UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN

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LAWRENCE WASHINGTON JR., individually and as next friend of five minor children, TAYLOR WASHINGTON, MORGAN WASHINGTON, CHLOE WASHINGTON, MADISON WASHINGTON, LAWRENCE WASHINGTON; CHRISTA GODIN, individually and as next friend of three minor children, ANGEL ARRAND, AUSTON ARRAND, WILLIAM ZIETZ III; ROOSEVELT CAMERON; DEBORAH SMITH; ABY NDOYE, SHANIKA MIXON and ROBIN DAVIS, all on behalf of themselves and a class of all others similarly situated,

Plaintiffs,

- against -

GOVERNOR RICHARD DALE SNYDER, in his individual capacity, DENNIS MUCHMORE, in his individual capacity, and the STATE OF MICHIGAN for prospective relief only; the MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY (“MDEQ”), the MICHIGAN DEPARTMENT OF HEALTH AND HUMAN SERVICES (“MDHHS”), ED KURTZ, DARNELL EARLEY, GERALD AMBROSE, HOWARD CROFT, MICHAEL GLASGOW, DANIEL WYANT, LIANE SHEKTER SMITH, STEPHEN BUSCH, PATRICK COOK, MICHAEL PRYSBY, BRADLEY WURFEL, EDEN WELLS, NICK LYON, LINDA DYKEMA, NANCY PEELER, ROBERT SCOTT, in their individual and official capacities, ROWE PROFESSIONAL SERVICE COMPANY, a Michigan Corporation, LOCKWOOD, ANDREWS & NEWMAN, INC. a Texas Corporation, VEOLIA NORTH AMERICA, LLC, a Delaware Corporation, DAYNE WALLING, and the CITY OF FLINT, a municipal corporation, jointly and severally.

Defendants.

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JURY TRIAL DEMANDED

Case No.

CLASS ACTION COMPLAINT

CLASS ACTION COMPLAINT AND JURY DEMAND

INTRODUCTION

1. This case arises from the now infamous poisoning and damage to the property of Flint's residents with lead from water from Flint's pipes and service lines.

2. Plaintiffs bring this action for prospective relief only as against the State of Michigan, the Michigan Department of Environmental Quality, hereinafter known as MDEQ, and the Michigan Department of Health and Human Services, hereinafter known as MDHHS.

3. The poisoning of the residents of Flint, Michigan with toxic drinking water did not originate from a toxic water problem. Rather, the poisoning of the residents of Flint originated from a run of the mill city fiscal problem, which could have been safely addressed by invoking time tested, well-honed federal bankruptcy protections for restructuring the debts of municipalities.

4. However, the State of Michigan and Governor Snyder through their Emergency Managers, did not file bankruptcy petitions for Flint.

5. Instead, they conceived and enacted a wrongful scheme to solve Flint's fiscal problem by selling Flint residents poisoned drinking water from a new, free water source.

6. Historically, and for approximately 50 years, the Flint residents had paid for clean, safe and properly treated drinking water which it purchased from Detroit.

7. To save money, the State of Michigan stopped buying the clean safe Detroit water, and instead began to procure free drinking water from the toxic Flint River.

8. Over a period of approximately 2 years, the Flint residents were forced by the Emergency Managers- Ed Kurtz, Darnell Earley, and Gerald Ambrose, who reported directly to Governor Snyder and the State of Michigan to pay an estimated $50 million for toxic Flint

River drinking water in order to balance the Flint books.

9. The State of Michigan never intended to use the free water of the Flint River as a permanent solution, as it certainly would have, had the Flint River been safe to use as drinking water.

10. Rather, the State of Michigan intended, from the outset, to discontinue buying safe water from Detroit in 2014 and to switch to buying the less expensive safe water from Lake Huron in late 2016.

11. However, there was a time gap of at least two years until the infrastructure to bring the Lake Huron water to Flint was in place. The free Flint River water source was intended to be used only during the two-year interstitial period of time between disconnecting from the Detroit water and hooking up to the Lake Huron water.

12. During this two-year interstitial period, the State of Michigan, who seized control and managed all the financial and governmental affairs of the City of Flint and the MDEQ and private Defendants Veolia North America LLC., hereinafter known as Veolia, Rowe Professional Service Company, hereinafter known as Rowe, and Lockwood Andrews and Newnam, Inc., hereinafter known as LAN, made false continued representations as to the safety of the Flint River water, despite independent testing indicating its toxicity.

13. Governor Snyder and the State of Michigan, through the Emergency Managers in 2013 made the decision to switch from the Detroit Water and Sewer Department ("DWSD") to the Flint River as the water source for the City of Flint.

14. Through the Emergency Managers, Snyder and the State of Michigan completely subsumed the authority of the local government of Flint under PA 436 and left the municipal

authorities powerless.

15. The State of Michigan, its Emergency Managers, the MDEQ, MDHHS, and the Environmental Protection Agency District 5, hereinafter known as EPA had knowledge and power to prevent this tragic occurrence which violated the Federal Lead & Copper Rule.

16. As a result of the acts of Governor Snyder and his staff, the Emergency Managers, MDEQ, and MDHHS, unthinkable harm has been inflicted on the residents of Flint.

17. The effects of exposure and re-exposure to lead to infant children and adults are as long lasting as they are devastating, as well as the effect upon the value of the property of the citizens of Flint, and in the unlawful billing for toxic water from the Flint River and inflicted immeasurable harm and property damage to the Plaintiffs.

18. The State provided a mantle of authority for the Defendants acting outside the scope of their authority that enhanced their power as harm-causing individual actors who acted in concert with requisite intent and scienter that caused immeasurable damage to the health and property of the residents of Flint.

PARTIES

19. Plaintiffs have, and have at all times relevant hereto been residents of Flint, Michigan.

20. Defendants forced the decision to connect to the Flint River onto the residents of the City of Flint, thereby exposing Plaintiffs to the unsafe and untreated Flint River water.

21. These plaintiffs include lead poisoned plaintiffs, as well as property owners and business owners who paid monthly for toxic water from the free Flint River source beginning in April 2014.

22. Plaintiffs have been exposed and re-exposed to extremely high levels of lead due to the actions of the Defendants.

23. As a result of Defendants' actions, Plaintiff have suffered injuries and health problems relating to their hair, skin, digestive and other organ problems, increased risk of cancer, physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) cognitive deficits, lost earning capacity, aggravation of preexisting conditions, requiring vigilant medical monitoring, contract damages, property damages (including but not limited to damaged plumbing, diminution of real property values and return of monies paid for toxic water).

24. The State of Michigan directs, controls, and operates MDEQ.

25. The State of Michigan directs, controls and operates MDHHS.

26. The State of Michigan through the Emergency Managers stood in the shoes and completely subsumed the City of Flint, reporting to Governor Snyder at all times relevant hereto, having entirely absorbed the authority of all governmental functions and fiscal decisions regarding the City of Flint beginning in December 2011.

27. Defendant Richard Snyder is the Governor of Michigan, sued in his individual capacity.

28. Snyder was at all times acting within and outside of the scope of his employment and/or authority under color of law.

29. Snyder formulated an intentional overarching RICO scheme based on Flint's run of the mill fiscal problems in order to balance the books of the City of Flint by collecting $50 million dollars for water bills for toxic water from the free Flint River water source.

30. Snyder understood that if the free water from the Flint River was fit for use and could be properly treated, there would have been no reason for Flint to switch to the new KWA water supply in 2016.

31. Governor Snyder was an integral actor in the scheme that intentionally defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry, by planning, directing, coordinating and facilitating the State's insufficient response to the free but toxic Flint River water and failing to warn and protect the residents of the City of Flint of the consequences of the toxic water as effects their health and property values, despite having knowledge and evidence to the contrary at all times.

32. The citizens of Flint justifiably relied on representations from Governor Snyder.

33. The citizens of Flint justifiably relied on representations from the State of Michigan.

34. The citizens of Flint justifiably relied on representations from the Emergency Managers.

35. The citizens of Flint justifiably relied on representations from the MDEQ.

36. The citizens of Flint justifiably relied on representations from the MDEQ employees.

37. The citizens of Flint justifiably relied on representations from the MDHHS.

38. The citizens of Flint justifiably relied on representations from the MDHHS employees.

39. The citizens of Flint justifiably relied on representations from The City of Flint.

40. The citizens of Flint justifiably relied on representations from The City of Flint employees.

41. The citizens of Flint justifiably relied on representations from The City of Flint agents.

42. Defendant Dennis Muchmore ("Muchmore") was Governor Snyder's Chief of Staff, and all times relevant hereto was acting within and outside the scope of his employment and/or authority under color of law.

43. Muchmore as the Governor's Chief of Staff had numerous and continuous correspondences with Snyder and others that provided Snyder ongoing and actual notice of the

continuing problems in Flint regarding the toxic water, that resulted in lead poisoning and property damage to the residents caused by the fiscal deficit in Flint.

44. Defendant Muchmore was an integral actor in the fiscal scheme that directed, intentionally defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry, by planning, directing, coordinating and facilitating the State's insufficient response to the free but toxic Flint River water and failing to warn and protect the residents of the City of Flint of the consequences of the toxic water as effects their health and property values.

45. Defendant Emergency Managers continuously controlled all the Flint governmental functions, decisions and fiscal decisions from December 2011 through April 30, 2015 pursuant to Statute and reported to Governor Snyder.

46. The Emergency Managers at all times relevant hereto were acting within and outside the scope of their employment and/or authority under color of law.

47. The Emergency Managers named herein are sued in their individual and official capacities.

48. The Defendants Emergency Managers acting in concert with Snyder, MDEQ, and MDHHS made the decision to switch to the free Flint River water system and enabled Flint's water treatment plant from not properly analyzing and treating this water with an anti-corrosive, nor making it safe in any way.

49. The Defendant Emergency Managers were integral actors in the scheme that directed, defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

50. The Defendant Emergency Managers made false and/or misleading statements representing that the water fromt= the Flint River was safe to drink as it poisoned, exposed and re-exposed thousands of residents of Flint and damaged their property.

51. Defendant City of Flint is a municipal corporation located in Genesee County, Michigan.

52. Defendant Dayne walling was at all times relevant here in the Mayor of the City of Flint. Mayor Walling misrepresented the quality and suitability of the Flint River water to Flint's residents and property owners.

53. Flint, through its Department of Public Works, distributes water to its nearly 100,000 residents.

54. Emergency Manager Darnell Earley, as the City's final policy making authority, made the decision, in coordination with the Governor, MDEQ, MDHHS, and the City, to rush the distribution of water from the Flint River without proper treatment, including corrosion control, resulting in thousands of people being poisoned.

55. The actions of lower level Flint employees in delivering residents unsafe water were constrained by policies not of their own making.

56. Flint's water treatment employees were inadequately trained, in light of the duties assigned to them the need for more training was obvious, and the inadequacy was so likely to result in the violation of constitutional rights that Flint's policy makers can reasonably said to have been deliberately indifferent to the need for additional training.

57. The City of Flint is liable because through its policy makers it violated the constitutional

rights of the Plaintiffs, including but not limited to the rights to bodily integrity and to be free from state created danger.

58. Defendant Howard Croft was at all relevant times Flint's Department of Public Works Director acting within and outside the scope of his employment and/or authority under color of law.

59. Croft is sued in his individual and official capacities.

60. Croft knew that the City's water treatment plant was unprepared to adequately provide safe drinking water to Flint's residents.

61. Croft caused and allowed toxic unsafe and untreated water to be delivered to Flint's residents and did not disclose that Flint's water was unsafe.

62. Defendant Croft also made numerous false statements about the safety and quality of Flint's water that he knew to be untrue.

63. Defendant Croft violated clearly established constitutional rights of Plaintiffs and the Putative class, including but not limited to the rights to bodily integrity and to be free from state created danger.

64. Defendant Croft's actions constitute gross negligence that rises to the level of recklessness, as he had a substantial lack of concern and/or willful disregard for whether an injury resulted to Plaintiffs or the putative class.

65. Defendant Michael Glasgow was at all relevant times a water treatment plant operator for the City of Flint acting within and outside the scope of his employment and/or authority under color of law.

66. Glasgow is sued in his individual and official capacities.

67. Glasgow knew that the City's water treatment plant was unprepared to adequately provide safe drinking water to Flint's residents.

68. Glasgow nonetheless allowed toxic, unsafe, and untreated water to be delivered to Flint's residents and did not disclose that Flint's water was unsafe.

69. Defendant Glasgow had an opportunity to be a hero and save thousands of people from lead contamination. Instead, he violated clearly established constitutional rights of the Plaintiffs and the Putative class, including but not limited to the rights to bodily integrity and to be free from state created danger.

70. Defendant Glasgow's actions constitute gross negligence that rises to the level of recklessness.

71. Glasgow had a substantial lack of concern and/or willful disregard for whether an injury resulted to Plaintiffs or the putative class.

72. Defendant Daniel Wyant ("Wyant") was at all relevant times the Director of MDEQ until the Governor accepted his resignation on or about December 29, 2015, acting within and outside the scope of his employment and/or authority under color of law.

73. Wyant participated in, directed, and oversaw Defendant Snyder scheme to deny repeated violations of Federal and State water quality laws, failure to properly study and treat Flint River water, and the MDEQ's program of systemic denial, lies, and attempts to discredit honest outsiders.

74. Wyant directed MDEQ personnel to deny repeated violations of Federal and State water

quality laws, failure to properly study and treat Flint River water, and the MDEQ's program of systemic denial, lies, and attempts to discredit honest outsiders.

75. Wyant was an integral actor in the scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

76. Wyant disseminated false statements to the public that led to the continued exposure and re-exposure to lead and consumption of toxic and dangerous water despite knowing or having reason to know that the water was never safe.

77. Defendant MDEQ is the State Agency responsible for implementing safe drinking Federal and State water laws, rules, and regulations in Michigan, including the City of Flint Michigan.

78. MDEQ failed to require corrosion control for Flint River water in violation of the Federal Lead and Copper Rule.

79. MDEQ misled the EPA who on numerous occasions attempted to sample the water quality in Flint Michigan.

80. MDEQ conducted illegal and improper sampling of Flint's water and lied to the public about the safety of Flint's water.

81. MDEQ publicly discredited outside experts Miguel Del Toral of the EPA and Dr. Mark Edwards, who offered indisputable evidence to them of Flint's water contamination.

82. MDEQ was consistently more concerned with satisfying their own distorted perceptions of technical rules than carrying out their duties to protect the residents of Flint from exposure

and re-exposure to toxic lead and water, ignoring voluminous evidence and knowledge of the crisis it had created until its denial could no longer withstand outside scrutiny.

83. Defendant Liane Shekter Smith ("Shekter Smith") was at all relevant times Chief of the Office of Drinking Water and Municipal Assistance for MDEQ, acting within and outside the scope of her employment and/or authority under color of law, until she was removed from her position on October 19, 2015.

84. Shekter Smith knowingly participated in, approved of, and played an integral part in the decision to transition to the Flint River.

85. Shekter Smith disseminated false statements to the public that led to the continued exposure and re-exposure and consumption of toxic and dangerous water.

86. Shekter Smith made false statements regarding Flint's water quality despite knowing that the water was toxic and untreated.

87. Defendant Stephen Busch ("Busch") was at all relevant times the District Supervisor assigned to the Lansing District Office of the MDEQ and was acting within and outside the scope of his employment and/or authority under color of law.

88. Busch participated in concert with the MDEQ Defendants' that resulted in repeated violations of federal and state water quality laws, failure to properly study and treat Flint River water, and the MDEQ's program of systemic denial, lies, and attempts to discredit honest outsiders.

89. Busch falsely reported to the EPA that Flint had enacted an optimized corrosion control plan and provided repeated assurances to Flint's residents that the water was safe.

90. Busch knew or should have known that these assurances were false, or were no more likely to be true than false.

91. Busch was an integral part of the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

92. Busch violated clearly established constitutional rights of Plaintiffs and the Putative class, including but not limited to the rights to bodily integrity and to be free from state created danger.

93. Defendant Patrick Cook ("Cook") was at all relevant times Water Treatment Specialist assigned to the Lansing Community Drinking Water Unit of the MDEQ and was acting within and outside the scope of his employment and/or authority under color of law.

94. Cook is individually liable because he, as the Lansing Community Drinking Unit Manager, acted in a grossly negligent manner that rises to the level of recklessness.

95. Cook participated in, approved, and/or assented to the decision to allow Flint River water to be delivered to residents without corrosion control or proper study and/or testing.

96. Cook was an integral actor in the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

97. Cook violated clearly established constitutional rights of the City of Flint's residents, including but not limited to the rights to bodily integrity and to be free from state created danger.

98. Defendant Michael Prysby ("Prysby") was at all relevant times the MDEQ Engineer assigned to District 11 (Genesee County) and was acting within and outside the scope of his employment and/or authority.

99. Prysby is individually liable because he, as the Engineer assigned to District 11, participated in, approved, and/or assented to the decision to switch the water source, failed to properly monitor and/or test the Flint River water, and provided assurances to Flint's residents that the Flint River water was safe despite having knowledge and evidence to the contrary.

100. Prysby knew or should have known those statements to be untrue, or no more likely to be true than false.

101. Prysby was an integral actor in the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

102. Prysby violated clearly established constitutional rights of The City of Flint's residents, including but not limited to the rights to bodily integrity and to be free from state created danger.

103. Prysby's actions constitute gross negligence that rises to the level of recklessness, as he had a substantial lack of concern and/or willful disregard as to whether plaintiffs' would be injured or their property damaged.

104. Defendant Bradley Wurfel ("Wurfel") was at all relevant times the Director of Communications for MDEQ and was acting within and outside the scope of his employment and/or authority under color of law.

105. Wurfel resigned from his position on December 29, 2015.

106. Wurfel, serving as the MDEQ Director of Communication, was the MDEQ's principal means of public deception, repeatedly denying the increasingly obvious disaster as it unfolded and attempting to discredit the only reliable people reporting that the Flint River water was untreated, contaminated and toxic.

107. Wurfel would eventually be relieved of his duties for his "persistent [negative] tone and derision" and his "aggressive dismissal, belittlement and attempts to discredit the credible individuals involved in [conducting independent studies and tests]."

108. Defendant Wurfel repeatedly made public statements that created, increased, and prolonged the risks and harms facing Plaintiffs and the putative class, despite knowledge and evindence he possessed to the contrary.

109. Defendant Wurfel was an integral actor in the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

110. Defendant Wurfel violated clearly established constitutional rights of Plaintiffs, including but not limited to the rights to bodily integrity and to be free from state created danger.

111. Wurfel made such statements knowing that they were false or that they were no more likely to be true than false.

112. Defendant Wurfel's actions constitute gross negligence that rises to the level of recklessness, as he had a substantial lack of concern and/or willful disregard as to whether

Plaintiffs would be injured or their property damaged.

113. Defendant MDHHS is the state agency responsible for public health.

114. Instead of protecting public health, MDHHS deliberately hid information that would have revealed the public health crisis in Flint, which MDHHS had earlier failed to disclose despite knowledge and information to the contrary.

115. The individual defendant employees of MDHHS, were integral actors in the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

116. The individual Defendant employees of MDHHS's failure to properly disclose and conceal data that proved there was an increase in lead contamination and exposure and re-exposure in Flint's children and adults, all while they resisted and obstructed the efforts of outside researchers and the Genesee County Health Department.

117. Individual Defendant Eden Wells ("Wells"), was at all relevant times Chief Medical Executive within the Population Health and Community Services Department of the MDHHS and was acting within and outside the scope of her employment and/or authority under color of law.

118. Defendant Wells participated in, directed, and/or oversaw the MDHHS' efforts to hide information to save face, and to obstruct the efforts of outside credible researchers.

119. Further, Wells knew as early as 2014 of problems with lead and legionella contamination in Flint's water and instead of fulfilling her duty to protect and notify the public, she participated in hiding this information.

120. Wells violated state law by working only part time in her position as Chief Medical Executive.

121. Defendant Wells was an integral actor in the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

122. Defendant Wells violated clearly established constitutional rights of Plaintiffs, including but not limited to the rights to bodily integrity and to be free from state created danger.

123. Defendant Wells actions constitute gross negligence that rises to the level of recklessness, as she had a substantial lack of concern and/or willful disregard as to whether Plaintiffs would be injured or their property damaged.

124. Individual Defendant Nick Lyon was at all relevant times Director of MDHHS and was acting within and outside the scope of his employment and/or authority under color of law.

