

COURT OF THE STATE OF CALIFORNIA  
IN AND FOR THE COUNTY OF SAN DIEGO  
CENTRAL DIVISION

TALLEY AMUSEMENTS, INC.,  
THOMAS TALLEY and MARY TALLEY,

Plaintiffs,

vs.

Case No. 37-2021-  
00032169-CU-MC-CTL

THE 22ND DISTRICT AGRICULTURE  
ASSOCIATION; CARLENE MOORE  
and KATIE MUELLER,

Defendants.

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VIDEOCONFERENCE  
DEPOSITION OF MICHAEL CERAGIOLI  
Taken at Multiple Locations  
Thursday, January 27, 2022

Reported by Marsha Lewsley, CSR  
Certificate No. 7726

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SUPERIOR COURT OF THE STATE OF CALIFORNIA  
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Defendants.

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The Zoom Remote Counsel videoconference deposition of Michael Ceragioli, taken pursuant to notice, on Thursday, January 27, 2022, commencing at the hour of 9:09 a.m., at multiple locations in the State of California, before me, Marsha Lewsley, Certified Shorthand Reporter in and for the State of California.

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I N D E X

Videoconference Deposition of Michael Ceragioli  
January 27, 2022

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A P P E A R A N C E S

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VIA VIDEOCONFERENCE)

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ALSO PRESENT (Via Videoconference):

Mary Talley, Plaintiff  
  
Adam West  
(Present until 10:40 a.m.)

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THURSDAY, JANUARY 27, 2022; 9:09 A.M.

MICHAEL CERAGIOLI,  
(APPEARING VIA VIDEOCONFERENCE)

having first been duly sworn, testified as follows:

EXAMINATION

BY MR. MOOT:

Q. Before we get started, Mike, help me with the pronunciation of your name, please. Because if butcher it through the whole deposition, I absolutely apologize. I'm not sure how to pronounce it.

A. Well, I did notice on correspondence it was spelled incorrectly, but it's pronounced Ceragioli.

Q. Ceragioli. It's with an i, correct?

A. Yes.

Q. I tried to get my secretary to pick that up and fix it. Hopefully she remembers it's with an i. I apologize for that.

So Ceragioli is the correct way to pronounce it?

A. Correct.

Q. Thank you.

So, we're here today to take your deposition in the matter entitled: Talley Amusements versus the 22nd

1 DAA. You have been subpoenaed to the deposition. I  
2 know your lawyer was kind enough to accept that subpoena  
3 when it had to be rescheduled. We appreciate you being  
4 here.

5 Let me tell you a little bit about a  
6 deposition. Have you ever had your deposition taken  
7 before?

8 A. No, I haven't.

9 Q. Okay. Well, Mr. Wilson may have gone over a  
10 little bit with you, but I'll sort of get into the  
11 basics with you.

12 First of all, when the court reporter gave you  
13 the oath to tell the truth, that is the exact same oath  
14 that you would be given in a courtroom if it was  
15 administered by the court clerk in front of the judge.  
16 It has all the same application as if we were in court.  
17 So, in other words, the oath is to tell the truth, the  
18 whole truth, and nothing but the truth. And it has the  
19 same significance should it be discovered at a later  
20 time you did not tell the truth here today. So that's  
21 probably the most important thing about a deposition.

22 The deposition, of course, is occurring outside  
23 of a courtroom -- there is no judge or referee here  
24 today to rule on objections. And we did have a  
25 conversation with the judge this morning when we were in

1 at the ex parte. And all objections are preserved. And  
2 it's the court's policy that all objections are  
3 preserved. So there is no need for a string of multiple  
4 objections to the questions. However, if there are  
5 objections you are to be patient and answer the  
6 question, unless Mr. Wilson, your attorney, instructs  
7 you not to answer them. Generally those are limited to  
8 attorney-client communications and matters of the like.  
9 But I'll leave that up to your attorney to make a  
10 determination when and what he may object to.

11 Mr. Alexander may make objections as well.  
12 And, again, be patient and try to remember the question.  
13 But after his objections you will be answering the  
14 question, unless Mr. Wilson instructs you not to answer  
15 them. Do you understand that?

16 A. Yeah.

17 Q. Now, I understand that Mr. Wilson has been  
18 retained to represent you in this matter; is that  
19 correct?

20 A. That's correct.

21 Q. Now, in a deposition it is a little bit  
22 different than if we were in court. You have probably  
23 watched plenty of TV shows involving courtroom scenes  
24 and you hear about hearsay: "Objection: Hearsay."

25 One of the rules that is different in a

1 deposition than it is in court is that we are allowed to  
2 have you testify as to hearsay. "Hearsay" is simply a  
3 fancy legal word for what someone else said and you  
4 heard and are repeating.

5 In a deposition we are entitled to have you  
6 testify as to what someone told you. Now, what we're  
7 not entitled to, and nobody wants, is for you to just  
8 rankly speculate about things that you know nothing  
9 about. That doesn't help anybody if you do that. But  
10 what someone told you or what you overheard or if you  
11 observed a series of circumstances that to you, and  
12 based on your experience, has a cogent explanation, then  
13 you can tell us all about that at this particular  
14 deposition. Do you understand that?

15 A. Yes, I do. I do.

16 Q. Now, also we do have Marsha taking down my  
17 questions and your answers and what occurs. Marsha's  
18 job at the end of this is to put it in what we call a  
19 deposition transcript and then that deposition  
20 transcript can be used for purposes in the case.  
21 Because she is taking everything down, it is important  
22 that we not talk over each other -- which is common in  
23 normal conversation -- to the best of our ability. You  
24 wait to answer the questions until I'm finished. I wait  
25 until you finish your answer before I ask the next



1 question. And sometimes we slip into normal  
2 conversation. If that happens I'm not going to try to  
3 be rude, but I'll just maybe caution you to simply wait  
4 so Marsha can do her job correctly.

5           The other thing that often happens in normal  
6 conversation is that there are certain nonverbal  
7 communications. We go "uh-huh" or "uh-uh." And in the  
8 context, you know, of a live conversation, you know,  
9 people know what that is and know what it means. But,  
10 again, for purposes of what Marsha is doing it's very  
11 difficult. So it is always best if you give a verbal  
12 answer to the question, a "yes" or a "no" or whatever  
13 explanation, as opposed to "uh-huh" to "uh-uh" or a nod  
14 or anything like that. That gives us a nice, clean  
15 transcript that we can all use later on.

16           So any questions about the ground rules, Mr.  
17 Ceragioli?

18           A. No. I apologize. My dogs are going off in the  
19 background right now. If you can hear me clearly.

20           Q. That's all right. This Zoom deposition is not  
21 the greatest way to have to do these things.

22           So let me first ask: How are you feeling? Are  
23 you feeling physically well to give a deposition today?

24           A. Yes. Actually yesterday was one of the better  
25 days I've had in a while. And today I'm feeling great.

1 Just a little bit of a stuffy nose. That's about it.  
2 But I am on the mend from COVID finally.

3 Q. That's great. Have you been taking any  
4 medication that may affect your ability to give your  
5 best testimony today?

6 A. Not that I'm aware of. Just antibiotics.

7 Q. Very good. So then let's go get started on the  
8 substance of what we're here to ask you about today.

9 And, first of all, I wonder if you could please  
10 tell us your current address.

11 A. My address is 316 Leucadia Boulevard,  
12 Encinitas, California.

13 Q. How long have you lived there?

14 A. Going on probably close to 30 years now.

15 Q. And who lives at the home with you?

16 A. My wife and daughter.

17 Q. And since you've been there for 30 years, maybe  
18 the answer to this question is obvious. Do you have any  
19 plans of moving in the next three years, should we need  
20 to get ahold of you?

21 A. Not that my wife will permit.

22 Q. Well, I've run into that same problem at my  
23 house.

24 Okay. Now, can you tell us briefly your  
25 educational background.

1           A.    Well, I have some college and some specialized  
2 training in public procurement. I went to Rutgers  
3 University and took courses on federal procurement. And  
4 about 30-plus years in the public procurement sector,  
5 experience. I worked at the Metropolitan Transit System  
6 for 23 years and then came here at the Ag District.

7                   (Clarification by the reporter.)

8           THE WITNESS: And 13 and a half years at the Ag  
9 District.

10 BY MR. MOOT:

11           Q.    Excuse me. How long at MTS?

12           A.    23 years, I think, there. 22, 23 years.

13           Q.    Now, are you currently retired?

14           A.    Yes, I am.

15           Q.    And where did you retire from?

16           A.    I retired from both MTS and the 22nd District  
17 AA -- Agricultural Association.

18           Q.    And your most recent employment was with the  
19 22nd Agricultural District?

20           A.    That's correct.

21           Q.    And when did you retire from the 22nd  
22 Agricultural District?

23           A.    I believe it was September -- I think it was  
24 the 26th. The weekend -- what's that -- Memorial Day in  
25 September.

1 Q. Labor Day?

2 A. Labor Day. Excuse me. It was the Friday  
3 before Labor Day.

4 Q. So that would have been 2021?

5 A. Yeah. And that was -- I took a leave of  
6 absence from then. And my actual retirement date was  
7 November -- I believe November 15th or 16th. I was  
8 using up my vacation leave.

9 Q. That's smart.

10 So you actually took leave in September. So  
11 you weren't actually at the facility since Labor Day of  
12 2021?

13 A. That's correct. I was on vacation until my  
14 retirement date.

15 Q. Now, can you tell us why you retired?

16 A. Well, I mean, we went through the Ag District  
17 with COVID, which was prevented from having most of  
18 their events, the state mandating that we can't have any  
19 public events or mass gathering. And so when that  
20 happened, the district went into financial, you know,  
21 distress and it laid off a whole bunch of people.

22 Fortunately I was not one of the ones who were  
23 laid off, but I was -- they were trying to get me to  
24 retire because I was one of a group of people that had  
25 the ability to retire. They were pushing us all to try

1 and retire. And they actually had staff meetings and  
2 almost started to shame us on everybody that if you were  
3 financially able to retire, people should. And a lot of  
4 people ended up doing it. They were worried they were  
5 going to lose their vacation leave and all that.

6 So I was trying to figure out a way to retire.  
7 And I couldn't do it any sooner than I did because I was  
8 having issues in my retirement from MTS and I needed  
9 both of those retirements to survive. So it wasn't  
10 something I wanted to do. I wanted to work there until  
11 I was 65, but I didn't feel welcome anymore. So I  
12 decided to go through with it.

13 Q. How old are you now, Mr. Ceragioli?

14 A. I'm 60- -- I turned 63.

15 Q. And all things equal, you would have preferred  
16 to retire at 65 from the 22nd DAA?

17 A. Yeah, I would have had better medical coverage.  
18 And it would have worked better into my plans as far as,  
19 you know, when I start collecting Social Security, you  
20 know, for my ideal time.

21 Q. One other thing. And I apologize, Mr.  
22 Ceragioli. One of the things that makes this Zoom tough  
23 is in normal conversation people's conversation tends to  
24 trail off at the end.

25 And, Marsha, have you been able to pick up

1 everything okay?

2 THE REPORTER: So far, but it is true. That is  
3 happening.

4 THE WITNESS: Marsha, I apologize for that. I  
5 am not used to doing the Zoom. I will try not to trail  
6 off.

7 BY MR. MOOT:

8 Q. None of us are. So if I remind you, just to  
9 try to keep your voice up loud and clear. I'm not  
10 trying to be rude.

11 So you indicated that you felt pressure maybe  
12 to retire?

13 A. Well, you know, it was -- yeah, during the  
14 initial -- after the retirement -- or the layoffs, they  
15 had a bunch of staff meetings. And they talked about  
16 all the financial difficulties they were having and how  
17 they were worried that they didn't have money to cover  
18 people's vacation leave they had. And, you know, they  
19 were basically saying: If you can retire, that you  
20 should see what you can do to do it because it would  
21 financially help the District to get rid of people that  
22 could retire that didn't get laid off.

23 Actually, in one meeting, I think it was Donna  
24 Ruhm, they actually confronted her in front of  
25 everybody, "Why aren't you retired?" And she said, "I

1 don't want to." And at this point, Tim and -- Tim  
2 Fennell and Rita Waltz were still employed with the  
3 District. And she said, "Why should I retire, you know,  
4 before Tim or Rita? They're in the same position I am."  
5 You know, it was kind of almost -- I couldn't even  
6 believe they were doing it, but they did. You know, so  
7 it was just kind of not telling you you have to retire,  
8 but urging you to retire.

9 Q. So you felt they were putting pressure on you  
10 to retire before you wanted to?

11 A. Yes. And actually, just the fact that they  
12 laid off everybody in my department except for Jean --  
13 who was actually a last minute keep there because  
14 somebody else had quit and didn't have to get laid off  
15 and we were able to keep Jean. But you lay everybody  
16 off and all of a sudden you go from a staff of eight  
17 down to just you, and you're doing everything. It's a  
18 lot of pressure even to do all this stuff at that point  
19 too.

20 Q. I hope you don't find this an inappropriate  
21 question, but I think I probably need to ask it. Was  
22 there any pending or anticipated disciplinary issues  
23 involving you before you retired or that may have  
24 induced the retirement?

25 A. Not that I'm aware of, no.

1 Q. So, in other words, you didn't retire because  
2 they were about to take discipline against you and you  
3 wanted to avoid that?

4 A. No, no.

5 (Mr. Watson joined the deposition  
6 via videoconference.)

7 BY MR. MOOT:

8 Q. Sorry to ask the question, but sometimes it  
9 happens that way so I wanted to clarify.

10 So you were at the District Agricultural  
11 Association 13 years?

12 A. Yes.

13 Q. What positions did you hold?

14 A. I was the contracts manager when I was first  
15 hired. And then I became the contracts procurement  
16 manager. And so I had staff underneath me in the  
17 contracts department. I had the purchasing department.  
18 And at the end of my service with them I also had the  
19 merchandising department under me and the mail room and  
20 warehouse.

