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**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

**DEFENDANTS THE CITY AND BOROUGH OF JUNEAU, ALASKA AND
RORIE WATT'S PRELIMINARY WITNESS LIST**

The City and Borough of Juneau and Rorie Watt, by and through their attorney of record, Robert P. Blasco of Hoffman & Blasco, LLC, hereby provides their Preliminary Witness List, pursuant to Fed. Rule of Procedure 26, with the following reservations: The Plaintiffs' claims relate to actions by the CBJ going back to 2001. The Plaintiffs waited 15 years to file this lawsuit, resulting in the CBJ not being able to present

evidence and witnesses relevant and important to the allegations of expenditures, projects and programs because the evidence no longer exists; relevant witnesses have moved, are deceased, or have no memory of the facts; or because circumstances have changed so significantly over the many years. In many cases, the CBJ may no longer be able to visually show the benefits of the projects, programs and expenditures as the cruise ship passenger, crew and passenger problems that necessitated the expenditures, programs and projects have been addressed by the very expenditures now at issue. For example, the Plaintiffs opposed the building of two new docks (known as the 16b project) for many years. The sole purpose of the docks was to serve the Plaintiffs' members. Once the docks were built and had accomplished their goal resulting in a benefit to the cruise ships, passengers, and crew the Plaintiffs' Executive Director publicly praised the construction project, stating that funding the 16b Dock project was exactly how the marine passenger fees and port development fees should be used.

This Preliminary Witness List is submitted with the above reservations, and CBJ reserves the right to amend the Preliminary Witness List as it may locate witnesses from the 15-year period. Additionally, the Plaintiffs have not provided any discovery nor have the Plaintiffs supplemented their Initial Disclosure Statement as required by Fed. Rule of Procedure to identify any other alleged unconstitutional expenditures other than as stated in Paragraphs 26 and 27 of the First Amended Complaint. CBJ reserves the right to amend this Preliminary Witness List if the Court allows the Plaintiffs to allege that any

expenditures other than as specifically identified in the First Amended Complaint are unconstitutional.¹

1. Charlie Ball
c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

Mr. Ball may testify to CLIA's members failure to file any protest regarding any CBJ fees; ticket prices of CLIA members; port fees paid by CLIA members in other US ports; CLIA's failure to challenge the CBJ fees for a 16 year period; CLIA and/or its members approval of CBJ expenditures of the challenged fees; that the CLIA members recoup all costs of the challenged fees and any alleged administrative costs of the members from the passengers in the ticket prices charged, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

2. Bob Bartholomew
Finance Director, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Bartholomew may testify information relating to the challenged fees, communications between CLIA or their members and CBJ relating to the fees and projects to be addressed with the fees, expenditures approved by the Assembly for use of the fees collected, including but not limited to the allocation formulas, and non-privileged CBJ internal communications and communications with third parties relating to the fees and expenditures, including but not limited to the public process for obtaining input from CLIA and its members and others for use of the fees before approval by the Assembly, and may testify to how the passenger fees have been used on projects and programs that benefit the cruise ships, passengers and crew, and as to the historical changes in Juneau due to the

¹ CBJ has attempted to have the Plaintiffs identify in discovery any other expenditures being challenged other than those specifically identified in the First Amended Complaint, but to date, the Plaintiffs have declined to be forthcoming with specifically identifying any other expenditures.

increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

3. Bob Berto
1429 Tongass Ave
Ketchikan, AK 99901
907-225-6154

Mr. Berto owns or has ownership interest in many cruise ship related companies and his companies have provided services to cruise ships and tours for passengers in Ketchikan and Juneau for many years. Mr. Berto may testify regarding the involvement of the Plaintiffs' members in the tours provided to their passengers in Juneau, including helicopter tours, which use the City's road system for their tour buses and vans, and which provide services to cruise ship passengers many miles from the docks. Mr. Berto has ownership interest in the AJ Dock and is the registered agent for AJ Juneau Dock, LLC and may testify about the AJ Dock, and the projects which the AJ Dock requested and received funding from the CBJ as requested by the industry. Mr. Berto may also testify about the expenditure of marine passenger fees in Ketchikan showing the similarity with those expenditures in Juneau, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