125. Lyon participated in, directed, and/or oversaw the department's efforts to hide and conceal information to save face, and to obstruct and discredit the efforts of outside researchers.

126. Lyon knew as early as 2014 of problems with lead and legionella contamination in Flint's water and instead of fulfilling his duty to protect and notify the public, he participated in hiding this information.

127. Defendant Lyon violated state law by hiring and supervising a part time employee as Chief Medical Executive.

128. Defendant Lyon was an integral actor in the scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as

it affected its citizenry despite possessing knowledge and inforamtion to the contrary.

129. Defendant Lyon violated clearly established constitutional rights of Plaintiffs, including but not limited to the rights to bodily integrity and to be free from state created danger.

130. Defendant Lyon's actions constitute gross negligence that rises to the level of recklessness, as he had a substantial lack of concern and/or willful disregard as to whether Plaintiffs or the putative class would be injured or their property damaged.

131. Defendant Linda Dykema, was director of the MDHHS Division of Environmental Health, acting within and outside her scope of employment and color of authority.

132. Dykema continuously refused to turn over the blood lead levels regarding seasonal blood lead levels as compared to Flint and other cities in Michigan.

133. Dykema continuously refused to respond to FOIA requests and ignored the studies of Dr. Hanna-Attisha's and Miguel Del Toral.

134. Dykema was an integral actor in the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

135. Dykema violated clearly established constitutional rights of Plaintiffs, including but not limited to the rights to bodily integrity and to be free from state created danger.

136. Dykema actions constituted gross negligence that rises to the level of recklessness, as she had a substantial lack of concern and/or willful disregard as to whether Plaintiffs would be injured or their property damaged.

137. Defendant Nancy Peeler ("Peeler") was at all relevant times a MDHHS employee in charge of its childhood lead poisoning prevention program, acting within and outside the scope of her employment and/or authority under color of law.

138. Peeler oversaw the MDHHS's efforts to hide information to save face, and actively sought to obstruct and discredit the efforts of outside researchers.

139. Even when Peeler's own department had data that verified outside evidence of a lead contamination and increase of blood lead levels in Flint, she continued to generate evidence to the contrary.

140. Defendant Peeler was an integral actor in the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

141. Defendant Peeler violated clearly established constitutional rights of Plaintiffs, including but not limited to the rights to bodily integrity and to be free from state created danger.

142. Defendant Peeler's actions constituted gross negligence that rises to the level of recklessness, as she had a substantial lack of concern and/or willful disregard as to whether Plaintiffs would be injured or their property damaged.

143. Defendant Robert Scott ("Scott") was at all relevant times Data Manager for MDHHS's Healthy Homes and Lead Prevention Program, acting within and outside the scope of his employment and/or authority under color of law.

144. Scott participated in, directed, and/or oversaw the department's efforts to hide

information to save face, and actively sought to obstruct and discredit the efforts of outside researchers.

145. Even when Scott's own department had data that verified outside evidence of a lead contamination problem and increase in blood lead levels in Flint, he continued to generate evidence to the contrary.

146. Scott also served a key role in withholding and/or delaying disclosure of data that outside researchers discovered that the Flint water was unsafe toxic and poisoning the people of Flint.

147. Scott was an integral actor of the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

148. Defendant Scott violated clearly established constitutional rights of Plaintiffs, including but not limited to the rights to bodily integrity and to be free from state created danger.

149. Defendant Scott's actions constitute gross negligence that rises to the level of recklessness, as he had a substantial lack of concern and/or willful disregard as to whether Plaintiffs would be injured or their property damaged.

150. Susan Hedman, former EPA Region 5 Administrator, cannot yet be named as a Defendant pursuant to the Federal Tort Claims Act ("FTCA"). Plaintiffs note that if their FTCA claims to the EPA are rejected, they may seek to amend their complaint in order to add claims against Ms. Hedman.

151. Defendant Veolia is a Delaware corporation with its principal place of business in

Illinois.

152. Defendant Veolia is a private Defendant in this action based on its examinations finding and reports as relates to the condition of the Flint River and the Flint water treatment plant by giving its professional engineering opinion as to the safe condition and requirements and feasibility to safely hookup the Flint water treatment plant to the Flint River and declaring the water safe to drink and the connection having been done properly and safely.

153. Defendant Veolia, was an integral actor in the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

154. Veolia maintains an office in Westland, Wayne County, Michigan, transacts business in the State of Michigan, including the business it performed for the City of Flint in 2015, and has committed a tort in the State of Michigan, among bases for personal jurisdiction under MCL 600.705. Each of these bases extends to this District specifically.

155. Defendant Rowe f/k/a Rowe Engineering, Inc. ("Rowe") is a Michigan Corporation with its principal place of business located at 540 S. Saginaw Street, Suite 200, Flint, Genesee County, Michigan 48502.

156. Rowe is a private individual Defendant in this action based on its examinations finding and reports as relates to the condition of the Flint River and the Flint water treatment plant by giving its professional engineering opinion as to the safe condition and requirements and feasibility to safely hookup the Flint water treatment plant to the Flint River and declaring the water safe to drink and the connection having been done properly and safely.

157. Rowe was an integral actor in the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

158. Rowe maintains an office in Flint, Genesee County, Michigan; regularly conducts business in Flint, Michigan; and has committed torts in Flint, Michigan, which are among the basis for personal jurisdiction under MCL 600.705.

159. Defendant LAN is a Texas corporation with its principal place of business in Texas.

160. LAN is a defendant in this action based on its role of providing negligent professional engineering services in preparing Flint's water treatment facility to treat water from the Flint River.

161. LAN maintains an office in Flint, Genesee County, Michigan, regularly conducts business in the Eastern District of Michigan, and has committed a tort in the State of Michigan, among bases for personal jurisdiction under MCL 600.705, and each of these bases extends to this District specifically.

162. LAN, through its agents, servants and employees, was an integral actor in the government scheme that defrauded, misrepresented and falsified information and warning signs relating to the property and financial affairs of Flint as it affected its citizenry.

JURISDICTION AND VENUE

163. This Court has jurisdiction over Plaintiffs' 42 U.S.C. § 1983 claims pursuant to 28 U.S.C. § 1331, as those claims arise under the Constitution and laws of the United States.

164. This Court has jurisdiction over Plaintiffs' remaining claims pursuant to 28 U.S.C. §

1367 because they are so related to claims in this action within the Court's original jurisdiction that they form part of the same case or controversy under Article III of the United States Constitution.

165. This Case does not present novel or complex issues of State law that predominate over claims for which this Court has original jurisdiction.

166. There are no compelling reasons for declining supplemental jurisdiction over those of Plaintiffs' claims that do not arise under 42 U.S.C. § 1983.

167. All Defendants reside in this district within the meaning of 28 U.S.C. § 1391(c).

168. This Court has personal jurisdiction over all individual Defendants because a Michigan Court would have personal jurisdiction under MCL 600.701 and MCL 600.705.

169. Venue in this District is appropriate pursuant to 28 U.S.C. § 1391(b) (1) and (2).

STATEMENT OF FACTS

(Applicable to All Counts)

170. This case arises from the catastrophic result of a government enterprise acting in concert causing personal injury to infant children and adults, and immeasurable property damage to the citizens of Flint, each of which were preventable had any of the individual defendants named herein given the public's health and property more importance than the business of balancing the municipal budget.

171. The full extent of the damage in Flint cannot be measured in money, as no amount of money can restore the City of Flint or reverse the tragic consequences of the shameful disregard of the health and well-being of the citizens of Flint.

172. The concerted actions the defendants herein has undermined all levels of trust in the Michigan government at the Federal, State and local levels.

173. The actions of the State, Governor Snyder, and the Emergency Managers in taking over the City of Flint, failing to enforce safe drinking water standards, and deliberately hiding the effects of its egregious mistakes, caused Michigan's seventh largest city to suffer a catastrophe one might expect to see in a third world country..

174. Three private companies contributed to this disaster when they negligently undertook to provide various engineering and or consulting services for Flint's water system, which resulted in thousands of toxic exposures and re- exposures to lead and substantial property damage in the City of Flint.

175. A number of heroic outsiders collectively forced the Defendants to acknowledge their mistakes. Without them, the unmitigated poisoning of Flint's residents would have continued indefinitely.

176. The intentional scheme to balance the budget of Flint at any cost including the indifference to the safety and health and property of the good citizens of Flint began when Governor Snyder replaced and subsumed the elected Flint leadership with Emergency Managers.

The State of Michigan Completely Overtook and Replaced Flint's Representative City Government

177. Since 1988, the State of Michigan has had some form of emergency management law for municipal financial crises.

178. Under Governor Snyder's business-like approach to government, Michigan's

emergency management regime has been aggressively strengthened and deployed.

179. In 2011, Governor Snyder signed Public Act 4 of 2011 ("PA 4") into law, strengthening the power provided to Emergency Financial Managers and changing their title to "Emergency Managers."

180. PA 4 allowed the State of Michigan to appoint an Emergency Manager to functionally replace the entirety of a municipal government where the state found a "Financial Emergency."

181. PA 4 was temporarily suspended after more than 200,000 signatures were collected in an effort to conduct a statewide referendum.

182. PA 4 was taken off of the books after the statewide referendum decided in favor of repealing it.

183. PA 4 was quickly replaced when Governor Snyder signed Public Act 436 of 2012 ("PA 436") into law. PA 436 provides local governments with a "choice" as to whether an Emergency Manager will be appointed. The local government may "choose" between a consent agreement, chapter 9 bankruptcy, mediation, or an Emergency Manager with similar broad powers Emergency Managers were given under PA 4, which was repealed.

184. PA 436 amounts to a false choice which often forces Emergency Managers on the local government of Flint under the illusion of Flint's ability to determine their own governance.

185. In a tragic irony, the stated purpose of PA 436 is to "preserve the capacity of local units of government… to provide or cause to be provided necessary services essential to public health, safety, property and welfare[.]"

186. PA 436 specifies that "[u]pon appointment, an emergency manager shall act for and in

the place and stead of the governing body and the office of chief administrative officer of the local government." MCL 141.1549(2).

187. The Emergency Manager's mandate is to "assure . . . the local government's capacity to provide or cause to be provided necessary governmental services essential to the public health, safety, and welfare." MCL 141.1549(2).

188. A PA 436 Emergency Manager "serve[s] at the pleasure of the governor." MCL 141.1549(3) (d).

189. At all times between December, 2011 and April 30, 2015, the City of Flint was under the control and authority of an Emergency Manager appointed by, and serving at the pleasure of, Governor Snyder.

190. The purpose of PA 436 was to give the Governor's office complete control of all financial decision making in Flint by and through the appointed Emergency Manager in furtherance of the over-arching fiscal scheme to balance the budget at all costs in conscious disregard of the health, property, and prosperity of the citizens of Flint.

191. Michael Brown served Governor Snyder as Flint's Emergency Manager from December of 2011, until August of 2012.

192. Defendant Ed Kurtz served Governor Snyder as Flint's Emergency Manager from August of 2012, until July of 2013.

193. Michael Brown again served Governor Snyder as Flint's Emergency Manager from July of 2013, until October of 2013.

194. Defendant Earley served Governor Snyder as Flint's Emergency Manager from October

of 2013, until January of 2015.

195. Defendant Ambrose served Governor Snyder as Flint's Emergency Manager from January of 2015, until April 30, 2015.

196. Therefore, at all relevant times prior to April 30, 2015, Flint's local government was subsumed and under the complete control of the State of Michigan.

197. At all relevant times, all financial decision making and fiscal policy for the City of Flint was made by Flint's Emergency Manager, who acted on behalf of Governor Snyder.

198. Any powers of government held by the City of Flint were entirely illusory.

199. The policy of the Governor and the State in implementing emergency managers ensured that the public welfare, public services, public property, public health and other important government functions would take a back seat to financial decisions made by unelected officials.

200. Through his appointment of an Emergency Manager, Governor Snyder helped turn a routine fiscal issue in Flint into an actual humanitarian crisis through the coordinated effort of all of the Defendants named herein.

201. At the mid-point of the Fiscal Year 2012 ("FY12") the Flint budget, was significantly out of balance

202. Due to the suspension and subsequent repeal of Public Act 4, Emergency Manager Law, the Governor of the State of Michigan subsequently appointed an Emergency Financial Manager for the City of Flint, effective August 9, 2012.

203. During the fiscal years of 2014 and 2015, Flint's budget was under the control of the Emergency Manager acting on behalf of the Governor. .

204. By June 30, 2015, the original deficit that existed as of FY 2013 of $12.9 million was eliminated and a positive fund balance in the amount of $3.3 million existed.

205. The positive budget surplus achieved by the City of Flint was accomplished on the backs of Flint's residents, who were charged and paid the highest water rates in the nation from the free water source that was obtained from the Flint River and known by the defendants to be toxic.

206. Flint's deficit budget was mostly resolved by switching from the Detroit Water and Sewer Department to the free Flint River source in furtherance of the over-arching fiscal scheme to balance the budget at all costs in conscious disregard of the health, property, and prosperity of the citizens of Flint.

MDEQ, along with All Other Individual Defendants Ignored and Concealed Warning Signs, Spread False Information and Chose not to Enforce Both State and Federal Rules Regarding Safe Drinking Water.

207. It has been a known and undisputed fact for many years prior to this tragedy that the Flint River was an unsuitable primary water source for the City of Flint.

208. In 2010, the EPA commissioned a report that indicated problems with the MDEQ's ability to ensure safe drinking water.

209. The report indicated a number of technical shortcomings with the way the MDEQ regulated the state's drinking water, particularly as it related to lead contamination.

210. Specifically, the report noted that while federal regulations require water utilities to certify that the drinking water of 90% of homes in a given community contain no more than 15 parts per billion ("ppb") of lead, MDEQ had a practice of not even calculating "90th percentiles" unless a potential exceedance had been identified. This "does not meet the requirements of Federal Regulations, since it is required that all 90th percentiles be calculated."

211. The report also noted that MDEQ did not conduct the required number of water samples

for lead, apparently in an effort to conserve agency resources and promote the Governor's overall goal to balance the budget at any cost.

212. Organizational and individual concerted actions and failures of the MDEQ, such as those illustrated in the report, directly resulted in the Flint catastrophe.

213. Those failures were compounded when the State and Governor Snyder switched the free toxic Flint River to balance the Flint budget and failed to implement any safeguards prior to distributing this water to Flint's residents.

214. The EPA is responsible for setting rules under the Safe Drinking Water Act.

215. Enforcement and implementation of those rules is delegated to state environmental agencies. In the case of Michigan, that agency is the MDEQ.

216. The EPA's Lead and Copper Rule ("LCR") has been enacted to establish protocols to ensure that public water systems do not allow unsafe levels of lead or copper to contaminate their water supply.

217. While failing to protect the residents of Flint, the MDEQ knowingly violated both the letter and spirit of the LCR.

218. Specifically, the MDEQ violated the LCR in at least the following ways:

a. by failing to require corrosion control for Flint River water from the time Flint began drawing it;

b. by misinforming the EPA about whether corrosion control was being utilized; and

c. by improperly conducting sampling.

219. The MDEQ, through its former director, has explicitly admitted that it did not follow the LCR.

220. Instead, MDEQ through their employees named as defendants herein, engaged in a

organized pattern of defiance of federal and state law that existed to ensure established water quality standards were satisfied.

The Decision to Switch to the Known to be Toxic Flint River

221. For approximately 50 years prior to April 25, 2014, the City of Flint received safe, clean, treated drinking water from the Detroit Water and Sewer Department ("DWSD").

222. If the Flint River was a safe and viable primary water source, Flint would have never paid for water from DWSD.

223. In November of 2012, Emergency Manager Ed Kurtz wrote to Snyder appointed State Treasurer Andy Dillon suggesting that Flint join the yet-to-be-formed Karegnondi Water Authority (KWA) due to cost savings over DWSD.

224. This decision to disconnect from long time supplier DWSD emphasized the Emergency Manager's intent to balance the budget at all costs in conscious disregard of the health, property, and prosperity of the citizens of Flint.

225. In April, 2013, Treasurer Dillon under Governor Snyder's watchful eye gave Kurtz permission to notify the DWSD that it would be terminating service and switching to the KWA in the coming years.

226. At the time this decision was made, it was known by Emergency Manager Kurtz that the KWA water supply would not be available until 2016 and therefore a significant gap existed between the termination of DWSD and the connection to KWA.

227. On April 16, 2013, Emergency Manager effectively authorized the switch from Flint's long term water supplier from the DWSD to the KWA.

228. While waiting for the KWA to come online, the Emergency Manager ordered that instead of temporarily remaining with DWSD, Flint would switch to the Flint River as a temporary free

source for the City's water to balance the budget at all costs in conscious disregard of the health, property, and prosperity of the citizens of Flint.

229. The Flint River was studied for use as a primary water source in a 2011 Rowe feasibility report at the request of the government defendants named herein.

230. At that time, the River was rejected because the costs to prepare Flint's water treatment plant to treat Flint River water to applicable standards were estimated to be in the tens of millions of dollars.

231. Moreover, the Flint River was unsuitable for use without significant improvements that were cited as necessary prior to use of the Flint River in Rowe's feasibility study.

232. It was known by the defendants that to safely use the Flint River as a primary water source, the only options were costly upgrades to Flint's water treatment plant or remain with DWSD.

233. On November 7, 2013, Defendant Rowe was re-hired by Flint's Emergency Manager for professional services for the 2014 fiscal year, where Defendant Rowe would serve as Acting City Engineer.

234. On March 7, 2014, Defendant Earley, sent a letter to the DWSD stating "[w]e expect that the Flint Water Treatment Plant will be fully operational and capable of treating Flint River water prior to the date of termination. In that case, there will be no need for Flint to continue purchasing water to serve its residents and businesses after April 17, 2014."

235. The only thing that Defendant Earley knew and cared about was Flint's connection to the Flint River would occur as planned in furtherance of the Governor's revenue raising scheme to rebalance the budget.

236. It was known that the water treatment plant was not ready, but Earley forced the

transition through in order to meet the aggressive deadline.

237. Defendant Michael Glasgow, the City of Flint's water treatment plant's laboratory and water quality supervisor informed the MDEQ on April 16, 2014, that he was "expecting changes to our Water Quality Monitoring parameters, and possibly our Disinfection Byproduct monitoring on lead & copper monitoring plan… Any information would be appreciated, because it looks as if we will be starting the plant up tomorrow and are being pushed to start distributing water as soon as possible… I would like to make sure we are monitoring, reporting and meeting requirements before I give the OK to start distributing water."

238. The next day, Glasgow wrote to MDEQ, including Defendants Prysby and Busch, noting that he "assumed there would be dramatic changes to our monitoring. I have people above me making plans to distribute water ASAP. I was reluctant before, but after looking at the monitoring schedule and our current staffing, I do not anticipate giving the OK to begin sending water out anytime soon. If water is distributed from this plant in the next couple of weeks, it will be against my direction. I need time to adequately train additional staff and to update our monitoring plans before I will feel we are ready. I will reiterate this to management above me, but they seem to have their own agenda."

239. The rushed nature of the transition to Flint River water is also evident by a request made by Individual Defendant Earley's assistant to the treasurer for a contract to be expedited in order to meet the "aggressive timeline" of the switch.

240. On March 26, 2014, Defendant Busch e-mailed Defendant Shekter Smith and another colleague the following: "One of the things we didn't get to today that I would like to make sure everyone is on the same page on is what Flint will be required to do in order to start using their plant full time. Because the plant is setup for emergency use, they could startup at any

time, but starting up for continuous operation will carry significant changes in regulatory requirements so there is a very gray area as to what we consider for startup."

241. An April 23, 2014 e-mail from Defendant Busch to Defendant Wurfel developed talking points for an upcoming Flint meeting that was scheduled to address the Flint River connection. Among the points made, Busch offered: "While the Department is satisfied with the City's ability to treat water from the Flint River, the Department looks forward to the long term solution of continued operation of the City of Flint Water Treatment Plant using water from the KWA as a more consistent and higher quality source water."

242. These "talking points" are consistent with the coordinated government scheme set forth herein that intended to raise government revenue by way of deceiving the people of Flint and convincing them that their health and property were safe and that the water was being treated and monitored pursuant to State and Federal laws and regulations.

243. On April 25, 2014, Flint officially began using the Flint River as its primary water source, despite the fact that it was known the proper preparations had not been made.