21 Q. So when you retired, you were the head of  
22 the -- or the contracts manager?

23 A. Uh-huh.

24 Q. Is that the best way to say it?

25 A. Correct.



1 Q. You just gave us an idea of all the divisions  
2 under you when you were procurement manager?

3 A. That's correct.

4 Q. And as the contracts manager, could you just  
5 maybe give us a thumbnail sketch of what your duties and  
6 responsibilities were.

7 A. Well, my department basically wrote all the  
8 written contracts with all the contractors in the  
9 District. That included our food and beverage  
10 agreements, all of our lease agreements, basically all  
11 the service contracts that we conducted. And then any  
12 other contracts that -- and on top of all that we  
13 handled all the formal procurements that we conduct.  
14 Those would include Request for Proposals and Invitation  
15 for Bids. Most of those were services. But a lot of  
16 them were also -- like IFBs were conducted for  
17 construction contracts, et cetera, like that.

18 Q. So you did the RFPs for the construction as  
19 well as fair events?

20 A. Yeah. Construction were IFBs.

21 Q. Those were hard bids, the construction?

22 A. Yes. I think it's per code you're not allowed  
23 to do RFPs for construction. You do an RFP for a design  
24 of something. Actual building or construction had to be  
25 an IFB.

1 Q. An IFB, just so we're on the same wave length,  
2 that's a hard bid contract?

3 A. So some of those were actually conducted times  
4 two by the California Construction Authority too. They  
5 were part -- they would work as a project manager, hired  
6 by the District too. Not all of those were done, but  
7 some of those were done by, I think it's called, the  
8 Finance Authority now.

9 Q. It used to be the CCA, the California  
10 Construction --

11 A. Yeah, now I think it's the CFA.

12 Q. They've changed hats a little bit --

13 A. Yeah.

14 Q. -- recently, haven't they?

15 A. That's correct.

16 Q. We have talked to some of the people up there.

17 A. But they basically do the contracts for the  
18 State departments for a percentage of the cost.

19 Q. My understanding is they serve sort of like in  
20 the role of a project manager.

21 A. Correct.

22 Q. Now, prior to your retirement, who did you  
23 directly report to?

24 A. Well, I directly reported to Rita Waltz, who  
25 was the financial officer. But I did work with all the

1 staff there. She was the one that would give me my  
2 evaluations.

3 Q. Is Rita Waltz still at the 22nd DAA?

4 A. No. She retired about just around the same  
5 time that Tim was retired. I think the board asked him  
6 to leave. And then I think shortly after she retired.

7 Q. Now, do you know where Rita Waltz lives?

8 A. Yes, I do.

9 Q. And could you give us that address?

10 A. I don't have her address. I'm sorry, I don't  
11 know the address.

12 Q. I'm sorry. We're trailing off again, Mike.

13 A. I said: I do know where she lives. I have  
14 been to her house. I don't know the physical address.

15 Q. Can you give us the street maybe?

16 A. I know she lives in La Jolla.

17 Q. Do you have it written down anywhere?

18 A. That's what I'm looking for right now. I'm  
19 looking to see if I've got something in my phone here.

20 Okay. I do have an address here for you.

21 Q. Thank you.

22 A. It's 4435 Nobel Drive.

23 Q. Nobel, did you say?

24 A. Nobel, N-o-b-e-l, Drive.

25 Q. Okay.

1 A. Unit 49.

2 Q. And that's --

3 A. It's unit 49.

4 Q. Do you happen to have a phone number for her?

5 A. Yeah. Hold on. Did you get my unit 49?

6 Q. Oh, unit 49. Thank you. I appreciate that.

7 A. Her phone number is (858)232-4675.

8 Q. Thank you.

9 Now, did you ever report to Tim Fennell?

10 A. I worked for Tim Fennell pretty much on a  
11 regular basis. I didn't actually report to him, but we  
12 worked together on multiple projects that I conducted,  
13 negotiating contracts, et cetera.

14 Q. Did I hear you say that Tim Fennell was pushed  
15 out?

16 A. It kind of felt like that, that the board was  
17 trying to get him to retire sooner than he wanted to.

18 Q. What do you know about that? Or what did you  
19 hear about that?

20 A. I don't know a whole lot. I just kind of got  
21 that feeling in conversations with him. You know, I  
22 don't think he was ready to retire. But, you know, he  
23 was kind of pushed out by the board.

24 Q. Do you know who was involved from the staff end  
25 in him being pushed out?

1           A.    What do you mean?  Staff at the board?  Or  
2 staff at the District?

3           Q.    I've had a chance to talk to Mr. Fennell on the  
4 phone.  And he sort of indicated to me similar to what  
5 you're telling me.  And I was just wondering if you're  
6 aware, for example, that Carlene Moore played any part  
7 of pushing him out.

8           A.    She was the person who was filling his position  
9 afterwards.  I don't know what part she played in that.  
10 But, I mean, I would assume that she played some kind of  
11 role in it, you know, to take over for Tim after he  
12 left.  I don't know what that might be.

13          Q.    But you got the impression, from your  
14 conversations with Mr. Fennell, that he wasn't ready to  
15 retire?

16          A.    That's correct.

17          Q.    And what was your relationship like with Mr.  
18 Fennell?

19          A.    It was good.  We not only worked together, I  
20 looked at him as a friend.

21          Q.    So I take it you trusted him?

22          A.    Yes, I do very much.  I still talk to him.

23          Q.    And what was your relationship like with  
24 Carlene Moore?

25          A.    I never really had much relationship with her.

1 It just didn't feel comfortable, you know. It was  
2 always professional. I never felt like she didn't like  
3 me or anything like that, other than wanting me to  
4 retire. Didn't really feel like a part of the team.  
5 But it was nothing adversarial or anything like that.

6 Q. You indicated you didn't feel comfortable with  
7 her. Could you maybe tell us what caused that  
8 discomfort.

9 A. Well, I -- a lot of it might be what's going on  
10 right now, why I'm here to talk about this.

11 Q. Okay.

12 A. The decision that she made.

13 Q. Did you trust her?

14 A. No.

15 Q. Now, in around the time you retired, you  
16 indicated a number of people were leaving. Do you have  
17 an approximation of what that number is?

18 A. Well, there was a lot of staff that got laid  
19 off. And I understood it to be about 60 percent of the  
20 staff was laid off of the District. And they retained  
21 certain individuals. I don't know how that was all  
22 decided. I know that Tim shared with me that they  
23 wanted to lay me off, that he insisted that I not get  
24 laid off because he wouldn't have a contracts manager.  
25 I don't know how that was all decided, who got laid off.

1           And then as people were getting laid off, there  
2 were people that decided they just wanted to get out.  
3 They didn't want to do the work of all their staff that  
4 was gone. And just started to retire or found other  
5 positions other places.

6           Q. Are you aware of any employees who left that  
7 were asked to sign non-disclosure agreements?

8           A. No. I had to sign one regarding this RFP that  
9 we're here about. I don't know of anybody else having  
10 to sign non-disclosure agreements that had left, no.

11          Q. So you said that someone asked you to sign a  
12 non-disclosure agreement about this RFP?

13          A. Yeah. Carlene came into my office and asked me  
14 to sign some document regarding this RFP, the lawsuit  
15 that you were bringing against it. And I don't have a  
16 copy of it. And I asked for one and I never got it.

17          Q. You are under oath today, so regardless of what  
18 that document says you have an obligation today to tell  
19 the truth.

20          A. Yes. I don't even remember exactly what it  
21 said.

22          Q. But she wanted you to sign a non-disclosure  
23 agreement about this RFP we're going to be talking about  
24 today?

25          A. Yes, basically not to -- I think it was

1 something about not discussing it with people and not to  
2 destroy documents, et cetera.

3 Q. Now, you know Donna Ruhm?

4 A. Yes, I do.

5 Q. Do you have an address for Donna?

6 A. No, I don't.

7 Q. Do you know where Donna went?

8 A. I have a phone number for her.

9 Q. Okay. Phone would be good.

10 A. Her phone number is (760)390-4951.

11 Since we're here talking about it, how did you  
12 get my cell number, John?

13 Q. They have investigators that are pretty good at  
14 this stuff. I apologize.

15 A. I was kind of curious how you got that.

16 Q. They're pretty good. And if you have to find  
17 people it's pretty hard to hide these days. Unless you  
18 go off to Oklahoma on an Indian reservation you pretty  
19 much can find you.

20 So that was (760)390-4951 for Ms. Ruhm?

21 A. Right.

22 Q. And she lives in San Diego County?

23 A. As far as I know, yes.

24 Q. But you've never been to her home?

25 A. No, I have not.



1 Q. Is she retired now too?

2 A. Yes, she -- I think she retired earlier than  
3 she would like to too. Like she just felt, you know,  
4 kind of -- they took more and more of her  
5 responsibilities away. And then finally she got to the  
6 point where she said, "I'm out. I'm not welcome here."  
7 And she retired.

8 Q. Do you know Chris Robinson?

9 A. No.

10 Q. How about Paul Blaney?

11 A. Yes.

12 Q. Does Paul Blaney still work for the 22nd DAA?

13 A. Yes.

14 Q. And do you happen to know what his duties and  
15 responsibilities were there?

16 A. He was the events department manager.

17 Q. Did you work with him?

18 A. Occasionally. Not as much as I did with other  
19 staff there, but I did work with him occasionally. He  
20 would kind of handle the short-term leases and event  
21 agreements and I would handle all the long-term leases.

22 Occasionally we would work on some projects  
23 that kind of crossed into each other. But that was the  
24 difference between us. He would handle all the events,  
25 you know, events that occurred there and then any

1 short-term leases to the property. And then I did all  
2 the long-term leases. And then occasionally our paths  
3 would cross on that.

4 Q. Now, I think you've indicated that while you  
5 were the contracts manager you worked on the Request for  
6 Proposal process. Did I hear that correctly?

7 A. I'm sorry. I didn't understand what you said.

8 Q. I'm sorry. I believe you indicated earlier  
9 that you did handle the Request for Proposal processes  
10 for the 22nd DAA?

11 A. Yes. Basically the majority of them I had some  
12 staff that I occasionally would have help on some of  
13 them. But they were generally the less complicated  
14 technical ones. And I was just always trying to get  
15 them involved in it so they would learn how to do them  
16 themselves. So occasionally I would have them do  
17 something like an IFB or an RFP for some minor services  
18 or something like that. But most of the high profile or  
19 highly technical ones I did.

20 Q. Okay. And could you just give a general  
21 description of that process. It doesn't have to be too  
22 detailed. Just to make sure we're on the same wave  
23 length.

24 A. A Request for Proposal is a process we use  
25 generally for services. And those services were not

1 extremely defined.

2           Whereas an IFB for construction you would have  
3 a defined -- for instance, you know, a plan for whatever  
4 project in construction we were doing. Because the RFP  
5 didn't have that. You would have more of a scope of  
6 work. And an RFP didn't base it on price solely or  
7 finances solely. You're looking at technical  
8 qualifications and approach and finances for that.

9           Q. Now, is there a procedure that gets adopted as  
10 to how you go about awarding them, scoring them, things  
11 like that?

12           A. Yes, we had basically a boilerplate, is what I  
13 called it, the whole RFP document. And for different  
14 projects you would change the scope of work in that  
15 document and had it tailored to whatever project you  
16 were conducting.

17           Q. Now, for example, when you did the scoring for  
18 an RFP, would there be scoring, for example, for the  
19 financial aspect of the proposal?

20           A. Correct. So the financial aspect would get  
21 assigned a point value. And the technical aspect of the  
22 proposal we assigned a point value.

23           Q. And after that was done, then there would be a  
24 high score; is that correct?

25           A. In that type of an RFP, yes.

1           There is also a two-step RFP where you  
2 basically score proposals technically. And that  
3 would -- and once proposals were determined qualified,  
4 then you would open it up and it would almost become  
5 like an IFB. Just awarded to the lowest or highest  
6 proposer, depending on what the scope was.

7           Q. Now, is that process of awarding RFPs, is that  
8 set forth in the Public Contract Code?

9           A. Yes.

10          Q. And how long have you been doing RFPs?

11          A. I've been doing them for 50 years. I did RFPs  
12 at MTS for them for multiple projects there. I did all  
13 their outside service contracts, RFPs for buses,  
14 trolleys.

15                 We used a different process than the State uses  
16 there. We used federal adopted procedures for those  
17 things there. And then we had different processes. For  
18 instance, we had a competitive negotiated procurement we  
19 were allowed to use. We actually used a similar RFP  
20 process, but we were allowed to have meetings with the  
21 proposers and negotiate changes to the proposals until  
22 we finally reached a best and final offer and were  
23 awarded that.

24                 And it was a really great process to use  
25 because you could conduct the negotiation process and

1 actually come up with the proposals at the end that were  
2 much better than they started off. But the State didn't  
3 allow that.

4 Q. What is your familiarity with the California  
5 Public Contract Code?

6 A. I don't know the -- I've read it a couple  
7 times. Especially when I first started working for the  
8 District I had to familiarize myself with it.

9 Q. And the RFP process actually is dealt with in  
10 the Public Contract Code, correct?

11 A. That's correct. The process that we're using  
12 there is one described in the Public Contract Code. It  
13 is also described in the Food and Agriculture. It's a  
14 manual in the Ag District.

15 Q. Now, is it your understanding that the Public  
16 Contract Code actually applies to the award of contracts  
17 in the RFP process?

18 MR. ALEXANDER: Objection: Calls for a legal  
19 conclusion.

20 BY MR. MOOT:

21 Q. Just your understanding.

22 A. Well, I have -- it was my understanding from  
23 the very beginning that the contract code is what we  
24 follow and what the Attorney General that I worked with  
25 on a daily basis would go back to. If we had issues

1 involving RFPs or IFBs we would go back to the contract  
2 code. Every time we had a protest I would have to go to  
3 the Department of Legal Services in Sacramento to handle  
4 the protest and apply the Public Contract Code to  
5 everything we did.

