

**Alan Radlo**  
**October 29, 2018**

COMMONWEALTH OF MASSACHUSETTS

NORFOLK, ss.

SUPERIOR COURT  
DOCKET NO.  
1582CV00213

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BOSTON EXECUTIVE HELICOPTERS, LLC,  
ET AL.,

Plaintiffs,

vs.

FLIGHTLEVEL NORWOOD, LLC, ET AL.,

Defendants.

\*\*\*\*\*

DEPOSITION of ALAN RADLO

Monday, October 29, 2018 - 2:00 p.m.

Held at: Norwood Memorial Airport

Boston Executive Helicopters' Hangar

125 Access Road

Norwood, Massachusetts 02062

Kimberley J. Bouzan, CSR  
REAL TIME COURT REPORTING

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<p>1 various leasehold interests that FlightLevel and 2 its related entities held at Norwood Airport? 3 A. It was far too complicated for me. 4 That's why I sought outside counsel to look at 5 those. 6 Q. And so you got independent legal advice 7 regarding the structure of the real estate 8 agreements that were in place at Norwood Airport? 9 Is that fair to say? 10 A. I received advice, yes. 11 MR. HARTZELL: I just caution the witness 12 not to disclose what the advice was. 13 MR. FEE: I'm trying to be very careful 14 not to step on that privilege and, obviously, if 15 I do, please let me know. 16 BY MR. FEE: 17 Q. Did you have any meetings or interactions 18 with Mr. Kassap, Harry Kassap or Sigmund Kassap, 19 during the due diligence process? 20 A. No, I did not. 21 Q. At what point did you realize Harry and 22 Sigmund Kassap held an ownership interest in 23 FlightLevel Norwood? 24 A. I was told that there was a Kassap</p>	<p>1 Mr. Eichleay or Mr. Burlingham regarding 2 acquiring an interest in other FlightLevel 3 entities? 4 A. I thought I would like to be involved, in 5 a more streamlined basis, with Peter and have an 6 investment in all his companies. 7 Q. And those discussions are ongoing? 8 A. No. 9 Q. Was there a broker involved in your 10 acquisition of FlightLevel Norwood? 11 MR. HARTZELL: Objection. 12 BY MR. FEE: 13 Q. You can answer. 14 A. You mean like in Wall Street? An 15 investment banker? 16 Q. Like a business broker or -- 17 A. No. 18 Q. Other than the numbers that you reviewed, 19 did FlightLevel provide you with any other 20 information regarding its operations? Did it 21 provide you with a business plan or other 22 nonnumeric information regarding their business? 23 A. I was aware of the complication of it, 24 but I had the numbers, I asked multiple</p>
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<p>1 partnership. I did not know how many people were 2 involved in the partnership. 3 Q. Did you know them previously? 4 A. Never heard of them. 5 Q. Okay. Did you have any discussions with 6 anyone regarding acquiring an interest in the 7 other FlightLevel entities? In other words, not 8 just FlightLevel Norwood, LLC. 9 A. Yes. 10 Q. And what other FlightLevel entities did 11 you discuss potential acquisition? 12 A. I thought the business was interesting 13 and wanted to know how I could invest in all the 14 FlightLevel companies. 15 Q. And did you ultimately invest in other 16 FlightLevel companies other than FlightLevel 17 Norwood? 18 A. No, I did not. 19 Q. Are you currently in discussions to 20 acquire an interest in other FlightLevel 21 companies? 22 A. Not at this time. 23 Q. Have you had any -- can you describe for 24 me any discussions that you've had with either</p>	<p>1 questions, did my own analysis, saw what was 2 going on in other airports, saw what they were 3 being sold at to make my analysis. 4 Would you refer to that question again? 5 I want to answer your question. 6 Q. I want to know if they gave you any other 7 written documentation other than the financial 8 statements and P&amp;L and budgets and financial 9 information that they provided to you? Did they 10 provide you any nonfinancial information 11 regarding FlightLevel Norwood, LLC? 12 A. Written? No. 13 Q. Okay. Did you discuss -- and again, I'm 14 focusing on this time between the execution of 15 the LOI in September of 2016 and the closing, 16 which was in December of 2016. In that 17 three-month window, did you have any discussions 18 with any representative of FlightLevel Norwood 19 regarding Boston Executive Helicopters? 20 A. Yes. 21 Q. Can you tell me what was said to you and 22 what you said to them? 23 MR. HARTZELL: I just caution the witness 24 to the extent any information was given to you by</p>

<p style="text-align: right;">Page 26</p> <p>1 any lawyer, that's privileged. But other than 2 that, you can answer the question.</p> <p>3 MR. FEE: Wait a minute. I mean, if the 4 lawyer was representing FlightLevel Norwood, I 5 don't think a privilege applies. So --</p> <p>6 MR. HARTZELL: But if the lawyer was 7 representing FlightLevel Norwood and 8 Mr. Radlo's -- or ARR Aviation or Mr. Radlo, that 9 then would apply.</p> <p>10 BY MR. FEE:</p> <p>11 Q. Let's break it down. Did you have 12 discussions with Mr. Eichleay regarding BEH 13 during this time frame?</p> <p>14 A. Yes.</p> <p>15 Q. And what did he say to you and what did 16 you say to him?</p> <p>17 MR. HARTZELL: Again, I caution the 18 witness. If those conversations took place with 19 a lawyer present, that's probably privileged. 20 But if they took place separately with 21 Mr. Eichleay, you can disclose those. You can 22 talk about those.</p> <p>23 A. There were references made to me by 24 Mr. Eichleay that there was a lawsuit between BEH</p>	<p style="text-align: right;">Page 28</p> <p>1 Mr. Burlingham, Mr. Eichleay, and my attorney, 2 and the further comments were made between my 3 attorney, my personal attorney, and myself.</p> <p>4 BY MR. FEE:</p> <p>5 Q. Okay. Did you have a written agreement 6 with Mr. Burlingham regarding the joint 7 representation of you in the transaction?</p> <p>8 A. To the best of my knowledge, I signed 9 some conflict of interest form that he was going 10 to represent both parties.</p> <p>11 Q. Okay. As part of your due diligence -- 12 and, again, I'm focusing on this time frame 13 between September of 2016 and the end of 14 December -- did you have any discussions with any 15 representative of the Norwood Airport Commission?</p> <p>16 A. Never. Not one person of the Norwood 17 Airport Commission.</p> <p>18 Q. Did you have any discussions with the 19 Norwood Airport manager?</p> <p>20 A. I didn't even know his name.</p> <p>21 Q. Did you have any discussions with anyone 22 at the FAA?</p> <p>23 A. No.</p> <p>24 Q. Did you have any discussions with anyone</p>
<p style="text-align: right;">Page 27</p> <p>1 and the airport and, basically, I shouldn't be 2 concerned about it. The lawyers were handling 3 the situation.</p> <p>4 And I did not get involved in it. It was 5 far too complicated for me to understand 6 everything that was going on. That is when my 7 attorneys were brought into the situation, my 8 personal attorneys, to meet with Mr. Eichleay and 9 Mr. Burlingham to provide information with what 10 was going on.</p> <p>11 BY MR. FEE:</p> <p>12 Q. And what other information was provided 13 as a result of those other parties becoming 14 involved?</p> <p>15 MR. HARTZELL: Again, Mr. Radlo, I just 16 caution you. If the answer to that question 17 would involve communications between you and 18 either your personal lawyer or Mr. Burlingham, 19 it's privileged.</p> <p>20 But if you have an independent -- if 21 there's an independent source of that information 22 or the information came from Mr. Eichleay, you 23 can answer the question.</p> <p>24 A. My information was during a meeting with</p>	<p style="text-align: right;">Page 29</p> <p>1 at the Mass. Department of Transportation?</p> <p>2 A. No, I did not.</p> <p>3 Q. Did you think it was unimportant to have 4 discussions with these individuals prior to 5 investing money in FlightLevel Norwood?</p> <p>6 A. I was going on the advice of my personal 7 counsel and also taking the advice of my now 8 internal counsel, Mr. Burlingham.</p> <p>9 Q. Okay. But you thought it was not 10 necessary to have discussion with either the 11 Norwood Airport Commission or the Norwood Airport 12 manager regarding acquisition of an interest in 13 FlightLevel?</p> <p>14 MR. HARTZELL: Objection. You can 15 answer.</p> <p>16 A. What was represented to me by my --</p> <p>17 MR. HARTZELL: Don't talk about -- I 18 caution the witness. Don't talk about 19 communications from your lawyer.</p> <p>20 BY MR. FEE:</p> <p>21 Q. I think I'm asking you a different 22 question. I'm just asking you personally. Did 23 you feel it was not necessary for you to do that 24 level of due diligence prior to closing on the</p>



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1 acquisition of FlightLevel Norwood? And by that  
2 level of due diligence, I mean talking to the  
3 airport manager or talking to the members of the  
4 airport commission.  
5 A. I believe I talked to people that I  
6 respected and were giving me the right advice  
7 and --  
8 MR. HARTZELL: Do not disclose  
9 communications with your lawyers. I caution you  
10 with that.  
11 THE WITNESS: Yes, sir.  
12 BY MR. FEE:  
13 Q. Okay. So when you were analyzing the  
14 numbers, you became aware that FlightLevel had  
15 significant debt. Is that fair to say?  
16 MR. HARTZELL: Objection.  
17 BY MR. FEE:  
18 Q. You can answer.  
19 A. Not by my analysis and companies I've  
20 studied.  
21 Q. So you felt that their debt-to-equity  
22 ratio was sufficient for you to consider a large  
23 investment?  
24 A. On the cash --

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1 MR. HARTZELL: Slow down. Objection.  
2 You can answer.  
3 A. On the cash flow estimate side I was  
4 projecting, yes.  
5 BY MR. FEE:  
6 Q. Okay. Do you know if any of the  
7 FlightLevel debt that was in existence prior to  
8 your acquisition of an interest in FlightLevel  
9 Norwood was discharged as part of that  
10 transaction?  
11 A. Yes, it was.  
12 Q. I'm going to show you 593, which appears  
13 to be a Certificate of Good Standing for ARR  
14 Aviation, Roman numeral -- I'm sorry. Can I see  
15 which one I've given you -- Aviation, LLC.  
16 And I just draw your attention to the  
17 fact that the document, which is four pages --  
18 strike that.  
19 Do you know who filed this on your  
20 behalf?  
21 MR. HARTZELL: Objection.  
22 A. I never saw this document so I don't.  
23 BY MR. FEE:  
24 Q. But you are the sole manager and member

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1 owner of the ARR Aviation, LLC. Is that fair to  
2 say?  
3 A. Yes.  
4 Q. And on the second page, it indicates that  
5 the contact information for the filing is  
6 Mr. Burlingham. Do you see that?  
7 A. Yes, I do.  
8 Q. Did you instruct Mr. Burlingham to file  
9 this on your behalf?  
10 MR. HARTZELL: Wait. Mr. Radlo, if you  
11 had communications with Mr. Burlingham about this  
12 document, those are privileged. So I would  
13 caution the witness not to disclose  
14 communications between you and your counsel.  
15 THE WITNESS: Thank you.  
16 BY MR. FEE:  
17 Q. Let me rephrase. You say you've never  
18 seen this before.  
19 A. I have a tax ID number, which is the only  
20 thing that I received.  
21 Q. But the answer to my question: Have you  
22 ever seen this before is --  
23 A. I don't believe I've seen this thing  
24 because I never saw something that said that

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1 something has been administratively dissolved.  
2 So I don't know what's going on here.  
3 Q. I'll show you an exhibit that's been  
4 marked as 594. The same question: Have you ever  
5 seen this before?  
6 A. No, I have not.  
7 Q. Okay. So during the due diligence phase,  
8 did you review drafts of documents that were  
9 going to memorialize the transaction?  
10 A. My counsel and Peter Eichleay were  
11 representing me.  
12 Q. Okay.  
13 MR. HARTZELL: 595?  
14 MR. FEE: 595.  
15 BY MR. FEE:  
16 Q. Have you seen 595 before?  
17 A. I can't recall seeing this. No.  
18 Q. Let me turn your attention to page 28.  
19 Is that your signature?  
20 A. Absolutely.  
21 Q. Okay. And did you recall, prior to  
22 executing -- I'm sorry.  
23 Did you sign this on or about  
24 December 31, 2016?



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1 A. I would imagine it was before because  
2 that's when the corporations were formed.  
3 Q. Right. Well, do you have any  
4 recollection of when you signed it?  
5 A. It was probably somewhere in December, I  
6 would imagine.  
7 Q. Okay. So prior to signing the document,  
8 in or about December of 2016, had you reviewed  
9 drafts prior to signing the document?  
10 A. I believe I saw drafts, but they were  
11 just from my business purposes. It was far too  
12 extensive for me to have an understanding of  
13 everything that was involved in the leases that  
14 were involved and people that were involved and  
15 everything that was involved. Particularly --  
16 MR. HARTZELL: I just caution the  
17 witness. I believe the question just asked you  
18 was, "Had you seen a draft?"  
19 A. Yes.  
20 MR. HARTZELL: That's all the question  
21 asked.  
22 THE WITNESS: Thank you, sir.  
23 BY MR. FEE:  
24 Q. And the answer is you can't remember

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1 seeing a draft or -- I wasn't sure what your  
2 answer was.  
3 A. I'm sure I saw a draft.  
4 Q. Okay. And can you describe in your own  
5 words what your understanding of the nature of  
6 this transaction was?  
7 A. Yes. The investment companies that I was  
8 the sole holder of were investing in a master  
9 lease that FlightLevel had with the Norwood  
10 Airport Commission.  
11 Q. And as part of that, you agreed and the  
12 entities that you controlled agreed to give  
13 promissory notes to the sellers; is that correct?  
14 A. I'm figuring out the transaction. Yes.  
15 Q. And also as part of that transaction, you  
16 placed a certain amount of cash in escrow; is  
17 that correct?  
18 A. I don't know the -- all the complexities  
19 of the closings but, yes, I put up cash and --  
20 Q. How much cash did you put up?  
21 MR. HARTZELL: Objection. Pursuant to  
22 the order from the court, anything having to do  
23 with numbers is confidential and you don't have  
24 to disclose that.

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1 MR. FEE: That's a misstatement regarding  
2 the order, and I'm going to ask the question and  
3 if you want to instruct him not to answer, that's  
4 fine. But for our purposes, my understanding of  
5 the order is that you were allowed to redact  
6 information regarding numbers and percentages  
7 from the documents to be produced.  
8 There's no restriction on the questions  
9 that I can ask him at deposition, and I'm going  
10 to ask him. And if you want to instruct him not  
11 to answer, that's fine and we can deal with that  
12 with Judge Connors on another date.  
13 MR. HARTZELL: I will state for the  
14 record that the concept that numbers and  
15 documents are confidential but then you can ask  
16 the witness the numbers at a deposition makes no  
17 sense to me. So it's all confidential.  
18 Any questions about numbers, I'll  
19 instruct you not to answer, but go ahead. Ask  
20 the questions, and I'll instruct you not to  
21 answer.  
22 MR. FEE: That's fine.  
23 BY MR. FEE:  
24 Q. How much cash did you put up?

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1 MR. HARTZELL: Objection. I believe this  
2 is covered by the confidentiality order from the  
3 court, and I instruct the witness not to answer.  
4 MR. FEE: Just to be clear, there's an  
5 order on your motion to quash and there is no  
6 confidential agreement that's been executed. So  
7 would you care to be more specific about what  
8 confidentiality agreement you're talking about?  
9 MR. HARTZELL: I'm not talking about a  
10 confidentiality agreement. I'm talking about the  
11 order from the court. The numbers having to do  
12 with this transaction are confidential and,  
13 therefore, we're not disclosing them.  
14 MR. FEE: Okay.  
15 MR. HARTZELL: Whether in writing or  
16 orally.  
17 BY MR. FEE:  
18 Q. Let's turn your attention to page 2 of  
19 the document.  
20 A. Yes.  
21 Q. It's Radlo08 on the bottom.  
22 A. Yes. Correct.  
23 Q. So in the middle of the page it says:  
24 "Exhibit 2.2, Form of Promissory Note to

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1 KI (\$1,930,500) ."

2 And then "Exhibit 2.2(c), Form of

3 Promissory note Form to FLG, (\$19,500)".

4 Do you see that?

5 A. Yes. I see that.

6 Q. Does that comport with your recollection

7 of the amount of debt that you agreed to take on

8 as part of this transaction?

9 MR. HARTZELL: Objection. Can we go off

10 the record for a second? Can I consult with him

11 for a second, please?

12 MR. FEE: Sure.

13 (Recess taken at 2:45 p.m.)

14 (Deposition resumed at 2:46 p.m.)

15 MR. HARTZELL: Back on the record. It

16 appears that there may have been a mistake in the

17 redaction on page --

18 MR. FEE: Radlo08.

19 MR. HARTZELL: -- Radlo08, which is the

20 second page of Exhibit 595. We're still going to

21 keep that information as confidential, and the

22 witness is going to be instructed not to answer

23 any questions about it.

24 MR. FEE: Okay. I will cite waiver and

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1 we'll deal with it later.

2 BY MR. FEE:

3 Q. Sir, turning your attention to Radlo10.

4 A. Okay.

5 Q. Now, in part two of the summary or table

6 of contents of this document, Roman numerals V,

7 VI, and VII list of broad variety of documents,

8 and it goes onto the following page to

9 miscellaneous, Roman numeral IX. Do you know if

10 these documents exist?

11 A. No, I do not.

12 MR. FEE: I just note for the record that

13 they weren't produced and I'll be seeking them as

14 well.

15 BY MR. FEE:

16 Q. Turning your attention to Radlo12.

17 A. Yes.

18 Q. There's a paragraph that's been redacted

19 and it says "2.2 Compensation." Without asking

20 numbers, can you tell me who was paying

21 compensation to whom pursuant to this part of the

22 transaction?

23 A. My counsel, Mr. Burlingham, was --

24 MR. HARTZELL: Do not disclose

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1 communications between counsel.

2 THE WITNESS: I'm not going to.

3 A. Mr. Burlingham handled all this for me.

4 BY MR. FEE:

5 Q. Understood. But as you sit here today --

6 and your counsel is absolutely correct to caution

7 you not to answer any questions about what you

8 may have been told by an attorney that's

9 representing you in the transaction.

10 My question is: As you sit here today,

11 do you have any recollection or understanding as

12 to what this paragraph 2.2 is referring to?

13 A. I just see the word "compensation," sir.

14 Q. Right. But you don't have any

15 recollection or understanding of what that

16 referred to?

17 A. It's under "sale and transfer" so I'm --

18 it must be at least a first cousin to it or

19 something.

20 Q. So you don't know if this is talking

21 about compensation being paid to the purchasers,

22 or compensation being paid to Mr. Eichleay, or

23 compensation being paid to you? You just don't

24 know?

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1 A. That's correct.

2 Q. Okay. Now, as is common in deals of this

3 type, I'm told, on Radlo14, there's a

4 paragraph 2.5 that talks about adjustment amount

5 and payment and on the following page, 2.6,

6 describes an adjustment procedure.

7 And, again, without asking you about any

8 numbers, can you describe your understanding, if

9 any, of what adjustments to the purchase price

10 were being made and what the criteria were for an

11 adjustment?

12 A. I was buying a company. I wasn't buying

13 assets. And the purchase price of the

14 corporation was based on certain assets involved

15 in the transfer.

16 Q. Right.

17 A. And I'm sure there were things that were

18 involved in here that had to do with the balance

19 sheet I was inheriting, what would be credited

20 and what would be debited and the like towards

21 the purchase price.

22 Q. Do you know if there was any adjustment

23 contingency based on outstanding litigation with

24 Boston Executive Helicopters?



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1 A. I can answer that if you --

2 Q. I didn't ask you about what your lawyer

3 told you so --

4 MR. HARTZELL: Hold on a second. Can we

5 go off the record for a second?

6 (Recess taken at 2:51 p.m.)

7 (Deposition resumed at 2:52 p.m.)

8 MR. HARTZELL: Could you repeat your

9 question?

10 BY MR. FEE:

11 Q. Sure. Without asking you about any

12 numbers, do you have any understanding of what

13 the adjustments to purchase price were and what

14 criteria were used to determine whether an

15 adjustment would be made?

16 A. I would answer the same way as I prior

17 did, in that I can't tell you exactly what was

18 there but in buying a company, there were going

19 to be adjustments made for what fuel might be

20 left in the tank, what receivables might be bad.

21 There were just monetary type of adjustments that

22 were to be managed.

23 I can't tell you specifically the

24 specific accounts payables or bad debt expenses

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1 or whatever.

2 Q. Right.

3 A. That's the adjustments that I was led to

4 believe were involved in that right there.

5 Q. Were there any adjustments provided for

6 with respect to the outcome of litigation between

7 FlightLevel Norwood, LLC, and Boston Executive

8 Helicopters?

9 A. In addressing that, I would address it

10 the same way as -- I was a knowledgeable buyer

11 and I bought the company, not the assets.

12 Therefore, I assumed in the purchase any

13 liabilities that might come with the purchase of

14 the corporation and not the assets.

15 Q. And my question was whether or not, if

16 you remember, were there any adjustments

17 discussed in this portion of the purchase

18 agreement that dealt with Boston Executive

19 Helicopters and any potential adverse results of

20 litigation with Boston Executive Helicopters?

21 A. None.

22 Q. Okay. I'm on 17 now.

23 A. Okay.

24 Q. Just a technical question now.

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1 A. Yes, sir.

2 Q. Just to confirm my understanding that

3 FlightLevel Norwood, LLC, is currently the

4 100 percent owner and beneficiary of EAC Realty

5 Trust, EAC Realty Trust II, S&T Realty Trust of

6 Norwood, and EAC Realty Trust IV. Is that your

7 understanding?

8 A. That's what it says here, but it's too

9 complicated for me. There's a lot of companies

10 under it.

11 Q. Okay. And you're relying on others to

12 make sure that your interests are --

13 A. That is correct.

14 Q. -- are represented well. Okay.

15 I'm on 319 -- I'm sorry. Radlo22.

16 A. Okay. Yes, sir.

17 Q. And it talks about the environmental due

18 diligence that was done. Did you have any -- I'm

19 sorry.

20 Did you read any Phase I site assessments

21 that were done on FlightLevel property for this

22 transaction?

23 A. I had a study conducted for me.

24 Q. Yes. And did you review it?

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1 A. No. I was told it passed.

2 Q. Okay. And did you know -- do you know

3 who performed that study?

4 A. No. I just paid the bill.

5 Q. Okay.

6 A. I asked for it to be done.

7 Q. Radlo30.

8 A. Yes.

9 Q. It talks about -- paragraph 9 at the

10 bottom talks about the seller's obligations after

11 closing to ensure Lot 5 lease extension and Lot 6

12 and Lot 7 lease extension. Do you see that?

13 A. Under 9?

14 Q. Yes.

15 A. 9.1 you mean?

16 Q. Right.

17 A. To the best of my recollection, I believe

18 there was something going on with leases at that

19 time.

20 Q. Right. And to your knowledge have

21 those --

22 A. Yes. I think --

23 MR. HARTZELL: Hold on.

24

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1 BY MR. FEE:  
2 Q. -- contingencies been fulfilled?  
3 MR. HARTZELL: Hold on. I caution the  
4 witness to please wait until he finishes his  
5 question.  
6 BY MR. FEE:  
7 Q. To your knowledge have those  
8 contingencies been fulfilled?  
9 MR. HARTZELL: Objection.  
10 BY MR. FEE:  
11 Q. That are set forth in 91 and 92.  
12 A. Again, there's so many leases here, as  
13 the prior page. I believe they were met.  
14 Q. Okay. Are there any outstanding  
15 purchaser obligations that exist now?  
16 A. None.  
17 Q. How about seller obligations?  
18 A. None.  
19 Q. Other than the promissory note --  
20 A. Excuse me. Is that what you mean?  
21 Q. Right.  
22 A. That's an obligation. I apologize. Yes.  
23 I have a -- you pointed to something and I don't  
24 know --

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1 MR. HARTZELL: That's okay. You can  
2 answer that question.  
3 A. Yes. I have an obligation to the  
4 sellers.  
5 BY MR. FEE:  
6 Q. And did you take on additional financing  
7 or did ARR or ARR II take on financing for the  
8 purposes of this transaction?  
9 A. No.  
10 Q. Okay. Do you know the reason why you  
11 agreed that -- strike that.  
12 Were any of the documents that were  
13 signed as part of the transaction -- strike that.  
14 Do you know if the consent of any third  
15 parties were necessary in connection with the  
16 acquisition of a membership interest in  
17 FlightLevel Norwood by ARR and ARR II?  
18 A. Not that I was aware of.  
19 Q. Were you ever under the -- were you ever  
20 informed that leases to which FlightLevel  
21 Norwood, LLC, or its successors was a party  
22 required the consent of either the Norwood  
23 Airport Commission or BMA? Do you know that?  
24 MR. HARTZELL: Objection.

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1 A. Companies I have an investment invested  
2 in the lease. I wasn't sure that the lease was  
3 changing.  
4 BY MR. FEE:  
5 Q. I framed the question badly. What is  
6 your understanding of whether or not any  
7 third-party consents to leases were required in  
8 connection with this transaction?  
9 A. From what my counsel told me --  
10 MR. HARTZELL: What your counsel told you  
11 is privileged.  
12 THE WITNESS: Thank you.  
13 BY MR. FEE:  
14 Q. You can answer this yes or no. Did you  
15 have an understanding as to whether or not third  
16 parties would be required to consent to your --  
17 I'm sorry -- ARR or ARR II's acquisition of a  
18 membership interest in FlightLevel Norwood, LLC?  
19 A. I asked the question.  
20 Q. You asked the question and you were  
21 provided information in response to that  
22 question. Is that fair to say?  
23 A. Yes.  
24 Q. Okay. And is there any reason -- do you

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1 know if any third-party consents were given prior  
2 to the closing of the transaction?  
3 MR. HARTZELL: Objection.  
4 A. No.  
5 BY MR. FEE:  
6 Q. Do you know if third-party consents were  
7 obtained after the transaction?  
8 MR. HARTZELL: Objection.  
9 A. No.  
10 BY MR. FEE:  
11 Q. You have no idea or no knowledge, as you  
12 sit here today, whether third-party consents to  
13 lease arrangements to which FlightLevel Norwood  
14 was a party were obtained. Is that fair to say?  
15 MR. HARTZELL: Objection. You can  
16 answer.  
17 A. My counsel was asked by me --  
18 MR. HARTZELL: Again, don't disclose  
19 communications between you and counsel.  
20 A. I was given advice by my counsel.  
21 MR. HARTZELL: Don't disclose the advice.  
22 BY MR. FEE:  
23 Q. I think my question was different. I  
24 think I asked you: Do you have any knowledge, as



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1 you sit here today, whether third-party consents  
2 required under leases to which FlightLevel  
3 Norwood is a party were obtained? I think that's  
4 the question I asked.  
5 A. No.  
6 Q. Okay. I'm on "Encumbrances." Radlo40.  
7 A. One moment.  
8 Q. Sure. Take your time.  
9 A. Yes.  
10 Q. It says "Original acquisition of EAF by  
11 FlightLevel."  
12 Do you know what EAF stands for?  
13 A. Where is this, sir?  
14 Q. Bottom. Schedule 3.3.  
15 A. Yes. I see it now. No.  
16 Q. Now, the next page, 30, lists a variety  
17 of -- or several mortgages as well as a  
18 guarantee. And I asked you earlier whether it  
19 was your understanding that existing debt was  
20 discharged as part of this transaction, and you  
21 said you thought that the answer to that was yes.  
22 Correct?  
23 A. I assumed it was discharged or I wouldn't  
24 have been able to buy the company.

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1 Q. And do you know how that debt was  
2 discharged?  
3 A. I made a cash payment.  
4 Q. So in addition to the amount that was  
5 placed in escrow, you also made an additional  
6 cash payment to FlightLevel that they used to  
7 discharge existing debt. Is that fair to say?  
8 MR. HARTZELL: Objection.  
9 MR. FEE: I can state that another way.  
10 BY MR. FEE:  
11 Q. In addition to the cash that you placed  
12 in escrow as part of this transaction, you paid  
13 additional money which FlightLevel Norwood  
14 utilized to discharge existing debt. Is that  
15 fair to say?  
16 MR. HARTZELL: Objection.  
17 A. I put cash in escrow to release the debt  
18 that was on the company.  
19 BY MR. FEE:  
20 Q. Do you know if the debtholders that held  
21 mortgages on FlightLevel assets, as of the date  
22 of the transaction, have provided discharges?  
23 A. I have no idea.  
24 Q. Turning your attention now to 45.

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1 There's a reference to Blue Hills Bank. Do you  
2 see that?  
3 A. Yes. I see Blue Hills Bank.  
4 Q. Do you know if FlightLevel Norwood still  
5 has debt with Blue Hills Bank?  
6 A. I haven't seen it on the balance sheet.  
7 Q. Who handles the finances for FlightLevel  
8 Norwood currently?  
9 A. Peter and Mike.  
10 Q. Do you have --  
11 A. Mike DeLaria.  
12 Q. Do you have any role in handling the  
13 day-to-day financials of the company?  
14 MR. HARTZELL: Objection.  
15 A. I don't even have signing ability.  
16 BY MR. FEE:  
17 Q. Okay.  
18 A. I think I have signing ability. I don't  
19 have bank signing ability.  
20 Q. What role do you play in the day-to-day  
21 operations of FlightLevel Norwood, LLC?  
22 A. Capital expenditures and strategy, and  
23 that's it.  
24 Q. And how often do you meet or talk with

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1 Mr. Eichleay or Mr. DeLaria regarding your role  
2 in the company?  
3 A. Past nine weeks, probably three or four  
4 times in total; and prior to that, one visit a  
5 week or one call a week. So it's not extensive.  
6 Q. And I'm on 51 now. In Schedule 3.15  
7 there's a description of actual or threatened  
8 claims, orders, or proceedings. Do you see that?  
9 A. Yes, I do.  
10 Q. And one of the items listed is litigation  
11 commenced by the company against Moshe Yanai. Do  
12 you see that?  
13 A. Yes, I do.  
14 Q. Do you know who Mr. Yanai is?  
15 A. Yes. I had a -- yes.  
16 Q. Have you spoken to him before?  
17 A. Yes, I have, and I've written to him.  
18 Q. So what, if anything, did FlightLevel  
19 Norwood disclose to you regarding the litigation  
20 against Mr. Yanai?  
21 MR. HARTZELL: Again, just caution the  
22 witness. If that information came from the  
23 lawyers, it's privileged. If it came separately  
24 from Mr. Eichleay, that information or that

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1 communication between you and Mr. Eichleay, if it  
2 was just between the two of you, would not be  
3 privileged.  
4 But if the other people were present --  
5 if the lawyers were present, then it's  
6 privileged.  
7 A. There were conversations between myself  
8 and Mr. Eichleay.  
9 BY MR. FEE:  
10 Q. What did he tell you about the suit  
11 against Mr. Yanai?  
12 A. That it is a very complicated suit but,  
13 briefly, that there was a suit because there was  
14 some snow dumped onto a fuel tank and then there  
15 were some barriers that were dumped over. And  
16 that's why BEH was being sued for doing that to  
17 us.  
18 Q. Did you know that BEH has counterclaimed  
19 against FlightLevel for monopolization of the  
20 Norwood Airport?  
21 MR. HARTZELL: Objection.  
22 BY MR. FEE:  
23 Q. Do you know that today?  
24 A. Yes.

