

EXHIBIT 5

Declaration of Class Representative

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5 *Attorneys for Class Representative DeKalb County*

6 *Pension Fund and Liaison Counsel for the Class*

7 Lubna Faruqi (*Admitted pro hac vice*)

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15 *Attorneys for Class Representative DeKalb County*

16 *Pension Fund and Lead Counsel for the Class*

17 **UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA**

18 David G. Lowthorp, Individually And On
19 Behalf Of All Others Similarly Situated,

20 Plaintiff,

21 V.

22 Mesa Air Group, Inc.; Jonathan G. Ornstein;
23 Michael J. Lotz; Daniel J. Altobello; Ellen
24 N. Artist; Mitchell Gordon; Dana J.
25 Lockhart; G. Grant Lyon; Giacomo Picco;
26 Harvey Schiller; Don Skiados; Raymond
27 James & Associates, Inc.; Merrill Lynch,
28 Pierce, Fenner & Smith Incorporated; Cowen
and Company, LLC; Stifel, Nicolaus &
Company, Incorporated; and Imperial
Capital, LLC,

Defendants.

No. 20-00648-PHX-MTL

**DECLARATION OF EDMUND J.
WALL, REPRESENTATIVE AND
CHAIRMAN OF THE DEKALB
COUNTY PENSION FUND, IN
SUPPORT OF: (I) CLASS
REPRESENTATIVE'S MOTION FOR
FINAL APPROVAL OF CLASS
ACTION SETTLEMENT; AND (II)
LEAD COUNSEL'S MOTION FOR AN
AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES,
AND AN AWARD TO LEAD
PLAINTIFF**

1 I, Edmund J. Wall, hereby declare under penalty of perjury as follows:

2 1. I am the Representative and Chairman of the DeKalb County Pension Fund
3 (“DeKalb”), the Court-appointed Lead Plaintiff and Class Representative in the above-
4 captioned securities class action (the “Action”). I submit this declaration in support of: (a)
5 Class Representative’s Motion for Final Approval of Class Action Settlement; and (b) Lead
6 Counsel’s Motion for Attorneys’ Fees, Reimbursement of Expenses, and an Award to Lead
7 Plaintiff.¹

8 2. I am aware of and understand the requirements and responsibilities of a
9 representative plaintiff in a securities class action, including those set forth in the Private
10 Securities Litigation Reform Act of 1995 (“PSLRA”). I have knowledge of the matters set
11 forth in this Declaration based on my personal knowledge and discussions with other DeKalb
12 employees who have been involved in monitoring and overseeing the prosecution of the Action
13 and the negotiations leading to the Settlement, and I could and would testify competently to
14 these matters.

15 3. DeKalb is a defined benefit pension fund founded in 1949 and headquartered in
16 Decatur, Georgia, with approximately \$1.4 billion in assets under management. DeKalb serves
17 all permanent officers, full and part-time employees, elected officials, and deputies of DeKalb
18 County, Georgia. DeKalb purchased Mesa Air Group, Inc. (“Mesa”) securities pursuant and/or
19 traceable to Mesa’s Initial Public Offering (“IPO”) and was damaged thereby.

20 4. On June 22, 2020, the Court issued an Order appointing DeKalb as Lead Plaintiff
21 in the action pursuant to the PSLRA, and approved Lead Plaintiff’s selection of Faruqi &
22 Faruqi, LLP (the “Faruqi Firm” or “Lead Counsel”) as Lead Counsel and DeConcini
23 McDonald Yetwin & Lacy, P.C. (the “DeConcini Firm” or “Liaison Counsel”) as Liaison
24 Counsel for Lead Plaintiff and the purported class.

25 5. On January 24, 2022 in this Action, the Court certified a Class consisting of all
26 individuals and entities that purchased or otherwise acquired Mesa’s securities pursuant and/or
27

28 ¹ Unless otherwise noted, all capitalized terms have the meaning ascribed to them in the Stipulation of Settlement dated May 6, 2022 (“Stipulation” or “Stip.”), ECF No. 124.