6 Q. Now, is it your understanding that an RFP could  
7 be prepared such that it limits the bidding directly or  
8 indirectly to any one bidder?

9 A. No. You're supposed to -- the number-one thing  
10 in public contracts is to create competitive  
11 competition. That's the whole idea of having the RFP or  
12 an IFB, is to promote competition so you get the best  
13 offer and the best pricing for the taxpayer. That is  
14 the entire idea of it, the strict competition.  
15 That's -- it's the number-one rule, even with the  
16 federal government, to establish free and open  
17 competition.

18 Q. Was it your understanding that an RFP could be  
19 written such that only one bidder could meet the terms  
20 of the minimal experience and qualifications?

21 A. Is it my understanding that you can do that?

22 Q. Yes.

23 A. No.

24 Q. And is that for the same reason as you just  
25 articulated?

1           A.    Yeah, I mean if you were going to create a  
2 specification or scope that only one bidder or proposer  
3 could propose on, then you don't have any competition.  
4 That's called a non-competitive agreement.

5                    You would have to basically do what's called an  
6 NCB with the State. We called it a sole-source for the  
7 government. And you have to create a document and  
8 explain why there were salient characteristics of the  
9 service or the product that can only be satisfied by one  
10 person. And then you would be able to create what is  
11 called a sole-source and actually enter into  
12 negotiations with that person. But you would have to  
13 establish why specifically nobody else produced a  
14 product or produced that service that only that one  
15 person could do and explain that.

16           Q.    And you would have to prepare this document.  
17 And where do you send it?

18           A.    You would have to send it -- I would have to  
19 get it approved through our AG and all that. Let me  
20 think.

21                    On smaller procurements and stuff we've done  
22 then before because, for example -- if I can think of  
23 one. We had a floor scrubber. And it was made by a  
24 particular company. And that company was the only  
25 company that could repair it. We had to draft up a

1 little document: The only place we can get this floor  
2 scrubber repaired is from XYZ company, and nobody else  
3 can do that.

4 Q. Now --

5 A. We put it in the bid feel. We didn't  
6 necessarily send that out for approval. We just  
7 document why we could not find any other competition and  
8 get quotes on that.

9 Q. Now, you worked on an RFP for carnival services  
10 before; is that correct?

11 A. Yes.

12 Q. And I think that was RFP 19-04; is that right?

13 A. Correct.

14 Q. And did you come to a determination that there  
15 was only one person who could provide carnival services?

16 A. You have to refresh -- 19-04, was that for --

17 Q. That was for the digital ticketing system.

18 A. That was for the gaming and digital ticketing  
19 system. Is that the one?

20 Q. Correct.

21 A. Yes, I did not come to the conclusion that that  
22 was only one person to do that. I don't write the  
23 specs. Somebody else there, the products experts there,  
24 which would have been at that time Donna and other  
25 people there, develop the specifications for those



1 things. I myself don't. I just plug them into the  
2 document.

3 But from what I understood, that there were  
4 multiple people. Because I asked that question during  
5 the process of the RFP. There were multiple people that  
6 could propose on that.

7 Q. Now, in the RFP process are there people who  
8 are selected to score and evaluate the different  
9 proposals?

10 A. That's correct.

11 Q. How are those evaluators selected?

12 A. Generally it's executive management and  
13 department managers. I don't select them. The only  
14 time I get involved in the selection of those people is  
15 when, for instance, they're trying to -- they want  
16 somebody like a CEO or a board member to do evaluations.  
17 I try to steer them away from that. I don't like that.  
18 I just don't think those people should be involved in it  
19 because they have influence on the other evaluators.

20 For instance a board member, you know, if that  
21 person was on it, they would have tremendous influence  
22 on how those rules were all evaluated. And they also  
23 would have to lose themselves an award because they were  
24 involved in the actual evaluation of the proposal.

25 Q. Now, you said executive management would select

1 the evaluators?

2 A. They were executives. They would be the  
3 department managers of all those people. They would  
4 decide who they felt were qualified to evaluate the  
5 proposal.

6 Q. For example, in RFPs you worked on, would the  
7 CEO, like Tim Fennell, or Carlene Moore be selecting the  
8 evaluators?

9 A. I can't remember if I had it when Tim Fennell  
10 was an evaluator. But I've had Carlene as an evaluator.

11 If Tim Fennell was one on an RFP, I just don't  
12 remember it.

13 Q. I think maybe I misspoke.

14 A. Okay.

15 Q. I was asking whether they select --

16 A. No, I never said they did. I don't think --  
17 Tim would, but in his case I'm sure he maybe had voiced  
18 an opinion. But I think it would be like -- I'm going  
19 to give you an example. Let's say the one we were just  
20 talking about, the gaming and that ticketing solution.

21 I think Donna was the point person who  
22 developed that scope at that time. And it was her --  
23 basically her project. And I'm sure that she was  
24 probably talking with upper-management and all that and  
25 selecting who those people would be who would be

1 evaluating.

2 Q. And now, as far as you know, do evaluators have  
3 to be employed by the 22nd DAA?

4 A. As far as I know, I don't think so. But they  
5 always have been. I can't remember anywhere they  
6 haven't unless it was a board member.

7 Q. So, for example, if the RFP involved something  
8 that's technical and there is no one at the 22nd DAA  
9 with that sort of level of technical expertise, is it  
10 your understanding they would bring in someone that had  
11 that technical expertise to be an evaluator?

12 A. Well, I don't know if the contract code allows  
13 for it. If the contract code allows for it, yeah.

14 In my opinion, if they needed somebody to  
15 technically assist them, they could invite somebody to  
16 the evaluation panel and have them discuss -- have that  
17 person discuss technicalities of the RFP that they might  
18 not understand.

19 Q. Now, do you have to have some experience with  
20 the subject matter area that the contract is for to be  
21 an evaluator?

22 A. I think it would be generally a good idea, but  
23 I don't think you have to.

24 Q. So, for example, if someone in executive  
25 management wanted to have someone as an evaluator that

1 didn't know anything about digital ticketing and how  
2 that worked, they could put that person in as an  
3 evaluator?

4 A. Yes, they could. And I would assume if they  
5 didn't understand something they could ask the subject  
6 matter expert who is involved in that evaluation.

7 Q. Are you aware of any RFPs where Carlene Moore  
8 has selected the evaluator?

9 A. I don't -- I'm not privy to actually how,  
10 where, who is making the selection. I'm just presented  
11 those.

12 Q. So are you aware of the allegations in the  
13 lawsuit filed by Talley Amusements?

14 MR. ALEXANDER: Objection.

15 BY MR. MOOT:

16 Q. Okay. You can answer the question. The  
17 question was: Are you aware of the allegations in the  
18 lawsuit that's been filed by Talley Amusements?

19 A. No, I have not. I haven't seen the lawsuit.  
20 The only thing I had been told about was the protest.  
21 Even then, I haven't seen the protest document itself,  
22 but I had discussions with the Attorney General and he  
23 kind of told me what they had protested. And that this  
24 is on the carnival services RFP I'm talking about.

25 Q. Now, were you working at the 22nd DAA? I think

1 you would have been in March of 2021, correct?

2 A. Yes.

3 Q. And were you aware of the written protest  
4 Talley Amusements had filed to the RFP that was awarded  
5 to Ray Cammack Shows?

6 A. Yes. Like I said, I did not see it, but I was  
7 aware of it.

8 Q. Now, were you aware that in this written  
9 protest Talley Amusements asserted that they were the  
10 actual winners of the RFP?

11 A. Yes.

12 Q. And is it true they were the actual winner?

13 MR. ALEXANDER: Objection: Overbroad broad,  
14 vague.

15 BY MR. MOOT:

16 Q. You can answer.

17 A. Well, from what I understand of the protest,  
18 they were protesting because we had done the tallying of  
19 the scores. And if we -- how I understood it was if we  
20 had extended the decimal points out and not rounded off,  
21 like we had done, that they would have won by a small  
22 portion. That's how I understood the protest to be.

23 Q. But your understanding, when the RFP was  
24 actually originally scored, regardless of the rounding  
25 issue, did Talley Amusements actually win?

1           A.    When the RFP --

2                   MR. ALEXANDER:  Objection:  Overbroad, vague.

3                   THE WITNESS:  Can I discuss what happened in  
4 the actual scoring?

5 BY MR. MOOT:

6           Q.    Sure.

7           A.    When the scoring sheets came in they were  
8 brought into Jean Flourney, who was the actually RFP  
9 person, the person handling the RFP, the point of  
10 contact.  She tallied up the technical scores and came  
11 up with the average technical score for both Talley and  
12 RCS.

13                   Then we opened up the financial proposals for  
14 both companies.  And the financial proposals were scored  
15 mathematically.  It was just a mathematical equation.  A  
16 proposal that offered the most favorable or highest  
17 percentage of gross revenues to share with the District,  
18 and also the highest or the most lucrative with capital  
19 improvement money.  And they totaled that all up for the  
20 five years.  That person who will offer the District the  
21 most money would get 100 points for that.  And those  
22 were -- those point values were added into the technical  
23 values to come up with the grand total points.  And at  
24 that point Talley had won.  All right?  And they won --  
25 I can't tell you by how many points it was, but it was

1 less than a couple of points or something like that.

2 And because we got these scores from them, the  
3 evaluation panel I'm going to get -- I am kind of going  
4 off this because I can't remember this. It was like a  
5 Monday. And it was a special board meeting being held  
6 just to make this award. So we were kind of under the  
7 gun to get all this done. Jean had brought it in and  
8 said, "Oh, it looks like Talley won." And I looked at  
9 everything. And I kind of double-checked it on my  
10 calculator, what she had, and it looked good to me.

11 So I brought that actually into Carlene's  
12 office to let her know. Because I was kind of excited  
13 at the time because Talley had offered, I think it was,  
14 like 80 percent of the gross revenue from the fair on  
15 that first year. And we were hurting for money. I was  
16 kind of excited to bring that in to show her, to say  
17 "Look at this," you know.

18 And I brought it into her office. And she got  
19 kind of a confused look on her face. And I go, "What's  
20 the problem?" And she goes, "I think there is something  
21 wrong here. I don't think people understood what was  
22 going on here on the technical evaluations. I've got to  
23 get back -- I don't think, you know, that everybody here  
24 understood this. It just doesn't make any sense to me  
25 that Talley would win." And I go, "Well, that's how it

1 worked out. They didn't actually get scored as high  
2 technically, but they got all the points financially  
3 here." And she goes, "Oh," she said, "I need to go back  
4 to talk everybody. We might have to change some  
5 scores." I go, "Well, I don't want nothing to do with  
6 this. This is completely inappropriate. You can't go  
7 back now and change the scores." "Well, I don't think  
8 people understood." And I said, "Well, I'm not having a  
9 part of this." And I walked out of her office. And  
10 that's kind of what happened.

11 Q. So Talley, when the scores were done, before  
12 they got changed, actually was the winner?

13 A. Yeah --

14 MR. ALEXANDER: Objection.

15 THE WITNESS: -- before they were changed --  
16 before anything got changed, Talley was the winner.

17 BY MR. MOOT:

18 Q. And when you told this to Carlene Moore she  
19 didn't want to accept that Talley was the winner?

20 A. No.

21 Q. Did she say why she didn't want to accept  
22 Talley as being the winner?

23 A. She kind of alluded that she was concerned that  
24 they weren't -- they couldn't safely put on the fair.

25 Q. Did she articulate --



1 A. Not the fair. The carnival.

2 Q. Did she articulate why she felt that?

3 A. No. She just said that obviously some of the  
4 evaluators didn't understand how to correctly evaluate  
5 them.

6 Q. Now, what did she say -- well, do you know how  
7 it came about that the scores got changed?

8 A. Yeah, because I walked out and went to my  
9 office. But Jean, the person conducting the procurement  
10 for this RFP, her office is outside of my office. So I  
11 could hear her come back into the office and talk to  
12 Jean. And she asked for Jean to give her, I think,  
13 Melinda's scoring sheet, Melinda Carmichael. After she  
14 got Melinda's scoring sheet back -- because she wanted  
15 to make sure she understood how to evaluate the stuff  
16 and she might have to change her score. So that's how I  
17 heard it.

18 Q. Let me see if I understand. You overheard a  
19 conversation between Carlene Moore and Jean Flourney in  
20 which Carlene Moore said, "Melinda Carmichael didn't  
21 understand. We might have to change her score"?

22 A. That's correct.

23 Q. And you actually heard Carlene Moore say that?

24 A. Yes.

25 Q. So she actually told Jean Flourney that they

1 might have to change Melinda Carmichael's score?

2 A. Yes. And then Jean gave her her -- Melinda's  
3 scoresheet back to her.

4 Q. Okay.

5 A. Or maybe gave it back to Melinda herself. I  
6 don't know. I did hear all this going on. And somehow  
7 Melinda's scoresheets get back, got removed, and then  
8 they were brought back again with the score changed.  
9 And then Jean had to recalculate the scores. And when  
10 she did, Talley was still the winner. And so then  
11 Melinda had to change her score a second time before  
12 Talley didn't become the winner. And it was just by  
13 like not even a whole point. Finally Talley had lost by  
14 less than a point.

15 Q. And it was only after that that they awarded  
16 the contract to RCS?

17 A. That's correct. Well, they brought out that  
18 new change to the board. And I think the board was  
19 going to approve it contingent upon the protesting file  
20 because they still had a protest -- it was probably  
21 another -- they had to go through, conduct it after you  
22 guys got the notice -- or Talley got the notice of  
23 Intent to Award.

24 So I don't think actually the award had ever  
25 been made because you guys protested it. But it went to

1 the board as Talley -- or as RCS as the winner.

2 Q. Did Carlene Moore tell the board that Talley  
3 had actually won before the score was changed?

4 A. I don't believe so.

5 Q. Did you tell anybody what you had witnessed?

6 A. At first I didn't tell anybody. But I finally  
7 got concerned when you guys filed the lawsuit.

8 At that point Carlene came in the office and  
9 said that you guys were suing us. And I told her, I  
10 said, "Well, you know" -- she goes, "They're suing me.  
11 They're suing the District. They're suing Katie. They  
12 have you and Jean down for people they want to depose."  
13 And I said, "Carlene, I guess you need to come clean."  
14 I go, "I am not going to lie about you changing the  
15 scores."