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1 Q. Okay. And did you know that at the time  
2 that you entered into this purchase agreement?  
3 A. I thought it was against the town, not  
4 against us. I thought there was a federal suit  
5 that involved FlightLevel and the town.  
6 Q. Okay. How many lawsuits do you think  
7 there are between FlightLevel and BEH?  
8 A. There was one with the town --  
9 FlightLevel and BEH?  
10 Q. Yes.  
11 A. I think there's our suit against them and  
12 their suit against us.  
13 Q. Is ARR indemnified for any adverse  
14 results of those litigations?  
15 A. No.  
16 Q. It's your understanding that ARR Aviation  
17 and ARR Aviation II, LLC, are not indemnified by  
18 FlightLevel Norwood or the sellers under this  
19 transaction for an adverse judgment as a result  
20 of litigation between FlightLevel Norwood, LLC,  
21 and BEH?  
22 A. I bought a company. I didn't buy the  
23 assets. Therefore, you buy a company, you take  
24 on those responsibilities.

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1 Q. And how did you -- how, if at all, did  
2 you quantify those liabilities vis-a-vis Boston  
3 Executive Helicopters?  
4 A. Private counsel advised me what their  
5 opinion was.  
6 Q. Okay.  
7 (Exhibit No. 596 marked for  
8 identification.)  
9 BY MR. FEE:  
10 Q. I'm going to show you what's been marked  
11 as Exhibit 596. And, again, not inquiring as to  
12 any numbers or percentages. At the bottom of  
13 this document, which was executed presumably in  
14 connection with the acquisition by your companies  
15 of an interest in FlightLevel Norwood, LLC,  
16 there's a document that was titled "Limited  
17 Liability Company Resolution."  
18 And halfway down -- sorry -- at the  
19 bottom of the page and for the entire next top of  
20 the page on page 2, there's a redacted paragraph  
21 that's entitled "Loan Transaction." Do you see  
22 that?  
23 A. Yes, I do.  
24 Q. Now, again, without disclosing any

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1 amounts, can you describe for me, in as  
2 comprehensive terms as possible, what your  
3 understanding, as you sit here today, is of the  
4 loan transaction described in this document?  
5 A. I do not know whether it's the loan that  
6 I paid off or the referred-to prior note I was  
7 receiving.  
8 Q. So stepping away from the document now,  
9 just tell me, in your best understanding, what  
10 loan transactions took place in connection with  
11 the transaction that we have been talking about.  
12 A. As you're aware, there was a debt  
13 transfer that occurred and there was also a debt  
14 payment that was made. So I don't know which  
15 that refers to.  
16 Q. So other than the promissory notes that  
17 we discussed from you or from ARR to the  
18 sellers --  
19 A. Yes.  
20 Q. -- and the payoff of the existing debt --  
21 A. Yes.  
22 Q. -- was there any other loan transaction  
23 that was entered into as part of this acquisition  
24 of a membership interest in --



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1 A. Not by me.  
2 Q. Anybody else?  
3 A. I cannot answer that.  
4 Q. Okay.  
5 (Exhibit No. 597 marked for  
6 identification.)  
7 BY MR. FEE:  
8 Q. Mr. Radlo, I'm showing you Exhibit 597.  
9 It appears to be the limited liability operating  
10 agreement for FlightLevel Norwood dated 2007.  
11 A. Yes.  
12 Q. Have you seen that before?  
13 A. There's such a litany of papers. It's  
14 quite possible. It's quite possible I didn't.  
15 This is a lot of paperwork.  
16 Q. I'm not trying to overwhelm you with  
17 paper. My question is: If you have a  
18 recollection of seeing it before, I'd like to ask  
19 you about it. If you don't, that's fine too.  
20 A. I cannot honestly say yes or no to having  
21 seen this.  
22 Q. Fair enough. I'll take it back.  
23 A. Thank you.  
24

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1 (Exhibit No. 598 marked for  
2 identification.)  
3 BY MR. FEE:  
4 Q. Mr. Radlo, I'm going to show you Exhibit  
5 598, which is a document that was executed in  
6 connection with this transaction, and I just want  
7 to ask you a few questions about it. Is that  
8 your signature on the second page?  
9 A. Absolutely.  
10 Q. And, sir, is it your understanding that  
11 as part of this transaction that the operating  
12 agreement was amended? Is that correct?  
13 A. I have no idea.  
14 Q. Do you know whether you, or by and  
15 through your entities, control 100 percent of  
16 FlightLevel Norwood, LLC?  
17 MR. HARTZELL: Objection.  
18 A. I believe my entities control 100 percent  
19 of FlightLevel Norwood's lease. Yes.  
20 BY MR. FEE:  
21 Q. Does anyone else have any ownership  
22 interest in FlightLevel Norwood, LLC, that you're  
23 aware of?  
24 MR. HARTZELL: It's your memory.

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1 A. I own 100 percent of the stock.  
2 BY MR. FEE:  
3 Q. Does anyone else hold any ownership  
4 interest in FlightLevel Norwood, LLC?  
5 A. No.  
6 Q. Okay.  
7 MR. HARTZELL: Off the record for a  
8 second.  
9 (Discussion off the record.)  
10 THE WITNESS: Can I ask you a question?  
11 MR. HARTZELL: Not in front of counsel.  
12 (Recess taken at 3:14 p.m.)  
13 (Deposition resumed at 3:15 p.m.)  
14 BY MR. FEE:  
15 Q. As part of the due diligence process, I  
16 know that you said you had never met with any  
17 representative of the Norwood Airport Commission  
18 or the Norwood Airport manager, but do you know  
19 if your attorney did?  
20 A. My private attorney did not.  
21 Q. Do you know if anyone acting on your  
22 behalf met with any member of the Norwood Airport  
23 Commission or any representative of the town of  
24 Norwood?

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1 MR. HARTZELL: Objection. What time  
2 frame?  
3 MR. FEE: I'm talking prior to the  
4 acquisition.  
5 A. I have no definitive knowledge.  
6 BY MR. FEE:  
7 Q. Other than your attorney, was there  
8 anyone else conducting due diligence analysis on  
9 your behalf?  
10 A. My attorney was being -- asking  
11 questions. I was doing my own due diligence.  
12 Q. My question was a little different.  
13 A. Go ahead.  
14 Q. Other than your attorney, was there  
15 anyone else conducting due diligence on  
16 FlightLevel Norwood on your behalf?  
17 A. No outside parties --  
18 Q. So --  
19 A. -- that I'm aware of.  
20 Q. And you don't know whether your attorney  
21 met with members of the Norwood Airport  
22 Commission or the airport manager. Is that fair  
23 to say?  
24 A. That's correct.

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1 Q. Okay. So I just want to ask you about  
2 Radlo56. Do you know who MII Aviation Services,  
3 LLC, is?  
4 A. No, I do not.  
5 Q. Would it refresh your recollection if I  
6 told you it was owned by Moshe Yanai?  
7 A. If you tell me that, yes. I didn't know  
8 he was MII, but yes.  
9 Q. I'm drawing your attention to Schedule  
10 3.7B where it states MII Aviation Services, LLC.  
11 Do you see that?  
12 A. Yes, I do.  
13 Q. Do you know that MII Aviation Services,  
14 LLC, is a tenant of FlightLevel in Hangar G?  
15 A. I don't know what Hangar G is.  
16 Q. Do you know that Moshe Yanai's company,  
17 MII Aviation, is a tenant of FlightLevel?  
18 A. I wasn't aware he was paying me rent.  
19 Q. Do you know -- did you ever learn of  
20 FlightLevel's plans to evict Mr. Yanai's company  
21 from the airport?  
22 A. I am not aware of that.  
23 Q. Are you aware of -- did you become aware  
24 of, at any time, FlightLevel's plans to evict

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1 Boston Executive Helicopters from its rented unit  
2 in --  
3 A. No, I have not.  
4 Q. -- Lot G?  
5 A. Just there's some non-rent-payer that --  
6 I don't know their name. That's the only one I'm  
7 aware of.  
8 Q. Based on the Schedule 3.17 that I've  
9 shown you, you had no knowledge and you have no  
10 knowledge of FlightLevel Norwood's plans to evict  
11 either --  
12 A. I --  
13 Q. Let me finish the question.  
14 -- either Boston Executive Helicopters or  
15 Mr. Yanai's company?  
16 A. No. I probably would not have thought I  
17 could write Mr. Yanai a letter if I was trying to  
18 kick him out of here.  
19 Q. Okay. Now, after the transaction in  
20 December of 2016, did you have -- when is the  
21 first time you had any interactions with members  
22 of the Norwood Airport Commission?  
23 A. Probably the first time we met was, I  
24 think, in this hangar over here. We had a party.

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1 Q. So you're pointing to a hangar that's  
2 located --  
3 A. No. Actually, it's another hangar over  
4 here. I'm sorry. I told you I don't know A from  
5 B from G.  
6 Q. There was a party at the airport?  
7 A. Yes.  
8 Q. And what was the occasion?  
9 A. I think we were having -- an open house  
10 for NetJets was the purpose of our party.  
11 Q. And --  
12 A. They were NetJets customers and whatever.  
13 They brought their jets in.  
14 Q. And do you know when this party took  
15 place?  
16 A. September 6th, I believe, of 2017.  
17 Q. You have a very strong recollection of  
18 that date.  
19 A. Certain things. It was in that area,  
20 yes.  
21 Q. So in September of 2017, was this the  
22 first time that you had visited the airport?  
23 A. No.  
24 Q. When was the first time you had visited

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1 the airport?  
2 A. I'd been standing outside the gates  
3 watching airplanes take off for 20 years prior.  
4 Q. When was the first time you visited the  
5 airport in connection with the acquisition of an  
6 interest in FlightLevel Norwood?  
7 A. It would be a meeting with Peter in  
8 probably July or somewhere in that time frame of  
9 2016.  
10 Q. And did you have your meetings typically  
11 at the airport when you were discussing potential  
12 acquisition?  
13 A. No. I think we had just one phone  
14 call -- excuse me -- just one meeting here and  
15 the rest were done by phone.  
16 Q. And did you have any other occasion to  
17 visit the airport prior to the party in September  
18 of 2017?  
19 A. Once I took over the investment in the  
20 lease, I came by once a week or once every other  
21 week.  
22 Q. And is that still your practice today?  
23 A. I'd like to continue that practice, yes.  
24 If I was well, I'd be here once or twice a week,



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1 yes. But I travel a lot also so there's times  
2 I'm -- or used to travel. Excuse me.  
3 Q. What was the occasion for the party? You  
4 said NetJets.  
5 A. NetJets was coming here, and we wanted to  
6 show off NetJets as a large customer and do a  
7 relationship -- increase our relationship and let  
8 them use our facilities and let them -- and we  
9 had another company in Tradewind and we had a --  
10 we were trying to increase our business and show  
11 off -- bring customers in, high-net-worth  
12 individuals, to meet charter companies.  
13 Q. And who did you meet from the Norwood  
14 Airport Commission at the party?  
15 A. I believe Mr. Ryan.  
16 Q. Anyone else?  
17 A. There may have been another person at  
18 that time, but I didn't know their names or what  
19 they looked like.  
20 Q. At that time did you introduce yourself  
21 as the new owner of FlightLevel?  
22 MR. HARTZELL: Objection.  
23 A. I basically said hello to them.  
24

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1 BY MR. FEE:  
2 Q. I'm just wondering what their  
3 understanding was of your role. I mean, did they  
4 know that you had acquired an interest in  
5 FlightLevel Norwood?  
6 MR. HARTZELL: Objection.  
7 BY MR. FEE:  
8 Q. Did you tell them?  
9 A. I never introduced myself as the owner.  
10 I'm very quiet. Peter runs the place and Mike  
11 runs the place and I mind my business.  
12 BY MR. FEE:  
13 Q. So was it ever disclosed at the party  
14 that you had acquired a 100 percent ownership  
15 interest in --  
16 A. I can't --  
17 BY MR. FEE:  
18 Q. -- in FlightLevel Norwood?  
19 MR. HARTZELL: Slow down. Objection.  
20 A. I can't tell you that answer. I'm not  
21 aware of that.  
22 BY MR. FEE:  
23 Q. Do you know if at any time you discussed  
24 with Mr. Bichleay the utility of informing the

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1 airport commission that you had acquired a 100  
2 percent ownership interest in FlightLevel?  
3 A. No.  
4 MR. HARTZELL: Slow down. Objection. Go  
5 ahead.  
6 A. I'm a trusting individual and I had my  
7 representation, and I believe they did everything  
8 that was necessary to keep everything the way it  
9 should be.  
10 BY MR. FEE:  
11 Q. So you had no understanding, one way or  
12 another, as to whether or not your acquisition of  
13 an ownership interest in FlightLevel had been  
14 communicated to the Norwood Airport Commission.  
15 Is that fair to say?  
16 MR. HARTZELL: Objection.  
17 A. I believe they knew I was involved  
18 somehow in the lease.  
19 BY MR. FEE:  
20 Q. How did they know?  
21 A. Possibly when the legal -- Peter,  
22 somebody might have told them, but I didn't tell  
23 them.  
24 Q. Okay. Did you play any role whatsoever

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1 in the assignment of interest in FlightLevel  
2 leaseholds -- I'm sorry -- the consent to the  
3 assignment of FlightLevel leaseholds by the  
4 Norwood Airport Commission?  
5 MR. HARTZELL: Objection.  
6 A. I didn't understand the question, so I  
7 apologize.  
8 BY MR. FEE:  
9 Q. Strike that. Let me rephrase it.  
10 Do you have an understanding that as part  
11 of the requirements of lease agreements that  
12 FlightLevel's a party to, consent to transfer is  
13 required by the lessor? Do you understand that?  
14 MR. HARTZELL: Objection.  
15 A. I was not understanding that there was a  
16 change in the leasehold that owned the airport.  
17 BY MR. FEE:  
18 Q. Okay.  
19 A. That owned the lease.  
20 Q. Was it your understanding that no consent  
21 by any governmental party was required to -- in  
22 connection with your acquisition of an ownership  
23 interest in FlightLevel Norwood?  
24 MR. HARTZELL: Objection.

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<p>1 A. Legal advice told me how to go about my 2 business. 3 BY MR. FEE: 4 Q. I'm asking you what your personal 5 understanding of it was. 6 A. From legal advice. 7 Q. Right. And so again I'll ask you: Do 8 you have any understanding as to whether or not a 9 consent by the Norwood Airport Commission was 10 required in connection with any aspect of your 11 acquisition of and ownership interest in 12 FlightLevel Norwood? 13 MR. HARTZELL: Objection. 14 A. I'm not aware of it. 15 BY MR. FEE: 16 Q. Okay. Do you know whether, at any time, 17 FlightLevel Norwood advised the Norwood Airport 18 Commission that you had -- or ARR had acquired 19 any ownership interest in FlightLevel Norwood? 20 A. I would have to make an assumption that 21 they did. 22 Q. Okay. 23 A. But you never gave me a time frame 24 either.</p>	<p>1 sorry -- the ARR entities' acquisition of a 2 membership interest in FlightLevel? 3 MR. HARTZELL: I would just caution the 4 witness that if you had communications with 5 counsel at FlightLevel, that would be privileged. 6 But if you had communications outside of counsel, 7 those would not be privileged. Arguably not be 8 privileged. 9 A. As this came from my counsel, then I feel 10 I shouldn't answer the question. 11 BY MR. FEE: 12 Q. Let me phrase it a different way. Did 13 you have communications with anyone at 14 FlightLevel, other than counsel, regarding 15 disclosure of an ownership interest in 16 FlightLevel by the ARR entities? 17 A. That would only be done -- to the best of 18 my recollection, it would only have been done 19 with my counsel's advice. 20 Q. Okay. 21 A. I had contact with my counsel, internal 22 counsel. 23 Q. So you said you hadn't seen this letter 24 before today; is that right?</p>
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<p>1 Q. I'm happy to give you -- 2 A. Because I'm sure there's a period of time 3 in which they knew because I had met with them. 4 Q. Understood. I'm going to show you a 5 document that's been marked as Exhibit 542 to the 6 Ryan deposition. It appears to be a letter from 7 Mr. Burlingham to the Norwood Airport Commission 8 disclosing the acquisition of a membership 9 interest by ARR entities. Have you seen this 10 document before? 11 MR. HARTZELL: Objection. 12 A. No. I have not seen this document. 13 BY MR. FEE: 14 Q. Did you have any discussion with anyone 15 at FlightLevel regarding the -- disclosing to the 16 Norwood Airport Commission that ARR entities had 17 acquired an interest in FlightLevel? 18 A. They're my legal counsel. I trusted them 19 to do what was appropriate. Whether this is 20 appropriate or not appropriate, I don't know. 21 Q. I'm not asking you if it's appropriate. 22 I'm asking you if you had any discussions with 23 anyone at FlightLevel regarding disclosure to the 24 Norwood Airport Commission regarding your -- I'm</p>	<p>1 A. March 13, 2018. So this was just put out 2 six months ago. I don't know the purpose of this 3 on March 13, 2018, for something that happened in 4 2016. So I don't even understand what's going on 5 here. 6 Q. Okay. So my question was: Have you seen 7 this letter before today? 8 A. No. I've never seen this document 9 before. 10 Q. Okay. 11 (Exhibit No. 599 marked for 12 identification.) 13 BY MR. FEE: 14 Q. I'm showing you a document that's been 15 marked as Radlo599. It appears to be a letter 16 dated April 2, 2018, to FlightLevel from the 17 manager of the Norwood Memorial Airport. Why 18 don't you just take a look at it. I'll ask you a 19 question. 20 A. Okay. So that's what this is in 21 reference to? 22 Q. It appears -- the document that I've 23 shown you appears to include an attachment 24 which -- of the previously marked Exhibit 542.</p>



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1 So have you had a chance to look at it?

2 A. So that's the same. I have some

3 understanding what this is about.

4 Q. My question is: Have you seen this

5 before?

6 A. I have not seen this document, no.

7 Q. Have you had any discussions with anyone

8 at FlightLevel other than Mr. Burlingham

9 regarding the Norwood Airport Commission's

10 request that ARR and FlightLevel -- strike that.

11 That FlightLevel Norwood provide

12 financial information?

13 A. This is strictly between myself and

14 counsel.

15 Q. Okay. And is that counsel

16 Mr. Burlingham?

17 A. Yes.

18 Q. Did you have any discussions with

19 Mr. Eichleay about the Norwood Airport

20 Commission's request that financial information

21 be provided regarding your -- I'm sorry -- the

22 ARR entities' acquisition of a membership

23 interest in FlightLevel Norwood?

24 A. Other than being at a commission meeting

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1 where this was asked of us and then I turned this

2 over to my in-house counsel to take care of.

3 Q. Did --

4 A. So he may have been at that meeting

5 conceivably.

6 Q. Do you know if it was ever requested of

7 you that you provide a personal financial

8 statement?

9 A. Not that I'm aware of.

10 Q. Was it ever requested by the Norwood

11 Airport Commission that you provide income tax

12 returns?

13 A. Not that I'm aware of.

14 Q. Was it ever requested by the Norwood

15 Airport Commission that you provide a personal

16 guarantee?

17 A. Not that I'm aware of.

18 Q. Did the Norwood Airport Commission ever

19 ask you to provide any financial information

20 regarding ARR Aviation or ARR Aviation II, LLC?

21 A. I believe this would be in reference to

22 that. Yes.

23 Q. And what, if any, information regarding

24 ARR and ARR II was provided to the Norwood

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1 Airport Commission?

2 A. Probably nothing.

3 Q. It's your understanding that no financial

4 information regarding ARR Aviation or ARR

5 Aviation II, LLC, was provided to the Norwood

6 Airport Commission. Is that fair to say?

7 A. It's fair to say that they received

8 something.

9 Q. Well, let's look at the letter that's in

10 front of you. 599.

11 A. Yes.

12 Q. It appears to be seeking information

13 regarding FlightLevel Norwood. Is that fair to

14 say?

15 A. Yes.

16 Q. And so my question -- and it is your

17 understanding that FlightLevel Norwood responded

18 to this request for information.

19 A. Yes.

20 Q. And provided financial information

21 regarding FlightLevel Norwood.

22 A. That is correct.

23 Q. And it's also your understanding that no

24 financial information regarding ARR or ARR

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1 Aviation II, LLC, was provided to the NAC at any

2 time. Is that fair to say?

3 A. To the best of my recollection, yes.

4 Q. And to the best of your recollection, is

5 it fair to say that no personal financial

6 information -- Allan Radlo personal financial

7 information -- was requested by the NAC or

8 provided?

9 A. Not that I'm aware of.

10 Q. Okay. Now, were you present -- when did

11 you start to go to -- strike that.

12 Have you attended any NAC meetings?

13 A. Yes.

14 Q. And when?

15 A. I probably started in -- 2018 is probably

16 when I started attending the meetings.

17 Q. Do you remember --

18 A. It's quite possible I was at the November

19 meeting or December, but it probably wasn't

20 until -- maybe the end of 2017 is when I started

21 attending.

22 Q. And do you attend them on a regular

23 basis?

24 A. When I'm in town, yes.



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1 Q. And so your recollection is at or about  
2 the time that you acquired -- that ARR acquired  
3 its interest in FlightLevel Norwood that that's  
4 when you started attending meetings. Is that  
5 fair to say?  
6 MR. HARTZELL: Objection.  
7 A. No. It's not fair to say. As I said, it  
8 was probably somewhere towards the end of 2017  
9 when I started attending meetings.  
10 BY MR. FEE:  
11 Q. I'm sorry. I misheard you.  
12 A. That's okay.  
13 Q. So sometime after you executed the LOI,  
14 your recollection is that you attended a Norwood  
15 Airport Commission meeting. Is that fair to say?  
16 A. The LOI was signed in 2016, and I didn't  
17 start attending meetings for probably a year and  
18 a half after that.  
19 Q. I understand now. All right.  
20 So --  
21 A. There are sign-in sheets so they'll know.  
22 I can't tell you exactly when I --  
23 Q. I know about the sign-in sheets.  
24 So September of 2017 --

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1 A. Is my estimate of -- maybe I went in May.  
2 I just don't remember going.  
3 Q. I'm going to show you a document that's  
4 been marked previously as Exhibit 540.  
5 A. Thank you.  
6 Q. It appears to be the meeting minutes of  
7 the Norwood Airport Commission meeting,  
8 January 10, 2018. I just draw your attention  
9 to the second page, under "New Business," second  
10 full paragraph. It says:  
11 "Welcome to Allan Radlo, owner of  
12 FlightLevel, recognized for its commitment to the  
13 airport."  
14 Do you see that?  
15 A. Yes.  
16 Q. So having searched the meeting minutes,  
17 this is the first time I've seen your name come  
18 up. Does this refresh your recollection as to  
19 when you began to attend Norwood Airport --  
20 A. I'll say again I did not attend for quite  
21 a while. So if this is the first time it shows  
22 up, then fine.  
23 Q. Understood. And I want to ask you about  
24 your commitment to the airport and Mr. Ryan's

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1 understanding of that. How did he gain -- what  
2 did you tell Mr. Ryan regarding your commitment  
3 to the airport?  
4 A. I've had a meeting with Mr. Ryan and my  
5 counsel.  
6 THE WITNESS: That's public information.  
7 Correct?  
8 BY MR. FEE:  
9 Q. It is.  
10 MR. HARTZELL: Yes.  
11 A. And I discussed that I wanted to commit  
12 capital to this airport and make it grow. I  
13 didn't want it to become Marlborough Airport and  
14 just have five propeller planes there.  
15 Q. When did you have that meeting with  
16 Mr. Ryan?  
17 A. Probably in --  
18 THE WITNESS: Would you say the end of  
19 2017? You were there.  
20 MR. HARTZELL: Mr. Radlo, you have to  
21 answer the question based on your memory.  
22 THE WITNESS: Thank you, sir.  
23 MR. HARTZELL: Off the record.  
24 (Discussion off the record.)

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1 A. It may have been the end of 2017.  
2 BY MR. FEE:  
3 Q. Was it at or about the time that you saw  
4 Mr. Ryan at the party?  
5 A. No. I had seen him much prior to that  
6 and, again, I don't know what his recommitment  
7 here -- I didn't commit anything.  
8 Q. When was the first time that you met  
9 Mr. Ryan? You said it was at the party.  
10 A. I think I said hello to him  
11 September 6, 2017.  
12 Q. When was the next time you saw him?  
13 A. The next time I saw him is -- I saw some  
14 underprivileged children in the rain, and I  
15 wanted to do something so kids didn't have to  
16 stand in the rain with their parents. And I  
17 talked to him about doing something with  
18 landscaping.  
19 Q. When was that?  
20 A. Probably that fall of 2017, I imagine.  
21 Q. So is it -- did --  
22 A. It might have been earlier.  
23 Q. So you reached --  
24 A. Probably wasn't until after September of



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1 2017.  
2 Q. But when you said hello to him on  
3 September 6, 2017, you said that you didn't  
4 introduce yourself as the new owner of  
5 FlightLevel. In fact, you weren't sure --  
6 A. I don't even tell anyone I'm an owner.  
7 Q. Understood. But I'm trying to understand  
8 when Mr. Ryan may have become aware of the fact  
9 that you were, in fact, an owner of FlightLevel.  
10 A. I can't give you that answer.  
11 Q. So when did you have your first meeting  
12 with him to discuss the landscaping project?  
13 A. Sometime after September of 2017, I  
14 believe, and I brought a landscape person with  
15 me.  
16 Q. So I'm going to show you a document that  
17 was marked as Exhibit 591, and it contains  
18 several e-mails between Mr. Ryan and your  
19 landscaper -- I'm sorry -- the landscape  
20 consultant. It's dated in February of 2018. I'm  
21 just wondering --  
22 A. Right. So the time frame would have been  
23 correct. It was after September of 2017.  
24 Q. Right. Does that refresh your

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1 recollection as to when you met with Mr. Ryan  
2 regarding the landscape project?  
3 A. It's -- I think I -- well, "See you then  
4 at the site."  
5 I remember my dad was here and they  
6 happened to be eating at the restaurant, and it  
7 was the same day Mr. Ryan came over to visit the  
8 landscape architect to go over plans that we had  
9 drawn up without Mr. Ryan.  
10 Q. Okay.  
11 A. It was between -- myself and the  
12 landscape architect drew up plans to present to  
13 him.  
14 Q. And that was in or about February of  
15 2018. Is that fair to say?  
16 A. It appears that's when it is. It seemed  
17 to be a little bit earlier than that when they  
18 worked on the designs but --  
19 Q. Do you recall any other meetings with  
20 Mr. Ryan?  
21 A. I've had -- to the best of my  
22 recollection, December of -- September of 2016  
23 meeting over the landscaping, and I believe I've  
24 had two private meetings with my counsel and

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1 Peter to discuss moving the airport forward.  
2 Q. Right. I'm talking about meetings with  
3 Mr. Ryan, though.  
4 A. My -- only time that I've seen Mr. Ryan  
5 solely -- I have never seen Mr. Ryan solely  
6 except for the landscape architect meeting.  
7 Q. In the meetings that you had with  
8 Mr. Ryan in which your counsel was present, when  
9 were those?  
10 A. I believe they -- I think it was cold  
11 out, so it must have been the end of 2017, I  
12 would imagine.  
13 Q. Where were those meetings?  
14 A. It was in their offices.  
15 Q. You say "their offices." Whose offices?  
16 A. The Norwood Airport Commission at the  
17 highway department's offices.  
18 Q. How many meetings did you have with  
19 Mr. Ryan?  
20 A. Possibly two or three at the highway  
21 department.  
22 Q. What did you discuss with Mr. Ryan during  
23 those meetings?  
24 A. Strategic things that were going on in

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1 the industry that I thought the Norwood Airport  
2 Commission needed to take notice of or perish as  
3 an airport.  
4 Q. What types of things did you discuss with  
5 Mr. Ryan?  
6 A. We discussed that if we don't have an  
7 extended runway, there probably won't be an  
8 airport here too much longer and went into the  
9 economics of what's going on in the real world  
10 and what's going on at other airports that have  
11 expanded runways and what's going on at this  
12 airport versus other airports.  
13 Q. And can you give me a time frame when  
14 you're having these conversations with Mr. Ryan;  
15 if you can recall?  
16 A. I'm trying -- to the best of my  
17 recollection, I think it was cold out. So there  
18 could have been some at the end of 2017 and there  
19 could have been some in the beginning of 2018, as  
20 late as maybe March of this year possibly.  
21 Q. So Q4 '17, Q1 '18?  
22 A. May have been even March/April of 2018,  
23 but there were two or three meetings. He was  
24 there both -- all times. And Mr. Sheehan was

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<p>1 there, and then another meeting there was -- one</p> <p>2 selectman was there and another selectman in</p> <p>3 another meeting. That's why I get three or four</p> <p>4 meetings possibly.</p> <p>5 Q. At all of these meetings you discussed a</p> <p>6 plan or a concept of extending the runway at the</p> <p>7 airport. Is that fair to say?</p> <p>8 A. That was the basis of the meeting, yes.</p> <p>9 Q. Did you make a commitment on behalf of</p> <p>10 FlightLevel to undertake that project?</p> <p>11 A. I couldn't do the project on my own.</p> <p>12 Q. I understand that.</p> <p>13 A. I don't know the specific question.</p> <p>14 Undertake what? Excuse me. I'm not doing the</p> <p>15 questioning but --</p> <p>16 Q. I'll reframe the question if you don't</p> <p>17 understand.</p> <p>18 A. Thank you, sir.</p> <p>19 Q. During the time frame, did you make any</p> <p>20 commitments on behalf of FlightLevel to</p> <p>21 contribute to this planned expansion of the</p> <p>22 runway?</p> <p>23 A. Being naive, I asked, "How the heck do we</p> <p>24 get this thing done? If I pay for it, will you</p>	<p>1 improvements at the airport?</p> <p>2 A. Yes. I want to build hangars here.</p> <p>3 Q. And specifically on which lots?</p> <p>4 A. I don't know the numbers of the lots</p> <p>5 here.</p> <p>6 Q. Do you know what types of hangars you</p> <p>7 want to build?</p> <p>8 A. I want to build corporate hangers.</p> <p>9 Q. To take jets --</p> <p>10 A. Yes.</p> <p>11 Q. -- or to house jets. Correct?</p> <p>12 A. Yes.</p> <p>13 Q. You said earlier that you thought that</p> <p>14 the cash flow for FlightLevel was satisfactory.</p> <p>15 Is that fair to say?</p> <p>16 MR. HARTZELL: Objection.</p> <p>17 A. Satisfactory to me.</p> <p>18 BY MR. FEE:</p> <p>19 Q. Right.</p> <p>20 A. Maybe not to somebody else.</p> <p>21 Q. That's all I'm asking. Was it</p> <p>22 satisfactory to you?</p> <p>23 A. Yes.</p> <p>24 Q. And do you know the source of</p>
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<p>1 do it? Who's going to do it? Is it legal to pay</p> <p>2 for it? Can it be done? How do we get this</p> <p>3 done? How do -- what are the steps we go</p> <p>4 through?</p> <p>5 "Here's the economics. Here's my</p> <p>6 strategy. Here's what's going on in the real</p> <p>7 world. Here's what's going on with FlightLevel</p> <p>8 Norwood that I can see."</p> <p>9 Q. Okay.</p> <p>10 A. I want to grow. I want to grow -- impart</p> <p>11 to the town, the importance of -- economic</p> <p>12 importance of what a good regional airport does,</p> <p>13 and they don't maybe fully understand that.</p> <p>14 Analog Devices has a big division in California</p> <p>15 and can't even use an airport in their backyard</p> <p>16 to get to California.</p> <p>17 And what if they leave town and their</p> <p>18 thousands of employees leave town? I'm trying to</p> <p>19 impart on them my wisdom as a consultant,</p> <p>20 basically, and to the beneficiary of the airport</p> <p>21 and to myself as an investor.</p> <p>22 Q. Right. Did you make commitments or --</p> <p>23 strike that.</p> <p>24 Did you discuss any other planned</p>	<p>1 FlightLevel's revenue? Do you know the sources</p> <p>2 of their revenue?</p> <p>3 A. Yes.</p> <p>4 Q. Is it fair to say that one source is</p> <p>5 leasehold rental?</p> <p>6 A. I love rental.</p> <p>7 Q. And that's one source of FlightLevel</p> <p>8 revenue --</p> <p>9 A. Yes.</p> <p>10 Q. -- but there's also fuel sales. Do you</p> <p>11 know that?</p> <p>12 A. I love rental.</p> <p>13 Q. What about fuel sales? How do you feel</p> <p>14 about that?</p> <p>15 A. If I'm renting a hangar, I'm going to be</p> <p>16 selling fuel.</p> <p>17 Q. Do you have an understanding of the</p> <p>18 strength of FlightLevel's revenue from fuel</p> <p>19 sales?</p> <p>20 A. I know the numbers of this company now.</p> <p>21 Yes.</p> <p>22 Q. At the time that you were doing your due</p> <p>23 diligence, did you make an assessment regarding</p> <p>24 FlightLevel's fuel sales?</p>



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1 A. I saw the fuel sales.  
2 Q. And would you describe them as  
3 satisfactory?  
4 A. Doesn't matter what the fuel sales -- it  
5 matters what the margins on the fuel sales are.  
6 Q. Understood.  
7 A. And the margins on the fuel sales might  
8 not matter because you may make more -- when you  
9 have a customer, it's a multi-faceted revenue  
10 stream from a customer.  
11 Q. Right. Did you think that fuel --  
12 revenue from fuel sales was an important  
13 component of FlightLevel's business model --  
14 MR. HARTZELL: Objection.  
15 BY MR. FEE:  
16 Q. -- when you were doing your due  
17 diligence?  
18 MR. HARTZELL: Objection.  
19 A. I believe in an integrated company and  
20 I've expressed that to Mr. Donovan and Mr. Yanai.  
21 That you can't exist on fuel sales alone. You  
22 have to have an integrated company.  
23 BY MR. FEE:  
24 Q. Do you have an understanding as to

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1 whether or not two FBOs could exist at Norwood  
2 Airport?  
3 MR. HARTZELL: Objection.  
4 A. I've studied probably three -- 400 FBOs  
5 in the past several years and made calls to  
6 multiple FBOs of all various size and shapes.  
7 And the only ones that I've seen with fuel sales  
8 the size of this particular airport, both of the  
9 contenders had a race to the bottom.  
10 BY MR. FEE:  
11 Q. I'm not sure what you mean by that.  
12 A. They both -- they weren't able to  
13 sustain, at these levels, two people. That's my  
14 assessment.  
15 Q. Okay.  
16 (Exhibit No. 600 marked for  
17 identification.)  
18 BY MR. FEE:  
19 Q. Radlo600 is an amalgamation of a variety  
20 of exhibits that have been previously marked, and  
21 I've marked it as a single exhibit just to have  
22 one document in front of us. And I will walk  
23 through it with you quickly.  
24 A. Thank you, sir.

