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<p>1 IN THE UNITED STATES BANKRUPTCY COURT 2 EASTERN DISTRICT OF MICHIGAN 3 SOUTHERN DIVISION 4 5 In re Chapter 9 6 CITY OF DETROIT, MICHIGAN, Case No. 13-53846 7 Debtor. Hon. Steven W. Rhodes 8 _____/ 9 10 DEPONENT: MAYOR DAVE BING 11 DATE: Monday, October 14, 2013 12 TIME: 10:27 a.m. 13 LOCATION: CITY OF DETROIT MAYOR'S OFFICE 14 2 Woodward Avenue 15 11th Floor Conference Room 16 Detroit, Michigan 17 REPORTER: Jeanette M. Fallon, CRR/RMR/CSR-3267 18 19 20 21 22 23 24 25</p>	<p>1 APPEARANCES (continued): 2 3 COHEN WEISS AND SIMON LLP 4 By: Joshua J. Ellison 5 330 West 42nd Street 6 New York, NY 10036.6979 7 212.356.0216 8 Appearing on behalf of UAW 9 10 LOWENSTEIN SANDLER LLP 11 By: Sharon L. Levine 12 65 Livingston Avenue 13 Roseland, NJ 07068 14 973.597.2374 15 Appearing on behalf of AFSCME 16 17 CLARK HILL PLC 18 By: Jennifer K. Green 19 500 Woodward Avenue, Suite 3500 20 Detroit, MI 48226 21 313.965.8384 22 Appearing on behalf of Retirement Systems 23 24 25</p>
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<p>1 APPEARANCES: 2 3 JONES DAY 4 By: Thomas Cullen 5 Dan T. Moss 6 51 Louisiana Avenue, NW 7 Washington, D.C. 20001.2113 8 202.879.3939 9 Appearing on behalf of the Debtor 10 11 DENTONS US LLP 12 By: Anthony B. Ullman 13 620 Fifth Avenue 14 New York, NY 10020.2457 15 212.632.8342 16 Appearing on behalf of Official Committee of Retirees 17 18 19 20 21 22 23 24 25</p>	<p>1 APPEARANCES (continued): 2 3 WILLIAMS WILLIAMS RATTNER & PLUNKETT PC 4 By: Ernest J. Essad, Jr. 5 380 N Old Woodward Ave Ste 300 6 Birmingham, MI 48009 7 248.642.0333 8 Appearing on behalf of FGIC 9 10 CITY OF DETROIT LAW DEPARTMENT 11 By: Portia L. Roberson 12 2 Woodward Avenue, Suite 500 13 Detroit, Michigan 48226 14 313.237.3018 15 Appearing on behalf of the City of Detroit, 16 Residents of the City, Mayor's Office and City Council 17 18 19 20 21 22 23 24 ALSO PRESENT: 25 Patrick Murphy, videographer</p>

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1	TABLE OF CONTENTS	1	Williams, Rattner & Plunkett, on behalf of the FGIC.
2		2	MR. CULLEN: Tim Cullen, Jones Day, for the
3	WITNESS	3	City and the Emergency Manager.
4		4	MS. ROBERSON: Portia Roberson, corporation
5	MAYOR DAVE BING	5	counsel for the City of Detroit, for Residents of the
6	Examination by Mr. Ullman	6	City, Mayor's Office and City Council.
7	Examination by Mr. Ellison	7	MR. MOSS: Dan Moss, Jones Day, for the
8	Examination by Ms. Levine	8	City.
9		9	MAYOR DAVE BING
10		10	was thereupon called as a witness herein, and after having
11	E X H I B I T S	11	first been duly sworn to tell the truth, the whole truth,
12		12	and nothing but the truth, was examined and testified as
13	NUMBER IDENTIFICATION PAGE	13	follows:
14		14	EXAMINATION
15	Exhibit 1 Email from Andrews to Bing, 12/6/12	15	BY MR. ULLMAN:
16	Exhibit 2 Emails dated 11/27/12	16	Q. Good morning, Mr. Mayor.
17	Exhibit 3 City of Detroit Restructuring Plan,	17	A. Good morning.
18	March 23, 2012	18	Q. Have you ever been deposed before?
19	Exhibit 4 Comprehensive Annual Financial Report,	19	A. Yes.
20	City of Detroit, for its fiscal year-ended	20	Q. Okay, so I assume you're generally familiar with the
21	June 30, 2012, two pages	21	process, but let me just go over a few ground rules.
22	Exhibit 5 Email from Andrews to Bing, 7/10/13	22	I will ask questions and you will give me answers and
23		23	I would appreciate it if you could wait until I finish
24		24	asking the question before you start giving the answer
25		25	and I'll wait until you answer before asking the next
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1	Detroit, Michigan	1	question; otherwise, the court reporter can't get
2	Monday, October 14, 2013	2	things down if both of us are speaking; okay?
3	* * *	3	If at any point there's anything in a
4	THE VIDEOGRAPHER: We are on the record.	4	question that I ask that you don't understand, let me
5	This is disk one of the video deposition of David Bing	5	know and I'll rephrase it and if you don't indicate
6	being taken at number 2 Woodward Avenue, 11th Floor in	6	that you don't understand the question, the assumption
7	Detroit, Michigan. Today is Monday, October 14th,	7	will be that you do; okay?
8	2013, the time is 9:27 (sic) a.m.	8	A. Sure.
9	This is in re City of Detroit, Michigan,	9	Q. Okay. Now, you are currently the Mayor of Detroit; is
10	Case Number 13-53846, pending in U.S. Bankruptcy Court	10	that right?
11	for the Eastern District of Michigan.	11	A. That is correct.
12	My name is Patrick Murphy, legal	12	Q. And when did you -- when were you elected Mayor, when
13	videographer, our court reporter today is	13	did you become Mayor?
14	Jeanette Fallon and we both represent Esquire	14	A. I was elected Mayor May 5th, 2009.
15	Deposition Solutions.	15	Q. And is it correct that at that time when you were
16	The attorneys will now introduce themselves	16	elected Mayor that Detroit was in fiscal difficulties?
17	for the record.	17	A. That would be correct.
18	MR. ULLMAN: This is Anthony Ullman from	18	Q. And can you describe just in very general terms, I'm
19	Dentons, counsel for the Official Committee of	19	not looking for detail, but just generalities what
20	Retirees.	20	steps if any you took to attempt to address that
21	MR. ELLISON: Josh Ellison from Cohen Weiss	21	situation?
22	and Simon LLP, counsel for the UAW.	22	A. Detroit, when I came in office, was \$330 million
23	MS. LEVINE: Sharon Levine, Lowenstein	23	accumulated deficit over several different years.
24	Sandler, for AFSCME.	24	Budget for the 2009 period -- '09 and '10 was already
25	MR. ESSAD: Ernest Essad, Williams,	25	in place when I got here. There were several areas

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1 that we had to make cuts. Revenue was going south and
2 the only way that we thought that we could maintain a
3 balanced budget was in cuts. Most of those cuts
4 occurred with layoffs and retirements. There were
5 some areas over in the transportation area that we
6 made some significant improvements, but overall I made
7 it very clear that we could not balance our budget
8 just with cuts, we had to try to generate revenue and
9 that was an ongoing problem.
10 Q. So I take it then that as of the end of 2012, Detroit
11 was still, notwithstanding the efforts you made, in
12 substantial financial difficulties?
13 A. That would be correct.
14 Q. Now, of course you're aware that Kevyn Orr has been
15 appointed the Emergency Manager?
16 A. That is correct.
17 Q. Did you have any involvement in the selection of
18 Mr. Orr as Emergency Manager?
19 A. None whatsoever.
20 Q. And when was Mr. Orr appointed the Emergency Manager?
21 Actually to be technically accurate I believe he was
22 first appointed Emergency Financial Manager; is that
23 right?
24 A. That would be correct.
25 Q. Okay, and then he became automatically the Emergency

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1 Manager under the new law; is that right?
2 A. Under 436, yes.
3 Q. So when, as you understood it, was Mr. Orr selected as
4 the Emergency Financial Manager?
5 A. I met Mr. Orr in mid February of 2012. I was asked to
6 go down and meet him at the law firm of Jones Day in
7 Washington, D.C. I met him, spent maybe a half a day
8 with him, because he at that time was the leading
9 candidate to be selected.
10 (Ms. Green enters deposition room.)
11 Q. Okay, and did you have an understanding as of that
12 time whether Mr. Orr had in fact or a decision had
13 been made to appoint Mr. Orr, assuming he took the
14 appointment?
15 MR. CULLEN: Objection, foundation, form,
16 but you can address the question.
17 A. I believe Mr. Orr had not made his mind up at that
18 point. In my meeting and conversation with him he was
19 going through a process to see whether or not, if the
20 job was offered to him, whether or not he would
21 accept.
22 Q. Okay. And what was your understanding as to the
23 situation from the other side, from the State side?
24 As you understood it, had the State decided that Orr
25 was the man they wanted if he took the job?

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1 A. I believe that the State had made the decision that
2 Orr not only was a leading candidate but was their
3 choice.
4 Q. And do you know as of that time when you met with
5 Mr. Orr in you said mid February were there any other
6 candidates that the State was actively considering?
7 A. If there were, I didn't know, because I met no one
8 else.
9 Q. Okay. How was Mr. Orr's name first brought to your
10 attention? How did you first come to hear of him
11 being a candidate for the Emergency Financial Manager
12 or Emergency Manager position?
13 A. I was contacted by phone by Rich Baird of the
14 Governor's office who said that they thought that they
15 had identified a key candidate for the position of
16 Emergency Financial Manager, so Rich Baird was the one
17 who made contact with him.
18 Q. And do you recall when that contact was?
19 A. Pardon?
20 Q. When, do you recall?
21 A. That would have been in late January, early February.
22 Q. And did Mr. Baird give you any further information
23 about Mr. Orr's background or qualifications for the
24 Emergency Financial Manager position?
25 A. Yes, he did. He said he had met -- in an interview

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1 process that I was not a part of, they were
2 interviewing counsel for the City and Mr. Orr was part
3 of the Jones Day law firm and I think through that
4 interview process Baird was impressed with him and,
5 therefore, moved down the road to try to select him as
6 the candidate.
7 Q. And did Mr. Baird at that time give you any
8 indications as to what he believed Mr. Orr's
9 qualifications were to serve as Emergency Financial
10 Manager?
11 A. No, he didn't. He said he was impressed with him,
12 that he had been part of the bankruptcy team
13 representing Chrysler and I guess from that ordeal was
14 pretty impressed with him.
15 Q. And did you ask Mr. Baird anything else about
16 Mr. Orr's qualifications to serve as Emergency
17 Financial Manager?
18 A. He -- yes, I did, and he felt --
19 Q. Thank you.
20 A. -- and he felt that not only was he a lawyer that
21 dealt with bankruptcy for over 30 years but also had
22 some qualifications as it related to restructuring. I
23 think it was important to Lansing that the financial
24 manager would be of African-American descent. Kevyn
25 also I understand was a graduate of the University of

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1 Michigan and had some understanding of Detroit and our
2 issues, so those were the background qualifications
3 that he gave me.
4 Q. And did Mr. Baird indicate that Orr had qualifications
5 concerning restructuring outside the context of
6 bankruptcy?
7 A. That would be no.
8 Q. Did you ask Mr. Baird anything further about Mr. Orr's
9 qualifications?
10 A. But they were very generic, the questions that I was
11 asking, trying to find out if in fact he was going to
12 be selected, you know, how were we going to work
13 together, because I was not in support of an Emergency
14 Manager.
15 Q. And did you ask Mr. Baird how you and the Emergency
16 Manager were going to work together during that
17 conversation?
18 A. The answer would be yes and the conversation was that
19 he would be responsible, meaning Kevyn Orr would be
20 responsible for really trying to restructure the
21 balance sheet in the -- for the City of Detroit and
22 that me and my administration would continue to try to
23 restructure City government and run the City on a
24 day-to-day basis.
25 Q. That was the plan or the idea, the concept, in -- this

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1 was around -- did you say this was in the February
2 time frame or January time frame? I forget.
3 A. That would have been in the February time frame.
4 Q. So that was the concept that was articulated to you in
5 the February time frame?
6 A. That is correct.
7 Q. And is that how things in fact turned out?
8 A. That is not how things have turned out.
9 Q. Had you yourself -- you were aware prior to the time
10 that you were told about Mr. Orr in the conversation
11 with Mr. Baird that you just related that there was an
12 Emergency Manager that was being sought; correct?
13 A. That is correct.
14 Q. And had you yourself proposed any candidates for that
15 position?
16 A. The answer would be no.
17 Q. Did you have any discussions with people on your staff
18 about possibly proposing one or more candidates for
19 that position?
20 A. That answer would be no, because I along with my staff
21 were not in favor of an Emergency Manager coming on.
22 Q. Do you recall any discussions or communications via
23 email or otherwise with Kriss Andrews about the
24 possibility of proposing a candidate for Emergency
25 Manager?

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1 A. The answer would be yes. I've had conversation with
2 Kriss and Kriss indicated that he was aware of someone
3 that he felt could come in and work with us as an
4 Emergency Manager.
5 Q. Okay, and just so the record is clear, I made
6 reference to Kriss Andrews, you made reference to
7 Kriss, who is Kriss Andrews?
8 A. Kriss Andrews was the -- his title was director of --
9 he actually was COO, but he had a different title.
10 I'm trying to remember what that title was now.
11 Q. Perhaps program management director?
12 A. Director of program management.
13 Q. Okay. And he had been brought on by you, is that
14 right, or had he been here before you came on?
15 A. Kriss was selected by Lansing for that position.
16 Q. And do you know when he had been put in that position
17 by Lansing?
18 A. Kriss came in in May of 2012.
19 Q. Is he still in that same position?
20 A. Kriss is no longer with City government. He left in
21 July of '13.
22 Q. And do you know why he left?
23 A. He was asked to leave by Lansing.
24 Q. Let me show you a document that we'll mark as Bing
25 Exhibit 1.

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1 (Marked Exhibit No. 1.)
2 Q. Are you familiar with what we've marked as Exhibit
3 Bing 1, Mr. Mayor?
4 A. I am familiar with this document.
5 Q. And just for the record it bears Bates numbers DM --
6 I'm sorry, DTMI0007955, that's the starting number.
7 And it's an email from Kriss Andrews to the Mayor,
8 December 6th, 2012.
9 Now, before I -- first of all, can you tell
10 me what this is? Can you identify this for me?
11 A. This is a memo from Kriss Andrews to me recommending
12 an individual that he knew that he thought could work
13 well with us as we move to an Emergency Manager.
14 Q. Did you have a good working relationship with
15 Mr. Andrews?
16 A. Very good working relationship with, yes.
17 Q. And you had previously indicated that you had been
18 against the appointment of an Emergency Manager. Why
19 was that?
20 A. We thought, meaning this administration thought we --
21 we could run the City without an Emergency Manager
22 coming in.
23 Q. Now turning back to Exhibit Bing 1, Mr. Andrews is
24 writing this email to you and he starts out with a
25 phrase, though the Group did not agree.