16 She goes, "Well, I did that for the good of the  
17 District," and all that. And I go, "I know, but you  
18 changed the scores. It is totally inappropriate." I  
19 go, "For whatever reason you did it, you have to come  
20 clean." And I don't know if she ever did.

21 And then later on I finally -- I actually  
22 told -- I have to go back. I actually told Dennis  
23 Robbins, who is a friend of mine there -- I kind of  
24 confided in him about it.

25 And then after I had that conversation with

1 Carlene telling her she needed to come clean, I ended up  
2 talking to Tim and Rita both about it because I was  
3 concerned whether Carlene would actually, you know,  
4 admit it or not. And when I told him, he told me that,  
5 "You need to tell somebody about it because," he goes --  
6 "all you've got is your word against hers." And I go,  
7 "Well, yeah, I am telling the truth what happened." And  
8 so he goes, "Well, Mike, you need to tell the Attorney  
9 General."

10 So later on, if I go through a timeline here,  
11 after this point I decided I'm retiring. And I offer to  
12 them -- I said, "Look, I've got a lot of vacation time I  
13 want to use up." And I go, "I will be flexible in how I  
14 use it. If you find somebody to replace me," I go,  
15 "I'll try to schedule my vacation around training that  
16 person."

17 So this is what I told my new boss. I had a  
18 new boss at this time too. His name is Michael Sadegh.  
19 I tell him, "I would like to work with you guys on this  
20 because I'm going to retire in November."

21 So long story short here, they call a meeting.  
22 And it's for Carlene, Linda, I think Katie. I can't  
23 remember anyone else. And I walk in and I say, "I'm  
24 trying to be flexible. What can we do here with my  
25 leave here? I have to use it up, some of my leave, but

1 I'll be flexible." They said, "Mike, we want you to do  
2 another carnival RFP. We want you to do this horse park  
3 RFP. We want you to do an entertainment buyer RFP."  
4 And I said, "I can't do all that." "Well, you're going  
5 to have to do it. And get all this." And I was  
6 actually kind of pissed off because I didn't want to  
7 have nothing to do with doing any more RFPs with  
8 Carlene.

9 Q. Now --

10 A. So I walked out.

11 Q. If I can stop you there for a minute.

12 A. Okay.

13 Q. You said that you told Tim --

14 A. Yes.

15 Q. -- what happened. That would be Tim Fennell?

16 A. Tim Fennell.

17 Q. So did you tell Tim that Talley had actually  
18 won and Carlene had the scores changed?

19 A. Yes, I did.

20 Q. And did he tell you to talk to the Attorney  
21 General about it?

22 A. Yes, he did.

23 Q. Did you tell Josh Caplan that --

24 A. Yes, that's --

25 THE REPORTER: One at a time, please.

1 BY MR. MOOT:

2 Q. Just very carefully here. Did you tell Josh  
3 Caplan that Talley had actually won?

4 A. Yes, I did. That's what I was getting to in my  
5 conversation. At this point, after this meeting, I got  
6 home and I simmered down. The next morning I tried to  
7 set up a meeting with my boss because I was going to  
8 tell him that I was not going to do the carnival RFP or  
9 any of these RFPs. I was just going to retire the next  
10 week. And he is going to have to find somebody else to  
11 conduct them.

12 So I had this meeting scheduled for, I think it  
13 was, 11. And he came in my office and said, "I'm busy,  
14 I can't do it. Can we wait until 2?" I said, "Sure."

15 And so in the meantime I am in my office and  
16 Carlene walks in. And she says, "Mike, I need to talk  
17 to you about this carnival RFP you're going to be  
18 doing." And I said, "You know, Carlene, I'm not going  
19 to do it. I go, "I just had a meeting set up. And  
20 Mike, you know, couldn't make it and it's set for 2."  
21 And I go, "I was going to tell him at this meeting I'm  
22 not doing any of your RFPs. I'm just going to retire.  
23 I'm not going to work with you now." And I go, "I just  
24 don't have any confidence to do an RFP with you. You  
25 cheated, and I want nothing to do with it."

1           And she goes, "Well" -- then she goes, "Well,  
2 wait a second. Let's talk." And she shuts my door.  
3 And I said, "Carlene," I go, "I understand" -- I go,  
4 "Carlene, you need to come clean. If I'm going to get  
5 deposed, I'm going to tell the truth." And I go,  
6 "You've got to call the Attorney General's office and  
7 tell them what you did. You changed the scores. You've  
8 got to come clean." And she goes, "Well, I know. I  
9 understand. I just" -- "I don't understand. I just  
10 didn't know what I was doing. I'm new at this kind of  
11 thing" and all this.

12           And I go, "Well, I don't" -- I go, "I don't  
13 really care why you did it. It was wrong. You need to  
14 tell him." And so I -- and she goes, "All right. I  
15 understand." I go, "So you understand I am not doing  
16 the RFPs?" She goes, "Yes, don't worry about it." So I  
17 go, "All right. Great." And I go, "Well, I'm going to  
18 be meeting with Mike. I will let him know." She goes,  
19 "No, no, don't tell Mike anything. I'll handle it. You  
20 don't have to do any of the RFPs." So at that point I  
21 just told Mike, "I don't need to meet with you anymore."

22           So, anyway, I didn't feel at that meeting like  
23 she was going to tell anybody. So right after that  
24 meeting that's when I contacted Josh and told Josh.

25           MR. MOOT: Well, I guess Josh is a lawyer. But

1 I'm not sure the attorney-client privilege would apply  
2 to a fraud.

3 Kevin, what's your view on whether you want to  
4 assert an objection to what the lawyer told him? But I  
5 think the fraud exception for the attorney-client  
6 privilege would apply at this point. But do you want to  
7 think about that?

8 MR. ALEXANDER: Sure. The DAA objects to  
9 questions and communications had with legal counsel for  
10 the DAA on attorney-client privilege grounds. And so  
11 discussions that Mr. Ceragioli had with DAA's legal  
12 counsel are privileged. And so I would request that the  
13 witness not -- the witness not disclose communications  
14 with legal counsel for the DAA.

15 MR. MOOT: Obviously we'll have to leave this  
16 section of the deposition open. And we'll have to have  
17 a discussion with the judge as to whether the fraud  
18 preclusion would allow that would allow him to testify  
19 to this.

20 So, madam court reporter, if you could mark  
21 this section right here, so when we go back to Judge  
22 Medel we can get him to rule on whether the criminal or  
23 fraud exception to the attorney-client privilege would  
24 apply, based on what Mr. Ceragioli just testified to.

25 Could you do that for me, Marsha?



1 THE REPORTER: Yes, sir.

2 BY MR. MOOT:

3 Q. So I want to go over the sequence of events so  
4 that I'm clear that I understand them.

5 The technical scoring was actually done first  
6 on the Talley RFP?

7 A. Yes. According to the RFP process, we were  
8 using the evaluation panel scores, all the proposals  
9 technically. And they're separately packaged. There is  
10 a technical proposal package in one envelope delivered  
11 from each proposer. And then a financial proposal  
12 delivered in a separate envelope. Those envelopes for  
13 the financial proposal aren't opened until the technical  
14 proposal is completed, the evaluation.

15 Q. And that process was followed? They did do the  
16 technical one first?

17 A. That's correct. And once you receive the  
18 scores from the panel on the technical, we kind of go  
19 through and make sure -- we look at their adding and all  
20 that and make sure they're correct. And then come up  
21 with a summary of those scores and the average technical  
22 score.

23 Once that is completed then we can open up the  
24 financial proposals. That's done so that, you know,  
25 your technical evaluation is conducted without the

1 influence of price, cost.

2 Q. Now, after they opened up the financial score,  
3 is that when they discovered that Talley was the actual  
4 winner?

5 A. Yes.

6 Q. And it was only after they saw the financial  
7 score of Talley that this conversation then had occurred  
8 with Carlene Moore to change the scores?

9 A. That's correct.

10 Q. Now, before Mr. Wilson came in to represent  
11 you, this is essentially what you told me on the phone  
12 as well, correct?

13 A. That's correct. A much shorter version though.

14 Q. Yes. And I didn't pry or push you in any way  
15 to get more detail? I just said I wanted to take your  
16 deposition?

17 A. That's correct.

18 Q. Now, you indicated that there are other people  
19 that I should depose. Do you recall that?

20 A. Yes, I did.

21 Q. And who else did you tell me that you thought I  
22 should depose?

23 A. I think I told you Carlene. I think I told you  
24 that you should depose Melinda. I think Jean. And if I  
25 remember correctly, I might have said that I think it

1 was Sam Longenecker, who was also on the evaluation  
2 panel.

3 Q. Now, why did you think I should depose Jean?

4 A. Because she was the person who conducted the  
5 RFP. She also was the person that would also be able to  
6 witness the changing of the score.

7 Q. Have you ever had a discussion with Jean about  
8 this?

9 A. Oh, yes. She worked for me and discussed it.  
10 Especially right after we did it because she -- she  
11 changed the score.

12 And I remember talking with her. I go, "Are  
13 you okay with this?" And she goes, "Well, I don't want  
14 to lose my job." And I said, "All right. Just  
15 remember," I go -- I told her, "This is kind of a  
16 high-profile RFP." And I go, "If it ever comes down to  
17 something happening here," I go, "be sure to tell the  
18 truth, what happened." That's really what we discussed  
19 on it.

20 And then I've discussed -- I've told her --  
21 after I had the conversation with you, I told her that  
22 you -- I gave -- I told you to depose her.

23 Q. And what did she say?

24 A. She goes, "Well, I assumed they were going to  
25 depose me anyway."

1 Q. Okay. Has she ever said or acknowledged  
2 anything to you that what she testified to did not  
3 actually happen?

4 A. No.

5 Q. Has she ever told you she would do anything but  
6 tell the truth, based on what you had observed and  
7 talked to her about?

8 A. No.

9 Q. I think you indicated that at first she was  
10 afraid she would lose her job if she came forward?

11 A. I think we both were worried about it. We just  
12 suffered all those layoffs. She just got -- luckily got  
13 to keep her job. She was on the group of people getting  
14 laid off, but at the last minute they allowed her to  
15 stay because somebody else had quit. So she was just  
16 worried that she was going to, you know -- both of us  
17 were worried. It was our CEO that was telling us to do  
18 this, you know, and putting it together. And it was  
19 like if this was any other RFP and anybody else involved  
20 in it, I would have gone in to Carlene's and said, "Hey,  
21 what's going on here? This isn't right." But it was  
22 Carlene that was doing it. So, you know, we had really  
23 nowhere else to go. We were at the top.

24 Q. Did Jean actually say to you, when it was  
25 discussed, that she was worried she might lose her job

1 if she came forward?

2 A. Yes.

3 Q. Is it your understanding that the only reason  
4 she didn't come forward at the time is that she was  
5 concerned she would lose her job?

6 MR. ALEXANDER: Objection: Calls for  
7 speculation.

8 THE WITNESS: Yeah, I was going to say I don't  
9 really know that for sure either.

10 BY MR. MOOT:

11 Q. Okay. Now, do you have any knowledge as to why  
12 Carlene Moore would have wanted to have this contract go  
13 to RCS, other than what she stated, that she thought it  
14 was in the best interest?

15 MR. ALEXANDER: Objection: Calls for  
16 speculation.

17 BY MR. MOOT:

18 Q. That you know. I don't want you to speculate.

19 A. No, I have no further knowledge of anything. I  
20 mean, that's what she -- she said that, you know, people  
21 didn't understand the safety issues. And that's what  
22 she had to make sure they were clear.

23 And it was really only Melinda that I know who  
24 changed their score. I don't know if anyone else did.  
25 Maybe Jean would know that. But I'm not sure if anyone

1 else was told to change their score before they got to  
2 us or, you know, that Jean might know of. But, I mean,  
3 at the point that I discussed is, when I was presenting  
4 it to her, at that time the only score that I know that  
5 was changed was the one that she had Melinda change.

6 MR. MOOT: Why don't we take a short,  
7 couple-minute break. We've been going about an hour and  
8 a half. I'm going to switch to a completely different  
9 line of questioning about the All State protest. So why  
10 don't we take a couple minutes, let everybody get a  
11 stretch, and then we'll come back.

12 What have we got? 10:30-ish? Does that sound  
13 about right, Marsha?

14 THE REPORTER: Sure.

15 (A brief recess was taken.)

16 MR. MOOT: So Mr. Alexander, based on our  
17 conversation, are you moving to exclude him from  
18 participation in the deposition? That's as to Mr. West.

19 MR. ALEXANDER: Yes. I mean, just before we  
20 came back on the record you indicated that Adam West was  
21 a partner with Talley Amusements. And then we talked  
22 about it further. And I think you've walked back on  
23 that. So he is not a financial partner in RFP 20-05.  
24 He is not a partner -- a financial partner in 21-03. He  
25 is not a party to the case. So he doesn't have -- what

1 statutory basis does he have to be involved in the  
2 deposition?

3 MR. MOOT: Because he is advising Talley  
4 Amusements on how to proceed.

5 So if you want to exclude him, that's fine.

6 MR. ALEXANDER: Yeah, I do. He shouldn't be on  
7 this. And you know full well, so. . .

8 MR. MOOT: I have people sit in. I have  
9 experts sit in all the time on depositions when they're  
10 advising and helping.

11 If you want to exclude him, make a motion to  
12 ask him to be excluded. You know, I don't think this is  
13 going to play out well for your client, but if you want  
14 to exclude him, that's fine. Just say you don't want  
15 him on the thing and he'll get off.

16 MR. ALEXANDER: I move to exclude him right  
17 now, unless you give me a legal basis for a non-party to  
18 be present, like Mr. West.