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1 Q. There's numbers on the side -- I'm  
2 sorry -- on the bottom of the page that will help  
3 us get through this quickly.  
4 A. Okay.  
5 Q. So on the first page, it appears to be a  
6 letter from Mr. --  
7 A. Maguire.  
8 Q. It's from Mr. Eichleay to Mr. Maguire, as  
9 I understand, and it's dated June 20, 2013. It  
10 discusses the nature of some of the disagreements  
11 that Mr. Eichleay expressed with Boston Executive  
12 Helicopters to the Norwood Airport Commission.  
13 MR. HARTZELL: Wait until the question  
14 comes.  
15 THE WITNESS: I didn't answer anything  
16 yet.  
17 BY MR. FEE:  
18 Q. Had you seen this prior to purchasing the  
19 company?  
20 A. No.  
21 Q. Did you have any discussions with  
22 Mr. Eichleay, general or specific, regarding his  
23 understanding of what the nature of the conflict  
24 was between FlightLevel Norwood and BEH?

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1 MR. HARTZELL: Again, I caution --  
2 MR. FEE: I'm talking only about  
3 Eichleay. I didn't ask about any counsel.  
4 MR. HARTZELL: I just caution the witness  
5 if he had discussions while counsel was present,  
6 there's a privilege issue. If you had a separate  
7 conversation with Mr. Eichleay when counsel  
8 wasn't present, you can certainly discuss that.  
9 A. I had separate conversations with  
10 Mr. Eichleay, and I don't know a TOFA from Hangar  
11 Y2K here, from Lot 5, 6, 7, Lot 18.  
12 Again, I'm a trusting person. Just as  
13 Mr. Donovan has trust in a person, I take people  
14 at their words. I try and look at the numbers.  
15 This is far too complicated for me. I was  
16 working in my other company at the time when I  
17 purchased this.  
18 And -- so, no, I did not see this. And,  
19 yes, I knew there was stuff going on about the  
20 fuel tank, and that's why there was snow dumped  
21 or the barriers Mr. Donovan said were placed in  
22 the wrong spot and I don't --  
23 Q. I'd like to get into a different way of  
24 discussing this. I understand that you have --

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1 you had conversations with Mr. Eichleay. I  
2 understand that you discussed the snow and the  
3 barriers and things like that.  
4 A. But you don't understand how small we  
5 went into it. I didn't want to be involved in  
6 this whole legal thing and that's why I went out  
7 of my own, naively, to think that -- it's too  
8 complicated, all this legal stuff, for me and the  
9 laws and things.  
10 Believe me, I would have bought the  
11 company's assets if I could have bought the  
12 assets, but there was so much involved. I wanted  
13 to own this company. The numbers looked good. I  
14 bought the company.  
15 Q. Understood. And I'm not trying to make  
16 you mad.  
17 A. You're not, sir.  
18 Q. I'm just -- I want to --  
19 A. There was a lot of stuff going on that  
20 they told me about, and it went in one ear and  
21 out the other ear because this stuff is too hard  
22 to understand between the FAA and their rules and  
23 the commission's rules. Everyone else's rules.  
24 Q. What about the notion that -- strike

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1 that.  
2 Did Mr. Eichleay tell you that he had had  
3 discussions with BEH about BEH acquiring  
4 FlightLevel Norwood?  
5 A. I don't know how to answer the question  
6 because I was made aware that somewhere in this  
7 conflict there was an offer made, but I think it  
8 was made later on. So I don't know your  
9 reference date. There was something that went on  
10 behind the scenes. Is that what you're referring  
11 to?  
12 Q. I'm wondering if Mr. Eichleay ever told  
13 you that he had had discussions with BEH  
14 regarding --  
15 A. Him buying him out?  
16 Q. Correct.  
17 A. No.  
18 Q. Did you ever have conversations with  
19 Mr. Eichleay regarding his feeling that one  
20 FBO -- strike that.  
21 -- more than two FBOs operating in -- at  
22 this airport would not be economically  
23 sustainable for either one? Did you ever have  
24 that discussion with Mr. Eichleay?

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1 MR. HARTZELL: Objection.  
2 A. I asked my own questions on the subject  
3 because I had made a study of the industry.  
4 BY MR. FEE:  
5 Q. So did you have an understanding, prior  
6 to acquiring the interest in FlightLevel, that  
7 BEH was attempting to become an FBO?  
8 A. Yes. I was aware of that.  
9 Q. And did you have discussions with  
10 Mr. Eichleay regarding his efforts to keep BEH  
11 from becoming an FBO?  
12 MR. HARTZELL: Objection.  
13 A. Mr. Eichleay shared information with me  
14 that was beyond my realms of knowledge other than  
15 what the financial facts are.  
16 BY MR. FEE:  
17 Q. Understood. My question is a little  
18 different. I asked you if you had conversations  
19 with Mr. Eichleay regarding his efforts to stop  
20 BEH from becoming an FBO?  
21 A. He never --  
22 MR. HARTZELL: Wait. Slow down.  
23 Objection. Go ahead.  
24 A. He never said that to me.

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1 BY MR. FEE:  
2 Q. Did he share with you any correspondence  
3 where he wrote to the Norwood Airport Commission  
4 or others regarding his understanding that BEH  
5 should not be granted an FBO?  
6 MR. HARTZELL: Objection.  
7 A. When was that?  
8 BY MR. FEE:  
9 Q. At any time.  
10 A. I know he has correspondence with them,  
11 but I don't have any cc's of any letters he  
12 writes. You can have your own evidence of that.  
13 Q. Again, my question is a little different.  
14 I'm asking if you ever had conversations with  
15 Mr. Eichleay regarding his efforts to persuade  
16 others not to grant an FBO --  
17 A. No.  
18 MR. HARTZELL: Slow down. Wait a minute.  
19 Wait until he finishes his questions. Let --  
20 THE WITNESS: Sorry. My middle name  
21 is --  
22 MR. HARTZELL: Objection.  
23 If you finish the question.  
24



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1 BY MR. FEE:  
2 Q. Okay. Let me get the whole question out  
3 and then you can answer.  
4 So did you ever have any conversations  
5 with Mr. Eichleay at any time regarding his  
6 efforts to persuade the NAC or others not to  
7 grant an FBO license to BEH?  
8 MR. HARTZELL: Objection.  
9 A. No.  
10 MR. HARTZELL: Off the record for a  
11 second.  
12 (Discussion off the record.)  
13 BY MR. FEE:  
14 Q. 50. It's a letter written by  
15 Mr. Eichleay to the board of selectmen,  
16 November 17, 2017. Again, I'm just asking you if  
17 you've seen it before.  
18 A. I'm not cc'd on this. I know there's  
19 acrimony, but I was not cc'd and I did not see  
20 this letter.  
21 Q. I'm just wondering if you had any  
22 understanding whatsoever regarding Mr. Eichleay's  
23 efforts to write letters to members of the  
24 Norwood Airport Commission or others trying to

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1 convince them not to grant an FBO to BEH?  
2 MR. HARTZELL: Objection.  
3 A. Again, I don't -- they run the airport  
4 for me and they do what they think is best  
5 because they know I'm a numbers person. They get  
6 me the numbers. I give them raises. They're  
7 known as Pavlov's dog.  
8 Q. Understood. But you own the company;  
9 right?  
10 A. Right.  
11 Q. Ultimately, you're responsible for the  
12 company.  
13 A. Yes.  
14 MR. HARTZELL: Wait a minute, please.  
15 Objection.  
16 THE WITNESS: Okay.  
17 BY MR. FEE:  
18 Q. And I understand that you're an investor  
19 and that you have very little day-to-day  
20 involvement in the operations. But I just need  
21 to understand whether or not you, in that role,  
22 had any knowledge regarding Mr. Eichleay's  
23 efforts to convince the NAC and others not to  
24 grant an FBO permit to BEH.

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1 MR. HARTZELL: Objection.  
2 A. No, not specifically, would be my best  
3 answer.  
4 BY MR. FEE:  
5 Q. What about generally?  
6 A. I just knew there was acrimony amongst  
7 the parties and that there's more people involved  
8 in this whole kit and caboodle with the town, and  
9 it's a very confusing thing. So I don't know  
10 who's writing letters to whom or responding to  
11 whom or what the answers are.  
12 Q. Finally 52 in this exhibit. It's a  
13 letter to the board of selectmen from  
14 Mr. Eichleay dated December 8, 2017. Same  
15 question: Have you ever seen it before?  
16 A. It's not impossible that my counsel  
17 discussed this with me.  
18 Q. I'm not asking you if you discussed it  
19 with your counsel. I'm asking you if you've seen  
20 it before?  
21 A. No. I have not seen this letter. I have  
22 not seen this physical letter.  
23 Q. Okay.  
24

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1 BY MR. FEE:  
2 Q. I'm going to page 2. Now, I understand  
3 you haven't seen this document before, but in the  
4 fourth paragraph down, it begins with the  
5 following -- and this is Mr. Eichleay speaking to  
6 the Norwood Airport Commission.  
7 "It also goes without saying that BEH's  
8 entry into the fuel business would severely  
9 undermine not only our own fuel business and  
10 planned capital improvement projects but also our  
11 aircraft maintenance and real estate business as  
12 well."  
13 Did I read that correctly?  
14 A. Yes.  
15 Q. Now, did you share that belief when you  
16 acquired -- or ARR acquired an interest in  
17 FlightLevel Norwood in 2016?  
18 A. As I said before, no. I'm into rental  
19 income.  
20 Q. Right. You didn't have an understanding  
21 as to whether or not a second FBO would be a  
22 threat to FlightLevel's fuel business?  
23 MR. HARTZELL: Objection.  
24 A. I was under the impression that there was



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1 a second fueler and I needed to get added revenue  
2 with hangars, maintenance, and other areas. So  
3 I'm not in agreement with Mr. Eichleay in that  
4 comment.  
5 BY MR. FEE:  
6 Q. But you were under the understanding that  
7 there was a second FBO?  
8 A. Yes.  
9 Q. And what did you know about that?  
10 A. I was under the understanding that every  
11 meeting I go to, the commission, on the Wednesday  
12 once-a-month that I go to, grant BEH a continued  
13 FBO license.  
14 Q. Okay. Is it your understanding that BEH  
15 is currently able to sell fuel?  
16 A. I don't know how his helicopters get fuel  
17 or -- there's two trucks over here I see.  
18 Q. Is it your understanding that BEH is  
19 currently able to sell fuel to other operators at  
20 the airport other than itself?  
21 A. I believe he just self-fuels, possibly.  
22 I don't know.  
23 Q. Did you say "self-fuel"?  
24 A. Yes.

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1 Q. Well, I'm asking you a question whether  
2 or not you thought that BEH was able to sell fuel  
3 to other individuals or entities at the airport?  
4 A. I'm aware that he's not because of a fuel  
5 plan or something that comes up every commission  
6 meeting.  
7 Q. All right. So when you're doing your due  
8 diligence to acquire the interest in FlightLevel,  
9 did you have an understanding as to whether there  
10 was another operating FBO at the airport?  
11 A. My due diligence said, to myself, as I've  
12 expressed to others, that I can't rely on fuel  
13 and I have to assume there is one.  
14 Q. Okay. So your projections and analysis  
15 regarding the viability of your investment in  
16 FlightLevel Norwood presumed the existence of  
17 competition with respect to fuel sales; is that  
18 fair to say?  
19 MR. HARTZELL: Objection.  
20 A. There were multiple facets that go into  
21 an investment decision.  
22 BY MR. FEE:  
23 Q. Understood. I'm trying to focus --  
24 A. Fuel would be one of them.

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1 Q. -- on this issue.  
2 A. There's assumptions that I made, but they  
3 were -- also relied upon getting the longer  
4 runway, which would take care of everything and I  
5 wouldn't have to worry about a second fueler.  
6 I have no knowledge of how courts are  
7 going to rule and whatever else, and I'm under  
8 the assumption, of all my investments here, that  
9 there is a second fueler here.  
10 Q. Okay. But do you understand that one of  
11 the claims in the litigation that you're giving  
12 your deposition in connection with is a claim by  
13 BEH that FlightLevel has monopolized fuel sales  
14 at the Norwood Airport? Do you understand that?  
15 MR. HARTZELL: Objection.  
16 A. No. I don't understand it.  
17 BY MR. FEE:  
18 Q. Okay.  
19 A. Because at each meeting they're told --  
20 Mr. Donovan is told that we're going to extend  
21 your FBO license. And I think they say, "We'll  
22 give you a permit once subject to a fuel plan  
23 filed."  
24 Q. Okay.

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1 A. So I'm under the assumption that there's  
2 a second fueler at this airport right now when I  
3 make capital commitments.  
4 Q. Okay. Turning to 7.  
5 A. Yes.  
6 Q. This is a letter, again, from  
7 Mr. Eichleay to the Norwood Airport Commission.  
8 And in the middle of the first paragraph he  
9 states:  
10 "I am writing first to reiterate my  
11 long-standing position that the airport cannot  
12 support two FBOs."  
13 Do you see that?  
14 A. Yes, I do.  
15 Q. And did you ever have this conversation  
16 with Mr. Eichleay that FlightLevel would be  
17 threatened if a second FBO was permitted at  
18 Norwood Airport?  
19 MR. HARTZELL: Objection.  
20 A. I bought this airport with the assumption  
21 that there was going to be a second fueler at  
22 this airport. And it still looked like, I  
23 thought, if people act rationally, we can move  
24 forward and make money here.

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1 BY MR. FEE:  
2 Q. But you were aware, were you not, at the  
3 time that you purchased the FlightLevel assets  
4 and after, that Mr. Eichleay was taking a strong  
5 position with the Norwood Airport Commission and  
6 others that BEH should not be allowed to have an  
7 FBO? Did you understand that?  
8 MR. HARTZELL: Objection.  
9 A. I understand that Mr. Eichleay works for  
10 me.  
11 BY MR. FEE:  
12 Q. Understood.  
13 A. And I still have my opinion. He can have  
14 his opinion. My opinion is different.  
15 Q. Understood. But were you aware of the  
16 fact that Mr. Eichleay was actually acting on  
17 that opinion and taking positions on behalf of  
18 FlightLevel Norwood by communicating to the NAC  
19 and others that BEH should not have an FBO?  
20 MR. HARTZELL: Objection.  
21 A. This is all 2014, 2013 stuff. It's  
22 not -- I've never seen this before.  
23 BY MR. FEE:  
24 Q. Okay. Page 9. This is a letter from

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1 Mr. Eichleay to the Norwood Airport Commission  
2 dated January 14, 2015. At the bottom of the  
3 page, middle of the paragraph, again, he's saying  
4 to the Norwood Airport Commission:  
5 "I know that enfranchisement of a second  
6 commercial fuel vendor at the airport will  
7 radically destabilize my company."  
8 Do you see that?  
9 A. This third paragraph, sir?  
10 Q. Third paragraph, first page, middle of  
11 the page.  
12 A. I have it now. Right.  
13 Q. "Because I know that the enfranchisement  
14 of a second commercial fuel vendor at the airport  
15 will radically destabilize my company."  
16 Do you see that?  
17 A. Yes.  
18 Q. Now, this is just several months before  
19 you started talking to Mr. Eichleay about a  
20 potential LOI. And my question to you is: Did  
21 Mr. Eichleay share this thought with you that a  
22 second FBO at the airport would radically  
23 destabilize FlightLevel?  
24 MR. HARTZELL: Objection.

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1 A. This is 18 months before I started  
2 talking with Mr. Eichleay to start with.  
3 BY MR. FEE:  
4 Q. You know, I may be confused about that,  
5 but my understanding is that the LOI was executed  
6 in 2015.  
7 A. 2016.  
8 Q. Let me double check that. I know your  
9 testimony is that it's 2016, but I'm showing you  
10 page 10 of Exhibit 595, 3.16, in the middle of  
11 the page.  
12 A. That could be a typo.  
13 Q. Do you think it's a typo?  
14 A. I believe I started talking in 2016. I  
15 don't think I've owned -- I've owned the airport  
16 '17 and '18, I think.  
17 Q. Well, you closed at the end of 2016 for  
18 sure.  
19 A. It didn't take a year and a half. It was  
20 that summer to fall. I don't think we talked  
21 over a year and a half over this.  
22 Q. Is it your testimony that the date  
23 September 20, 2015, on page 10 of Exhibit 5 --  
24 A. I'm looking at that, sir.

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1 Q. Let me just get the question out, sir.  
2 A. Okay.  
3 Q. Is it your testimony that the date  
4 September 20, 2015, on page 10 of Exhibit 595, is  
5 a typographical error?  
6 A. It's my best recollection that I started  
7 talking in June of 2016. I may be incorrect, but  
8 that's when I believe I started talking.  
9 Q. Okay. Page 11. It appears to be a  
10 letter from Mr. Eichleay to the board of  
11 selectmen in Norwood dated January 20, 2015. And  
12 at the bottom of page 1, Mr. Eichleay states, and  
13 in underlined text:  
14 "As of today, there are no, i.e., zero,  
15 airports in the United States with a maximum  
16 runway length of 4,000 feet that have more than  
17 one full-service FBO."  
18 Do you see that?  
19 A. Yes, I do.  
20 Q. Were you aware of that in 2016 when you  
21 were contemplating acquisition of the FlightLevel  
22 interest?  
23 A. Not of that specific statement. But,  
24 again, I find Mr. Eichleay to be exceptionally



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<p>1 bright in this industry and --</p> <p>2 Q. I just want to know if you knew when you</p> <p>3 were considering acquiring the property that --</p> <p>4 I'm sorry -- acquiring FlightLevel, did you know</p> <p>5 what the length of the runway was?</p> <p>6 A. I knew the length of the runway was</p> <p>7 4,000 feet.</p> <p>8 Q. Did you know Mr. Eichleay's position that</p> <p>9 any airport with a runway of less than 4,000 feet</p> <p>10 could not support more than two -- one FBO?</p> <p>11 A. No.</p> <p>12 MR. HARTZELL: Objection. Go ahead.</p> <p>13 A. No.</p> <p>14 BY MR. FEE:</p> <p>15 Q. You didn't know that?</p> <p>16 A. I only knew 4,000 feet. Needs to be</p> <p>17 5,000 feet.</p> <p>18 Q. Okay. But when you were thinking about</p> <p>19 acquiring the interest in FlightLevel, did you</p> <p>20 make any analysis regarding the limitations</p> <p>21 associated with having a 4,000-foot runway?</p> <p>22 A. Yes, I did.</p> <p>23 Q. Can you describe for me what that</p> <p>24 analysis looked like?</p>	<p>1 Q. Did you have a conversation with</p> <p>2 Mr. Eichleay regarding what his understanding is</p> <p>3 of BEH's wrongdoing?</p> <p>4 A. The wrongdoing I was aware of was the</p> <p>5 contention over the fuel farm being snowed in or</p> <p>6 barriers being pushed over. That's --</p> <p>7 Q. Skipping down --</p> <p>8 A. -- my knowledge.</p> <p>9 Q. -- to the last paragraph on that page.</p> <p>10 Mr. Eichleay states, in all caps, bold, to the</p> <p>11 board of selectmen that BEH's FBO application</p> <p>12 should be denied.</p> <p>13 A. Yes. I see that.</p> <p>14 Q. Did you have any conversations with</p> <p>15 Mr. Eichleay regarding his strategy with respect</p> <p>16 to communicating to the board of selectmen?</p> <p>17 A. No.</p> <p>18 Q. Okay. 26 is a letter from Mr. Eichleay,</p> <p>19 dated January 29, 2015, to the Norwood Airport</p> <p>20 Commission. And on the second page, last</p> <p>21 sentence, he says to the Norwood Airport</p> <p>22 Commission:</p> <p>23 "The NAC needs to end this insanity once</p> <p>24 and for all by acting now to invoke its safe</p>
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<p>1 A. The analysis was that -- also making the</p> <p>2 assumption there would be a second FBO. My</p> <p>3 assumption had to be that if that runway were not</p> <p>4 expanded, how was I going to make this to be an</p> <p>5 acceptable -- that's how I invest.</p> <p>6 I try and buy something that's an</p> <p>7 under -- I think undervalued asset. So at the</p> <p>8 length it was doing, I thought it was an okay</p> <p>9 investment. But just like a person does odds --</p> <p>10 give them 10 percent this, 15 percent -- given</p> <p>11 the X percent that I put in my assessment that</p> <p>12 this runway were to be extended, that's all that</p> <p>13 mattered to me.</p> <p>14 At 4,000 feet it was okay. It was</p> <p>15 nothing to get excited about. It had 30 years to</p> <p>16 run. Things change in 30 years. At that level,</p> <p>17 with zero percent earning in the bank, it was a</p> <p>18 good investment.</p> <p>19 Q. Okay. 23. At the middle of the page</p> <p>20 Mr. Eichleay says:</p> <p>21 "Enough is enough. BEH should not be</p> <p>22 rewarded for its own wrongdoing."</p> <p>23 Do you see that?</p> <p>24 A. Yes, I do.</p>	<p>1 harbor single FBO exception."</p> <p>2 Do you see that?</p> <p>3 A. Page 27 or 26?</p> <p>4 Q. 27. Second page.</p> <p>5 A. Yes. I have the second page.</p> <p>6 Q. So I'm reading the last sentence.</p> <p>7 A. Yes.</p> <p>8 Q. Did you know when you were evaluating</p> <p>9 this investment that Mr. Eichleay was making</p> <p>10 statements like this to the Norwood Airport</p> <p>11 Commission? Describing BEH in such fashion.</p> <p>12 MR. HARTZELL: Objection.</p> <p>13 A. As an aftereffect, it appears to be a</p> <p>14 very driven manager of a company.</p> <p>15 BY MR. FEE:</p> <p>16 Q. Understood. But my question was whether</p> <p>17 you knew when you were evaluating this investment</p> <p>18 whether --</p> <p>19 A. I --</p> <p>20 Q. Let me finish the question.</p> <p>21 MR. HARTZELL: Let him finish his</p> <p>22 question.</p> <p>23 BY MR. FEE:</p> <p>24 Q. -- whether Mr. Eichleay was making these</p>



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1 kinds of statements to the Norwood Airport  
2 Commission?  
3 A. I had no knowledge. I only had knowledge  
4 that there was acrimony at the airport.  
5 Q. Did Mr. Eichleay talk to you about BEH's  
6 complaints to the FAA? The Part 16 Complaint.  
7 A. I don't know a Part 13 from a 16. All I  
8 know is there's supposed to be a ruling that -- I  
9 have read a letter somewhere -- that was supposed  
10 to come. That's been coming for three years  
11 already.  
12 Q. Right.  
13 A. So I don't know a 13 from a 16.  
14 Q. Let me ask you a different question.  
15 When you were evaluating your investment in  
16 FlightLevel, did you have any discussions with  
17 Mr. Eichleay regarding BEH's Part 16 Complaint to  
18 the FAA?  
19 A. I only was aware that there was  
20 involvement to the town and BEH, and BEH and  
21 FlightLevel.  
22 Q. Did Mr. Eichleay tell you that he wrote  
23 letters on behalf of FlightLevel to the FAA --  
24 A. No.

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1 Q. -- regarding BEH's Part 16 Complaint?  
2 A. Obviously, I see he has and I --  
3 Q. But did you talk about that with him at  
4 all?  
5 A. No.  
6 Q. Turning now to 45. It appears to be a  
7 letter from Mr. Eichleay to the board -- Norwood  
8 Airport Commission, June 8, 2015. And on the  
9 second page -- and, again, it's underlined -- in  
10 the ultimate -- in the last paragraph it says:  
11 "FlightLevel's final cordial attempt to  
12 remind the NAC of its duty to stand by its own  
13 directives and to protect FlightLevel's  
14 contractual leasehold rights at the airport."  
15 Do you see that?  
16 A. Yes, I do.  
17 Q. Did you ever have any conversations with  
18 Mr. Eichleay regarding his perception that the  
19 NAC needed to protect FlightLevel's contractual  
20 rights at the airport?  
21 MR. HARTZELL: Objection.  
22 A. I can't answer for my associate. I know  
23 if I was in this position I'd be fighting to make  
24 sure that my -- I was protected for a lease I was

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1 paying for.  
2 Q. I'm just wondering if you had any  
3 conversations with --  
4 A. No.  
5 Q. -- Mr. Eichleay about this?  
6 MR. HARTZELL: I just caution the  
7 witness. Please wait until he finishes his  
8 question so the court reporter can take it down.  
9 THE WITNESS: Thank you. Sorry.  
10 (Exhibit No. 601 marked for  
11 identification.)  
12 BY MR. FEE:  
13 Q. I'm showing you a document that's been  
14 marked as 601. It appears to be a letter from  
15 Earle F. Harvey at JMH Associates, dated  
16 June 6, 2018. Do you know Earle F. Harvey?  
17 A. No, I do not.  
18 Q. Do you know JMH Associates?  
19 A. There's some company in Portland, Maine.  
20 Possibly that's who they went to, and I was not  
21 involved in this.  
22 Q. Okay. That's what I wanted to know.  
23 Have you seen this before?  
24 A. No, I have not.

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1 Q. Do you know if FlightLevel Norwood owns  
2 an interest in any aviation business in  
3 Rhode Island?  
4 A. FlightLevel Norwood has no investment in  
5 Rhode Island airports.  
6 Q. Does FlightLevel Norwood have any  
7 investment in any Maine airports?  
8 A. FlightLevel Norwood, which is the lease  
9 that I -- my companies control, has nothing to do  
10 with any airport in Maine.  
11 Q. Okay. Let me ask you this: On page 2  
12 then, first full paragraph, about two-thirds of  
13 the way down, in the middle of the sentence --  
14 middle of the paragraph it starts:  
15 "Just recently, FlightLevel was selected  
16 by the Rhode Island Airport Corporation to  
17 establish fixed-based operations at four general  
18 aviation airports in Rhode Island through a  
19 highly competitive RFP bid package that included  
20 several other qualified candidates.  
21 "We think this speaks to the high quality  
22 of competence and leadership among the  
23 FlightLevel management team."  
24 Do you see that?

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1	A. Yes, I do.	1	ERRATA SHEET
2	Q. Is this referring to FlightLevel Norwood?	2	I, ALAN RADLO, do hereby certify that
3	A. I think it refers to the corporation	3	I have read the foregoing transcript of my
4	FlightLevel.	4	testimony, and further certify that said
5	Q. And do you know what the corporation	5	transcript is a true and accurate record of my
6	FlightLevel is called?	6	testimony (with the exception of the following
7	A. FlightLevel Aviation.	7	corrections listed below):
8	Q. Okay. Is it your understanding that that	8	Page Line Correction/Reason
9	reference in this letter doesn't refer -- strike	9	-----
10	that.	10	-----
11	Have you ever seen the joint defense	11	-----
12	agreement between FlightLevel and Norwood?	12	-----
13	A. Joint defense?	13	-----
14	Q. Joint defense agreement.	14	-----
15	A. No, I have not.	15	-----
16	Q. Okay.	16	-----
17	MR. FEE: I don't have anything further.	17	-----
18	MR. HARTZELL: Okay. Nothing from me.	18	-----
19	(Whereupon the deposition was adjourned	19	
20	at 4:39 p.m.)	20	Signed under the pains and penalties
21		21	of perjury this day of , 2018.
22		22	
23		23	
24		24	ALAN RADLO
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1	COMMONWEALTH OF MASSACHUSETTS		
2	PLYMOUTH, SS.		
3			
4	I, Kimberley J. Bouzan, Certified		
5	Shorthand Reporter and Notary Public in and for		
6	the Commonwealth of Massachusetts, do hereby		
7	certify that ALAN RADLO, the witness whose		
8	deposition is hereinbefore set forth, was duly		
9	sworn by me and that such deposition is a true		
10	record, to the best of my ability, of the		
11	testimony given by the witness.		
12	I further certify that I am neither		
13	related to nor employed by any of the parties in		
14	or counsel to this action, nor am I financially		
15	interested in the outcome of this action.		
16	In witness whereof, I have hereunto		
17	set my hand and seal this 7th day of November,		
18	2018.		
19			
20			
21			
22	Notary Public		
23	My commission expires:		
24	August 27, 2021		



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COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF THE TRIAL COURT

NORFOLK, SS.

SUPERIOR COURT  
NO. 1582CV00213

BOSTON EXECUTIVE HELICOPTERS, LLC;  
MII AVIATION SERVICES, LLC, AND  
HB HOLDINGS, INC.,  
Plaintiffs,

v.

FLIGHTLEVEL NORWOOD, LLC;  
EAC REALTY TRUST II; AND  
PETER EICHLEAY,  
Defendants.

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DEPOSITION OF FRANCIS "RUSS" MAGUIRE, III

TAKEN JUNE 25, 2018

AT THE LAW OFFICES OF

PIERCE MANDELL, P.C.

11 BEACON STREET, SUITE 800

BOSTON, MASSACHUSETTS

Reporter: Raymond F. Catuogno, Jr.

