



Subject: Testimonial for Keith Klein and Don Shandy

To Whom It May Concern:

Keith Klein and Don Shandy are two of the finest attorneys I have had the pleasure to work with. Not only do they have superior technical competence in the field of environmental regulation, permitting, and litigation, they are without peer in understanding client needs, providing outstanding strategic advice, and delivering highest quality but economical legal services. They are simply outstanding attorneys in every regard.

During 2000-2006, I worked closely with both Keith and Don when I was Regional Counsel for Holcim (US) Inc., the U.S. subsidiary of one of the world's leading manufacturers of cement, Holcim Ltd. At that time Holcim's legal headquarters were in Michigan, and my duties included legal responsibility for certain significant environmentally related issues. Based on a prior relationship our company had with Don Shandy arising from our plant in Oklahoma, they were the outside lawyers that I chose to help us deal with these matters, and it is no exaggeration to say that they are the primary reasons the company succeeded both times.

The first matter, known as the Lee Island project, involved a massive four-year effort to obtain all the environmental permits (air permit, Corps permit, state 401 water quality certification, land reclamation permit, floodplain development permit, etc.) for a new greenfield cement plant on the Mississippi River near St. Louis. This plant was to be biggest single line cement kiln in the world. The project became the subject of a major regional controversy including serious challenges by four well-known citizen groups

Keith Klein handled the myriad of NEPA, water quality, wetland, endangered species, quarry, land reclamation, and floodplain issues associated with the project. Keith's expertise in these areas and ability to guide the company through many legal challenges and pitfalls, as well as deal with all the different agencies involved (EPA, USFWS, Missouri DNR, Missouri Department of Conservation, etc.) was instrumental in our success.

I had such confidence in Keith that he was our lead counsel for the following litigation: (i) a 2-day Clean Water Act Section 401 water quality certification administrative hearing, (ii) a 3-day Missouri land reclamation program administrative hearing, (iii) follow-on litigation in Missouri state court over the land reclamation permit (win at trial level), (iv) direct appeal of land reclamation permit by opposition to the Missouri Supreme Court, and (v) a NEPA lawsuit filed in the U.S. District Court for the Eastern District of Missouri seeking to overturn the Army Corps of Engineers Section

404 permit for the project. Keith wrote a brilliant winning brief on cross-motion for summary judgment in the federal case. He wrote all the pleadings for all of the litigation described above. He presented all the witnesses and made all the arguments in the administrative hearings, doing a superior job in all facets.

Don Shandy was also crucial to our success with the Lee Island project. An acknowledged regional and national expert in air quality regulation and enforcement, Don handled all the complicated air permit issues involved with the Lee Island project. The air issues were just as important as the other issues due to the site's location next to the St. Louis ozone nonattainment area. Don supervised all the technical work and did all the legal work – including intense coordination with Missouri DNR and EPA Region VII – that was needed to obtain the draft permit through countless revisions, comments, meetings, and challenges by the groups opposing the project.

Ultimately, due to strong positioning including wins at the administrative stages and in court, the company was able to reach a settlement with the citizen group opposition on favorable terms that allowed the company to build the plant with all the permits it had obtained through Keith and Don's efforts. Keith and Don were integral participants in the settlement negotiations as well, and Keith drafted the entire set of complex settlement documents, including a settlement agreement, escrow agreement, and a conservation easement.

The efforts of Keith and Don on the Lee Island project came to fruition in summer 2009 when the plant finally was completed and began operation. The plant is now referred to as the Holcim Ste. Genevieve plant.

During 2005-2006, I also worked with Keith and Don on air pollution issues at Holcim's Midlothian cement plant near Dallas. The plant was seeking a modification to its air permit that came under intense scrutiny and opposition from local citizen groups. Without going into details, suffice it to say that once again, Keith and Don provided outstanding legal services in helping the company deal with these issues. Each of them participated in lengthy and delicate negotiations with the two citizen's groups opposing the permit modification, the Texas Commission on Environmental Quality (TCEQ), and EPA Region VI. Once again, Keith and Don succeeded in obtaining the permit modification, which allowed the plant to expand at a time when cement demand was at an all-time high.

Even though I am no longer with Holcim, I remain friends with Keith Klein and Don Shandy and am happy to provide this testimonial. Keith and Don are true experts in environmental law and litigation and tough advocates who know how to represent clients in difficult cases and situations.



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