4. John Binkley
President, CLIAA
c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

Mr. Binkley may testify relating to CLIA's involvement in the development of the Marine Passenger Fee and Port Development Fee of the City and Borough of Juneau, including but not limited to CLIA Alaska's communications with CBJ relating to the fees, CBJ's use of fees and CLIA's participation in the process to select projects for the use of the fees, including industry representatives on the Passenger Fees Proceeds Committee. Mr. Binkley may testify to information relating to CLIA's members failure to file any protest regarding any CBJ fees;

ticket prices of CLIA members; port fees paid by CLIA members in other US ports; CLIA's failure to challenge the CBJ fees for a 16 year period; CLIA and/or its members approval of CBJ expenditures of the challenged fees; that the CLIA members recoup all costs of the challenged fees and any alleged administrative costs of the members from the passengers in the ticket prices charged. Mr. Binkley may also testify as to the various cruise ship industry representative associations and his involvement with those associations and his communications with CBJ in those capacities, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

5. Bruce Botelho
Former Mayor, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Botelho may testify to the challenged fees, communications between CLIA or their members or other cruise industry representatives and CBJ relating to the fees and projects to be addressed with the fees, expenditures approved by the Assembly for use of the fees collected, and non-privileged CBJ internal communications and communications with third parties relating to the fees and expenditures, including but not limited to the public process for obtaining input from CLIA and its members and others for use of the fees before approval by the Assembly, and relating to CLIA's members failure to file any protest regarding any CBJ fees; ticket prices of CLIA members; port fees paid by CLIA members in other US ports; CLIA's failure to challenge the CBJ fees for a 16 year period; CLIA and/or its members approval of CBJ expenditures of the challenged fees; that the CLIA members recoup all costs of the challenged fees and any alleged administrative costs of the members from the passengers in the ticket prices charged, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

6. Bonnie Chaney
Former CBJ Budget Analyst
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Ms. Chaney may testify relating to communications between CLIA or their members or any other cruise industry representatives and CBJ relating to the fees and projects to be addressed with the fees, expenditures approved by the Assembly for use of the fees collected, including but not limited to the allocation formulas, and non-privileged CBJ internal communications and communications with third parties relating to the fees and expenditures, including but not limited to the public process for obtaining input from CLIA and its members and others for use of the fees before approval by the Assembly, may testify to how the passenger fees have been used on projects and programs that benefit the cruise ships, passengers and crew, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

7. Greg Chaney
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Chaney was the Project Planner for the Long Range Waterfront Development Plan and has served in other capacities in the City departments related to cruise ships and cruise passengers, and may testify regarding the Waterfront Plan as related to cruise ships and passengers, how the plan has been implemented since 2003, and he may testify as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

8. John Corso
Former Attorney, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Corso may testify as to communications with cruise ship industry representatives regarding the challenged fees and may testify to how the passenger fees have been used on projects and programs that benefit the cruise ships, passengers and crew, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

9. Mila Cosgrove
Deputy City Manager, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Ms. Cosgrove may testify relating to communications between CLIA or their members or any other cruise industry representatives and CBJ relating to the fees and projects and programs to be addressed with the fees, expenditures approved by the Assembly for use of the fees collected, including but not limited to the allocation formulas, and non-privileged CBJ internal communications and communications with third parties relating to the fees and expenditures, including but not limited to the public process for obtaining input from CLIA and its members and others for use of the fees before approval by the Assembly, and may testify to how the passenger fees have been used on projects and programs that benefit the cruise ships, passengers and crew, as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

10. Kris Curtis, Legislative Auditor
Division of Legislative Audit
P. O. Box 113300
Juneau, Alaska 99811-3300
Phone: (907) 465-3830

Ms. Curtis may testify regarding the audit of spending of CPV funds by CBJ and how the audit determined that CBJ had properly spent the CPV funds, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

11. Bud Darr
Senior Vice President, Technical and Regulatory Affairs
CLIA Global
c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

See possible testimony summary under Mr. Ball above and Mr. Day below.