19 MR. MOOT: The only reason I want him on the  
20 call is he is an advisor, done extensive Public Records  
21 Act requests. I would use him as I would use an expert  
22 witness who I would want to sit in on a deposition. But  
23 if you want to tell him get off, he'll get off.

24 MR. ALEXANDER: He should be off. Yes. And he  
25 didn't disclose himself up front so he should be off.

1           MR. MOOT: And I'm sorry. You're going to have  
2 to get off the Zoom deposition.

3           MR. WEST: Okay, John.

4           MR. MOOT: Sorry about that.

5           (Adam West disconnected from the  
6 Zoom Remote Counsel videoconference.)

7           MR. ALEXANDER: He didn't disclose himself up  
8 front. I didn't know he was on until just a minute or  
9 two ago.

10          MR. MOOT: Well, he was at the mediation. So  
11 I'm a little bit surprised you don't recognize him.

12          MR. ALEXANDER: I didn't realize I was at the  
13 mediation until the very end. So, I mean, you know you  
14 need to disclose if you have third parties.

15                 Are there any other third parties that you have  
16 on the deposition, Mr. Moot?

17          MR. MOOT: No, you can see all the names on the  
18 screen, Kevin.

19          MR. ALEXANDER: No, I couldn't see his name.  
20 He wasn't on my screen.

21          MR. MOOT: He was on my screen.

22          MR. ALEXANDER: Well, your screen must be  
23 different than mine.

24          MR. MOOT: Marsha, is there any reason why his  
25 name wouldn't appear on the screen? It's on mine.



1 MS. TALLEY: It was on mine also, John.

2 MR. MOOT: Whatever. Let's not get  
3 sidetracked.

4 MR. ALEXANDER: Yes. He's off, and we'll deal  
5 with that separate.

6 BY MR. MOOT:

7 Q. So, Mr. Ceragioli, just one quick follow-up  
8 question and then we'll move on to the next topic.

9 You indicated that after the scoring was done  
10 and Talley won there was a conversation with -- I think  
11 Carlene Moore came into your office or did you go into  
12 her office?

13 A. I went into her office.

14 Q. And she closed the door; is that correct?

15 A. Okay. Which conversation are you talking  
16 about? After when I brought the scoring into her, or  
17 are you talking about --

18 Q. Yes.

19 A. When I brought the scoring in where Talley had  
20 won, that was in her office.

21 Q. And it was at -- was that right after the  
22 scoring was done?

23 A. Yes. Jean tallied everything up. She walked  
24 in my office and she said, "It looks like Talley won."  
25 "Oh, really." I go, "Can I see the summary?"

1           And I looked at the summary and I checked out  
2 her numbers. I saw -- that's when I recognized that  
3 Talley had provided a large share. I looked at the  
4 financials and saw where the first year it offered a  
5 large portion of the gross revenues.

6           And I walked that in and showed that to  
7 Carlene, you know, the summary, and told her they won.  
8 The reason I wanted to let her know is she was going to  
9 bring it to this special board, and she needed to  
10 prepare -- I'm sure had to prepare some kind of agenda  
11 item for it.

12           Q. Thank you. Now, was there a second  
13 conversation with her in either your office or hers?

14           A. That same day, no.

15           Q. Okay.

16           A. Later on -- later on, the last time I had the  
17 conversation with regard to this was after I informed  
18 her that I wasn't going to do the RFP for her. And that  
19 was in my office.

20           Q. And how long after the first conversation was  
21 that?

22           A. Oh, that was quite some time. That was --  
23 let's see. First we had a conversation and she informed  
24 us, me and Jean, that you guys were filing a lawsuit. I  
25 don't remember exactly when that was. That was probably

1 a few months before I even had that final conversation  
2 with her.

3 Q. So that would have been at least a month after  
4 the first conversation?

5 A. Yes.

6 Q. And --

7 A. The final conversation you're talking about in  
8 my office, that occurred just before I retired. I'm  
9 going to say like two weeks before I -- a couple weeks  
10 before September 26th.

11 Q. And is that the conversation where you told her  
12 she needed to come clean?

13 A. I told her both times I had conversations with  
14 her to come clean. The first time, when the lawsuit  
15 came, I told you her, "You know, you need to let  
16 somebody know that you changed the scores." Because I  
17 go, "If I get deposed, I'm going to tell them what  
18 happened." And I told her then. And then I told her  
19 again the last time a couple weeks before I went on  
20 vacation.

21 Q. To the best of your knowledge, when did you  
22 tell Josh Caplan this?

23 A. It was like a day after that final conversation  
24 I would have had with her. I can't remember the timing  
25 of those, but I am going to say it was like -- I'm just

1 saying it was like the day -- a day or so before that  
2 conversation -- after that conversation.

3 Q. And so that would have been around your  
4 retirement date, September?

5 A. It was before. It was -- yeah, I was going to  
6 say before I retired. Before I left. Not retired, but  
7 before I left on leave.

8 Q. So it would have been sometime before Labor  
9 Day? Shortly before Labor Day?

10 A. Yes.

11 Q. Of 2021?

12 A. Yes. Kind of let them know -- I told them I  
13 was going to be retiring. And then I wasn't there. And  
14 I told him what I thought he needed to know about the  
15 case. And I didn't want him to be blindsided in a  
16 deposition like this and to find out that the score had  
17 been changed.

18 (Exhibit 46 marked for identification.)

19 BY MR. MOOT:

20 Q. Let's move on. I'm going to do a little share  
21 screening here.

22 And can you see the document that's up on the  
23 screen?

24 A. It looks like the front page of RFP 19-04.

25 Q. All right. So far so good. Now, were you the

1 contracts manager for this RFP?

2 A. Yes.

3 Q. I'm going to scroll down to page 3. And this  
4 is the -- it describes the general scope of this RFP.  
5 If you need to just read it quickly to refresh your  
6 recollection, go ahead and do it.

7 A. Got it.

8 Q. Now, do you know how it came about that this  
9 proposal was written so that it was a proposal for a  
10 digital ticketing system at no cost and award of all the  
11 games on the midway?

12 A. It was presented --

13 MR. ALEXANDER: Objection -- pardon me.

14 Objection: Misstates the document.

15 MR. MOOT: I'm not purporting to verbalize  
16 exactly what it is. I've given him a chance to read it  
17 so that we're on the same wave length.

18 BY MR. MOOT:

19 Q. My question is: Do you know how it came about  
20 that the scope of this RFP was for a digital ticketing  
21 system in exchange for all the games on the midway?

22 A. I don't know specifically how it came about. I  
23 would have to speculate.

24 Q. Now, do you know who decided the scope? Who  
25 made the determination that this would be the scope of

1 the RFP?

2 A. My point of contact for this RFP was Donna Ruhm  
3 and Katie Mueller.

4 Q. Did you ever ask them why is it being  
5 structured this way, as opposed to, for example, all the  
6 rides instead of the games?

7 A. I probably did. I just don't remember that  
8 conversation. But I probably did. I would have to say  
9 I had that conversation.

10 Q. I can't remember, but let me backtrack.

11 Was Katie Mueller -- I know she was on leave  
12 for a period of time. Was Katie working at the 22nd DAA  
13 when this scoring on Talley was done that we talked  
14 about before?

15 A. Yes, she was one of the scorers. You're  
16 talking about RFP 20- -- whatever.

17 Q. Yes.

18 A. On that RFP she was one of the scorers. And  
19 she -- I don't know. I am not sure if she was one.

20 Q. Yes, she was one of the scorers.

21 A. But she -- when we came up with the total and  
22 provided that total to Carlene, she was on vacation  
23 then. But she had already completed her portion.

24 Q. Do you know whether she was aware that Talley  
25 had actually won that RFP?

1 A. No.

2 MR. ALEXANDER: Objection: Misstates the  
3 evidence.

4 BY MR. MOOT:

5 Q. Go ahead.

6 A. She was not there when I informed Carlene.

7 But, you know, I don't know if Carlene picked  
8 the phone up and called her or told her or what, but she  
9 was not at the District when that happened.

10 Q. Okay. Thank you for that clarification.

11 So going back to the issue of why games were  
12 chosen to be paired with the digital ticketing system,  
13 if I understood you correctly you may have inquired at  
14 the time, but you can't remember today those  
15 discussions?

16 A. No.

17 Q. Now, were you aware that the year prior to  
18 19-04 that RCS was awarded a contract for games and  
19 digital ticketing?

20 A. Yes.

21 Q. Did that contract go through an RFP process?

22 A. No, it did not.

23 Q. Were you asked to RFP that previous contract?

24 A. No.

25 Q. Do you know why you were not asked to RFP that

1 previous contract?

2 A. I believe because it was just a short-term  
3 agreement for one year we didn't want to do an RFP on  
4 it.

5 Q. Do you do RFP's on one-year agreements?

6 A. No, not usually.

7 Q. Did you raise any issues with that prior  
8 contract being sole-sourced?

9 MR. ALEXANDER: Objection.

10 THE WITNESS: I believe that I talked to him  
11 about it. And I said, "Well, you know" -- I think the  
12 discussion was around the fact that we already  
13 independently produced the carnival as an independent  
14 midway and we had subcontractors. And now we're just  
15 going to subcontract this portion of it to RCS and try  
16 out their digital ticketing system.

17 BY MR. MOOT:

18 Q. Do you recall an RFP that went out just for the  
19 digital ticketing system a year before that?

20 A. Yes, I do.

21 Q. And do you know why in the year before 19-04,  
22 they just didn't do another RFP just for the digital  
23 ticketing system portion?

24 A. Because at least what I was told was, you know,  
25 the RFPs are supposedly gone on that and they just



1 didn't have that in the budget to do that.

2 Q. Well, the next year, the next year for 19-04 do  
3 you know why they did an RFP separately, the digital  
4 ticketing system separate from the games?

5 MR. ALEXANDER: I object. It lacks foundation.

6 THE WITNESS: I am not following.

7 BY MR. MOOT:

8 Q. I can see that this may be hard to follow. Let  
9 me break it down.

10 19-04 combined an RFP for games and the digital  
11 ticketing system. Do I have that part of it correct?

12 A. Yes.

13 Q. And there was an RFP two years prior to that  
14 for just the digital ticketing system, correct?

15 A. Correct.

16 Q. And do you know why for 19-04 they did not  
17 separately RFP the games and the digital ticketing  
18 system, as it had occurred two years before?

19 A. Because they were trying to get -- offer the  
20 games to cover the cost of the digital ticketing system.  
21 So now by offering the games as an incentive to a  
22 provider, they would get to do the games and we would  
23 get the digital ticketing system at no cost.

24 Q. And who explained that to you?

25 A. That was probably Anna.

1 Q. And the year before, without it going up to  
2 RFP, they did essentially the same thing, only giving  
3 RCS 80 percent of the games; is that accurate?

4 MR. ALEXANDER: Objection: Lacks foundation.

5 MR. MOOT: Kevin, I think the judge told you  
6 this morning you didn't have to make these objections,  
7 that they're all preserved.

8 MR. ALEXANDER: Yes. Well, I have been doing  
9 it very judiciously, so I'll keep them as appropriate.

10 BY MR. MOOT:

11 Q. Okay. So the question was: The year before,  
12 the one that was sole-sourced did the same thing only  
13 for 80 percent of the games. Is that your  
14 understanding?

15 A. That's correct.

16 Q. So in your opinion, did that sort of give RCS a  
17 competitive advantage when it went out for bid and they  
18 had done it sole-sourced the year before?

19 A. I don't know. But, you know, to go into this  
20 competitive bid, in any kind of contract that you do,  
21 bid out every five years, the incumbent always kind of  
22 has a competitive advantage. There is no way to get  
23 away from the fact that, you know, if I was bidding a  
24 janitorial contract I'm sure the incumbent would know  
25 more intimately what the scope is than somebody who was

1 proposing on it for the first time. I don't know --  
2 it's just how contracts work, you know.

3 Q. So by giving RCS a free trial run the year  
4 before, sole-sourced, naturally that follows that they  
5 were going to have a competitive advantage in 19-04?

6 A. You know, I don't know how competitive. They  
7 would have some knowledge that somebody else probably  
8 wouldn't have, but I don't know if it gave them a  
9 competitive advantage.

10 (Exhibit 47 marked for identification.)

11 BY MR. MOOT:

12 Q. Okay. Can you see the document up on the  
13 screen right now?

14 A. Yes.

15 Q. And do you recognize this document?

16 A. Yes. This looks like it was your protest that  
17 you filed for All State.

18 Q. And you were listed as one of the people to  
19 send it to?

20 A. Yes. I was the RFP, the person who conducted  
21 this RFP.

22 Q. And when this written protest was submitted did  
23 you actually then read it on or about January 13, 2020?

24 A. Yes.

25 Q. And does this then appear to be a true and

1 correct copy of what you read? If you want me to scroll  
2 through it, I can.

3 A. Yes, it looks like it. I would have to take  
4 your word for it.

5 Q. Let me just -- I'll slowly scroll through it.  
6 I'll stop at some of the headings.

7 A. You don't have to go any further.

8 Q. It looks about right to you?

9 A. Yes.

10 Q. Now, I'm going to go to page 4 of this. And  
11 there is a highlighted section that I'll ask you maybe  
12 to read to refresh your recollection. Let me know when  
13 you're done.

14 A. Got it.

15 Q. Now, was one of the grounds of All State's  
16 protest, that RCS failed to submit documentation showing  
17 that all their subcontractors were licensed in the State  
18 of California?

19 A. You're asking me if I agree with that?

20 Q. Yes, was that one of the grounds of the  
21 protest?

22 A. Yes.

23 Q. And did this protest go to a hearing officer at  
24 the Department of General Services?

25 A. Yes, it did.

1 (Exhibit 48 marked for identification.)

2 BY MR. MOOT:

3 Q. I've pulled up another document. Can you see  
4 it?

5 A. Yes.

6 Q. And do you recognize at least the cover page of  
7 this as being the decision of the hearing officer for  
8 the Department of General Services?

