

**Robert P. Blasco, Esq.**  
**Megan J. Costello, Esq.**  
**Hoffman & Blasco, LLC**  
**9360 Glacier Hwy., Ste. 202**  
**Juneau, AK 99801**  
**(907) 586-3340**  
**(907) 586-6818 (fax)**  
**Attorneys for the Defendants**  
rpblasco@hoffmanblasco.com  
mjcostello@hoffmanblasco.com

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ALASKA**

**CRUISE LINES INTERNATIONAL  
ASSOCIATION ALASKA, and CRUISE  
LINES INTERNATIONAL  
ASSOCIATION,**

Plaintiffs,

v.

**THE CITY AND BOROUGH OF JUNEAU,  
ALASKA, a municipal corporation, RORIE  
WATT, in his official capacity as City  
Manager,**

Defendants.

Case No.: 1:16-cv-00008-HRH

**AMENDED AFFIDAVIT OF MEGAN J. COSTELLO IN SUPPORT OF THE  
CITY AND BOROUGH OF JUNEAU AND RORIE WATT'S OPPOSITION AND  
CROSS-MOTION TO PLAINTIFFS' MOTION FOR SUMMARY JUDGMENT<sup>1</sup>**

STATE OF ALASKA                    )  
  )ss:  
FIRST JUDICIAL DISTRICT        )

I, Megan J. Costello, being first duly sworn, states as follows:

<sup>1</sup> This affidavit amends Paragraph 7 of Dkt. 134, Affidavit of Megan J. Costello, as requested by CLIA in Dkt. 152. The remaining paragraphs are the same.

*CLIAA, et al. v. CBJ, et al.*

*Case No. 1:16-cv-00008-HRH*

*AMENDED AFFIDAVIT OF MEGAN J. COSTELLO IN SUPPORT OF THE CITY AND BOROUGH OF JUNEAU  
AND RORIE WATT'S OPPOSITION AND CROSS-MOTION TO PLAINTIFFS' MOTION FOR SUMMARY  
JUDGMENT*

1. I am an Associate Attorney and the Office Manager at Hoffman & Blasco, LLC, in Juneau, Alaska. Our firm was retained to represent The City and Borough of Juneau and Rorie Watt (collectively "CBJ") in the above captioned case.
2. I am over the age of twenty-one, and if called upon as a witness, I could and would testify competently under oath as to the contents of this affidavit.
3. I have personal knowledge of the information and statements contained in this affidavit, which is submitted in connection with The City and Borough of Juneau and Rorie Watt's Cross-Motion for Summary Judgment and Opposition to Plaintiffs' Motion for Summary Judgment, CBJ's Statement of Facts, and CBJ's Objections and Responses to the Plaintiffs' Statement of Facts.
4. On or about January 10, 2017, January 11, 2017, January 15, 2017, September 22, 2017, October 9, 2017, and October 17, 2017 the Plaintiffs (CLIA) transmitted documents in Discovery. Those productions included the following documents that are cited in CBJ's filings:

- Exhibit AT            CLIA000039C-CLIA000041C
- Exhibit AW            CLIA004650C-CLIA004651C
- Exhibit BA            CLIA004035-CLIA004036
- Exhibit BB            CLIA003909C-CLIA003910C
- Exhibit BD            CLIA003915
- Exhibit BE            CLIA003911C-CLIA003913C
- Exhibit BH            CLIA002322C-CLIA002324C
- Exhibit BS            CLIA006048C-CLIA006049C
- Exhibit BW            CLIA002977C-CLIA002980C, CLIA002981-CLIA002984
- Exhibit BZ            CLIA001733C-CLIA001734C, CLIA001735
- Exhibit CA            CLIA001789HC
- Exhibit CB            CLIA002103HC, CLIA002104C-CLIA002106C
- Exhibit CD            CLIA001637HC-CLIA001639HC
- Exhibit CE            CLIA001933HC-CLIA001936HC
- Exhibit CF            CLIA001521HC-CLIA001523HC