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1 Do you have an understanding as to what
2 Group Mr. Andrews is referring to? And that's Group
3 with a capital G.
4 A. I think that would have been the representation from
5 Lansing.
6 Q. And who was in that Group? Was that --
7 A. It would have been Rich Baird, it would have been
8 Andy Dillon and I'm not sure who else may have
9 represented the State.
10 Q. And was this Group concerned with the selection of the
11 emergency -- or an Emergency Manager?
12 A. That would be yes.
13 Q. Now, if you go down -- so in this email, as I
14 understand it, Mr. Andrews is proposing a candidate
15 that he says might be a good fit as Emergency Manager
16 who, as he writes, would align with your, meaning the
17 Mayor's, reform agenda; right?
18 A. That's correct.
19 Q. Now, in the third paragraph Mr. Andrews writes, I
20 realize he, referring to the candidate being proposed,
21 does not meet the standards of what the State would
22 want but he would meet the standards of what we would
23 want with you firmly in place to pursue your agenda.
24 Do you have an understanding of what
25 Mr. Andrews is referring to in that paragraph?

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1 A. Yeah, I think what he meant is the State -- you know,
2 my agenda had been laid out for some time going all
3 the way back to 2011 and some of the things that we
4 wanted to do and focus on did not necessarily align
5 with what the State wanted us to do and Kriss felt
6 that this individual would be much more aligned with
7 us.
8 Q. And in brief can you tell me what some of those items
9 were?
10 A. You know, we had somewhere around 21 different items
11 that the State and our administration agreed upon from
12 a restructuring standpoint, but I knew it was
13 impossible for us to attack all of those at one time
14 and have any success, so I selected about six
15 different areas that we should focus on. Number one
16 being public safety. Number two, public lighting.
17 Number three, public transportation. Number four,
18 eradication of blight. And number five, the support
19 and maintenance of our recreation and parks system.
20 Q. And I take it from your prior answer that the State
21 had different priorities?
22 A. I think the State had different priorities. They were
23 never spelled out to us, if you will. Because of the
24 21 that we had agreed upon, I think maybe their focus
25 and mine just wasn't aligned.

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1 Q. And do you recall whether the State had a particular
2 focus with which you disagreed or that you did not
3 think should be the priority?
4 A. I don't really recall that.
5 Q. Now, Mr. Andrews in his email says, I realize he,
6 meaning the candidate attached, does not meet the
7 standards of what the State would want.
8 Do you have an understanding as to what
9 Mr. Andrews is referring to when he writes that this
10 person would not meet the standards of what the State
11 would want?
12 A. I think the standards that he was referring to was
13 whatever the State wanted that person to do, that
14 person would do it and this person was going to be
15 much more aligned with our agenda as opposed to the
16 State's.
17 Q. And did you have discussions with Mr. Andrews on that
18 point?
19 A. Yes.
20 Q. And is that what he conveyed to you orally as well as
21 in writing?
22 A. Yes.
23 Q. And did you have any discussions with Mr. Andrews as
24 to whether Mr. Orr was a person who would essentially
25 follow what the State wanted him to do?

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1 MR. CULLEN: Objection, foundation, form.
2 You can address the question.
3 A. Kriss at that time had not met Mr. Orr --
4 Q. Uh-huh.
5 A. -- so I don't think he had a determination one way or
6 the other about Mr. Orr.
7 Q. And did you have conversations on that topic with
8 Mr. Andrews subsequent to the appointment of Orr as
9 Emergency Manager?
10 A. The answer would be yes.
11 Q. Okay, and what was the substance of those
12 conversations?
13 A. Based on the meeting that I had with Kevyn in
14 Washington, he seemed to understand the plight that we
15 were facing here in Detroit and seemed to be willing
16 to work with us on our agenda.
17 Q. And did he ultimately work with you on your agenda?
18 A. Not to my satisfaction.
19 Q. And did you form an impression as to whether Mr. Orr
20 was someone who was essentially willing to do what the
21 State wanted him to do?
22 MR. CULLEN: Objection, foundation, form.
23 A. He was chosen by the State and so he was taking his
24 direction from the State.
25 Q. And is there anything else that leads you to believe

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1 that he was willing to do essentially what the State
2 was asking him to do?
3 MR. CULLEN: Objection, foundation, form.
4 A. The answer would be no.
5 Q. I take it from your prior testimony that you never in
6 fact proposed this individual that was recommended as
7 a possible candidate by Mr. Andrews; is that right?
8 A. That would be correct.
9 Q. I'm going to show you another document, which was
10 previously marked as Exhibit 6 to the deposition of
11 Mr. Orr, which commenced on September 16 and was
12 continued on October 4th.
13 And just so the record is clear, there are
14 other documents I'm going to show you that were marked
15 as exhibits to the Orr deposition that began on
16 September 16 and continued on October 4 and I'm going
17 to refer to those just generically as Orr Deposition
18 Exhibits and I say that -- we'll use that terminology,
19 because there was a prior deposition with Mr. Orr in
20 connection with the SWAP issues. So when I refer to
21 Orr deposition, it's referring to the ones that were
22 done on September 16th and October 4th. Is that okay?
23 A. Okay.
24 Q. Have you ever seen this Orr Exhibit 6 before, which
25 begins with Bates number JD-RD-0000216, or parts of

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1 it?
2 A. I have.
3 Q. And have you seen the entire document or only parts of
4 it?
5 A. Parts of it.
6 Q. And what part would that be?
7 A. That would be the summary of partnership.
8 Q. And can you tell me what that is? Can you identify
9 that?
10 A. The conversation that I had with Rich Baird and made
11 reference to as I met with Kevyn, I asked for some
12 things that I thought were germane to helping to turn
13 the City around and I spoke to Kevyn about that, I
14 spoke to Rich Baird about that, and I guess Rich Baird
15 and Kevyn spoke after my meeting with Kevyn. So I
16 don't remember seeing the front -- this front page
17 from Rich Baird.
18 Q. Okay, and the document you're referring to is what
19 appears on Bates pages 217 and 218; is that right?
20 A. That would be correct.
21 Q. And this was in fact a summary of partnership document
22 that was -- it was not drafted by you; was it?
23 A. No, it was not.
24 Q. It was given to you by Mr. Baird?
25 A. No, this was -- I think this was prepared by Kriss

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1 Andrews.
2 Q. Okay, and if you look at the first page of the
3 document, this is an email from Mr. Baird saying -- by
4 the way, just so the record's clear, just tell me
5 quickly who Mr. Baird is. We've used his name and
6 actually haven't identified him.
7 A. He is the advisor to Governor Snyder.
8 Q. And in this email dated February 20th, which is to
9 Mr. Orr, Baird writes, FYI, the summary of partnership
10 prepared by the Mayor from the outline I gave him last
11 week.
12 So I think you indicated that the summary
13 of partnership was actually drafted by Mr. Andrews
14 from your office or the COO for the City?
15 A. Yes.
16 Q. And had Mr. Baird given you an outline previously?
17 A. Not an outline, but he did give me some areas that he
18 thought we could agree upon.
19 Q. Was that in written form?
20 A. Yes.
21 Q. And that was one of the things that Mr. Andrews used
22 to prepare the summary of partnership?
23 A. That is correct.
24 Q. If you'd look at the first page of this document,
25 Mr. Baird is writing about a conversation that he had

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1 with you. He says, told him, meaning you, Mr. Mayor,
2 that there were certain things I would not think we
3 could agree to without your, meaning Mr. Orr's,
4 review, assessment and determination such as keeping
5 the executive team in its entirety.
6 Do you have an understanding what that's
7 referring to?
8 MR. CULLEN: Objection, foundation, form.
9 Mr. Baird's note, he's never seen it before.
10 Q. You can answer my question, Mr. Mayor.
11 A. One of the things that I wanted to keep intact was my
12 executive team. It took me a couple years to really
13 put that team together and I thought not keeping that
14 team together would not be good in terms of helping us
15 turn the City around so I wanted to keep my team in
16 place.
17 Q. Okay, and was Mr. Andrews part of that team?
18 A. He was.
19 Q. And did you have a discussion about keeping the
20 executive team in place with Mr. Baird, as is
21 recounted by Mr. Baird in this email?
22 A. That would be correct.
23 Q. And can you tell me the substance of the conversation
24 on that point you had with Mr. Baird?
25 A. Once again, because it took such a long time, I didn't

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1 want to see a lot of turnover, additional turnover.
2 With an Emergency Manager coming in, if we started
3 losing some of our key players that have been there
4 with me to put a plan together and then try to execute
5 the plan, relieving or dismissing any of those people
6 I thought would be a negative, would take us backwards
7 and not forward.
8 Q. And by this in terms of timing, we had talked before
9 about the call or conversation you had with Baird when
10 he first told you about Mr. Orr as being considered
11 for the Emergency Manager position. The conversation
12 we're talking about now, is this part of the same
13 conversation or is it subsequent?
14 A. Same conversation.
15 Q. Okay. And in the email that Mr. Baird writes, he
16 says, that Mr. Baird told you during this conversation
17 that there were some things that he, Baird, couldn't
18 agree to without first getting Orr's approval.
19 Do you recall that?
20 A. Yes.
21 Q. Can you tell me what -- as much as you can about that
22 subject matter?
23 A. No guarantees in terms of making sure that the
24 executive team in its entirety stayed in place with
25 their pay level.

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1 Q. And did he talk to you specifically about having a
2 need to get, as he puts it here, the review,
3 assessment and determination from this -- on that
4 subject from Mr. Orr? In other words, did he tell you
5 that he needed to run that by Orr and get Orr's
6 approval?
7 A. Yes, he did.
8 MR. CULLEN: Objection, foundation, form.
9 Q. And did he tell you why he needed to get approval from
10 Mr. Orr?
11 A. I think he wanted to make sure that Orr was
12 comfortable with the staff that was already here.
13 Q. Because the Emergency Manager would have the power to
14 fire the staff; wouldn't he?
15 A. That is correct.
16 Q. Now, if you look at some of the items that are on this
17 list in the partnership, like number 4, number 5, 6,
18 7, what are those? Can you just tell me briefly?
19 MR. CULLEN: Objection, foundation, form.
20 You want him to go through them one by one, counsel?
21 MR. ULLMAN: Yeah, just a brief summary of
22 what each of these points is.
23 Q. And these are things, as I say, were prepared by
24 Mr. Andrews and had been discussed at least in concept
25 with Mr. Baird; is that right?

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1 MR. CULLEN: Objection, foundation, form.
2 A. That is correct. Number 4 I will respond to. Wanted
3 to make sure that if I called an executive meeting or
4 Mr. Orr called an executive meeting, we wanted to make
5 sure that all the key people were invited to the
6 meeting and so that, you know, everybody would know
7 what was going on. That was number 4.
8 As relates to number 5, back in December of
9 '12 I had agreed with the Governor in concept that the
10 State would lease Belle Isle and run it as a State
11 park, which would relieve us from an expense of
12 roughly \$6 million a year, it would allow my 38
13 recreation department employees to be redeployed to
14 other parks across the City and also the State would
15 invest somewhere up to 10 to \$20 million to upgrade
16 Belle Isle over a three-year period.
17 Q. Okay.
18 A. I don't know if there were other ones that you --
19 Q. Number 6 briefly. This is --
20 A. Okay. We had put together over maybe an 18-month
21 period with a lot of input from a lot of constituents
22 across the City developing the Detroit Future City
23 Plan and I wanted to make sure that we didn't just put
24 that plan on a shelf somewhere. That with so many of
25 our constituents involved in that process we needed to

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1 use that as a blueprint to move forward and I never
2 got heavily involved with Kevyn on the financial
3 initiatives as it relates to reducing the long-term
4 liabilities, managing cash flow, achieving the
5 long-term sustainable financial stability. He's
6 basically taken that upon himself.
7 Q. Okay. And what was the Detroit Future City framework
8 that's referred to in point six?
9 A. It's a booklet, a plan, that was put together over an
10 18-month period by -- I don't even -- I think it said
11 they had over 30,000 meetings with constituents all
12 across the City so everybody had some input into what
13 the City's future would look like.
14 Q. Okay. And those -- those initiatives, were they --
15 let me ask you this more as a question. Were the
16 initiatives outlined in that booklet that you
17 mentioned intended to assist in reducing long-term
18 liabilities and manage cash flow and achieve long-term
19 and sustainable financial stability?
20 MR. CULLEN: Objection, foundation, form.
21 A. I don't believe -- not with any specificity. It was
22 more of the areas that we were going to focus on in
23 the City, so I don't think it had a lot to do with the
24 financial stability of the City.
25 Q. Okay. And when had that booklet been put together?

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1 Did you say?
2 A. It was about six months ago so it was in -- probably
3 in March/April of '13.
4 Q. Well, this email is dated February of 2013.
5 A. That -- that book did not come out for public
6 consumption I think until sometime in '13. I think it
7 was really the March/April time frame.
8 Q. Okay. So at this point in time what you're referring
9 to in this draft partnership agreement is something --
10 a booklet that had been drafted but had not yet been
11 published?
12 A. That would be correct.
13 Q. Okay. And what is number 7 on this list?
14 A. There were a lot of negotiations that had gone on
15 prior to Mr. Orr coming on board and we wanted to go
16 back and relook at a lot of those initiatives, things
17 that we had already been negotiating with labor, but
18 once again, I never -- since Kevyn came on board, I
19 never sat in another meeting where labor initiatives
20 were discussed.
21 Q. Now, as of the date of this email, and this is around
22 the time of your conversation with Mr. Baird, had you
23 spoken with anyone else from the State about Mr. Orr
24 as a candidate for the Emergency Manager or Emergency
25 Financial Manager position?

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1 A. Mostly that was done with Rich Baird, but I do think
2 the Governor and I may have had a brief conversation
3 in one of our meetings, because Baird had made the
4 recommendation to the Governor and I think the
5 Governor was receptive to his -- to his
6 recommendation.
7 Q. And do you recall any discussions with the Governor as
8 to the qualifications of Mr. Orr to serve as Emergency
9 Financial Manager or Emergency Manager?
10 A. No.
11 Q. If you turn back to the first page of this Exhibit Orr
12 Number 6, in the bottom email on the first page
13 Mr. Baird is saying, will broker a meeting via Note
14 between you, meaning Mr. Orr, and the Mayor's personal
15 assistant who is not FOIAable.
16 Do you have an understanding as to what
17 that's referring to?
18 MR. CULLEN: Objection, foundation, form.
19 A. I don't think he wanted to send something on my
20 personal email. I don't have -- I should say my City
21 email, because I don't have a personal email, so he
22 wanted to send it to somebody else, he didn't want to
23 send it on a City email.
24 Q. Do you ever recall any discussions with Mr. Baird in
25 which Mr. Baird indicated that he didn't want to send

Page 31

1 anything to you on your City email?
2 A. No.
3 Q. Do you have an understanding as to why Mr. Baird would
4 not want to send something to you under City email?
5 A. No.
6 Q. Who is the personal assistant that's referred to here?
7 A. Her name is Sue Ray, R-A-Y.
8 Q. And do you recall Ms. Ray getting an email from
9 Mr. Baird to set up a meeting between you and Mr. Orr?
10 A. I don't recall that. I mean, I knew the meeting, it
11 was by phone that Mr. Baird and I talked about going
12 down to meet Kevyn.
13 Q. I'm going to show you another document which we --
14 which was previously marked as Orr Deposition Exhibit
15 7.
16 And for the record this first page of this
17 document bears Bates numbers JD-RD-0000459.
18 A. Okay.
19 Q. Okay. Mr. Mayor, have you ever seen this document or
20 parts of it before?
21 A. I don't recall seeing this.
22 Q. And if I can direct your attention to the last two
23 pages of the document, there's a summary of
24 partnership again.
25 A. Okay.