9 A. Yes.

10 Q. I'm going to scroll down to page 23. Whoops.  
11 I'm sorry. It would help if I read my own notes. I'm  
12 going to go to page 9. Sorry about that.

13 So these are paragraphs 23, 24, and 25 out of  
14 the Statement of Decision. Maybe you could just --

15 A. I'll read it here.

16 Q. -- take a minute and read it.

17 A. Okay.

18 Q. And was the protest upheld or granted on the  
19 grounds that, in fact, RCS did not submit documentation  
20 that all their subcontractors were licensed in the State  
21 of California?

22 MR. ALEXANDER: Objection: Calls for a legal  
23 conclusion, the document speaks for itself.

24 BY MR. MOOT:

25 Q. Go ahead. You can answer.

1           A.    Well, what I'm reading here is that the  
2 Department of Legal Services, at the very end here, it's  
3 upheld. They made that determination.

4           You know, do you mind if I elaborate on this?

5           Q.    Sure. No, go ahead.

6           A.    I don't believe All State 38 met this  
7 requirement either.

8           Q.    We'll deal with that later. I don't know if  
9 we --

10          A.    I would like to say that I don't believe -- I  
11 actually -- I wanted to waive this requirement entirely  
12 because neither party met it and we would have had to  
13 rebid the whole thing. Right?

14                   And so I myself even argued to the Attorney  
15 General that, you know, we're being fair and equitable  
16 by eliminating this requirement. And the RFP fully has  
17 language allowing us to do that. We can relieve certain  
18 requirements if we do it in a fair and equitable manner.  
19 And I've done this in RFPs -- hundreds of other RFPs  
20 I've conducted. And as long as I don't hold one party  
21 to hold that requirement or not, I think it would have  
22 been good that we could continue on. But this is what  
23 the Department of Legal Services has made a  
24 determination. That's out of my hands. It's between  
25 them.

1 Q. So despite your view on this, the hearing  
2 officer actually said that --

3 A. That's what it says right there.

4 Q. -- the ability to conduct business in the State  
5 of California appears to be an important enough  
6 component that the protest is going to be upheld because  
7 it wasn't complied with?

8 A. That's what the State of California said.  
9 You're right.

10 Q. I think you've already testified to this. It's  
11 in my notes. I don't want to skip anything.

12 You were not the contracts manager on the  
13 Talley 20-04 RFP; is that correct?

14 A. Talley 20-04 RFP. I was the contracts manager,  
15 but I was not the person who conducted that RFP.

16 Q. Right. That's probably stated more directly  
17 then.

18 (Exhibit 49 marked for identification.)

19 BY MR. MOOT:

20 Q. We've got 20-04 -- 20-05 up there now. Do you  
21 see that?

22 A. Yes. The contact person is Jean Flourney.

23 Q. Now, do you know who drafted the Minimum  
24 Experience and Qualifications in 20-05?

25 A. It was -- let's see. 20-05? I believe that

1 was -- I believe that was Katie Mueller who drafted the  
2 scope of work for that.

3 Q. I am going to show you -- can you see section  
4 3.02: "Minimum Experience and Qualifications"? Do you  
5 see that?

6 A. Yes.

7 Q. Do you know who drafted that section?

8 A. I received an entire scope of work from Katie  
9 Mueller, and I plugged it into this RFP.

10 Q. So would you have received section 3.02 from  
11 her?

12 A. Yes.

13 Q. Do you know if this RFP also had the provision  
14 that all subcontractors had to be licensed in the State  
15 of California?

16 A. I believe it did.

17 (Exhibit 50 marked for identification.)

18 BY MR. MOOT:

19 Q. There are a couple miscellaneous e-mails that I  
20 wanted to ask you about. This is one from Kelly Vu to  
21 you dated July 27th, 2019.

22 Could you maybe read it and I'll -- when you're  
23 finished with the page, I'll scroll down so you can read  
24 the whole thing.

25 MR. ALEXANDER: Does this concern the Orange



1 County Fair? Is that right?

2 MR. MOOT: I'm going to ask the witness what it  
3 concerns.

4 MR. ALEXANDER: Okay.

5 THE WITNESS: Okay.

6 BY MR. MOOT:

7 Q. Just to finish up the string, do you see the  
8 bottom?

9 A. Yes.

10 Q. First of all, this is your -- this was your  
11 e-mail address at the fair; is that correct?

12 A. That's correct.

13 Q. And who does Kelly Vu -- do you know where he  
14 worked at the time?

15 A. I think this is a girl. And she was the person  
16 who was doing the contracting at Orange County  
17 Fairgrounds.

18 Q. And do you know -- do you recall from this  
19 e-mail what this -- what RFP this was going to be  
20 concerning?

21 A. I imagine we were doing some research on one of  
22 the RFPs or something here, and we were just trying to  
23 get a copy of their RFP to look at.

24 Q. Do you happen to know which -- was this for the  
25 RFP for 20-05 or was it --

1 A. It might have been.

2 Q. -- for the 19-04 you were working on or do you  
3 know?

4 A. It might have been. I just don't recall.

5 (Exhibit 51 marked for identification.)

6 BY MR. MOOT:

7 Q. Can you see the e-mail we've got up there now?

8 A. Yes.

9 Q. If you could just take a minute to read it.  
10 And then just a couple short questions on it.

11 A. Okay.

12 Q. Do you know what RFP this particular -- well,  
13 again, that's your e-mail at the fair?

14 A. Right. I believe this was --

15 Q. I'm sorry. Is that Katie Mueller's e-mail at  
16 the fair?

17 A. Yes.

18 Q. And from the context of the e-mail, can you  
19 tell what RFP they're talking about?

20 A. I imagine it's the --

21 Q. Do you want me to go back?

22 A. I imagine this is for the RFP 20-04.

23 Q. 20-05? You mean the Talley one?

24 A. 5. Yes, 5.

25 Q. Now, if you go to the e-mail dated

1 October 22nd, do you see that one, from Katie to you?

2 A. Yes.

3 Q. It indicates: "It has been decided that I will  
4 work directly with Josh on developing RFP for a single  
5 carnival operator to streamline efforts."

6 Does that refresh your recollection that was  
7 Katie Mueller that was working on 20-05?

8 A. Yes. That's what I previously stated.

9 Q. And this e-mail would confirm that she was the  
10 one that presented you the information?

11 A. Yes. Would you like me to elaborate on kind of  
12 how this happened?

13 Q. Sure.

14 A. I mean I was working with her. I have -- I  
15 have the boilerplate, and I have probably created drafts  
16 for her. And she was going back and looking at all  
17 these RFPs out there and coming up with our scope of  
18 work looking at those. And she did it all working with  
19 Josh. I kind of just put the actual document together  
20 for her --

21 Q. Uh-huh.

22 A. -- using our boilerplate. I think Josh was  
23 probably going through the document also and making his  
24 edits and things like that too.

25 Q. I want to direct your attention to your e-mail

1 back to her --

2 A. Uh-huh.

3 Q. -- on October 21st. And there is a reference  
4 to some concerns with the Letter of Interest. Do you  
5 know what that's about?

6 A. We're talking about on October 21st: "I  
7 requested the RFP template for carnival" --

8 (Clarification by the reporter.)

9 THE WITNESS: Can you scroll that up a little  
10 bit? Is that as far as it will go?

11 BY MR. MOOT:

12 Q. That's as far as I can get. Do you want me to  
13 read it to you?

14 A. I'll read it. "I requested the RFP  
15 template" --

16 Q. Just read it to yourself, not out loud.

17 A. Okay.

18 Q. Just read it.

19 MR. ALEXANDER: John, which e-mail are you  
20 requesting?

21 MR. MOOT: The October 21, at the very bottom.

22 MR. ALEXANDER: Okay.

23 THE WITNESS: Okay. I'm reading it, yes.

24 BY MR. MOOT:

25 Q. There is a reference to concerns with the

1 Letter of Interest and not getting into some kind of  
2 legal debate. Do you have any recollection today as to  
3 what that Letter of Interest or the legal debate was  
4 about?

5 A. I don't recall exactly what it was. I am  
6 assuming whether they could even use the Letter of  
7 Interest.

8 Q. And what is the Letter of Interest?

9 A. I think what they were trying to do is reach  
10 out to potential proposers to find out if this is  
11 something they were interested in and wanted to get a  
12 copy of the proposal.

13 Q. Okay.

14 A. Kind of a way of going through a big list of  
15 potential proposals and finding out who is actually  
16 interested, instead of sending it out to all of them.

17 Q. Do you know whether that Letter of Interest was  
18 utilized?

19 A. I think so. I didn't issue it, didn't create  
20 it. I think it was something that Katie did.

21 Q. I'm trying to find a document. Be patient with  
22 me.

23 A. All right.

24 (Exhibit 52 marked for identification.)

25 \\

1 BY MR. MOOT:

2 Q. Okay. I think I've got it. Excuse the delay.

3 This is an October 19th, 2020 e-mail. Again,  
4 is that your e-mail address?

5 A. Yes.

6 Q. And Katie Mueller's?

7 A. Uh-huh.

8 Q. And the e-mail states, and I'll read it:  
9 "Katie, Please see my recommended edits. Also, I  
10 recommend that Josh looks this over before we send it  
11 out, only because of the potential controversy."

12 A. Yes.

13 Q. What is the potential controversy that you're  
14 referring to?

15 A. Because this is a high-profile RFP. It's going  
16 to be looked at by people like you, getting all upset.

17 Q. People like me, right?

18 A. Yes, exactly.

19 Q. Thanks for the backhanded compliment.

20 A. Well, I mean, I'm saying that's what it is.  
21 You know, we already had issues already with it. And I  
22 wanted him to look.

23 I think this was going to some trade magazine  
24 maybe, something that they were going to --

25 (Clarification by the reporter.)

1 THE WITNESS: I think there was some kind of  
2 publication they were -- this is some kind of like a  
3 notice for the RFP.

4 BY MR. MOOT:

5 Q. So the potential controversy was related to the  
6 fact that this was going to be a master carnival  
7 contract?

8 A. Yes, yes. And everybody was all upset at the  
9 board meetings. Like your previous client, All State 38  
10 was at the meetings all upset over it. That's what I'm  
11 talking about.

12 Q. But the history was that the Del Mar San Diego  
13 County Fair was an independent midway, correct?

14 A. Yes.

15 Q. Is that correct, Mike?

16 A. Yeah, they were -- they were an independent  
17 midway for as long as I've been there.

18 Q. And this was now going to be the first time --

19 A. Yeah.

20 Q. -- they did it is as a master carnival  
21 contract?

22 A. Yes.

23 Q. And that was going to be the controversy?

24 A. Uh-huh.

25 Q. Is that correct?

1           A.    That's correct.

2           Q.    And, in fact, when they did the hybrid, with  
3 just the games, that a lot of the traditional vendors  
4 got shut out because of that, correct?

5           A.    Yeah, I think that -- if I remember correctly,  
6 the RFP allowed for them to, you know, put a joint  
7 proposal together and participate, you know, without  
8 being shut out. If I remember, they were allowing for,  
9 you know, a group of game owners to assemble a proposal  
10 altogether, if I remember.

11          Q.    Were you aware of any game owner that actually  
12 had their own digital ticketing system?

13          A.    I know there were some concession operators who  
14 did, but, I mean, it wouldn't have prevented them from  
15 finding one and purchasing it and putting a proposal  
16 together. They maybe didn't personally create one  
17 themselves, but there were -- as far as I knew from  
18 discussions we had had on that last -- the previous one  
19 with just the ticketing system, there were multiple  
20 automated ticketing systems out there.

21                   (Exhibit 53 marked for identification.)

22 BY MR. MOOT:

23          Q.    Okay. I have up here another e-mail. Your  
24 name does not appear on it, but there is -- I'm going to  
25 scroll down to the e-mail from Kelly Schmitz. And do



1 you know who Kelly Schmitz is?

2 A. She worked with Donna in the concessions  
3 department.

4 Q. And these are -- apparently it's an e-mail from  
5 Kelly Schmitz to Katie Mueller and Carlene Moore, one,  
6 asking Adam West if he was expecting to submit a  
7 proposal on a bid on the expected RFP.

8 Do you know what RFP that would be? I know  
9 you're not on the e-mail so maybe I'm asking you to  
10 speculate beyond what you know.

11 A. I'm assuming it was that 19 whatever that was.  
12 That's the only one I know that I'm thinking of that  
13 Adam participated in.

14 Q. Okay. Yes, I think -- do you know if Kelly  
15 Schmitz is still working at the 22nd DAA?

16 A. No, she doesn't work there anymore.

17 Q. Do you happen to know where she lives?

18 A. No, I don't.

19 Q. As far as you know is she in San Diego?

20 A. Yes.

21 Q. There is a reference to a Ben Pickett at the  
22 bottom of the e-mail. Do you know who Ben Pickett is?

23 A. It looks like somebody from RCS.

24 Q. Have you ever had any dealings with Ben  
25 Pickett?

1           A.    I could say maybe it was at the -- this RFP  
2 possibly was one of the parties from RCS that did the  
3 interviews.

4           MR. MOOT: All right. Well, Mr. Ceragioli, I  
5 appreciate the time. Those are all the questions that I  
6 have.

7           Kevin, do you have any questions for the  
8 witness?

9           MR. ALEXANDER: Yes, I do.

10

11

EXAMINATION

12

BY MR. ALEXANDER:

13

Q.    So, Mr. Ceragioli, thanks for your time today.

14

I am defending the named defendants in the case. The

15

22nd DAA, Carlene Moore, and Katie Mueller. So I just

16

have some follow-up questions that I wanted to cover

17

with you. And I'll try to kind of go in the same order

18

so it should make some sense. And then I've got

19

questions at the end.

20

So you retired. You mentioned that you felt

21

there was some pressure, or at least maybe there was

22

some encouragement for people who were at the DAA to

23

retire; is that right?

24

A.    That's correct.

25

Q.    And you also mentioned there were a lot of

1 layoffs at the DAA; is that right?