<p style="text-align: right;">2</p> <p>APPEARANCES:</p> <p>For the Plaintiffs:  <b>PIERCE &amp; MANDELL, P.C.</b>          11 Beacon Street, Suite 800          Boston, Massachusetts 02108          BY: <b>MICHAEL C. FEE, ESQ.</b>          617-720-2444          mfee@piercemandell.com</p> <p>For the Defendants:  <b>LeCLAIR RYAN</b>          60 State Street, 23rd Floor          Boston, Massachusetts 02109          BY: <b>A. NEIL HARTZELL, ESQ.</b>          617-502-8209          neil.hartzell@leclairryan.com</p> <p>For the Norwood Airport Commission:  <b>PIERCE, DAVIS &amp; PERRITANO, LLP</b>          10 Post Office Square, Suite 1100N          Boston, Massachusetts 02109          BY: <b>ADAM SIMMS, ESQ.</b>          617-350-0950          asimms@piercedavis.com</p> <p>In Attendance:          Christopher Donovan,          Boston Executive Helicopters, LLC</p> <p>Nicholas Burlingham, Esq.          FlightLevel Norwood, LLC.</p>	<p style="text-align: right;">4</p> <p>1 EXHIBITS: (continued)</p> <p>2 Exhibit 427, Board of Selectmen's          Meeting Additional Agenda ..... 262</p> <p>3 Exhibit 428, E-mails ..... 265</p> <p>4 Exhibit 429, Letter dated          September 23, 2015 ..... 268</p> <p>5 Exhibit 430, Letter dated          November 1, 2016 ..... 268</p> <p>6 Exhibit 431, Letter dated          December 12, 2016 ..... 272</p> <p>7 Exhibit 432, E-mail dated          June 20, 2013 ..... 277</p> <p>8 Exhibit 433, E-mail dated          July 15, 2013 ..... 278</p> <p>9 Exhibit 434, E-mail dated          April 25, 2013 ..... 279</p> <p>10 Exhibit 435, Letter dated          June 20, 2013 ..... 280</p> <p>11 Exhibit 436, E-mail dated          July 15, 2013 ..... 283</p> <p>12 Exhibit 437, Letter dated          September 24, 2013 ..... 285</p> <p>13 Exhibit 438, Executive Session 422 ..... 289</p> <p>14 Exhibit 439, Letter dated          January 27, 2014 ..... 292</p> <p>15 Exhibit 440, E-mail dated          February 9, 2014 ..... 293</p> <p>16 Exhibit 441, E-mail dated          February 10, 2014 ..... 293</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p>
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<p style="text-align: right;">445</p> <p>1 FlightLevel." Do you see that?</p> <p>2 A. Yes.</p> <p>3 Q. Do you recall any discussion</p> <p>4 regarding the rationale behind having that</p> <p>5 requirement?</p> <p>6 A. I don't recall a discussion, no.</p> <p>7 Q. Is it fair to say at this point in</p> <p>8 time it was unclear what, if any, space --</p> <p>9 amount of space would be offered to BEH to</p> <p>10 conduct its FBO?</p> <p>11 MR. SIMMS: Objection. Go</p> <p>12 ahead.</p> <p>13 A. This was 26 -- there had already</p> <p>14 been one or several offers at that point.</p> <p>15 Q. But you would agree with me that</p> <p>16 the maximum amount of space was offered was</p> <p>17 above \$23,000 square feet on the west apron; is</p> <p>18 that fair to say?</p> <p>19 A. I believe so.</p> <p>20 Q. Is it also fair to say that</p> <p>21 FlightLevel leases over 600,000 square feet on</p> <p>22 the airport?</p> <p>23 A. I believe so.</p> <p>24 Q. So in light of the disparate</p>	<p style="text-align: right;">447</p> <p>1 third time. Go ahead. Objection.</p> <p>2 A. I don't. Can you restate the</p> <p>3 question one more time?</p> <p>4 Q. Sure. Can you give me any insight</p> <p>5 into the rationale why the Airport Commission</p> <p>6 required, in June of 2016, that BEH have the</p> <p>7 same coverage at the same level as FlightLevel</p> <p>8 as opposed to simply what is in the minimum</p> <p>9 standards?</p> <p>10 A. I believe they were using the</p> <p>11 minimum standards as a reference, five million</p> <p>12 dollars.</p> <p>13 Q. Okay. But the caveat cited in</p> <p>14 Exhibit 499 does not reference the minimum</p> <p>15 standard -- or the condition. It does not</p> <p>16 reference the minimum standard. It references</p> <p>17 FlightLevel. Do you know what level of</p> <p>18 insurance FlightLevel had in 2016?</p> <p>19 A. Their insurance actually -- I don't</p> <p>20 recall what it was at that time.</p> <p>21 Q. Was it more than a minimum</p> <p>22 standard?</p> <p>23 A. I believe it was.</p> <p>24 Q. Okay. So in June of 2016, the</p>
<p style="text-align: right;">446</p> <p>1 amounts of real estate controlled by each</p> <p>2 entity, can you explain to me the rationale for</p> <p>3 requiring a new FBO to have the same insurance</p> <p>4 coverage as the exhibiting FBO?</p> <p>5 MR. SIMMS: Objection.</p> <p>6 MR. HARTZELL: Objection.</p> <p>7 A. There is nothing in the minimum</p> <p>8 standards that differentiates between an FBO A</p> <p>9 and FBO B based on their lease space.</p> <p>10 Q. And there is nothing in the minimum</p> <p>11 standards that says insurance coverage has to</p> <p>12 exceed five million dollars, correct?</p> <p>13 A. No. And I don't think that is what</p> <p>14 the commission has been looking for. They are</p> <p>15 looking for a coverage limit of five million.</p> <p>16 Q. I'm trying to understand the reason</p> <p>17 why the commission voted to require BEH to have</p> <p>18 insurance coverage in the same amounts as</p> <p>19 FlightLevel?</p> <p>20 MR. SIMMS: What is the</p> <p>21 question?</p> <p>22 Q. (By Mr. Fee) Do you understand my</p> <p>23 question?</p> <p>24 MR. SIMMS: Well, this is the</p>	<p style="text-align: right;">448</p> <p>1 commission is asking that BEH have insurance</p> <p>2 coverage that is in excess of the minimum</p> <p>3 standards; is that fair to say?</p> <p>4 A. Based on this, I would agree.</p> <p>5 Q. Do you know Alan Radlo?</p> <p>6 A. Yes.</p> <p>7 Q. Have you met him?</p> <p>8 A. Maybe twice.</p> <p>9 Q. And did you have any meetings where</p> <p>10 you discussed airport business?</p> <p>11 A. No, two hellos and two goodbyes.</p> <p>12 Q. So were you not present at the</p> <p>13 presentation that was made regarding the</p> <p>14 extension of the runway?</p> <p>15 A. No.</p> <p>16 Q. So your testimony is that you have</p> <p>17 never had any substantive conversation with</p> <p>18 Mr. Radlo?</p> <p>19 A. That's correct.</p> <p>20 Q. And you're aware that the</p> <p>21 FlightLevel commercial permit that was submitted</p> <p>22 in 2017 did not list Mr. Radlo?</p> <p>23 A. I am aware of that.</p> <p>24 Q. And as a result of -- when did you</p>



<p style="text-align: right;">449</p> <p>1 become aware of that?</p> <p>2 A. I actually became aware of it after</p> <p>3 public records request.</p> <p>4 Q. Okay. And what did you do in</p> <p>5 response to becoming aware of that</p> <p>6 information -- strike that.</p> <p>7 At some point did you become aware</p> <p>8 of the fact that Mr. Radlo acquired FlightLevel?</p> <p>9 MR. HARTZELL: Objection.</p> <p>10 A. Yes.</p> <p>11 Q. And at that point did you request</p> <p>12 that FlightLevel update its filings with the</p> <p>13 commission?</p> <p>14 A. Yes.</p> <p>15 Q. And did you consider it an</p> <p>16 important piece of information, understanding</p> <p>17 who FlightLevel was owned by?</p> <p>18 MR. HARTZELL: Objection.</p> <p>19 A. Yes.</p> <p>20 Q. Okay. And did you require</p> <p>21 Mr. Radlo to provide any kind of financial</p> <p>22 documentation or information regarding his</p> <p>23 status financially?</p> <p>24 MR. HARTZELL: Objection.</p>	<p style="text-align: right;">451</p> <p>1 guarantee from Mr. Radlo?</p> <p>2 A. I don't believe so.</p> <p>3 Q. Mr. Eichleay has given a personal</p> <p>4 guarantee regarding FlightLevel's obligations to</p> <p>5 the NAC; is that correct?</p> <p>6 A. That is correct.</p> <p>7 Q. You are aware of the fact that</p> <p>8 Mr. Eichleay owns no part of FlightLevel</p> <p>9 Norwood, LLC; is that correct?</p> <p>10 MR. HARTZELL: Objection.</p> <p>11 Q. (By Mr. Fee) Do you know whether</p> <p>12 Mr. Eichleay owns any portion of FlightLevel</p> <p>13 Norwood, LLC?</p> <p>14 A. I'm not entirely sure about that</p> <p>15 since the dynamic of that company has changed.</p> <p>16 MR. FEE: Okay. I don't have</p> <p>17 any further questions.</p> <p>18 MR. HARTZELL: I probably have</p> <p>19 a few follow-ups, but I don't know what</p> <p>20 counsel's position is. I think we're over</p> <p>21 the limit.</p> <p>22 MR. SIMMS: My view is this</p> <p>23 deposition is over.</p> <p>24 MR. HARTZELL: Just for the</p>
<p style="text-align: right;">450</p> <p>1 A. Not -- once we determined that he</p> <p>2 was actually a principal interest in the</p> <p>3 company, we did forward that request to</p> <p>4 FlightLevel.</p> <p>5 Q. What did you request?</p> <p>6 A. I don't recall exactly what we</p> <p>7 requested of him, but --</p> <p>8 Q. Did you request a financial</p> <p>9 statement for ARR Aviation, LLC?</p> <p>10 A. I don't recall what the exact</p> <p>11 request was.</p> <p>12 Q. Did you request any financial</p> <p>13 information regarding the entity that is now the</p> <p>14 sole shareholder of FlightLevel?</p> <p>15 A. I believe we did.</p> <p>16 Q. Has that information been provided?</p> <p>17 A. My understanding is it's to be</p> <p>18 provided through a third party.</p> <p>19 Q. Is that third party Mr. Radlo's</p> <p>20 accountant?</p> <p>21 A. I don't believe so.</p> <p>22 Q. Okay.</p> <p>23 A. I believe that is not correct.</p> <p>24 Q. Okay. Did you request a personal</p>	<p style="text-align: right;">452</p> <p>1 record, I have a few follow-up questions</p> <p>2 and I would simply reserve my right to ask</p> <p>3 them at an appropriate time.</p> <p>4 MR. SIMMS: Okay.</p> <p>5 MR. FEE: In light of that,</p> <p>6 I'll suspend.</p> <p>7 MR. SIMMS: I'm not agreeing</p> <p>8 to any suspension, so you're bringing this</p> <p>9 witness back only under a Court Order at</p> <p>10 this point.</p> <p>11 MR. FEE: That is clear.</p> <p>12 MR. HARTZELL: And I join in</p> <p>13 the suspension. I understand your</p> <p>14 objection.</p> <p>15 (Deposition suspended)</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p>



COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF THE TRIAL COURT

SUPERIOR COURT  
NO. 1582CV00213

V.

FLIGHTLEVEL NORWOOD, LLC;  
EAC REALTY TRUST II; AND  
PETER EICHLEAY,  
Defendants.

BOSTON, MASSACHUSETTS

Reporter: Raymond F. Catuogno, Jr.

<p style="text-align: right;">349</p> <p>1 A. Yes.</p> <p>2 Q. Can you describe to me how?</p> <p>3 A. Turning to Exhibit 298 and in</p> <p>4 particular to the last page, which is Bates</p> <p>5 stamped 347, you will note that the Lot B and H</p> <p>6 licensed area --</p> <p>7 Q. Is that what you referring to?</p> <p>8 A. -- does not extend all the way onto</p> <p>9 Lot H. And since FlightLevel and its</p> <p>10 predecessors in interest have been utilizing</p> <p>11 that area just east of the box that you just</p> <p>12 highlighted -- that is on Lot H -- in connection</p> <p>13 with its provisioning of the fuel system and in</p> <p>14 response to FlightLevel's presentation to the</p> <p>15 commission of the routing of trucks provisioning</p> <p>16 the fuel farm, it was recommended that the Lot B</p> <p>17 and H licensed area be extended on to Lot H so</p> <p>18 that the entire seventy feet depicted in that</p> <p>19 area could be used for FlightLevel's transport</p> <p>20 trucks in provisioning its fuel farm.</p> <p>21 Q. And was that easement ever</p> <p>22 completed?</p> <p>23 A. No.</p> <p>24 Q. Is it still being prepared or</p>	<p style="text-align: right;">351</p> <p>1 Q. Okay. But other than the letter</p> <p>2 and the updated commercial permit, you didn't</p> <p>3 submit anything else in writing to the NAC</p> <p>4 regarding Mr. Radlo and ARR Aviation Entity's</p> <p>5 acquisition of an ownership interest in</p> <p>6 FlightLevel; is that correct?</p> <p>7 A. Between my last deposition and now?</p> <p>8 Q. At any time.</p> <p>9 A. I don't really recall what I might</p> <p>10 have told them or presented.</p> <p>11 Q. No. I'm asking if you provided to</p> <p>12 them in writing anything other than the letter</p> <p>13 and the revised commercial permit application</p> <p>14 that you just described?</p> <p>15 A. I don't recall.</p> <p>16 Q. You were at the airport meeting,</p> <p>17 yes, the NAC meeting yesterday?</p> <p>18 A. Yes.</p> <p>19 Q. And there was discussion regarding</p> <p>20 Mr. Radlo having to provide additional</p> <p>21 information of a financial nature; is that</p> <p>22 correct?</p> <p>23 A. No.</p> <p>24 Q. What did the NAC direct FlightLevel</p>
<p style="text-align: right;">350</p> <p>1 negotiated?</p> <p>2 A. It is on the list of things to do.</p> <p>3 Q. Speaking of being on the list of</p> <p>4 things to do, have you provided the NAC with any</p> <p>5 information regarding Alan Radlo or ARR</p> <p>6 Aviation, or ARR Aviation, II, LLC and their</p> <p>7 ownership interest in FlightLevel?</p> <p>8 A. Yes.</p> <p>9 Q. And what have you provided?</p> <p>10 A. I provided a letter and an amended</p> <p>11 application for commercial permit.</p> <p>12 Q. When did you provide those</p> <p>13 materials?</p> <p>14 A. Shortly after you brought it to my</p> <p>15 attention in my earlier deposition that there</p> <p>16 had been an oversight.</p> <p>17 Q. Anything else that you provided to</p> <p>18 the NAC --</p> <p>19 MR. HARTZELL: Objection.</p> <p>20 Q. (By Mr. Fee) -- regarding Mr.</p> <p>21 Radlo and ARR's ownership interest in</p> <p>22 FlightLevel?</p> <p>23 A. I provided them with an opportunity</p> <p>24 to call if they had any questions or concerns.</p>	<p style="text-align: right;">352</p> <p>1 or Radlo or the ARR entities to provide to them?</p> <p>2 A. The NAC directed FlightLevel</p> <p>3 Norwood to provide it with updated financials.</p> <p>4 Q. For FlightLevel Norwood?</p> <p>5 A. Yes.</p> <p>6 Q. And has the NAC requested that</p> <p>7 FlightLevel Norwood provide any information</p> <p>8 regarding the Radlo or ARR entities?</p> <p>9 MR. HARTZELL: Objection.</p> <p>10 A. Not that I recall.</p> <p>11 MR. HARTZELL: Could we take a</p> <p>12 break?</p> <p>13 MR. FEE: Sure. Off the</p> <p>14 record.</p> <p>15 (A recess was taken)</p> <p>16 MR. FEE: Back on the record.</p> <p>17 Q. (By Mr. Fee) At yesterday's NAC</p> <p>18 meeting, did the NAC direct FlightLevel to</p> <p>19 provide financial information to a third party</p> <p>20 to evaluate?</p> <p>21 A. No.</p> <p>22 Q. Did it direct Mr. Radlo or any of</p> <p>23 the ARR entities to provide financial</p> <p>24 information or other information to a third</p>



<p style="text-align: right;">353</p> <p>1 party to evaluate?</p> <p>2 A. No.</p> <p>3 Q. Did Mr. Radlo or the ARR entities</p> <p>4 provide the NAC with the name of a CPA who would</p> <p>5 evaluate financial information on behalf of the</p> <p>6 NAC?</p> <p>7 A. Could you read that back, please?</p> <p>8 (Question read by reporter)</p> <p>9 A. No.</p> <p>10 Q. Did the NAC or FlightLevel or Radlo</p> <p>11 discuss a third-party CPA at yesterday's NAC</p> <p>12 meeting?</p> <p>13 A. Yes.</p> <p>14 Q. What was the name of that CPA?</p> <p>15 A. Epstein Dooks.</p> <p>16 Q. What was the purpose of the NAC's</p> <p>17 discussion with Radlo or FlightLevel regarding</p> <p>18 Epstein Brooks [sic]?</p> <p>19 A. Epstein Dooks, D-R-O-O-K-S, was</p> <p>20 suggested by Peter Eichleay as a prospective</p> <p>21 third-party evaluator. However, Epstein Dooks</p> <p>22 is FlightLevel's accountant and cannot serve in</p> <p>23 that capacity. So there was some discussion</p> <p>24 about it and after the meeting I advised --</p>	<p style="text-align: right;">355</p> <p>1 strike that.</p> <p>2 As part of that purpose, did the</p> <p>3 NAC require the provision of any information</p> <p>4 from either Radlo or any of the ARR entities?</p> <p>5 A. No.</p> <p>6 Q. And when I say ARR entities, you</p> <p>7 know I'm talking about ARR Aviation, ARR</p> <p>8 Aviation I, and ARR Aviation, II, LLC?</p> <p>9 A. I understand you're talking about</p> <p>10 Mr. Radlo's aviation companies.</p> <p>11 Q. Do I need to --</p> <p>12 A. No.</p> <p>13 Q. Okay. I may not have said them</p> <p>14 absolutely correctly, but I can ask you. What</p> <p>15 are Mr. Radlo's ARR Aviation entities?</p> <p>16 A. ARR Aviation, LLC and ARR Aviation,</p> <p>17 II, LLC.</p> <p>18 Q. And Aviation, LLC and ARR Aviation,</p> <p>19 II, LLC own 100 percent of FlightLevel Norwood</p> <p>20 Aviation, LLC, correct?</p> <p>21 A. Correct.</p> <p>22 Q. And Burlingham 40 is the most</p> <p>23 recent Secretary of State's annual report filing</p> <p>24 for FlightLevel Norwood. Do you see that?</p>
<p style="text-align: right;">354</p> <p>1 MR. HARTZELL: Not your</p> <p>2 advice. Your advice to somebody is</p> <p>3 privileged.</p> <p>4 A. -- Mr. Maguire accordingly.</p> <p>5 MR. HARTZELL: Okay, sorry. I</p> <p>6 was jumping the gun.</p> <p>7 Q. (By Mr. Fee) What information was</p> <p>8 Epstein Dooks to evaluate?</p> <p>9 A. The firm, Epstein Dooks, can't</p> <p>10 evaluate the purpose -- can't fulfill the</p> <p>11 purpose that the Norwood Airport Commission</p> <p>12 sought to be fulfilled.</p> <p>13 Q. What was the purpose that the</p> <p>14 Norwood Airport Commission sought to be</p> <p>15 fulfilled?</p> <p>16 MR. HARTZELL: Objection.</p> <p>17 A. The Norwood Airport Commission</p> <p>18 required updated financial information from</p> <p>19 FlightLevel in connection with FlightLevel's</p> <p>20 application -- amended application for</p> <p>21 commercial permit as a condition of granting it,</p> <p>22 I believe.</p> <p>23 Q. Okay, excellent. And so was any of</p> <p>24 the financial information to be provided --</p>	<p style="text-align: right;">356</p> <p>1 MR. HARTZELL: I would request</p> <p>2 the witness to carefully read the</p> <p>3 document. This was previously marked?</p> <p>4 MR. FEE: Yes, Exhibit 40.</p> <p>5 A. For FlightLevel Norwood, LLC, yes.</p> <p>6 Q. As we sit here today, is every</p> <p>7 piece of information that appears on that</p> <p>8 document true and accurate?</p> <p>9 A. I believe I testified to this</p> <p>10 already on day one, but to make this easier, no.</p> <p>11 Q. And can you tell me what is not</p> <p>12 accurate as of today?</p> <p>13 A. Warren Michael DeLaria is not a</p> <p>14 manager in the organizational sense as the</p> <p>15 Commonwealth of Massachusetts Secretary of</p> <p>16 State's office would want reported.</p> <p>17 Q. And is Mr. Eichleay a manager or</p> <p>18 member of FlightLevel Norwood, LLC?</p> <p>19 A. Peter Eichleay is the manager of</p> <p>20 FlightLevel Norwood, LLC.</p> <p>21 Q. In the formal legal sense he's the</p> <p>22 manager as that term is defined by General Laws,</p> <p>23 Chapter 156; is that fair to say?</p> <p>24 MR. HARTZELL: Objection.</p>



<p style="text-align: right;">377</p> <p>1 Airport Commissioner's office?</p> <p>2 A. Yes.</p> <p>3 Q. And is FlightLevel the landlord for</p> <p>4 the airport manager's office?</p> <p>5 A. Yes.</p> <p>6 Q. And is FlightLevel the landlord for</p> <p>7 the space in which the NAC meets?</p> <p>8 A. I think you already described that,</p> <p>9 but yes.</p> <p>10 Q. Okay.</p> <p>11 A. But it does not cast a vote on the</p> <p>12 Norwood Airport Commission.</p> <p>13 Q. Okay. Paragraph 42, back to that</p> <p>14 wall of snow and ice, Mr. Eichleay alleges that,</p> <p>15 again, Mr. -- BEH's actions rendered it</p> <p>16 impossible for FlightLevel to receive fuel</p> <p>17 deliveries at the airport, but also that it is</p> <p>18 "jeopardizing the airport's fuel supply." Do</p> <p>19 you see that?</p> <p>20 A. I do.</p> <p>21 Q. And is there any information or</p> <p>22 facts to support that the airport's fuel supply</p> <p>23 was in any way compromised by the actions of BEH</p> <p>24 or Mr. Donovan?</p>	<p style="text-align: right;">379</p> <p>1 uttered those words?</p> <p>2 A. Yes.</p> <p>3 Q. And you believe -- or do you</p> <p>4 believe that he actually said to the NAC that he</p> <p>5 was plowing snow on advice of counsel?</p> <p>6 A. Yes.</p> <p>7 Q. And did he expound at all on that?</p> <p>8 A. What do you mean by "expound"?</p> <p>9 Q. Well, did anyone ask him, what do</p> <p>10 you mean you're plowing snow on advice of</p> <p>11 counsel?</p> <p>12 A. I don't recall.</p> <p>13 Q. You recall Mr. Sheehan's</p> <p>14 deposition --</p> <p>15 A. Yes.</p> <p>16 Q. -- in this case?</p> <p>17 A. Yes.</p> <p>18 Q. You were present, right?</p> <p>19 A. Yes.</p> <p>20 Q. And Mr. Sheehan talked about a</p> <p>21 meeting he attended with Mr. Radlo at the DPW</p> <p>22 building?</p> <p>23 A. Yes.</p> <p>24 Q. Recently?</p>
<p style="text-align: right;">378</p> <p>1 A. Yes.</p> <p>2 Q. What is that information?</p> <p>3 A. If the single fuel farm on the</p> <p>4 airport can't be accessed, the airport's fuel</p> <p>5 supply is jeopardized.</p> <p>6 Q. And Mr. Eichleay goes on to say</p> <p>7 that it forces FlightLevel to retain a</p> <p>8 third-party contractor to remove the snow and</p> <p>9 ice, right?</p> <p>10 A. That is what it says.</p> <p>11 Q. That was P.J. Hayes?</p> <p>12 A. I don't have personal knowledge of</p> <p>13 that, but I understand from the other people</p> <p>14 that have testified in this case that that was,</p> <p>15 indeed, P.J. Hayes.</p> <p>16 Q. Okay now, in 44, were you present</p> <p>17 at this February 11, 2015 NAC meeting?</p> <p>18 A. Yes.</p> <p>19 Q. Okay. And I've heard this</p> <p>20 testified to a couple times, that Mr. Donovan</p> <p>21 allegedly said that he plowed snow onto Lot H on</p> <p>22 the advice of counsel. Do you see that?</p> <p>23 A. Yes.</p> <p>24 Q. Were you present when Mr. Donovan</p>	<p style="text-align: right;">380</p> <p>1 A. Define recently.</p> <p>2 Q. Within the last six months.</p> <p>3 A. Yes.</p> <p>4 Q. And were you present?</p> <p>5 A. I was present at one of two</p> <p>6 meetings, that I know of.</p> <p>7 Q. Why don't you take me through these</p> <p>8 meetings? Did both of these meetings take place</p> <p>9 at the DPW?</p> <p>10 A. The one that I attended did.</p> <p>11 Q. Tell me who was present.</p> <p>12 A. I'm not sure now, as I think about</p> <p>13 it today. My current recollection is that I was</p> <p>14 only at one meeting. If there were two</p> <p>15 meetings, I was at one. If there were three</p> <p>16 meetings, I may have been at two. They're sort</p> <p>17 of blurring together right now. I think there</p> <p>18 were two meetings.</p> <p>19 Q. And these were meetings at which</p> <p>20 Mr. Radlo was present?</p> <p>21 A. Representing FlightLevel Norwood at</p> <p>22 the meeting I was present at were Mr. Radlo,</p> <p>23 Mr. Eichleay, and myself.</p> <p>24 Q. And who was present from the NAC?</p>



<p style="text-align: right;">381</p> <p>1 A. Present from the NAC were Chairman 2 Ryan and Vice Chairman Sheehan. 3 Q. Anyone else? 4 A. Not that were invited to attend the 5 meeting, but there was some -- I don't know, an 6 IT person or an audio-visual person that helped 7 with a PowerPoint presentation. 8 Q. Anyone else from the NAC? 9 A. No. 10 Q. How about Mr. Maguire? 11 A. No. 12 Q. Anyone else from the Town of 13 Norwood? 14 A. No. 15 Q. This was the meeting that 16 Mr. Sheehan described where the parties 17 discussed extension of the four-thousand-foot 18 runway? 19 A. Yes. 20 Q. Anything else discussed at that 21 meeting? 22 A. No. 23 Q. Did you speak at that meeting? 24 A. Yes.</p>	<p style="text-align: right;">383</p> <p>1 runway. 2 Q. Do you recall who was present at 3 this meeting? 4 A. I'm struggling with whether I was 5 or not. I know that this case was taking a 6 great deal of time and I might not have been, 7 but I do recall helping Peter with the 8 PowerPoint presentation. And if I wasn't there, 9 it would have been Alan Radlo and Peter Eichleay 10 only representing FlightLevel Norwood. And I'm 11 not sure who on behalf of the Town would have 12 been there, but it would have likely been Mark 13 Ryan. And I'm not sure whether Mike Sheehan 14 attended the second meeting. 15 Q. You said you had a recollection of, 16 perhaps, a third meeting as well on the same 17 topic? 18 A. Mike, I've got to tell you. I'm 19 honestly not sure. I'm confused about these 20 meetings. They were ancillary to my daily 21 chores and I can't recall how many there were. 22 Q. Fair enough. 23 MR. FEE: I'm going to mark 24 this as the next exhibit.</p>
<p style="text-align: right;">382</p> <p>1 Q. What did you say? 2 A. I think I made some points about 3 the benefits to the Town of extending the 4 runway. 5 Q. Tell me about these one or two 6 other meetings that you recall attending 7 recently with Mr. Radlo? 8 A. I think I now recall attending two. 9 The first meeting was an introductory meeting in 10 which we, the FlightLevel attendees, wanted to 11 present what was -- what steps complicated the 12 proposal and get some initial feedback on what 13 the Town would need to hear in order to take it 14 seriously. 15 Q. Did this precede the DPW meeting? 16 A. That was the first DPW meeting, and 17 then the second DPW meeting that I attended -- 18 boy, I honestly can't recall if I attended or 19 just helped with the PowerPoint at this point. 20 But the second meeting was the presentation of 21 sort of a first iteration of a proposal that 22 would ostensibly deal with sound issues and, you 23 know, educational element with respect to the 24 types of aircraft that would be using an extended</p>	<p style="text-align: right;">384</p> <p>1 (Exhibit 303, Handwritten Note dated 2 August 8, 2017, marked for identification) 3 Q. (By Mr. Fee) 303 appears to be a 4 handwritten note dated August 8, 2017. Have you 5 ever seen this before? 6 A. Yes. 7 Q. And is it written by Mr. Putnam? 8 A. It may have been. 9 Q. It says Kevin at the bottom? 10 A. I didn't get there. Yes. That 11 would be a good indication it was written by 12 Kevin. 13 Q. And at the top it says, "Avgas 14 delivery at 12:41. I arrived at the farm, 15 noticed the camera on the tripod in Unit 8 of 16 the enclosed T-hangars (currently infested by 17 BEH)." Did I read that correctly? 18 A. You did. 19 Q. Okay. So is there some hostility 20 or anger amongst FlightLevel employees towards 21 BEH? 22 MR. HARTZELL: Objection. 23 A. Well, I would suggest that you have 24 to ask them.</p>

COMMONWEALTH OF MASSACHUSETTS

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NORFOLK, ss.

SUPERIOR COURT  
CIVIL ACTION NO.  
1582CV00213

\*\*\*\*\*  
BOSTON EXECUTIVE HELICOPTERS, LLC,  
MII AVIATION SERVICES, LLC, and  
HB HOLDINGS LLC,

Plaintiffs,

vs.

FLIGHTLEVEL NORWOOD, LLC, EAC  
REALTY TRUST II, and PETER EICHLEAY,

Defendants.

\*\*\*\*\*

DEPOSITION of NICHOLAS BURLINGHAM

Thursday, March 8, 2018 - 10:00 a.m.

Held at: Pierce & Mandell, P.C.