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1 Q. Do you recall --
2 A. This --
3 Q. -- seeing specifically the last two pages?
4 A. The last two pages, yes.
5 Q. Okay. And that is, is it not, a revised version of
6 what appears at the end of what we've put in the
7 record as Orr Exhibit 6?
8 MR. CULLEN: Objection, foundation, form.
9 You can address the question.
10 A. I have read all of this. I don't know if this is
11 different from the other one that we saw.
12 Q. Okay, I guess if you look at the date of the last one,
13 you'll see it's dated February 18 and this one is
14 dated February 21.
15 A. Twenty-one.
16 MR. CULLEN: Is there a question, counsel?
17 Q. Do you see that?
18 MR. CULLEN: I beg your pardon?
19 MR. ULLMAN: I asked him if he saw the
20 dates.
21 MR. CULLEN: Okay.
22 A. Yes, I see the dates.
23 Q. Okay. And I think if you look at the text -- do you
24 recall getting an updated version or one or more
25 versions of this partnership agreement?

Page 33

1 A. Yes.

2 Q. And I think if you look at the text, you'll see that

3 there are indeed some differences, some of which I'm

4 going to ask you about.

5 A. Okay.

6 Q. First of all, if you look at the first page of this

7 exhibit, there's a note from Mr. Orr who says he spoke

8 with the Mayor this morning, he's writing as of

9 February 22nd, and we're all set to meet Monday

10 morning.

11 The Monday would be the 25th.

12 A. Okay. Yes.

13 Q. Okay, did you in fact meet with Mr. Orr on February

14 25th, Monday?

15 A. If -- yeah, I mean, I think we can go back and track

16 my travel day, and yeah, I do remember going then. I

17 don't know if it was the 25th or not, but I only went

18 there once.

19 Q. Okay, so it was around -- that's the meeting that

20 Mr. Orr --

21 A. Yes.

22 Q. -- is referring to in his email?

23 A. Yes.

24 Q. You said it took place at Jones Day in Washington?

25 A. Correct.

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1 Q. So you actually physically traveled up to Washington

2 to meet with Mr. Orr?

3 A. That is correct.

4 Q. Is there a particular reason he didn't come down to

5 Detroit to meet with you?

6 A. I don't know if there was a reason that he wouldn't

7 come here. He wasn't -- I guess he felt more

8 comfortable with me coming to Washington as opposed to

9 his coming here.

10 Q. Okay. And do you recall discussing a summary of

11 partnership document with Mr. Orr at the meeting?

12 A. Yes.

13 Q. And let me just ask you in particular about number 7

14 here. And if you compare this with a version number 7

15 on what's attached to Orr Deposition Exhibit 6, you'll

16 see that the earlier version from Exhibit 6 has item 7

17 as labor and it says labor initiatives will be pursued

18 jointly by the Mayor and the manager.

19 A. Just a moment here. Now, give me your question again,

20 please.

21 Q. If you look at the first version which is attached to

22 Orr 6, number 7 says labor initiatives will be pursued

23 jointly by the Mayor and the manager?

24 A. Uh-huh.

25 Q. And if you look at number 7 on the February 21 version

Page 35

1 attached to Orr Exhibit 7, item 7 has been revised to

2 say labor, retiree and benefit initiatives will be

3 pursued jointly by the Mayor and the manager to the

4 extent permitted by law.

5 A. And the question is?

6 Q. Okay, do you recall any discussion as to the reason

7 for those changes?

8 A. No.

9 Q. Do you recall any discussion -- let me ask you this.

10 Do you have an understanding as to what

11 labor, retiree and benefit initiatives are being

12 referred to in item 7 of the summary agreement at the

13 end of Orr Deposition Exhibit 7?

14 A. Yes, I do.

15 Q. And what are those?

16 A. One of the things that was being discussed even before

17 Kevyn came on board was the healthcare cost, which we

18 wanted to change. We knew also that we needed to take

19 a look at the pension funds. But we had made no

20 determination as to what direction that we were going

21 to go in.

22 Q. And did you have any discussion with Mr. Orr at this

23 meeting in DC concerning pension related issues?

24 A. No, not to my knowledge, no, I don't remember that.

25 Q. In item 7 on this document it refers to initiatives

Page 36

1 will be jointly pursued to the extent permitted by

2 law. Do you have an understanding as to what that

3 phrase was referring to?

4 A. No, I don't.

5 Q. Did you have any discussion with Mr. Orr at the

6 meeting in DC as to legal constraints on actions that

7 could be taken to address various of the City's

8 financial issues?

9 A. No.

10 Q. Now, this last document is around February 22nd. You

11 had said that you had -- you were taking a look at

12 issues relating to healthcare and pensions but nothing

13 -- no determinations had been made?

14 A. That's correct.

15 Q. And what -- what avenues, what possibilities, were you

16 exploring as regards pensions?

17 A. We were looking at the potential of moving everything

18 to a 401(k) plan, because we knew that we couldn't

19 continue to fund the pension as it had historically

20 been funded. It was -- it was obviously hurting us.

21 The same thing would be true on the healthcare side.

22 We had looked back three or four years where we saw

23 the healthcare costs were increasing by double numbers

24 on an annualized basis and from an affordability

25 standpoint we knew that we could no longer continue to

Page 37

1 do that.

2 Q. Now, with respect to the pensions had you given any

3 consideration to how the pension clause in the

4 Michigan Constitution affected your ability to take

5 various actions that you might like to take?

6 A. No.

7 MR. CULLEN: Again -- just going to ask if

8 you had a time frame, counsel, but if it's no, it's

9 no.

10 Q. I'm asking about the time frame we're talking about

11 here as of the end of February of 2013.

12 A. No.

13 Q. At this point in time were you -- I've made reference

14 to the pension clause in the Michigan Constitution.

15 As of February 2013 were you aware of that?

16 Let me withdraw that and ask you, first of

17 all, do you understand what I'm referring to when I

18 use the term pension clause?

19 A. Maybe you want to explain it.

20 Q. Okay. Well, let me show you another document that

21 we've also had marked at the Orr deposition. This is

22 Orr Deposition Exhibit 5. And what we have as Exhibit

23 5 from the Orr deposition is a copy of the Michigan

24 Constitution, Article 9, Section 24.

25 A. Okay.

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1 Q. Have you ever seen that provision before?

2 A. No.

3 Q. You never saw it before today?

4 A. I don't recall it, no.

5 Q. Were you -- prior to seeing it now, were you aware

6 that there is a clause in the Michigan Constitution

7 that provides certain protection for vested pension

8 rights and payments in respect thereof?

9 MR. CULLEN: Objection, foundation, form.

10 You can address the question.

11 A. I think those responsibilities rested with the labor

12 law department. I mean, I didn't get involved in

13 that.

14 Q. So your testimony is similarly that you were

15 completely unaware up till now that there is a clause

16 in the Michigan Constitution that deals specifically

17 with issues pertaining to pensions and payments

18 associated therewith?

19 A. No, I mean --

20 MR. CULLEN: Objection, foundation, form.

21 Q. You can answer the question.

22 MR. CULLEN: You can answer the question,

23 if you can unpack it.

24 THE WITNESS: Yeah.

25 A. I mean, I read in the paper like everybody else, so

Page 39

1 this is not -- seeing this here today at this time is

2 not the first time that I'm aware of it. I mean, I've

3 read -- I read the paper.

4 Q. Okay. And were you aware of this clause in the

5 Michigan Constitution at the time while you as Mayor

6 were considering issues that might be taken to lower

7 the pension costs that the City of Michigan -- of

8 Detroit was facing?

9 MR. CULLEN: Objection, foundation, form.

10 You can address the question to the extent you

11 understand it.

12 A. The answer would be no.

13 Q. I think you indicated there was another -- there was a

14 department within the City that was responsible for

15 pension related issues?

16 A. That would be correct.

17 Q. Okay. And who was the head of that?

18 A. What's his -- I'm trying to think of the name right

19 now. I can't -- yes, Lamont Satchel. He heads up our

20 labor law department.

21 Q. And does Mr. Satchel have access to legal advice,

22 legal counsel provided by the City of Detroit?

23 A. I'm sure he does. He's a lawyer himself.

24 Q. And do you recall any discussions with Mr. Satchel as

25 to any constitutional limits on the City's ability to

Page 40

1 take steps with respect to pension rights and related

2 payments?

3 MR. CULLEN: Objection, foundation, form,

4 calls for a -- to the extent you're calling beyond the

5 fact of any such conversations, for the substance of

6 any conversations which would be privileged.

7 Q. You can answer the question.

8 A. No, I had none of those conversations with

9 Mr. Satchel.

10 Q. Okay. I'm going to show you another document. This

11 one we will mark as Bing Number 2.

12 (Marked Exhibit No. 2.)

13 A. Okay.

14 Q. Okay, for the record what we've marked as Bing 2 is a

15 chain of emails, this top one is November 27, 2012.

16 Beginning Bates page number is DTMI00079928.

17 Have you ever seen these emails before,

18 Mr. Mayor?

19 A. Yes, I have.

20 Q. And what was the context in which you saw them?

21 A. That Leonard Fleming, who is a reporter for the

22 Detroit News, wanted to write an article on how close

23 we were to bankruptcy, and I think Bob got in contact

24 with Kriss and Kriss put that document -- put this

25 email together for Bob answering the question from the

Page 41

1 media.

2 Q. Okay. And Mr. Andrews writes in the top email, this

3 is recounting his conversation with Leonard Fleming,

4 he says, I made the following three major points: The

5 first one is we fully intend to be successful without

6 the use of bankruptcy.

7 Do you have an understanding of what

8 Mr. Andrews was referring to there?

9 A. Yeah, if we could continue to get the support that we

10 needed from the State on our 21 initiatives that we

11 agreed upon, we should not have to go the route of

12 bankruptcy.

13 Q. And did that -- the substance of what you just said

14 reflect conversations that you had had with Mr. Kriss

15 -- I'm sorry, with Mr. Andrews --

16 A. Yes.

17 Q. -- apart from the email?

18 A. That would be yes.

19 Q. So is it correct then that at least as of the date of

20 this email, which is November 2012, November 27, 2012,

21 the possibility of filing for Chapter 9 had been

22 discussed with you and members of your team?

23 A. I wasn't part of that, maybe Kriss was part of that,

24 but not myself.

25 Q. Okay. But you said you were aware that this -- I'm

Page 42

1 sorry, I thought you said you were aware that the idea

2 was to be successful without the need to file

3 bankruptcy?

4 A. Correct.

5 Q. So the possibility of filing bankruptcy had been

6 something that had been discussed and I take the

7 conclusion was you didn't think you needed to go that

8 route?

9 A. That would be correct.

10 Q. And when did those discussions take place?

11 A. I can't -- I mean, it was in -- I'm sure at the end of

12 2012 and ongoing up until bankruptcy was actually

13 filed.

14 Q. And with whom did you have those discussions?

15 A. That would have been internally with the leadership

16 team, Jack Martin, Kriss, the executive team. None of

17 us wanted to go in that direction.

18 Q. Who is Jack Martin?

19 A. Jack Martin was the CFO.

20 Q. And you made reference to a leadership team. Does

21 that involve individuals other than Martin and

22 Andrews?

23 A. It would have involved -- I don't know if -- I don't

24 think Portia was part of that at that time; but it

25 would have been I think Kirk Lewis was still here, who

Page 43

1 was Deputy Mayor; I think at that time I'm not sure

2 that Chris Brown, I don't remember when he left, but

3 Chris Brown was part of that leadership team; and

4 Bob Warfield.

5 Q. And what was the basis on which the people involved in

6 those discussions concluded that the City's finances

7 could be redressed without the need to file a Chapter

8 9 bankruptcy?

9 MR. CULLEN: Objection, foundation, form.

10 You can address the question.

11 A. We all felt that if we got the kind of resources that

12 we needed, the support that we needed from the State,

13 that we could manage our way through the catastrophe

14 without necessarily going bankrupt, filing for

15 bankruptcy.

16 Q. And was that through a combination of raising revenue

17 and cutting costs?

18 A. That would be correct.

19 Q. And the proposal -- the means by which you would do

20 that or wanted to try to do that, was that set out in

21 a document?

22 A. There were several different documents that had been

23 prepared internally. In terms of raising revenue was

24 the collection of taxes, which was a big thing for us,

25 but still, I mean, we wanted to go back to the State,

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1 we thought that from a cash flow standpoint we saw

2 where we were running out of money, we saw where we

3 were hitting the wall, we needed some support from the

4 State and we did get that to the tune of a

5 \$137 million loan that we got. The State was to

6 release over time certain amounts of that loan. We

7 had to repay I think an \$80 million loan that we had

8 prior to the 137. I don't recall all of the details

9 right now, but I do know that some of the initiatives

10 that we and the State had agreed upon releasing those

11 funds was contingent upon us making sure that those

12 were deliverables that we could live up to.

13 Q. And was the -- did the initiatives that you had --

14 that you described and that were proposing entail the

15 City of Michigan -- I keep saying that. Let me

16 withdraw that and start again.

17 Did the initiatives that you described for

18 cost cutting, raising revenue, require the City of

19 Detroit doing anything that was prohibited by Michigan

20 law?

21 MR. CULLEN: Objection, foundation, form.

22 A. I don't know.

23 MR. CULLEN: You're asking for a legal

24 conclusion.

25 A. I don't know the answer to that.

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1 Q. Well, did you -- as part of this initial -- this
2 restructuring program, were you aware in any way that
3 anything that was being proposed was contrary to the
4 laws or Constitution of the State of Michigan?
5 A. No.
6 Q. And do you recall specifically how if at all the
7 pension liabilities were to be dealt with under your
8 proposed approach?
9 A. No.
10 Q. Would that be set out in whatever documents there are
11 that describe your initiatives?
12 A. I didn't understand your question.
13 Q. Would the approach to pensions be set out in whatever
14 documents exist that describe the initiatives that
15 you've referred to?
16 A. Those probably were internal meetings between the CFO
17 and the COO and probably people from the labor
18 department. Those aren't meetings that I sat in.
19 Q. So you don't recall the specifics of how the pension
20 issues were --
21 A. No.
22 Q. -- being dealt with?
23 A. No.
24 Q. But as you understood it, the City's -- if the
25 proposed restructuring, the initiatives that you put

Page 46

1 in place went through, you believe that the City would
2 be able to survive without bankruptcy and would
3 continue to be able to meet its legal obligations?
4 MR. CULLEN: Objection, foundation, form.
5 A. The answer would be we wanted that opportunity.
6 Q. Okay. And you thought that if you had that
7 opportunity, you could make it happen; is that right?
8 A. That would be correct.
9 Q. But you weren't given that opportunity; were you?
10 A. That is correct.
11 Q. Let me go back to what we've marked as Orr Exhibit --
12 that we haven't marked but we've identified as Orr
13 Deposition Exhibit 7, which has the proposed summary
14 of partnership.
15 A. Uh-huh.
16 Q. Was this partnership agreement, the document that
17 appears here where it has a draft label on it, was
18 that ever made final?
19 A. Not to my knowledge.
20 Q. When you met with Mr. Orr on -- at the end of February
21 in DC, you indicated that you discussed this with him,
22 though; correct?
23 A. Correct.
24 Q. And did he tell you that he was -- that he was
25 agreeable to it?