244. The same day, then-current Flint Mayor Dayne Walling publically declared "It's regular, good, pure drinking water, and it's right in our backyard."

245. Flint DPW Director Defendant Howard Croft also stated in a press release that "The test results have shown that our water is not only safe, but of the high quality that Flint customers have come to expect. We are proud of that end result."

246. Croft's statement was made despite Glasgow's known concerns regarding the facility's inadequate preparation and monitoring.

247. This transition put Flint in the business of water treatment, distribution, and revenue collection from a free water source.

248. Defendant LAN, an engineering firm, was hired to prepare Flint's water treatment plant for the treatment of new water sources, including both the KWA and the Flint River.

249. Flint's water treatment plant had not needed to treat the water received from DWSD, as DWSD provided the water in an already treated state.

250. Defendant LAN was responsible for providing engineering services to make Flint's inactive water treatment plant sufficient to treat water from each of its new sources.

251. Individual Defendants LAN and Rowe failed miserably in their task.

252. Their actions facilitated the transfer of Flint's water source to Flint River water without the proper treatment they knew was required to safely distribute the water to Flint's residents.

253. Treating the water as necessary to protect against the poisoning of thousands of Flint residents would have cost a relatively small amount of money.

254. An important consideration any time a water system changes sources is to account for differences in those sources.

255. According to the EPA, "it is critical that public water systems, in conjunction with their primacy agencies and, if necessary, outside technical consultants, evaluate and address potential impacts resulting from treatment and/or source water changes."

256. In Rowe's 2011 feasibility report, Rowe emphasized the need for treatment to the Flint River water and for improvements to Flint's water treatment plant in the event that the river was to be used as a source.

257. Neither the State of Michigan (on its own or through its absolute control over the City of Flint), the MDEQ, Rowe, nor LAN required water quality standards to be set for the Flint River water that would be delivered to Flint's residents.

258. Furthermore, these defendants knowingly allowed distribution of toxic Flint River water

without the needed corrosion control that was required to safely distribute Flint River water to the City's residents.

259. MDEQ, LAN and Rowe were responsible for ensuring that Flint set water quality standards and properly treated its water.

260. The water obtained from the Flint River was substantially more corrosive than the treated water Flint had been receiving from DWSD.

261. Water becomes more corrosive when it contains greater quantities of chloride, which can enter the water from manmade and natural sources.

262. Flint River water is known to contain about 8 times more chloride than Detroit water.

263. It is well known that corrosive water that is not properly treated results in the corrosion of pipes, such that the metals in the pipes will leach into drinking water.

264. Phosphates are often added to corrosive water as a method of corrosion control, to prevent metals from leaching into the water.

265. At the time of the switch to Flint River water, no phosphates were being added to the water supply.

266. Nothing was being done to account for the corrosive nature of the Flint River water, despite the clear duties of the Defendants MDEQ, MDHHS, Snyder, Emergency Managers, and LAN and Rowe as the consultants.

267. As a result of the failure to properly treat water from the Flint River, corrosive water was delivered throughout the Flint Water System.

268. As all Defendants were aware, the corrosive water predictably corroded metal pipes, causing them to leach toxins into water.

269. The corrosive nature of the water was almost immediately apparent.

270. Soon after the switch, residents began complaining about discolored water—clearly indicating that iron and other metals were leaching into the water.

271. It is important that a new source of water be properly studied and treated to ensure that its use will not result in the corrosion of pipes in the delivery system.

272. This is particularly important where portions of the delivery system, included but not limited to service lines, are made of lead.

273. An estimated 15,000 of Flint's 30,000 residential service lines are composed at least partially of lead.

274. The exact number is presently unknown given Flint's negligent, sloppy record keeping.

275. Setting standards and optimal ranges for water quality is necessary to prevent widespread impacts from substandard or dangerous water.

276. Lead is a powerful neurotoxin that can have devastating, irreversible impacts on the development of children, and also causes injury to adults.

277. There is no safe level of lead as its effects are harmful even at low levels.

278. Lead exposure in children causes heightened levels of lead in the blood and body, resulting in problems including decreased IQ, behavioral problems, hearing impairment, impaired balance and nerve function, infections, skin problems, digestive problems, and psychological disorders.

279. Lead also causes serious health effects in adults, including digestive, cardiovascular, and reproductive problems, kidney damage, dizziness, fatigue, weakness, depression and mood disorders, diminished cognitive performance, nervousness, irritability, and lethargy.

280. Lead contamination is not the only problem that is caused when corrosive water is distributed in a public water system.

281. When water corrodes iron pipes, the iron leaching into the water system can consume chlorine. This can eliminate the chlorine necessary to prevent the growth of microorganisms that can cause disease.

282. With chlorine consumed by iron, the risk of infection by organisms such as legionella increases.

283. Corrosion of iron water pipes is obvious when it occurs, as the water appears discolored.

284. The corrosion of iron pipes can also result in an increase in water main leaks and breaks.

285. The signs of iron corrosion are a warning sign that lead corrosion may also be present, since both are caused by the same phenomenon.

286. Almost immediately after the water source was changed to the Flint River, signs of trouble with Flint's water quality began to surface.

287. Within weeks, many residents began to complain about odorous, discolored water.

288. As complaints rolled in, Mayor Walling called the water a "safe, quality product," and claimed that "people are wasting their precious money buying bottled water."

289. In August and September, 2014, the City of Flint issued two boil water advisories after fecal coliform bacteria was discovered in the water.

290. On October 13, 2014, General Motors ceased the use of Flint River water at its engine plant because of fears that it would cause corrosion due to high levels of chloride.

291. Discussing General Motors' decision, Defendant Prysby wrote to Defendants Busch, Shekter Smith and others that the Flint River water had elevated chloride levels. He stated that "although not optimal" the water was "satisfactory."

292. Prysby noted that he had "stressed the importance of not branding Flint's water as 'corrosive' from a public health standpoint simply because it does not meet a manufacturing

facility's limit for production."

293. In October of 2014, Defendant Muchmore briefed Defendant Snyder and blamed iron pipes, susceptible to corrosion and bacteria, for the two boil water advisories.

294. On November 26, 2014, Defendant LAN issued a 20-page Operation Evaluation Report intended to address compliance with EPA and MDEQ operations and regulations.

295. The LAN report entirely failed to address the hazard of lead associated with the corrosive water flowing through the pipes, at least half of which were made with lead in Flint.

296. On January 2, 2015, the City of Flint mailed a notice to its water customers indicating that it was in violation of the Safe Drinking Water Act due to the presence of trihalomethanes, which was a product of attempting to disinfect the water. It was claimed that the water was safe to drink for most people with healthy immune systems.

297. The fact that the Flint River water contained such high levels of bacteria may be a factor in the horrific decision not to implement corrosion control.

298. On January 9, 2015, the University of Michigan – Flint discovered lead in campus drinking fountains.

299. With the water quality's problems now obvious, on January 12, 2015, DWSD offered to waive a 4 million dollar reconnection fee to transition back to DWSD water.

300. Defendant Ambrose, as Emergency Manager, declined the offer.

301. On January 21, 2015, enraged Flint residents attended a meeting at Flint City hall, bringing jugs of discolored water and complaining about the water's smell and taste.

302. As early as January of 2015, the State of Michigan provided purified water coolers at Flint offices in response to concerns about the drinking water, while state employees continued to tell the public that the water was safe to drink for many months.

303. In a January 29, 2015, in an e-mail to MDEQ deputy director Jim Sygo, Defendant Shekter Smith made statements indicating her knowledge of the Flint River's corrosivity. "I'm theorizing here, but most likely what they are seeing is a result of differing water chemistry. A change in water chemistry can sometimes cause more corrosive water to slough material off of pipes as opposed to depositing material or coating pipes in the distribution system. This may continue for a while until things stabilize. It would be unusual for water leaving the plant to have color like people are seeing at their taps. Generally this is a distribution system problem or a premise plumbing issues. Since it appears wide-spread, it's most likely a distribution system problem."

304. On February 6, 2015, an Emergency Manager staff member wrote to Defendant Prysby, described as the MDEQ's "most knowledgeable staff member on the Flint and Genesee County water supply issues," asking whether he knew if MDEQ had ever conducted a "source water assessment" for the Flint River.

305. After an initial response stating that he did not know, Defendant Prysby later responded that a study on the Flint River as an emergency intake had been conducted in 2004.

306. The 2004 study noted that the Flint River was a highly sensitive drinking water source that was susceptible to contamination, yet apparently even Defendant Prysby did not consult it before approving the river as a source.

307. On March 3, 2015, Emergency Manager and Defendant Ambrose sent a memorandum to the Michigan Department of Treasury claiming that reconnecting to DWSD would cost at least ten (10) million dollars per year, with bills as high as one (1) million dollars per month.

308. Defendant Ambrose stated that "[i]f $12 million annually were available for discretionary use, it would be far better spent reducing rates (which were the highest in the

nation) paid by Flint customers and/or modernizing the City's system."

309. According to Defendant and Emergency Manager Ambrose "[t]he oft-repeated suggestion that the City should return to DWSD, even for a short period of time, would, in my judgment, have extremely negative financial consequences to the water system."

310. On March 10, 2015, a Genesee County Health Department employee named James Henry wrote the following scathing message to Croft, Prysby, and others: "The Genesee County Health Department has made several written and verbal requests for specific information since October 2014, including a Freedom of Information Act request on January 27, 2015. The information still has not been received and the city's lack of cooperation continues to prevent my office from performing our responsibilities. The Genesee County Health Department has the responsibility to conduct illness investigation and consider all potential sources, this is not optional. In 2014, Genesee County experienced a significant increase of confirmed Legionella illnesses relative to previous years. Legionella can be a deadly, waterborne disease that typically affects the respiratory system. The increase in illnesses closely corresponds with the timeframe of the switch to Flint River water. The majority of the cases reside or have an association with the city. Also, McLaren Hospital identified and mitigated Legionella in their water. This is rather glaring information and it needs to be looked into now, prior to the warmer summer months when Legionella is at its peak and we are potentially faced with a crisis. This situation has been explicitly explained to MDEQ and many of the city's officials. I want to make sure, in writing that there are no misunderstandings regarding this significant and urgent public health issues. The Trihalomethane issues 'pale in comparison' to the potential public health risks of Legionella…. In the past, I have requested to meet with the water plant staff and MDEQ regarding Legionella concerns. I did not receive a

response from the water plant staff and MDEQ declined. I think it is in the best interest for all stakeholders that we meet and discuss the issues."

311. On February 27, 2015, in response to concerns about extremely high levels of lead in a resident's water sample, Defendant Busch told the EPA on behalf of MDEQ that the Flint Water Treatment Plant had an optimized corrosion control program.

312. Defendant Busch made the above statement to the EPA with actual knowledge that no corrosion controls had been implemented.

313. Defendant employees of MDEQ were required to know whether Flint had an optimized corrosion control program, because ensuring the existence of that program was the express responsibility of MDEQ.

314. Defendant employees of MDEQ did in fact know that no optimized corrosion control had been implemented, since MDEQ was involved in the decision not to implement corrosion control.

315. Also on February 27, 2015, the EPA's regional drinking water regulations manager Miguel Del Toral began to voice his concerns about the likely cause of the high lead levels detected in Flint in an email to Defendant Prysby.

316. Del Toral attributed those levels to particulate lead, which would mean that the MDEQ's testing methods of "pre-flushing" water from homes would bias samples low. He also inquired about optimized corrosion control, which he noted was required in this instance.

317. At another point in February, 2015, Governor Snyder received a briefing on Flint's water problems from Defendant MDEQ director Dan Wyant, which included resident complaints about discolored, low quality tap water and a letter from a state representative indicating that his constituents were "on the verge of civil unrest."

318. Defendant Snyder did not take any action in response to the residents' pleas to address the toxic water conditions in Flint.

319. Around the same time, MDEQ e-mails explained away "hiccups" in the transition to Flint's water system, discounting the possibility of imminent threats to public health, and noting that the switch to the Flint River "put the city in the business of water production, where they had historically been in the business of water transmission." It was claimed that "once the city connects to the new KWA system in 2016, this issue will fade into the rearview."

320. The e-mail also noted that "MDEQ approved the use of river as a source[.]" Had the MDEQ properly studied the river and set water quality standards, it would have known what a disastrous idea this was.

321. In early 2015, Defendant Veolia was hired to conduct a review of the city's water quality, largely in response to citizen complaints.

322. Veolia was grossly negligent and recklessly declared the water safe while the water poisoned tens of thousands.

323. Defendant Veolia's task was to review Flint's public water system, including treatment processes, maintenance procedures, and actions taken.

324. As water treatment professionals, Veolia had an opportunity to catch what Defendant LAN and Rowe had missed or refused to warn about—that corrosive water was being pumped through lead pipes into the homes of Flint residents without any corrosion control.

325. Defendant Veolia issued an interim report on its findings, which it presented to a committee of Flint's City Council on February 18, 2015.

326. In its interim report, Veolia indicated that Flint's water was "in compliance with drinking water standards." It also noted that "[s]afe [equals] compliance with state and federal

standards and required testing."

327. In other words, Defendant Veolia publically declared Flint's poisonous water safe.

328. Defendant Veolia's interim report also noted that the discoloration in Flint's water "raises questions," but "[d]oesn't mean the water is unsafe."

329. The interim report noted that among Veolia's "next steps" were to "carry out more detailed study of initial findings" and "[m]ake recommendations for improving water quality."

330. In response to potential questions about "[m]edical problems," Veolia's interim report dismissively claimed that "[s]ome people may be sensitive to any water. "

331. Defendant Veolia issued its final "Water Quality Report" dated March 12, 2015.

332. In the final report, Defendant Veolia noted that it had conducted a "160-hour assessment of the water treatment plant, distribution system, customer services and communication programs, and capital plans and annual budget."

333. The final report claims that "a review of water quality records for the time period under our study indicates compliance with State and Federal water quality regulations."

334. The final report states that "the public has also expressed its frustration of discolored and hard water. Those aesthetic issues have understandably increased the level of concern about the safety of the water. The review of the water quality records during the time of Veolia's study shows the water to be in compliance with State and Federal regulations, and based on those standards, the water is considered to meet drinking water requirements."

335. Specifically addressing the lack of corrosion control, the final report notes that "[m]any people are frustrated and naturally concerned by the discoloration of the water with what primarily appears to be iron from the old unlined cast iron pipes. The water system could add a

polyphosphate to the water as a way to minimize the amount of discolored water. Polyphosphate addition will not make discolored water issues go away. The system has been experiencing a tremendous number of water line breaks the last two winters. Just last week there were more than 14 in one day. Any break, work on broken valves or hydrant flushing will change the flow of water and potentially cause temporary discoloration."

336. Therefore, in addition to missing the connection between the lack of corrosion control and lead contamination, Defendant Veolia made a permissive "could" suggestion aimed only at reducing aesthetic deficiencies while suggesting that Flint's drinking water met all applicable requirements and was safe to drink.

337. As a result of Defendant Veolia's actions, the residents of Flint continued to be exposed to poisonous water beyond February and March of 2015.

338. As evidence of problems mounted, the Defendants Snyder, MDEQ and its employees, MDHHS and its employees, Emergency Managers, City of Flint and its employees repeatedly denied the dangers facing Flint's residents, insisting that their water was safe to drink, despite having knowledge ad evidence to the contrary.

339. On March 23-24, 2015, Flint's powerless City Council voted 7-1 to end Flint River service and return to DWSD.

340. Defendant and Emergency Manager Ambrose declared that vote "incomprehensible" and rejected the proposal.

341. Defendant and Emergency Manager Ambrose then publically declared that "Flint water today is safe by all Environmental Protection Agency and Michigan Department of Environmental Quality standards, and the city is working daily to improve its quality… water from Detroit is no safer than water from Flint."

342. On April 24, 2015, the MDEQ finally told the EPA that Flint did not have optimized corrosion control in place, contradicting its statement from two months prior.

343. The flawed interpretation used by MDEQ and its Defendants employees amounted to a one year "free pass", where the Flint River served as a free water source that generated significant revenue for Flint to balance the City budget on the backs of Flint's residents.

344. Defendants Shekter, Cook, Busch, and Prysby were expressly told by Mr. Del Toral that their sampling procedures skewed lead level results and did not properly account for the presence of lead service lines.

345. In April of 2015, Mr. Del Toral issued a memorandum to the MDEQ, stating: "I wanted to follow up on this because Flint has essentially not been using any corrosion control treatment since April 30, 2014, and they have (lead service lines). Given the very high lead levels found at one home and the pre-flushing happening in Flint, I'm worried that the whole town may have much higher lead levels than the compliance results indicated, since they are using pre-flushing ahead of their compliance sampling."

346. Del Toral, a national expert in the field, identified the problem, the cause of that problem, and the specific reason the state had missed it. The Defendants ignored and dismissed him.

347. The MDEQ's director, Defendant Wyant, was expressly aware of Mr. Del Toral's comments and concerns.

348. On May 1, 2015, Defendant Cook sent an e-mail to Mr. Del Toral disagreeing with Del Toral's interpretation of his own agency's rules and vehemently resisting calls for a water quality study.

349. Cook noted that "[a]s Flint will be switching raw water sources in just over one year

from now, raw water quality will be completely different than what they currently use. Requiring a study at the current time will be of little to no value in the long term control of these chronic contaminants."

350. Defendant Cook, the MDEQ and all other Defendants named herein, believed they could simply run out the clock on Flint's water quality problem while the KWA water system was nearing completion.

351. Cook also claimed that "the City of Flint's sampling protocols for lead and copper monitoring comply with all current state and federal requirements. Any required modifications will be implemented at a time when such future regulatory requirements take effect."

352. On June 24, 2015, Mr. Del Toral authored an alarming memorandum more fully stating his concerns about the problems with MDEQ's oversight of Flint.

353. The memorandum noted that the city was not providing corrosion control for mitigating lead and copper levels, "[a] major concern from a public health standpoint."

354. Further, "[r]ecent drinking water sample results indicate the presence of high lead results in the drinking water, which is to be expected in a public water system that is not providing corrosion control treatment. The lack of any mitigating treatment for lead is of serious concern for residents that live in homes with lead service lines or partial lead service lines, which are common throughout the City of Flint."

355. Additionally, "[t]he lack of mitigating treatment is especially concerning as the high lead levels will likely not be reflected in the City of Flint's compliance samples due to the sampling procedures used by the City of Flint for collecting compliance samples… . This is a serious concern as the compliance sampling results which are reported by the City of Flint to residents could provide a false sense of security to the residents of Flint regarding lead levels in

their water and may result in residents not taking necessary precautions to protect their families from lead in the drinking water . . . [o]ur concern . . . has been raised with the [MDEQ]."

356. Del Toral's memorandum also noted that a Flint resident, Ms. Lee-Anne Walters, who had directly contacted the EPA had alarming results of 104 ug/L and 397 ug/L[1], especially alarming given the flawed sampling procedures used by the MDEQ.

357. The MDEQ had told the resident that the lead was coming from the plumbing in her own home, but Del Toral's inspection revealed that her plumbing was entirely plastic.

358. The memorandum also noted blood tests that showed Ms. Walters's child had elevated blood lead levels, and that additional sample results from resident-requested samples showed high levels of lead.

359. Among those cc'd on Mr. Del Toral's memorandum were MDEQ Defendants Liane Shekter-Smith, Pat Cook, Stephen Busch, and Michael Prysby.

360. On May 11, 2015, Jon Allan, director of the Michigan Office of the Great Lakes, e-mailed Defendant Shekter Smith for her reactions to the following language in a proposed report: "By 2020, 98 percent of population served by community water systems is provided drinking water that meets all health-based standards… By 2020, 90 percent of the non-community water systems provide drinking water that meets all health-based standards."

361. Responding the same day, MDEQ Water Resources Division Chief William Creal replied: "I think you are nuts if you go with a goal less than 100 percent for (drinking water) compliance in the strategy. How many Flints do you intend to allow???"

362. Defendant Shekter Smith responded the next day: "The balance here is between what is realistic and what is ideal. Of course, everyone wants 100 percent compliance. The reality,

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[1] Ug/L is equivalent to parts per million or PPM

however, is that it's impossible. It's not that we 'allow' a Flint to occur; circumstances happen. Water mains break, systems lose pressure, bacteria gets into the system, regulations change and systems that were in compliance no longer are, etc. Do we want to put a goal in black and white that cannot be met but sounds good? Or do we want to establish a goal that challenges us but can actually be accomplished? Perhaps there's a middle ground?"