12. S. Kirby Day, III, Director of Shore Operations, Alaska and Pacific Northwest
Princess Cruises
704 S. Franklin Street
Juneau, Alaska 99801
Email: kday@princesscruises.com

Mr. Day may testify to information relating to the Marine Passenger Fees and Port Development Fees, including his representation of CLIA's predecessor organizations and later CLIAA on the Passenger Fee Proceeds Committee, and in meetings with CBJ managers and other CBJ representatives, and in relation to the Juneau Economic Development Council, Tourism Best Practices, and as to the A.J. and Franklin Dock projects, and programs, and other projects, and communications with CBJ regarding the use of fees collected, and Alaska Cruise Association and/or NWCA and/or CLIAA and/or CLIA involvement in the selection of projects and programs for use of the fees, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas

related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

13. Russell Daya

CLIA Alaska Board Member
c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

See possible testimony under Mr. Ball. Additionally, Mr. Daya may testify as to the absence of any discussions regarding the Juneau fees by the CLIA board during the years 2008-2015, and as to any discussions related to delaying this lawsuit for 16 years, and as to the associations who were industry representatives before CLIA, and as to the decision of CLIA to not obtain any authorization from cruise ship passengers who actually pay the fees through ticket prices for this lawsuit, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

14. Tom Dow

Vice President, Public Affairs, Carnival Corporation
c/o Independent Counsel

See possible testimony under Mr. Ball and Mr. Day and Mr. Daya.

15. Lalanya Downs

Director, Public Affairs & Administration, CLIA Alaska
c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

See possible testimony under Mr. Ball, Mr. Daya and Mr. Day above.

16. Craig Duncan, former Finance Director

Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202

Juneau, AK 99801
907-586-3340

See possible testimony under Mr. Bartholomew and Ms. Chaney above.

17. Elgee Rehfeld Mertz, LLC
9309 Glacier Highway, Suite B-200
Juneau, Alaska 99801
907-789-3178

A representative of Elgee Rehfeld Mertz may testify regarding the audit conducted by the firm in 2003 on the CBJ allocation formulation, and the conclusion stated in the audit as to the allocation formula implemented in 2003 by the CBJ. As the audit was conducted in 2003, CBJ is not able to identify at this point who will be the testifying representative.

18. Richard Etheridge
Fire Chief, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Etheridge may testify as to the services provided by the fire department to the cruise ships, passengers and crew, historically and currently, including EMS and other rescue services, such as helicopter airlifts, and including those services not tracked by invoices or billable hours, and including the increase in incidents, particularly for EMS, during the cruise ship season due to the passengers and crew, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

19. Ed Foster
Streets & Transit Director, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC

9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Foster may testify as to the services provided by this department to the cruise ships, passengers and crew, historically and currently, including the use of roads maintained by CBJ by the cruise ship buses and the tour buses and vans that transport cruised ship passengers, including for those tours owned by CLIA members or their affiliates, and the use of the transit service by crew and passengers, including the increase during the cruise ship season, and including those services not tracked by invoices or billable hours, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

20. Paul Goodwin
CLIA Alaska Board Chairman
c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

See possible testimony of Mr. Ball, Mr. Daya, and Mr. Day above.

21. Drew Green
Operations Manager of AJ Dock
and Manager of Cruise Lines Agencies of Alaska
Cruise Lines Agencies of Alaska
1330 Eastaugh Way #4
Juneau, AK 99801
907-723-1214

Mr. Green may testify about his participation on the Passenger Fees Proceeds Committee and his concurrence with projects, programs and expenditures, and as to other communications by Mr. Green with CBJ regarding his concurrence with projects, programs and expenditures at the Franklin Dock and his requests for projects, expenditures, and programs at the AJ Dock, and as to the historical changes in Juneau due to the increase in cruise passengers and the

many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes.

22. Don Habegar
9300 View Dr.
Juneau, AK 9981

Mr. Habegar was the cruise ship industry representative for many or all the years from 2001 until 2010, and possibly later, including participating on the Passenger Fees Proceeds Committee. Mr. Habegar was a former employee and representative of Royal Caribbean and Celebrity Cruises. See possible testimony for Mr. Day and Mr. Green above. He may also testify about communications with John Hanson of Northwest Cruise Association and the NWCA's support of the \$3.00 port fee, and support of certain expenditures and projects funded through the \$5.00 marine passenger fee, now complained about by the Plaintiffs.