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1 A. He was agreeable in working together, but we didn't go
2 step by step and say that I agree or I don't agree.
3 Q. Okay. So did you have an understanding as when you
4 left that meeting in DC whether Mr. Orr had in fact
5 agreed to the points that were set out in this summary
6 of partnership document?
7 MR. CULLEN: Objection, foundation, form.
8 A. One of the areas that I do recall and me saying is
9 that it made reference to keeping the executive team
10 intact. He wanted the opportunity to make an
11 assessment himself.
12 Q. Okay, and did he make an assessment?
13 MR. CULLEN: Objection, foundation, form.
14 A. I think over the time that he's been here, I don't
15 think he personally made an assessment. I think there
16 were others who may have made an assessment and made
17 recommendations to him.
18 Q. And was your team -- your executive team left intact?
19 A. No.
20 Q. And who was gotten rid of besides Mr. Andrews, if
21 anyone?
22 A. Jack Martin is no longer here as the CFO. Karla
23 Henderson, who was the group executive for planning
24 and development and BC, is no longer here. I think
25 before Kevyn came on Kirk Lewis was already gone. I

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1 do think that Chris Brown was already gone. As of
2 today our purchasing director is no longer here,
3 Andre DuPerry. Richard Kay, who was the director of
4 the lighting department, is no longer here. The
5 director of DDOT is no longer here. I think there --
6 that's right off the top of my head. I think there
7 were nine or ten department heads that are no longer
8 here.
9 Q. And were they asked to leave by Mr. Orr or --
10 A. For the most -- for the most part, yes. There was one
11 guy who headed up -- he was the director of homeland
12 security, he left on his own accord because of the
13 environment that he felt he could no longer work in,
14 but for the most part all of those other people were
15 asked to leave.
16 Q. Now -- and are the positions that those people held
17 vacant or have they been replaced with other people?
18 A. There's a mixed bag, quite frankly. I mean, some of
19 them -- I think you got some consultants in some of
20 those positions. I mean, I had no input at all. I
21 mean, I found out after the fact that either people
22 were removed or if somebody was coming in. I had -- I
23 never had the opportunity to interview even the new
24 CFO who came in, the new COO who came in. Those were
25 selected by Kevyn in a vacuum, as far as I'm

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1 concerned.

2 Q. Moving on past February of 2013, as I recall, the

3 official appointment of Mr. Orr as the emergency -- I

4 forget whether it was the Emergency Financial Manager

5 or Emergency Manager, but it took place sometime

6 around the end of March. Is that generally consistent

7 with your recollection?

8 A. Yeah, I think March 25th was his first day.

9 Q. And from the meeting in DC up to March -- say March

10 25th, did you have any conversations with Mr. Orr?

11 A. I may have had one phone -- one other phone

12 conversation with him.

13 Q. And do you recall what the substance of that call was

14 about?

15 A. I think more than anything else it was making sure

16 that when he came on board, we were having a press

17 conference, introducing him as the Emergency Financial

18 Manager and wanted me to stand with he and the

19 Governor at that, because we didn't want, quote

20 unquote, a divided house, if you will, and I thought

21 it was better since an Emergency Manager was coming on

22 board, it was no sense in us continuing to fight that.

23 If he could be helpful to turn this City around, it

24 would be better we do it together.

25 Q. So in that phone conversation was there any discussion

Page 50

1 of Chapter 9 filing?

2 A. No.

3 Q. Was there any discussion of anything related to

4 pensions?

5 A. No.

6 Q. I'm going to show you another document, Mr. Mayor,

7 which we'll mark as Bing Number 3.

8 (Marked Exhibit No. 3.)

9 Q. For the record what we've marked as Bing Exhibit --

10 what is this, 4? Three. Actually I think we had

11 previously marked this as Exhibit 22 to the Orr

12 deposition, but since I've forgotten about that, now

13 we'll just leave it as Bing Number 3, but I believe it

14 is the same document.

15 Do you recognize this document, Mr. Mayor?

16 A. Yes.

17 Q. For the record it's entitled City of Detroit

18 Restructuring Plan, dated March 23, begins with Bates

19 number DTMI00129416.

20 A. Yes.

21 Q. And just briefly tell me what this is and I'll ask you

22 a few questions about it.

23 A. Well, it speaks to the things that we were working on,

24 the recommendations that we had put together to get us

25 through a very tumultuous time in the City of Detroit.

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1 We knew that this plan was going to negatively impact

2 a lot of folks in order for us to move forward with

3 implementation, but it was all about trying to manage

4 our way through without going to the route of

5 bankruptcy.

6 Q. And this was a document that was put together by you

7 and people on your team; is that right?

8 A. That would be correct.

9 Q. And I see we've been going for a little over an hour,

10 an hour and 20 minutes. It's probably a good time for

11 a break, but let me ask you first up to this time this

12 is now March 13, towards the -- by the end of March

13 had you had any conversations with anyone else from

14 the Governor's staff or with the Governor himself

15 about Mr. Orr as the Emergency Financial Manager or

16 the Emergency Manager?

17 MR. CULLEN: Objection, foundation, form.

18 You can address the question.

19 A. It was obvious to me in this time frame that Lansing

20 had made their selection, so, I mean, that's something

21 that I couldn't control so it was more important to

22 me, once again, to be part of the team to help fix the

23 City as opposed to constantly fighting and pushing --

24 and pushing back. I didn't think that would get us

25 anywhere.

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1 Q. Okay. So after you had your initial conversations

2 with Baird in February, you then met with Orr in the

3 end -- towards the end of February also in DC, and

4 then Orr -- there was an official announcement at the

5 end of March saying Orr's the new EM or the new EFM.

6 Prior to the meeting in DC and the official

7 announcement of Orr, did you have any contact with

8 anyone from the State about Mr. Orr's being made the

9 Emergency Manager or Emergency Financial Manager?

10 A. The answer would be very little, if any, because they

11 had the right to make the decision, they made the

12 decision, so once again, I would prefer to work with

13 the individual seeing what we could do together to fix

14 the City, a broken City.

15 Q. Okay, so let me just ask more directly. Did you have

16 advanced notice before the public announcement that

17 the City -- the State was going to come out and make

18 an announcement saying Kevyn Orr is our man?

19 A. Yes.

20 Q. And when were you told?

21 A. That had to be in early -- early to mid March.

22 Q. And do you remember the specifics of that discussion,

23 who told you what was said?

24 A. Whether that was Rich Baird or Andy Dillon, it wasn't

25 the Governor.

Page 53

1 Q. And other than them telling you that Orr was the man,
2 did you have any other discussions about Mr. Orr with
3 anyone from the State up till the end of March when
4 the formal announcement was made?
5 A. No.
6 MR. ULLMAN: Okay, why don't we just take a
7 short break now, because we've been going for awhile.
8 THE VIDEOGRAPHER: Okay, we're off the
9 record, 11:40 a.m. This completes disk one.
10 (A brief recess was taken.)
11 THE VIDEOGRAPHER: We are back on the
12 record at 11:48 a.m. This is disk two of the
13 deposition of David Bing. Please proceed.
14 BY MR. ULLMAN:
15 Q. Mr. Mayor, I would like you to refer to what we've
16 marked as Bing Exhibit 3 and ask you to turn to the
17 Bates page ending in 421 at the bottom.
18 A. Uh-huh.
19 Q. I guess before I ask you a specific question about
20 this, this document in general was intended to lay out
21 ways to raise -- both raise and save money from the
22 City's perspective; is that right?
23 A. That would be correct.
24 Q. And laid out in here were perhaps not all but a number
25 of the initiatives that you've previously made

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1 reference to; is that right?
2 A. That would also be correct.
3 Q. And I see in some of them there are cost savings that
4 are identified or potential cost savings in
5 parentheses. We were just looking at this page 421;
6 is that right?
7 A. Correct.
8 Q. Now, with respect to item 2C on the page I've asked
9 you to refer to, it's headed identified future cost
10 savings initiatives and there's a parenthetical saying
11 that's in process and there's a long list of various
12 items that the City is pursuing at this time, and the
13 last one says asset monetization strategies; do you
14 see that?
15 A. Yes.
16 Q. Can you explain what that is referring to?
17 A. There was real estate that I knew we had been in
18 discussions in terms of selling some real estate.
19 They also had been -- even going back in the
20 Kilpatrick administration there was discussion about
21 selling our rights in the Detroit/Windsor tunnel.
22 There was -- there was a recreation center that we had
23 a proposal on, a closed recreation center. Those were
24 some of the things that we talked about potentially
25 for monetization.

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1 Q. Did you have an understanding at the time this
2 document was prepared, which was March 2013, as to
3 what the potential or estimated value of the real
4 estate that you referred to was?
5 A. The UAW building across the street is for UAW, that
6 was a \$5 million proposal. The recreation center was
7 a \$1.7 million proposal. I don't recall, because I
8 think there was an updated assessment being done on
9 the valuation for the tunnel.
10 Q. Okay, I'm not sure -- can you explain a little more
11 briefly what you meant about the UAW? You said that
12 there was a --
13 A. There's a building across the street, it's city-owned,
14 but the UAW has been leasing the building.
15 Q. You mean across the street from where we're sitting
16 here now?
17 A. From where we're sitting, yes, across the street on
18 Jefferson Avenue.
19 Q. Okay.
20 A. The UAW is leasing that building from the City. They
21 made a proposal to purchase the building and we had
22 really come to an agreement in principle to the tune
23 of about \$5 million.
24 Q. And what happened?
25 A. It's never closed. It has never closed at this point.

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1 Q. So am I to understand it was effectively taken out of
2 your hands and you don't know what happened to it
3 since?
4 A. That would be --
5 MR. CULLEN: Objection, foundation, form.
6 Go ahead.
7 Q. You can answer the question.
8 A. That would be correct.
9 Q. And the Windsor tunnel, you said you're not certain
10 what the current -- there may be an updated valuation?
11 A. There may be an updated valuation. If I were to go
12 back 60 to 90 days or maybe even more than that, I
13 knew that there was an updated evaluation being done.
14 Q. And what was the valuation that you were familiar with
15 as of March --
16 A. I don't recall. I don't recall what that was.
17 Q. Then you made also reference to a recreation center.
18 You said it was closed but there was some proposal
19 that was made to purchase it; is that right?
20 A. Correct, to the tune of about 1.7 million.
21 Q. Do you know who made that proposal?
22 A. That was the Salvation Army.
23 Q. And as of the time as around March 13th, was that
24 something that looked like it was proceeding towards
25 this closing?

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1 A. Yes, it did.
2 Q. And was that taken out of your hands also?
3 A. Yes, it was.
4 Q. And that like the other real estate you mentioned was
5 taken out of your hands by the Emergency Manager and
6 his team I take it?
7 A. The whole process --
8 MR. CULLEN: Objection, foundation, form.
9 A. -- yeah.
10 Q. And did there come a time when someone -- how did this
11 process come about that it was taken out of your
12 hands? Did the Emergency Manager or someone from his
13 staff actually tell you or your staff, don't worry
14 about these things anymore, it's not your business or
15 words to that effect?
16 MR. CULLEN: Objection.
17 A. No.
18 MR. CULLEN: Foundation, form.
19 Q. How did it come about that it was taken out of your
20 hands?
21 A. I actually went to the Emergency Manager and told him
22 about these potential deals and in order for them to
23 go forward, he had to sign-off on it. He said to me
24 that it looked like they were decent deals and that he
25 would, but obviously that hasn't happened yet.

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1 Q. And has there been any follow-up with the Emergency
2 Manager between him and you as to why he hasn't signed
3 off?
4 MR. CULLEN: Objection, foundation, form.
5 A. I think more than anything else he wants to look at
6 some of the bigger issues that he's got to deal with
7 as opposed to these things which he may consider, you
8 know, not big issues.
9 Q. Even though if these things went through, they would
10 at least bring in some immediate cash; is that right?
11 A. They would.
12 Q. As part of the asset monetization, did you give any
13 consideration to try to monetize art that is owned by
14 the City of Detroit and maintained at the Detroit
15 Institute of Arts?
16 A. The answer would be no.
17 Q. And was there a particular reason you didn't give any
18 consideration to that?
19 A. Back at that time when we were thinking about it, that
20 never came up, that was never a conversation that we
21 had internally. I think since he's been on board, the
22 subject obviously has gotten a lot of heat and a lot
23 of visibility. I'm not sure what's going to happen
24 there.
25 Q. Okay. And do you -- let me ask it this way.

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1 Did you as of the March 2013 time frame
2 have any understanding, just a general understanding,
3 as to what the value was of the art that's owned by
4 the City of Detroit?
5 MR. CULLEN: Objection, foundation, form.
6 A. The answer would be no.
7 Q. And as you sit here today, do you have any
8 understanding as to the value of the art that's owned
9 by the City of Detroit?
10 MR. CULLEN: Same objection.
11 A. The answer would still be no.
12 Q. Are you aware of reports in the press stating that the
13 city-owned art could easily be worth billions of
14 dollars?
15 A. I have read that, yes.
16 Q. And do you have any reason to believe those reports
17 are inaccurate?
18 MR. CULLEN: Objection, foundation, form.
19 Of what they report or the value or what, counsel?
20 MR. ULLMAN: I think my question was clear.
21 Q. You can answer my question.
22 A. I know that he's engaged Christie's to do an
23 evaluation and I'm not sure that that's complete yet,
24 so I have no idea of what the value may or may not be.
25 Q. Okay. Let me ask you to turn now to the next page of

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1 this document, which is ending in Bates page 422. And
2 this heading says, and I quote, "The Mayor's plan
3 includes strategies to implement changes that will
4 significantly reduce general fund long-term
5 liabilities."
6 Do you see that?
7 A. Yes.
8 Q. And so we're clear, what in brief is the general fund?
9 A. That's the -- the general fund is what we use to run
10 the City on a day-to-day basis.
11 Q. Now, in subpoint A, 3A, you give some -- you give two
12 subpoints, two bullets. The second one says,
13 approximately 6 billion of City debt is owed by the
14 water and sewer department and does not have an impact
15 on the general fund. Do you see that?
16 A. Yes.
17 Q. Can you explain what you were referring to by those
18 words?
19 A. That -- that debt is paid by the users of the water
20 and sewerage department, so there's a revenue stream
21 that pays that debt down, so it's not part of the
22 general fund.
23 Q. Okay, and as you put it here, that that debt, while
24 it's on the books as City debt because the department
25 of water and sewer is part of the City, that doesn't,

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1 as you put it, have an impact on the general fund
2 because it's -- the water and sewer debt is paid for
3 by the department of water and sewer?
4 A. That would be correct.
5 Q. And that, as I understand it, is run as a separate
6 authority and has its own books and records and is
7 solvent; is that right?
8 A. That would be correct.
9 Q. You then go on in the next point, sub B, to refer to
10 pension unfunded liabilities, and you say
11 approximately 650 million of unfunded liability as of
12 FY 2012 of which only 250 million relates to general
13 fund.
14 A. Uh-huh.
15 Q. Do you see that? And could you tell me what you meant
16 when you wrote that?
17 MR. CULLEN: Objection, foundation, form.
18 A. I believe that makes reference to both the payment to
19 the pension fund and maybe even to the healthcare
20 benefits.
21 Q. Okay, I'm going to be a little more specific. The
22 language of this restructuring plan states that
23 there's 650 million of unfunded pension liability. Do
24 you see that?
25 A. Uh-huh.

