

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

**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**

STATE OF ALASKA)
)ss:
FIRST JUDICIAL DISTRICT)

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

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

CLIAA, et al. v. CBJ, et al. Case No. 1:16-cv-00008-HRH
 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

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), their predecessors (such as Northwest Cruise Association (NWCA) and Alaska Cruise Association (ACA)), and their agents (such as 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-CBJ06338
- 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 CBJMPF00209-CBJMPF00214
- 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	CBJ01305-CBJ01308
• 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-CBJ055706
• 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 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;

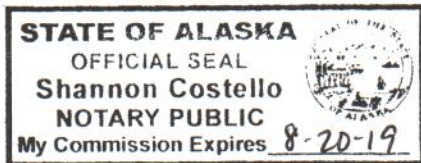
BU; BX, CG; CH; CY; DE; EV; EX; EY; FE; FF; FQ; GE; GF; HI; HK; HX; HZ;
IA; IL; IM; JP; JQ; JR; JS; JT; JU; JV; JW; JX; JY; JZ; KA; KB; KD; KE; KH;
KM; KR; KX; LC; LD; LE; LF; LG; LQ; LU; and LV, are documents available
publicly online. The websites where these exhibits were accessed is listed in the
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.

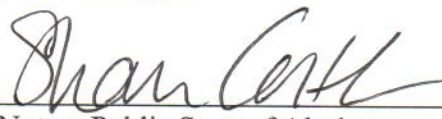
Dated: February 9, 2018



Megan J. Costello

SUBSCRIBED AND SWORN before me this 9 day of February, 2018.





Notary Public State of Alaska
My commission expires: 8-20-19

CERTIFICATE OF SERVICE

The undersigned certifies that on February 9, 2018 a true and correct copy of the foregoing **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*)
Thompson Coburn LLP
1909 K Street, N.W., Suite 600
Washington, D.C. 20006-1167

Herbert H. Ray, Jr.
Keesal, Young & Logan
1029 West Third Avenue, Suite 650
Anchorage, AK 99501-1954

/s/ Robert P. Blasco
Robert P. Blasco