23. Dallas Hargrave
Human Resources and Risk Management Director, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Hargrave may testify as to the services provided by this department to the cruise ships, passengers and crew, historically and currently, and including those services not tracked by invoices or billable hours, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

24. Jean Hodges
Assistant Comptroller, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801

907-586-3340

See possible testimony of Mr. Bartholomew, Mr. Duncan and Ms. Chaney. Ms. Hodges may testify as to the services provided by this department to the cruise ships, passengers and crew, historically and currently, and including those services not tracked by invoices or billable hours, the current allocation to CBJ departments and the FY 16-current marine passenger fee and port development fee expenditures, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

25. Eleni Kalisch

CLIA Alaska Board Member
c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

See possible testimony of Mr. Ball, Mr. Daya, and Mr. Day above.

26. Kim Kiefer

Former City Manager, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

See possible testimony of Mr. Botelho above. Ms. Kiefer may testify about the process for obtaining recommendations and approvals for projects and programs and her communications with CLIA representatives and other cruise ship and cruise industry representatives during the process leading to the Manager Recommendations to the Assembly Finance Committee, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

27. McDowell Group

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9360 Glacier Highway
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907-586-6126

A representative of McDowell Group may provide testimony on surveys conducted on cruise ship passengers, crew, locals, and industry representatives on services used by cruise ship passengers, ships, and crew, and services provided to the cruise ships, passengers and crew, and may testify as to a study done for Haines, and as to other studies and reports not yet known to CBJ.

28. Michael McGarry
Senior Vice President, Public Affairs & Governmental Relations, CLIA
Global
c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

See possible testimony of Mr. Ball, Mr. Daya and Mr. Day above.

29. Ed Mercer
Police Chief, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Mercer may testify as to the services provided by the police department to the cruise ships, passengers and crew, historically and currently, and including those services not tracked by invoices or billable hours, and including the increase in incidents during the cruise ship season due to the passengers and crew, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

30. Suzanne L. Montgomery or another Thompson Coburn attorney from its St. Louis Office
Thompson Coburn LLP
One US Bank Plaza
St. Louis, Missouri 16101-1693
314-552-6000

Ms. Montgomery may testify regarding how the use of the marine passenger fees to defend this lawsuit directly benefits the cruise ships and passengers.

31. Dave Palmer
Former assistant City Manager, City Manager, and Airport Director, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Palmer is a former assistant City Manager, City Manager, and Airport Director for Juneau. See possible testimony of Ms. Kiefer, Mr. Swope, and Mr. Watt above. Mr. Palmer may also testify regarding the services provided at the airport that directly benefit the cruise ship passengers, including the services related to those years when funds were allocated to the airport pursuant to adopted formulas, as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

32. Donna Pierce
Former Assistant City Manager, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

See possible testimony of Mr. Botelho and Ms. Kiefer above. Ms. Pierce may testify regarding the Passenger Fee Proceeds Committee and the concurrence of the Plaintiffs and their members in the recommendations for expenditures by

the Committee, as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

33. John Pugh
Chancellor Emeritus
University of Alaska Southeast
11066 Auke Lake Way
Juneau, Alaska 99801

Mr. Pugh may testify regarding particular projects and programs provided for the benefit of cruise ships and cruise passengers, as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

34. Edwin J. Sheppard or another Thompson Coburn attorney or another attorney from its DC Office
Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

Mr. Sheppard may testify regarding how the use of the marine passenger fees to defend this lawsuit directly benefits the cruise ships and passengers.

35. E. Budd Simpson
Simpson, Tillinghast, Sorensen & Sheehan, P.C.
One Sealaska Plaza, Suite 300
Juneau, AK 99801
907-586-1400

Mr. Simpson served on the Docks and Harbors Board. Mr. Simpson may testify regarding the planning efforts of Port of Juneau, through Docks and Harbors and the Board as related to involving the Plaintiffs' representatives and

members as to the use of marine passenger fees and port development fees for projects and programs and the participation of the Plaintiffs' representatives and members in the selection of programs and projects for the use of the fees, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

36. Rob Steedle
Community Development Director, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Steedle may testify as to the services provided by the Community Development Department to the cruise ships, passengers and crew, historically and currently, and including those services not tracked by invoices or billable hours, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

37. Bob Stone
Chairman of the Board
Alaska Cruise Association
c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

See possible testimony of Mr. Ball, Mr. Daya, and Mr. Day above and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

38. John Stone
Former Port Director
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

See possible testimony of Greg Chaney and Carl Uychtill.