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1 Q. And then it says of that only 250 million relates to
2 the general fund.
3 Can you tell me what that's referring to?
4 A. No, not right off the top of my head I can't, no.
5 Q. So you don't recall what that level of detail is as to
6 the --
7 A. Correct, correct, correct.
8 Q. Then the next bullet it -- well, I guess -- do you
9 recall where the 650 million liability -- unfunded
10 liability number comes from?
11 A. We have not -- we're not current with our pension
12 contributions.
13 Q. I guess let me ask it a little -- let me mark then
14 another document. We'll mark this as Bing 4.
15 (Marked Exhibit No. 4.)
16 Q. And Bing 4 for the record is an excerpt from a
17 document entitled Comprehensive Annual Financial
18 Report for the City of Detroit for its fiscal
19 year-ended June 30, 2012 and I've attached just two
20 pages of it because it's a very long document.
21 Okay, Mr. Mayor? You've seen -- you know
22 what the Comprehensive Annual Financial Report is;
23 right?
24 A. Yes.
25 Q. And I've attached the pages that pertain to the

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1 pensions and if you look on page 124, it talks about
2 the unfunded AAL on line 3 of that table.
3 A. Uh-huh.
4 Q. And which stands for unfunded actuarial -- as I
5 understand it, actuarial accrued liability?
6 A. Correct.
7 Q. And then if you look at the table, it says for the
8 General Retirement System there's a number of
9 approximately 640 million and on the Police and Fire
10 Retirement System it's about 4 million. Do you see
11 that?
12 A. Yes.
13 Q. And is it correct that that -- so that adds up to
14 about 644 million. Does that correspond to the
15 650 million that's in the restructuring plan that we
16 have as Exhibit 3?
17 A. Yes, yes.
18 MR. CULLEN: Objection, foundation, form.
19 Q. And when you -- the restructuring document refers to
20 the unfunded liability at fiscal year 2012, is that
21 referring to the valuation that's referred to at the
22 top of page 124 of Bing 4 where it says, and I quote,
23 "The funded status of each plan as of June 30, 2011,
24 the most recent actuarial valuation date, is as
25 follows" and then gives a table?

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1 MR. CULLEN: Objection, foundation, form.
2 A. And your question was?
3 MR. ULLMAN: Do you want to read it back?
4 If you don't understand, I'll rephrase it, but --
5 THE WITNESS: Yes. I just need --
6 Q. Would it be easier if I just rephrased the question?
7 A. Go ahead.
8 Q. Okay. When you referred to the approximately
9 650 million of unfunded liability as of fiscal year
10 2012, okay, the unfunded liability as of 2012, is that
11 referring to the underfunding as reported as of the
12 June 30, 2011 actuarial valuation which is referred to
13 on the top of page 124?
14 A. The answer would be --
15 MR. CULLEN: Objection, foundation, form.
16 When you say when you refer, you mean -- are you
17 implying that he wrote this document personally?
18 MR. ULLMAN: No, he and his team.
19 Q. I'm obviously referring to that in the general sense.
20 I didn't intend to imply that you physically drafted
21 this, Mr. Mayor. I understand this was put together
22 by you and people working for you.
23 A. And the answer to that would be yes.
24 Q. And also under this -- going back to page 422 of
25 Exhibit 3 under the subheading B under pension

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1 unfunded liabilities it says, the City is developing a
2 plan to reduce the unfunded liability.
3 Do you have any recollection as to the
4 specifics of that plan?
5 A. No, I don't.
6 Q. Now, you recall -- or let me ask you.
7 Are you aware that on June 14th, 2013 the
8 Emergency Manager had a meeting with creditors?
9 A. I'm aware.
10 Q. Prior to the time that he was appointed or I should
11 say -- let me withdraw that.
12 Prior to the time that the Emergency
13 Manager's appointment was formally announced and June
14 14, 2013, did you have any conversations with the
15 Emergency Manager himself?
16 A. Yes.
17 Q. And do you recall how many?
18 A. We don't -- we don't meet that often. You know, if we
19 meet once or twice a week, that's about it and the
20 meetings are usually very short meetings. Usually
21 called by me.
22 Q. And can you say how long a typical meeting would last?
23 A. Thirty minutes tops.
24 Q. During that time between March 25th and June 14th do
25 you recall any discussions with the Emergency Manager

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1 concerning pensions, anything to do with pensions?
2 A. I -- yes.
3 Q. And tell me what you recall.
4 A. You know, the general conversation was that pensions
5 are a major problem that we have and we've got to
6 address it.
7 Q. And do you recall when those conversations took place?
8 A. Probably more in the May time frame.
9 Q. And was there any conversation with the Emergency
10 Manager as to how the Emergency Manager intended to
11 address the issues of pensions?
12 A. No.
13 Q. Was there any discussion with the Emergency Manager
14 during the period I've been asking about, the end of
15 March and June 14, about the City's filing for Chapter
16 9 bankruptcy?
17 A. I think the only conversations we may have had about
18 that is that's the last resort and that's from him
19 saying, you know, that's not the direction we want to
20 go in and it would be last resort.
21 Q. Did the emergency -- did you have any discussions with
22 the Emergency Manager in which he indicated that he
23 had any approaches or thoughts as to how to address
24 issues relating to pensions other than filing for
25 Chapter 9 bankruptcy?

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1 A. No.
2 Q. And did you have any conversations with him in which
3 he specifically referred to a Chapter 9 bankruptcy as
4 a way to deal with the pension issues?
5 A. I believe the answer to that would be yes. I can't be
6 very specific, I don't recall, but I think -- I
7 believe that conversation -- or a conversation like
8 that did occur.
9 Q. Okay, and can you give me, as best you can recall, a
10 time frame as to when?
11 A. I think it would be in that same May time frame in one
12 of our discussions.
13 Q. And can you tell me with as much specificity as you
14 can remember what the Emergency Manager said during
15 that conversation?
16 A. Once again, with not a lot of specifics, but in order
17 to fix the problems of the City where -- I know this
18 number has been thrown out a lot, the \$3.5 billion of
19 unfunded liabilities, etc., etc., I mean, he talked
20 about that, but that was a generality and so it was no
21 more -- it was not more specific than that.
22 Q. But he referred to Chapter 9 as a way to get rid of or
23 address what he referred to as a 3.5 billion unfunded
24 liability?
25 A. As a possibility.

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1 MR. CULLEN: Objection, foundation, form.
2 You can answer.
3 A. As a possibility.
4 Q. And did Mr. Orr tell you at that time that the
5 unfunded liability was indeed 3.5 billion?
6 A. The answer to that would be yes.
7 Q. And did he tell you that that had been shown through
8 an actuarial valuation?
9 A. The answer to that would be yes.
10 Q. During that conversation or any other conversation
11 with Mr. Orr during the March 25 through June 14 time
12 frame, was there any discussion with Mr. Orr of what
13 we've referred to previously and I've shown you the
14 pension clause in the Michigan Constitution or any
15 other legal impediments to -- affecting pension
16 rights?
17 A. No.
18 Q. Let me ask you the same questions now -- well, let me
19 preface it by saying you're aware, of course, that
20 there was a bankruptcy filing on July 18.
21 A. That would be correct.
22 Q. Okay. Now, during the period between June 14, that
23 was when the creditor proposal was issued, and the
24 filing, did you have any conversations with Mr. Orr?
25 A. About?

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1 Q. Just in general first.
2 A. Yeah, we probably had general conversations, but
3 nothing relative to the filing.
4 Q. Okay. So between June 14th and July 18th did you have
5 any conversations with Mr. Orr regarding pensions at
6 all?
7 A. No.
8 Q. Any discussions with Mr. Orr at all regarding the
9 possibility of a Chapter 9 filing?
10 A. No.
11 Q. So I take it the Chapter 9 filing a complete surprise
12 to you?
13 A. Yes, it was.
14 Q. I've asked you conversations with Mr. Orr concerning
15 pensions and Chapter 9. Going back, we don't have to
16 do it in two time frames, but between March 25th which
17 is when the -- the last point we asked about and July
18 18th, did you have any conversations with anyone from
19 the State about the City's unfunded pension liability?
20 A. No.
21 Q. And during that same time frame did you have any
22 conversations with anyone from the State about the
23 possibility of a Chapter 9 bankruptcy filing?
24 A. No.
25 Q. Now, you said you were not made aware in advance of

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1 the bankruptcy filing. I take it you were made aware
2 of the bankruptcy filing after it happened?
3 A. No. The day that he was going to file is when he told
4 me he was going to file.
5 Q. Okay. And did he -- what was the substance of what he
6 told you? Did he just say we're filing or did he give
7 any explanation?
8 A. That's all he said, we're filing, today.
9 Q. And what time did he say that? Do you remember?
10 A. This was in the afternoon so it had to be somewhere
11 between 3 and 4 o'clock, somewhere in there I think.
12 Q. And at that time he didn't give you any explanation as
13 to why?
14 A. No.
15 Q. And did you have conversations with Mr. Orr subsequent
16 to the filing discussing the reasons why the filing
17 had been done?
18 A. No.
19 Q. Did Mr. Orr ever discuss with you the reasons for the
20 timing, the specific timing, of the filing?
21 A. No, he didn't.
22 Q. Did you have any discussions with anyone from the
23 State as to the specifics of the timing of the
24 bankruptcy filing?
25 A. No.

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1 Q. Now, were you aware that around -- as of the time the
2 bankruptcy filing was made that there was state court
3 litigation that was ongoing that was challenging the
4 ability of the Emergency Manager to file for Chapter
5 11 -- I'm sorry, for Chapter 9 in the first place?
6 A. I read that in the paper.
7 Q. Okay. Did you ever hear that the City made its
8 bankruptcy filing at the time it did in order
9 effectively to get it in before the state court issued
10 what the City expected to be an adverse ruling?
11 A. No.
12 MR. CULLEN: Objection, foundation, form.
13 A. I think I read that in the paper the following day.
14 Q. Now, I think you had indicated previously that you had
15 been opposed to the idea of the City having to file
16 for bankruptcy, you didn't think it was necessary; is
17 that right?
18 A. That's correct.
19 Q. And I remember you gave -- one last -- a couple last
20 questions.
21 You gave an interview with the Emergency
22 Manager I think it was either the day of or the day
23 after the filing. Do you recall that? You -- I think
24 you talked about a troubling day for Detroit.
25 A. Somewhat remember that, yeah.

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1 Q. And you introduced Mr. Orr who then made his comments.
2 In the course of that press conference you made the
3 statement to the effect that Mr. Orr and his team have
4 brought together -- have brought together a lot of
5 history of success or words to that effect. Do you
6 recall making that statement?
7 A. No.
8 Q. Do you -- are you aware of any history of success that
9 Mr. Orr and his team have?
10 A. Only Chrysler.
11 Q. Only in the context of bankruptcy?
12 A. Yeah.
13 Q. Are you aware of any success or history of success
14 that Mr. Orr has had outside the context of
15 bankruptcy?
16 A. No.
17 Q. Now, you obviously, you know, have been following even
18 if you've not been directly involved in what the
19 Emergency Manager has been doing; right?
20 A. Uh-huh.
21 Q. And you've been looking at or since obviously Detroit
22 is impacted by what he's doing in terms of both
23 reducing liabilities and trying to raise or conserve
24 cash; right?
25 A. Correct.

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1 Q. Now, when exactly did Kriss Andrews leave? I forget.
2 You may have told me.
3 A. It was late July of '13.
4 Q. And did you just have discussions with Mr. Andrews
5 before the time he left as to -- with the job that the
6 Emergency Manager was doing, whether he was doing a
7 good job or a bad job, being effective or not being
8 effective?
9 A. Yes.
10 Q. And can you relate -- were you in agreement with the
11 views of Mr. Andrews or did you and he have different
12 views?
13 MR. CULLEN: Objection, foundation, form.
14 That's an unfair question, counsel. Which views?
15 Q. You can answer my question.
16 A. I was in agreement with Mr. Andrews.
17 Q. And can you tell me what the substance of the
18 discussions were and in particular the views expressed
19 by Mr. Andrews with which you agreed?
20 A. I think he felt as far as --
21 MR. CULLEN: Objection, foundation. You
22 can address it.
23 A. I think he felt as far as the balance sheet issues
24 were concerned that Kevyn had the ability to help
25 solve problems in that realm, but from a restructuring

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1 standpoint he didn't think that he had the requisite
2 skills to do an effective restructuring.
3 Q. Now, was this -- these were discussions -- let me ask
4 it this way.
5 Was this a discussion that took place at
6 one point in time or was this --
7 A. It was ongoing.
8 Q. These were ongoing discussions with Mr. Andrews? Just
9 during what time frame?
10 A. I think from probably April through June.
11 Q. Let me mark as the last exhibit I will show you Bing
12 5.
13 (Marked Exhibit No. 5.)
14 MR. ULLMAN: I'll just state for the record
15 what we've marked as Bing 5 is an email from
16 Kriss Andrews to Mayor Bing dated July 10, 2013. The
17 first page bears Bates numbers DTMI00098861.
18 Q. Are you familiar with what we've marked as Exhibit
19 Bing 5, Mr. Mayor?
20 A. Yes.
21 Q. And can you tell me what this is?
22 A. I asked Kriss, because at this time I knew he was
23 leaving and I asked him to give me a kind of overview
24 in terms of what he'd seen since Kevyn came on board
25 and this is the feedback that I got from him.

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1 Q. Okay, and did you have an oral discussion with
2 Mr. Andrews about this?
3 A. Yes, I did.
4 Q. Okay, and did you advise Mr. Andrews that you
5 concurred in the views that he expressed here?
6 MR. CULLEN: Objection, foundation, form.
7 A. I would say the answer would be yes.
8 Q. And then did you in fact agree with the views
9 expressed in this document, Bing 5, by Mr. Andrews?
10 MR. CULLEN: Objection, foundation, form.
11 A. The answer would be yes.
12 Q. Okay, and let me just go through some of this briefly.
13 I think in the first couple of paragraphs Mr. Andrews
14 essentially says that he's giving the Emergency
15 Manager good mark -- good marks in long-term
16 liabilities, stating at least in his view that the
17 Emergency Manager was building on many of the
18 initiatives that you had started previously?
19 A. Correct.
20 Q. And did you agree with that assessment?
21 A. Yes.
22 Q. Then Mr. Andrews goes on and starts discussing
23 operations, which he says are a different matter
24 altogether and basically his -- Mr. Andrews'
25 conclusion is that the Emergency Manager, and I quote,

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1 "threw away the head start we gave him. He frankly is
2 not competent at all. In fact, he's embarrassingly
3 incompetent and only listened to his equally
4 incompetent staff and did not well-exercise the added
5 powers he had."
6 So Mr. Andrews gives him an A in long-term
7 liabilities and an F in operations.
8 And did you agree with that assessment by
9 Mr. Andrews?
10 MR. CULLEN: Objection. Every word of it,
11 counsel? Is that what you're asking?
12 MR. ULLMAN: My question is pretty plain.
13 You can answer.
14 MR. CULLEN: No, it's an objectionable
15 question, but he can answer it.
16 MR. ULLMAN: Then your objection stands and
17 the question would be answered.
18 A. From my vantage point, you know, I'm not going to give
19 him a grade from A to F in either one of those areas,
20 but I would agree that his strength was in dealing
21 with the long-term liabilities and not operations.
22 Q. And Mr. Andrews goes so far as to say that in at least
23 Mr. Andrews' view that he's not doing a competent job
24 in the restructuring aspect and the operational
25 aspect. Did you agree with that?