363. Defendant Shekter Smith's comments reflect her obvious awareness that Flint's water did not meet health based standards, and her callous "circumstances happen" indifference to the results is indicative of top down policy of cutting costs and balancing the budget at the expense of health, safety and property of the good citizens of Flint.

364. In approximately July of 2015, Defendant Busch claimed that "almost all" homes in the pool sampled for lead in Flint had lead service lines. This was patently untrue and was made with no basis in fact, and the effect of this mistake made the lead testing results even more unreliable. Busch knew that it was not true, because Flint's records were insufficient to allow him to make such a determination.

365. On July 9, ACLU-Michigan reporter Curt Guyette publically broke the story about lead in Flint's drinking water, citing Del Toral's memorandum and exposing the lack of corrosion control in Flint's water.

366. Four days later, Defendant Wurfel issued the following public statement: "Let me start here- anyone who is concerned about lead in the drinking water in Flint can relax."

367. On July 21, 2015, the EPA and MDEQ conducted a conference call regarding MDEQ's implementation of the LCR. EPA pushed for optimized corrosion control (which MDEQ had previously told EPA Flint was using), while MDEQ claimed it was unnecessary and premature.

368. MDEQ could not have been more wrong. Far from being premature, it was already too

late to fully protect the people of Flint.

369. In an e-mail follow-up to that call, sent to an EPA employee, Defendant Shekter Smith stated "while we understand your concerns with the overall implementation of the lead and copper rule; we think it is appropriate for EPA to indicate in writing (an email would be sufficient) your concurrence that the city is in compliance with the lead and copper rule as implemented in Michigan… This would help distinguish between our goals to address important public health issues separately from the compliance requirements of the actual rule which we believe have been and continue to be met in the city of Flint."

370. Defendant Shekter Smith's statement indicates that she and the MDEQ were more concerned about proving technical compliance with the LCR than "address[ing] important public health issues."

371. On July 22, 2015, Defendant Snyder's chief of staff, Defendant Dennis Muchmore sent an e-mail indicating his awareness of the problems with Flint's water and the state's inadequate response. He noted: "I'm frustrated by the water issue in Flint. I really don't think people are getting the benefit of the doubt. Now they are concerned and rightfully so about the lead level studies they are receiving from DEQ samples. Can you take a moment out of your impossible schedule to personally take a look at this? These folks are scared and worried about the health impacts and they are basically getting blown off by us (as a state we're just not sympathizing with their plight)."

372. Defendant Linda Dykema, director of the MDHHS Division of Environmental Health sent an email to a number of department employees attempting to discredit Mr. Del Toral, to this point the only government employee actively trying to protect Flint's residents from lead poisoning. She claimed "[r]egarding the EPA drinking water official quoted in the press

articles, the report that he issued was a result of his own research and was not reviewed or approved by EPA management. He has essentially acted outside his authority."

373. On July 24, 2015, Defendant Wurfel wrote an e-mail to Defendants Busch, Prysby, Shekter Smith and Wyant, stating: "Guys, the Flint Ministers met with the Governor's office again last week. They also brought along some folks from the community – a college prof and GM engineer – who imparted that 80 water tests in Flint have shown high lead levels. Could use an update on the January/June testing results, as well as recap of the December testing numbers, and any overview you can offer to edify this conversation?"

374. Defendant Busch responded the same day in email to Defendant Wurfel copied to all others on the original e-mail, claiming that the second round of Flint drinking water testing showed a 90th percentile level of 11 parts per billion, almost double the prior round's results.

375. Even with MDEQ's terribly flawed sampling methods showing that lead levels had nearly doubled since the first six month testing, and even with outside evidence of even higher levels, Defendants showed no concern and took no immediate action to protect the people of Flint.

376. Defendant Busch also noted in his e-mail that Flint would be completing "a study (within 18 months) and are allowed a period of additional time (2 additional years) to install the selected treatment for fully optimized corrosion control."

377. On July 24, 2015, Defendant Wurfel wrote the following to recipients including Defendant Muchmore and Defendant Wyant: "Guys, here's an update and some clarification on the lead situation in Flint. Please limit this information to internal for now…By the tenants of the federal statute, the city is in compliance for lead and copper. That aside, they have not optimized their water treatment… Conceivably, by the time we're halfway through the first

timeline, the city will begin using a new water source with KWA… and conceivably, the whole process starts all over again. In terms of near-future issues, the bottom line is that residents of Flint do not need to worry about lead in their water supply, and DEQ's recent sampling does not indicate an eminent health threat from lead or copper."

378. In August, 2015, the EPA pressed MDEQ to move faster on implementing corrosion control in Flint.

379. On August 23, 2015, Virginia Tech Professor Marc Edwards wrote MDEQ to inform them that he would be conducting a study of Flint's water quality.

380. On August 27, 2015, Professor Edwards's preliminary analysis was released. More than half of the first 48 samples he tested came back above 5 ppb, and more than 30% of them came back over 15ppb, which would be unacceptable even as a 90th percentile. He called the results "worrisome."

381. In an e-mail response to a Governor's office inquiry regarding the high lead levels in residents' homes and the discrepancy between those numbers and the state's test results, Defendant Wurfel stated "[d]on't know what it is, but I know what it's not. The key to lead and copper in drinking water is that it's not the source water, or even the transmission lines (most of which are cast iron). It's in the premise plumbing (people's homes)."

382. This statement was made despite the facts that about half of Flint's homes are connected to lead service lines, and that it was clear by this point that Ms. Walters's home had plastic plumbing.

383. Wurfel then blamed Mr. Del Toral, the ACLU, and others taking action to help Flint's residents, stating: "This person is the one who had EPA lead specialist come to her home and do tests, then released an unvetted draft of his report (that EPA apologized to us profusely for)

to the resident, who shared it with ACLU, who promptly used it to continue raising hell with the locals… [I]t's been rough sledding with a steady parade of community groups keeping everyone hopped-up and misinformed."

384. On August 28, 2015, an EPA employee notified Defendant Shekter Smith and other MDEQ employees that "Marc Edwards (Virginia Tech) is working with some of the citizens in Flint and they are finding lead at levels above five parts per billion and some above 15 parts per billion. There's no indication of whether any of these homes were also sampled and analyzed by Flint and will now be part of their compliance calculations. Virginia Tech sent out 300 bottles and have gotten 48 back. We are not involved in this effort by Dr. Edwards."

385. On September 2, 2015, Defendant Wurfel engaged in further efforts to discredit Marc Edwards, this time in a press release. He stated: "[W]e want to be very clear that the lead levels being detected in Flint drinking water are not coming from the treatment plant or the city's transmission lines… The issue is how, or whether, and to what extent the drinking water is interacting with lead plumbing in people's homes….the results reported so far fail to track with any of the lead sampling conducted by the city. In addition, Virginia Tech results are not reflected by the blood lead level testing regularly conducted by the state department of community health that have not shown any change since Flint switched sources."

386. Defendant Wurfel knew this statement to be false, or had no reason to believe that it was true. For example, it was obvious by this point that Ms. Walters's home had plastic plumbing.

387. On September 6, 2015, another Wurfel attempt to discredit Edwards's results was published through Michigan Public Radio: "The samples don't match the testing that we've been doing in the same kind of neighborhoods all over the city for the past year. With these kinds of numbers, we would have expected to be seeing a spike somewhere else in the other

lead monitoring that goes on in the community."

388. Tragically, had the MDEQ or MDHHS been doing their jobs, they would indeed have seen spikes in all other forms of lead monitoring. Even worse, the MDEQ had been told exactly why its testing failed to reveal extremely high levels of lead.

389. Edwards published a report in early September, 2015, with startling findings. Among them: "FLINT HAS A VERY SERIOUS LEAD IN WATER PROBLEM"; "101 out of 252 water samples from Flint homes had first draw lead more than 5 ppb"; "Flint's 90th percentile lead value is 25 parts per billion… over the EPA allowed level of 15ppb that is applied to high risk homes… How is it possible that Flint 'passed' the official EPA Lead and Copper Rule sampling overseen by MDEQ?"; "Several samples exceeded 100ppb and one sample collected after 45 seconds of flushing exceeded 1,000 ppb[.]"

390. Additional Edwards's findings included that "[o]n average, Detroit water is 19 times less corrosive than the Flint River water currently in use"; "even with phosphate, Flint River water has 16 times more lead compared to the same condition using Detroit water."

391. Therefore, the Flint River water was so corrosive that even the obvious, necessary measure of adding corrosion control may not have been enough to make it totally safe.

392. This would have been known if the water were properly treated or studied before the switch. Instead, the residents of Flint were used as guinea pigs in a "test then treat" scenario that ensured at least one year of absolutely no protection from lead contamination, a balanced budget, and substantial revenue from free water paid for by Flint residents.

393. Edwards predicted that "in the weeks and months ahead MDEQ and Flint will be forced to admit they failed to protect public health as required under the Federal Lead and Copper Rule." He was entirely correct.

394. Another Wurfel hit job on Professor Edwards and his team occurred on September 9, 2015, when he told a reporter: "[T]he state DEQ is just as perplexed by Edwards's results as he seems to be by the city's test results, which are done according to state and federal sampling guidelines and analyzed by certified labs."

395. This statement was made with full knowledge that at least one EPA employee had told MDEQ that its testing was not being conducted according to federal guidelines.

396. Defendant Wurfel also claimed that Edwards's team "only just arrived in town and (have) quickly proven the theory they set out to prove, and while the state appreciates academic participation in this discussion, offering broad, dire public health advice based on some quick testing could be seen as fanning political flames irresponsibly."

397. Again, Wurfel and MDEQ publically attempt to discredit the people working to protect the public, while providing false assurances to Flint's residents about the water that continues to poison them.

398. On September 10, 2015, Dr. Yanna Lambrinidou, a member of the EPA National Drinking Water Advisory Council Lead and Copper Rule workgroup wrote to Defendants Wurfel and Busch, requesting information on "optimal water quality parameter ranges" that MDEQ should have set for Flint's water.

399. No such information existed, because MDEQ had never created it.

400. Busch responded "[a]ll previous water quality parameter ranges would have been established for the City of Flint's wholesale finished water supplier, the Detroit Water and Sewerage Department, not the City of Flint itself. As the City of Flint has not yet established optimized corrosion control treatment, the MDEQ is not yet at the point of regulatory requirements where the range of water quality parameters would be set."

401. Water quality parameter ranges ensure safe levels of things like PH, nitrates and phosphates.

402. Dr. Lambrinidou replied "do you mean that MDEQ never set optimal water quality parameter ranges specifically for Flint before Flint's switch to Flint River water? It is my impression, please correct me if I'm wrong, that under the LCR, all large systems – whether they are consecutive or not – must have optimal water quality parameter ranges designated by states specifically for them (at the time when these systems are deemed to have optimized their treatment). Is there language in the LCR I am missing that allows a utility not to have optimal quality parameter ranges established specifically for it? My second question is this: If the City of Flint had no optimal water quality parameter ranges established specifically for it in the past, how did it achieve LCR compliance? Isn't it the case that utility-specific optimal water quality parameter ranges (and maintenance of these ranges) are required for all large systems to avoid an LCR violation?"

403. Defendant Busch's response reiterated his belief that Flint was not required to implement corrosion control until unacceptably high levels of lead had already appeared in the water. This callous response, on September 25, 2015, indicated Busch's complete indifference to the health, property and welfare of Flint's residents.

404. A September 10 e-mail from the EPA's Jennifer Crooks to Defendant Shekter Smith, summarizing an apparent EPA-MDEQ conference call, acknowledged that Professor Edwards's study "[was] putting added pressure on MDEQ, and EPA to ensure that Flint addresses their lack of optimized corrosion control treatment in an expedited manner in order to protect the residents from exposure to high lead levels." Further, "EPA acknowledged that to delay installation of corrosion control treatment in Flint would likely cause even higher levels of lead over time as Flint's many lead service lines are continuously in contact with corrosive water."

405. In a September 17, 2015 letter, Defendant Wyant wrote a letter in response to an inquiry

from various legislators, disavowing any responsibility for reacting to Mr. Del Toral's alarm-sounding memorandum: "With respect to the draft memo referenced in your letter, the MDEQ does not review or receive draft memos from the USEPA, nor would we expect to while it is a draft."

406. Defendant Wyant's statement was made despite the fact that he and the MDEQ were fully aware of Del Toral's memorandum and the concerns it raised, and as though this apparent MDEQ policy justified ignoring Del Toral.

407. On September 15, 2015, MLive published an article entitled "Virginia Tech professor says Flint's tests for lead in water can't be trusted." Edwards is quoted as recommending a return to DWSD, stating "Flint is the only city in America that I'm aware of that does not have a corrosion control plan in place to stop this kind of problem."

408. On September 23, 2015, an e-mail from Croft to numerous officials included the following: "I am pleased to report that the City of Flint has officially returned to compliance with the Michigan Safe Drinking Water Act and we have received confirming documentation from the DEQ today…Recent testing has raised questions regarding the amount of lead that is being found in the water and I wanted to report to you our current status. At the onset of our plant design, optimization for lead was addressed and discussed with the engineering firm and with the DEQ. It was determined that having more data was advisable prior to the commitment of a specific optimization method. Most chemicals used in this process are phosphate based and phosphate can be a 'food' for bacteria. We have performed over one hundred and sixty lead tests throughout the city since switching over to the Flint River and remain within EPA standards."

409. Croft's statement was made despite his knowledge that the samples the city had taken

were insufficient to draw any conclusions.

410. Croft's widely disseminated message makes no mention of the flawed lead testing results.

411. On September 25, 2015, Snyder's Chief of Staff Dennis Muchmore sends an e-mail to Governor Snyder and others that treated the situation in Flint as a political inconvenience instead of a humanitarian crisis. He stated: "The DEQ and [MDHHS] feel that some in Flint are taking the very sensitive issue of children's exposure to lead and trying to turn it into a political football claiming the departments are underestimating the impacts on the populations and are particularly trying to shift responsibility to the state…I can't figure out why the state is responsible except that Dillon did make the ultimate decision so we're not able to avoid the subject. The real responsibility rests with the County, city, and KWA[.]"

412. In addition to ignoring the fact that the state had taken over Flint, Muchmore's evasion of state responsibility ignores the role of the MDEQ and MDHHS in this crisis.

413. Where MDEQ caused, obscured, and lied about the lead problem, MDHHS should have discovered and revealed it.

414. Instead, the MDHHS obscured, obfuscated, and intentionally withheld information which conclusively showed that the children of Flint were being exposed and re- exposed to lead. It took the work of an outside doctor to force MDHHS to acknowledge its failures.

415. Whereas MDEQ ignored and criticized the very people it should have been gratefully listening to in Mr. Del Toral and Dr. Edwards, the MDHHS extended the same treatment to Dr. Mona Hanna-Attisha, a pediatrician at Flint's Hurley Hospital.

416. In a July 28, 2015, email from MDHHS epidemiologist Cristin Larder to MDHHS employees Nancy Peeler and Patricia McKane, Larder identifies an increase in blood lead levels

in Flint just after the switch to river water, and concludes only that the issue "warrant[s] further investigation."

417. On the same day, Defendant Nancy Peeler sent an e-mail admitting an uptick in children with elevated blood lead levels in Flint in July, August, and September 2014, but attributing it to seasonal variation.

418. MDHHS took no actions as outsiders began to discover and reveal Flint's lead problem. Instead, it withheld data and obstructed those researchers while actively attempting to refute their findings.

419. In a September 10, 2015, e-mail from MDHHS health educator Michelle Bruneau to colleague Kory Groestch, regarding a talking points memorandum, she states: "[M]ay be a good time to float the draft out to the others because if we're going to take action it needs to be soon before the Virginia Tech University folks scandalize us all."

420. Again, instead of acting to help the people of Flint, the state and its employees were concerned with protecting themselves.

421. In a September 11, 2015, e-mail to Defendant Linda Dykema and Kory Groestch of the MDHHS, Defendant Shekter Smith wrote: "Since we last spoke, there's been an increase in the media regarding lead exposure. Any progress developing a proposal for a lead education campaign? We got a number of legislative inquiries that we are responding to. It would be helpful to have something more to say."

422. MDHHS's Bruneau responded to Groetsch: "Told ya," and incredibly, includes a "smiley face" emoticon.

423. Groetsch then responds to Shekter Smith that Bruneau has written only "the bones" of a health education and outreach plan.

424. The same day, Defendant Robert Scott, the data manager for the MDHHS Healthy Homes and Lead Prevention program, was e-mailed a copy of a grant proposal for Professor Edwards's study. Edwards's grant proposal described a "perfect storm" of "out of control" corrosion of city water pipes leading to "severe chemical/biological health risks for Flint residents." Scott forwarded the grant proposal to MDHHS employees Nancy Peeler, Karen Lishinski, and Wesley Priem, with the note"[w]hen you have a few minutes, you might want to take a look at it. Sounds like there might be more to this than what we learned previously. Yikes!"

425. On September 22, 2015, MDHHS Environmental Public Health Director and Defendant Lynda Dykema, emailed MDHHS' Geralyn and Defendant Peeler, among others. She stated: "Here is a link to the VA Tech study re city of Flint drinking water… It appears that the researchers have completed testing of a lot of water samples and the results are significantly different than the city and DEQ data. It also appears that they've held public meetings in Flint, resulting in concerns about the safety of the water that have arisen in the last few days."

426. On the same day, Dr. Mona Hanna-Attisha requests from Defendant Robert Scott and others at MDHHS full state records on blood tests, likely to compare to her own data. She notes "[s]ince we have been unable to obtain recent MCIR blood lead data for Flint kids in response to the lead in water concerns, we looked at all the blood lead levels that were processed through Hurley Medical Center[.]" She tells the MDHHS that despite being denied data access from the state, she has found "striking results."

427. Dr. Hanna-Attisha had heard complaints from Flint residents about their water and found out that no corrosion control was being used. She developed a study using her hospital's data, comparing lead levels in blood samples taken before and after the switch in the water

supply.

428. On September 24, 2015, Dr. Hanna-Attisha released a study showing post-water-transition elevated blood-lead levels in Flint children at a press conference.

429. Dr. Hanna-Attisha had done the job that the MDHHS should have done.

430. Earlier that day, MDHHS employee Angela Minicuci circulated a memorandum of "Flint Talking Points" in anticipation of Dr. Hanna-Attisha's study. It noted that her results were "under review" by MDHHS, but that her methodology was different, implying that her methodology was unorthodox or improper. "Looking at the past five years as a whole provides a much more accurate look at the season trends of lead in the area," MDHHS claimed. "MDHHS data provides a much more robust picture of the entire blood lead levels for the Flint area."

431. Also regarding Dr. Hanna-Attisha's findings, Governor Snyder's press secretary e-mailed a number of state employees the following: "Team, [h]ere's the data that will be presented at the Hurley Hospital press conference at 3 p.m. As you'll see, they are pointing to individual children, a very emotional approach. Our challenge will be to show how our state data is different from what the hospital and the coalition members are presenting today."

432. Here again, the state was more concerned about protecting its own reputation than the lives of Flint residents. It never addressed the most important question – what if Dr. Hanna-Attisha was right.

433. Defendants and employees of MDHHS were uniformly dismissive of Dr. Hanna-Attisha's results. Wesley Priem, manager of the MDHHS Healthy Homes Section, wrote to MDHHS' Kory Groetsch: "This is definitely being driven by a little science and a lot of politics."

434. The same day the results were released, Defendant Robert Scott emailed Defendant Nancy Peeler, noting that he had tried to "recreate Hurley's numbers," and says he sees "a difference between the two years, but not as much difference as they did."

435. Despite the fact that this constitutes MDHHS's first internal recognition that their own methodology could have been wrong and that Flint children had been poisoned, Scott added "I'm sure this one is not for the public."

436. As this was going on, Professor Edwards forcefully requested blood lead data from Mr. Scott. In an email, the Professor notes that the state had failed to provide the records to Dr. Hanna-Attisha's team, and accusing the MDHHS of "raising…obstacles to sharing it with everyone who asks." Professor Edwards claims to have been requesting the data since August, and notes that he has sent Scott ten e-mails on the subject.