39. Rod Swope
Former City Manager, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

See possible testimony of Mr. Botelho, Mr. Corso, Ms. Kiefer and Ms. Pierce above. Mr. Swope may testify about his meetings and communications with cruise industry representatives concurring in the fees and expenditures, and particularly as related to concurrence in the propriety of the \$3.00 Port Development fee, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

40. Mike Tibbles
Government Affairs, CLIAA
c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

See possible testimony of Mr. Binkley above, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

41. Carl Uchytel
Port Director, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Uchytel may testify as to the historical development of many capital projects that benefit the cruise ships and passengers and the involvement of the Plaintiffs and their members and other cruise industry representatives in the planning and implementing and approval of those projects, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

42. Rorie Watt
City Manager, CBJ
Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Defendant

See possible testimony of Mr. Botelho, Mr. Corso, Ms. Kiefer, and Mr. Swope above. Mr. Watt may testify as to communications with cruise industry representatives in his former position with Engineering. Mr. Watt may testify to the complete Manager Recommendation process pursuant to the CBJ code, and either the concurrence in expenditures by the Plaintiffs', members, or other cruise industry representatives, or the absence of any objections, as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

43. Bob Weinstein

Attorney-client privilege applies
c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

Mr. Weinstein is a former Mayor of Ketchikan with an in-depth knowledge and understanding of the cruise ship industry in Southeast Alaska, and particularly as related to the services provided to the cruise ships and passengers in the communities of Ketchikan and Juneau, and how the expenditures on services for cruise ships and passengers are similar or the same in Ketchikan and Juneau, and as to the historical changes in Juneau due to the increase in cruise passengers and the many benefits to the cruise ships and passengers from the expenditures of marine passenger fees that are no longer obvious because of the many beneficial changes, and other areas related to the Plaintiffs' First Amended Complaint and CBJ's defenses that may be revealed in discovery.

44. CBJ's Legislative Auditor

c/o Hoffman & Blasco, LLC
9360 Glacier Highway, Suite 202
Juneau, AK 99801
907-586-3340

See possible testimony of Ms. Curtis above. This person has not yet been identified by CBJ.

45. Members of CLIA Global's Government Affairs Advisory Committee

c/o Thompson Coburn LLP
1909 K Street, N.W. Suite 600
Washington, D.C. 20006-1167
202-585-6900

These persons have not yet been identified by the Plaintiffs in discovery. See possible testimony of Mr. Ball, Mr. Daya and Mr. Day above.

46. Members of CLIA Global's Executive Committee

These persons have not yet been identified by the Plaintiffs in discovery. See possible testimony of Mr. Ball, Mr. Daya and Mr. Day above.

47. Members of CLIA Global's Board of Directors

These persons have not yet been identified by the Plaintiffs in discovery. See possible testimony of Mr. Ball, Mr. Daya and Mr. Day above.

48. CLIA Alaska and CLIA Global board members and former board members

These persons have not yet been identified by the Plaintiffs in discovery. See possible testimony of Mr. Ball, Mr. Daya and Mr. Day above.

49. Any person listed by any other party.

50. Any person revealed in discovery or through the ongoing review of records and documents, or as revealed in the review of records and documents not yet produced by CLIA or CLIAA.

51. Expert witnesses designated by any party.

52. All witnesses designated by any party as a Rule 30(b)(6) witness.

53. All individuals or entities served by any party with a subpoena.

54. All individuals or entities noticed for deposition and/or deposed.

55. All individuals or entities referred to in any document produced by any party or third-person.

56. Necessary foundational witnesses, including but not limited to custodians of records.

57. All individuals or categories of individuals identified by any party in this action in interrogatory answers, disclosure statements, or otherwise identified in discovery.

HOFFMAN & BLASCO, LLC

Dated: September 5, 2017

By: /s/ Robert P. Blasco
Robert P. Blasco, AK Bar #7710098
Attorneys for the City and Borough of
Juneau, Alaska, a municipal corporation,
and Rorie Watt, in his official capacity as
City Manager

CERTIFICATE OF SERVICE

The undersigned certifies that on September 5, 2017 a true and correct copy of the foregoing **DEFENDANT THE CITY AND BOROUGH OF JUNEAU, ALASKA AND RORIE WATT'S PRELIMINARY WITNESS LIST** was served on the following parties of record via E-Mail and U.S. First Class Mail:

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Kathleen E. Kraft (*pro hac vice*)
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/s/ Robert P. Blasco
Robert P. Blasco