

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION

In re:

ENVIVA INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-10453 (BFK)

Jointly Administered

**FIRST SUPPLEMENTAL DECLARATION OF BRIDGET MOORE  
IN SUPPORT OF DEBTORS' APPLICATION TO EMPLOY AND RETAIN  
BAKER BOTTS L.L.P. AS COUNSEL TO THE SPECIAL COMMITTEE  
OF THE BOARD OF DIRECTORS OF THE DEBTORS EFFECTIVE  
AS OF THE PETITION DATE**

I, BRIDGET MOORE, hereby declare under penalty of perjury that the following is true and correct:

1. I am a partner in the law firm of Baker Botts L.L.P. ("**Baker Botts**" or the "**Firm**"), and I maintain an office at 700 K Street, N.W., Washington, DC 20001-5692.

2. I submit this supplemental declaration in support of the *Debtors' Application to Employ and Retain Baker Botts L.L.P. as Counsel to the Special Committee of the Board of Directors of the Debtor Effective as of the Petition Date* (the "**Application**")<sup>2</sup> [Docket 229]. Except as otherwise noted, I have personal knowledge of the matters set forth herein.

3. On April 4, 2024, the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") filed the Application. In support of the Application, the Debtors submitted my original declaration (the "**Original Declaration**"). See Exhibit B to the Application.

<sup>1</sup> Due to the large number of Debtors in these jointly administered chapter 11 cases, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors' claims and noticing agent at [www.kccllc.net/enviva](http://www.kccllc.net/enviva). The location of the Debtors' corporate headquarters is: 7272 Wisconsin Avenue, Suite 1800, Bethesda, MD 20814.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.



4. Since submitting the Original Declaration, we completed processing the names of additional potential parties in interest (the “**Additional Potential Parties in Interest**”) in these chapter 11 cases for estate professionals to evaluate connections and to make any supplemental disclosures that were not part of the Application and the Original Declaration.

5. The Additional Potential Parties in Interest are listed on **Schedule 1** attached hereto and incorporated by reference herein.

6. Baker Botts searched its electronic database<sup>3</sup> for connections to these entities to determine whether it has any conflicts or other relationships with these entities that might cause it to hold or represent an interest adverse to the Debtors. To the extent that I have been able to ascertain that Baker Botts has been retained within the last four years to represent any of the Additional Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, those relationships are disclosed on **Schedule 2** hereto (such parties listed on Schedule 2, the “**Interested Parties**”).

7. After conducting its search, Baker Botts has identified the client connections disclosed below. The connections are categorized as follows: (a) Interested Parties that Baker Botts currently represents, and may in the future represent, in matters wholly unrelated to these chapter 11 cases; (b) Interested Parties whose affiliates are, or may be, represented by Baker Botts, or which may be represented by Baker Botts in the future, in matters wholly unrelated to these

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<sup>3</sup> In searching Baker Botts’ electronic database, some of the parties whose names were used may have had multiple affiliates for which Baker Botts may have done unrelated work. We conducted a separate search for the parents of such companies but did not separately search other affiliated companies. However, our database is organized in such a way that we should be alerted to pertinent information regarding a related name. Moreover, in some instances, our search revealed that the name we were checking (1) is an interested party in an unrelated matter in which Baker Botts represents or represented another party (*e.g.*, a defendant or co-defendant in unrelated litigation); (2) pays or paid fees on behalf of clients of Baker Botts (in an unrelated matter); or (3) was connected to a file(s) that had been closed for years. Baker Botts’ inclusion of parties in **Schedules 1** and **2** is solely to illustrate Baker Botts’ conflict search process and is not an admission or assertion that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

chapter 11 cases; (c) Interested Parties whose affiliates were represented by Baker Botts in matters wholly unrelated to these chapter 11 cases; and (d) Interested Parties who either are former clients, or whose affiliates are former clients, that Baker Botts has represented in the past in matters wholly unrelated to these chapter 11 cases.