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1 MR. CULLEN: Objection, form and
2 foundation.
3 A. Yes, I would.
4 Q. And he gives -- he, meaning Mr. Andrews, goes on to
5 discuss some specific points that he believes, he
6 Mr. Andrews, believes support that conclusion. I want
7 to ask you about some of those.
8 Mr. Andrews -- he has items 1 through 4
9 initially. Mr. Andrews first talks about issues
10 with -- you called it DDOT?
11 A. Yes.
12 Q. And he says that they were ready to choose -- I guess
13 MV is someone, is a person?
14 A. No, that's a company --
15 Q. Oh.
16 A. -- that manages transportation.
17 Q. Okay. And then it goes on to say, the Emergency
18 Manager slowed the process down and he says that
19 although he, meaning Orr, gave me a poor excuse for so
20 doing, it does not hold water.
21 Can you tell me in your own words, what was
22 the situation, the issue, with DDOT?
23 A. We had poor management at best at DDOT. And before we
24 wanted to make any long-term decisions, what to do
25 with the transportation department, we felt we had to

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1 get a capable management team in there to do the
2 assessment and make some improvements before we made
3 any final long-term decision and so we chose -- we had
4 chosen MV and Kevyn stopped that process and
5 ultimately, maybe three months later, chose the same
6 company that we recommended. So we think we lost
7 time.
8 Q. Okay, and so during that three-month period the same
9 prior, as you characterize it, bad management
10 continued in place?
11 A. Yes.
12 Q. And that resulted in continued -- were they losing
13 money, DDOT?
14 A. Yes.
15 Q. So it continued -- that perpetrated -- or perpetuated
16 at least for that three-month period the same
17 operation losing money?
18 MR. CULLEN: Objection, foundation, form.
19 A. We didn't see any improvement in efficiencies plus the
20 fact they were still the same kind of complaints that
21 we were getting from the ridership and we felt that if
22 there had been a management team in there sooner, we
23 could have probably made some improvements.
24 Q. Okay. And have there been improvements since MV was
25 put in place as the manager?

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1 A. I would say yes, but they've only been there for the
2 last four to six weeks so maybe it's too soon to
3 really do a good assessment, but they are the right
4 company and I believe given time and tools, they will
5 make major improvements.
6 Q. Okay, and does DDOT have any importance as concerns
7 Detroit's financial viability in terms of being able
8 to offer public transportation to citizens or things
9 like that?
10 MR. CULLEN: Objection.
11 Q. Is that something that's important to have in place
12 for recovery?
13 MR. CULLEN: Objection, foundation -- I'm
14 sorry. I didn't know whether there was going to be
15 another clause in the question.
16 MR. ULLMAN: No, no more clauses.
17 MR. CULLEN: Okay. Objection, foundation,
18 form.
19 MR. ULLMAN: Duly noted.
20 Q. You can answer.
21 A. As one of my initiatives, one of my key initiatives,
22 public transportation is one of the top five
23 initiatives from my vantage point, because it impacts
24 so many of our citizens who have either got to travel,
25 a lot of them don't have cars, a lot of them work

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1 outside of the City and if you don't have dependable
2 public transportation, it does create a major issue.
3 Plus we've been subsidizing DDOT out of our general
4 fund for some time so the quicker that we can fix it,
5 the less subsidizing we have to get -- get over to
6 DDOT.
7 Q. Let me go onto -- the next item listed is number 2.
8 Mr. Andrews writes, we should also be progressing on
9 providing the new management team in PLD.
10 Can you tell me what --
11 A. Public lighting department.
12 Q. Ah, okay. And can you explain what the issue is here?
13 A. We have 88,000 lights in our City with about 40,000
14 that are working. We have a system that is so
15 outdated that even with new technology, you know, we
16 -- we can't fix it. So there's got to be a huge
17 investment into public lighting. It's something that
18 we've been talking about for years and years. We have
19 a plan to put in place to invest in a new lighting
20 grid across the entire City and, once again, we
21 haven't moved the needle on that at all. We had a
22 Lighting Authority legislation was passed in December
23 of 2012 and we had an opportunity I think to put some
24 lights on in different parts of the City, but it
25 hasn't happened as I speak to you now.

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1 Q. And do you know why it -- why things have been, in the
2 words of Mr. Andrews, been slowed down?
3 A. Once again, I would say to you, and this is more
4 hearsay than anything else and this would be from --
5 MR. CULLEN: Objection, foundation.
6 A. What I hear is Lansing wants to take some credit for
7 fixing the lighting system and they're trying to get
8 the funding, 100 -- I think it's \$150 million they
9 want to go to the bond market. That hasn't happened
10 yet. So the investment that's necessary to put on
11 lights and start to fix the system has taken much
12 longer than any of us anticipated.
13 Q. Now, at the time that Mr. Andrews wrote this email to
14 you, he was still part of your team; right?
15 A. Correct.
16 Q. He was still the -- what was his title? Was it
17 program manager director?
18 A. Program director.
19 Q. And you had asked him to write this email to you as
20 part of his job duties?
21 A. Yes.
22 Q. To inform you as to --
23 A. How things were going, yes.
24 Q. And that's what this is? This is the email that he
25 wrote while in the -- employed in the capacity of

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1 program manager director in response to your request
2 that he do so?
3 A. That would be correct.
4 Q. And this was within the ordinary scope of his job
5 activities?
6 A. Yes.
7 Q. And you had asked him as part of his job to observe
8 and monitor what was going on in the City under the
9 direction of the Emergency Manager and report back to
10 you?
11 A. Yes.
12 Q. Now, Mr. Andrews writes in this -- and this is on both
13 points one and two, he writes, and I quote, "He" --
14 the he there referring to Mr. Orr -- "He told me a
15 disaster at DDOT would not be a problem for him since
16 it would highlight how screwed up the City is." And
17 then similarly, if you look at number 2, Mr. Andrews
18 writes that the EM slowed the process here also and
19 said the same thing, a disaster at PLD would not be a
20 bad thing because it would highlight how messed up the
21 City is.
22 Did you ever have any conversations with
23 Mr. Orr in which Mr. Orr conveyed the substance of
24 what is reported here by Mr. Andrews to you?
25 A. No.

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1 Q. Going onto number 3, it says, similar issues surfaced
2 around the Lighting Authority.
3 Let me ask you. What's the difference
4 between the PLD and the Lighting Authority?
5 A. Lighting Authority is independent of PLD. The
6 Lighting Authority is more regional. We had had
7 legislation passed and so those people on the
8 authority are not employees of the City, it's
9 independent.
10 Q. And do they have -- do they deal with different --
11 with lights in different parts of Detroit than PLD?
12 I'm not sure what the interplay between the two is.
13 A. No, it would be the exact same PLD, but see, with PLD,
14 we don't control all the lighting in the City, DTE
15 controls probably at least 40 percent of the lights in
16 the City because they have upgraded and they have made
17 the necessary technology, investments in 40 percent of
18 lights in the City so their grid works, ours doesn't.
19 Q. DTE is what?
20 A. Detroit -- DTE, Detroit -- Detroit Edison.
21 Q. Detroit Edison supplies the electricity or --
22 A. PLD also has the ability to generate electricity, but
23 once again, it's such an old, outdated entity they've
24 not made any kind of investments in their system in 30
25 or 40 years, so a lot of the system is just broken, it

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1 can't even be fixed, you can't even get replacement
2 parts.
3 Q. Okay, just -- so you had indicated there were 88,000
4 lights --
5 A. Correct.
6 Q. -- in Detroit? And some of those --
7 A. Some of them are on the grid with DTE.
8 Q. Okay. And those are DTE's responsibility?
9 A. Correct.
10 Q. And some are the responsibility of PLD?
11 A. That would be correct.
12 Q. And that's about how many?
13 A. That's probably around 55,000.
14 Q. And then are others the responsibility of the Lighting
15 Authority?
16 A. No, no.
17 Q. That's why I'm still a little unclear as to how the
18 Lighting Authority factors into this.
19 A. We went to the outside, because we thought that one of
20 the things we were thinking about doing was
21 outsourcing the responsibility of lighting the City of
22 Detroit. We didn't think that we had the capacity or
23 the capability to do that internal so we were talking
24 to DTE as an alternative source, but we wanted to have
25 the Lighting Authority in place because DTE did not

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1 want to make the necessary investment, so we had to do
2 that through this Lighting Authority by issuing bonds.
3 Q. Okay, so one option was to work with DTE, but that
4 didn't look like it was going to work so the Lighting
5 Authority is a regional authority and you were going
6 to like bring them in through the floating of bonds to
7 have them help take over and fix the lights in
8 Detroit; is that it?
9 A. Yep, yep, yep.
10 Q. And is there a name of this authority or is that a
11 particular name?
12 A. No, Detroit Lighting Authority.
13 Q. Just called the --
14 A. Yeah.
15 Q. There you go. Works for me.
16 Okay, and so what is -- can you explain the
17 issue that Mr. Andrews is writing about here in item 3
18 when he says similar issues surfaced with the Lighting
19 Authority?
20 A. We -- one of the big issues that we have is with our
21 union employees, because as you start talking about
22 outsourcing, in a lot of cases they may very well lose
23 a job, they're at risk, and as far as the lighting --
24 the lighting department is concerned, you're not
25 talking about a lot of people and there were

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1 negotiations, I'm not involved in that, where those
2 people who wanted to stay as City employees could be
3 transferred over to an outside third-party and
4 wouldn't lose their jobs. So a lot of those
5 negotiations were going on, but what Kriss is saying
6 is that Kevyn slowed that process down which kept us
7 from moving forward to try to get the investment in
8 place and start to get lights on in the City.
9 Q. And is that process still ongoing to where --
10 A. That's ongoing.
11 Q. And are people -- but it's just ongoing, as I think
12 you had said, in a slower way than you had expected it
13 would be given the work -- the groundwork that you had
14 done?
15 A. That would be correct.
16 MR. CULLEN: Objection, foundation, form.
17 Q. And Mr. Andrews writes that they went to Kevyn and got
18 a deal which forces the City to put in more money than
19 they need and essentially saying a better deal than
20 they were able to negotiate with the City without the
21 Emergency Manager.
22 Do you have an understanding as to what
23 Mr. Andrews is referring to here?
24 A. If I recall, there's a tax that's about \$12.5 million
25 a year that I think I recall that is utilized once the

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1 -- once you've gone out and you've secured the bonds,
2 you can use this tax to pay down the loan, and this
3 Authority did not need the \$12.5 million in year one,
4 but he's -- I think he told me that Kevyn gave them
5 the \$12.5 million and his feeling was that they only
6 needed as a startup entity 2 to \$3 million. Why not
7 use the rest of the money to put into other areas that
8 the City needs and I think that's what his -- what he
9 was referring to.
10 Q. Okay. In item 4 Mr. Andrews makes a number of -- I
11 guess it's some general observations. One is ordering
12 us not to coordinate with the consultants we hired to
13 help us.
14 Do you have an understanding as to what
15 that's referring to?
16 A. Yeah, Kriss was told not to -- not to have any contact
17 with the consultants and that the consultants that
18 were coming in were very inexperienced people, that
19 had really no knowledge of Detroit and of municipal
20 government, so it really slowed the process down.
21 Q. And did Mr. Andrews tell you that he had been told not
22 to have contacts with the consultants?
23 A. Yes.
24 Q. And when did -- did he tell you that directive was
25 given?

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1 A. Oh, that was given by Kevyn. I don't know the exact
2 timing of that. It had to be in the April/May time
3 frame.
4 Q. And up to the point of that directive had Mr. Andrews
5 been having contact with the consultants?
6 A. Yes.
7 Q. And is that something you would know due to your
8 supervision of Mr. Andrews?
9 A. Yes.
10 Q. And after that directive was given did Mr. Andrews
11 continue to have contact with the consultants?
12 A. No.
13 Q. And then Mr. Andrews goes on to say, putting in place
14 very inexperienced staff to control things.
15 Do you have an understanding as to what
16 Andrews was referring to there?
17 A. All the consultants.
18 Q. Well, he's referring specifically to staff. Is
19 that --
20 A. Well, they -- they became staff.
21 Q. Oh, okay. Anyone in particular?
22 A. It's a bunch of them.
23 Q. You mean these were people that Mr. Andrews -- Mr. Orr
24 brought in to take on positions in the City management
25 structure to replace people that you had previously

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1 installed; is that right?
2 A. That would be correct.
3 Q. And can you just give me -- you don't have to name
4 names but give me some of the positions where you
5 believe he put in people who are inexperienced or very
6 inexperienced.
7 MR. CULLEN: Objection, foundation, form.
8 Which is it?
9 MR. ULLMAN: I think we'll go with very
10 inexperienced.
11 A. He brought on a CFO from the outside to replace Jack
12 and everybody said from day one he was not a good fit.
13 I believe he'll be relieved of his duties for other
14 reasons this week. Kriss was replaced by Gary Brown,
15 who was a City Council -- City Councilman who has
16 never run anything much less 11 different departments
17 reporting to him. He was a police officer before he
18 became a City Councilman and he took Kriss' place.
19 Karla has not been replaced at all, Karla Henderson,
20 who I think was one of our high profile leaders that
21 really did an outstanding job in blight elimination
22 and planning for the City. She's not been replaced to
23 my knowledge. Only recently our director of
24 purchasing has left and he has not been replaced. So
25 a lot of the key people that they're taking out, what

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1 they're doing is putting in consultants in those
2 positions and, you know, they're learning on the fly
3 and just, once again, it's not efficient.
4 Q. I think you mentioned specifically two people who were
5 replaced who you didn't believe were good people or
6 experienced people. You mentioned CFO, Jack Martin,
7 as I recall, and then Kriss Andrews himself who was
8 replaced by Gary Brown. Anyone else that was put out
9 and replaced by someone that you believe to be not
10 suited, not experienced enough for the job apart from
11 those two? And put aside positions that are currently
12 unfilled.
13 A. No, those would be the two key along with Karla and
14 Karla's just hasn't been replaced. They may be
15 looking for a person for that, I don't know, but some
16 of the other positions they've just put young
17 consultants in those positions. My big concern there
18 is at some point in time we will come out of
19 bankruptcy and if you don't have the people internally
20 that know the system and you have all these
21 consultants doing the job that City employees ought to
22 be doing, when Kevyn leaves, which could be within the
23 next 11 months, and those consultants leave, you
24 haven't developed anybody to run the City on a
25 day-to-day basis. That's my biggest concern. We

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1 don't even have a line item in our budget for
2 training. Somebody's got to get trained to do these
3 jobs on a long going basis.
4 Q. So when you said -- you made some reference to young
5 consultants that were brought in. Is it the case that
6 the Emergency Manager has put in staff positions
7 people who are actually consultants rather than
8 long-term employees of the City?
9 A. Yes.
10 MR. CULLEN: Objection, foundation, form.
11 Q. And do you know the names or positions of those
12 people?
13 A. No, I don't.
14 Q. But that's at a lower level so you don't know the
15 specific names?
16 A. Correct.
17 Q. But it's your understanding that that's what's
18 happened?
19 A. Correct. I get feedback from a lot of my department
20 heads and directors that that's what's going on and
21 they're frustrated as hell.
22 Q. And can you tell me who are some of these department
23 heads who are --
24 A. All of them.
25 Q. Mr. Andrews also says that the Emergency Manager is

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1 not listening to Conway MacKenzie. Do you see that at
2 the top of Bates page 862?
3 A. Yes, I see that.
4 Q. Do you have an understanding of what he was referring
5 to there?
6 A. No, I don't. Conway MacKenzie is the restructuring --
7 the primary restructuring firm, but I'm -- you know, I
8 have no contact with them at all.
9 Q. So you don't know the specifics of what Mr. Andrews
10 was referring to?
11 A. No, no, I don't.
12 Q. Okay. Let me just go quickly through the last couple
13 of things. Mr. Andrews continues in this email
14 stating that the Emergency Manager and his team also
15 pursued wrong things and he gives a list. First he
16 talks about focusing on outsourcing solid waste. Do
17 you have an understanding of what the issue is there?
18 A. Yeah, trash is getting picked up, garbage and trash is
19 getting picked up. Maybe not as efficient as it
20 should be, but it's not like it's not happening. You
21 know, there may be a delay of several hours or maybe a
22 day and he's saying that's not an area to overly
23 concern itself with. You know, the real issues still
24 are the things that I focused on earlier.
25 Q. Mr. Andrews states in this paragraph that the

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1 announced savings of 15 million are ridiculous and he
2 says they don't really know what the savings are, if
3 there are any.
4 Do you see that? Do you have an
5 understanding of what's referred to there?
6 A. Yeah, I think you first got to know your internal
7 costs and I think what Kriss is saying if you don't
8 know your internal costs, how do you know that when
9 you go out, without quoting other companies, that
10 you're going to save this money? And so, you know,
11 that work had not been quoted out.
12 Q. I'm sorry, what work had not been quoted out?
13 A. Trash and garbage pickup.
14 Q. I'm -- I'm not -- I'm sorry, I'm not following.
15 A. Solid waste.
16 Q. It had not been quoted out. I thought there was an
17 RFP that was put out for solid waste?
18 A. It may have been now, but before -- but I think he was
19 given information on this 15 million savings before
20 any information came back from the RFP.
21 Q. Oh, you're saying that there was an announcement that
22 there would be a savings of 15 million --
23 A. Right.
24 Q. -- before the specifics of the RFP were in --
25 A. Correct.