2 A. That's correct.

3 Q. And do you know what caused the layoffs?

4 A. Yeah, it was a cancellation of the fair and all  
5 of our events. We couldn't have them because of COVID.

6 Q. Right, right.

7 A. Because of that, we ran into financial  
8 difficulties. And the solution was to reduce the  
9 workforce.

10 Q. So your understanding was that some of the  
11 pressures the DAA was facing, in terms of reducing staff  
12 and potentially encouraging people to retire, related to  
13 the loss of revenues that the DAA faced because of the  
14 pandemic; is that fair to say?

15 A. That's correct.

16 Q. Sir, how many RFPs for carnival contracts have  
17 you worked on in your career for the DAA?

18 A. I worked on the -- I actually helped assemble  
19 them, all of them. But the -- I didn't do the last one,  
20 the 04 -- or 05, 20-05. That one Jean did. Jean was  
21 the one that did that one.

22 When I say "the last one," that's the last one  
23 while I was there. I know they've done another one  
24 since I left. But I actually probably assembled that  
25 one.

1 Q. Okay. That one would be the one that's 21-03;  
2 is that correct?

3 A. Yes. Before I left I actually created all the  
4 RFPs for my new supervisor, Michael, so that they could  
5 be conducted by other people after I left.

6 Q. Okay. Understood.

7 And so on those prior RFPs for carnival  
8 contracts, how many of them involved what we're  
9 referring to as a master carnival operator contract?

10 A. It was just the one that I worked on previously  
11 before 20-05, was the only one I had done for a master  
12 carnival prior to that one.

13 Q. So 20-05 clearly involved a master carnival  
14 operator contract?

15 A. Yes.

16 Q. Did you have a -- in these prior RFPs were you  
17 ever on the evaluator committees?

18 A. No, I've never been on any evaluation  
19 committee.

20 Q. So as the contracts manager for the fair over  
21 your 13 years, you never served on any evaluation  
22 committees?

23 A. No. I mean, it would be inappropriate for me  
24 to evaluate. There needs to be an impartial person on  
25 the RFP, not someone involved in it.

1 Q. Okay. During your experience at the fair, did  
2 you come to understand the Food and Agriculture Code  
3 sections that governs carnival operations?

4 A. I mean I was -- I have seen those, but I was  
5 not very familiar with those, no.

6 Q. Are you aware of the Food and Ag Section 4511  
7 which allows for a DAA to enter into a carnival contract  
8 with an operator other than the highest bidder?

9 MR. MOOT: Objection: Calls for a legal  
10 conclusion.

11 (Clarification by the report.)

12 BY MR. ALEXANDER:

13 Q. So, Mr. Ceragioli, are you aware of the Food  
14 and ag Section 4511 in California which allows for the  
15 DAA to enter into a carnival contract with someone other  
16 than the highest bidder if it submits justification to  
17 Department of General Services?

18 MR. MOOT: And, again, objection: Calls for a  
19 legal conclusion and maybe misinterprets the  
20 Agricultural Code.

21 BY MR. ALEXANDER:

22 Q. You can answer, sir.

23 A. I am not aware of that subsection of the Ag  
24 Code.

25 Q. Okay. And did you make it a point to review

1 the operative Food and Ag Code sections when you  
2 prepared RFP documentation?

3 A. Which document are you talking about?

4 Q. Well, it sounds like you prepared documentation  
5 for almost --

6 A. Every one of those documents that we created  
7 was reviewed by the Attorney General's office. And I  
8 mean they were -- I was given that final okay that they  
9 met all legal requirements.

10 Q. Is it your understanding that rental agreements  
11 have to be bid through the competitive bidding process?

12 A. Okay. From my understanding -- this is through  
13 us, the contracting manual -- long-term agreements,  
14 lease agreements are highly recommended to be bid. But  
15 there is no real requirement there to do it, just highly  
16 recommended that they be competitively bid. We have a  
17 mini golf facility there. That one has not been  
18 competitively bid, a niche. Because it's a lease, we  
19 don't have to do it. That's an example of one.

20 Q. Okay. And there were rental agreements in the  
21 context of independent midway operations that were not  
22 bid; is that fair to say?

23 A. Yes.

24 Q. Do you know if a carnival contract is a rental  
25 agreement?

1           A.    I think there was discussion on this, whether  
2 it was or wasn't, yes.  I don't know if it was  
3 considered one or not.

4           Q.    Okay.  Just looking for your understanding.  
5 Thank you.

6           A.    But I do believe there was some discussion on  
7 that, especially that if it was only like for one year,  
8 you know.

9           Q.    Okay.  So the 2020 San Diego County Fair was  
10 cancelled, correct?

11          A.    That's correct.

12          Q.    And do you know why it was cancelled?

13          A.    Because the state wouldn't allow a mass  
14 gathering event like that.

15          Q.    Right.  Do you remember the purple tier?

16          A.    Yes.

17          Q.    The colored tier system?

18          A.    Yes, I kind of vaguely remember all that stuff.

19          Q.    Do you remember that certain colored tiers  
20 placed limitations on the ability to have fairs, public  
21 fairs?

22          A.    Yes.

23          Q.    And the next fair is the 2021 fair that was the  
24 subject of RFP 20-05; is that right?

25          A.    That's correct.

1 Q. And do you remember that when -- in the  
2 timeframe of January, February, March of 2021 that San  
3 Diego County was still in the purple tier? Do you  
4 remember that?

5 A. I don't recall the timing of all that.

6 Q. Do you remember that during that timeframe in  
7 early 2021 that some of the other fairs in California  
8 were having to cancel because they just couldn't meet  
9 the state's health and safety requirements for COVID?

10 A. I do recall the fairs being cancelled because  
11 of that, but I don't recall the specific timing.

12 Q. And do you remember that for purposes of the  
13 planned 2021 San Diego County Fair that entertainment  
14 contracts had to be cancelled?

15 A. Yes.

16 Q. Do you know -- were you involved in the  
17 decision to cancel RFP 20-05?

18 A. I was not involved in that decision.

19 Q. Okay.

20 A. I did have some discussion with Carlene because  
21 she wanted to do it and to have us draft up the  
22 cancellation letter, but I didn't participate in the  
23 actual decision.

24 Q. Okay. Did you draft up a letter to cancel RFP  
25 20-05?



1 A. I don't think so. Probably Jean did that.

2 Q. Are you aware that there was another event that  
3 occurred in -- well, strike that.

4 Are you aware that RFP 20-05 required the  
5 contractor to provide a fully operational carnival,  
6 including a little less than 70 rides, 50 games, and  
7 eight food concessions?

8 A. I recall them being part of the scope of work.  
9 And it sounds like the numbers that were in there.

10 Q. So is it your understanding that the RFP was  
11 based upon a fair of 70 rides, 50 games, and eight food  
12 concessions per its terms?

13 A. That's correct.

14 Q. And did a fair happen in 2021 in San Diego  
15 County that involved 70 rides, 50 games, and eight food  
16 concessions?

17 A. No.

18 Q. And do you know if COVID and the worldwide  
19 pandemic had any impact on that?

20 A. Yes, it did.

21 Q. There was another event that did happen in 2021  
22 called Home Grown Fun. Are you familiar with that?

23 A. Uh-huh.

24 Q. I'm sorry. Is that a yes, sir?

25 A. Yes, I was.

1 Q. And did you have involvement in that?

2 A. Yes. I was asked to audit all the food  
3 concessions for that event.

4 Q. Do you know if there were any games that came  
5 about at the Home Grown Fun event in 2021?

6 A. I believe -- I don't know if there was -- I  
7 think there might have been some games. I believe there  
8 might have been some games and rides that were brought  
9 into it like halfway through it or something like that.

10 Q. Okay.

11 A. But they weren't part of the event in the  
12 beginning of it.

13 Q. Do you know if they ever -- (audio glitch.)

14 (Clarification by the reporter.)

15 BY MR. ALEXANDER:

16 Q. Do you know if the Home Grown Fun event ever  
17 approached anything close to 70 rides and 50 games?

18 A. No, nothing close to that.

19 Q. Do you know if the -- well, strike that.

20 I think you testified earlier today that  
21 Ms. Moore had presented a document to you to sign. Do  
22 you remember testifying about that earlier?

23 A. Yes.

24 Q. Do you know if that document was a litigation  
25 hold document advising you of litigation and to preserve

1 documents in connection with the Talley litigation?

2 A. I believe that's what it was, yes.

3 Q. I think it might have been described as a  
4 non-disclosure agreement earlier. But do you remember  
5 terms that said: You can't disclose things? Or do you  
6 remember terms that said: Hey, make sure you preserve  
7 information and documents?

8 A. I remember it saying to preserve documents.  
9 And I think it said something like, you know, you  
10 shouldn't be discussing all this with third parties or  
11 something like that.

12 Q. Okay. We'll track it down. But I just wanted  
13 to make sure you remember the part about it being a  
14 litigation hold letter. And it sounds like you do; is  
15 that right?

16 A. I don't know the term of that, but I know it  
17 had something to do with the litigation. I don't know  
18 what a -- I never heard of the term "litigation hold  
19 letter" before.

20 Q. Okay.

21 A. If that's what it's called, you know.

22 Q. Yes, yes. It's a document that litigation is  
23 filed. And lawyers tell important people in the  
24 company: Make sure you preserve your documents.

25 A. Right. We would never destroy documents. I

1 know my department never did anything like that.

2 Q. Right, right. So I want to turn your attention  
3 to RFP 20-05 and the events you mostly have been  
4 testifying about, which were, I believe, events that  
5 happened mostly on one day. Is that fair to say? One  
6 day where scores were being added up in connection with  
7 RFP 20-05. Do you remember that day?

8 A. Yes, that's correct. It all did occur on one  
9 day.

10 Q. Okay. Do you happen to know what day that was?

11 A. Like I said, I can't tell you. I mean if I was  
12 still in my office --

13 Q. Right.

14 A. -- and I could look at documents and go  
15 through, I could probably come up with the specific day.  
16 But not being in the office, I believe it was a few days  
17 prior to that board meeting. There was a special board  
18 meeting being held. And I don't remember the date of  
19 that. And I can tell you that this occurred just  
20 shortly before that.

21 Q. Okay. Got it. And do you know what the  
22 purpose of that special board meeting was?

23 A. I believe one of the -- there might have been  
24 multiple purposes, but one of them was to recommend this  
25 award.

1 Q. Recommend an award on RFP 20-05?

2 A. Yes.

3 Q. So was there -- would it be accurate to say  
4 there was sort of a bit of a time pressure --

5 A. Yes.

6 Q. -- on that day we're talking about when the  
7 scores were added up, and you've indicated that there  
8 were some potential changes to scores?

9 A. There was time pressure because you had to  
10 create an agenda item for this, to come up with that,  
11 yes.

12 Q. Okay. And I believe your testimony is that the  
13 technical scoresheets were received by Jean Flourney.  
14 And then an average was made of those technical scores;  
15 is that right?

16 A. That's correct.

17 Q. And who performed the calculation of the  
18 averages? Was it you or was it Jean?

19 A. It was Jean.

20 Q. Did you --

21 A. Yes, I did kind of double-check on my cell  
22 phone.

23 Q. Okay.

24 A. And she presented the summary to me. And I  
25 looked at them to make sure they added up. And they

1 looked like the numbers she had and what I was getting  
2 on the cell phone.

3 Q. So you were also kind of doing some tabulations  
4 or averages on the technical scores on your cell phone;  
5 is that fair?

6 A. Yes, yes.

7 Q. And just sequence, trying to go in  
8 chronological sequence that day, was it -- is it  
9 accurate to say that the first thing that happens is  
10 that those technical scores are gathered by  
11 Ms. Flourney, she averages them out, and then you hear  
12 some discussion outside your office between Ms. Flourney  
13 and Carlene Moore; is that right?

14 A. So what happened was she calculated them up,  
15 came up with them, and walked in my office and said,  
16 "Look, I just got through doing it. It looks like  
17 Talley is the winner." And I go, "Oh, let me take a  
18 look at that." And I looked at her summary. She  
19 created a little cell summary in there and showed the  
20 scores. And the financial offer, points awarded for the  
21 financial offer, and grand totals for each of them. And  
22 Talley had one. And then she goes, you know, "This is  
23 going to the board." I said, "You need to get this over  
24 to Carlene right away." I said, "Do you want to bring  
25 it over?" She said, "Why don't you bring it over

1 there."

2           And I gathered those notes up and that's when I  
3 kind of went through the numbers just to be sure before  
4 I showed it to Carlene it was correct. And I walked  
5 across the hall to her office and said, "It looks Talley  
6 here." And I showed her the summary. And I showed her  
7 the financials. That's when I thought she would be  
8 really excited we're getting such a big share that first  
9 year. That's kind of how it happened.

10           Q. Okay. Okay. And I think your testimony is  
11 that Ms. Moore indicated there were some concerns about  
12 whether people on the team knew how to evaluate the  
13 technical side; is that fair?

14           A. That's correct.

15           Q. And what exactly did she say in terms of who  
16 maybe didn't understand how to evaluate the technical  
17 side?

18           A. I believe she said that she didn't think  
19 Melinda did. And I don't remember if she said anyone  
20 else there, but she wanted to make sure that Melinda  
21 fully understood how to score.

22           Q. Okay. And I believe you also said she  
23 mentioned something about concern for safety; is that  
24 right?

25           A. Yeah, she was -- that's one of the things she

1 said, yes.

2 Q. And when she mentioned safety, she was  
3 concerned about putting on a safe fair if Talley would  
4 be the carnival operator; is that accurate?

5 A. That's probably accurate, yes.

6 Q. Okay. So then after -- well, what did  
7 Ms. Moore then do? Did she stay in your office or did  
8 she leave your office?

9 A. She wasn't in my office then. I was in her  
10 office.

11 Q. I'm sorry. Yes, her office.

12 A. I expressed to her that changing the scores now  
13 after they opened up the financials was highly  
14 inappropriate and that I didn't want to be a part of it.