11 Beacon Street, Suite 800

Boston, Massachusetts 02108

Kimberley J. Bouzan, CSR No. 153017	
Real Time Court Reporting	
One Monarch Place	9 Hammond Street
1414 Main Street	Worcester, MA 01610
13th Fl, Suite 1330	508-767-1157
Springfield, MA 01144	

Real Time Court Reporting  
508.767.1157



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1 December 9, 2016. So thanks for catching that.  
2 BY MR. FEE:  
3 Q. Did you file this?  
4 A. I only see a certificate of organization.  
5 Am I missing something?  
6 Q. Let me see. Yes. I thought there was an  
7 annual report annexed to this. Sorry. My  
8 mistake.  
9 Let me circle back to that question. Is  
10 it your belief that you have filed annual reports  
11 on behalf of ARR Aviation, LLC?  
12 A. No.  
13 Q. Okay. How about ARR Aviation II, LLC?  
14 Have you filed annual reports on their behalf?  
15 A. I don't believe so.  
16 Q. I'm going to show you a document that's  
17 been marked as Exhibit 43. Have you seen that  
18 before?  
19 A. Yes.  
20 Q. And what is it?  
21 A. This is a business entity summary and a  
22 certificate of organization for ARR -- well, it's  
23 a business entity for ARR II.  
24 MR. HARTZELL: Hold on one second. Has

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1 this been marked?  
2 MR. FEE: Yes, it has.  
3 MR. HARTZELL: It's 43?  
4 MR. FEE: 43.  
5 BY MR. FEE:  
6 Q. You know what? Let me come back to this.  
7 This is not right.  
8 Let me show you Exhibit 44. Have you  
9 seen that before?  
10 A. No. Not that I recall.  
11 Q. Okay. Exhibit 44 appears to be the  
12 Norwood -- I'm sorry -- the FlightLevel Norwood,  
13 LLC, fiscal year 2018 commercial permit  
14 application. Is that right?  
15 A. Yes.  
16 Q. Okay. And you haven't seen this before?  
17 A. Not that I recall.  
18 Q. Who's responsible for filing the  
19 commercial permit applications on behalf of  
20 FlightLevel Norwood, LLC?  
21 A. I'm not sure who's responsible for it.  
22 Q. Who does it?  
23 A. I believe Mike DeLaria does it.  
24 Q. And the stamp in the top right-hand

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1 corner indicates that it was filed on or about  
2 June 1, 2017. Is that correct?  
3 A. It says "paid."  
4 Q. Okay. Do you have any reason to believe  
5 that this commercial permit application wasn't  
6 filed on or about June 1, 2017?  
7 A. I have no reason to believe it wasn't.  
8 Q. At that time ARR Aviation, LLC, and ARR  
9 Aviation II, LLC, had acquired an interest or  
10 controlling interest in FlightLevel Norwood.  
11 Correct?  
12 MR. HARTZELL: I'm sorry. As of what  
13 time?  
14 BY MR. FEE:  
15 Q. As of June 1, 2017, ARR Aviation, LLC,  
16 and ARR Aviation II, LLC, had acquired a  
17 controlling interest in FlightLevel Norwood, LLC.  
18 Correct?  
19 A. Correct.  
20 Q. Okay. And can you tell me why ARR  
21 Aviation entities are not listed as a person  
22 holding more than 10 percent interest in the  
23 company on the 2018 FlightLevel Norwood  
24 commercial permit application?

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1 A. No.  
2 Q. Do you know if FlightLevel Norwood made  
3 any disclosure whatsoever to the Norwood Airport  
4 Commission regarding the acquisition of a  
5 controlling interest in it by the ARR entities?  
6 A. Yes.  
7 Q. And what did it do?  
8 A. Well, I reported it to the airport  
9 manager. And quiet frankly, the airport manager  
10 asked me to submit a response to this section,  
11 which I have not done.  
12 Q. When did the airport manager ask you to  
13 submit a response to that section of 44 that is  
14 incorrect?  
15 A. About six months ago.  
16 Q. And any reason why you've declined or  
17 failed to respond to that request?  
18 A. I didn't decline. I did fail, and the  
19 reason is without excuse. I should have done  
20 that.  
21 MR. FEE: Off the record.  
22 (Discussion off the record.)  
23 BY MR. FEE:  
24 Q. When you reported to the airport manager



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1 that FlightLevel Norwood, LLC, had been acquired  
2 by the ARR entities, did you do so in writing or  
3 was that a verbal report at a meeting?

4 A. Well, technically speaking, the  
5 membership interests in FlightLevel Norwood were  
6 acquired. It was a membership interest transfer  
7 and not an asset transfer, as a result of which  
8 there was no duty to get prior consent for it.

9 And with that prelude, can you please  
10 reask your question?

11 Q. Yes. How did you inform the airport  
12 commission of this transfer of membership  
13 interest?

14 A. I don't recall.

15 Q. Okay. And it's your position that the  
16 consent of the Norwood Airport Commission was not  
17 required?

18 A. That is -- calls for a legal conclusion.  
19 And it's my recollection, having studied the  
20 contracts at play, that that was the case.  
21 Although, as I sit here today, I can't remember  
22 exactly what I read.

23 Q. Were you involved in advising FlightLevel  
24 Norwood, LLC, with respect to the acquisition of

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1 membership interest by the ARR entities?

2 A. Yes.

3 Q. Okay. And in connection with providing  
4 that advice, did you review all of FlightLevel  
5 Norwood, LLC's, leases and contracts to determine  
6 whether there were any that required consent?

7 A. Yes.

8 Q. Okay. What is the basis for your belief  
9 that consent of the Norwood Airport Commission  
10 was not required to allow transfer of the  
11 membership interest?

12 A. The basis for my opinion also calls for a  
13 legal conclusion. And since the contracts  
14 between the Norwood Airport Commission and  
15 FlightLevel were unaffected by the membership  
16 transfer and were otherwise unaltered in any way,  
17 there was no requirement to go and ask for prior  
18 consent.

19 Q. Okay. So as we sit here today,  
20 FlightLevel Norwood's obligations and duties as a  
21 lessor, lessee, sublessor, sublessee, vendor at  
22 the Norwood Memorial Airport are unaffected in  
23 any way by the transfer of membership interest to  
24 the ARR entities. Is that fair to say?

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1 A. That also calls for a legal conclusion.  
2 And my recollection from the work that I did in  
3 preparation for the transfer is that that is a  
4 fair thing to say.

5 Q. Okay. I thought that we would talk a  
6 little bit about the layout of the airport.

7 MR. FEE: Let's take a five-minute break.  
8 (Recess taken at 10:27 a.m.)  
9 (Deposition resumed at 10:29 a.m.)

10 BY MR. FEE:

11 Q. Back for a moment to the ARR membership  
12 interest transfer. Do you know exactly when that  
13 occurred?

14 A. You mean the FlightLevel Norwood, LLC,  
15 membership interest transfer?

16 Q. Yes. That we were discussing previously.

17 A. Yes and no.

18 Q. A cryptic answer, Counselor. Do you  
19 recall which documents were signed effectuating  
20 the transfer of FlightLevel Norwood's membership  
21 interest to the ARR entities?

22 A. Not without looking at them.

23 Q. Can you approximate?

24 A. Yes..

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1 Q. And what month or year was that in?

2 A. The intention was to complete the legal  
3 transfer so that ARR Aviation and ARR Aviation  
4 II, LLC, would be in place January 1, 2017.

5 Q. Okay. And did that happen?

6 A. I believe so.

7 Q. And so --

8 A. With some luck.

9 Q. And so it's your understanding that the  
10 effective date of the transaction was on or about  
11 January 1, 2017?

12 A. Correct.

13 Q. Okay. So as you might imagine, we're  
14 going to talk a little bit about the airport  
15 today. And I want to show you a document that  
16 I'm going to mark as the next exhibit.

17 (Exhibit No. 45 marked for identification.)

18 BY MR. FEE:

19 Q. Now, I'm going to show you a plan that my  
20 client prepared, and it has markings regarding an  
21 NEPA setback and a TOFA/OFA area. And I don't  
22 want to hold you to any of those. I'm not asking  
23 you to authenticate this plan in any way.

24 I just want to use it in our discussions



Pages 1-117  
Exhibits 106-108

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COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF THE TRIAL COURT

NORFOLK, SS.

SUPERIOR COURT  
NO. 1582CV00213

BOSTON EXECUTIVE HELICOPTERS, LLC;  
MII AVIATION SERVICES, LLC, AND  
HB HOLDINGS, INC.,  
Plaintiffs,

v.

FLIGHTLEVEL NORWOOD, LLC;  
EAC REALTY TRUST II; AND  
PETER EICHLEAY,  
Defendants.

---

DEPOSITION OF KEVIN J. SHAUGHNESSY

TAKEN MARCH 19, 2018

AT THE LAW OFFICES OF

LeCLAIR RYAN

ONE INTERNATIONAL PLACE, 11TH FLOOR

BOSTON, MASSACHUSETTS

Reporter: Raymond F. Catuogno, Jr.

<p style="text-align: right;">110</p> <p>1 regulations?</p> <p>2 A. I don't know.</p> <p>3 Q. Now, Mr. Hartzell asked you if this</p> <p>4 snow that was piled up was preventing access to</p> <p>5 the fuel farm and you said you thought so; is</p> <p>6 that right?</p> <p>7 A. Yes.</p> <p>8 Q. And how did it prevent access to</p> <p>9 the fuel farm?</p> <p>10 A. Like you couldn't maneuver. If you</p> <p>11 were driving over trying to get to the fuel</p> <p>12 farm, it would be pretty hard to do.</p> <p>13 Q. Isn't there an alternate access</p> <p>14 point to the fuel farm?</p> <p>15 A. I assume so.</p> <p>16 Q. Are you familiar with FlightLevel's</p> <p>17 fuel plan?</p> <p>18 A. They recently submitted another</p> <p>19 one, so I've seen it.</p> <p>20 Q. You're familiar with it?</p> <p>21 A. I would not say I'm familiar with</p> <p>22 it, no.</p> <p>23 Q. Do you know who Alan Radlo is?</p> <p>24 A. I do.</p>	<p style="text-align: right;">112</p> <p>1 just someone that was in business with Peter; is</p> <p>2 that fair to say?</p> <p>3 A. Yes.</p> <p>4 Q. At some point did you become aware</p> <p>5 of Radlo's -- the full extent of Radlo's</p> <p>6 ownership interest in FlightLevel?</p> <p>7 MR. HARTZELL: Objection.</p> <p>8 A. I'm still not aware what his</p> <p>9 business agreement or business interest is.</p> <p>10 Q. Would you expect to know that as a</p> <p>11 commissioner? Isn't that something that needs</p> <p>12 to be disclosed by FlightLevel?</p> <p>13 MR. HARTZELL: Objection.</p> <p>14 A. I don't know. I looked him up to</p> <p>15 see who he was, kind of quickly Googled him.</p> <p>16 And I think he was a manager, a fund manager of</p> <p>17 Fidelity, so I assume he's another wealthy guy</p> <p>18 down at the airport.</p> <p>19 Q. But did Radlo provide you with any</p> <p>20 information regarding his financial</p> <p>21 capabilities?</p> <p>22 A. He may have provided the manager.</p> <p>23 I'm not aware of it.</p> <p>24 Q. But you have not seen it?</p>
<p style="text-align: right;">111</p> <p>1 Q. Who is he?</p> <p>2 A. I believe he is a partner with</p> <p>3 Mr. Eichleay and FlightLevel.</p> <p>4 Q. And when did you first become</p> <p>5 familiar with Alan Radlo?</p> <p>6 A. Within the past year, I believe.</p> <p>7 Q. How did you become familiar with</p> <p>8 Mr. Radlo?</p> <p>9 A. I believe he started showing up to</p> <p>10 the meetings, the Airport Commission meetings.</p> <p>11 Q. And you were introduced to him?</p> <p>12 A. I was introduced to him at a</p> <p>13 function that -- FlightLevel built some new</p> <p>14 hangars and they had a function there where they</p> <p>15 had jets or all of these different things. They</p> <p>16 had kind of an open house. I met him there.</p> <p>17 Q. Did he introduce himself as</p> <p>18 FlightLevel's new owner?</p> <p>19 MR. HARTZELL: Objection.</p> <p>20 A. I don't recall. I do know that he</p> <p>21 had -- he was in business with Peter. I don't</p> <p>22 think he would have termed it "new owner".</p> <p>23 Q. So when you met him, you did not</p> <p>24 understand him to be the owner of FlightLevel,</p>	<p style="text-align: right;">113</p> <p>1 A. I haven't seen it.</p> <p>2 Q. And so the manager has never</p> <p>3 provided to the commissioners any information</p> <p>4 regarding Mr. Radlo's ownership interest in</p> <p>5 FlightLevel?</p> <p>6 A. He may have. I don't recall it.</p> <p>7 Q. Well, it would be in the meetings</p> <p>8 if he did, right?</p> <p>9 MR. HARTZELL: Objection.</p> <p>10 Q. (By Mr. Fee) I'm sorry, in the</p> <p>11 meeting minutes?</p> <p>12 MR. HARTZELL: Objection.</p> <p>13 A. I don't know.</p> <p>14 Q. Do you know if the -- let me show</p> <p>15 you this.</p> <p>16 MR. FEE: Can I have this</p> <p>17 marked as the next exhibit?</p> <p>18 (Exhibit 108, Norwood Memorial Airport</p> <p>19 FY2018 Commercial Permit Application,</p> <p>20 marked for identification)</p> <p>21 MR. SIMMS: Off the record.</p> <p>22 (Off-record conference)</p> <p>23 MR. FEE: Back on the record.</p> <p>24 Q. (By Mr. Fee) Mr. Shaughnessy, I'm</p>



<div>114</div> <div><div>1</div><div>2</div><div>3</div><div>4</div><div>5</div><div>6</div><div>7</div><div>8</div><div>9</div><div>10</div><div>11</div><div>12</div><div>13</div><div>14</div><div>15</div><div>16</div><div>17</div><div>18</div><div>19</div><div>20</div><div>21</div><div>22</div><div>23</div><div>24</div></div> <div><p>showing you a document marked as Exhibit 108. It appears to be the 2018 Commercial Permit Application for FlightLevel. Have you seen it before?</p><p>A. It is the Commercial -- the 2018 Commercial Permit Application for FlightLevel.</p><p>Q. Have you seen it before?</p><p>A. I assume so because these are provided to us before they are approved, so I would assume that I have seen it.</p><p>Q. I will ask you some more questions about it the next time I see you.</p><p>MR. FEE: We'll suspend the deposition at this point. Thank you for your time.</p><p>(Deposition suspended)</p></div>	<div>116</div> <div><div>April 3, 2018</div><div>Adam Simms, Esq. PIERCE, DAVIS &amp; PERRITANO, LLP 10 Post Office Square Boston, MA 02109</div><div>Re: BEH v. FLIGHTLEVEL NORWOOD, LLC, et al.</div><div>Dear Counselor:</div><div>Enclosed is a copy of the deposition of KEVIN J. SHAUGHNESSY taken on March 19, 2018, in the above-entitled action.</div><div>According to Rule 30(e) of the Massachusetts Rules of Civil Procedure, the deponent has thirty days to sign the deposition from the date of its submission to the deponent, which is the above date.</div><div>Please have the deponent sign the enclosed Signature Page/Errata Sheet and return it to the offices of:</div><div>A. Neil Hartzell, Esq. LeCLAIR RYAN One International Place Boston, MA 02110</div><div>Whereupon it will be attached to the original deposition transcript, and a copy thereof to all counsel of record.</div><div>Thank you for your cooperation in this matter.</div><div>Raymond F. Catuogno, Jr.</div><div>cc: A. Neil Hartzell, Esq. Michael C. Fee, Esq.</div></div>																														
<div>115</div> <div><div>COMMONWEALTH OF MASSACHUSETTS NORFOLK, ss.</div><div>I, RAYMOND F. CATUOGNO, JR., a Notary Public in and for the Commonwealth of Massachusetts, do hereby certify that there came before me on March 19, 2018, at the offices of LeClair Ryan, One International Place, 11th Floor, Boston, Massachusetts, the following named person, to wit: KEVIN J. SHAUGHNESSY, who was by me duly sworn to testify to the truth and nothing but the truth as to his knowledge touching and concerning the matters in controversy in this cause; that he was thereupon examined upon his oath and said examination reduced to writing by me; and that the statement is a true record of the testimony given by the witness, to the best of my knowledge and ability.</div><div>I further certify that I am not a relative or employee of counsel/attorney for any of the parties, nor a relative or employee of such parties, nor am I financially interested in the outcome of the action.</div><div>WITNESS MY HAND March 30, 2018.</div><div>Raymond F. Catuogno, Jr. Notary Public</div><div>My Commission expires: February 12, 2021</div></div>	<div>117</div> <div><div>COMMONWEALTH OF MASSACHUSETTS Norfolk, ss. 1582CV00213</div><div>BOSTON EXECUTIVE HELICOPTERS, LLC; MII AVIATION SERVICES, LLC, AND HB HOLDINGS, INC., Plaintiffs, v. FLIGHTLEVEL NORWOOD, LLC; EAC REALTY TRUST II; AND PETER EICHLEAY, Defendants.</div><div>I, KEVIN J. SHAUGHNESSY, do hereby certify, under the pains and penalties of perjury, that the foregoing testimony is true and accurate, to the best of my knowledge and belief, with the addition of the following changes/corrections:</div><div><table><tr><th>Page</th><th>Line</th><th>Change/Correction</th></tr><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr></table></div><div>WITNESS MY HAND, this    day of   , 2018.</div><div>KEVIN J. SHAUGHNESSY</div><div>cc: A. Neil Hartzell, Esq. Adam Simms, Esq. Michael C. Fee, Esq.</div></div>	Page	Line	Change/Correction																											
Page	Line	Change/Correction																													

Peter W. Eichleay  
May 31, 2017

*Peter W. Eichleay*

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UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

C.A. No.  
1:15-CV-13647-RGS

\*\*\*\*\*

BOSTON EXECUTIVE HELICOPTERS, LLC,

Plaintiff,

vs.

FRANCIS T. MAGUIRE, ET AL.,

Defendant.

\*\*\*\*\*

DEPOSITION of PETER W. EICHLEAY

Wednesday, May 31, 2017 - 10:00 a.m.

Held at: Pierce & Mandell, P.C.

11 Beacon Street, Suite 800

Boston, Massachusetts 02108

Kimberley J. Bouzan, CSR #153017

REALTIME COURT REPORTING

One Monarch Place

1414 Main St.-Suite 1330

Springfield, MA 01144

9 Hammond Street

Worcester, MA 01610

508-767-1157

Real Time Court Reporting  
508.767.1157



1 economics and German.  
2 Q. When did you graduate from Bowdoin?  
3 A. 2004.  
4 Q. Did you have any further education after  
5 Bowdoin?  
6 A. What do you mean by "education"?  
7 Q. Did you attend any postgraduate programs?  
8 A. No.  
9 Q. Did you attend any other forms of  
10 education after Bowdoin?  
11 A. Yes.  
12 Q. What did you do?  
13 A. Some flying education, pilot licenses.  
14 Q. Do you have a pilot's license?  
15 A. I do.  
16 Q. Any other licenses?  
17 A. Driver's license.  
18 Q. Okay. And are you married?  
19 A. Yes.  
20 Q. And how long have you been married?  
21 A. It will be five years.  
22 Q. Kids?  
23 A. Yes.  
24 Q. How many?

1 A. Two.  
2 Q. And the West Bath, Maine, address is your  
3 permanent residence?  
4 A. Correct.  
5 Q. Do you have -- do you maintain a  
6 residence in Massachusetts as well?  
7 A. No.  
8 Q. You're familiar with the entity known as  
9 FlightLevel of Norwood, LLC?  
10 A. It's not FlightLevel of Norwood. No.  
11 Q. Do you know an entity known as  
12 FlightLevel Norwood, LLC?  
13 A. Yes.  
14 Q. And what is that entity?  
15 A. That is the entity that operates an  
16 aviation business out of the Norwood Memorial  
17 Airport.  
18 Q. Do you have an interest in that entity?  
19 A. I do.  
20 Q. What is your interest in it?  
21 A. I'm the president of the company.  
22 Q. Okay. Is it fair to say that Norwood --  
23 FlightLevel Norwood, LLC, is an LLC? Limited  
24 liability company.

1 A. Yes.  
2 Q. Okay. And do you know who the managers  
3 or members are of FlightLevel, LLC?  
4 A. Yes.  
5 Q. Who are they?  
6 A. It's ARR Aviation, LLC, and ARR Aviation  
7 II, LLC. I believe I'm the managing member.  
8 Q. You're the managing member of FlightLevel  
9 Norwood, LLC; is that correct?  
10 A. I believe so. I'm not 100 percent sure  
11 on that.  
12 Q. Okay. ARR Aviation II, LLC, and ARR --  
13 ARR Aviation, LLC, are entities formed under the  
14 jurisdiction of what state?  
15 A. Massachusetts, I believe.  
16 Q. And they are the members of FlightLevel  
17 Norwood, LLC?  
18 A. I believe so.  
19 Q. And who are the members of ARR Aviation  
20 and ARR Aviation II, LLC?  
21 A. Allan Radlow.  
22 Q. Who is Allan Radlow?  
23 A. He is an investor.  
24 Q. Are you a member of ARR Aviation, LLC, or

1 ARR Aviation II, LLC?  
2 A. I might be. I'm not sure.  
3 Q. Do ARR Aviation, LLC, and ARR Aviation  
4 II, LLC, have operating agreements?  
5 A. I believe so.  
6 Q. Okay. When were the ARR entities formed?  
7 A. The past year. I don't know the exact  
8 date.  
9 Q. Did they acquire the membership interest  
10 in FlightLevel Norwood, LLC?  
11 A. Yes.  
12 Q. Prior to the ARR entities acquiring the  
13 membership interest of FlightLevel Norwood, LLC,  
14 who were the members of FlightLevel Norwood, LLC?  
15 A. I can't remember all of them.  
16 Q. It's an investor group?  
17 A. Yes.  
18 Q. And approximately how many people?  
19 A. A dozen entities.  
20 Q. People and entities or just entities?  
21 A. Mostly entities.  
22 Q. Okay. And that was an investment group  
23 that you formed?  
24 A. Yes.



1 Q. And did you form that investment group to  
2 hold membership interest in FlightLevel Norwood,  
3 LLC, at or about the time of the formation of  
4 FlightLevel Norwood, LLC?  
5 A. Yes.  
6 Q. And FlightLevel Norwood, LLC, is  
7 incorporated in Delaware; is it not?  
8 A. I believe so.  
9 MR. FEE: 63, please.  
10 (Exhibit No. 63 marked for  
11 identification.)  
12 BY MR. FEE:  
13 Q. Did Allan Radlow acquire all of the  
14 membership interest -- I'm sorry. You said that  
15 Allan Radlow holds all of the membership interest  
16 in the ARR aviation entities; is that correct?  
17 A. Yes.  
18 Q. Okay. And did the ARR aviation entities  
19 acquire all of the interest in FlightLevel  
20 Norwood, LLC?  
21 A. Yes.  
22 Q. And you said that it was in this year  
23 that that happened?  
24 A. This year or last. '16/'17.

1 Q. Okay. And has the change in membership  
2 interest affected the operations of FlightLevel  
3 Norwood, LLC, in any way?  
4 A. No.  
5 Q. Has there been any change in managers?  
6 A. No.  
7 Q. Just a change in ownership interest; is  
8 that fair to say?  
9 A. Yes.  
10 Q. Okay. So I'm showing you a document  
11 that's been marked as Exhibit 63. It appears to  
12 be an application for registration as a foreign  
13 limited liability company dated January 9, 2008.  
14 And on page 2, there's a signature line  
15 that appears to -- that states Peter Eichleay.  
16 Is that your signature?  
17 A. Yes.  
18 Q. So my question is: Directing your  
19 attention back to the first page, paragraph 5 of  
20 the document suggests that there are no managers  
21 for FlightLevel Norwood, LLC. At that time of  
22 the formation, is that -- was that accurate?  
23 Were there no managers?  
24 A. Possibly. I can't remember.

1 Q. At some point in time did FlightLevel  
2 Norwood, LLC, shift it's form from a member  
3 managed LLC to a manager managed LLC?  
4 A. I don't know.  
5 Q. Who would know that?  
6 A. My lawyers at the time probably.  
7 Q. Who are they?  
8 A. I can't remember the name of the firm.  
9 Q. Okay. But you were represented by  
10 counsel in the formation of FlightLevel Norwood,  
11 LLC, in Delaware and its subsequent registration  
12 as a foreign company in Massachusetts. Correct?  
13 A. Yes.  
14 Q. And at the time that FlightLevel Norwood,  
15 LLC, was formed, how old were you? And I can do  
16 the math.  
17 A. Approximately 26.  
18 Q. And had you had any prior experience in  
19 the aviation industry?  
20 A. Yes.  
21 Q. And what was that?  
22 A. I worked in finance and strategy for US  
23 Airways, and I worked for an investment bank  
24 after that that specialized in transportation.

1 Q. Okay. It seems like a good time to ask  
2 you about your work experience. You graduated  
3 Bowdoin in 2004. Correct?  
4 A. Correct.  
5 Q. Can you walk me through your job  
6 experience after you graduated?  
7 A. Like I said, US Airways.  
8 Q. For how long?  
9 A. About a year.  
10 Q. For one year?  
11 A. One to two years.  
12 Q. Okay. What did you do there?  
13 A. I worked in finance and route strategy.  
14 Q. Okay. Until approximately 2004 -- 2005  
15 or 2006?  
16 A. Correct.  
17 Q. Okay. And what did you do after that?  
18 A. I worked for a company called  
19 MergeGlobal.  
20 Q. What was the business of MergeGlobal?  
21 A. Transportation consulting and investment  
22 banking.  
23 Q. Where are they located?  
24 A. Ballston, Virginia. They may not be



APPROVED

8/10/11



PAID

CHK NO 7726 DATE 7-13-11

**Norwood Memorial Airport**  
**FY 2012 Commercial Permit Application**

The Norwood Airport Commission (NAC) issues permits for aeronautical operations under six categories, depending on the type of services offered. The applicant must identify each service within a category for which a permit is requested. The permit will identify specific services allowed. A full-service, fixed-base operator's permit will be issued only to those companies that offer to supply the full spectrum of services in categories II, II and IV.

**Check (✓) the applicable categories:**

- I. **Full-service, fixed-base operator**
- II. **Flight Operations, including:** [Office space area 8400 Sq. Ft.]  
( ) Passenger charter (FAR Part 135)  
( ) Freight charter
- III. **Flight Operations, including:** [Office space area \_\_\_\_ Sq. Ft.]  
( ) Flight instruction  
( ) Aircraft rental  
( ) Flying club  
( ) Sightseeing flights  
( ) Aircraft sales or exchange
- IV. **Ground Operations, including:** Line [Office space area 500 Sq. Ft.]  
(✓) Hangar space rental ..... [Hangar space area 50 Sq. Ft.]  
(✓) Aircraft and avionics maintenance  
(✓) Line services  
( ) Aircraft cleaning
- IV. **Fuel Storage and Dispensing** [Office space area 120 Sq. Ft.]
- VI. **Unique Services, including:** [Office space area \_\_\_\_ Sq. Ft.]  
( ) Aerial photography  
( ) Aerial advertising  
( ) Aerial survey  
(✓) Other services Car Rental (2M)

Company Name:  
Address:

Flightlevel Norwood LLC  
125 Access Rd Norwood, MA 02062

Check One: Corporation ☒ Partnership ☐ Proprietorship ☐ Other ☐

LLC

Company Telephone:

781-769-8680

Company E-Mail Address:

R Powers @ FlightlevelAviation.Com

Company Officers:

Peter Eichleay  
(President)

Come in 2018

Name/Address of each person holding more than 10% interest in this company:

KASSAP INVESTMENTS 3635 Old Coast Rd  
Suit 309 Baltimore, MD 21208  
Marris Helman 7100 Rutherford Rd Baltimore, MD  
Monica Tepulis c/o Tepulis Travel 244 Perimeter Rd  
Center Parkway Suit 280 Atlanta, GA 30346

Parent Company (if any):

List days and hours of operations: Days Seven Hours: 0700-2000 Mon-Sun

Type and number of equipment:

Fixed wing, single-engine: \_\_\_\_\_

Rotary wing: \_\_\_\_\_

Fixed wing, twin: \_\_\_\_\_

Other: \_\_\_\_\_

N/A

Hangar and/or tie-down spaces:

65 Hangar(s) Where? Various

110 Space(s) Where? Various

Will you have spaces available to rent to others?

☒ Yes

☐ No

All applicants must comply with the Norwood Airport Regulations/Minimum Standards, and show evidence of the appropriate FAA licenses and certificates required to provide services. An insurance policy, identifying the Town of Norwood, the Norwood Airport Commission, the Airport Manager and Assistant Manager as additionally insured should accompany the application. No commercial operations are allowed without authorization from the NAC. All operators are required to renew the permit by July 1<sup>st</sup> of each year. The \$30 permit fee must accompany the application.



**PAID**

KNO DATE

3509 6-1-17



## Norwood Memorial Airport

### **FY 2018 Commercial Permit Application**

The Norwood Airport Commission (NAC) issues permits for aeronautical operations under six categories, depending on the type of services offered. The applicant must identify each service within a category for which a permit is requested. The permit will identify specific services allowed. A full-service, fixed-base operator's (FBO) permit will be issued only to those companies that offer to supply the full spectrum of services as defined in the Norwood Airport General Regulations.

#### Check (✓) the applicable categories:

- I. **Full-service, fixed-base operator** (✓)
- II. **Flight Operations, including:** [Office space area \_\_\_\_ Sq. Ft.]  
 ( ) Passenger charter (FAR Part 135)  
 ( ) Freight charter
- III. **Flight Operations, including:** [Office space area \_\_\_\_ Sq. Ft.]  
 ( ) Flight instruction  
 ( ) Aircraft rental  
 ( ) Sightseeing flights  
 ( ) Aircraft sales or exchange
- IV. **Ground Operations, including:** [Office space area \_\_\_\_ Sq. Ft.]  
 [Hangar space area \_\_\_\_ Sq. Ft.]  
 (✓) Hangar space rental  
 (✓) Aircraft and avionics maintenance  
 (✓) Line services  
 (✓) Aircraft cleaning
- V. **Fuel Storage and Dispensing** [Office space area \_\_\_\_ Sq. Ft.]
- VI. **Unique Services, including:** [Office space area \_\_\_\_ Sq. Ft.]  
 ( ) Aerial photography  
 ( ) Aerial advertising  
 ( ) Aerial survey  
 (✓) Other services Avis/Budget & Taso's Greek Restaurant
- Company Name: Flightlevel Norwood, LLC  
 Address: 0125 Access Rd, Norwood, MA 02062

Check One: Corporation Partnership Proprietorship Other

Company Telephone:

781-769-8680

Company E-Mail Address:

Company Officers:

Peter Eichleay

Mike Delaria

Nick Burlingham

Name/Address of each person holding more than 10% interest in this company:

Parent Company (if any):

List days and hours of operations: Days 7 Hours: 6 AM - 8 PM

Type and number of equipment:

Fixed wing, single-engine: \_\_\_\_\_

Rotary wing: \_\_\_\_\_

Fixed wing, twin: \_\_\_\_\_

Other: \_\_\_\_\_

Hangar and/or tie-down spaces:

\_\_\_\_\_ Hangar(s) Where? \_\_\_\_\_

\_\_\_\_\_ Space(s) Where? \_\_\_\_\_

Will you have spaces available to rent to others? ( ☒ ) Yes ( ) No ( ) N/A

All applicants must comply with the Norwood Airport General Regulations/Minimum Standards, and show evidence of the appropriate FAA licenses and certificates required to provide services. An insurance policy, identifying the Town of Norwood, the Norwood Airport Commission, the Airport Manager and Assistant Manager as additionally insured should accompany the application. No commercial operations are allowed without authorization from the NAC. All operators are required to renew the permit by July 1<sup>st</sup> of each year. The \$30 permit fee must accompany the application.

Ab Radio  
or  
ARR Aviation



PAGES: 1- 127  
EXHIBITS 119-127

COMMONWEALTH OF MASSACHUSETTS

NORFOLK, ss.

SUPERIOR COURT NO.  
1582CV00213

\*\*\*\*\*  
BOSTON EXECUTIVE HELICOPTERS, LLC;  
MII AVIATION SERVICES, LLC, and  
HB HOLDINGS, INC.,

Plaintiffs,

vs.

FLIGHTLEVEL NORWOOD, LLC;  
EAC REALTY TRUST II; and  
PETER EICHLEAY,

Defendants.

\*\*\*\*\*

DEPOSITION of MICHAEL SHEEHAN

Tuesday, March 27, 2018 - 10:00 a.m.