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1 Q. -- compared so you could then compare with what the
2 internal --
3 A. What the internal cost was, correct.
4 Q. Okay. And at that time were the internal costs -- had
5 they been tabulated, calculated?
6 A. I don't know the answer to that.
7 Q. Number 2 on this last list of Mr. Andrews is moving
8 PDD to DEGC.
9 Can you tell me what that refers to?
10 A. You got to learn the acronyms here. Planning and
11 development and DEGC is Detroit Economic Growth
12 Corporation, and you know you got two functions that
13 do planning for the City of Detroit. DEGC is a little
14 different. They're basically about new business
15 coming into town and they're more growth oriented than
16 anything else. They don't get into the nitty-gritty
17 of managing what happens in city departments on a
18 day-to-day basis. We don't think, meaning my
19 administration, don't think that that's a good use of
20 the skill sets that we have in the two departments.
21 There may be some things and we've even heard from
22 HUD, which is a big supporter of our Planning
23 Department, there are things that we can't transfer to
24 DEGC. And so when people just with blinders on
25 saying, you know, take all the responsibilities from

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1 the Planning Department and shift it over to DEGC,
2 DEGC doesn't even want all of that, doesn't make -- we
3 don't think it makes a lot of good sense right now.
4 Q. Okay. And there's also the last point that
5 Mr. Andrews makes, number 3, is about putting a new
6 chief in place. I think he's suggesting it should be
7 an existing person as opposed to someone brought in
8 from the outside?
9 A. Too late. That's done. Traditionally -- historically
10 I should say the police chief and the fire
11 commissioner were always appointees selected by the
12 Mayor. With the kind of problems that we've had from
13 a public safety standpoint and with the turnover of
14 police chiefs since I've been in office, they made a
15 change so that the Mayor no longer selected the police
16 chief. The police chief was selected by Lansing going
17 back -- actually he started July 1st, but they didn't
18 follow the process and we have a police commission
19 that purportedly has the responsibility of selecting
20 and interviewing and they have a process of
21 identifying police chiefs. It didn't happen that way
22 with them. And I had no input into it at all and when
23 I found out that they were ready to name a police
24 chief and they showed me a couple names, they had no
25 internal candidates at all and I went to Kevyn and

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1 said, you know, you got to -- we've got almost 3,000
2 police officers in the City of Detroit, you can't make
3 me believe that we don't have somebody internally who
4 has the capability and capacity to be considered and
5 at the 11th hour they did interview two internal
6 candidates but the reality is that the die was cast.
7 The guy who they selected is the guy that's here now
8 from Cincinnati.
9 Q. And then lastly, if you look at the second to the last
10 paragraph in this email, Mr. Andrews makes reference
11 to a gag order or gag orders from Kevyn, which he says
12 only support the very poor reporting.
13 Do you have an understanding as to what
14 he's referring to when he uses the phrase gag orders
15 from Kevyn?
16 A. I think anytime -- we got a different kind of press
17 here. I don't know. Are you from here?
18 Q. I'm from New York.
19 A. Okay, our press may be worse than New York press.
20 Q. That's a matter of opinion.
21 A. Having said that, having said that, the negative
22 stories about Detroit is pretty rampant and you know,
23 I guess things happen internally that you would hope
24 would maybe stay inside, but our press does a pretty
25 good job of digging and so when something happens

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1 internally and the press gets ahold of it, I think
2 what Kevyn is saying, you know, there must be a leak
3 somewhere so, you know, we don't -- we want to make
4 sure that that stops, we don't need to read about some
5 of the things that are being discussed internally,
6 etc., etc., so I'm putting a gag order out and
7 anybody -- if I find out that you are the leak, then
8 I'm going to have to deal with you appropriately.
9 Q. Okay. And then actually as I see in the email above
10 this Mr. Andrews says, we need to talk, we need to
11 plan this communication well, how do we get out a
12 message that helps matters.
13 Do you know what he was referring to by
14 planning this communication well?
15 A. I'm not 100 percent sure on that, but it's one of the
16 things that we talk about internally a lot. You know,
17 I have an administration that have accomplished a lot
18 of things and because the focus is always on the
19 negative things that are happening, we're trying to
20 figure out -- there are some good stories. I mean,
21 even yesterday with 60 Minutes, I guess, it was all
22 pretty negative about the City. It's the same thing
23 over and over and over. Nobody talks about some of
24 the positive things that are going on and I think in
25 deference to staff, I want people to understand that

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1 they've accomplished a lot and so we wanted -- I think
2 Kriss and Bob wanted to make sure that our press
3 understood that there were good things, that we had
4 accomplished things, etc., etc. It's not all about
5 the Emergency Manager coming in and now things start
6 to happen. It's about things were already happening.
7 MR. ULLMAN: Okay, I have no further
8 questions at this time. I will pass the witness.
9 THE VIDEOGRAPHER: We'll go off the record
10 at 12:49.
11 (A brief recess was taken.)
12 THE VIDEOGRAPHER: Back on the record,
13 12:52. Go ahead.
14 EXAMINATION
15 BY MR. ELLISON:
16 Q. Good afternoon, Mr. Mayor. I just have a few
17 questions so I'll be very brief.
18 How many discussions did you have with
19 Mr. Baird about the Emergency Manager; do you recall?
20 A. No more than two.
21 Q. And when was the last one?
22 A. I think after -- after I met with Kevyn.
23 Q. So that would have been in the February or March time
24 frame?
25 A. In late February, yeah.

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1 Q. And earlier you had mentioned Treasurer Andy Dillon.
2 Did you have any discussions with him about the
3 Emergency Manager?
4 A. Not as much. Rich seemed to have taken the lead on
5 that. I think the Treasurer was more involved in what
6 was happening in Detroit in 2012 as opposed to 2013.
7 I've not seen a lot of him in 2013.
8 Q. But did you have any discussion about --
9 A. No, no with Andy, no.
10 Q. Did you have any discussions with him about Detroit's
11 pension issues?
12 A. With Andy, no.
13 Q. Okay. And how about Governor Snyder? Have you had
14 any discussions with him about the Emergency Manager?
15 A. Just once.
16 Q. And when was that?
17 A. That was before I went to DC to meet Kevyn.
18 Q. And what was the substance of that conversation, if
19 you remember?
20 A. That they think that they found the right guy.
21 Q. How long was the conversation?
22 A. Short conversation.
23 Q. Did you say anything back or was it him simply
24 informing you that --
25 A. Just informing me.

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1 Q. Did you have any discussions with the Governor about
2 the possibility of filing for bankruptcy?
3 A. No.
4 Q. And did you have any discussions with him about the
5 City's pension issues?
6 A. No.
7 MR. ELLISON: That's all I have for the
8 witness.
9 EXAMINATION
10 BY MS. LEVINE:
11 Q. Good afternoon, Mr. Mayor.
12 A. Good afternoon.
13 Q. Sharon Levine, Lowenstein Sandler, for AFSCME.
14 A. Okay.
15 Q. Just a couple more questions.
16 Prior to -- going back 18 months before the
17 bankruptcy filing, are you aware that there were
18 negotiations with the City and a coalition of unions
19 with regard to certain tentative agreements?
20 A. Yes.
21 Q. Were you involved in those negotiations?
22 A. Yes.
23 Q. Is it your understanding that those negotiations with
24 your unions actually did result in tentative
25 agreements?

<p style="text-align: right;">Page 101</p> <p>1 A. Yes.</p> <p>2 Q. And is it your understanding that those tentative</p> <p>3 agreements were ratified by the unions?</p> <p>4 A. Yes.</p> <p>5 Q. Were those -- and was it your understanding that those</p> <p>6 tentative agreements would have resulted in savings</p> <p>7 for the City?</p> <p>8 A. Yes.</p> <p>9 Q. Were the tentative agreements -- were the tentative</p> <p>10 agreements ever implemented by the City?</p> <p>11 A. No.</p> <p>12 Q. Do you know why?</p> <p>13 A. They were rejected by the Treasurer, Andy Dillon.</p> <p>14 Q. After the rejection of the tentative agreements did</p> <p>15 there come a point in time where you were involved in</p> <p>16 further negotiations with your unions with regard to</p> <p>17 concessions, specifically including meetings with</p> <p>18 Ernst & Young?</p> <p>19 A. I wasn't actually involved in any of that so I'm not</p> <p>20 100 percent sure what other meetings occurred after we</p> <p>21 didn't get the tentative agreements implemented.</p> <p>22 Q. Were there meetings -- were you aware of meetings</p> <p>23 between various union representatives and E&Y or</p> <p>24 Ernst & Young?</p> <p>25 A. Yes.</p>	<p style="text-align: right;">Page 103</p> <p>1 finish?</p> <p>2 A. Kriss and Jack Martin would have been the two guys,</p> <p>3 the CFO and the COO would have been the guys that were</p> <p>4 heading that up, and I would think HR guy had to be</p> <p>5 involved in that who's no longer here, Patrick Aquart,</p> <p>6 and then our labor person would have been involved in</p> <p>7 that, and they reported to either Jack or Kriss.</p> <p>8 Q. To your knowledge did those meetings result in</p> <p>9 tentative agreements or any agreements with the</p> <p>10 unions?</p> <p>11 A. Not to my knowledge.</p> <p>12 Q. Why did those -- did those discussions come to a halt?</p> <p>13 A. I believe they did, once the determination was made</p> <p>14 that an Emergency Manager was imminent.</p> <p>15 Q. Following the appointment of the Emergency Manager,</p> <p>16 were you -- are you aware of any further discussions</p> <p>17 with your unions or coalition of unions before the</p> <p>18 filing of the Chapter 9 case?</p> <p>19 A. I'm sure there were ongoing meetings, but I've not</p> <p>20 been involved in any of them because that was under</p> <p>21 the purview of the Emergency Manager.</p> <p>22 Q. How are you sure that there were ongoing meetings if</p> <p>23 you weren't involved?</p> <p>24 A. Just conversations, you hear conversation, people let</p> <p>25 you know what's going on.</p>
<p style="text-align: right;">Page 102</p> <p>1 Q. When did those occur?</p> <p>2 A. Those would have been late 2012 and maybe the first</p> <p>3 quarter of '13.</p> <p>4 Q. And who was present at those meetings on behalf of the</p> <p>5 City?</p> <p>6 MR. CULLEN: Objection, foundation.</p> <p>7 Q. Are you aware who was in attendance at those meetings</p> <p>8 on behalf of the City?</p> <p>9 A. That would have been our top labor guy, I don't know</p> <p>10 if he was by himself. I don't know if Kriss was still</p> <p>11 involved in it, Andrews. I'm not sure from the City's</p> <p>12 perspective who all may have been there.</p> <p>13 Q. But these took place before the Emergency Manager was</p> <p>14 appointed in March of 2013; correct?</p> <p>15 A. Correct.</p> <p>16 Q. And these were done under -- although you weren't</p> <p>17 physically there, they were done under your</p> <p>18 supervision and control and the people who were</p> <p>19 involved in those conversations reported to you; is</p> <p>20 that correct?</p> <p>21 A. No, they reported to Kriss.</p> <p>22 Q. To Kriss Andrews and Kriss Andrews reported to you?</p> <p>23 A. Yes, Kriss --</p> <p>24 Q. In other words, they weren't done --</p> <p>25 MR. CULLEN: Could you let the witness</p>	<p style="text-align: right;">Page 104</p> <p>1 Q. So what -- with whom did you have a conversation that</p> <p>2 indicated to you that there were ongoing meetings with</p> <p>3 the coalition of unions after the appointment of the</p> <p>4 Emergency Manager?</p> <p>5 A. Jack or Kriss.</p> <p>6 Q. And when did those meetings take place?</p> <p>7 A. Once again, it was sometime in the first quarter of</p> <p>8 '13. I don't know that there were ongoing meetings.</p> <p>9 Once Kevyn got here I do think there were still</p> <p>10 meetings, but like I said, I'm not involved in that at</p> <p>11 all anymore.</p> <p>12 Q. So while you were in control, there were negotiations</p> <p>13 with the coalition of unions that resulted in a TA</p> <p>14 where the unions ratified those TAs and those were not</p> <p>15 implemented because Mr. Baird declined to implement</p> <p>16 them; is that your understanding?</p> <p>17 A. Not --</p> <p>18 MR. CULLEN: Objection, foundation, form.</p> <p>19 A. Not Mr. Baird. That was the Treasurer, Andy Dillon.</p> <p>20 Q. Andy Dillon, okay.</p> <p>21 After the appointment of Emergency Manager</p> <p>22 you're not sure what meetings took place, although you</p> <p>23 did hear around the halls that some meetings were</p> <p>24 ongoing?</p> <p>25 A. Yes.</p>

