

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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MERCED IRRIGATION DISTRICT, on	:	
behalf of itself and all others similarly	:	
situated,	:	No. 1:15-cv-04878-VM-GWG
	:	
Plaintiff,	:	
	:	
v.	:	
	:	
BARCLAYS BANK PLC,	:	
	:	
Defendant.	:	
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**DECLARATION OF JUAN SANDOVAL IN SUPPORT OF
INCENTIVE AWARD TO NAMED PLAINTIFF MERCED IRRIGATION DISTRICT**

I, Juan Sandoval, declare and state as follows:

1. I am the Interim Deputy General Manager, Energy Resources of Merced Irrigation District (“Merced”). I have been employed by Merced since August 2016. I have been involved in this litigation for Merced since the fall of 2016. I respectfully submit this declaration, which was prepared with the assistance of outside litigation counsel, Solomon B. Cera and Pamela A. Markert of Cera LLP, in support of an incentive award for Merced. If called as a witness, I could and would testify competently to the information provided herein.

Company Background

2. Merced is a California irrigation district organized pursuant to the California Irrigation District Law, Cal. Water Code §§ 20500, *et seq.*, with its principal offices located in Merced, California. Merced began providing retail electric service in 1996, and it presently serves approximately 9,200 customers in the eastern portion of Merced County, California, including in the communities and cities of Livingston, Merced, and Atwater.

Overview

3. Due to the complex nature of this litigation, including the financial instruments entered into by Merced concerning electricity which underlie its claims in this case, and the monopolization of daily market prices for electricity in the market in which Merced participated, multiple senior level employees at Merced were active in this litigation. This activity began with the pre-filing investigation, working with counsel, which went on for more than a year prior to the filing of the Complaint, continued through the discovery process and motion practice, and culminated in the mediation and settlement approval process.

Pre-Litigation Investigation and Commencement of the Action

4. More than a year prior to filing the Complaint, Merced, working with its counsel, Cera LLP, began investigating claims in connection with this action. This included senior members of our Energy Resources Department spending considerable time to identify the highly complex electricity-related transactions entered into by Merced which were affected by the underlying conduct of Barclays. During this time, The Energy Authority (“TEA”), performed services on behalf of Merced, and Merced incurred costs and expenses paid by Merced in the amount of \$1,260 to restore archived data to assist Merced in identifying its swap agreements tied to transactions at NP-15, one of the electricity trading hubs monopolized by defendant Barclays Bank PLC (“Barclays”).

5. Senior Merced management carefully evaluated the merits and risks of the case, and the expenditure of time and resources that were anticipated from Merced to participate in this litigation as the named plaintiff and class representative. With prior approval of its Board of Directors, on June 23, 2015, Merced, through its counsel, filed a Class Action Complaint against Barclays.

Compliance with Discovery Obligations

6. Consistent with its obligations under the Federal Rules, and to comply with the order regarding the production of hard copy documents and electronically stored information (“ESI”), Merced provided its counsel with all necessary access to its employees, its computer systems, and its storage facilities to identify custodians with potentially relevant information.

7. The key personnel from the accounting and financial departments who had direct knowledge about the 2006-2008 transactions and events relevant to this litigation, along with the General Manager at that time, were no longer employed at Merced and had been gone for several years by the point in time that the litigation began to be considered. This made the process of identifying potentially relevant documents more time consuming and challenging than if these individuals had still been employed at Merced.

8. Numerous Merced employees, from support staff through senior executive personnel, were made available for interviews, follow-up meetings, and conferences with counsel. Several employees expended considerable time to search for and identify documents. Over the course of more than four years, significant amounts of time were diverted from these employees’ normal job duties to assist with this litigation.

9. In or around May 2016, Merced received Barclays’ First Request for Production of Documents containing twenty-four (24) requests. Multiple Merced employees assisted counsel over several months locating, identifying and copying responsive paper documents, most of which had been previously boxed and put in storage. IT personnel spent considerable time assisting counsel and its expert with the ESI collection and imaging that was required to produce electronic documents in response to Barclays’ document requests, which included restoring ESI from legacy systems. In or around October 2016, Merced received Barclays’ Second Request for

Production of Documents containing four (4) requests. These requests sought documents and ESI prior to 2006, thereby requiring further searching of archived paper documents and the restoration of archived ESI that was then searched. Between August 2016 and May 2017, Merced produced more than 28,000 pages of documents which included more than 1,000 native Excel and PowerPoint files containing a very large number of pages.

10. In or around March 2017, Merced received Barclays' First Set of Interrogatories containing twenty-five (25) interrogatories. Merced's then Deputy General Manager of Energy Resources and a Senior Planning Engineer provided information for the responses.

11. In October 2016, Barclays subpoenaed two former Merced employees, Cindy Ardison and Garith Krause, who were deposed in December 2016 and January 2017, respectively. Employees at Merced assisted counsel in preparation for these depositions.

12. In November 2016 and pursuant to a Fed.R.Civ.P. 30(b)(6) notice, Merced designated a corporate employee to testify at deposition regarding fifteen (15) distinct topics, encompassing virtually every potential issue in this case. Don Ouchley and Richard Dragonajtys were best suited to testify as the corporate representatives. In February 2017, these witnesses were prepared for deposition over the course of four days by means of in-person meetings with counsel and other past and current Merced employees from multiple departments, and also reviewed numerous documents.

13. On February 23 and 24, 2017, Mr. Ouchley and Mr. Dragonajtys were deposed as the corporate designees in response to Barclays' Fed.R.Civ.P. 30(b)(6) notice. Pursuant to Fed.R.Civ.P. 30(e), Mr. Ouchley and Mr. Dragonajtys, on behalf of Merced, reviewed their deposition transcripts for accuracy and prepared errata sheets which were transmitted to opposing counsel.

Conclusion

14. At all times relevant herein, Merced has fully and completely comply with discovery obligations, monitor the progress of the case on behalf of Merced and the class, and fulfilled its duties and responsibilities on behalf of the class. Since 2014, at least ten Merced employees have collectively spent at least several hundred hours advancing this litigation on behalf of the class.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 7th day of August 2018 at Merced, California.

A handwritten signature in black ink, appearing to read 'Juan Sandoval', is written over a horizontal line.

Juan Sandoval
Interim Deputy General Manager, Energy Resources