Held at: The Law Offices of LeClair Ryan

One International Place, 11th Floor

Boston, Massachusetts 02110

Kimberley J. Bouzan, CSR No. 153017	
Real Time Court Reporting	
One Monarch Place	9 Hammond Street
1414 Main Street	Worcester, MA 01610
13th Fl, Suite 1330	508-767-1157
Springfield, MA 01144	

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1 the NAC was requesting that BEH provide in terms  
2 of financial information to support its FBO  
3 request?  
4 MR. HARTZELL: Objection.  
5 A. It doesn't say anything here about an  
6 FBO.  
7 BY MR. FEE:  
8 Q. Well, why else would the NAC request  
9 financial information from BEH if it wasn't in  
10 connection with its FBO request?  
11 MR. SIMMS: Objection.  
12 MR. HARTZELL: Objection. Go ahead.  
13 A. I think it is shortly after my first  
14 meeting, and at the time this was what we were  
15 requiring.  
16 BY MR. FEE:  
17 Q. Okay. So this is what the NAC was  
18 requiring. Exhibit 122 fairly represents what  
19 the NAC was requiring in terms of financial  
20 information from BEH in April of 2014. Is that  
21 fair to say?  
22 A. Yes.  
23 Q. And did those requirements evolve over  
24 time?

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1 A. Yes. Because of BEH's concern that some  
2 of the information might be harmful to their  
3 business, we agreed upon, at their  
4 recommendation, a third-party review which was  
5 done and the commission accepted.  
6 Q. Do you know who Alan Radlo is?  
7 A. I think he's now involved with  
8 FlightLevel.  
9 Q. How do you know that?  
10 A. If it's the same Alan, he appeared at our  
11 last meeting.  
12 Q. Is that the first time you heard or saw  
13 or knew of Alan Radlo?  
14 A. No.  
15 Q. When did you first hear of Alan Radlo?  
16 A. At a meeting.  
17 Q. Which meeting?  
18 A. That FlightLevel had with Chairman Ryan  
19 and myself.  
20 Q. When was that?  
21 A. A couple of months ago. I'm not sure of  
22 the exact time frame.  
23 Q. Was it sometime in 2018?  
24 A. I would say it was in the last six

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1 months.  
2 Q. So sometime between September of 2017 and  
3 today?  
4 A. Correct.  
5 Q. And where did that meeting take place?  
6 A. At the DFW conference room.  
7 Q. And who called the meeting?  
8 A. I was contacted by Mr. Ryan on my  
9 availability to talk about extending the runways  
10 at Norwood Airport and there would be some  
11 information, and I attended the meeting.  
12 Q. And Mr. Radlo was present?  
13 A. Alan; right?  
14 Q. Right. Alan.  
15 A. Yes.  
16 Q. And you were present and Mr. Ryan was  
17 present?  
18 A. Yes.  
19 Q. Anybody else?  
20 A. FlightLevel, Peter Eichleay, and  
21 FlightLevel's counsel.  
22 Q. Mr. Burlingham?  
23 A. Yes.  
24 Q. Okay. Was Mr. Maguire there?

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1 A. No.  
2 Q. And how long did the meeting last?  
3 A. I would say about a half an hour.  
4 Q. Was that the first time you met  
5 Mr. Radlo?  
6 A. Yes.  
7 Q. Prior to that time, did you have any  
8 knowledge of Mr. Radlo's involvement in  
9 FlightLevel?  
10 A. Not that I can recall.  
11 Q. Do you know if FlightLevel has submitted  
12 to the commission any formal notification of  
13 Mr. Radlo's acquisition of an interest in  
14 FlightLevel?  
15 MR. HARTZELL: Objection.  
16 A. I recall being told that he was, you  
17 know, involved with the business. I'm not sure  
18 of his position.  
19 BY MR. FEE:  
20 Q. When was the first time you were told  
21 that?  
22 A. At that meeting.  
23 Q. Okay. And I'll ask again. Do you know  
24 if FlightLevel has submitted any written



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1 information to the NAC or the airport manager  
2 regarding Mr. Radlo's acquisition of an interest  
3 in FlightLevel?  
4 MR. HARTZELL: Objection.  
5 BY MR. FEE:  
6 Q. At any time.  
7 MR. HARTZELL: Same objection.  
8 A. Not that I'm aware of.  
9 BY MR. FEE:  
10 Q. So are you aware, at any time, of the NAC  
11 approving the transfer of interest in FlightLevel  
12 to Radlo?  
13 MR. HARTZELL: Objection.  
14 A. I know that he was introduced at our last  
15 meeting.  
16 BY MR. FEE:  
17 Q. He was introduced to the commission  
18 members?  
19 A. He was just introduced to everyone that  
20 was present.  
21 Q. And was any discussion -- did any  
22 discussion take place regarding Mr. Radlo's  
23 acquisition of an interest in FlightLevel?  
24 A. No.

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1 Q. So what was discussed at the meeting with  
2 Mr. Radlo?  
3 A. Nothing with Mr. Radlo.  
4 Q. I'm not sure -- poorly framed question.  
5 In the meeting that took place that you  
6 attended with Mr. Ryan and Mr. Eichleay and  
7 Mr. Burlingham and Mr. Radlo at the DPW  
8 conference room, what was discussed?  
9 A. The benefits of extending the runway  
10 1,001 feet and the benefits to the town and the  
11 airport.  
12 Q. Okay. And who made that presentation on  
13 behalf of FlightLevel?  
14 A. Mr. Eichleay.  
15 Q. What did Mr. Radlo say, if anything?  
16 A. He made some comments. I don't recall  
17 specifically what they were.  
18 Q. Did you ask Mr. Radlo at that meeting  
19 what his interest was in FlightLevel?  
20 A. I don't recall.  
21 Q. Did anyone from FlightLevel explain how  
22 the expansion of the ramp -- of the -- I'm sorry.  
23 You said ramp or --  
24 A. Runway.

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1 Q. Sorry. How the expansion of the runway  
2 would be accomplished?  
3 A. That was a discussion. I recall that --  
4 the process of going to the selectmen, making the  
5 same presentation that Mark and I received and --  
6 Q. Is the runway an AIP-approved element at  
7 the airport?  
8 A. I'm not sure.  
9 Q. Is it built with federal funds?  
10 A. I'd have to check with Mr. Maguire.  
11 Q. Did Mr. Radlo or anyone from FlightLevel  
12 suggest that expansion of the runway would be  
13 funded with federal funds?  
14 A. I don't recall that.  
15 Q. Did anyone talk about, at the meeting,  
16 who would pay for the expansion of the runway?  
17 A. I don't recall that.  
18 Q. Did you have questions about how this  
19 proposed runway expansion would be financed?  
20 A. My questions were around that I feel that  
21 the runway extension would be good for the town.  
22 And more politically, how do you get something  
23 like this approved before you even attempt to  
24 talk about financing because it's going to be a

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1 hard sell.  
2 Q. Okay. And did you have questions about  
3 whether or not there was sufficient land  
4 available to accomplish a runway expansion?  
5 A. Like any type of expansion, there's  
6 always issues with regards to how to get it done.  
7 Q. Did any -- I'm sorry. Go ahead.  
8 A. No. That's fine.  
9 Q. Did anyone say whether that expansion  
10 would be to the north or to the south? Did they  
11 have a specific proposal on where the runway  
12 expansion would take place?  
13 A. We're referring back to a study prior to  
14 when I came on the board that showed three  
15 options.  
16 Q. Okay. What was that study? Was that the  
17 master plan?  
18 A. I believe there's a master plan there  
19 that offered three options on the runway  
20 extension.  
21 Q. Did Mr. Eichleay and Mr. Radlo and  
22 Mr. Burlingham give you anything in writing at  
23 the meeting that we're talking about?  
24 A. No.

Page 106	Page 108
<p>1 Q. No pictures or explanations or graphs or 2 narratives of any sort? 3 A. There was a PowerPoint presentation. 4 Q. And was that PowerPoint presentation on a 5 computer? 6 A. It's a PowerPoint presentation. 7 Q. Well, sometimes they can be printed. So 8 I'm asking you whether -- 9 A. It was up on a screen. 10 Q. So you saw the presentation on the 11 screen, but you weren't provided with a hard copy 12 of the PowerPoint presentation. Is that your 13 testimony? 14 A. Not that I recall. 15 Q. Was this plan or proposal to expand the 16 runways ever discussed at any public meeting of 17 the NAC? 18 A. Not that I can recall. 19 Q. Other than the meeting that you've 20 described, have you had any other meetings with 21 representatives of FlightLevel? 22 A. Not that I can recall. 23 Q. You are aware, are you not, of 24 FlightLevel's position that a single FBO -- that</p>	<p>1 meeting is the packet provided to you? 2 A. Usually 48 hours. 3 Q. I believe Exhibit 95 was the document 4 that you referred to a moment ago when I asked 5 you if you were familiar with FlightLevel's 6 position that more than one FBO at the airport is 7 not viable. Do you see Exhibit 95? 8 A. Yes. 9 Q. Is that the document that you referred to 10 when you were answering my question? 11 A. I believe it is. 12 Q. Is this the first time that you became 13 aware of the fact that FlightLevel was advocating 14 for the commission to limit the number of FBOs at 15 the airport to one? 16 MR. SIMMS: January 2015? 17 MR. FEE: Correct. 18 A. I can't recall if this was. 19 BY MR. FEE: 20 Q. I'm just asking if this helps you 21 remember when you first became aware of 22 FlightLevel's advocacy to the commission that it 23 should limit the number of FBOs at the airport to 24 one?</p>
Page 107	Page 109
<p>1 more than two FBOs cannot peacefully co-exist at 2 Norwood Airport. Are you not? 3 MR. HARTZELL: Objection. 4 A. I think that I testified that I'm in 5 favor of two FBOs at Norwood Airport. 6 BY MR. FEE: 7 Q. Understood. But you are aware that 8 FlightLevel does not share that sentiment. 9 Correct? 10 A. I was shown a document today that says 11 words to that effect. 12 Q. Do you know when you first learned or 13 when FlightLevel first communicated to you in 14 your capacity as a member of the Norwood Airport 15 Commission that it did not believe that two FBOs 16 were viable at Norwood Airport? 17 A. I would have to reference any documents I 18 receive, but I believe that there should be two 19 FBOs at Norwood Airport. 20 Q. Do you read all of the documents that are 21 provided to you as part of your monthly manager's 22 report? 23 A. I review the packet prior to the meeting. 24 Q. Okay. And how far in advance of the</p>	<p>1 A. As I said before, I'm sure I received 2 this document and looked at it and don't agree 3 with it. 4 Q. Okay. Was this document ever discussed 5 at a Norwood Airport Commission meeting? 6 A. Not that I can recall. 7 Q. So was this provided to you as part of an 8 airport manager's packet? Exhibit 95. 9 A. I believe so. 10 Q. Was it common for the commissioners to 11 receive correspondence in the airport manager's 12 packet that they did not discuss? 13 MR. SIMMS: Objection. Go ahead. 14 A. We received the correspondence and it's 15 sometimes discussed. Sometimes not. 16 BY MR. FEE: 17 Q. Okay. 18 (Exhibit No. 123 marked for 19 identification.) 20 BY MR. FEE: 21 Q. Now, you've discussed with Mr. Hartzell a 22 second lease offer that was made by the NAC to 23 BEH. And I'm showing you a document that's been 24 marked as Exhibit 123. It appears to be a letter</p>



Pages 1-117  
Exhibits 106-108

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COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF THE TRIAL COURT

NORFOLK, SS.

SUPERIOR COURT  
NO. 1582CV00213

BOSTON EXECUTIVE HELICOPTERS, LLC;  
MII AVIATION SERVICES, LLC, AND  
HB HOLDINGS, INC.,  
Plaintiffs,

v.

FLIGHTLEVEL NORWOOD, LLC;  
EAC REALTY TRUST II; AND  
PETER EICHLEAY,  
Defendants.

---

DEPOSITION OF KEVIN J. SHAUGHNESSY

TAKEN MARCH 19, 2018

AT THE LAW OFFICES OF

LeCLAIR RYAN

ONE INTERNATIONAL PLACE, 11TH FLOOR

BOSTON, MASSACHUSETTS

Reporter: Raymond F. Catuogno, Jr.

110

- 1 regulations?  
 2 A. I don't know.  
 3 Q. Now, Mr. Hartzell asked you if this  
 4 snow that was piled up was preventing access to  
 5 the fuel farm and you said you thought so; is  
 6 that right?  
 7 A. Yes.  
 8 Q. And how did it prevent access to  
 9 the fuel farm?  
 10 A. Like you couldn't maneuver. If you  
 11 were driving over trying to get to the fuel  
 12 farm, it would be pretty hard to do.  
 13 Q. Isn't there an alternate access  
 14 point to the fuel farm?  
 15 A. I assume so.  
 16 Q. Are you familiar with FlightLevel's  
 17 fuel plan?  
 18 A. They recently submitted another  
 19 one, so I've seen it.  
 20 Q. You're familiar with it?  
 21 A. I would not say I'm familiar with  
 22 it, no.  
 23 Q. Do you know who Alan Radlo is?  
 24 A. I do.

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- 1 Q. Who is he?  
 2 A. I believe he is a partner with  
 3 Mr. Eichleay and FlightLevel.  
 4 Q. And when did you first become  
 5 familiar with Alan Radlo?  
 6 A. Within the past year, I believe.  
 7 Q. How did you become familiar with  
 8 Mr. Radlo?  
 9 A. I believe he started showing up to  
 10 the meetings, the Airport Commission meetings.  
 11 Q. And you were introduced to him?  
 12 A. I was introduced to him at a  
 13 function that -- FlightLevel built some new  
 14 hangars and they had a function there where they  
 15 had jets or all of these different things. They  
 16 had kind of an open house. I met him there.  
 17 Q. Did he introduce himself as  
 18 FlightLevel's new owner?  
 19 MR. HARTZELL: Objection.  
 20 A. I don't recall. I do know that he  
 21 had -- he was in business with Peter. I don't  
 22 think he would have termed it "new owner".  
 23 Q. So when you met him, you did not  
 24 understand him to be the owner of FlightLevel,

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- 1 just someone that was in business with Peter; is  
 2 that fair to say?  
 3 A. Yes.  
 4 Q. At some point did you become aware  
 5 of Radlo's -- the full extent of Radlo's  
 6 ownership interest in FlightLevel?  
 7 MR. HARTZELL: Objection.  
 8 A. I'm still not aware what his  
 9 business agreement or business interest is.  
 10 Q. Would you expect to know that as a  
 11 commissioner? Isn't that something that needs  
 12 to be disclosed by FlightLevel?  
 13 MR. HARTZELL: Objection.  
 14 A. I don't know. I looked him up to  
 15 see who he was, kind of quickly Googled him.  
 16 And I think he was a manager, a fund manager of  
 17 Fidelity, so I assume he's another wealthy guy  
 18 down at the airport.  
 19 Q. But did Radlo provide you with any  
 20 information regarding his financial  
 21 capabilities?  
 22 A. He may have provided the manager.  
 23 I'm not aware of it.  
 24 Q. But you have not seen it?

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- 1 A. I haven't seen it.  
 2 Q. And so the manager has never  
 3 provided to the commissioners any information  
 4 regarding Mr. Radlo's ownership interest in  
 5 FlightLevel?  
 6 A. He may have. I don't recall it.  
 7 Q. Well, it would be in the meetings  
 8 if he did, right?  
 9 MR. HARTZELL: Objection.  
 10 Q. (By Mr. Fee) I'm sorry, in the  
 11 meeting minutes?  
 12 MR. HARTZELL: Objection.  
 13 A. I don't know.  
 14 Q. Do you know if the -- let me show  
 15 you this.  
 16 MR. FEE: Can I have this  
 17 marked as the next exhibit?  
 18 (Exhibit 108, Norwood Memorial Airport  
 19 FY2018 Commercial Permit Application,  
 20 marked for identification)  
 21 MR. SIMMS: Off the record.  
 22 (Off-record conference)  
 23 MR. FEE: Back on the record.  
 24 Q. (By Mr. Fee) Mr. Shaughnessy, I'm



Volume 2  
Pages 201-330  
Exhibits 330-369

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

No. 1:15-CV-13647-RGS

\*\*\*\*\*

BOSTON EXECUTIVE HELICOPTERS, LLC,

Plaintiff

vs.

FRANCIS T. MAGUIRE, ET AL.,

Defendants

\*\*\*\*\*

DEPOSITION of KEVIN J. SHAUGHNESSY

Wednesday, May 30, 2018

9:42 a.m.

Held at: Pierce & Mandell, P.C.

11 Beacon Street

Boston, Massachusetts

Megan M. Castro, RPR, Court Reporter

Real Time Reporting, Inc.

One Monarch Place  
1414 Main Street  
Suite 1330  
Springfield, MA 01144

9 Hammond Street  
Worcester, MA 01610  
508-767-1157

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1 should be asking for.

2 BY MR. FEE:

3 Q. Who is that?

4 A. I can't remember. But I remember, you  
5 know, being there and him saying that these are  
6 some of the things you should ask for. And that  
7 prompted me to do a little research on my own.

8 I think this has been covered before.

9 Q. I remember.

10 A. I looked at -- typically, it is general  
11 aviation airports of this size go out for an RFP  
12 for these type of FBO services. If you look at  
13 those, these are the requirements. In some  
14 cases, it would be a little bit even more complex  
15 than what we asked for. But typically, the  
16 financial statements that I have asked for, all  
17 along, were in every one that I saw.

18 Q. When you say, typically airports put out  
19 RFPs for FBO services -- is that what you said?

20 A. That is what I saw.

21 Q. But that wasn't the case here; there was  
22 with no RFP for FBO services put out of the  
23 Norwood Airport Commission. Correct?

24 MR. HARTZELL: Objection.

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1 A. Correct.

2 BY MR. FEE:

3 Q. So let me show you what has been marked  
4 as Exhibit 207.

5 (Handing document to the witness.)

6 (Witness viewing document.)

7 Q. Which appears to be FlightLevel's  
8 2007-2008 commercial permit application. And you  
9 were on the commission when FlightLevel applied  
10 initially as an FBO; correct?

11 A. I believe I was on the airport commission  
12 at this time, but I am not sure.

13 Q. Do you recall anything about reviewing  
14 FlightLevel's FBO application?

15 A. No.

16 Q. Do you recall reviewing what has been  
17 marked as Exhibit 208, in connection with  
18 FlightLevel's initial FBO application in 2008?

19 (Handing document to the witness.)

20 (Witness viewing document.)

21 A. Sorry. This says, Eastern Air Center.  
22 What is the question?

23 Q. Right. This is a document that has been  
24 marked as Exhibit 208 to the Eichleay deposition.

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1 The first page is a cover letter from Eastern Air  
2 Center, Race and Smith. And then the document  
3 that follows it -- sorry. My mistake. Let's do  
4 this.

5 MR. HARTZELL: Separate them?

6 MR. FEE: Just take off the first page.  
7 Stepping back, I am showing you an exhibit that  
8 has been marked as Exhibit 105.

9 Actually, do you know what? This is a  
10 prior. This is the federal case, this copy.

11 So let's mark that as the next exhibit.

12 The next exhibit number is 330.

13 (Exhibit 330, FlightLevel, LLC,  
14 Introduction, dated December 2007, marked  
15 for identification.)

16 BY MR. FEE:

17 Q. Just make sure that I have got the right  
18 one.

19 Mr. Shaughnessy, I am showing you what  
20 has been marked as Exhibit 330. It appears to be  
21 a document -- a multi-page document dated  
22 December 2007 entitled, "FlightLevel LLC  
23 introduction."

24 Do you remember reviewing this in

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1 connection with FlightLevel's application as an  
2 FBO in 2008?

3 A. No.

4 Q. Do you have any recollection, whatsoever,  
5 of any of the documentation provided by  
6 FlightLevel when it first applied to be an FBO  
7 applicant in 2008?

8 A. No.

9 MR. HARTZELL: Sorry. I did not hear the  
10 last question. Would you mind just reading it  
11 back?

12 (Prior testimony was then read back.)

13 BY MR. FEE:

14 Q. At some point in time during your tenure  
15 as an airport commissioner, did you become aware  
16 of Boston Executive Helicopter's desire to  
17 acquire or lease land at the airport?

18 A. Yes.

19 Q. When was that?

20 A. I don't know.

21 (Exhibit 331, Letter dated 9-1-10, marked  
22 for identification.)

23 BY MR. FEE:

24 Q. Exhibit 331 appears to be a letter dated



VOLUME II  
EXHIBITS 500-547

COMMONWEALTH OF MASSACHUSETTS

NORFOLK, ss.

SUPERIOR COURT NO.  
1582CV00213

\*\*\*\*\*  
BOSTON EXECUTIVE HELICOPTERS, LLC;  
MII AVIATION SERVICES, LLC, and  
HB HOLDINGS, INC.,

Plaintiffs,

vs.

FLIGHTLEVEL NORWOOD, LLC;  
EAC REALTY TRUST II; and  
PETER EICHLEAY,

Defendants.

\*\*\*\*\*

DEPOSITION of MARK RYAN

Wednesday, July 18, 2018 - 9:18 a.m.

Held at: Pierce Mandell, P.C.

11 Beacon Street

Boston, Massachusetts 02108

Kimberley J. Bouzan, CSR No. 153017	
Real Time Court Reporting	
One Monarch Place	9 Hammond Street
1414 Main Street	Worcester, MA 01610
13th Fl, Suite 1330	508-767-1157
Springfield, MA 01144	

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1 A. They needed their financials taken care  
2 of and, although I did not talk about it here, a  
3 fueling plan.  
4 Q. Yeah. You didn't mention that at all to  
5 the board of selectmen. Correct?  
6 A. I did not.  
7 Q. So the board of selectmen declined to  
8 include on the license the information that was  
9 being suggested by town counsel and the  
10 commission; is that correct?  
11 A. That is correct.  
12 Q. Okay. So on May 26, 2015, which is a  
13 couple of days after the board of selectmen's  
14 hearing, you write a letter to Mr. Donovan.  
15 "Congratulations. You've been approved."  
16 And I'm showing you a document that's  
17 been marked as Exhibit 146.  
18 MR. FEE: Actually, I'm  
19 sorry. What was it?  
20 MR. HARTZELL: This is Ryan 146.  
21 MR. FEE: Sorry. Again, my apologies.  
22 I'll mark this as the next one.  
23 (Exhibit No. 538 marked for  
24 identification.)

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1 BY MR. FEE:  
2 Q. So you alert BEH that the selectmen have  
3 approved the VIF license. And you go on in the  
4 second paragraph to say:  
5 "However, per the VIF license, BEH is not  
6 permitted to engage in or perform commercial  
7 fueling activities, including the storage, sale,  
8 and distribution of fuel to or for third parties  
9 unless and until BEH receives from the Norwood  
10 Airport Commission a fixed-based operator  
11 permit."  
12 Did I read that correctly?  
13 A. Yes.  
14 Q. That's exactly the same language that the  
15 board of selectmen declined to include on the  
16 license at the meeting on May 19th. Correct?  
17 MR. HARTZELL: Objection.  
18 A. Correct.  
19 BY MR. FEE:  
20 Q. And what was the reason that you believed  
21 it was necessary or appropriate to include that  
22 language in a letter to BEH when the selectmen  
23 had specifically declined to so condition the VIF  
24 license?

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1 A. We wanted to just, as a clarification,  
2 let BEH understand that they can sell fuel. And  
3 until they receive an FBO from the airport  
4 commission, they were not to sell fuel to third  
5 parties.  
6 Q. Okay. And do you recall -- was it your  
7 understanding that all BEH needed to do in May of  
8 2015 was provide some financial documents that  
9 you discussed with the selectmen?  
10 MR. HARTZELL: Objection.  
11 MR. SIMMS: Asked and answered. Go  
12 ahead.  
13 A. That they had to submit their financial  
14 records, was one of them. Yes.  
15 BY MR. FEE:  
16 Q. As I recall, you told the selectmen that  
17 all they needed to do was submit a couple of  
18 financial statements and they're all set; right?  
19 MR. HARTZELL: Objection.  
20 MR. SIMMS: Objection. Go ahead.  
21 A. At the time we were trying to get  
22 financial records from BEH and that was our focus  
23 at that time. Trying to work that out with them.  
24 And the selectmen did say we're waiting on the

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1 financials only, but we never took away the  
2 requirement of a fueling plan.  
3 BY MR. FEE:  
4 Q. Okay. You just neglected to tell the  
5 selectmen that. Is that --  
6 A. Correct.  
7 MR. SIMMS: Objection. Go ahead.  
8 THE WITNESS: Sorry.  
9 MR. HARTZELL: Can we take a two-minute  
10 break?  
11 MR. FEE: Sure.  
12 (Recess taken at 2:39 p.m.)  
13 (Deposition resumed at 2:48 p.m.)  
14 BY MR. FEE:  
15 Q. We discussed previously and briefly the  
16 2007/2008 application of FlightLevel for a  
17 commercial permit. And you were on the  
18 commission at this time. Correct?  
19 A. Yes.  
20 Q. And we established, did we not, that the  
21 document that's been marked as Exhibit 207, as  
22 well as the document that has been marked as 208,  
23 starting on the second page, is the sum and  
24 substance of the documentation that was submitted



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1 by FlightLevel in support of its initial permit  
2 application -- I'm sorry -- initial FBO  
3 application. Correct?  
4 MR. HARTZELL: Objection.  
5 A. Yes.  
6 BY MR. FEE:  
7 Q. Now, at this time, in 2008, FlightLevel  
8 was assuming all of the rights of EAC at the  
9 airport. Correct?  
10 MR. FEE: Objection.  
11 A. Correct.  
12 BY MR. FEE:  
13 Q. And EAC controlled nearly all of the  
14 space at the airport, did it not?  
15 MR. FEE: Objection.  
16 A. They had a lease on a large portion of  
17 the airport.  
18 BY MR. FEE:  
19 Q. Right. Would you say it was 90 percent?  
20 A. I don't know the number.  
21 Q. Okay. Did you meet Mr. Eichleay in  
22 connection with his commercial permit -- his FBO  
23 application in 2008?  
24 A. When they presented, yes.

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1 Q. And did you know that he was 26 years old  
2 at that time?  
3 A. No.  
4 Q. Did you know that he had just graduated  
5 from college several years previously?  
6 A. That I don't recall.  
7 Q. Did you know that he had no commercial  
8 aviation experience whatsoever?  
9 MR. HARTZELL: Objection.  
10 A. That I don't recall.  
11 BY MR. FEE:  
12 Q. Did you know that he had never run an FBO  
13 previously?  
14 A. I don't recall.  
15 Q. Did you know that the entire sum of funds  
16 available to FlightLevel at the time that they  
17 made this commercial permit application was  
18 \$450,000?  
19 MR. HARTZELL: Objection.  
20 A. That I don't recall.  
21 BY MR. FEE:  
22 Q. Directing your attention to Exhibit 208,  
23 which is the third numbered page down at the  
24 bottom, it states:

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1 "FlightLevel will have approximately  
2 \$450,000 cash on hand dedicated to the Norwood  
3 Airport operation to start."  
4 Do you see that?  
5 A. Cash on hand. Yes.  
6 Q. Did the Norwood Airport Commission  
7 require any documents to verify FlightLevel's  
8 claims regarding the amount of cash on hand?  
9 A. That I don't recall.  
10 Q. Did the Norwood Airport Commission  
11 require FlightLevel to provide any kind of trade  
12 references or other documentation establishing  
13 its business history?  
14 A. That I don't recall.  
15 Q. Do you recall that FlightLevel was, in  
16 fact, a newly formed corporation at the time that  
17 it applied for the 2008 FBO license?  
18 MR. HARTZELL: Objection.  
19 A. That I do not recall.  
20 BY MR. FEE:  
21 Q. Did the board require FlightLevel to  
22 provide any kind of guarantee with respect to its  
23 financial obligations under the leases or FBO  
24 permit?

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1 MR. HARTZELL: Objection.  
2 A. That I don't recall.  
3 BY MR. FEE:  
4 Q. So what was it about Mr. Eichleay that  
5 gave the commission such confidence that he would  
6 be able to perform as an FBO at Norwood Airport?  
7 MR. SIMMS: Objection. Go ahead.  
8 MR. HARTZELL: Objection.  
9 A. That they were going to maintain the  
10 current staff that was currently working at the  
11 airport.  
12 BY MR. FEE:  
13 Q. And how many people did that include?  
14 A. I do not recall.  
15 Q. Was it one person?  
16 A. I don't know the number.  
17 Q. Do you know the name of the person that  
18 they retained?  
19 MR. HARTZELL: Objection.  
20 BY MR. FEE:  
21 Q. It was Eastern Air Center's general  
22 manager. Correct?  
23 A. Lenny. I forget his name.  
24 Q. But they retained the general manager



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1 from Eastern Air Center. Correct?  
2 A. I know that. Yes.  
3 Q. Do you know if they retained anybody  
4 else?  
5 A. That I don't know.  
6 Q. So you know for sure they retained one  
7 person from Eastern Air Center.  
8 A. Correct.  
9 Q. Is there any other reason that gave the  
10 commission confidence that a 26-year-old recent  
11 college graduate would be able to run a  
12 successful FBO at Norwood in 2008?  
13 MR. HARTZELL: Objection.  
14 MR. SIMMS: Same objection. Go ahead.  
15 A. From their presentation, they all seemed  
16 to have some kind of aviation -- past experience  
17 in aviation. So they weren't new to the aviation  
18 industry.  
19 BY MR. FEE:  
20 Q. Who are you referring to?  
21 A. Page 4.  
22 Q. Yes. Did the commission require any  
23 verification of the information that's provided  
24 in Exhibit 208?

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1 A. That I don't recall.  
2 Q. Do you recall getting a resume or  
3 references with respect to any of the individuals  
4 that are identified in 208?  
5 A. That I don't recall.  
6 Q. Okay.  
7 (Exhibit No. 539 marked for  
8 identification.)  
9 BY MR. FEE:  
10 Q. I'm going to show you a document that's  
11 been marked as 539. It appears to be a letter  
12 dated May 8, 2015, to the FAA from you. I want  
13 to ask you if your signature appears on page 46.  
14 A. I'm very wordy. Yes, that's my  
15 signature.  
16 MR. FEE: Off the record.  
17 (Discussion off the record.)  
18 BY MR. FEE:  
19 Q. So you signed the letter, but did you  
20 write it?  
21 A. No.  
22 Q. Who wrote it?  
23 A. My recollection is Russ Maguire.  
24 Q. Okay. So I'm going to draw your

Page 374

1 attention to page 43. The second paragraph in  
2 the middle of the page says:  
3 "In fact" -- and then it's underlined --  
4 "BEH would have been required to provide the  
5 airport commission with both the FBO plan and  
6 financial information had an RFP for a second FBO  
7 been formally advertised.  
8 "This 'mission creep' by BEH has,  
9 intentionally or not, allowed BEH to effectively  
10 circumvent the formal process of soliciting for a  
11 second FBO."  
12 Did I read that correctly?  
13 A. You did.  
14 Q. Okay. So do you remember we talked about  
15 mission creep before?  
16 A. I do.  
17 Q. A term used by Mr. Eichleay in one of his  
18 letters to you; right?  
19 A. Yes.  
20 Q. And you describe that as not being a  
21 phrase that you would use to describe BEH's  
22 tactics. Correct?  
23 MR. HARTZELL: Objection.  
24 A. I did say that. Yes.

Page 375

1 BY MR. FEE:  
2 Q. So did Mr. Eichleay write this letter?  
3 A. No.  
4 Q. Okay. Do you know if parts of  
5 Mr. Eichleay's letter were incorporated into the  
6 NAC's response to the FAA as part of the Part 16  
7 Complaint process?  
8 A. That I don't know.  
9 Q. But you think Mr. Maguire wrote this?  
10 A. Yes.  
11 MR. HARTZELL: I'm sorry. What number?  
12 MR. FEE: 539.  
13 BY MR. FEE:  
14 Q. So when did you meet Alan Radlo?  
15 A. Maybe a year ago.  
16 Q. In what context?  
17 A. We came under the understanding that  
18 FlightLevel had some new ownership interest, and  
19 I believe Peter Eichleay introduced me to him.  
20 Q. In or about July of 2017?  
21 A. That sounds approximate.  
22 Q. Did you meet him at the airport?  
23 A. May have been in my office at the public  
24 works, but I'm not sure.