437. The next day, Defendant Scott drafts a remarkable response, but never sends it to Professor Edwards on the advice of Defendant Peeler. Included in the would-be response: "I worked with you earlier this month to get data to you relatively quickly but did not manage to complete the process before I went on annual leave for several days. I neglected to inform you that I'd be away, and I apologize for not informing you." Despite the fact that Scott admitted to going on vacation and leaving an important task unfinished as a public health crisis unfolded, Peeler tells him to "apologize less."

438. The day after Dr. Hanna-Attisha releases her study, the City of Flint issues a health advisory, telling residents to flush pipes and install filters to prevent lead poisoning.

439. The same day, Defendant Robert Scott responded to an email from colleagues about Detroit Free Press interest in doing a lead story. At 12:16 p.m., Free Press reporter Kristi Tanner sent an email to Angela Minicuci at MDHHS saying Tanner had looked at the lead

increase in Flint as shown in DHS records between 2013-2014 and 2-14-2015 and Tanner is concluding that the increase "is statistically significant."

440. Scott writes to Minicuci: "The best I could say is something like this: 'While the trend for Michigan as a whole has shown a steady decrease in lead poisoning year by year, smaller areas such as the city of Flint have their bumps from year to year while still trending downward overall.'"

441. Defendant Nancy Peeler, also a party to the conversation, writes back to Scott and Minicuci: "My secret hope is that we can work in the fact that this pattern is similar to the recent past."

442. This conversation unfolded the very day after Scott told Peeler that his own review of the data showed increased post-switch lead levels, but that his findings were not to be made public.

443. Defendants Peeler and Scott intentionally withheld information that they had a duty to disclose to the public, and actively sought to hide the lead poisoning epidemic that they had previously failed to discover.

444. Also on September 25, MDHHS's Lasher sent an email to Defendant Muchmore, Defendant Wyant, Defendant Wufel, and others, repeating criticisms of Dr. Hanna-Attisha's findings using quotation marks in reference to the "data" that she reviewed and calling her sample size into question.

445. Those MDHHS employees not actively engaged in the cover-up show no urgency whatsoever to this public health crisis. Cristin Larder sent an e-mail to a number of colleagues: "After looking at the data Kristi send you and talking with Sarah, I realize I do not have access to the data I need to answer her specific question about significance. I won't be able to get

access before Monday. Sorry I wasn't able to be helpful right now."

446. Angela Minicuci responded: "Not a problem, let's connect on Monday." The department apparently could not be troubled with a public health emergency on the weekend.

447. As this crisis unfolded, Defendant Snyder received briefings from Defendant Muchmore, which were more focused on political reputation preservation than helping the people of Flint. Muchmore referred to the people raising concerns about Flint's lead as the "anti-everything group," and claimed that it was the responsibility of the City of Flint (overtaken by Snyder's Emergency Manager) to "deal with it."

448. Still, by September 26, 2015, Defendant Muchmore had told the governor that finding funds "to buy local residents home filters is really a viable option," and had identified service lines to homes as a likely cause of the problem.

449. The Governor took no immediate action to protect the rights, health, and safety of Flint's residents while his subordinates continued to insist that the water was safe and discredit those who presented evidence to the contrary.

450. On September 28, 2015, Defendant Wurfel publically claims that the Flint situation is turning into "near hysteria," and saying of Dr. Hanna-Attisha's statements "I wouldn't call them irresponsible. I would call them unfortunate." He again declares Flint's water safe.

451. On September 28, 2015, State Senator Jim Ananich sent a letter to Governor Snyder, noting "[i]t is completely unacceptable that respected scientific experts and our trusted local physicians have verified that the City of Flint's drinking water is dangerous for our citizens, especially our most vulnerable young people." He called for immediate action, but the Governor continues to wait.

452. The same day, MDHHS Director and Defendant Nick Lyon continues trying to discredit

Dr. Hanna- Attisha's study despite his own department's knowledge that it shows a real problem. In an e- mail, he stated: "I need an analysis of the Virginia Tech/Hurley data and their conclusions. I would like to make a strong statement with a demonstration of proof that the lead blood levels seen are not out of the ordinary and are attributable to seasonal fluctuations. Geralyn is working on this for me but she needs someone in public health who can work directly with her on immediate concerns/questions."

453. In blatant violation of state law, at all relevant times the state's "top doctor," MDHHS chief medical executive Defendant Dr. Eden Wells was attending to her responsibilities part time while also working at the University of Michigan.

454. Dr. Wells did not become a full time state employee until February 1, 2016, and her mandatory responsibilities at the state prior to that time may have involved as little as eight (8) hours per week.

455. Dr. Wells was the sole medical doctor working as an executive for the department.

456. Dr. Wells's predecessor, Dr. Gregory Holtzman, has noted that as a full time employee, he "kept quite busy."

457. Other outsiders continued to put pressure on the MDHHS to be more transparent. Genesee County Health Officer Mark Valacak wrote an e-mail to department employees, demanding "to know whether you have confirmed with the lead program staff at MDHHS that the state results that purport that lead levels have not shown a significant increase since the changeover of the water supply for the city of Flint indeed represent Flint city zip codes only and not Flint mailing addresses. As I mentioned to you both this morning, Flint mailing addresses include outlying areas like Flint and Mundy Townships which obtain their water from the Detroit water authority."

458. Valacak's email pointed out further flaws in MDHHS methodology.

459. In the face of continued state denials, a September 29, 2015, article in the Detroit Free Press publically claimed "Data that the State of Michigan released last week to refute a hospital researcher's claim that an increasing number of Flint children have been lead-poisoned since the city switched its water supply actually supports the hospital's findings, a Free Press analysis has shown. Worse, prior to the water supply change, the number of lead-poisoned kids in Flint, and across the state, had been dropping; the reversal of that trend should prompt state public health officials to examine a brewing public health crisis."

460. Dr. Hanna-Attisha could see the problem and the Free Press could see the problem with the state's own data, and yet the MDHHS found signs of a lead problem but ignored it.

461. Finally, Defendant Snyder was forced to admit that there was an emergency he could no longer ignore.

462. His Executive Director sent an e-mail on September 29, 2015 to Defendant Muchmore, Nick Lyon, and Defendant Wyant, among others, soliciting information for a meeting regarding emergency management and noting that Dr. Wells "should be speaking with Hurley."

463. A September 29, 2015, internal e-mail between MDHHS employees refers to the situation in Flint as sounding "like a third world country" and openly wondering when the federal government might be able to step in.

464. The same day, MDHHS employees discuss efforts made by Genesee County to obtain MDHHS data. Ms. Lasher writes "I understand that we are still reviewing the data – but the county has basically issued a ransom date that they want this information by tomorrow… Eden – please coordinate an answer so Nick can walk into the 1 p.m. (meeting with the governor) prepared on this."

465. As demonstrated in Ms. Lasher's email, the state continued to refuse to take even the simplest measure to protect public health until outsiders forced it to do so.

466. Also on September 29, 2015, Geralyn Lasher e-mailed Defendants Peeler and Wells, Scott, and several others at MDHHS: "Is it possible to get the same type of data for just children under the age of six? So basically, the city of Flint kids ages six and under with the same type of approach as the attached chart you gave us last week?"

467. Defendant Linda Dykema responds to fellow MDHHS employees including Defendant Wells: "[i]t's bad enough to have a data war with outside entities, we absolutely cannot engage in competing data analyses within the Department, or, heaven forbid, in public releases."

468. Defendant Wells's only reply to that email was a single word: "Agree," showing MDHHS continuing efforts to mislead the public, protect itself, and discredit Dr. Hanna-Attisha.

469. The MDHHS and its employees were completely disinterested in the truth or finding out whether it may have made an error.

470. When Dr. Hanna-Attisha directly e-mailed Defendant Wells with updated findings that isolated certain high risk areas of the city and showed that blood lead levels have "more than tripled," Defendant Wells responded that the state was working to replicate Hanna-Attisha's analysis, and inquired about Dr. Hanna-Attisha's plans to take the information public.

471. While discouraging her department to look further into Dr. Hanna-Attisha's findings and misleading Dr. Hanna-Attisha, Defendant Wells remained focused on a single task; saving face at the expense of Flint's residents in furtherance of the over-arching fiscal scheme to balance the budget at all costs in conscious disregard of the health, property, and prosperity of the citizens of Flint.

472. Also on September 29, 2015, Genesee County issued its own health advisory about Flint's water. Two days later, the county warned Flint residents not to drink the water.

473. As the lead crisis unfolded, the state also obscured the cause of Flint's Legionnaires' disease outbreak. Because of the common cause, the lack of corrosion control, this effort further hindered outside efforts with respect to the lead problem.

474. The state actively prevented interested federal officials from becoming involved in the Legionnaires' investigation.

475. A Centers for Disease Control and Prevention ("CDC") employee wrote to Genesee County Health officials in April of 2015: "We are very concerned about this Legionnaires' disease outbreak…It's very large, one of the largest we know of in the past decade, and community-wide, and in our opinion and experience it needs a comprehensive investigation."

476. That e-mail added "I know you've run into issues getting information you've requested from the city water authority and the MI Dept. of Environmental Quality. Again, not knowing the full extent of your investigation it's difficult to make recommendations, and it may be difficult for us to provide the kind of detailed input needed for such an extensive outbreak from afar."

477. On December 5, 2015, an employee of Genesee County Health Department accused state officials of covering up their mishandling of Flint's Legionnaires' disease outbreak. Tamara Brickey wrote to colleagues that "[t]he state is making clear they are not practicing ethical public health practice." Further, "evidence is clearly pointing to a deliberate cover-up," and "[i]n my opinion, if we don't act soon, we are going to become guilty by association."

478. On October 1, 2015, the MDHHS officially confirmed Dr. Hanna-Attisha's results. Department employees developed a "talking points" memorandum that gently admitted that

further analysis of their own data supported the doctor's findings, but cited lead paint as a greater concern than the water.

479. Finally, after months of denial, obstruction, and lies, the state began to act on October 1 - 2. The Governor received a proposal to reconnect Flint to DWSD and worked on plans for lead testing and water filters.

480. Still, Defendant Snyder's "comprehensive action plan" stated that "[t]he water leaving Flint's drinking water system is safe to drink, but some families with lead plumbing in their homes or service connections could experience higher levels of lead in the water that comes out of their faucets."

481. Subsequent tests have shown that lead levels in Flint's water have been so high that filters could not remove all lead, meaning that the state's recommendation and distribution of filters as a solution continued to inflict harm.

482. On October 15, 2015, Defendant Shekter Smith sent an email to Defendant Wurfel and others, stating that prior to the Flint River switch, before the switch to Flint River water, "Staff believed that it was appropriate to monitor for two 6-month rounds of sampling to determine if additional measures were necessary. Based on the sampling performed, the city is required to install corrosion control treatment…A pilot test was not required or conducted. Staff believed that it was appropriate to monitor for two 6-month rounds to determine if additional measures would be necessary."

483. It was not appropriate to monitor for two 6 month rounds, and additional measures were necessary from the beginning.

484. The state's staggering "drink first, test later" approach shows a conscious, willful disregard and/or indifference for whether an injury resulted to Plaintiffs.

485. On October 16, 2015, Flint reconnected to DWSD.

486. However, the damage had been done and lead has continued to leach from pipes into the water.

487. Two days later, Defendant Wyant admitted the colossal failure that his department had made, many months after it was expressly brought to their attention.

488. Defendant Wyant informed Governor Snyder that "staff made a mistake while working with the city of Flint. Simply stated, staff employed a federal (corrosion control) treatment protocol they believed was appropriate, and it was not." Also; "simply said, our staff believed they were constrained by two consecutive six- month tests. We followed and defended that protocol. I believe now we made a mistake. For communities with a population above 50,000, optimized corrosion control should have been required from the beginning. Because of what I have learned, I will be announcing a change in leadership in our drinking water program."

489. Defendant Wyant admitted to the Detroit News that MDEQ's "actions reflected inexperience, and our public response to the criticism was the wrong tone early in this conversation."

490. Apparently, by "early in this conversation," Wyant meant "until today."

491. On October 21, 2015, Governor Snyder appointed a five person task force to investigate the Flint water crisis. The task force included Ken Sikkema, senior policy fellow at Public Sector Consultants, Chris Kolb, president of the Michigan Environmental Council, Matthew Davis, a professor of pediatrics and internal medicine at the University of Michigan, Eric Rothstein, a private water consultant, and Lawrence Reynolds, a Flint pediatrician.

492. The day before the task force's findings were released, Snyder's new chief of staff wrote to him that "[i]f this is the path that the Task Force is on, it is best to make changes

at DEQ sooner rather than later. That likely means accepting Dan's resignation. It also means moving up the termination of the 3 DEQ personnel previously planned for Jan 4 to tomorrow."

493. On December 29, 2015, the task force issued a letter detailing its findings.

494. In that letter, the task force stated that "[w]e believe the primary responsibility for what happened in Flint rests with the Michigan Department of Environmental Quality (MDEQ). Although many individuals and entities at state and local levels contributed to creating and prolonging the problem, MDEQ is the government agency that has responsibility to ensure safe drinking water in Michigan. It failed in that responsibility and must be held accountable for that failure."

495. The letter continued: "The Safe Drinking Water Act (SDWA) places responsibility for compliance with its requirements on the public water system. In this instance, the City of Flint had the responsibility to operate its water system within SDWA requirements, under the jurisdiction of the MDEQ. The role of the MDEQ is to ensure compliance with the SDWA through its regulatory oversight as the primary agency having enforcement responsibility for the Flint water system."

496. The letter indicated that the MDEQ had failed to properly interpret and apply the Lead and Copper Rule.

497. The letter pointed to a "minimalist approach to regulatory and oversight authority" at MDEQ's Office of Drinking Water and Municipal Assistance (headed by Defendant Shekter Smith) which "is unacceptable and simply insufficient to the task of public protection. It led to MDEQ's failure to recognize a number of indications that switching the water source in Flint would-and did- compromise both water safety and water quality."

498. The letter also noted that "[t]hroughout 2015, as the public raised concerns and as

independent studies and testing were conducted and brought to the attention of MDEQ, the agency's response was often one of aggressive dismissal, belittlement, and attempts to discredit these efforts and the individuals involved."

499. Further, that "the MDEQ seems to have been more determined to discredit the work of others—who ultimately proved to be right—than to pursue its own oversight responsibility."

500. Regarding other failures of the state, the report noted that "we are particularly concerned by recent revelations of MDHHS's apparent early knowledge of, yet silence about, elevated blood lead levels detected among Flint's children."

501. "The City of Flint's water customers—fellow Michigan citizens—were needlessly and tragically exposed to toxic levels of lead through their drinking water supply." The report also notes that the state government should be responsible for remedying the tragedy, "having failed to prevent it."

502. On October 26, 2015, the Detroit News published an audacious column from Defendant Earley entitled "Don't blame EM for Flint water disaster." He asserted that the tragedy was caused by local leaders, ignoring the MDEQ's role and the fact that he and his fellow Emergency Managers had entirely usurped local authority at Governor Snyder's direction.

503. In October 2015, Defendant Shekter Smith was reassigned so as to have no responsibility for Flint's drinking water.

504. On December 5, 2015, the City of Flint declared a state of emergency.

505. In response to a blog post by professor Edwards entitled "Michigan Health Department Hid Evidence of Health Harm Due to Lead Contaminated Water. Allowed False Public Assurances by MDEQ and Stonewalled Outside Researchers," the Governor's Communications Director wrote to Governor Snyder and others "[i]t wasn't until the Hurley report came out that

our epidemiologists took a more in-depth look at the data by zip code, controlling for seasonal variation, and confirmed an increase outside of normal trends. As a result of this process, we have determined that the way we analyze data collected needs to be thoroughly reviewed."

506. In other words, MDHHS's failure to properly analyze its own data was a matter of practice, pattern, custom, and/or policy contributing to the over-arching fiscal scheme to balance the budget at all costs in conscious disregard of the health, property, and prosperity of the citizens of Flint.

507. On December 23, 2015, the Michigan Auditor General provided an investigative report on the crisis, finding that corrosion control should have been maintained from the beginning and that improper sample sites had been selected by the MDEQ.

508. On December 30, 2015, Defendants Wyant and Wurfel resigned.

509. On January 4, 2016, Genesee County declared its own state of emergency.

510. On January 12, 2016, the Governor called the National Guard into Flint and requested assistance from FEMA.

511. On January 13, 2016, the Governor announced the massive spike in Legionnaires' disease in Genesee County.

512. The Governor's January 13, 2016 announcement was made ten months after the State was made aware that the spike coincided with the switch to Flint water.

513. On January 16, 2016, President Barack Obama declared a Federal State of emergency in Flint.

514. In his January 19, 2016, State of the State address, Governor Snyder admitted to the people of Flint that "Government failed you at the Federal, State and local level."

515. On January 21, 2016, EPA's Susan Hedman resigned over her involvement in the Flint

Water crisis. Hedman had acted with deliberate indifference to the MDEQ's failures to follow federal law and guidelines, and helped to silence Mr. Del Toral.

516. On January 21, 2016, the EPA issued an Emergency Order, based on its finding that "the City of Flint's and the State of Michigan's responses to the drinking water crisis in Flint have been inadequate to protect public health and that these failures continue."

517. The Emergency Order included as Respondents the City of Flint, the MDEQ, and the state.

518. The Emergency Order provided for the EPA to conduct its own sampling of lead in Flint's water and undertake other actions as part of a process "to abate the public health emergency in the City of Flint."

519. The Emergency Order notes that "[t]he presence of lead in the City water supply is principally due to the lack of corrosion control treatment after the City's switch to the Flint River as a source in April 2014. The river's water was corrosive and removed protective coatings in the system. This allowed lead to leach into the drinking water, which can continue until the system's treatment is optimized."

520. The Emergency Order indicates that "water provided by the City to residents poses an imminent and substantial endangerment to the health of those persons. Those persons' health is substantially endangered by their ingestion of lead in waters that persons legitimately assume are safe for human consumption."

521. Further, the EPA states that "The City, MDEQ and the State have failed to take adequate measures to protect public health."

522. According to the Emergency Order: "Based upon the information and evidence, EPA determines that Respondents' actions that resulted in the introduction of contaminants, which

entered a public water system and have been consumed and may continue to be consumed by those served by the public water system, present an imminent and substantial endangerment to the health of persons."

523. In a public statement, EPA Administrator Gina McCarthy declared: "Let's be really clear about why we are here today…We are here today because a state-appointed emergency manager made the decision that the city of Flint would stop purchasing treated water that had well served them for 50 years and instead purchase untreated — and not treat that water — and by law the state of Michigan approved that switch and did not require corrosion control. All to save money. Now that state decision resulted in lead leaching out of lead service pipes and plumbing, exposing kids to excess amounts of lead. That's why we're here."

524. On January 22, 2016 Defendants Shekter Smith and Busch were suspended without pay.

525. Defendant Shekter Smith's firing was announced on February 5, 2016.

526. At one of several congressional hearings on the subject, EPA Deputy Assistant Administrator Joel Beauvias testified "MDEQ incorrectly advised the City of Flint that corrosion- control treatment was not necessary, resulting in leaching of lead into the city's drinking water… EPA regional staff urged MDEQ to address the lack of corrosion control, but was met with resistance. The delays in implementing the actions needed to treat the drinking water and in informing the public of ongoing health risks raise very serious concerns."

527. Professor Edwards also testified before congress. He claimed that MDEQ "ignored warning sign after warning sign" before engaging in a cover-up. "One-hundred percent of responsibility lies with those employees at the Michigan Department of Environmental Quality. There's no question," he testified.

528. The residents of the City of Flint continue to this day to drink bottled and/or tap water, some with the benefit of a filter.

529. As of the date of filing, the state and federal governments are conducting criminal investigations into the acts herein described.

CLASS ALLEGATIONS

530. Plaintiffs bring this action and seek to certify and maintain it as a class action under Rules 23(a); (b)(1) and/or (b)(2); and (b)(3) of the Federal Rules of Civil Procedure on behalf of themselves and similarly situated individuals in the City of Flint, Michigan, subject to amendment and additional discovery asfollows:

a. all persons in the City of Flint who have been harmed by Defendants' continuing violation of the Safe Drinking Water Act's requirement to operate and maintain optimal corrosion control treatment, 40 C.F.R. §§ 141.81-.82;

b. all persons in the City of Flint who have been harmed by Defendants' continuing violation of the Safe Drinking Water Act's requirement to notify customers of the individual results of tap water samples tested for lead within 30 days after receiving the results, 40 C.F.R. § 141.85(d)(1), (d)(2);

c. all persons in the City of Flint who have tested positive for the presence of lead in their blood, since April 25, 2014;

d. all persons in the City of Flint who have experienced personal injury as a result of their exposure to elevated lead levels in Flint's drinking water supply, since April 25, 2014; and

e. all persons in the City of Flint who have owned or rented property in Flint Michigan since April 25, 2014.