<p style="text-align: right;">Page 105</p> <p>1 Q. Before the Emergency Manager was appointed were you 2 involved in budgeting for the City? 3 A. At a very high level. Not so much in budgeting. I 4 mean, the budget director -- 5 Q. Who was responsible -- and did the budget director 6 report to you? 7 A. No, he reported to the CFO. 8 Q. And did the CFO report to you? 9 A. Correct. 10 Q. Okay, since the appointment of the Emergency Manager 11 do you know who's involved in budgeting for the City? 12 A. Brent Hartzell. Brent Hartzell. H-A-R-T-Z-E-L-L. 13 He's the budgeting director. 14 Q. And to whom does he report? 15 A. He reported directly to the new CFO, the guy that I 16 don't think's going to be here after this week, 17 Jim Bonsall. 18 Q. And does he report to you? 19 A. I've never seen an org chart. I've asked for it on 20 several occasions and I've never seen one. 21 Q. So you're not sure what the reporting org chart would 22 be after the appointment of the Emergency Manager? 23 A. That is correct. 24 Q. Do you know whether or not any of the consultants 25 retained by the financial manager are involved in the</p>	<p style="text-align: right;">Page 107</p> <p>1 restructuring standpoint. Maybe Ernst & Young from a 2 financial standpoint. 3 Q. But that's not the -- that's not the -- the line of 4 folks we just discussed with regard to budgeting? 5 MR. CULLEN: Objection, foundation, form. 6 A. I'm not sure your question. 7 Q. Before the Emergency Manager was appointed when you 8 did budgeting, did you look at things in your budget 9 like what, for example, you would spend on solid 10 waste? 11 A. Yes. 12 Q. And did you consider in the budget whether or not 13 there were ways to save costs with things such as 14 solid waste? 15 A. Yes. 16 Q. Okay, and one of the things that you talked about 17 earlier was whether or not you could save money if you 18 outsourced? Without the City would save money by 19 outsourcing various function such as solid waste; 20 correct? 21 A. Correct. 22 Q. And one of the concerns you had was it appeared people 23 were reaching conclusions with regards to numbers 24 about those savings without having gone through an RFP 25 process first; is that correct?</p>
<p style="text-align: right;">Page 106</p> <p>1 budgeting functions? 2 A. I'm sure they are. 3 Q. But you're not involved in those meetings? 4 A. No. 5 Q. And you don't get reports from those meetings? 6 A. No. 7 Q. You discussed earlier a conversation that you had with 8 Kriss around outsourcing. I believe that was with 9 regard to solid waste; is that correct? 10 A. Correct. 11 Q. And I believe you testified that one of the concerns 12 you had was that there was an estimated savings from 13 outsourcing that had been announced before RFPs had 14 gone out and the actual numbers had come in; is that 15 correct? 16 MR. CULLEN: Objection, foundation, form. 17 A. Maybe not before the proposals went out, but before 18 they came back in I think that number of 15 million 19 was out there. 20 Q. Since the appointment of the Emergency Manager, is 21 there somebody who's specifically looking at whether 22 or not outsourcing specific City functions would save 23 money for the City? 24 MR. CULLEN: Objection, foundation, form. 25 A. I think that would be Conway MacKenzie from a</p>	<p style="text-align: right;">Page 108</p> <p>1 A. That would be correct. 2 Q. Okay. My question to you is who's the point person 3 now under the Emergency Manager who was looking at 4 these outsourcing issues? 5 A. I would assume it's somebody from Ernst & Young and 6 somebody from Conway MacKenzie. 7 Q. Do you have any -- have you had any conversations with 8 that person? 9 A. Neither, neither organization. 10 Q. From the period from November 2012 through March of 11 2013 did you have any discussions with anybody from 12 Lansing with regard to the ability to restructure 13 Detroit without the need to appoint an Emergency 14 Manager or an Emergency Financial Manager? 15 A. I think I made it clear to all of those that we were 16 in contact in Lansing that that was not the direction 17 that I supported. 18 Q. And did you -- did you have an opportunity to discuss 19 with the folks in Lansing your particular ideas with 20 regard to how to restructure or rehabilitate Detroit? 21 A. Yes, they had -- they had what we would call a -- we 22 gave them a lot of information in terms of department 23 by department what we thought we needed to do to 24 either create savings or generate some revenue from a 25 reorganization standpoint.</p>

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1 Q. During the course of those discussions did you ever
2 have conversations with anybody in Lansing about the
3 prospect of filing a Chapter 9 without appointing an
4 Emergency Manager?
5 A. No.
6 Q. Did your plan or plans or any of the issues you
7 discussed include modifying vested pension benefits?
8 A. Yes.
9 Q. With whom did you have discussions with regard to
10 modifying vested pensions?
11 A. I had personally no discussion. I think the COO and
12 the CFO had those discussions, I believe probably with
13 Andy.
14 Q. Was there any discussion to your knowledge of how to
15 implement a change to vested pension benefits given
16 the Michigan State Constitution?
17 A. No.
18 Q. Did your plan or the plans that were adopted by you
19 include privatization?
20 A. Of?
21 Q. Anything.
22 A. I think we looked at privatization, yes. I mean, we
23 just talked about the DDOT, we just talked about PLD,
24 as two.
25 Q. So in connection with outsourcing or privatization did

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1 your plan include a process for evaluating or valuing
2 whether or not there really truly would be savings to
3 the City as a result of that job loss?
4 A. Yes, that was done through the purchasing department.
5 Q. And what was your process for evaluating outsourcing?
6 A. I can't tell you the process.
7 Q. But did it include getting RFPs before you announced
8 what the purported savings would be?
9 A. Yes, yes.
10 Q. Did your plan include the sale of assets?
11 A. Some.
12 Q. And you discussed them previously with counsel?
13 A. Correct.
14 Q. So I won't do that again.
15 A. Correct.
16 Q. Did your plan include a loss of City jobs?
17 A. Yes.
18 Q. Do you recall how many?
19 A. I don't -- we -- I think it was a number of 1,500 jobs
20 in total.
21 Q. How many of those were nonuniform employees?
22 A. I don't know the answer to that.
23 Q. Do you understand that in a Chapter 11 corporate case
24 if a pension is terminated, the PBGC or the Pension
25 Benefit Guaranty Corp, provides federally provided

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1 insurance to cover certain otherwise provided pension
2 benefits that are now lost?
3 MR. CULLEN: Objection, foundation, form,
4 asks for a legal conclusion.
5 A. I wouldn't know the answer to that.
6 Q. I'm asking your understanding. I'm going to try
7 again.
8 Do you understand that in a Chapter 11
9 corporate case if there's a defined pension benefit
10 plan that's terminated, the PBGC provides federal
11 insurance protection for the pension beneficiaries?
12 MR. CULLEN: Why don't you just ask him the
13 foundation question whether he has any understanding
14 about that whatsoever?
15 MS. LEVINE: I did. That's the start of
16 the question is -- is it his understanding.
17 MR. CULLEN: Well, that's not the rest of
18 the question, but I'll object to the form and the
19 foundation and you can address the question.
20 A. You have to ask me the question again I think.
21 Q. If the pension is terminated -- if Detroit's pension
22 is terminated, is there any federal program that
23 provides pension benefits for the retirees who have
24 now lost their benefits?
25 A. Not to my knowledge.

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1 Q. In a Chapter 11 case or in a bankruptcy case that
2 doesn't involve a municipality, is there a federal
3 program that provides benefits to pension
4 beneficiaries who've lost their benefit from a private
5 pension?
6 MR. CULLEN: Objection, foundation, form.
7 A. I wouldn't know the answer to that.
8 Q. In the plans that you discussed with Lansing what was
9 your understanding of how retirees were going to live
10 post restructuring if pension benefits were going to
11 be cut?
12 A. Never had that conversation.
13 Q. Did you have any input into the retention of
14 restructuring counsel for the City?
15 A. No.
16 Q. How did you learn that Jones Day was retained as the
17 City's restructuring counsel?
18 A. There was a meeting in the airport in the December
19 time frame of 2012. Representing the City was
20 Kriss Andrews and Jack Martin and they're the ones
21 that made me aware.
22 Q. Since November of 2012 have you had any conversations
23 with House Speaker Bolger with regard to Detroit's
24 financial issues?
25 A. No.

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1 Q. Any conversations with Randy Richardville?
2 A. I think I was up in Lansing and at that time it was
3 really trying to get the legislature to vote and pass
4 some legislation for the Lighting Authority and the
5 Regional Transportation Authority.
6 Q. And what were those conversations that you had with --
7 A. We needed them to support it, because we were in dire
8 need of both.
9 Q. Did they agree to support it?
10 A. They did. The legislation was passed in December.
11 Q. Did that provide State assistance?
12 A. It's supposed to. That hasn't happened yet.
13 Q. What's your understanding why that hasn't happened
14 yet?
15 A. They had to get the Authorities' board together and
16 they've been working on that for a long time for both
17 authorities, but I think they're both in play right
18 now and they have both chosen the leadership for the
19 Regional Authority for Transportation as well as for
20 the Lighting Authority.
21 Q. Prior to the appointment of the Emergency Manager did
22 you have any involvement to trying to get access to
23 federal assistance for Detroit?
24 A. Absolutely.
25 Q. Since the appointment of the Emergency Manager do you

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1 continue to have involvement in trying to get federal
2 assistance for Detroit?
3 A. Absolutely.
4 Q. Who were you talking to before the appointment of the
5 Emergency Manager?
6 A. Three to four of the different secretaries under the
7 Obama administration.
8 Q. And who have you been talking to since the appointment
9 of the Emergency Manager?
10 A. The same ones, except now there's a new department,
11 there's a new Secretary of Transportation.
12 Q. Prior to the appointment of the Emergency Manager did
13 you have any discussions other than what we've just
14 been talking about with anybody in Lansing with regard
15 to assistance for Detroit?
16 A. Yes. We have talked -- I mean, I've had ongoing
17 conversations with the Treasurer as well as the
18 Governor.
19 Q. Have you continued those discussions post the
20 appointment of the Emergency Manager?
21 A. No.
22 Q. Prior to the appointment of the Emergency Manager did
23 you have any discussions with anybody about accessing
24 private or not-for-profit assistance to help with the
25 financial issues in Detroit?

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1 A. Yes, I've met with our business community leadership,
2 I've met with most of our foundations and I think
3 because of that we've gotten the kind of support we've
4 gotten.
5 Q. Have you continued to have those discussions since the
6 appointment of the Emergency Manager?
7 A. Yes. For the record let me be specific about that.
8 MR. CULLEN: Always a bad idea, but go
9 ahead.
10 A. You know, I've been able to raise -- I raised
11 \$8 million from our corporate community to assist us
12 with 100 police vehicles, with 23 brand-new fleet of
13 EMS vehicles. From the corporate and foundation
14 community, I've been able to generate \$14 million to
15 keep our recreation and parks open. So -- and that's
16 been ongoing. So all of this was before the Emergency
17 Manager and since the Emergency Manager I've continued
18 to do that and will continue.
19 MS. LEVINE: If I can confer for a second.
20 THE VIDEOGRAPHER: We're off the record,
21 1:14.
22 (A brief recess was taken.)
23 THE VIDEOGRAPHER: Back on the record,
24 1:17. Go ahead.
25 MS. LEVINE: Thank you. Just a couple more

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1 questions.
2 BY MS. LEVINE:
3 Q. We've had some discussion with regard to quoting
4 potential savings from outsourcing without RFPs having
5 gone out. To your knowledge as we sit here today have
6 RFPs -- have any RFPs gone out and come back?
7 A. Not to -- not to my knowledge. I'm not involved in it
8 anymore and I know there's a concern from our
9 purchasing department that the process isn't being --
10 they got a process that's not being followed.
11 Q. And as we sit here today, is it your understanding
12 that that concern persists?
13 A. Yes.
14 Q. And that's part of the discussion we had earlier where
15 you just hear things in the hall?
16 A. Yes.
17 Q. Is it your understanding that Miller Buckfire has been
18 retained by the City?
19 A. Yes.
20 Q. When were they retained?
21 A. I think they may have been retained back in the
22 December/January time frame.
23 Q. Were they retained as a restructuring professional?
24 A. I think they were as the bank -- the corporate bank
25 representing the City.

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1 Q. Did you hire them?
2 A. No.
3 Q. Who retained them?
4 A. I think -- once again, most of these companies were
5 being -- they were being pressed by the -- we were
6 pressed by the State to my understanding, the State
7 had a lot of input into the selection process and in
8 some cases where the City has a responsibility for
9 paying part of the fees, you know, I've always had a
10 problem that I was not at the table to participate in
11 the selection process.
12 Q. Do you pay part of the fees for Miller Buckfire?
13 A. Yes.
14 Q. Does the State pay part of the fees for Miller
15 Buckfire?
16 A. Yes.
17 Q. Does the NERD Fund pay part of the fees for Miller
18 Buckfire?
19 A. I wouldn't know that.
20 Q. Do you have a copy of Miller Buckfire's retention or
21 engagement letter?
22 A. I would think we have that. I don't -- I don't have
23 it personally, but I would think we do in the purchase
24 department and maybe in the law department.
25 MS. LEVINE: We would request a copy of


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1 that letter. I know that there's been a lot of
2 documents that have been produced but we didn't happen
3 to see what in there so we would make that specific
4 request.
5 MR. GREEN: And if I may add the 2012
6 engagement letter from Miller Buckfire as well. I
7 understand they were initially engaged the prior year.
8 There may be two engagement letters.
9 MR. MOSS: Please put that in a letter so
10 we make sure we get it part of the record. We'll take
11 a look.
12 MS. LEVINE: So the request will be for any
13 engagement letters or contracts with Miller Buckfire
14 and we'll clarify that.
15 Q. During the deposition last week with Treasurer Dillon
16 he made a reference to a report with regard to certain
17 tax write-offs or uncollected taxes. Are you familiar
18 with that?
19 A. No, I'm not. Not specifically.
20 Q. Are you familiar with any issue with regard to
21 potential tax write-offs where the taxes could have
22 been collected?
23 MR. CULLEN: Objection, foundation, form.
24 A. No, I'm not. You know, we've got uncollected taxes
25 that go back ten, 12 years, and so prior

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1 administrations in my -- in my perspective a lot of
2 that should have been written off a long time ago but
3 they've been carrying it on books and I just think
4 that's the wrong approach.
5 Q. Under your administration were -- how many -- how much
6 did you write-off in what you believe to be
7 uncollected taxes?
8 A. I'm not sure of that. I would have to get with the
9 CFO.
10 Q. Do you have an approximate number?
11 A. No, I don't.
12 MS. LEVINE: I don't have anything further.
13 Thank you.
14 THE WITNESS: Thank you.
15 MR. GREEN: No, I don't have any questions.
16 MR. CULLEN: We don't need the Pistons
17 question on the record?
18 MR. ESSAD: No.
19 MR. CULLEN: Thank you very much.
20 THE VIDEOGRAPHER: This completes the
21 deposition. We're off the record, 1:22.
22 (Deposition concluded at 1:22 p.m.)
23 * * *
24
25

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1 State of Michigan)
2 County of Genesee)
3 Certificate of Notary Public
4 I certify that this transcript is a complete, true and
5 correct record of the testimony of the witness held in this
6 case.
7 I also certify that prior to taking this deposition,
8 the witness was duly sworn or affirmed to tell the truth.
9 I further certify that I am not a relative or an
10 employee of or an attorney for a party; and that I am not
11 financially interested, directly or indirectly, in the
12 matter.
13 WITNESS my hand this 16th day of October,
14 2013.
15
16 
17
18 Jeanette M. Fallon, CRR/RMR/CLR/CSR-3267
19 Certified Realtime Reporter
20 Registered Merit Reporter
21 Certified LiveNote Reporter
22 Certified Shorthand Reporter
23 Notary Public, Genesee, Michigan
24 Acting in Oakland County, Michigan
25 My Commission Expires: 9-19-18

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1 DEPOSITION ERRATA SHEET
2
3 Our Assignment No. 19355
4 Case Caption: In re City of Detroit, Michigan
5
6 DECLARATION UNDER PENALTY OF PERJURY
7
8 I declare under penalty of perjury that I have read
9 the entire transcript of my Deposition taken in the
10 captioned matter or the same has been read to me, and the
11 same is true and accurate, save and except for changes
12 and/or corrections, if any, as indicated by me on the
13 DEPOSITION ERRATA SHEET hereof, with the understanding that
14 I offer these changes as if still under oath.
15 Signed on the ____ day of _____, 20__.
16 _____
17 MAYOR DAVE BING
18
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1 DEPOSITION ERRATA SHEET
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24 SIGNATURE: _____ DATE: _____
25 MAYOR DAVE BING

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25 MAYOR DAVE BING