VOLUME II  
EXHIBITS 500-547

COMMONWEALTH OF MASSACHUSETTS

NORFOLK, ss.

SUPERIOR COURT NO.  
1582CV00213

\*\*\*\*\*  
BOSTON EXECUTIVE HELICOPTERS, LLC;  
MII AVIATION SERVICES, LLC, and  
HB HOLDINGS, INC.,

Plaintiffs,

vs.

FLIGHTLEVEL NORWOOD, LLC;  
EAC REALTY TRUST II; and  
PETER EICHLEAY,

Defendants.

\*\*\*\*\*

DEPOSITION of MARK RYAN

Wednesday, July 18, 2018 - 9:18 a.m.

Held at: Pierce Mandell, P.C.

11 Beacon Street

Boston, Massachusetts 02108

Kimberley J. Bouzan, CSR No. 153017	
Real Time Court Reporting	
One Monarch Place	9 Hammond Street
1414 Main Street	Worcester, MA 01610
13th Fl, Suite 1330	508-767-1157
Springfield, MA 01144	

Page 372	Page 374
<p>1 from Eastern Air Center. Correct?</p> <p>2 A. I know that. Yes.</p> <p>3 Q. Do you know if they retained anybody</p> <p>4 else?</p> <p>5 A. That I don't know.</p> <p>6 Q. So you know for sure they retained one</p> <p>7 person from Eastern Air Center.</p> <p>8 A. Correct.</p> <p>9 Q. Is there any other reason that gave the</p> <p>10 commission confidence that a 26-year-old recent</p> <p>11 college graduate would be able to run a</p> <p>12 successful FBO at Norwood in 2008?</p> <p>13 MR. HARTZELL: Objection.</p> <p>14 MR. SIMMS: Same objection. Go ahead.</p> <p>15 A. From their presentation, they all seemed</p> <p>16 to have some kind of aviation -- past experience</p> <p>17 in aviation. So they weren't new to the aviation</p> <p>18 industry.</p> <p>19 BY MR. FEE:</p> <p>20 Q. Who are you referring to?</p> <p>21 A. Page 4.</p> <p>22 Q. Yes. Did the commission require any</p> <p>23 verification of the information that's provided</p> <p>24 in Exhibit 208?</p>	<p>1 attention to page 43. The second paragraph in</p> <p>2 the middle of the page says:</p> <p>3 "In fact" -- and then it's underlined --</p> <p>4 "BEH would have been required to provide the</p> <p>5 airport commission with both the FBO plan and</p> <p>6 financial information had an RFP for a second FBO</p> <p>7 been formally advertised.</p> <p>8 "This 'mission creep' by BEH has,</p> <p>9 intentionally or not, allowed BEH to effectively</p> <p>10 circumvent the formal process of soliciting for a</p> <p>11 second FBO."</p> <p>12 Did I read that correctly?</p> <p>13 A. You did.</p> <p>14 Q. Okay. So do you remember we talked about</p> <p>15 mission creep before?</p> <p>16 A. I do.</p> <p>17 Q. A term used by Mr. Eichleay in one of his</p> <p>18 letters to you; right?</p> <p>19 A. Yes.</p> <p>20 Q. And you describe that as not being a</p> <p>21 phrase that you would use to describe BEH's</p> <p>22 tactics. Correct?</p> <p>23 MR. HARTZELL: Objection.</p> <p>24 A. I did say that. Yes.</p>
Page 373	Page 375
<p>1 A. That I don't recall.</p> <p>2 Q. Do you recall getting a resume or</p> <p>3 references with respect to any of the individuals</p> <p>4 that are identified in 208?</p> <p>5 A. That I don't recall.</p> <p>6 Q. Okay.</p> <p>7 (Exhibit No. 539 marked for</p> <p>8 identification.)</p> <p>9 BY MR. FEE:</p> <p>10 Q. I'm going to show you a document that's</p> <p>11 been marked as 539. It appears to be a letter</p> <p>12 dated May 8, 2015, to the FAA from you. I want</p> <p>13 to ask you if your signature appears on page 46.</p> <p>14 A. I'm very wordy. Yes, that's my</p> <p>15 signature.</p> <p>16 MR. FEE: Off the record.</p> <p>17 (Discussion off the record.)</p> <p>18 BY MR. FEE:</p> <p>19 Q. So you signed the letter, but did you</p> <p>20 write it?</p> <p>21 A. No.</p> <p>22 Q. Who wrote it?</p> <p>23 A. My recollection is Russ Maguire.</p> <p>24 Q. Okay. So I'm going to draw your</p>	<p>1 BY MR. FEE:</p> <p>2 Q. So did Mr. Eichleay write this letter?</p> <p>3 A. No.</p> <p>4 Q. Okay. Do you know if parts of</p> <p>5 Mr. Eichleay's letter were incorporated into the</p> <p>6 NAC's response to the FAA as part of the Part 16</p> <p>7 Complaint process?</p> <p>8 A. That I don't know.</p> <p>9 Q. But you think Mr. Maguire wrote this?</p> <p>10 A. Yes.</p> <p>11 MR. HARTZELL: I'm sorry. What number?</p> <p>12 MR. FEE: 539.</p> <p>13 BY MR. FEE:</p> <p>14 Q. So when did you meet Alan Radlo?</p> <p>15 A. Maybe a year ago.</p> <p>16 Q. In what context?</p> <p>17 A. We came under the understanding that</p> <p>18 FlightLevel had some new ownership interest, and</p> <p>19 I believe Peter Eichleay introduced me to him.</p> <p>20 Q. In or about July of 2017?</p> <p>21 A. That sounds approximate.</p> <p>22 Q. Did you meet him at the airport?</p> <p>23 A. May have been in my office at the public</p> <p>24 works, but I'm not sure.</p>



Page 376

1 Q. Was it a situation where Mr. Eichleay  
2 brought Mr. Radlo to meet with you?  
3 A. Yes.  
4 Q. And that was the initial time that you  
5 met Mr. Radlo. Correct?  
6 A. Correct.  
7 Q. And you've met him on subsequent  
8 occasions as well. Correct?  
9 A. Yes.  
10 Q. Now, on the first occasion, did Mr. Radlo  
11 tell you the nature of his ownership interest in  
12 FlightLevel Norwood?  
13 A. Like percentage?  
14 Q. No. Did he tell you anything about what  
15 he had acquired in FlightLevel?  
16 A. That he always loved Norwood Airport and  
17 the aviation industry and was excited to be a  
18 partner in FlightLevel.  
19 Q. Did he tell you that he owned FlightLevel  
20 in its entirety?  
21 MR. HARTZELL: Objection.  
22 A. I don't recall that.  
23 BY MR. FEE:  
24 Q. Was it your understanding that Mr. Radlo

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1 now owned and controlled FlightLevel and that  
2 Mr. Eichleay no longer owned and controlled  
3 FlightLevel?  
4 MR. HARTZELL: Objection.  
5 A. That I don't recall.  
6 BY MR. FEE:  
7 Q. Okay. You had no understanding one way  
8 or another as to what percentage of ownership  
9 interest Mr. Radlo had acquired in FlightLevel in  
10 July of 2017?  
11 A. I did not.  
12 Q. At some point did you learn what  
13 percentage interest Mr. Radlo had acquired in  
14 FlightLevel?  
15 A. I do not.  
16 Q. Do you know today?  
17 A. I do not.  
18 Q. Okay.  
19 (Exhibit No. 540 marked for  
20 identification.)  
21 BY MR. FEE:  
22 Q. 540 appears to be meeting minutes from  
23 the airport commission's meeting on January 10,  
24 2018. And under "New Business" -- first of all,

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1 were you present at this meeting?  
2 A. Yes.  
3 Q. And under "New Business," second item, it  
4 says "Welcome to Alan Radlo, owner of  
5 FlightLevel, recognized for his commitment to the  
6 airport." Do you see that?  
7 A. Yes.  
8 Q. And were those words that you spoke?  
9 A. I did welcome him as a new owner of --  
10 from FlightLevel. Yes.  
11 Q. So by January of 2018, did you know that  
12 Mr. Radlo was now the owner and controller of  
13 FlightLevel?  
14 MR. HARTZELL: Objection.  
15 A. By percentage, I do not know.  
16 BY MR. FEE:  
17 Q. Well, you introduced him as the owner.  
18 A. Right.  
19 Q. So I'm wondering: Was it your  
20 understanding that he was now the owner and  
21 Mr. Eichleay was no longer the owner?  
22 MR. HARTZELL: Objection.  
23 A. I did not know what Mr. Eichleay's  
24 ownership interest was in FlightLevel at that

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1 time.  
2 BY MR. FEE:  
3 Q. Okay. So you didn't know one way or  
4 another?  
5 A. I did not.  
6 Q. And you recognized him for his commitment  
7 to the airport. Do you know what you meant by  
8 that?  
9 A. The commitment to build new hangers at  
10 the airport was his commitment, that I  
11 understood.  
12 Q. Had you had a discussion with Mr. Radlo  
13 subsequent to your initial meeting in or about  
14 July of 2017 regarding his plans for the airport?  
15 A. In our meeting he talked about his  
16 interest in expanding the airport as far as  
17 building hangers, and also improving the hill  
18 that overlooks the airport and making it more of  
19 an attractive area for people to watch airport  
20 operations.  
21 Q. Did you also have a meeting with him to  
22 discuss extending the airport runway?  
23 A. Yes.  
24 Q. When was that?



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1 A. I don't know the dates.  
2 Q. Was that meeting that you had with  
3 Mr. Radlo at the DPW office?  
4 A. With the runway extension?  
5 Q. Yes.  
6 A. Yes.  
7 Q. And who was present at that meeting?  
8 A. The first meeting was myself, Mike  
9 Sheehan, Mr. Radlo, Peter Eichleay, and I'm not  
10 sure if there was anyone else there.  
11 Q. And you've had several meetings to  
12 discuss runway extension; is that right?  
13 A. Correct.  
14 Q. How many?  
15 A. There were two more after that.  
16 Q. When was the last one?  
17 A. I don't know the date.  
18 Q. Was it within the last month?  
19 A. No.  
20 Q. The last three months?  
21 A. No.  
22 Q. The last six months?  
23 A. Possibly. I just don't know the dates.  
24 Q. What is the status of the discussions to

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1 potentially extend the runway at the airport?  
2 A. Well, just like the prior FBO, there's  
3 always been them advocating for 5,000 feet to  
4 improve business at Norwood Airport. So  
5 FlightLevel wanted to show us what they believed  
6 are the benefits to the town and, of course, to  
7 their benefit, and they were doing comparisons of  
8 other airports that had 5,000 feet.  
9 So they presented it to us. Just what  
10 their feelings were, the benefits were, and the  
11 necessity to do it to compete with other airports  
12 and to stay financially solvent.  
13 And then we -- after that meeting, we --  
14 Mr. Sheehan and I thought it would be appropriate  
15 to show a couple of the selectmen because at the  
16 time we were going to start our master plan  
17 update. And our master plan in '07 talked about  
18 potential runway extensions, and we felt that  
19 that discussion is going to come up again and,  
20 you know, there's many people in town that don't  
21 like the idea of airport expansion.  
22 So we wanted to give a couple of  
23 selectmen just a heads-up that this will be  
24 coming out soon. And as far as discussion on the

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1 mini-master plan update of runway extension --  
2 and we don't want them caught off guard. And we  
3 wanted them -- to show one of the reasons we  
4 thought it was appropriate by having FlightLevel  
5 show them their -- what they'd come up with as  
6 reasoning to extend the runway.  
7 Q. Okay. So Radlo owns FlightLevel. That's  
8 your understanding; right?  
9 MR. HARTZELL: Objection.  
10 BY MR. FEE:  
11 Q. And Eichleay owns S&T Trust. Is that  
12 your understanding?  
13 MR. HARTZELL: Objection.  
14 A. I know Alan Radlo is a majority owner, my  
15 understanding, of FlightLevel.  
16 BY MR. FEE:  
17 Q. What's your understanding of the  
18 ownership interest of S&T Trust?  
19 A. No understanding.  
20 Q. Okay. At some point you asked Eichleay  
21 to give a personal guarantee; is that right?  
22 A. The commission did.  
23 Q. I'm sorry. I didn't mean that.  
24 The commission asked Eichleay to provide

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1 a personal guarantee; is that correct?  
2 A. Correct.  
3 Q. And I'm going to show you what's been  
4 marked as Exhibit 205. Now, did town counsel  
5 prepare this agreement? This guarantee  
6 agreement.  
7 A. That I do not recall.  
8 Q. In the document, page 2, No. 2, it says  
9 that the "Guarantor, both personally and as  
10 trustee of S&T Trust, hereby guarantees the  
11 performance of each of the obligations of S&T  
12 Trust under the leases."  
13 Do you see that?  
14 A. Yes.  
15 Q. So it's fair to say that the airport  
16 commission has succeeded in getting a personal  
17 guarantee from Mr. Eichleay regarding the  
18 obligations of S&T Trust. Correct?  
19 MR. HARTZELL: Objection.  
20 A. Guarantee from S&T Trust. Yes.  
21 BY MR. FEE:  
22 Q. So does the commission have any  
23 guarantee -- personal guarantee from FlightLevel  
24 regarding the obligations of FlightLevel as the



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1 holder of the FBO permit?  
2 MR. HARTZELL: Objection.  
3 A. The personal guarantees are for leases.  
4 BY MR. FEE:  
5 Q. With respect to BEH, was the requirement  
6 for a personal guarantee to apply to the lease  
7 obligations or the FBO or both?  
8 A. The lease.  
9 Q. And you're certain, as you sit here  
10 today, that the personal guarantee being  
11 requested from BEH was only with respect to lease  
12 obligations?  
13 A. Our lease -- us leasing them land. Yes.  
14 Q. And you were not requesting a -- I'm  
15 sorry -- the commission was not requesting any  
16 personal guarantee with respect to the  
17 obligations of the FBO permit holder in the case  
18 of BEH.  
19 A. That's my understanding. Yes.  
20 Q. Okay. Now, are you familiar -- I'm  
21 sorry.  
22 (Exhibit No. 541 marked for  
23 identification.)  
24

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1 BY MR. FEE:  
2 Q. 541. Airport meeting minutes -- I'm  
3 sorry -- airport agenda for July 11, 2018. And  
4 under "New Business" on page 5 -- I'm sorry --  
5 paragraph 5 on page 2, under "New Business," it  
6 says:  
7 "S&T Realty Trust requesting consent to  
8 sublease Lots 5, 6, and 7."  
9 Do you see that?  
10 A. Yes.  
11 Q. And to whom is S&T requesting the right  
12 to sublease those lots?  
13 A. To tenants within the hangar space on  
14 Lots 5 and 6.  
15 Q. What about 7?  
16 A. I'm not sure if it's 7, but it's for  
17 sublease of the hangar spaces is what it is.  
18 Q. Okay. So is it your understanding that  
19 S&T is requesting consent to sublease portions of  
20 Lots 5, 6 and 7 to its existing tenants?  
21 A. My understanding was to sublease the  
22 hangar spaces of hangar buildings, the individual  
23 ones, to tenants.  
24 Q. To tenants that are currently there or to

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1 new tenants?  
2 A. Tenants that are there in the new hangar  
3 they just constructed.  
4 Q. Okay. Did you participate in any of the  
5 discussions with FlightLevel regarding its  
6 proposal to sell the fuel concession to the NAC?  
7 A. The -- FlightLevel was selling the fuel  
8 concession to the NAC?  
9 Q. Yes.  
10 A. I don't recall that.  
11 Q. You don't recall participating in any of  
12 those discussions?  
13 A. I don't recall that.  
14 Q. Okay.  
15 (Exhibit No. 542 marked for  
16 identification.)  
17 BY MR. FEE:  
18 Q. 542. It's a letter from Mr. Burlingham  
19 to the airport commission, care of Russ Maguire,  
20 dated March 23, 2018. Have you seen this before?  
21 A. Yes.  
22 Q. So is this the first or only -- first and  
23 only communication from FlightLevel regarding the  
24 change of ownership that happened on December 31,

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1 2016?  
2 MR. HARTZELL: Objection.  
3 A. This was the first in writing about this.  
4 Yes.  
5 BY MR. FEE:  
6 Q. And so prior to this time, the commission  
7 had been informed orally regarding Mr. Radlo's  
8 acquisition of an ownership interest in  
9 FlightLevel, but FlightLevel had provided no  
10 document attesting to that change of ownership.  
11 Correct?  
12 MR. HARTZELL: Objection.  
13 A. Yeah. I don't recall that. No.  
14 BY MR. FEE:  
15 Q. So at any time has the commission made  
16 any effort to verify the financial capabilities  
17 of ARR Aviation, LLC, or ARR Aviation II, LLC?  
18 A. We're in the process of that right now.  
19 Q. And what does that process entail?  
20 A. We sent a letter to FlightLevel that  
21 since there's change in ownership, as far as  
22 membership interest, we -- for -- financials  
23 review, just like we did with Boston Executive,  
24 were necessary.



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1 And FlightLevel first gave us a name, but  
2 we didn't think it was appropriate. So they have  
3 a -- someone from Maine that's going to review  
4 it, that has aviation experience, and will get  
5 back to the airport commission about their  
6 findings.  
7 Q. That person from Maine, is that person an  
8 accountant?  
9 A. I believe so.  
10 Q. Was that person chosen by the NAC?  
11 A. We did not pick it. It was recommended  
12 by FlightLevel and -- to the airport commission.  
13 Q. When did the airport commission send a  
14 letter to FlightLevel saying "We need some  
15 financial disclosure"?  
16 A. I'm not sure of the date.  
17 Q. Was it in 2017?  
18 A. I'm not sure if it was 2017 or 2018.  
19 Q. Was it within the last six months?  
20 A. I believe so.  
21 Q. So sometime in 2018 was the first time  
22 that the airport commission requested financial  
23 disclosure regarding ARR Aviation, LLC, and ARR  
24 Aviation II, LLC; is that correct?

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1 MR. HARTZELL: Objection.  
2 A. Once we knew that there was a change in  
3 membership interest, we notified them that we'd  
4 have to have a third-party review. Yes.  
5 BY MR. FEE:  
6 Q. So sometime after March 23rd of 2018.  
7 A. I'm not sure of the date.  
8 Q. But sometime after March 23, 2018?  
9 MR. HARTZELL: Objection.  
10 MR. SIMMS: Objection. Go ahead.  
11 A. I'm not sure of the date.  
12 BY MR. FEE:  
13 Q. Do you know John Rogers?  
14 A. State rep?  
15 Q. Yes.  
16 A. Yes.  
17 Q. Is he a friend of yours?  
18 A. Acquaintance.  
19 (Exhibit No. 543 marked for  
20 identification.)  
21 BY MR. FEE:  
22 Q. Do you know Bill Buckley?  
23 A. I've met him.  
24 Q. He's John Rogers' aide; right?

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1 A. Correct.  
2 Q. And did you have correspondence with  
3 John Rogers or Bill Buckley regarding BEH?  
4 A. That I don't know.  
5 Q. Did you discuss BEH orally with either  
6 Bill Buckley or John Rogers?  
7 A. That I don't recall.  
8 Q. You don't recall having any discussion  
9 with these gentlemen regarding BEH's FAA Part 13  
10 or Part 16 complaints?  
11 A. That I don't recall.  
12 Q. I'll show you a document that's been  
13 marked as 543. The chain of this e-mail has been  
14 redacted. But at the bottom, on March 28, 2016,  
15 there appears to be an e-mail between you and  
16 Mr. Davis in which Mr. Davis says:  
17 "Thank you for your input. I will keep  
18 you posted and I agree. Further discussions  
19 should include Moshe, if possible. Let's really  
20 see if BEH wants to get this done."  
21 Do you see that?  
22 A. I do.  
23 Q. Without going into any of the discussions  
24 that you had with Mr. Davis, does this refresh

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1 your recollection as to why you were  
2 corresponding with Mr. Buckley in or about March  
3 of 2016?  
4 A. It does not.  
5 Q. Okay.  
6 (Exhibit No. 544 marked for  
7 identification.)  
8 BY MR. FEE:  
9 Q. We talked about the financial disclosures  
10 that were required of BEH, and I'm showing you a  
11 document that's been marked as Exhibit 544. Have  
12 you seen this before?  
13 A. Yes.  
14 Q. And did you review this document in or  
15 about September of 2015?  
16 A. Yes.  
17 Q. And did you note, as set forth on page 4  
18 with respect to the determination of financial  
19 stability, Mr. Kohlman's conclusion that BEH has  
20 substantial current and fixed assets estimated at  
21 approximately \$7,600,000? Do you see that?  
22 A. Yes.  
23 Q. And on the next page, does it -- it notes  
24 that BEH has nominal long-term debt and an



Volume II  
Pages 208-455  
Exhibits 415A-499

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COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF THE TRIAL COURT

NORFOLK, SS.

SUPERIOR COURT  
NO. 1582CV00213

BOSTON EXECUTIVE HELICOPTERS, LLC;  
MII AVIATION SERVICES, LLC, AND  
HB HOLDINGS, INC.,  
Plaintiffs,

v.

FLIGHTLEVEL NORWOOD, LLC;  
EAC REALTY TRUST II; AND  
PETER EICHLEAY,  
Defendants.

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DEPOSITION OF FRANCIS "RUSS" MAGUIRE, III

TAKEN JUNE 25, 2018

AT THE LAW OFFICES OF

PIERCE MANDELL, P.C.

11 BEACON STREET, SUITE 800

BOSTON, MASSACHUSETTS

Reporter: Raymond F. Catuogno, Jr.

401

1 includes the spilling of fuel.

2 Q. Okay. But is it your understanding  
3 that a normal general liability policy for a  
4 fuel provider does not cover spill peril?

5 MR. HARTZELL: Objection.

6 Q. (By Mr. Fee) I know you're not an  
7 expert in insurance. Neither am I. I'm just  
8 trying to understand the difference between a  
9 regular CGL for a fuel provider and spill  
10 insurance. What is the difference?

11 MR. SIMMS: You just asked him  
12 that.

13 MR. FEE: I'm still trying to  
14 understand it. So if you could answer  
15 again, please, I would appreciate it.

16 MR. HARTZELL: Objection.

17 A. Again, I'm not an expert, but  
18 having it itemized on the Certificate of  
19 Insurance gives a comfort level to the airport  
20 authority that that is a coverage item.

21 Q. But you can't specify to me what  
22 the difference is between the two types of  
23 coverage, as you sit here today?

24 MR. SIMMS: Objection.

403

1 7 executed at this meeting, do you know?

2 A. I don't know.

3 Q. And it talks about a presentation  
4 on a fueling plan. Do you see that? It's under  
5 old business, "Nick Burlingham gave a  
6 presentation on the fueling plan"?

7 A. Yes.

8 Q. Did FlightLevel give you a written  
9 document at that time?

10 A. There was a document that I  
11 received either that night or not -- I don't  
12 believe it was that long after.

13 Q. Was that a scaled drawing signed by  
14 an engineer?

15 A. I believe it was.

16 Q. And that was on April of 2017; is  
17 that fair to say?

18 A. I believe so.

19 MR. SIMMS: Do you mean  
20 February of '17?

21 MR. FEE: I'm sorry, February  
22 of 2017. I'm going to mark this as the  
23 next exhibit.

24 (Exhibit 483, Letter dated February 20,

402

1 MR. HARTZELL: Objection.

2 A. I think I answered that.

3 MR. SIMMS: If you can't, you  
4 can't.

5 A. I can't answer it.

6 Q. You can't answer because you don't  
7 know the specific difference between spill  
8 coverage and regular CGL coverage for a fuel  
9 provider; is that fair to say?

10 MR. SIMMS: Third time.

11 MR. HARTZELL: Objection.

12 A. General liability may include it.  
13 But if it's not notated on a certificate, in my  
14 mind and the mind of the commission, I believe,  
15 it's an area of concern.

16 MR. FEE: Okay. I'm going to  
17 mark this as the next exhibit.

18 (Exhibit 482, Airport Commission Meeting  
19 Regular Business Meeting Minutes, February  
20 15, 2017, marked for identification)

21 Q. (By Mr. Fee) 482 are the meeting  
22 minutes from February 15, 2017. Under old  
23 business, it talks about Lots 6 and 7 leases to  
24 sign for FlightLevel. Were the leases for 6 and

404

1 2017, marked for identification)

2 MR. SIMMS: And approved in  
3 April of '17. No big deal. Let's move  
4 along.

5 Q. (By Mr. Fee) 483, are those the  
6 leases that were signed for Lots 5, 6, and 7?

7 A. I believe these are the documents.

8 Q. And do these leases contain the  
9 same recapture language we talked about earlier  
10 with respect to the A, B, C leases? If you  
11 don't know off the top of your head, I'm not  
12 asking you to confirm it. Just say you don't  
13 know.

14 A. I don't know.

15 Q. This document was previously marked  
16 as Exhibit 207 in the Eichleay deposition. It  
17 appears to be the FlightLevel Commercial Permit  
18 Application for 2007. Have you seen that  
19 before?

20 A. I believe so.

21 Q. In 2017, Mr. Donovan sent you a  
22 public records request in response to certain  
23 testimony regarding Mr. Ryan's recollection that  
24 FlightLevel provided additional financial



405

1 disclosure at some point following the  
2 submission of its commercial permit in 2008. Do  
3 you recall that?

4 A. Vaguely, yes.

5 Q. So I'm going to show you --

6 MR. FEE: I'm just going to  
7 mark that.

8 (Exhibit 484, Letter dated December 13,  
9 2017, marked for identification)

10 Q. (By Mr. Fee) 484 is your response  
11 to Mr. Donovan's public records request and in  
12 this you say -- and Mr. Donovan's public record  
13 request included a copy of the materials that  
14 FlightLevel had submitted in support of its  
15 original commercial permit application. And I  
16 believe the upshot of your response was that  
17 there were no other materials on file with the  
18 Norwood Airport Commission that were submitted  
19 by FlightLevel in support of their initial  
20 Commercial Permit Application; is that correct?

21 MR. SIMMS: Objection. Go  
22 ahead.

23 A. There were financials, but I'm  
24 trying to -- there were financials that

406

1 FlightLevel did submit. I'm trying to correlate  
2 that with what you were talking about with  
3 Mr. Ryan's testimony.

4 Q. Well, I want to draw your attention  
5 to the documents that are attached because I  
6 think this is what Mr. Donovan provided to you,  
7 which is FlightLevel's introduction and contains  
8 financial information?

9 A. Pro forma projections.

10 Q. Yes, and other financial  
11 information. But my question was, is there  
12 anything else?

13 MR. SIMMS: What is the  
14 question?

15 Q. (By Mr. Fee) The question was, is  
16 there anything else in your files regarding  
17 FlightLevel's supplemental financial disclosure  
18 in support of its initial Commercial Permit  
19 Application?

20 A. Not in my custody.

21 Q. And in whose custody would it be  
22 in, if it existed?

23 A. Most likely it would be in my  
24 custody.

407

1 Q. So is it fair to say that in your  
2 response to Mr. Donovan's public records  
3 request, what has been marked as Exhibit 484, is  
4 the sum and entirety of documents submitted by  
5 FlightLevel in support of its initial Commercial  
6 Permit Application?

7 MR. HARTZELL: Objection.

8 A. Yes.

9 Q. Thank you. At some point did you  
10 have discussions with FlightLevel regarding its  
11 desire to transfer its fuel sale concession to  
12 the NAC?

13 A. I recall that being tossed about,  
14 if you will.

15 Q. When did that come up?

16 A. That was a while ago.

17 Q. Okay.

18 A. I don't know how many years ago,  
19 but I do have a vague recollection of that.

20 Q. And who first suggested it?

21 A. As I recall, it was Mr. Eichleay.

22 Q. And did he tell you why he was  
23 interested in transferring his fuel concession  
24 to the NAC?

408

1 A. No.

2 MR. SIMMS: You mean to BEH?

3 THE WITNESS: To Norwood  
4 Airport Commission.

5 MR. SIMMS: Go ahead, I'm  
6 sorry.

7 MR. FEE: I'm going to mark  
8 this as the next exhibit.

9 (Exhibit 485, E-mail dated May 21, 2015,  
10 marked for identification)

11 Q. (By Mr. Fee) 485 appears to be an  
12 e-mail from Mr. Burlingham to Mr. Eichleay and  
13 Mr. Moss dated May 21, 2015. And he says, "In  
14 anticipation of FLN's meeting and presentation,  
15 kindly see excerpt from FAA Order 5190.6A  
16 regarding exclusive rights." And sub part that  
17 he cites is that which pertains to aeronautical  
18 activity conducted by the airport owner. Do you  
19 see that?

20 A. First page?

21 Q. Yes.

22 A. Yes.

23 Q. Okay. And Mr. Burlingham is  
24 referring to a meeting and a presentation. Do

Pages 1-289  
Exhibits 130-209

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COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF THE TRIAL COURT

NORFOLK, SS.

SUPERIOR COURT  
NO. 1582CV00213

BOSTON EXECUTIVE HELICOPTERS, LLC;  
MII AVIATION SERVICES, LLC, AND  
HB HOLDINGS, INC.,  
Plaintiffs,

v.

FLIGHTLEVEL NORWOOD, LLC;  
EAC REALTY TRUST II; AND  
PETER EICHLEAY,  
Defendants.

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DEPOSITION OF PETER EICHLEAY

TAKEN MARCH 28, 2018

AT THE LAW OFFICES OF

LeCLAIR RYAN

ONE INTERNATIONAL PLACE, 11TH FLOOR

BOSTON, MASSACHUSETTS

Reporter: Raymond F. Catuogno, Jr.