531. Excluded from the Class is:

a. Defendants, including any entity or division in which Defendants have a controlling interest, along with their legal representative, employees, officers, directors, assigns, heirs, successors, and wholly or partly owned subsidiaries or affiliates;

b. the Judge to whom this case is assigned, the Judge's staff, and the Judge's immediate family; and

c. all governmental entities.

532. Plaintiffs reserve the right to amend the Class definition if discovery and further investigation reveal that any Class should be expanded, divided into additional subclasses, or modified in any other way.

Numerosity & Ascertainability

533. This action meets the numerosity requirement of Fed. R. Civ. P. 23(a)(1), given that the amount of affected Flint residents and property owners, upon information and belief, has reached the tens of thousands, making individual joinder of class members' respective claims impracticable. While the precise number of class members is not yet known, the precise number can be ascertained from U.S. Federal Census records, State of Michigan and City of Flint public records, and through other discovery. Finally, Class members can be notified of the pendency of this action by Court-approved notice methods.

Typicality

534. Pursuant to Federal Rules of Civil Procedure 23(a)(3), Plaintiffs' claims are typical of the claims of class members, and arise from the same course of conduct by Defendants. Plaintiffs' persons and real property, like all Class Members, has been damaged by Defendants' misconduct in that they have incurred damages and losses related to the introduction of highly corrosive water from the Flint River into the public water supply, causing lead contamination and personal injury damages, destroying the lead supply pipes, and causing the ongoing water crisis in Flint. Furthermore, the factual bases of Defendants' actions and misconduct are common to all Class Members and represent a common thread of misconduct resulting in common injury to all Class Members. The relief Plaintiffs seek is typical of the relief sought

for absent Class Members.

Adequacy of Representation

535. Plaintiffs will serve as fair and adequate class representatives as their interests, as well as the interests of their counsel, do not conflict with the interest of other members of the class they seek to represent. Further, Plaintiffs have retained counsel competent and experienced in class action litigation.

536. Plaintiffs and their counsel are committed to vigorously prosecuting this action on behalf of the Class.

Predominance of Common Issues of Law

537. There are numerous questions of law and fact common to Plaintiffs and Class Members that predominate over any question affecting only individual Class Members, the answers to which will advance resolution of the litigation as to all Class Members. These common legal and factual issues include the following:

a. whether Defendants engaged in the conduct alleged herein;

b. whether optimal corrosion control treatment was identified and implemented, as required by the Safe Drinking Water Act and the Lead and Copper Rule, pursuant to 40 C.F.R. § 141.81(d)(4), since April 25, 2014, when the switch to the Flint River was made;

c. whether Defendants "continued to operate and maintain optimal corrosion control treatment", as required by the Safe Drinking Water Act and the Lead and Copper Rule, pursuant to 40 C.F.R. §141.82(g);

d. the extent to which Defendants know about the lead contamination of the Flint water supply after April 2014 and before notifying Plaintiffs and Class Members;

e. whether Defendants' conduct violates the Safe Drinking Water Act, the Constitution of the United States, and other laws as set forth herein;

f. whether Defendants made unlawful and misleading representations or material omissions with respect to the safety of Flint's water supply; and

g. whether Plaintiff and Class Members are entitled to damages and other monetary relief, including punitive damages, and if so, in what amount.

Superiority

538. The class action mechanism is superior to any other available means of the fair and efficient adjudication of this case. Further, no unusual difficulties are likely to be encountered in the management of this class action. Given the great amount of Flint residents impacted by Defendants' conduct, it is impracticable for Plaintiffs and the Class to individually litigate their respective claims for Defendants' complained of conduct. To do so would risk inconsistent or contradictory judgments and increase delays and expense to both parties and the court system. Therefore, the class action mechanism presents considerably less management challenges and provides the efficiency of a single adjudication and comprehensive oversight by a single court.

Count I– 42 U.S.C. § 1983 – SUBSTANTIVE DUE PROCESS – DEPRIVATION OF CONTRACTUALLY CREATED PROPERTY RIGHT

All Plaintiffs Against Defendants City of Flint, Croft, Glasgow, State of Michigan, Snyder, Earley, Ambrose, MDEQ, Shekter Smith, Wyant, Busch, Cook, Prysby, and Wurfel

539. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

540. Plaintiffs possessed and were deprived of a state contract law created property right to purchase and receive safe, potable drinking water.

541. Plaintiffs' right was created by the actions of the parties as well as under Section § 46-16 et. seq. of the Flint City Ordinance.

542. Plaintiffs' right is so rooted in the traditions and conscience of the American people as to be ranked as fundamental and protected by the Constitution.

543. Defendants violated Plaintiffs' property right when, ceasing to provide Plaintiffs with safe, potable water, they provided Plaintiffs with poisonous, contaminated water.

544. The violation of Plaintiffs' property right is not adequately redressed in a state breach of contract action.

545. The violation of Plaintiffs' property right involved Defendants' failure to adequately train, supervise, and/or hire employees.

546. Defendants' outrageous, deliberate acts and/or inaction in violating Plaintiffs' protected property right caused Plaintiffs to suffer injuries.

547. Defendants' actions and/or omissions were the proximate cause of the Plaintiffs' injuries.

548. As a direct and proximate result of all of the above Defendants' conduct and/or failures to act, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) increased risk of cancer, cognitive deficits, lost earning capacity, aggravation of preexisting conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), and punitive damages.

Count II – 42 U.S.C. § 1983 – PROCEDURAL DUE PROCESS – DEPRIVATION OF CONTRACTUALLY CREATED PROPERTY RIGHT

All Plaintiffs Against Defendants City of Flint, Croft, Glasgow, State of Michigan, Snyder, Earley, Ambrose, MDEQ, Shekter Smith, Wyant, Busch, Cook, Prysby, and Wurfel

549. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

550. Defendants deprived Plaintiffs of their contractually based property right to purchase and receive safe, potable drinking water. Without notice or hearing.

551. Defendants have not provided Plaintiffs with just compensation for their taking of Plaintiffs' property interests.

552. Defendants' actions and/or omissions were the proximate cause of the Plaintiffs' injuries.

553. As a direct and proximate result of all of the above Defendants' conduct and/or failures to act, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) increased risk of cancer, cognitive deficits, lost earning capacity, aggravation of preexisting conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), as well as punitive damages.

Count III– 42 U.S.C. § 1983 –SUBSTANTIVE DUE PROCESS– STATE CREATED DANGER

All Plaintiffs Against Defendants City of Flint, Croft, Glasgow, State of Michigan, Snyder, Kurtz, Earley, Ambrose, MDEQ, MDHHS, Shekter Smith, Wyant, Busch, Cook, Prysby, Wurfel, Wells, Peeler, Lyon, and Scott

554. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

555. All Defendants, at all times relevant hereto, were acting under the color of law in their individual and official capacities as State and City officials, and their acts and/or omissions were conducted within the scope of their official duties and employment.

556. Plaintiffs herein, at all times relevant hereto, have a clearly established Constitutional right under the Fourteenth Amendment.

557. Under the Due Process Claus of the Fourteenth Amendment, state officials may not deprive an individual of life, liberty or property without due process of law. The Due Process

Clause does not require the state and its officials to protect individuals from harms, but the Due Process Clause does prohibit state officials from engaging in conduct that renders an individual more vulnerable to such harms.

558. Plaintiffs claim that they were injured and their property was damaged as a result of all of the named Defendants' decisions to connect to the Flint River as the primary water source, with knowledge and intent, and under the false pretenses that the water was safe despite knowing to the contrary and continuously denying that fact until they no longer could. As a result the Plaintiffs and the putative class were exposed and re-exposed to toxic levels of lead.

559. Defendants' actions and omissions with regard to the switch to the Flint River, as described herein, were objectively unreasonable in light of the facts, c ircumstances and information readily available to them, and therefore violated the Fourteenth Amendment rights of Plaintiffs.

560. Defendants engaged in the conduct described herein, willfully, maliciously, in bad faith, and in reckless disregard to Plaintiffs' protected constitutional rights.

561. They did so with shocking and willful indifference to Plaintiffs' rights and their conscious awareness that they would cause Plaintiffs severe physical and emotional injuries.

562. Plaintiffs and the putative class claim that all of the individual defendants rendered them more vulnerable to harm by connection to the Flint River as the primary water source with the aim of balancing the municipal budget.

563. The State's decision and its overt act, through its agents, servants and employees, to discontinue receiving water from the DWSD and actually switching to the Flint River water supply as the primary source of water with the express knowledge and intent to do so while knowing that it could not be safely done for all Plaintiffs and the putative act constitutes an

affirmative act by the State. Furthermore, the City under the direction of the State and all of the individual defendants named herein, with knowledge and intent, disseminated information that they knew to be false that resulted in the Plaintiffs' use of the Flint River water for all purposes. The state created the all but certain risk that Plaintiffs and their property would be exposed and re-exposed to high levels of lead in the toxic water.

564. Plaintiffs and the putative class were all residents and property owners in Flint, ascertainable by both name and address, when the Flint River water source went online.

565. The State and City knew that water would distributed to all of the Plaintiffs, and those Plaintiffs specifically, based on their records, billing information, home addresses that were all identifiable from Flint's City water bills.

566. The private engineering Defendants made clear that the Flint Water Treatment plant was not adequately suited to treat the Flint River water when the Flint River went online in April 2014 and the State agencies reported that it was an unsuitable source of water.

567. After the Flint River went online, the individual Defendants continued to assure the residents and property owners of Flint that the water was safe for all uses, causing them to be continuously exposed and re-exposed to the toxic water from the Flint River.

568. Defendants knowingly made the above misrepresentations with full knowledge that their misrepresentations would fraudulently induce both reliance and use of the Flint River as a toxic water source for the foreseeable future.

569. Defendants' special and exclusive knowledge of the toxic conditions that existed in Flint's water supply knowingly exposed and re-exposed the Plaintiffs to the harmful conditions substantially likely to cause harm.

570. In addition to compensatory, economic, consequential and special damages, Plaintiffs

are entitled to punitive damages against each of the individually named Defendants under 42 U.S.C. § 1983, in that actions of each of these Defendants have been taken maliciously, willfully or with a reckless or wanton disregard of the constitutional rights of Plaintiffs.

Count IV– 42 U.S.C. § 1983 – SUBSTANTIVE DUE PROCESS - BODILY INTEGRITY

All Plaintiffs Against Defendants City of Flint, Croft, Glasgow, State of Michigan, Snyder, Earley, Ambrose, MDEQ, MDHHS, Shekter Smith, Wyant, Busch, Cook, Prysby, Wurfel, Wells, Peeler, Lyon, and Scott

571. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

572. Plaintiffs and the putative class have a right to bodily integrity under the Fourteenth Amendment.

573. At all times relevant hereto, that right is and has been well established.

574. In providing Plaintiffs with contaminated water, and/or causing Plaintiffs to consume that water, Defendants exposed and/or failed to protect Plaintiffs from a foreseeable risk of harm.

575. As a result of Defendants' actions and/or omissions, Plaintiffs suffered bodily harm and their rights to bodily integrity were violated.

576. Defendants' actions were malicious, reckless, and/or were made with deliberate indifference to Plaintiffs' constitutional rights. Defendants engaged in these acts willfully, maliciously, in bad faith, and/or in reckless disregard for Plaintiffs' constitutional rights.

577. Defendants' actions shock the conscience of Plaintiffs and of any reasonable person.

578. As a direct and proximate result of Defendants' unlawful conduct, Plaintiffs have suffered injuries and seek relief as described in this complaint.

579. Defendants' actions and/or omissions were the proximate cause of the Plaintiffs' injuries.

580. As a direct and proximate result of all of the above Defendants' conduct and/or failures to act, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) increased risk of cancer, cognitive deficits, lost earning capacity, aggravation of preexisting conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), and punitive damages.

Count V- BREACH OF CONTRACT

All Plaintiffs Against Defendants Flint and State of Michigan

581. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

582. Defendant City of Flint, by its statutes and by offering services to its residents, offers to sell potable, safe drinking water to its residents.

583. Plaintiffs accepted the offer by utilizing Flint's water, agreeing to pay for the water, and tendering payment for the water.

584. Plaintiffs and Defendant City of Flint entered into a contract for the purchase and sale of potable, safe drinking water.

585. Defendant State of Michigan overtook the local government of Flint and assumed and/or shared its duties under the contract to sell potable, safe drinking water to Plaintiffs.

586. Defendants materially and irreparably breached the contract with Plaintiffs by failing to provide potable, safe drinking water, and instead providing harmful, foul, contaminated water unfit for human consumption.

587. As a result of Defendants' breach, Plaintiffs suffered damages in the amount of all debts and obligations for Flint water, whether tendered or untendered, and as stated throughout this complaint.

588. Defendants' actions and/or omissions were the proximate cause of the Plaintiffs' injuries.

589. As a direct and proximate result of the above Defendants' conduct and/or failures to act, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) increased risk of cancer, cognitive deficits, lost earning capacity, aggravation of preexisting conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), and exemplary damages.

Count VI- BREACH OF IMPLIED WARRANTY

All Plaintiffs Against Defendants Flint and State of Michigan

590. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

591. The State of Michigan and the City of Flint directly promised to provide water that was fit for human consumption and/or impliedly promised that the water was fit for human consumption.

592. The State of Michigan and the City of Flint have both admitted that the water it supplied was contamination, including being poisoned with lead, and therefore clearly not fit for its intended use of human consumption.

593. The provision of water unfit for its intended purpose and/or the admission that the water

was not fit for its intended purpose constitute material breaches of an implied warranty and/or contract.

594. Defendants are liable to Plaintiffs and the putative class for all amounts billed and/or charged and/or collected, whether paid or unpaid, for water that was unfit for human consumption.

595. Defendants' actions and/or omissions were the proximate cause of the Plaintiffs' injuries.

596. As a direct and proximate result of the individual Defendants' conduct and/or failures to act, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), increased risk of cancer, physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) increased risk of cancer, cognitive deficits, lost earning capacity, aggravation of preexisting conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), and exemplary damages.

Count VII– NUISANCE

All Plaintiffs Against All Defendants

597. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

598. Defendants' actions in causing foul, poisonous, lead contaminated water to be delivered to the homes of Plaintiffs resulted in the presence of contaminants in Plaintiffs' properties and/or persons.

599. Defendants' actions substantially and unreasonably interfered with Plaintiffs' comfortable living and ability to use and enjoy their homes, constituting a nuisance.

600. Plaintiffs did not consent for foul, poisonous, lead contaminated water to physically invade their persons or property.

601. Plaintiffs suffered injuries and damage to their persons and/or properties as a direct and proximate result of Defendants' actions in causing lead contaminated water to be delivered to their homes.

602. Defendants' actions in causing a substantial and unreasonable interference with Plaintiffs' ability to use and enjoy their properties constitutes a nuisance and Defendants are liable for all damages arising from such nuisance, including compensatory and exemplary relief.

603. Defendants' actions and/or omissions were the proximate cause of the Plaintiffs' injuries.

604. As a direct and proximate result of the Defendants' conduct and/or failures to act, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), increased risk of cancer, physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) cognitive deficits, lost earning capacity, aggravation of preexisting conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), as well as exemplary damages.

Count VIII –TRESPASS

All Plaintiffs Against All Defendants

605. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

606. Defendants' negligent, grossly negligent, willful, and/or wanton conduct and/or failures to act caused contaminants to enter upon Plaintiffs' property and into Plaintiffs' persons.

607. Defendants, knowingly or in circumstances under which they should have known, engaged in deliberate actions that released contaminants which were substantially certain to invade the properties of Plaintiffs and the putative class.

608. Defendants knew or should have known of the likelihood that corrosive water would cause lead to drink into Plaintiffs' drinking water.

609. Defendants' actions resulted in contaminants entering into Plaintiffs' persons and properties, causing injury and damage to person and property.

610. Defendants' actions were done with actual malice or wanton, reckless or willful disregard for Plaintiffs' safety, rights, and/or property.

611. Defendants' actions and/or omissions were the proximate cause of the Plaintiffs' injuries.

612. As a direct and proximate result of the Defendants' conduct and/or failures to act, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), increased risk of cancer, physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) cognitive deficits, lost earning capacity, aggravation of preexisting conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), and exemplary damages.

Count IX- UNJUST ENRICHMENT

All Plaintiffs Against Defendants State of Michigan and City of Flint

613. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

614. Defendants have received the benefits of the funds paid by Plaintiffs for contaminated

water that was and is unfit for human consumption.

615. Defendants have utilized these funds for the operation of the government(s) of Flint and/or Michigan.

616. The retention of the benefit of the funds paid by Plaintiffs constitutes unjust enrichment in the amount of all funds paid for water that was unfit for human consumption.

617. It would be unjust to allow Defendants to retain the benefit they obtained from Plaintiffs.

618. Plaintiffs are entitled to exemplary damages.

Count X –NEGLIGENCE/PROFESSIONAL NEGLIGENCE/GROSSNEGLIGENCE

All Plaintiffs Against Defendant Veolia North America, LLC

619. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

620. Veolia undertook, for consideration, to render services for the City of Flint which it should have recognized as necessary for the protection of Plaintiffs, the putative class, and/or their property.

621. Veolia undertook to perform a duty owed to Plaintiffs and the putative class by the City of Flint and/or the State of Michigan.

622. Based on its undertaking, Veolia had a duty to Plaintiffs and the putative class to exercise reasonable care to protect that undertaking.

623. Plaintiffs and the putative class relied on the City, State, and/or Veolia to perform the duty to inspect the City's water supply to make sure that it was safe.

624. Veolia failed to undertake reasonable care and conduct as a professional engineering firm.

625. Veolia failed to exercise reasonable care in inspecting the city's water system and

issuing its interim and final reports.

626. Veolia failed to exercise reasonable care when it declared that Flint's drinking water met federal and/or state and/or all applicable requirements.

627. Veolia failed to exercise reasonable care when it represented that Flint's drinking water was safe.

628. Veolia failed to exercise reasonable care when it discounted the possibility that problems unique to Flint's water supply were causing medical harms.

629. Veolia failed to exercise reasonable care when it failed to warn about the dangers of lead leaching into Flint's water system.

630. Veolia failed to exercise reasonable care when it did not forcefully recommend the immediate implementation of corrosion control for purposes of preventing lead contamination in Flint's water supply.

631. Plaintiffs and the putative class suffered harm resulting from Veolia's failures to exercise reasonable care to protect its undertaking.

632. Veolia's failures to exercise reasonable care to protect its undertaking proximately caused the Plaintiffs' injuries and were entirely foreseeable.

633. Veolia is liable to Plaintiffs and the putative class for all harms resulting to themselves and their property from Veolia's failures to exercise reasonable care.

634. Veolia's liability includes without limitation personal injuries, illnesses, exposure to toxic substances, and property damage suffered by Plaintiffs and the putative class as a result of Veolia's failures to exercise reasonable care.

635. Veolia's conduct and/or failure(s) to act constitute gross negligence that rises to the level of recklessness because it was so reckless that it demonstrates a substantial lack of

concern for whether an injury would result.

636. Veolia's actions and/or omissions were a and/or the proximate cause of the Plaintiffs' injuries.

637. As a direct and proximate result of Veolia's actions and/or omissions, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), increased risk of cancer, physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) cognitive deficits, lost earning capacity, aggravation of pree xisting conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), as well as punitive and/or exemplary damages.

Count XI- NEGLIGENCE/PROFESSIONAL NEGLIGENCE/GROSSNEGLIGENCE

All Plaintiffs Against Defendant LAN and Rowe

638. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

639. LAN and Rowe undertook, for consideration, to render services for the City of Flint which it should have recognized as necessary for the protection of Plaintiffs, the putative class, and/or their property.

640. LAN and Rowe undertook to perform a duty owed to Plaintiffs and the putative class by the City of Flint and/or the State of Michigan.

641. Based on its undertaking, LAN and Rowe had a duty to Plaintiffs and the putative class to exercise reasonable care to protect that undertaking.