1 traceable to Mesa's IPO commenced on or around August 9, 2018 and were damaged thereby.
2 DeKalb was appointed Class Representative for the Class.

3 6. DeKalb has closely supervised and monitored the Action and was actively
4 involved in all material aspects of the prosecution and resolution of the Action, through the
5 active involvement of myself and other DeKalb employees. Throughout the course of this
6 Action, I and other DeKalb personnel: (a) regularly communicated with Lead Counsel by email
7 and telephone calls regarding the posture and progress of the case; (b) reviewed all significant
8 pleadings and briefs filed in the Action; (c) searched for and produced documents in response
9 to Defendants' discovery requests; (d) consulted with the Faruqi Firm concerning the
10 settlement negotiations as they progressed; and (e) evaluated and approved the proposed
11 Settlement. In addition, Robbie Robertson, Retiree Representative and Vice Chairman,
12 attended and participated in the full-day mediation on March 2, 2022 which resulted in the
13 settlement of this case.

14 7. Based on its involvement throughout the prosecution and resolution of the claims
15 asserted in the Action, DeKalb believes that the proposed Settlement is fair, reasonable, and
16 adequate to the Class. DeKalb believes that the Settlement provides an excellent recovery for
17 the Class, in light of the substantial risks of continuing to prosecute the claims in this case and
18 in recovering a judgment larger than the proposed Settlement. Therefore, DeKalb strongly
19 endorses approval of the Settlement by the Court.

20 8. DeKalb believes that the request for an award of attorney's fees in the amount of
21 25% of the Settlement Fund is fair and reasonable. DeKalb takes seriously its role as Lead
22 Plaintiff and Class Representative to make sure that attorneys' fees are fair in light of the result
23 achieved for the Class and reasonably compensate Lead Counsel for the work involved and the
24 substantial risks counsel undertook.

25 9. DeKalb further believes that Lead Counsel's request for reimbursement of
26 expenses is reasonable and represent costs and expenses necessary for the institution,
27 prosecution, and resolution of the claims in the Action.

28 10. DeKalb understands that reimbursement of a class representative's reasonable

1 costs and expenses is authorized by the PSLRA. For this reason, in connection with Lead
 2 Counsel's request for expenses, DeKalb seeks reimbursement for the costs and expenses that it
 3 incurred directly relating to its representation of the Class.

4 11. DeKalb seeks reimbursement in the amount of \$5,382.18 for time that DeKalb
 5 staff devoted to this Action as follows:

6 Staff Member	Title	Rate	Hours	Total
7 Edmund J. Wall	Chairman	\$200	10	\$2,000.00
8 Robbie Robertson	Retiree Representative & Vice Chairman	\$100	19.5	\$1,950.00
9 Kenny Pinkerton	Pension Administrator	\$40	1.5	\$60.00
10 Barry Puckett	Deputy Director of Infrastructure	\$59.66	23	\$1,372.18
11 TOTALS:			54	\$5,382.18

12 I and other DeKalb staff spent time communicating with the Faruqi Firm, reviewing
 13 court filings, responding to discovery requests, and providing input into the settlement
 14 negotiations and approving the settlement amount. The time that we devoted to the
 15 representation of the Class in this Action was time that we otherwise would have spent on
 16 other work for DeKalb and, thus, represented a cost to DeKalb.

17
 18 I declare, under penalty of perjury, that the foregoing is true and correct to the best of
 19 my knowledge, and that I have authority to execute this Declaration on behalf of DeKalb.