8. **Affiliates of Current Clients.** Baker Botts currently represents, or may represent, and may in the future represent, in matters wholly unrelated to these chapter 11 cases, clients who are, or may be, affiliates of the Interested Parties. These parties are listed on **Schedule 2** attached hereto.

9. **Affiliates of Former Clients.** In addition, Baker Botts has represented in the past in matters wholly unrelated to these chapter 11 cases, clients who are, or may be, affiliates of Interested Parties. These parties are listed on **Schedule 2** attached hereto.

10. **Current Clients.** Baker Botts currently represents, and may in the future represent, in matters wholly unrelated to these chapter 11 cases, the parties listed on **Schedule 2** attached hereto (as well as certain affiliates of such parties).

11. **Former Clients.** Baker Botts has represented in the past in matters wholly unrelated to these chapter 11 cases, the Interested Parties or affiliates thereof, which it may represent in the future on **Schedule 2** attached hereto.

12. As required by section 327(e) of the Bankruptcy Code, to the extent Baker Botts represents these other parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases, to the best of my knowledge, none of the representations are adverse to the interests of the Debtors' Estates that are the subject of Baker Botts' representation as counsel to the Special Committee. Moreover, pursuant to Bankruptcy Code section 327(c), Baker Botts is not disqualified from acting as counsel to the Special Committee merely because it represents

certain of the Debtors' creditors or other parties in interest in matters unrelated to these chapter 11 cases.

13. None of the Interested Parties listed on **Schedule 2** represented more than one percent of Baker Botts' revenues for the twelve-month period ended on December 31, 2023.

### **ADDITIONAL SPECIFIC DISCLOSURES**

#### ***Prepetition Compensation Received from the Debtors***

14. In the penultimate sentence of paragraph 12 of the Original Declaration, I disclosed that on March 12, 2024, Baker Botts drew down on its advance pay Retainer for services rendered to the Special Committee in three amounts consisting of \$188,288.88, \$32,979.00, and \$20,879.50. After reviewing our records further, the first listed payment of \$188,288.88 was paid from a draw down on our Retainer on March 8, leaving a remaining Retainer balance of \$482,895.12. The second listed payment of \$32,979.00 was paid from our Retainer on March 11, leaving a remaining Retainer balance of \$449,916.12. As previously disclosed, on March 12, Baker Botts drew down on its advance pay Retainer in the amount of \$20,879.50 and on that same day the Debtors provided Baker Botts with an additional advance payment of \$262,630.88. As of the Petition Date, the remaining balance of the Retainer was \$691,667.50.

#### ***Conflicts Committee of the Board of Directors of Enviva GP, LLC***

15. As disclosed in paragraph 33 of the Original Declaration, Baker Botts was counsel to the Conflicts Committee of the Board of Directors (the "**Conflicts Committee**") of Enviva GP, LLC, the general partner of Enviva Partners, LP (the "**Partnership**") in the following transactions:

- The 2019 purchase by the Partnership of its sponsor's interest in its development joint venture, which owned a wood pellet production plant under construction in Hamlet, North Carolina, and a firm, 15-year take-or-pay off-take contract to supply MGT Power Ltd.'s Tees Renewable Energy Plant with nearly one million metric

tons per year of wood pellets, following a ramp up period (the “**2019 Drop-Down Transaction**”).

- The 2020 purchase by the Partnership from its sponsor of the wood pellet production plant in Greenwood, South Carolina, together with the sponsor’s assignment to the Partnership of five firm, long-term, take-or-pay off-take contracts with creditworthy Japanese counterparties (the “**2020 Drop-Down Transaction**”).
- The 2021 purchase by the Partnership from its sponsor of a wood pellet production plant in Lucedale, Mississippi, a deep-water marine terminal in Pascagoula, Mississippi, and three long-term, take-or-pay off-take contracts with creditworthy Japanese counterparties (the “**2021 Drop-Down Transaction**”).
- The 2021 acquisition by the Partnership from Enviva Holdings, LP of all of the ownership interests in an affiliate and the elimination of the incentive distributions rights in exchange for 16 million new Enviva common units, and the intent to convert the Partnership from a MLP to a corporation (the “**2021 Simplification Transaction**” and, together with the 2021 Drop-Down Transaction, the 2020 Drop-Down Transaction, and the 2019 Drop-Down Transaction, the “**Conflicts Committee Transactions**”).