642. Plaintiffs and the putative class relied on the City, State, LAN and/or Rowe to perform

the duty to ensure the proper treatment of the new water source(s).

643. LAN and Rowe failed to exercise reasonable care in preparing for and executing the transition from treated DWSD water to untreated Flint River water.

644. LAN and Rowe failed to undertake reasonable care and conduct as a professional engineering firm.

645. LAN and Rowe failed to exercise reasonable care when they did not implement corrosion control in a system containing lead pipes that was being transitioned onto a highly corrosive water source.

646. Plaintiffs and the putative class suffered harm resulting from LAN and Rowe's failures to exercise reasonable care to protect their undertaking.

647. LAN and Rowe's failures to exercise reasonable care to protect its undertaking proximately caused the Plaintiffs' injuries and were entirely foreseeable.

648. LAN and Rowe are liable to Plaintiffs and the putative class for all harms resulting to themselves and their property from their failures to exercise reasonable care.

649. LAN and Rowe's liability includes without limitation personal injuries, illnesses, exposure to toxic substances, and property damage suffered by Plaintiffs and the putative class as a result of LAN and Rowe's failures to exercise reasonable care.

650. LAN and Rowe's conduct and/or failure(s) to act constitute gross negligence that rises to the level of recklessness because it was so reckless that it demonstrates a substantial lack of concern for whether an injury would result.

651. LAN and Rowe's actions and/or omissions were the proximate cause of the Plaintiffs' injuries.

652. As a direct and proximate result of LAN and Rowe's actions and/or omissions, Plaintiffs

and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), increased risk of cancer, physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) cognitive deficits, lost earning capacity, aggravation of preexisting conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), as well as punitive and/or exemplary damages.

COUNT XII – GROSS NEGLIGENCE

All Plaintiffs against Defendants Snyder, Muchmore, Croft, Glasgow, Kurtz, Earley, Ambrose, MDEQ, MDHHS, Shekter Smith, Wyant, Busch, Cook, Prysby, Wurfel, Wells, Dykema, Peeler, Scott and The City of Flint

653. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

654. Defendants independently owed Plaintiffs and the putative class a duty to exercise reasonable care.

655. Defendants undertook, for consideration, to perform a duty owed to Plaintiffs and the putative class by the City of Flint and/or the State of Michigan.

656. Based on their undertakings, Defendants had a duty to Plaintiffs and the putative class to exercise reasonable care to protect that undertaking.

657. Plaintiffs and the putative class relied on the City, State, and/or Defendants to perform the duty to ensure the proper treatment of Flint River Water.

658. Plaintiffs and the putative class relied on the City, State, and/or Defendants to perform the duty to disclose known hazards in their drinking water.

659. Defendants failed to exercise reasonable care.

660. Defendants breached their duties to Plaintiffs in ways including but not limited to the

following:

- **a.** Failing to require corrosion control treatment of Flint River water;
- **b.** Failing to conduct proper testing of Flint's water;
- **c.** Failing to require proper testing of Flint's water;
- **d.** Failing to respond to evidence that Flint's water was improperly treated;
- **e.** Misrepresenting that corrosion control treatment had been implemented;
- **f.** Publically declaring unsafe water to be safe to drink;
- **g.** Ignoring evidence that Flint's water was unsafe to drink;
- **h.** Withholding information that showed that Flint's water was unsafe to drink;
- **i.** Publically discrediting those who claimed that Flint's water may not be safe to drink;
- **j.** Failing to warn Plaintiffs the public that Flint's water was not safe to drink.

661. Plaintiffs and the putative class suffered harm resulting from Defendants' failures to exercise reasonable care.

662. Plaintiffs and the putative class suffered harm resulting from Defendants' failures to exercise reasonable care to protect their undertakings.

663. Defendants' failures to exercise reasonable care to protect their undertakings proximately caused the Plaintiffs' injuries and were entirely foreseeable.

664. Defendants are liable to Plaintiffs and the putative class for all harms resulting to themselves and their property from Defendants' failures to exercise reasonable care.

665. Defendants' liability includes without limitation personal injuries, illnesses, exposure to

toxic substances, and property damage suffered by Plaintiffs and the putative class as a result of Defendants' failures to exercise reasonable care.

666. Defendants' actions and/or omissions were the proximate cause of the Plaintiffs' injuries.

667. All of the above individual Defendants' conduct and/or failure to act constitute gross that rises to the level of recklessness because it demonstrates a substantial lack of concern and wanton disregard for whether injury would result.

668. As a direct and proximate result of the above individual Defendants' conduct and/or failures to act, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) cognitive deficits, lost earning capacity, aggravation of pre-existing conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), as well as punitive and/or exemplary damages.

COUNT XIII- INTENTIONAL INFLICTION OF EMOTIONAL DISTRESS

All Plaintiffs against Defendants Snyder, Muchmore, Croft, Glasgow, Kurtz, Earley, Ambrose, MDEQ, MDHHS, Shekter Smith, Wyant, Busch, Cook, Prysby, Wurfel, Wells, Dykema, Peeler, Scott and The City of Flint

669. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

670. Defendants' outrageous conduct in causing, prolonging, and obscuring Plaintiffs' exposure to toxic, lead contaminated water exceeds all bounds of decency in a civilized society.

671. Defendants' outrageous conduct was intentional and/or reckless and made with a conscious disregard for the rights and safety of Plaintiffs and the putative class.

672. Defendants' outrageous conduct caused severe distress to Plaintiffs and the putative class.

673. Defendants' outrageous conduct was the proximate cause of Plaintiffs' injuries.

674. As a direct and proximate result of the above individual Defendants' conduct and/or failures to act, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) increased risk of harm, cognitive deficits, lost earning capacity, aggravation of preexisting conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), as well as punitive and/or exemplary damages.

COUNT XIV – NEGLIGENT INFLICTION OF EMOTIONAL DISTRESS

All Plaintiffs against Defendants Snyder, Muchmore, Croft, Glasgow, Kurtz, Earley, Ambrose, Shekter Smith, Wyant, Busch, Cook, Prysby, Wurfel, Wells, Dykema, Peeler, Scott

675. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

676. Defendants' negligent acts complained of in this Complaint

677. Defendants were in a special relationship to Plaintiffs and the putative class, being persons entrusted with the protection of their most basic needs – water, health, and safety.

678. The distress caused to Plaintiffs and the putative class by Defendants was highly foreseeable.

679. Defendants placed Plaintiffs and the putative class in a zone of physical danger, causing them severe emotional distress.

680. Plaintiffs and the putative class have contemporaneously perceived the exposure of their

immediate family members to lead contaminated water.

681. Defendants' grossly negligent acts were the proximate cause of Plaintiffs' contemporaneous perception of their loved ones exposure to lead contaminated water.

682. Defendants' grossly negligent acts were the proximate cause of Plaintiffs being placed into a zone of physical danger and resulting severe emotional distress.

683. Defendants' grossly negligent acts were the proximate cause any and all severe emotional distress related to their own exposure and their families' exposure to lead contaminated water.

684. As a direct and proximate result of the above individual Defendants' conduct and/or failures to act, Plaintiffs and the putative class have suffered past, present and future personal injuries, including but not limited to: various health problems (including without limitation hair, skin, digestive and other organ problems), increased risk of cancer, physical pain and suffering, mental anguish, fright and shock, disability, denial of social pleasures and enjoyments, embarrassment, humiliation, and mortification, medical expenses, wage loss, brain and/or developmental injuries including (without limitation) cognitive deficits, lost earning capacity, aggravation of pre-existing conditions, contract damages and property damages (including but not limited to damaged plumbing and lost real property value), as well as punitive and/or exemplary damages.

COUNT XV – CIVIL RICO

All Plaintiffs against Defendants Snyder, Muchmore, Kurtz, Earley, Ambrose, Shekter Smith, Wyant, Wurfel, Busch, Cook, Prysby, Lyon, Wells, Peeler, Scott, Dykema, Croft, Glasgow, Walling, Rowe, LAN and Veolia

685. Plaintiffs repeat and re-allege each and every allegation contained in this complaint with the same force and effect as if asserted herein.

686. Plaintiffs furthermore incorporate all the facts and allegations contained in plaintiffs' RICO case statement attached with this complaint as required by Standing Order in Civil RICO cases.

687. These RICO claims arise from 18 U.S.C. Sec. 1962 (c) and (d).

688. The RICO defendants named herein conspired to, and for approximately two years did, intentionally and knowingly misrepresent the suitability and safety of the Flint River to Flint's residents on a repeated basis.

689. Numerous other bad actors including The State of Michigan, MDEQ, MDHSS, and The City of Flint participated in the conspiracy and association in fact enterprise set forth herein. These government actors are referred to as "RICO enterprise actors" herein due to the fact they cannot be named as RICO defendants.

690. This conspiracy originated from Flint's budget deficit.

691. Flint's budget deficit could have been safely addressed by invoking time tested, well-honed federal bankruptcy protections under the supervision of a Federal bankruptcy Judge, for restructuring the debts of municipalities.

692. While municipal bankruptcy was one of the solutions RICO Defendants Snyder and Michigan Emergency Managers were authorized to pursue, bankruptcy petitions for Flint were not filed.

693. Instead, RICO defendant Snyder, through Emergency Managers and RICO defendants Earley, Kurtz, and Ambrose utilized their power and authority over the City of Flint to execute Flint's switch to the free but toxic Flint River in April , 2014, for purposes of generating revenue and balancing the Flint budget.

694. The switch to the toxic but free Flint River required coordinated efforts of the Enterprise actors named herein including The State of Michigan, MDEQ, MDHSS, and The City of Flint to ensure the public trusted and relied on the safety and suitability of the Flint River water distributed to their homes and made available for use.

695. The RICO defendants named herein acted in concert with the Enterprise actors to carry out the fiscal scheme and conspiracy to balance Flint's budget through the fraudulent sale of toxic Flint River, and actively attempted to conceal the toxic conditions that they caused for a two-year period.

The RICO Defendant's Conspiracy to balance Flint's Budget Through the use of the Free Flint River

696. The essence of this conspiracy through the Rico defendants and the Enterprise Actors was to balance the City budget, by switching to a free water source and charging Flint residents the highest rates in the nation for toxic water.

697. By using this fraudulent budget-balancing scheme, the Flint General Budget deficit of $12.9 million as of June 30, 2012 disappeared and by June 30, 2015 a positive General Fund Balance of $3.3 million was achieved.

698. The RICO defendants never intended to use the free water of the Flint River as a permanent solution because they knew that the Flint River had not been proven to be safe to use as drinking water.

699. Rather, the RICO defendants intended to discontinue buying safe water from Detroit in 2014 and to switch to buying the less expensive safe water from Lake Huron in late 2016.

700. However, there was a time gap of at least two years until the infrastructure to bring the Lake Huron to Flint was in place.

701. From a government standpoint, this financial scheme and conspiracy started at the top with Governor Snyder.

702. Governor Snyder delegated authority, specifically financial authority, to Emergency Managers, Kurtz, Earley and Ambrose, who took complete fiscal control of Flint Michigan starting in 2011.

703. Governor Snyder, through his Emergency Managers Kurtz, Early, and Ambrose successfully forced Flint's switch to the free Flint River as a primary free water source.

704. Flint's Emergency Manager would even veto the City of Flint's 7-1 City Council vote to disconnect from the toxic Flint River on March 23, 2015.

705. Therefore, The Governor, through Emergency Manager Ambrose forced Flint to remain connected to the toxic Flint River after the powerless City Council voted to return to DWSD because of the toxic conditions created by the Flint River.

706. Despite Flint's City Council's vote to disconnect, which clearly demonstrated the City's knowledge that the free Flint River was unsafe as a water source, The City of Flint continued to charge Flint residents the highest rates in the nation for water known to be unsafe for use.

707. The Governor knew there were very serious issues stemming from Flint's use of the free Flint River as primary water source, because his chief of staff Muchmore communicated these very issues of toxic conditions to the Governor on July 22, 2015.

708. The Governor's (himself, and through his Emergency Managers) insistence that the free Flint River be used as a primary water source to balance the City budget required the use of the Enterprise Actors and their employees to effectively carry out this scheme.

709. Through all the individual RICO defendants named herein, the Governor, Muchmore, Emergency Managers, Enterprise Actors and their employees and agents, imposed their financial agenda of raising revenue on free Flint River water to re-balance the City of Flint's budget onto unsuspecting and uninformed Flint residents and business and property owners.

710. Pursuant to 18 U.S.C § 1962(c), the RICO defendants and resulting enterprise committed culpable conduct giving rise to RICO liability.

711. The RICO defendants named herein have identities, jobs, and roles that are separate and distinct from the association in fact enterprise that they formed as set forth herein.

712. The RICO Defendants, Shekter Smith, Lyon, Wurfel, Wyant, Busch, Cook, Prysby, Croft and Glasgow, LAN, Rowe, and Veolia were responsible for monitoring the water treatment plant and ensuring compliance with local state and Federal laws to ensure the Flint water treatment plant was not providing contaminated, poisoned or otherwise unsafe water for any use by Flint residents and property owners.

a. The following laws Federal and State laws and regulations govern safe drinking, including but not limited to:

   i. Michigan Safe Drinking Water Act, 1976 Public Act 399, MCL § 325.1001 – 325.1023, Michigan Department of Environmental Quality Guidance on Michigan Safe Drinking Water Act of 1976, EQC2050 (01/29/2003).

   ii. Federal Water Pollution Control Act (Clean Water Act), 33 U.S.C. § 1251 – 1376, EPA Lead & Copper Rule, 40 C.F.R. § 141, EPA Safe Drinking Water Act, 42 U.S.C. § 300, Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. § 1906 et seq. (see through § 9675), Federal Water Pollutants Control Amendments of 1972, 33 U.S.C. § 1319(c)(2).

713. RICO Defendants, Shekter Smith, Wurfel, Wyant, Busch, Cook, Prysby, Croft, and Glasgow were required to perform various testing procedures and verification processes under the above Federal and State laws, rules and regulations, to assure that the allegations of toxicity were false and that the Flint River water was safe.

714. RICO Defendants, Shekter Smith, Wurfel, Wyant, Busch, Cook, Prysby, Croft and Glasgow knowingly failed to satisfy the above regulations that were required to verify that the water provided to the Flint property owners and residents was safe.

715. James Henry of the Genesee County Health Department made several written and verbal requests for specific information starting October 2014 to investigate the safety of Flint's water and potential health risks, including a Freedom of Information Act request on January 27, 2015. MDEQ denied Henry's request to meet with MDEQ, Flint water plant staff, and willfully refused to comply with The Genesee Health Department's document requests to conceal the known toxic hazards that existed in Flint's water supply.

716. Each of the individual RICO Defendants knew, and acquired actual knowledge and information through the dissemination of emails, through phone conversations, memos, scientific reports, news stories, and public response correspondence that the water was untreated, toxic and unfit for any use, including ingestion, yet continued to misrepresent, assure and reassure that the citizens and property owners of Flint relied upon, that the water was safe for all uses.

717. RICO Defendants knew, and acquired actual knowledge and information through the dissemination of emails, through phone conversations, memos, scientific reports, news stories, and public response correspondence that the water was untreated, toxic and unfit for any use, including ingestion, yet continued to misrepresent, assure and reassure the citizens and property owners of Flint that the water was safe for all uses and there was not an increase to the amount of

children diagnosed in Flint with elevated blood lead levels.

718. The RICO defendants set forth herein justifiably induced the reliance of Flint's residents to reasonably believe the water they were paying for was safe for all uses and treated so as to prevent harm to their properties, businesses, and homes.

719. Reliance is clear under these circumstances as Plaintiffs and the putative class not only used the water, but paid and continued to pay bills for toxic water in reliance on Rico Defendants repeated, known misrepresentations and denials as to whether Flint's water was safe for use, despite Rico Defendants evidence and knowledge to the contrary.

720. The RICO Defendants have committed and repeated numerous predicate acts of racketeering within the meaning of the RICO statute that constitute violations thereof. 18 U.S.C. § 1961(1)(B) (both mail fraud and wire fraud), and 18 U.S.C. §1961(1)(D) (municipal bankruptcy).

721. Specifically relating to bankruptcy, the following predicate acts by the RICO Defendants constitute violations of 11 U.S.C. § 152 (8), which states that "after filing of a case under Title 11 or in contemplation thereof, knowingly makes a false entry in any recorded information (including books, documents, records, and papers) relating to the property or financial affairs of the debtor……"

- **a.** After Governor Snyder's signing of PA 436 in 2012, addressing the Flint budgetary crisis, Flint's, state run government had a "choice" of four options to remedy the fiscal crisis: (i) a consent agreement, (ii) Chapter 9 municipal bankruptcy, (iii) mediation or (iv) the appointment of an Emergency Manager with similar broad powers to the prior statute's Emergency Manager.

- **b.** Under PA 436, Flint had to contemplate filing a Chapter 9 municipal bankruptcy petition. Upon information and belief, the government contemplated filing a chapter 9 bankruptcy petition but rejected this option and opted to appoint an Emergency Manager in furtherance of the over-arching fiscal scheme to balance the budget at all costs in conscious disregard of the health, property, and prosperity of the citizens of Flint. This was the first of two predicate acts.

c. Once the Governor appointed an Emergency Manager, instead of filing a Chapter 9 municipal bankruptcy, The Emergency Manager committed the second predicate. Specifically, the Emergency Manager had to choose between the same three remaining options: (i) a consent agreement, (ii) a Chapter 9 municipal bankruptcy or (iii) mediation to remedy Flint's fiscal crisis. The Emergency Manager contemplated and rejected these options and instead he and his enterprise chose to deal with Flint's "Financial Emergency" by, inter alia, doing prohibited acts under bankruptcy Sec. 157(8), fraudulently misrepresenting assets Emergency Manager opted to conceal and mitigate the financial emergency by fraudulently switching to an unsafe and free water source for the two year interstice when they terminated the water contract with DWSD in March 2013. In so doing, by selling an estimated $50 million of toxic water to Flint residents, as part of his budget balancing scheme.

d. This was fraudulent in that all knew they were switching to the unsafe, contaminated and toxic but free water source from the Flint River in furtherance of the over-arching fiscal scheme to balance the budget at all costs in conscious disregard of the health, property, and prosperity of the citizens of Flint.

e. These acts were done in order to prevent the irate citizens of the City of Flint from knowing that the money cost-cutting plan to balance the budget and alleviate the City's Financial Emergency was to give them toxic water for two years.

f. If the City and citizens of Flint had known the truth about the toxicity of the Flint River water, they could have joined together and filed an involuntary petition for protections under a Chapter 9 bankruptcy proceeding and the supervision of a bankruptcy judge would have forced the City of Flint, the municipal debtor, to stop balancing the Flint books by selling them poisoned drinking water. Involuntary bankruptcy petitions may be filed against a municipality.

