) deposition of Jarom Johnson regarding  
17 Defendants' costs incurred in providing additional services to Section 8 tenants, as well as income  
18 earned on those services and Defendants' relationships with the vendors providing the services. This  
19 deposition was critical to responding to Defendants' argument that they should be permitted to subtract  
20 the cost of providing additional services from any contract damages. I prepared Plaintiffs' discovery  
21 requests on this topic in advance of the deposition and reviewed all responses, including preparing a  
22 Joint Statement Regarding Discovery Dispute to Magistrate Judge Barnes over Defendants' failure to  
23 produce responsive documents. ECF No. 305. After receiving the documents, I reviewed them along  
24 with previous testimony and prepared deposition exhibits and the deposition outline with the assistance  
25 of other Impact Fund staff and co-counsel. Ahead of the deposition, we also negotiated and drafted a  
26 stipulation that defined the scope of Defendants' argument, which was filed with the Court on May 12,  
27 2023. ECF No. 304.

28



1 California, on June 20-21, 2024. We participated in strategy discussions with co-counsel and the class  
2 representatives and drafted portions of the mediation brief.

3 35. The case did not settle when the mediation ended on June 21, but settlement discussions  
4 continued and accelerated after the motions in limine hearing held on July 11, 2024. I was the lead  
5 attorney communicating with opposing counsel as the parties negotiated the memorandum of  
6 understanding that was filed with the Court on July 27, 2024, the Saturday before trial was set to begin.  
7 ECF No. 541. I had near-daily phone calls with opposing counsel as we negotiated the primary terms  
8 of the agreement, including the injunctive relief plan, class damages, and Defendants' payment  
9 schedule. I was also the main contact for the class representatives throughout the negotiations and  
10 spoke with them regularly to get their input and keep them updated.

11 36. In total, I estimate that the Impact Fund devoted 411.8 hours to the Class Claims during  
12 this period, after the exercise of billing judgment described above.

13 **Settlement Agreement and Approval Proceedings**  
14 **(July 28, 2024 through November 27, 2024)**

15 37. After the memorandum of understanding was filed, co-counsel Jesse Newmark at  
16 Centro Legal de la Raza took over as the lead attorney negotiating and drafting the long-form  
17 settlement agreement submitted to the Court on August 30, 2024. ECF No. 544-1 (Exhibit A to the  
18 Declaration of Anne Bellows in support of Plaintiffs' Motion for Preliminary Approval). The Impact  
19 Fund team were primary drafters of the notice plan, including preparing the proposed class notices to  
20 the Injunctive Relief Class and Damages Class.

21 38. The Impact Fund team, led by Lori Rifkin, prepared Plaintiffs' motion for preliminary  
22 approval of the class action settlement. ECF No. 544. We spent significant time reviewing three and a  
23 half years of detailed billing records and exercising reasonable billing judgment, as described above.  
24 Following the Court's order granting preliminary approval, ECF No. 562, we oversaw implementation  
25 of the notice plan and worked closely with the settlement administrator to finalize both class notices  
26 and ensure timely mailing of the notices and proper construction of the settlement website, while also  
27 directly responding to class member inquiries.

28

1 39. Most recently, our office prepared Plaintiffs’ motion for final approval of the class  
2 action settlement, filed on December 19, 2024. ECF No. 563. If final approval is granted, we look  
3 forward to effectuating the settlement and returning a decade of additional service charges to class  
4 members with interest and ensuring maintenance of the internal changes implemented by Defendants.

5 40. In total, I estimate that the Impact Fund devoted 255.6 hours to the Class Claims during  
6 this period, after the exercise of billing judgment described above.

7 41. As detailed in the declaration of Anne Bellows, I anticipate that the Impact Fund will  
8 devote substantial additional time to this litigation before the case is complete, including continuing to  
9 work with the settlement administrator, respond to Class Member inquiries, and ensure that the  
10 settlement funds are timely and correctly disbursed.

11 **MULTIPLIER FACTORS**

12 42. The Impact Fund joined this case in the summer of 2021, seven years after the case was  
13 filed, when it was already apparent that it was and would continue to be a complex, risky, and time-  
14 consuming matter. There was little precedent or analysis of illegal “side payments” and policies like  
15 those at issue here, and no other case had challenged them on a class-wide basis. We knew that much  
16 relied on the Court’s ruling on the then-forthcoming cross-motions for summary judgment and that,  
17 even if we were successful, complex questions could still remain and then we could also spend years  
18 on appeal. We risked devoting years of our time and resources to this case and possibly receiving  
19 nothing in return.

20 43. The Impact Fund’s representation of the Plaintiffs and Certified Classes in the case was  
21 on an entirely contingent basis. We and our co-counsel dedicated substantial resources to this matter,  
22 both in time spent and expenses and costs.

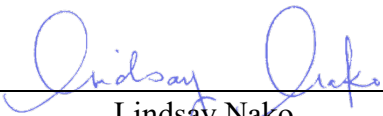
23 44. The Impact Fund employs only 3-5 attorneys at a time. This case often demanded the  
24 full attention of most or all of our legal team, particularly during the weeks leading up to the close of  
25 merits discovery, the briefing on complex cross-motions for summary judgment, remedies discovery  
26 followed by further summary judgment briefing, and the weeks of preparing for trial while also  
27 opposing a motion to dismiss and negotiating a class-wide settlement agreement. Defendants’ long-  
28 standing reticence to meaningfully discuss settlement led us to believe we were preparing this case for



1 trial and likely an appeal, up until the day we filed the memorandum of understanding with the Court.  
2 The Impact Fund dedicated significant resources to litigating this case and, as a result, had to turn  
3 down other litigation opportunities. We depend on attorneys' fees from cases like this to provide free  
4 services to our clients, particularly since many of our cases do not result in awards of attorneys' fees.  
5 All fees and costs awarded to the Impact Fund will be used to provide free legal representation to low-  
6 income and under-resourced clients and communities who otherwise would not be able to access legal  
7 representation.

8 45. We accepted the risks associated with this case and dedicated significant resources to it  
9 because of its importance to the plaintiffs and the thousands of low-income tenants in the certified  
10 classes. As the housing crisis continues to worsen, tenants housed through the federal Housing Choice  
11 Voucher program should not be required to pay more rent than what the government determined they  
12 could afford or face the threat of losing their homes over unpaid additional services charges. We have  
13 heard from multiple class members that they felt vulnerable and victimized by these policies and  
14 finally feel that their voices have been heard. I also believe that the Court's rulings and the outcome of  
15 this litigation will persuade other property owners and managers to modify similar practices, which  
16 will have benefits that reach far beyond this litigation.

17 I declare under penalty of perjury under the laws of the State of California and of the United  
18 States that the foregoing is true and correct, and that this Declaration was executed on December 20,  
19 2024, in Oakland, California.

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21 \_\_\_\_\_  
22 Lindsay Nako  
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