- Exhibit CV CLIA004359-CLIA004362
- Exhibit ED CLIA004309C-CLIA004312C
- Exhibit EJ CLIA000907C-CLIA000910C
- Exhibit EP CLIA005086C-CLIA005092C
- Exhibit EQ CLIA004318C-CLIA004321C
- Exhibit ER CLIA004427C-CLIA004428C
- Exhibit ES CLIA004125C-CLIA004128C
- Exhibit ET CLIA002239C-CLIA002241C
- Exhibit EU CLIA000179C-CLIA00180C
- Exhibit FB CLIA002219C-CLIA002222C
- Exhibit FC CLIA000001C-CLIA000002C
- Exhibit FI CLIA002329C-CLIA002331C
- Exhibit FO CLIA002690-CLIA002702
- Exhibit FP CLIA002710C-CLIA002713C
- Exhibit FR CLIA004297C
- Exhibit FT CLIA003688C-CLIA003701C
- Exhibit FV CLIA004236C-CLIA004246C
- Exhibit FW CLIA006042C
- Exhibit FX CLIA006063C-CLIA006064C
- Exhibit HT CLIA006045C-CLIA006048C
- Exhibit IB CLIA000972C
- Exhibit IH CLIA002277C-CLIA002278C
- Exhibit IN CLIA004997C-CLIA005009C
- Exhibit IO CLIA004946C-CLIA004949C, CLIA004950-CLIA004952
- Exhibit IT CLIA004077C-CLIA004078C
- Exhibit IZ CLIA002651C-CLIA002653C
- Exhibit JA CLIA002654C-CLIA002657C
- Exhibit IZ CLIA002651C-CLIA002653C
- Exhibit JA CLIA002654C-CLIA002657C
- Exhibit JM CLIA002358-CLIA002364
- Exhibit JN CLIA004333-CLIA004338
- Exhibit JO CLIA002269C-CLIA002272C
- Exhibit KG CLIA005370C
- Exhibit KI CLIA003484C
- Exhibit KK CLIA003738-CLIA003739
- Exhibit KO CLIA005383C
- Exhibit KT CLIA023666C, CLIA023673C
- Exhibit KW CLIA02325HC-CLIA02328HC
- Exhibit KY CLIA003161-CLIA003162
- Exhibit LR CLIA002737HC-CLIA002739HC
- Exhibit LT CLIA000334

5. Those productions from CLIA listed above included documents marked confidential or highly confidential, and all the CLIA provided documents that are cited in The City and Borough of Juneau and Rorie Watt's Cross-Motion for Summary Judgment and Opposition to Plaintiffs' Motion for Summary Judgment, CBJ's Statement of Facts, and CBJ's Objections and Response to the Plaintiffs' Statement of Facts with the exception of exhibits BA, BD, CV, FO, JM, JN, KK, KY, LT, and portions of BW, BZ and IO, were marked confidential or highly confidential. CBJ has designated those with a "C" for Confidential or "HC" for Highly Confidential after the bates number in this affidavit and index. CBJ has filed a Motion for Leave to file Under Seal with those proposed exhibits.
6. The documents listed above were produced by CLIA pursuant to their initial disclosure obligations and/or in response to the discovery requests proposed by CBJ.
7. The documents produced by CLIA in discovery contain statements by CLIA, their executives (such as President John Binkley and Mike Tibbles), and their predecessor (Alaska Cruise Association(ACA)). The documents also contain statements by Northwest Cruise Association (NWCA) and by Don Habeger, Kirby Day, and Drew Green.
8. On or about December 12, 2016, August 14, 2017, September 15, 2017, and September 22, 2017, CBJ transmitted documents in Discovery as Initial and Supplemental Disclosures and/or responsive to CLIA's Requests for Production. CBJ disclosed over 240,000 pages in total to CLIA. Those productions included the

following documents that are filed in support of CBJ's filings with CBJ bates stamp numbers:

- Exhibit B CBJ072709-CBJ072710
- Exhibit C CBJ176356-176366; CBJ176369-CBJ176370
- Exhibit AG CBJ180954
- Exhibit AQ CBJ04990-CBJ04992
- Exhibit AR CBJ05134-CBJ05137
- Exhibit BC CBJ081447
- Exhibit BF CBJ06031-CBJ06040
- Exhibit BG CBJPlan00058-CBJPlan00067
- Exhibit BI CBJ069749-CBJ069764
- Exhibit BJ CBJ067477-CBJ067482; CBJ067484-CBJ067485
- Exhibit BK CBJ068016
- Exhibit BL CBJ072990-CBJ072992
- Exhibit BM CBJ090080
- Exhibit BN CBJ090094-CBJ90097
- Exhibit BO CBJ198904-CBJ198906
- Exhibit BP CBJ01305-CBJ1308
- Exhibit BQ CBJ01494
- Exhibit BR CBJ01500-CBJ1520
- Exhibit BV CBJ00093-CBJ00107
- Exhibit BY CBJ185190-CBJ185277
- Exhibit CC CBJ04212-CBJ04214
- Exhibit CI CBJ090327-CBJ090331
- Exhibit CJ CBJ019641-CBJ019642; CBJ019678
- Exhibit CL CBJ02480-CBJ02491
- Exhibit CM CBJ02492-CBJ02501
- Exhibit CN CBJ00190-CBJ00196
- Exhibit CO CBJ01309-CBJ01311; CBJ01337-CBJ01345
- Exhibit CP CBJ01820-CBJ01830
- Exhibit CQ CBJ00870
- Exhibit CR CBJMPF00126
- Exhibit CS CBJ02071-2074, Resolution Serial No. 2310
- Exhibit CT CBJ02170-CBJ02175
- Exhibit CU CBJ02328-CBJ02333
- Exhibit CZ CBJ088858-CBJ088861
- Exhibit DA CBJ065395-CBJ065396
- Exhibit DB CBJ122695
- Exhibit DC CBJ05111-CBJ05118
- Exhibit DD CBJ05593-CBJ05600

- Exhibit DF CBJ114425-CBJ114426
- Exhibit DG CBJ04970-CBJ04971
- Exhibit DH CBJ05127-CBJ05133
- Exhibit DI CBJ114597-CBJ114598
- Exhibit DJ CBJ114596
- Exhibit DK CBJ02190-CBJ02193
- Exhibit DL CBJ00679-CBJ00680
- Exhibit DM CBJ00004-CBJ00007
- Exhibit DN CBJ00038-CBJ00045
- Exhibit DO CBJ00223-CBJ00226
- Exhibit DP CBJ00436-CBJ00441
- Exhibit DQ CBJ00240-CBJ00241
- Exhibit DR CBJ07414-CBJ07415
- Exhibit DS CBJ01240
- Exhibit DT CBJ046092-CBJ46105
- Exhibit DU CBJ01786-CBJ01787
- Exhibit DV CBJ01790
- Exhibit DW CBJ01926-CBJ01938
- Exhibit DX CBJ02075
- Exhibit DY CBJ05548-CBJ05552
- Exhibit DZ CBJ02148
- Exhibit EA CBJ02334-CBJ02335
- Exhibit EB CBJ02176-CBJ02177
- Exhibit EC CBJ02569-CBJ02605
- Exhibit EE CBJ02873-CBJ02877
- Exhibit EF CBJ083260
- Exhibit EG CBJ086988-CBJ086989
- Exhibit EH CBJ087213-CBJ087214
- Exhibit EI CBJ114424
- Exhibit EK CBJ00031
- Exhibit EL CBJ056341
- Exhibit EM CBJ180959-CBJ180960, CBJ180964, CBJ180983-CBJ180985, CBJ180988-CBJ180989 (Pages from full packet 180959-181187)
- Exhibit EN CBJ02105-CBJ02118
- Exhibit EO CBJ04103-CBJ04104
- Exhibit EW CBJ07191
- Exhibit FD CBJ05507-CBJ05528
- Exhibit FG CBJ066883
- Exhibit FH CBJ175638
- Exhibit FJ CBJ064883
- Exhibit FK CBJ139064-CBJ139065