722. The predicate acts committed by the Enterprise Actor City of Flint, under the auspices of RICO Defendants Snyder, Muchmore, and Emergency Managers who subsumed the City of Flint government, and RICO defendants named herein constitute mail fraud in violation of 18 U.S.C. § 1341 which says "Whoever, having devised or intending to devise any scheme or artifice to defraud……….for the purpose of executing such scheme or artifice or attempting so to do, places in any post office or authorized depository for mail matter, any matter or thing whatever to be sent or delivered by the Postal Service, any such matter or thing, shall be fined under this

title or imprisoned not more than 20 years, or both" include the following predicate acts:

a. Enterprise Actor City of Flint had continuously mailed water bills for toxic water to Flint property owners on a monthly basis which fraudulently misrepresented that the City was providing property and business owners with safe, clean water in exchange for consideration. These bills, delivered by way of the U.S. mail through interstate commerce and mailed back by Flint property owners, some of them out of state, by placing postage upon envelopes deposited in mailboxes and sent back through interstate commerce, constitute mail fraud by the City of Flint. Flint continued to mail these water bills that property owners were required to pay beginning for the April 2014 water and continuing until March 9, 2016, when the Mayor of Flint announced that the City would suspend billing.

b. The property owners of Flint were subject to the highest public water rates in the country. They were billed, on average, $864.32 annually for the toxic water they received which is well above the U.S. average of $316.20 for public water systems.

c. RICO individual Defendant Michael Glasgow, the water treatment plant's laboratory and water quality supervisor, informed the MDEQ by letter on April 16, 2014, that he was "expecting changes to our Water Quality Monitoring parameters, and possibly our Disinfection Byproduct monitoring on lead & copper monitoring plan… Any information would be appreciated, because it looks as if we will be starting the plant up tomorrow and are being pushed to start distributing water as soon as possible… I would like to make sure we are monitoring, reporting and meeting requirements before I give the OK to start distributing water." The next day, Glasgow wrote to MDEQ, including Individual Rico Defendants Prysby and Busch, noting that he "assumed there would be dramatic changes to our monitoring. I have people above me making plans to distribute water ASAP. I was reluctant before, but after looking at the monitoring schedule and our current staffing, I do not anticipate giving the OK to begin sending water out anytime soon. If water is distributed from this plant in the next couple of weeks, it will be against my direction. I need time to adequately train additional staff and to update our monitoring plans before I will feel we are ready. I will reiterate this to management above me, but they seem to have their own agenda."

d. On April 23, 2014 e-mail from RICO individual Defendant Busch to RICO individual Defendant Wurful admits knowing that the Flint River drinking water it was selling Flint residents was an inconsistent low quality water source. In his email, Bush states that, "While the Department is satisfied with the City's ability to treat water from the Flint River, the Department looks forward to the long term solution of continued operation of the City of Flint Water Treatment Plant using water from the KWA as a more consistent and higher quality source water."

e. On April 25, 2014, The Flint Department of Public Works through Director and Rico individual Defendant Howard Croft issued a statement in a press release that was known to be false and therefore fraudulently represented to the public, " The test

results have shown that our water is not only safe, but of the high quality that Flint customers have come to expect. We are proud of that end result." This statement was made at a time that the City of Flint was aware no corrosion controls were in place and that the Flint water treatment plant was not upgraded and therefore not ready to distribute water to Flint residents, in furtherance of the over-arching fiscal scheme to balance the budget at all costs by selling the residents of Flint toxic drinking water in conscious disregard of the health, property, and prosperity of the citizens of Flint.

f. Discussing General Motors' decision, Rico individual Defendant Prysby wrote to Rico individual Defendants Busch, Shekter Smith and others that the Flint River water had elevated chloride levels. He stated that "although not optimal" the water was "satisfactory." He noted that he had "stressed the importance of not branding Flint's water as 'corrosive' from a public health standpoint simply because it does not meet a manufacturing facility's limit for production."

g. On January 2, 2015, the City of Flint mailed a notice to its water customers indicating that it was in violation of the Safe Drinking Water Act due to the presence of trihalomethanes in the Flint River, which was a product of attempting to disinfect the water. It was nonetheless claimed that the water was safe to drink for most people with healthy immune systems.

h. Individual Rico Defendant Bradley Wurfel, MDEQ Director of Communications, issued a press release on September 2, 2015 stating "[W]e want to be very clear that the lead levels being detected in Flint drinking water are not coming from the treatment plant or the city's transmission lines… The issue is how, or whether, and to what extent the drinking water is interacting with lead plumbing in people's homes….the results reported so far fail to track with any of the lead sampling conducted by the city. In addition, Virginia Tech results are not reflected by the blood lead level testing regularly conducted by the state department." This false statement was made to direct blame for the untreated water from Enterprise Actor MDEQ to the property owners' aged plumbing infrastructure in furtherance of the over-arching fiscal scheme to balance the budget at all costs in conscious disregard of the health, property, and prosperity of the citizens of Flint.

i. On September 9, 2015, individual Rico Defendant Bradley Wurfel of MDEQ again fraudulently misrepresented the quality of Flint's Water supply through publically disseminated untrue statements in a local newspaper by stating, when he told a reporter: "[T]he state DEQ is just as perplexed by Edwards's results as he seems to be by the city's test results, which are done according to state and federal sampling guidelines and analyzed by certified labs." This statement was made with full knowledge that at least one EPA employee had told MDEQ that its testing was not being conducted according to federal guidelines.

j. In a September 17, 2015 letter, individual Rico Defendant Dan Wyant (Director of MDEQ) wrote a response to an inquiry from various legislators, disavowing any responsibility for reacting to Mr. Del Toral's alarm- sounding memorandum: "With respect to the draft memo referenced in your letter, the MDEQ does not review or receive draft memos from the USEPA, nor would we expect to while it is a draft." This statement was untrue as MDEQ had undeniably reviewed Miguel Del Toral's expert report that charged MDEQ with highly credible evidence of notice of the toxic threats facing Flint residents as a result of their failure to comply with the Lead & Copper Rule.

k. On September 28, 2015, and after a significant uptick in infants showing elevated blood lead levels in Flint, individual Rico Defendant Bradley Wurfel issued another public statement again misrepresenting that Flint's water safe.

723. The predicate acts committed by the RICO defendants constituting wire fraud in violation of 18 U.S.C. § 1343 (Fraud by Wire, Radio or Television) which says, "Whoever, having devised or intending to devise any scheme or artifice to defraud, or for obtaining money or property by means of false or fraudulent pretenses, representations, or promises, transmits or causes to be transmitted by means of wire, radio, or television communication in interstate or foreign commerce, any writings, signs, signals, pictures, or sounds for the purpose of executing such scheme or artifice, shall be fined under this title or imprisoned not more than 20 years, or both" include:

a. Plaintiff incorporates all items listed in the mail fraud section as these misrepresentations that fraudulently induced reliance of the Flint community that the water supply was safe for use, clean, and worthy of consumption these misrepresentations were also transmitted by way of radio and television based media sources.

b. On April 25, 2014, RICO Defendant Mayor of Flint Dayne Walling, went on TV to alert the public of the switch to the Flint River as the City's primary water source. In doing so, Dayne Walling said ""It's regular, good, pure drinking water, and it's right in our backyard", and did so while knowing the City's water treatment facility had not had any of the necessary corrosion controls implemented by RICO Defendants.

c. Furthermore, as property and business owners in Flint were receiving water bills that fraudulently induced reliance and payment for water that the City, State and private

RICO Defendants and Enterprise Actors and individual Rico Defendants each had knowledge was contaminated; many of the Flint property and business owners paid their bills online through the City of Flint website with credit cards or ACH or by returning the bill by mail with an enclosed check that was processed by their banks. These water payments, which totaled an estimated $50 million were processed through the Federal banking system which included the use of wires.

d. This continued from the date of the original switch from the Detroit Water and Sewer Department to the Flint River on April 25, 2014 up and until Mayor Weaver suspended billing on March 9, 2016 all in furtherance of the over-arching fiscal scheme to balance the budget at all costs in conscious disregard of the health, property, and prosperity of the citizens of Flint.

724. Defendants utilized channels of interstate commerce through the use of U.S. Mail and wire based means for committing the RICO predicate acts set forth herein.

725. The actions and inactions of the RICO defendants go beyond general negligence or recklessness and were done with knowledge and intent, as the facts indicate that all were engaged in a coordinated enterprise pattern of disseminating false information, knowingly ignored Federal and State statutes governing water quality standards.

726. The actions, inactions, misrepresentations, denials, and cover ups of the Rico Defendants and Enterprise Actors satisfies the 18 U.S.C. § 1961(5) definition of "pattern of racketeering activity" of at least two acts of racketeering activity that are sufficiently related.

727. The RICO Defendants engaged in a "pattern of racketeering" because all the individual RICO Defendants and Enterprise Actors, including but not limited to the water treatment plant operators and staff, the MDEQ, and it's employees, the MDHHS, and it's employees, the private RICO Defendants, and their employees continuously disseminated knowingly false information by way of mail, wire, TV and other media mediums in a coordinated effort by all the RICO Defendants and Enterprise Actors stating that the Flint River drinking water had been tested, that the water was safe for use and worthy of payment, and attempting to discredit experts proclaiming Flint's water was toxic, despite possessing both knowledge and evidence at all times

that the Flint River water was toxic.

728. The closed end continuity element under 18 U.S.C. § 1961(5) is satisfied by the fact that water bills were mailed to Flint property owners on a monthly basis from the time of the April 2014 hookup to the free Flint River and until March 2016, when the City of Flint's Mayor suspended the water bills.

729. The close-ended element of 18 U.S.C. § 1961(5) is satisfied because each of the individual RICO Defendants and the enterprise actors were aware, beginning in 2013, that the purpose and goal of switching to the Flint River for water supply purposes was to connect to a free source of water, bill for said water to balance the Flint budget.

730. The RICO Defendants' and Enterprise Actors actions for over a two-year period amount to a continuous closed end pattern of racketeering within the meaning of the Civil RICO statute.

731. On June 29, 2013, Engineer private RICO Defendant ROWE met with representatives of Flint, Genesee County Drain Commissioners Office and the MDEQ to discuss:

- **a.** using the Flint River as a water source;
- **b.** the ability to perform the necessary upgrades to the Flint Water Treatment Plant;
- **c.** the ability to perform quality control
- **d.** the ability for Flint to provide water to Genesee County;
- **e.** the ability to meet an April or May 2014 timeline; and
- **f.** Developing a cost analysis.

732. According to incomplete meeting minutes, "the conversation was guided with focus on engineering, regulatory, and quality aspects…" of the items previously referenced, and the following determinations were made:

- **a.** The Flint River would be more difficult to treat, but was viable as a source;
- **b.** It was possible to engineer and construct the upgrades needed for the

treatment process;

c. It was possible to perform quality control "with support from LAN engineering which works with several water system around the state, quality control count be addressed[;]"

d. The Flint Water Treatment Plant did not have the capacity to treat and distribute sufficient water to meet the needs of Flint and Genesee County;

e. There were many obstacles to overcome, but completion by the April or May 2014 timeline was reachable;

f. The next steps were for LAN to present Flint with a proposal that would include engineering, procurement, and construction needs for the project along with cost estimates.

g. The ability to meet an April or May 2014 timeline; and

h. Developing a cost analysis.

733. This 2013 meeting was actually a follow up analysis to a previously conducted Flint River viability study performed by private Rico Defendant Rowe in 2011. The objectives and conclusions offered by Rowe and accepted by the RICO Defendants blatantly contradicted Rowe's previous 2011 feasibility study that expressed major concerns that refuted the proposition that the Flint River could be utilized as a viable primary water source.

734. It was therefore known by Enterprise Actors, The City Of Flint, MDEQ, MDHSS, and individual Rico Defendants Emergency Managers, the Governor through the Emergency Managers, that at the time of the 2013 Rowe/LAN engineering meeting, and Rowe's follow up report contradicted the original 2011 conclusions, and that at best, there were substantial steps that needed to be taken before distributing Flint River water to Flint residents before it could be done so safely and responsibly.

735. The 2013 Rowe report set forth an illusory plan for upgrading the Flint water treatment plant for purposes of treating the Flint River water that would be distributed. Rowe's plan emphasized the need to implement corrosion controls and the continued involvement of the engineering defendants Rowe/LAN to maintain the system.

736. The follow up report and plan presented by Rowe, and adopted by RICO Defendants LAN, the Emergency Manager, and Enterprise Actors MDEQ and The City of Flint, was nothing more than manufactured support from a paid and bought expert controlled and hired by the Emergency Manager and to further legitimize and bolster the switch to the Flint River and further the over-arching financial scheme of balancing Flint's budget.

737. The necessary steps provided for in the Rowe report were never implemented prior to connecting to the Flint River on April 25, 2014 or at any time leading up the declared state of emergency in late 2015.

738. The necessary steps provided for in Rowe's 2013 report were repeatedly said to have been implemented by MDEQ, when it was known they were not.

739. After public complaints began to apply pressure on the RICO defendants regarding Flint's water quality, Rico Defendant Veolia was retained and controlled by the Emergency Manager and paid to once again manufacture illegitimate and unsupported findings to misrepresent Flint's water quality met acceptable standards and was safe for use.

740. RICO Defendant Veolia issued their report which was presented to a committee of Flint's City Council on February 18, 2015. In the report, Veolia indicated that Flint's water was "in compliance with drinking water standards." It also noted that "[s]afe [equals] compliance with state and federal standards and required testing." In other words, Veolia publically declared Flint's poisonous water safe, while knowing full well that this was not the case.

741. By taking no steps to combat corrosion prior to connecting to the Flint River on April 25, 2014, the private engineering RICO Defendants knew as a matter of fact that they were aiding the enterprise and became associated in the scheme and conspiracy of the RICO defendants to deliver and bill for untreated, toxic free water to the entire City of Flint.

742. The signs of the Flint River's toxic effects on the City's water system began to surface almost immediately further confirming what the RICO defendants and Enterprise Actors already knew, but chose to ignore and continued to misrepresent as safe.

743. The fact that the City of Flint knowingly began distributing Flint River water without the necessary upgrades cited by the Rowe 2013 report is substantiated by Michael Glasgow's (The Water Quality Supervisor for Flint's water plant) correspondence to MDEQ dated April 16, 2014 directly notified MDEQ that the Flint Water Treatment Plant would not be ready to treat and/or distribute Flint River water "anytime soon".

744. Michael Glasgow's (who supervised the Flint Water Treatment Plant) clear warning to MDEQ and others that the Flint Treatment plant was not anywhere near ready for the Flint River transition was ignored and the Flint River became Flint's primary water source a mere 9 days after Glasgow issued the above correspondence.

745. Almost immediately after the Flint River was connected as Flint's primary water source on April 25, 2014, the very issues of corrosive pipe decay that were cited in the engineering reports produced by Rowe were realized when complaints began to pour in citing discolored and smelly water.

746. While Veolia proclaimed the water was safe to further the financial scheme of the enterprise, the health impacts of the Flint River were readily apparent through a substantial uptick in infant lead poisoning cases during the 2014 and 2015 years.

747. Enterprise Actor MDHHS not only failed to take action regarding the uptick in lead poisonings, but actively and intentionally tried to conceal the fact that Flint's water supply was causing the City's residents to become lead poisoned and infected with legionella. The wrongful and intentional acts committed by MDHHS that attempted to conceal the toxicity of Flint's water

and the health impacts it was having on Flint's residents are specifically set forth in paragraphs 384 to 458 of this complaint.

748. RICO defendants Wells, Peeler, Scott and Dykema entirely deviated from their roles as employees of MDHHS and through their various roles and authority conveyed through their respective positions, actively concealed and misrepresented to the public the health impacts that were known to exist in Flint Michigan.

749. As a direct and proximate cause of the Individual RICO Defendants' actions pursuant to 18 U.S.C. 1962(c) and (d), the plaintiffs represented herein have suffered catastrophic losses to property value, the loss of business, absorbed substantial costs to repair their corroded water systems, are forced to use and or purchase bottled water with no safe water supply available in Flint for consumption or any other type of suitable use, and been forced to pay the estimated $50 million for toxic water thereby giving them sufficient standing to maintain this RICO cause of action.

COUNT XV – CONSPIRACY

All Plaintiffs against All Defendants

750. Plaintiff repeats and re-alleges each and every allegation contained in this complaint herein with the same force and effect as if asserted herein.

751. The cumulative actions of the defendants set forth in great detail herein demonstrates a concerted effort was made to balance the Flint budget through the sale of toxic water from the Flint River .

752. The sale of this toxic water for a two year period produced an estimated $50 million in revenue and balanced the City's budget at the expense of the health and safety of Flint's residents.

753. This concerted effort and repeated unlawful and wrongful acts carried out by the defendants caused Flint's residents to be unlawfully exposed to toxic conditions for a two year period, and was followed by a relentless effort to conceal the toxic conditions from both Flint's residents, experts, and governing authorities who were capable of, but unable to prevent the occurrence.

754. The defendants' concerted actions were in unlawful and in violation of numerous laws and regulations including but not limited to MCLS Section 750.505 and gives rise to the numerous claims asserted herein.

755. As a direct result of these concerted actions of the defendants, the plaintiffs and entire City of Flint have suffered severe personal injuries, property damage, and other substantial financial loss which will undoubtedly worsen as the effects from this prolonged toxic lead exposure become known over the foreseeable future.

Count XVI-RELIEF FOR MEDICAL MONITORING

As against all named Defendants

756. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

757. The devastating impacts of prolonged toxic lead exposure and re-exposure are well known in the scientific and medical community, and are far reaching.

758. The most obvious and visible damages are to both the infants and adults who were exposed and re-exposed to lead and the putative class who have suffered irreversible brain damage or damages to bodily organs as a direct result of being continually exposed to Flint's water toxic water supply for over for an extended period of nearly 2 years.

759. The less obvious, but equally devastating, damages that will be caused as a direct result of the exposure and re-exposure to lead have yet to rear their ugly head.

760. It is well established both medically and scientifically, that a person with an elevated blood lead level will never fully rid them self of this toxic substance.

761. The body will store lead in the bones, and also expose unborn children in utero as stated by The State of Michigan in their MDEQ Office of Drinking Water manual supplementing the State's Safe Water Act.

762. Accordingly, it is critical that the relief obtained in this cause of action encompass the full extent of the costs and damages that will be realized as a result of this prolonged toxic exposure. This will include costs associated with medical monitoring, early diagnosis, and educational programs to apprise the plaintiffs and adults of the risks and treatment available for the medical conditions they are currently or will suffer from in the future as a result of being exposed to lead for an extended period.

763. The devastating impacts of prolonged toxic lead exposure are well known in the scientific and medical community, and are far reaching

764. Furthermore, as a result of lead being stored in the body of the infant females of the putative class and plaintiffs named herein, their unborn children will be exposed peri-natally to lead, and will be harmed as a result.

765. These damages will include irreversible brain damage, loss in IQ, and social and developmental issues including ADHD which has been undisputedly linked to infants who have been exposed to lead.

766. The Plaintiffs therefore seek damages for their unborn children, who will unfairly begin their life with less potential than they would have had absent the numerous bad acts that were carried out by the defendants named herein.

COUNT XVII- IN UTERO EXPOSURE TO UNBORN CHILDREN

As against all named Defendants

767. Plaintiffs incorporate every allegation in this complaint as if fully restated herein.

768. The devastating impacts of prolonged toxic lead exposure are well known in the scientific and medical community, and in this case will be far reaching.

769. Female infants who were exposed and re-exposed to lead and members of the putative class who have suffered irreversible brain damage or damages to bodily organs as a direct result of being continually exposed to Flint's water toxic water supply for over for an extended period of nearly 2 years, will expose their unborn children to lead.

770. It is well established both medically and scientifically, that a child or adult of child rearing age with an elevated blood lead level will never fully rid them self of this toxic substance.

771. The body will store lead in the bones, and expose children in utero as stated by The State of Michigan in their MDEQ Office of Drinking Water manual supplementing the State's Safe Water Act.

772. Accordingly, it is critical that the relief obtained in this cause of action encompass the full extent of the costs and damages that will be realized as a result of this prolonged toxic exposure. This will include costs associated with medical monitoring, early diagnosis, and educational programs to apprise the plaintiffs of the risks and treatment available for the medical conditions they are currently or will suffer from in the future as a result of being exposed to lead for an extended period.

773. Furthermore, as a result of lead being stored in the body of the victims and plaintiffs named herein, their unborn children will be exposed peri-natally to lead, and will be harmed as

a result.

774. These damages to the unborn putative class members will include irreversible brain damage, loss in IQ, and social and developmental issues including ADHD which has been undisputedly linked to infants who have been exposed to lead.

775. The Plaintiffs therefore seek damages for their unborn children, who will unfairly begin their life with less potential than they would have had absent the numerous bad acts that were carried out by the defendants named herein.

RELIEF REQUESTED

WHEREFORE, Plaintiffs request that the Court grant them:

- **a.** An order certifying one or more classes pursuant to Fed. R. Civ. P. 23;
- **b.** An order declaring the conduct of Defendants unconstitutional;
- **c.** An order declaring the Defendants liable for each Cause of Action as stated above;
- **d.** Compensatory damages, including for injuries to person and property as outlined herein;
- **e.** Treble damages for property damage, loss of business, and financial loss under the Civil Rico Statute.
- **f.** Legal Fees and Attorney's fees under the Civil RICO Statute
- **g.** Compensatory damages for unjust enrichment
- **h.** Compensatory damages for future costs associated with necessary medical monitoring, early diagnosis, and future medical care.
- **i.** Consequential damages;

j. Punitive damages as appropriate;

k. Any and all other damages as outlined above;

l. Reasonable attorneys' fees and litigation expenses; and

Such other relief as this Court may deem fair and equitable, including but not limited to injunctive relief.

JURY DEMAND

Plaintiffs hereby demand a trial by jury.

Respectfully submitted,

Dated: April 6, 2016

BERN RIPKA LLP

By: /s/ Chet Kern
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