15 Q. Okay.

16 A. Then I said, "You can't" -- you know, this --  
17 "I'm not going to be here. I don't want to even hear  
18 any more of this because they can't go back now and  
19 change things after we've done this." And that's when I  
20 left her office and went back into mine.

21 Q. And do you know what happened after you left  
22 Carlene's office and went back to your office in  
23 terms --

24 A. All I know -- the only thing I know that  
25 happened is what I overheard outside when she was



1 talking to Jean about the scoresheets --

2 Q. Okay.

3 A. -- and wanting to change it.

4 Q. And --

5 A. And I could just overhear that from my office,  
6 from outside.

7 Q. Okay. And what did Ms. Moore say when she was  
8 talking to Jean Flourney, when she came back to talk to  
9 her?

10 A. I think somewhat like conversation with me,  
11 that she didn't believe that Melinda fully understood,  
12 you know, what happened. She needed to have Melinda go  
13 back and relook at things and understand things better.  
14 Maybe have to change her score.

15 Q. Okay. So I'm sorry. That last part again?  
16 Did you say "maybe have to change her score"?

17 A. Yes.

18 Q. Okay.

19 A. That she might have to, you know, adjust her  
20 score.

21 Q. Do you know if Melinda adjusted her score?

22 A. Yes. I remember her -- I can remember, like I  
23 told you earlier, she had changed her score because, you  
24 know, she didn't understand things correctly and she  
25 made a change. And when we calculated the new change

1 in, Talley still had won.

2 So then we decided -- if there was really any  
3 truth to this whole safety thing and she was doing it,  
4 I don't understand why the score had be changed a second  
5 time so that this should happen. If anyone was to  
6 change the score because they didn't understand it, I  
7 think the first time would have been sufficient. There  
8 was no reason to change it again just to get rid of  
9 Talley, you know. I mean, if she was instructed  
10 something different by Carlene or whatever and made her  
11 clarify it and she changed the score once, why would she  
12 have to do it a second time?

13 Q. Did you talk to Melinda outside of your office?

14 A. No, I didn't.

15 Q. Did you ever talk to Melinda about changing  
16 scores?

17 A. No, I did not.

18 Q. So when -- your testimony is that you overheard  
19 a conversation between Carlene and Jean talking about  
20 Melinda's changed scores; is that right?

21 A. Yes.

22 Q. Okay. Got it.

23 Did you hear discussion about anybody else on  
24 the review committee changing scores in connection with  
25 RFP 20-05?

1           A.    I heard through other people there -- and this  
2 is kind of hearsay -- that Sam said he was instructed  
3 through Katie about changing his score.  But I don't  
4 know if it happened this time or earlier in the process.

5           Q.    So --

6           A.    That's just hearsay.  I did not hear that  
7 directly myself.

8           Q.    Okay.  So you heard just, I guess, talk around  
9 the office or talk from others --

10          A.    Yes.

11          Q.    -- that Sam may have also been asked to change  
12 his score?

13          A.    Yes.  But it -- but I think that was prior to  
14 this day we did the tabulation.

15          Q.    Okay.

16          A.    So I don't really have a problem with that  
17 necessarily because it was, you know, before we opened  
18 the financials.

19          Q.    So just to be clear, and the record is clear,  
20 this, I guess, hearsay discussion that you might have  
21 heard or you did hear about Sam, your testimony is that  
22 that -- what you overheard was before this day in  
23 question that we've been talking about?

24          A.    That's correct.  That's how I understood it.

25          Q.    And your testimony also is that you didn't have

1 a problem if scores were changed in the days leading up  
2 to that final tabulation?

3 A. As far as I'm concerned, I would think that  
4 that was part of the evaluation and taking  
5 responsibility was to look at the scores and maybe come  
6 to conclusions before this, you know.

7 Q. So --

8 A. For instance, I'm going to give you an example.  
9 If the evaluation committee had determined that Talley  
10 couldn't safely perform a fair or a carnival, I would  
11 think that they should have made a determination in  
12 their scoring prior to turning their scores in that  
13 Talley was unsafe. Maybe thrown them out for being  
14 underqualified. That's their -- that's what the  
15 evaluation panel should be doing.

16 Q. I guess -- I just want to be clear on this  
17 point. You don't have -- well, do you have a problem  
18 with evaluation committees changing their scores up  
19 until the point that the financials are open?

20 A. That's correct. I would think anything before  
21 they turn in their final scores, as a committee,  
22 discussions, and people can change and adjust their  
23 scores.

24 Q. Right.

25 A. Discussion up to that point. But once they've

1 reached the conclusion and they were done scoring and  
2 this is our final score, that's the final score. They  
3 can't go back now, after we've opened up financials, and  
4 have it be influenced by the finances and go back: Now  
5 I need to change my score on this date because now I've  
6 seen financials and I don't like how this is going.

7 Q. The financial proposal that Talley submitted,  
8 in the first year Talley was proposing to provide  
9 approximately 80 percent or more of the gross receipts  
10 to the San Diego County Fair; is that right?

11 A. Kind of how I remember it, yeah.

12 Q. Had you ever seen any fair operator offer  
13 80 percent of the gross to the government or the DAA?

14 A. I haven't because I have never done one. I  
15 never read through another District either so I couldn't  
16 tell you what happened to others.

17 I think it was just their way of submitting a  
18 really aggressive financial proposal. In my opinion --  
19 it's my opinion that they were kind of coming in that  
20 first year: We'll do it really cheap because we're  
21 going to make all our money on the back end, is how I  
22 assume they were looking at it.

23 Q. Do you have any idea whether Talley would have  
24 lost money if they gave 80 percent of the fair gross  
25 proceeds to the San Diego County Fair?

1           A.    I don't know that.  But that was the talk of  
2 people around there after they did the award, got the  
3 award out.  There were discussions about that.

4           Q.    And who mentioned that Talley may lose money at  
5 80 percent of the gross?

6           A.    Let's see.  It was probably Carlene.  Probably  
7 Donna, Katie.  That's about it.

8           Q.    And they expressed concern that 80 percent is  
9 kind of a loss-leader type analysis?

10          A.    They just -- they thought that, yeah, that they  
11 would not make a lot of money that first year.  They  
12 were lucky if they would break even, giving us all that,  
13 you know.

14          Q.    And would it cause you concern if a master  
15 carnival operator for the San Diego County Fair, which  
16 is the biggest fair in California, were losing  
17 substantial amounts of money on a fair and that that  
18 might impact the services that the patrons and the  
19 visitors would get?

20          A.    Yes, I can see --

21                   MR. MOOT:  Sorry, Mike.

22                   Objection:  Assumes facts not in evidence,  
23 asked a hypothetical to a lay witness.

24 BY MR. ALEXANDER:

25          Q.    You can answer.

1           A.    So that is to say hypothetically I can see how  
2 somebody would have that concern.

3           Q.    Right, right.  So if it were a concern that  
4 Talley had put so much financial incentives on the  
5 table, you can see how that might cause members of the  
6 evaluation committee to consider whether that proposal  
7 was made in good faith?

8           A.    Yes, I can see that.

9           Q.    If --

10          A.    I mean on that same thing let's just say  
11 that if your hypothetical was true, and you lost a whole  
12 bunch of money, you know, what will they do?  They're  
13 going to walk away?  Is that what you're concerned  
14 about?  In the middle of the fair they'll walk away?  Is  
15 that what you're thinking?  Or I'm just talking about --

16          Q.    I'm asking --

17          A.    -- you come up with a hypothetical situation  
18 here.  What is your fear?  That you set up all these  
19 rides, right?  And they're holding the fair.  And  
20 they're losing money left and right -- right? -- is what  
21 you're saying.

22          Q.    Right.

23          A.    They're just going to walk away right in the  
24 middle of the fair, pull their rides or something?

25          Q.    Well, have you seen the various levels of

1 performance by fair contractors over the years: Some  
2 bad, some in between?

3 A. Uh-huh.

4 Q. Right? And if --

5 A. Not firsthand. I am not the person that runs  
6 the fair. Yeah, I think I've seen situations and things  
7 occur out there, yeah.

8 Q. And if a fair operator were financially  
9 strapped and they had to make decisions on whether to  
10 staff above or below what was necessary, that could  
11 cause concerns if they had only the money to staff  
12 below?

13 A. Yeah, I could see that --

14 MR. MOOT: Mike.

15 THE WITNESS: Sorry.

16 MR. MOOT: Objection: Calls for a  
17 hypothetical, assumes facts not in evidence. He is  
18 asking an expert opinion from a lay witness. He is not  
19 qualified to speculate and answer these questions.

20 MR. ALEXANDER: I have your answer. Thank you,  
21 sir.

22 BY MR. ALEXANDER:

23 Q. So do you remember the average scores from a  
24 technical standpoint that RCS received on RFP 20-05?

25 A. Do I remember? No, I don't remember the



1 specific scores.

2 Q. If I told you they were in the 90s would that  
3 sound right to you?

4 MR. MOOT: Objection: Calls for speculation,  
5 assumes facts not in evidence.

6 BY MR. ALEXANDER:

7 Q. If you remember.

8 A. No, I don't remember.

9 Q. Sure.

10 A. I do remember -- I'll give you this. I do  
11 remember that RCS scored better technically than Talley  
12 did.

13 Q. If I told you that RCS scored on average in the  
14 90s and that Talley scored on average in the 60s in  
15 connection with the technical scores, would you have  
16 reason to disagree with that?

17 MR. MOOT: Objection: Assumes facts not in  
18 evidence, calls for a hypothetical, beyond the scope of  
19 this person's knowledge. In effect, the attorney is now  
20 trying to testify as to what the evidence is and I  
21 object to that.

22 BY MR. ALEXANDER:

23 Q. You can answer, sir.

24 A. Well, I mean, I am taking your word for it.  
25 If you were to present me the scoring summary --

1 Q. Okay.

2 A. -- I would be able to say yes, that was it, or  
3 not.

4 Q. Do you remember if there was a substantial  
5 difference between the technical scores of RCS and  
6 Talley?

7 A. I do remember there was a big difference, yes,  
8 in technical.

9 Q. And RCS had the big -- had the big difference  
10 to the upside, right?

11 A. Yes.

12 Q. So just for clarity, in other words, Talley had  
13 substantially lower technical scores than RCS on RFP  
14 20-05; is that fair?

15 MR. MOOT: Objection: Assumes facts not in  
16 evidence. The lawyer again is trying to testify for  
17 this witness. The scores are the scores. He cannot  
18 speculate on that.

19 BY MR. ALEXANDER:

20 Q. You can answer, sir.

21 A. I wouldn't use the word "substantial." I would  
22 say they scored technically higher.

23 Q. Okay. But I guess you weren't on the  
24 committee, so you didn't know the details of --

25 A. No, I did not.

1 Q. Okay. Did you personally witness anyone change  
2 their scores in connection with RFP 20-05?

3 A. I did not personally witness the score  
4 changing, no.

5 MR. ALEXANDER: All right, Mr. Ceragioli. I  
6 appreciate your time. I don't have any further  
7 questions, unless there's further questions that I need  
8 to follow up on.

9 THE WITNESS: Okay.

10 MR. MOOT: Marsha, could you also include in  
11 your expedited disk the examination regarding -- well,  
12 just his whole examination as well, Mr. Alexander's.

13 THE REPORTER: Can I go off the record to  
14 clarify?

15 MR. MOOT: Sure. Go ahead.

16 (Discussion held off the record.)

17 MR. MOOT: What I would suggest, if we're going  
18 by Code, is that maybe you send it to Mr. Wilson because  
19 Mr. Ceragioli is represented by counsel. And then he  
20 can arrange for the review and errata and the signature.

21 Is that acceptable, Scott?

22 MR. WILSON: Yes, that's fine.

23 THE REPORTER: And I have your e-mail so I'm  
24 good with that.

25 (Discussion held off the record).

1           MR. MOOT: Who is going to responsible for  
2 maintaining the original? Marsha, I know with court  
3 reporters that's sticky these days.

4           THE REPORTER: Are you asking me that? So  
5 after Mr. Wilson has him read and sign, he can send that  
6 information back to us and we can distribute it. Is  
7 that satisfactory?

8           MR. MOOT: Yes.

9           MR. ALEXANDER: Fine with us.

10          THE REPORTER: And do you have a time limit on  
11 him to read and sign that?

12          MR. MOOT: There is not a time limit on it. I  
13 think we can certainly use the unsigned copies for  
14 purposes of our court hearings.

15                           \*    \*    \*

16                   (Whereupon the deposition was  
17 concluded at 12:03 p.m.)

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DEPOSITION ERRATA SHEET

DEPOSITION OF: MICHAEL CERAGIOLI

CASE NAME: Talley v. 22nd DAA

DATE: January 27, 2022

- REASON CODES: 1. To clarify the record.  
2. To conform to the facts.  
3. To correct transcript errors.

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DECLARATION UNDER PENALTY OF PERJURY

I, MICHAEL CERAGIOLI, the witness herein, declare under penalty of perjury that I have read the foregoing in its entirety; and that the testimony contained therein, as corrected by me, is a true and accurate transcription of my testimony elicited at said time and place.

Executed on this \_\_\_\_\_ day of \_\_\_\_\_,  
2022, at \_\_\_\_\_, \_\_\_\_\_.  
(city) (state)

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MICHAEL CERAGIOLI

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REPORTER'S CERTIFICATION

I, Marsha Lewsley, Certified Shorthand Reporter, in and for the State of California, Certificate No. 7726, do hereby certify:

That the witness named in the foregoing deposition was, before the commencement of the deposition, duly sworn to testify to the truth, the whole truth, and nothing but the truth in the foregoing cause; that the testimony and proceedings were reported stenographically by me and later transcribed into typewriting under my direction; that the foregoing is a true record of the testimony and proceedings taken at that time.

I do further certify that I am a disinterested person and am in no way interested in the outcome of this action or connected with or related to any of the parties in this action or to their respective counsel.

In witness whereof, I have subscribed my name this 30th day of January, 2022.

\_\_\_\_\_  
Marsha Lewsley, CSR No. 7726