- Exhibit FS            CBJ067506-CBJ067507
- Exhibit FU            CBJ123108-123115
- Exhibit FY            CBJ02411-CBJ02424
- Exhibit FZ            CBJ01364-CBJ01365
- Exhibit GA            CBJ01355-CBJ01360
- Exhibit GB            CBJ00945
- Exhibit GC            CBJ06294-CBJ06303
- Exhibit GD            CBJ06436-CBJ06437
- Exhibit GG            CBJ06304-CBJ06309
- Exhibit GH            CBJ06418-6424
- Exhibit GI            CBJ075036-CBJ075038
- Exhibit GJ            CBJ075470
- Exhibit GK            CBJ075485-CBJ075486
- Exhibit GL            CBJ02894-CBJ02896
- Exhibit GM            CBJ03214
- Exhibit GN            CBJ03946-CBJ03948
- Exhibit GO            CBJ03624
- Exhibit GP            CBJ03631-CBJ03636
- Exhibit GQ            CBJ03473-CBJ03476
- Exhibit GR            CBJ03874-CBJ03876
- Exhibit GS            CBJ03490
- Exhibit GT            CBJ112139-CBJ112141
- Exhibit GU            CBJ04528-CBJ04530
- Exhibit GV            CBJ112150-CBJ112151
- Exhibit GW            CBJ04225
- Exhibit GX            CBJ05065-CBJ05066
- Exhibit GY            CBJ114595
- Exhibit GZ            CBJ05932-CBJ05934
- Exhibit HA            CBJ05601-CBJ05607
- Exhibit HB            CBJ06233-CBJ06235
- Exhibit HC            CBJ06337-CBJ06340
- Exhibit HD            CBJ06425-CBJ06426
- Exhibit HE            CBJ06344-CBJ06345
- Exhibit HF            CBJ06452-CBJ06454
- Exhibit HG            CBJ06596-CBJ06602
- Exhibit HH            CBJ06505-CBJ06506
- Exhibit HJ            CBJ063639-CBJ63670
- Exhibit HL            CBJ122280-122284
- Exhibit HM            CBJ140655-CBJ140664
- Exhibit HN            CBJ03920
- Exhibit HO            CBJ05195-CBJ05196

• Exhibit HP	CBJ05010
• Exhibit HQ	CBJ05991-CBJ05994
• Exhibit HR	CBJ03919
• Exhibit HS	CBJMPPF00209-CBJMPPF00214
• Exhibit HU	CBJ059477-CBJ059480
• Exhibit HV	CBJ086205-CBJ086207
• Exhibit HW	CBJ092119
• Exhibit IC	CBJ05935-CBJ05938
• Exhibit ID	CBJ05448-CBJ05450
• Exhibit IE	CBJ05887-CBJ05893
• Exhibit IF	CBJ02649-CBJ02653
• Exhibit IG	CBJ07179
• Exhibit II	CBJ03895-CBJ03901
• Exhibit IJ	CBJ02904-CBJ02909
• Exhibit IK	CBJ02848-CBJ02851
• Exhibit IP	CBJ05457
• Exhibit IQ	CBJ01791
• Exhibit IR	CBJ01550-CBJ01551
• Exhibit IS	CBJ01903-CBJ01904
• Exhibit IU	CBJ063592-CBJ063593
• Exhibit IV	CBJ071880-CBJ071881
• Exhibit IW	CBJ114719-CBJ114720
• Exhibit IX	CBJ125597-CBJ125599
• Exhibit IY	CBJ123707-CBJ123709
• Exhibit JB	CBJ01286-CBJ01293
• Exhibit JC	CBJMgr00198-CBJMgr00205
• Exhibit JD	CBJ119521
• Exhibit JE	CBJ123046-CBJ123050
• Exhibit JF	CBJ064870-CBJ064872
• Exhibit JG	CBJ064886
• Exhibit JH	CBJ066995
• Exhibit JI	CBJ073394
• Exhibit JJ	CBJ093032
• Exhibit JK	CBJ119669-CBJ119670
• Exhibit JL	CBJ122065-CBJ122066
• Exhibit KC	CBJ185138-CBJ185146
• Exhibit KF	CBJ180926-CBJ180953
• Exhibit KJ	CBJ03116
• Exhibit KL	CBJ127451-CBJ127453
• Exhibit KN	CBJ055677-CBJ55706
• Exhibit KP	CBJ055860-CBJ055881

- Exhibit KQ            CBJ137974
- Exhibit KS            CBJ092464
- Exhibit KV            CBJ066883
- Exhibit KZ            CBJ114378
- Exhibit LA            CBJ114656
- Exhibit LB            CBJ05119-CBJ05126
- Exhibit LH            CBJ199159-CBJ199164 (formerly disclosed in a different format as CBJ185554-185589), CBJ185670-CBJ185672
- Exhibit LI            CBJ081701-CBJ081707
- Exhibit LJ            CBJ092119
- Exhibit LM            CBJ073931-CBJ073933; CBJ060596; CBJ100567-CBJ100568; CBJ103554; CBJ127557-127558
- Exhibit LN            CBJMgr00309-CBJMgr00310
- Exhibit LO            CBJMgr00280-CBJMgr00281
- Exhibit LV            CBJ00190-CBJ00196
- Exhibit LW            CBJMPF00173-CBJMPF00177
- Exhibit LX            CBJ122672-CBJ122679
- Exhibit LZ            CBJ081743-CBJ081744
- Exhibit MA            CBJ081456-CBJ081457