20 Executed this 10th day of February, 2023.

21
 22 /s/ Edmund J. Wall.
 23 Edmund J. Wall
 24 Chairman of the Pension Board
 25 DeKalb County Pension Fund
 26
 27
 28

EXHIBIT 6
Statement of
Consultation

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15 *Attorneys for Class Representative DeKalb County*

16 *Pension Fund and Lead Counsel for the Class*

17 **UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA**

18 David G. Lowthorp, Individually And On
19 Behalf Of All Others Similarly Situated,

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27 James & Associates, Inc.; Merrill Lynch,
28 Pierce, Fenner & Smith Incorporated; Cowen
and Company, LLC; Stifel, Nicolaus &
Company, Incorporated; and Imperial
Capital, LLC,

Defendants.

No. 20-00648-PHX-MTL

**STATEMENT OF CONSULTATION
PURSUANT TO LOCAL RULE**

54.2(d)(1)

1 Lead Counsel respectfully submits this Statement of Consultation pursuant to Local
2 Rule 54.2(d)(1) in connection with its Motion for An Award of Attorneys' Fees,
3 Reimbursement of Expenses, and an Award for Lead Plaintiff, filed herewith.¹

4 In this action, Plaintiff's Counsel's fees are to be paid from the Settlement Fund. *See*
5 Stipulation at ¶9 ("The Settlement Fund shall be used . . . to pay any attorneys' fees and
6 expenses awarded by the Court . . .").

7 The Stipulation provides that "Defendants shall take no position with respect to any Fee
8 and Expense Application[,]" and the "amount of attorneys' fees and expenses awarded by the
9 Court is within the sole discretion of the Court." *Id.* at ¶¶ 13-14. Thus, consultation with
10 Defendants about Lead Counsel's attorneys' fee request is unnecessary in this case.

11 Dated: February 10, 2023

12 By: /s/ James M. Wilson, Jr.
13 James M. Wilson, Jr.
14 Lubna Faruqi (*Admitted pro hac vice*)
15 Robert W. Killorin (*Admitted pro hac vice*)
16 James M. Wilson, Jr. (*Admitted pro hac vice*)
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25 *Attorneys for Class Representative DeKalb*
26 *County Pension Fund and Lead Counsel for*
27 *the Class*

28 Gary F. Urman
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Attorneys for Class Representative DeKalb
County Pension Fund and Liaison Counsel for
the Class

¹ Unless otherwise defined, all capitalized terms not otherwise defined herein have the same meaning as those in the Stipulation and Agreement of Settlement, dated May 6, 2022 (the "Stipulation" or "Stip."), ECF No. 124.

EXHIBIT 7
Statement Regarding
Fee Agreement

1 Gary F. Urman (AZ 11748)

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16 *Pension Fund and Lead Counsel for the Class*

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27 James & Associates, Inc.; Merrill Lynch,
28 Pierce, Fenner & Smith Incorporated; Cowen
and Company, LLC; Stifel, Nicolaus &
Company, Incorporated; and Imperial
Capital, LLC,

Defendants.

No. 20-00648-PHX-MTL

**STATEMENT REGARDING FEE
AGREEMENT PURSUANT TO LOCAL
RULE 54.2(d)(2)**

1 Lead Counsel respectfully submits this Statement of Fee Agreement pursuant to Local
2 Rule 54.2(d)(2) in connection with its Motion for An Award of Attorneys' Fees,
3 Reimbursement of Expenses, and an Award for Lead Plaintiff, filed herewith.¹

4 Lead Counsel is regularly engaged with Class Representative DeKalb County Pension
5 Fund ("DeKalb"), as described in ¶ 88 of the Declaration of James M. Wilson, Jr. to which this
6 statement is attached. As such, Lead Counsel has a general retainer agreement with DeKalb
7 that, *inter alia*, caps all attorneys' fee requests at 28% of the settlement fund in any case.
8 There is no specific written fee agreement for this engagement.

9
10 Dated: February 10, 2023

By: /s/ James M. Wilson, Jr.

James M. Wilson, Jr.
Lubna Faruqi (*Admitted pro hac vice*)
Robert W. Killorin (*Admitted pro hac vice*)
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*Attorneys for Class Representative DeKalb
County Pension Fund and Liaison Counsel for
the Class*

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