Since filing the Original Declaration, Baker Botts has been in contact with attorneys for the Creditors’ Committee and the Office of the U.S. Trustee, respectively, regarding our Application, including our prior work for the Conflicts Committee. To address questions raised by the Creditors’ Committee and the Office of the U.S. Trustee, Baker Botts is making the following additional disclosures.

16. Baker Botts’ prior representation of the Conflicts Committee was limited solely to the Conflicts Committee Transactions. Other than as disclosed in the Original Declaration, Baker Botts has not had any prior representations of the Debtors or any related entities or affiliates.

17. In 2019 and 2020, the Conflicts Committee was comprised of John C. Bumgarner, Gary L. Whitlock, and Janet S. Wong. A fourth member, Jeffrey W. Ubben, was later added to the Conflicts Committee. Mr. Ubben, the principal of Inclusive Capital Partners at the time, was a member of the Conflicts Committee for both the 2021 Drop Down Transaction and the 2021

Simplification Transaction, but not the 2019 Drop-Down Transaction or the 2020 Drop-Down Transaction. Mr. Bumgarner, Mr. Whitlock, and Ms. Wong were members of the Conflicts Committee for the entirety of Baker Botts' involvement in the Conflicts Committee Transactions listed above. Mr. Bumgarner is a current member of the Board.

18. The Special Committee is comprised of four independent directors, including Ms. Wong and Mr. Whitlock. The other members of the Special Committee are Martin N. Davidson and Gerrity Lansing.

19. The Special Committee intends to investigate the Conflicts Committee Transactions described above. Baker Botts will assist the Special Committee with obtaining factual information reviewed by the Conflicts Committee at the time in reaching its conclusions that the transactions were fair to the Partnership and its minority limited partners and should be approved. I understand the Special Committee intends to seek legal advice from the Debtors' local counsel, Kutak Rock LLP, or a similarly situated third-party law firm retained by the Debtors' estates, regarding the Conflicts Committee Transactions.

***Representation of RWE Supply & Trading GmbH***

20. As disclosed in the Original Declaration, RWE Supply & Trading GmbH ("**RWE**") is a current client of Baker Botts in matters entirely unrelated to the Debtors and these chapter 11 cases. Baker Botts' representation of RWE is pursuant to an engagement letter dated as of April 15, 2013. The engagement letter includes a prospective conflict waiver for unrelated matters that permits Baker Botts to be adverse to RWE because our work for the Special Committee is unrelated to Baker Botts' work for RWE. There is no overlap between Baker Botts attorneys working on RWE matters and those representing the Special Committee.

21. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Washington, D.C.  
Dated: May 3, 2024

BAKER BOTTS L.L.P.

By: /s/ *Bridget Moore*  
Name: Bridge Moore  
Title: Partner

**SCHEDULE 1 TO MOORE DECLARATION**



**ADDITIONAL PARTIES IN INTEREST SEARCHED**

City of Chesapeake, Barbara O Caraway Treasurer  
University of Texas at Dallas  
Georgia Biomass LLC  
Wells Fargo & Company  
CVS Caremark

**SCHEDULE 2 TO MOORE DECLARATION**

**SCHEDULE 2**

**SCHEDULE OF PARTIES IN INTEREST (OR AFFILIATED ENTITIES) WHO ARE  
CURRENT CLIENTS OR WERE CLIENTS WITHIN THE LAST FOUR YEARS IN  
UNRELATED MATTERS**

<b>INTERESTED PARTY</b>	<b>CURRENT OR FORMER CLIENTS AND THEIR AFFILIATES IN UNRELATED MATTERS</b>
City of Chesapeake, Barbara O Caraway Treasurer	Affiliate of Former Client
University of Texas at Dallas	Affiliate of Current Client
Georgia Biomass LLC	Former Client
Wells Fargo & Company	Current Client
CVS Caremark	Current Client