9. The CBJ also provides with its filings the following newly obtained CBJ documents that will be provided separately as a supplemental disclosure to CLIA in addition to being attached with these filings:

- Exhibit CK            CBJ198968, Marine Passenger Fee Revenue and History/Projections as of March 15 2016
- Exhibit CW            CBJ198810-198830, Factual Basis-Don D. Statter Harbor Facility Charter Fleet Facility
- Exhibit EZ            CBJ199039-199041, December 29, 2017 FY19 Marine Passenger Proceeds Project List from AJ Dock Operating Committee
- Exhibit FA            CBJ199042-199045, January 5, 2018 letter from Princess Cruises requesting MPF funds for projects
- Exhibit FL            CBJ198832 MPF General Government & Other Grant Non CIPS Expenditures FY01-17
- Exhibit FM            CBJ198980, FY16 MPF Operating Budget Allocation
- Exhibit FN            CBJ198979, FY16 Government Expenditures by Department
- Exhibit LK            CBJ198936-198956, City of Ketchikan letter to John Binkley

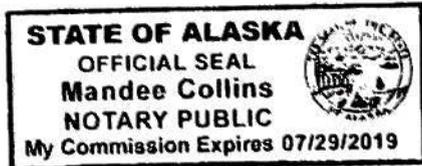
- Exhibit LL CBJ 198957-198962, CLIA's response City of Ketchikan

10. As set forth more fully in CBJ's Motion to Take Judicial Notice, filed concurrently, CBJ is requesting the Court take judicial notice of certain exhibits. These exhibits: A; D; E; F; G; H; I; J; K; L; M; N; O; P; Q; R; S; T; U; V; W; X; Y; Z; AA; AB; AC; AD; AE; AF; AG; AH; AI; AJ; AK; AL; AM; AN; AO; AP; AU; AV; BT; BU; BX; CG; CH; CY; DE; EV; EX; EY; FE; FF; FQ; GE; GF; HI; HK; HX; HZ; IA; IL; IM; JP; JQ; JR; JS; JT; JU; JV; JW; JX; JY; JZ; KA; KB; KD; KE; KH; KM; KR; KX; LC; LD; LE; LF; LG; LQ; LU and LV, are documents available publicly online. The websites where these exhibits were accessed is listed in the Motion to Take Judicial Notice and the Index of Exhibits, to enable the Court to access the websites and confirm the accuracy of the content.

Dated: May 1, 2018

  
\_\_\_\_\_  
Megan J. Costello

SUBSCRIBED AND SWORN before me this 1 day of May, 2018.



  
\_\_\_\_\_  
Notary Public State of Alaska  
My commission expires: 07/29/2019

**CERTIFICATE OF SERVICE**

The undersigned certifies that on May 1, 2018 a true and correct copy of the foregoing **AMENDED AFFIDAVIT OF MEGAN J. COSTELLO IN SUPPORT OF THE CITY AND BOROUGH OF JUNEAU AND RORIE WATT'S OPPOSITION AND CROSS-MOTION TO PLAINTIFF'S MOTION FOR SUMMARY JUDGMENT** was served on the following parties of record via ECF:

C. Jonathan Benner (*pro hac vice*)  
Kathleen E. Kraft (*pro hac vice*)

*CLIAA, et al. v. CBJ, et al.*

*Case No. 1:16-cv-00008-HRH*

*AMENDED AFFIDAVIT OF MEGAN J. COSTELLO IN SUPPORT OF THE CITY AND BOROUGH OF JUNEAU AND RORIE WATT'S OPPOSITION AND CROSS-MOTION TO PLAINTIFFS' MOTION FOR SUMMARY JUDGMENT*

Page 10 of 11

Thompson Coburn LLP  
1909 K Street, N.W., Suite 600  
Washington, D.C. 20006-1167  
jbenner@thompsoncoburn.com  
kkraft@thompsoncoburn.com

Herbert H. Ray, Jr.  
Schwabe, Williamson & Wyatt  
310 "K" Street, Suite 200  
Anchorage, AK 99501  
HRay@Schwabe.com

/s/ Robert P. Blasco

Robert P. Blasco  
Robert P. Blasco