<p style="text-align: right;">270</p> <p>1 of one tenant do not interfere with the property  2 rights of another is consistent with what  3 sponsors at other airports require, and are  4 easily satisfied by any airport entrant,  5 including FlightLevel which has complied in  6 full." Have I read that correctly?  7 A. Yes.  8 Q. Okay. At this juncture you're  9 opining, are you not, to the NAC about its  10 requirements regarding financial information,  11 personal guarantees, et cetera, from BEH,  12 correct?  13 A. I'm saying I think what they're  14 asking for is appropriate, not unreasonable.  15 Q. Okay. And again, that's your  16 opinion, right?  17 A. It is my opinion, but earlier you  18 asked about the substance of what they should be  19 seeking.  20 Q. Right.  21 A. And here I'm just -- I didn't  22 participate in the conversation where it's  23 determined what the NAC is seeking.  24 Q. I'm only asking you about this</p>	<p style="text-align: right;">272</p> <p>1 A. Not that I can remember.  2 MR. FEE: Okay. I'm going to  3 mark this as the next exhibit.  4 (Exhibit 204, Letter dated December 8,  5 2017, marked for identification)  6 Q. (By Mr. Fee) Exhibit 204 is a  7 letter dated October 8, 2017, from you to the  8 Board of Selectmen and the NAC. Did you write  9 it?  10 A. Nick and I wrote it.  11 Q. Did you send it?  12 A. Yes.  13 Q. What was the purpose of sending  14 this letter?  15 A. We were requested to provide backup  16 documentation to our prior letter.  17 Q. Who asked you to provide backup  18 documentation?  19 A. I think it was Russ.  20 Q. And he asked you to provide backup  21 documentation to your prior letter dated  22 November 17?  23 A. Yes, the one we just looked at.  24 Q. And did he tell you why you should</p>
<p style="text-align: right;">271</p> <p>1 particular letter because it's the first time I  2 have seen you opine to the NAC regarding issues  3 involving personal guarantees or other financial  4 information that's required of BEH. So when I  5 asked you earlier, I asked you if you had ever  6 given any information or opined regarding the  7 financial information that was being requested  8 and you said no, right?  9 MR. HARTZELL: Objection to  10 the form of the question.  11 A. And I think I may have mistook it  12 to mean, did you have any comment on any of the  13 information that was supplied.  14 Q. Okay.  15 A. Or did you have any hand or any  16 comment in devising what information should be  17 requested or required.  18 Q. Okay. Let me recharacterize the  19 question, so we're clear.  20 Prior to November 17, had you ever  21 written to the NAC or spoken at a NAC meeting  22 and offered an opinion regarding what financial  23 information should be required from BEH in  24 support of its FBO application?</p>	<p style="text-align: right;">273</p> <p>1 provide backup documentation?  2 A. I can't remember, but it may have  3 been requested by the Selectmen since that went  4 to the Selectmen. That's popping into my head,  5 but I can't say with certainty whether that was  6 the reason.  7 Q. Did he ask you to provide backup  8 documentation to your letter of November 17 in  9 an e-mail or in person?  10 A. I can't remember.  11 MR. FEE: I'm going to mark  12 this as the next exhibit.  13 (Exhibit 205, Guaranty Agreement, marked  14 for identification)  15 Q. (By Mr. Fee) You provided a  16 personal guarantee, correct?  17 A. I believe so.  18 Q. It guarantees the obligations of  19 FlightLevel under various leases at the airport,  20 correct?  21 A. Yes.  22 Q. And this is a copy of that  23 guarantee?  24 A. I would assume so.</p>

<p style="text-align: right;">274</p> <p>1 Q. Well, you don't know? Is that your 2 signature on Page 4? 3 A. Yes. 4 Q. So when you signed this, did you 5 sign this on or about the 23rd day of February, 6 2017? 7 A. I would assume so. 8 Q. And at that time you had no 9 equitable interest in FlightLevel Norwood, 10 correct -- 11 MR. HARTZELL: Objection. 12 Q. (By Mr. Fee) -- other than your 13 phantom incentive compensation plan? 14 A. Correct, phantom equity plan. 15 Q. Thank you for clarifying. 16 MR. FEE: I'm going to mark 17 this as the next exhibit. 18 (Exhibit 206, Diagram, marked for 19 identification) 20 Q. (By Mr. Fee) I know we talked 21 about 206 at your last deposition. And my 22 recollection was that you testified that 23 Mr. Burlingham was primarily responsible for 24 creating and memorializing the information that</p>	<p style="text-align: right;">276</p> <p>1 Baltimore. 2 Q. How is she related to FlightLevel 3 Norwood? 4 A. She contributed equity to the 5 purchase of the assets of Eastern Air Center. 6 Q. And what about Morris Helman? 7 A. He's an individual also from 8 Baltimore. 9 Q. And he contributed to the 10 acquisition? 11 A. Yes. 12 Q. And I can't read the last person. 13 A. Monica Teplis. 14 Q. Is she also an investor? 15 A. Yes. 16 Q. And when FlightLevel purchased or 17 acquired the assets of Eastern Air Center, did 18 it take on debt? 19 A. Yes. 20 Q. To finance that transaction? 21 A. Yes. 22 Q. How much debt did it take on to 23 finance that transaction? 24 MR. HARTZELL: Hold on. We</p>
<p style="text-align: right;">275</p> <p>1 is contained in 206. Is that a fair statement? 2 A. Yes. 3 Q. So I'm going ask Mr. Burlingham 4 about this and not you, but is there anything 5 different from -- has anything transpired since 6 the last time you and I spoke at your last 7 deposition regarding your participation in the 8 creation of this document? 9 A. No. 10 MR. FEE: I'm going to mark 11 this as the next exhibit. 12 (Exhibit 207, Norwood Memorial Airport 13 2007-2008 Commercial Permit Application, 14 marked for identification) 15 Q. (By Mr. Fee) Exhibit 207 appears 16 to be a Commercial Permit Application for 17 FlightLevel for 2007-2008. Do you recognize it? 18 A. Yes. 19 Q. And at that time you listed 20 individuals, on Page 2, who had more than 10 21 percent interest in the company; is that right? 22 A. Yes. 23 Q. Who is Barbara Kassap? 24 A. She's a woman who lives in</p>	<p style="text-align: right;">277</p> <p>1 need to be careful because there's a 2 Confidentiality Agreement in place 3 regarding that transaction. I'm not sure 4 they're able to disclose it. Can I just 5 speak with them? 6 MR. FEE: Sure. Off the 7 record. 8 (Off-record conference) 9 MR. HARTZELL: Back on the 10 record. I'm informed that there is some 11 Confidentiality Agreement that would 12 preclude Mr. Eichleay from disclosing the 13 amount of debt that was taken on. 14 MR. FEE: Can we agree that 15 that information can be the subject of an 16 attorney's-eyes-only disclosure? 17 MR. HARTZELL: Possibly. I 18 need to review the documents concerning 19 this because it was long before my time. 20 And I wasn't involved, so -- 21 MR. FEE: Okay. If we could 22 have a good-faith discussion about whether 23 or not I could get an answer to that. 24 MR. HARTZELL: I'll be happy</p>



COMMONWEALTH OF MASSACHUSETTS

NORFOLK, ss.

SUPERIOR COURT  
CIVIL ACTION NO.  
1582CV00213

\*\*\*\*\*  
BOSTON EXECUTIVE HELICOPTERS, LLC,  
MII AVIATION SERVICES, LLC, and  
HB HOLDINGS LLC,

Plaintiffs,

vs.

FLIGHTLEVEL NORWOOD, LLC, EAC  
REALTY TRUST II, and PETER EICHLEAY,

Defendants.

\*\*\*\*\*

DEPOSITION of NICHOLAS BURLINGHAM

Thursday, March 8, 2018 - 10:00 a.m.

Held at: Pierce & Mandell, P.C.

11 Beacon Street, Suite 800

Boston, Massachusetts 02108

Kimberley J. Bouzan, CSR No. 153017	
Real Time Court Reporting	
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1414 Main Street	Worcester, MA 01610
13th Fl, Suite 1330	508-767-1157
Springfield, MA 01144	

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1 A. Yes.  
2 Q. Okay. So how many other FlightLevel  
3 entities are there?  
4 A. Five.  
5 Q. And can you just tell me where they  
6 operate?  
7 A. Lakeland, Florida; Cape May, New Jersey;  
8 Norwood, Massachusetts; Poughkeepsie, New York;  
9 and Brunswick, Maine.  
10 Q. Are all the FlightLevel entities that you  
11 just described LLCs?  
12 A. Yes.  
13 Q. Are they all owned by the same person or  
14 entity?  
15 A. No.  
16 Q. Okay. Who owns FlightLevel Norwood, LLC?  
17 A. AAR -- excuse me. ARR Aviation and ARR  
18 Aviation II. Both LLCs.  
19 Q. Does ARR Aviation or ARR Aviation II,  
20 LLC, own any beneficial or equity interest in any  
21 of the other FlightLevel entities?  
22 A. No.  
23 Q. Do you own any beneficial interest or  
24 equity interest in any of the FlightLevel

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1 entities?  
2 A. No.  
3 Q. Does Peter Eichleay own any beneficial  
4 interest or equity interest in any of the  
5 FlightLevel entities?  
6 A. Yes.  
7 Q. Which ones?  
8 A. FlightLevel Brunswick, FlightLevel  
9 Norwood -- excuse me -- I'm sure you'll come back  
10 to it. FlightLevel Cape May, and FlightLevel  
11 Dutchess, which is the Poughkeepsie, New York.  
12 Q. Okay. But --  
13 A. And FlightLevel Lakeland.  
14 Q. So Peter Eichleay owns an equity or  
15 ownership interest in -- I'm sorry.  
16 Peter Eichleay owns a beneficial or  
17 equity interest in all of the FlightLevel  
18 entities that you testified about with the  
19 exception of Norwood -- FlightLevel Norwood, LLC.  
20 Is that right?  
21 A. That's not right.  
22 Q. Okay. So I heard you testify that he  
23 owns -- and I'm talking Peter Eichleay. That he  
24 owns a beneficial or equitable interest in

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1 Brunswick, Poughkeepsie, Cape May and Lakeland.  
2 Is that correct?  
3 A. Correct.  
4 Q. And he also owns a beneficial interest in  
5 Norwood; is that correct?  
6 A. Yes.  
7 Q. And what is the amount or units of  
8 beneficial interest or equity that Mr. Eichleay  
9 owns in FlightLevel Norwood, LLC?  
10 A. I believe it's 20 percent.  
11 Q. Okay. And the remaining 20 percent is  
12 owned by ARR Aviation -- I'm sorry -- 80 percent  
13 is owned by ARR Aviation, LLC, and ARR II --  
14 Aviation II, LLC?  
15 A. Not exactly.  
16 Q. Okay. Who owns the remaining 80 percent  
17 of FlightLevel Norwood, LLC?  
18 A. ARR and ARR II own 100 percent of the  
19 equitable interest in FlightLevel Norwood, LLC.  
20 Q. Okay.  
21 A. Mr. Eichleay owns a beneficial interest  
22 equal to 20 percent.  
23 Q. And I'm not sure I understand how that  
24 works. 100 percent of the equitable interest is

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1 owned by ARR Aviation in one of those two  
2 entities?  
3 A. Correct.  
4 Q. And the 20 percent that Mr. Eichleay owns  
5 is derived from what?  
6 A. A contract.  
7 Q. Does that contract allow Mr. Eichleay to  
8 participate in the benefits of ownership of ARR  
9 Aviation, LLC, or ARR II Aviation, LLC?  
10 MR. HARTZELL: Objection.  
11 BY MR. FEE:  
12 Q. I can restate.  
13 A. I don't believe I can answer that based  
14 on attorney-client privilege.  
15 Q. You're asserting attorney-client  
16 privilege with respect to that question?  
17 A. With respect to the substance of the  
18 contract between --  
19 Q. I didn't ask that.  
20 A. Well then reask, please.  
21 Q. I'm trying to figure out what Eichleay  
22 owns. Whether he owns an interest in FlightLevel  
23 Norwood, LLC, which would be in the form of a  
24 membership unit, or if he owns an interest in the



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1 ARR entities, which you say own 100 percent of  
2 FlightLevel Norwood, LLC. That's what I'm trying  
3 to understand.  
4 A. The ARR entities, by virtue of a  
5 contract, provided Mr. Eichleay with a beneficial  
6 interest of 20 percent --  
7 Q. In what entities?  
8 A. -- whereas the ARR --  
9 In FlightLevel Norwood.  
10 Q. Okay. I'm sorry if I'm being thick, but  
11 I'm trying to understand your testimony. Because  
12 you're telling me that the ARR entities own  
13 100 percent of the membership units in  
14 FlightLevel Norwood, LLC.  
15 A. That's correct.  
16 Q. And then some portion of that 100 percent  
17 has been allocated to Mr. Eichleay pursuant to a  
18 contract. Is that fair to say?  
19 A. No.  
20 Q. How does Mr. Eichleay derive his 20  
21 percent interest in FlightLevel Norwood, LLC?  
22 A. He has a contract with the owners of  
23 FlightLevel Norwood pursuant to which he is  
24 entitled to 20 percent of the -- of its benefits.

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1 Q. I understand. Okay. Thank you.  
2 But technically he owns no beneficial  
3 interest or membership interest in FlightLevel  
4 Norwood, LLC. Correct?  
5 A. He owns no equitable interest in  
6 FlightLevel Norwood, LLC.  
7 Q. Or legal interest.  
8 A. Or legal interest.  
9 Q. Okay. So showing you what's been marked  
10 as Exhibit 40, it appears to be a screenshot of  
11 the Secretary of State's website, latest annual  
12 report for FlightLevel Norwood, LLC.  
13 Do you prepare and file the annual  
14 reports for FlightLevel Norwood, LLC?  
15 A. Sometimes.  
16 Q. Did you prepare and file FlightLevel  
17 Norwood, LLC's, annual report in 2007 -- I'm  
18 sorry -- 2017?  
19 A. No.  
20 Q. Okay. To the best of your knowledge, as  
21 the vice president and general -- I'm sorry. You  
22 said you were general counsel and vice  
23 president --  
24 A. Of administration.

Page 20

1 Q. Okay.  
2 -- of FlightLevel Norwood, LLC, can you  
3 take a look at Exhibit 40 and confirm that all of  
4 the information contained in it is accurate?  
5 A. No.  
6 Q. What's inaccurate about it?  
7 A. Warren Michael DeLaria is not a manager  
8 of this LLC.  
9 Q. Okay. Who are the -- who is the manager  
10 or managers of this LLC? FlightLevel Norwood,  
11 LLC.  
12 A. ARR and ARR II.  
13 Q. Are the managers?  
14 A. Yes.  
15 Q. Okay. Who are the members? Is that also  
16 ARR and ARR II?  
17 A. Certainly the members.  
18 Q. Are there any additional members beyond  
19 ARR Aviation, LLC, and ARR Aviation II, LLC?  
20 A. I may have misstated, Counselor.  
21 Q. Please restate whatever you want to  
22 restate.  
23 A. I believe that Peter Eichleay is the  
24 manager of FlightLevel Norwood, LLC, and that ARR

Page 21

1 Aviation, LLC, and ARR Aviation II, LLC, are the  
2 members of the LLC --  
3 Q. All right. Other than --  
4 A. -- of FlightLevel Norwood, LLC.  
5 Q. I'm sorry. I didn't mean to talk over  
6 you. Stop me if I do that.  
7 A. ARR Aviation, LLC, and ARR Aviation II,  
8 LLC, are the members of FlightLevel Norwood, LLC.  
9 Q. So my follow-up question is: Are  
10 there -- other than Mr. Eichleay, are there any  
11 other managers of FlightLevel Norwood, LLC?  
12 A. In the context of the administration of  
13 the company?  
14 Q. No. I'm talking about its legal  
15 organization. I'm not talking about how its run  
16 practically. I'm talking about how it's  
17 organized as a legal entity.  
18 A. No.  
19 Q. And other than the ARR entities, are  
20 there any other members of FlightLevel Norwood,  
21 LLC?  
22 A. No.  
23 Q. Okay. Does FlightLevel Norwood, LLC,  
24 have an operating agreement?

Page 22	Page 24
<p>1 A. Yes.</p> <p>2 Q. Is it in writing?</p> <p>3 A. Yes.</p> <p>4 Q. And is FlightLevel Norwood, LLC, member</p> <p>5 managed or manager managed?</p> <p>6 A. Manager managed.</p> <p>7 Q. Okay. I'm showing you a document that's</p> <p>8 been marked Exhibit 41. It appears to be a</p> <p>9 Secretary of State screenshot for an entity known</p> <p>10 as ARR, LLC, and the screenshot includes the</p> <p>11 business entity summary, the certificate of</p> <p>12 organization, and the most recent annual report</p> <p>13 filed in 2017.</p> <p>14 Do you know anything about ARR, LLC?</p> <p>15 A. Yes.</p> <p>16 Q. Does it have any relation to ARR</p> <p>17 Aviation, LLC, and ARR Aviation II, LLC?</p> <p>18 A. I don't know.</p> <p>19 Q. Do you know if -- I'm sorry. Do you know</p> <p>20 who the members of ARR Aviation, LLC, are?</p> <p>21 A. Say it again.</p> <p>22 Q. Do you know who the members -- strike</p> <p>23 that.</p> <p>24 Do you know who the members of ARR, LLC,</p>	<p>1 Q. Who are they?</p> <p>2 A. It's a single-member entity and the</p> <p>3 member is Alan R. Radlo.</p> <p>4 Q. And is ARR Aviation, LLC, member managed</p> <p>5 or manager managed?</p> <p>6 A. I'm not sure --</p> <p>7 Q. Okay.</p> <p>8 A. -- as I sit here.</p> <p>9 Q. Are you -- strike that.</p> <p>10 Do you have any responsibility for filing</p> <p>11 the corporate paperwork with the Secretary of</p> <p>12 State on behalf of ARR Aviation, LLC?</p> <p>13 A. No.</p> <p>14 Q. Who does that?</p> <p>15 A. I don't know.</p> <p>16 Oh, I'm sorry. Did you say "aviation"</p> <p>17 or --</p> <p>18 Q. Aviation.</p> <p>19 A. Yes.</p> <p>20 Q. Okay. All right.</p> <p>21 A. Would you like to ask that question</p> <p>22 again?</p> <p>23 Q. Sure.</p> <p>24 A. Please.</p>
Page 23	Page 25
<p>1 are?</p> <p>2 A. Only by virtue of looking at this Exhibit</p> <p>3 41 that you just showed me.</p> <p>4 Q. You said that you know something about</p> <p>5 ARR, LLC. What do you know?</p> <p>6 A. I know that it's one of Alan Radlo's</p> <p>7 entities.</p> <p>8 Q. Does ARR, LLC, have any interest in</p> <p>9 FlightLevel Norwood, LLC?</p> <p>10 A. I don't believe so.</p> <p>11 Q. Okay. Let me show you a document that's</p> <p>12 been marked as Exhibit 42. It appears to be a</p> <p>13 Secretary of State's screenshot for ARR Aviation,</p> <p>14 LLC, as well -- and which includes the business</p> <p>15 entity summary as well as the most recent -- I'm</p> <p>16 sorry -- the certificate of organization for ARR</p> <p>17 Aviation, LLC.</p> <p>18 You mentioned earlier that ARR Aviation,</p> <p>19 LLC, is one of the members of FlightLevel</p> <p>20 Norwood, LLC. Is that fair to say?</p> <p>21 A. Yes.</p> <p>22 Q. And do you know who the members of ARR</p> <p>23 Aviation, LLC, are?</p> <p>24 A. Yes.</p>	<p>1 Q. Do you have any responsibility for filing</p> <p>2 the cooperate paperwork for ARR Aviation, LLC?</p> <p>3 A. Yes.</p> <p>4 Q. What do you do?</p> <p>5 A. I would file the annual report.</p> <p>6 Q. And did you file the most recent annual</p> <p>7 report for 2017 for ARR Aviation, LLC?</p> <p>8 A. May I see it?</p> <p>9 Q. It's attached to document 42. I think</p> <p>10 it's the third page.</p> <p>11 MR. HARTZELL: I'm sorry. What was the</p> <p>12 question?</p> <p>13 BY MR. FEE:</p> <p>14 Q. Do you have any responsibility for filing</p> <p>15 with the secretary -- I'm sorry. The question</p> <p>16 was: Did you file the 2017 annual report for ARR</p> <p>17 Aviation, LLC, that's been marked as Exhibit 42?</p> <p>18 A. I believe so.</p> <p>19 MR. HARTZELL: Wait a minute. You said</p> <p>20 2017? What is it? I thought it was 2016.</p> <p>21 MR. FEE: Good point. The document</p> <p>22 that's been marked as Exhibit 42 includes the</p> <p>23 most recent annual report filed by ARR Aviation,</p> <p>24 LLC, and it appears to have been filed on</p>



UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

C.A. No.  
1:15-CV-13647-RGS

\*\*\*\*\*

BOSTON EXECUTIVE HELICOPTERS, LLC,

Plaintiff,

vs.

FRANCIS T. MAGUIRE, ET AL.,

Defendant.

\*\*\*\*\*

DEPOSITION of PETER W. EICHLEAY

Wednesday, May 31, 2017 - 10:00 a.m.

Held at: Pierce & Mandell, P.C.

11 Beacon Street, Suite 800

Boston, Massachusetts 02108

Kimberley J. Bouzan, CSR #153017

REALTIME COURT REPORTING

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1414 Main St.-Suite 1330  
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9 Hammond Street  
Worcester, MA 01610  
508-767-1157

<p style="text-align: right;"><b>Page 2</b></p> <p>1 APPEARANCES:</p> <p>2</p> <p>3 PIERCE &amp; MANDELL, P.C.</p> <p>4 Michael C. Fee, Esquire</p> <p>5 11 Beacon Street</p> <p>6 Boston, Massachusetts 02108</p> <p>7 617-720-2444</p> <p>8 mfee@piercemandell.com</p> <p>9 On behalf of the Plaintiff</p> <p>10</p> <p>11 FLIGHTLEVEL AVIATION COMPANIES</p> <p>12 Nicholas W. Burlingham, Esquire</p> <p>13 General Counsel</p> <p>14 125 Access Road</p> <p>15 Norwood, Massachusetts 02060</p> <p>16 860-941-1129</p> <p>17 nburlingham@Flightlevelaviation.com</p> <p>18 On behalf of FlightLevel</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p>	<p style="text-align: right;"><b>Page 4</b></p> <p>1 I N D E X</p> <p>2 Witness Page</p> <p>3 PETER W. EICHLEAY</p> <p>4 Examination By Mr. Fee 4</p> <p>5 Examination By Mr. Simms 174</p> <p>6</p> <p>7 E X H I B I T S</p> <p>8</p> <p>9 No. Description Page</p> <p>10 Exhibit 62 Notice of Deposition 8</p> <p>11 Exhibit 63 Application for Registration 14</p> <p>12 as a Foreign Limited Liability</p> <p>13 Company</p> <p>14 Exhibit 64 Secretary of State Annual 18</p> <p>15 Report</p> <p>16 Exhibit 65 Certificate of Organization 21</p> <p>17 Exhibit 66 Compiled Lease Area Plan 29</p> <p>18 Norwood Memorial Airport,</p> <p>19 December 17, 2007</p> <p>20 Exhibit 67 Norwood Memorial Airport Map 31</p> <p>21 Exhibit 68 E-mail 35</p> <p>22 Exhibit 69 E-mail 43</p> <p>23 Exhibit 70 E-mail 57</p> <p>24 Exhibit 71 Letter from FlightLevel to 62</p> <p>Norwood Airport Commission</p> <p>dated June 20, 2013</p> <p>25 Exhibit 72 Letter from Mr. Eichleay to 76</p> <p>Norwood Airport Commission</p> <p>dated September 24, 2013</p>
<p style="text-align: right;"><b>Page 3</b></p> <p>1 LECLAIR RYAN</p> <p>2 A. Neil Hartzell, Esquire</p> <p>3 One International Place</p> <p>4 Eleventh Floor</p> <p>5 Boston, Massachusetts 02110</p> <p>6 617-502-8209</p> <p>7 neil.hartzell@leclairryan.com</p> <p>8 On behalf of the Witness</p> <p>9</p> <p>10 PIERCE DAVIS &amp; PERRITANO LLP</p> <p>11 Adam Simms, Esquire</p> <p>12 10 Post Office Square</p> <p>13 Suite 1100N</p> <p>14 Boston, Massachusetts 02109</p> <p>15 617-350-0950</p> <p>16 asimms@piercedavis.com</p> <p>17 On behalf of the Defendants</p> <p>18</p> <p>19 Also Present</p> <p>20 Christopher Donovan</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p>	<p style="text-align: right;"><b>Page 5</b></p> <p>1 Exhibit 73 Letter from Mr. Eichleay to 85</p> <p>Norwood Airport Commission</p> <p>dated January 29, 2015</p> <p>2 Exhibit 74 Letter from FlightLevel 90</p> <p>Aviation to Michael Lyons</p> <p>dated January 20, 2015</p> <p>3 Exhibit 75 Defendant, FlightLevel Norwood 98</p> <p>LLC's Supplemental Answers to</p> <p>Plaintiff, Boston Executive</p> <p>Helicopter, LLC's First Set of</p> <p>Interrogatories</p> <p>4 Exhibit 76 Letter from FlightLevel to 116</p> <p>Board of Selectmen, Town of</p> <p>Norwood dated September 23,</p> <p>2015</p> <p>5 Exhibit 77 Map 118</p> <p>6 Exhibit 78 BEH's proposed hangar 120</p> <p>reconstruction and fuel</p> <p>facility at Norwood Municipal</p> <p>Airport</p> <p>7 Exhibit 79 Letter from FlightLevel to 121</p> <p>Norwood Airport Commission</p> <p>dated June 22, 2014</p> <p>8 Exhibit 80 Email re: Request for letter 126</p> <p>of intent for lease extension</p> <p>9 Exhibit 81 Notice of Public Meeting from 132</p> <p>Norwood Airport Commission</p> <p>Notice of Pubic Meeting -</p> <p>Norwood Airport Commission</p> <p>10 Exhibit 83 Unsigned Affidavit of Joshua 141</p> <p>Fox</p> <p>11 Exhibit 84 Airport Commission Meeting 144</p> <p>Executive Session, April 9,</p> <p>2014</p>



**Page 10**

1 economics and German.  
2 Q. When did you graduate from Bowdoin?  
3 A. 2004.  
4 Q. Did you have any further education after  
5 Bowdoin?  
6 A. What do you mean by "education"?  
7 Q. Did you attend any postgraduate programs?  
8 A. No.  
9 Q. Did you attend any other forms of  
10 education after Bowdoin?  
11 A. Yes.  
12 Q. What did you do?  
13 A. Some flying education, pilot licenses.  
14 Q. Do you have a pilot's license?  
15 A. I do.  
16 Q. Any other licenses?  
17 A. Driver's license.  
18 Q. Okay. And are you married?  
19 A. Yes.  
20 Q. And how long have you been married?  
21 A. It will be five years.  
22 Q. Kids?  
23 A. Yes.  
24 Q. How many?

**Page 11**

1 A. Two.  
2 Q. And the West Bath, Maine, address is your  
3 permanent residence?  
4 A. Correct.  
5 Q. Do you have -- do you maintain a  
6 residence in Massachusetts as well?  
7 A. No.  
8 Q. You're familiar with the entity known as  
9 FlightLevel of Norwood, LLC?  
10 A. It's not FlightLevel of Norwood. No.  
11 Q. Do you know an entity known as  
12 FlightLevel Norwood, LLC?  
13 A. Yes.  
14 Q. And what is that entity?  
15 A. That is the entity that operates an  
16 aviation business out of the Norwood Memorial  
17 Airport.  
18 Q. Do you have an interest in that entity?  
19 A. I do.  
20 Q. What is your interest in it?  
21 A. I'm the president of the company.  
22 Q. Okay. Is it fair to say that Norwood --  
23 FlightLevel Norwood, LLC, is an LLC? Limited  
24 liability company.

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1 A. Yes.  
2 Q. Okay. And do you know who the managers  
3 or members are of FlightLevel, LLC?  
4 A. Yes.  
5 Q. Who are they?  
6 A. It's ARR Aviation, LLC, and ARR Aviation  
7 II, LLC. I believe I'm the managing member.  
8 Q. You're the managing member of FlightLevel  
9 Norwood, LLC; is that correct?  
10 A. I believe so. I'm not 100 percent sure  
11 on that.  
12 Q. Okay. ARR Aviation II, LLC, and AAR --  
13 ARR Aviation, LLC, are entities formed under the  
14 jurisdiction of what state?  
15 A. Massachusetts, I believe.  
16 Q. And they are the members of FlightLevel  
17 Norwood, LLC?  
18 A. I believe so.  
19 Q. And who are the members of ARR Aviation  
20 and ARR Aviation II, LLC?  
21 A. Allan Radlow.  
22 Q. Who is Allan Radlow?  
23 A. He is an investor.  
24 Q. Are you a member of ARR Aviation, LLC, or

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1 ARR Aviation II, LLC?  
2 A. I might be. I'm not sure.  
3 Q. Do ARR Aviation, LLC, and ARR Aviation  
4 II, LLC, have operating agreements?  
5 A. I believe so.  
6 Q. Okay. When were the ARR entities formed?  
7 A. The past year. I don't know the exact  
8 date.  
9 Q. Did they acquire the membership interest  
10 in FlightLevel Norwood, LLC?  
11 A. Yes.  
12 Q. Prior to the ARR entities acquiring the  
13 membership interest of FlightLevel Norwood, LLC,  
14 who were the members of FlightLevel Norwood, LLC?  
15 A. I can't remember all of them.  
16 Q. It's an investor group?  
17 A. Yes.  
18 Q. And approximately how many people?  
19 A. A dozen entities.  
20 Q. People and entities or just entities?  
21 A. Mostly entities.  
22 Q. Okay. And that was an investment group  
23 that you formed?  
24 A. Yes.

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1 Q. And did you form that investment group to  
2 hold membership interest in FlightLevel Norwood,  
3 LLC, at or about the time of the formation of  
4 FlightLevel Norwood, LLC?  
5 A. Yes.  
6 Q. And FlightLevel Norwood, LLC, is  
7 incorporated in Delaware; is it not?  
8 A. I believe so.  
9 MR. FEE: 63, please.  
10 (Exhibit No. 63 marked for  
11 identification.)  
12 BY MR. FEE:  
13 Q. Did Allan Radlow acquire all of the  
14 membership interest -- I'm sorry. You said that  
15 Allan Radlow holds all of the membership interest  
16 in the ARR aviation entities; is that correct?  
17 A. Yes.  
18 Q. Okay. And did the ARR aviation entities  
19 acquire all of the interest in FlightLevel  
20 Norwood, LLC?  
21 A. Yes.  
22 Q. And you said that it was in this year  
23 that that happened?  
24 A. This year or last. '16/'17.

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1 Q. Okay. And has the change in membership  
2 interest affected the operations of FlightLevel  
3 Norwood, LLC, in any way?  
4 A. No.  
5 Q. Has there been any change in managers?  
6 A. No.  
7 Q. Just a change in ownership interest; is  
8 that fair to say?  
9 A. Yes.  
10 Q. Okay. So I'm showing you a document  
11 that's been marked as Exhibit 63. It appears to  
12 be an application for registration as a foreign  
13 limited liability company dated January 9, 2008.  
14 And on page 2, there's a signature line  
15 that appears to -- that states Peter Eichleay.  
16 Is that your signature?  
17 A. Yes.  
18 Q. So my question is: Directing your  
19 attention back to the first page, paragraph 5 of  
20 the document suggests that there are no managers  
21 for FlightLevel Norwood, LLC. At that time of  
22 the formation, is that -- was that accurate?  
23 Were there no managers?  
24 A. Possibly. I can't remember.

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1 Q. At some point in time did FlightLevel  
2 Norwood, LLC, shift it's form from a member  
3 managed LLC to a manager managed LLC?  
4 A. I don't know.  
5 Q. Who would know that?  
6 A. My lawyers at the time probably.  
7 Q. Who are they?  
8 A. I can't remember the name of the firm.  
9 Q. Okay. But you were represented by  
10 counsel in the formation of FlightLevel Norwood,  
11 LLC, in Delaware and its subsequent registration  
12 as a foreign company in Massachusetts. Correct?  
13 A. Yes.  
14 Q. And at the time that FlightLevel Norwood,  
15 LLC, was formed, how old were you? And I can do  
16 the math.  
17 A. Approximately 26.  
18 Q. And had you had any prior experience in  
19 the aviation industry?  
20 A. Yes.  
21 Q. And what was that?  
22 A. I worked in finance and strategy for US  
23 Airways, and I worked for an investment bank  
24 after that that specialized in transportation.

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1 Q. Okay. It seems like a good time to ask  
2 you about your work experience. You graduated  
3 Bowdoin in 2004. Correct?  
4 A. Correct.  
5 Q. Can you walk me through your job  
6 experience after you graduated?  
7 A. Like I said, US Airways.  
8 Q. For how long?  
9 A. About a year.  
10 Q. For one year?  
11 A. One to two years.  
12 Q. Okay. What did you do there?  
13 A. I worked in finance and route strategy.  
14 Q. Okay. Until approximately 2004 -- 2005  
15 or 2006?  
16 A. Correct.  
17 Q. Okay. And what did you do after that?  
18 A. I worked for a company called  
19 MergeGlobal.  
20 Q. What was the business of MergeGlobal?  
21 A. Transportation consulting and investment  
22 banking.  
23 Q. Where are they located?  
24 A. Ballston, Virginia. They may not be