

IN THE CIRCUIT COURT OF THE 15th JUDICIAL CIRCUIT
IN AND FOR PALM BEACH COUNTY, FLORIDA
Case No. 502009 CA029903XXXXMB AG

FD DESTINY, LLC, FREDERICK A. DELUCA, and
LAND COMPANY OF OSCEOLA COUNTY, LLC,

Plaintiffs,

vs.

AVP DESTINY, LLC; ANTHONY V. PUGLIESE,
III; ANTHONY V. PUGLIESE, INC. d/b/a THE
PUGLIESE COMPANY; and JOSEPH REAMER,
Defendants.

CONSOLIDATED FOR DISCOVERY ONLY
502009 CA040295XXXXAG

AVP DESTINY, LLC, a Florida limited
liability company, ANTHONY V. PUGLIESE,
III, individually,

Plaintiffs,

vs.

FREDERICK A. DELUCA, individually, FD
DESTINY, LLC, FD DESTINY CREDIT, LLC.,
and DOCTOR'S ASSOCIATES, INC.,
Defendants.

VIDEOTAPED DEPOSITION OF ALFRED FLORIO
Volume 3 of 4
Pages 298 through 475
Wednesday, June 11, 2014
9:07 a.m. - 5:22 p.m.
U.S. Legal Support
515 East Las Olas Boulevard, 3rd Floor
Fort Lauderdale, Florida 33301
Stenographically Reported By:
Janet L. McKinney, RPR, FPR, CLR
Registered Professional Reporter
Florida Professional Reporter
Certified LiveNote Reporter

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1 Videotape deposition taken before JANET L.
2 McKINNEY, Registered Professional Reporter, Florida
3 Professional Reporter, Certified LiveNote Reporter and
4 Notary Public in and for the State of Florida at Large
5 in the above cause.

6 *****

7 THE REPORTER: We are going on the video
8 record. The time on the monitor is 9:07 a.m.

9 Today is Wednesday, the 11th day of June,
10 2014. We are here at 515 East Las Olas Boulevard,
11 Fort Lauderdale, Florida for the purpose of taking
12 the continued video deposition of Alfred Florio in
13 Case No. 502009 CA03XXXXMB AG in the case of
14 FD Destiny, LLC, et al. vs. AVP Destiny, LLC, et
15 al., which is filed in Palm Beach County, Florida.

16 The videographer is Leon Beylus, and the court
17 reporter is Janet McKinney, both of U.S. Legal
18 Support.

19 Will Counsel please announce their appearances
20 for the record.

21 MR. HUTCHISON: Rick Hutchison and John
22 Chapman of Holland & Knight here on behalf of the
23 FD parties.

24 MR. BELAVAL: Edgar Belaval, Doug Marek, and
25 Glenn Crickenberger, on behalf of the AVP parties.

1 BY MR. HUTCHISON:

2 **Q. What did you do to prepare for your**
3 **deposition?**

4 A. Nothing.

5 **Q. Okay. Well, you -- you made a sheet of**
6 **acronyms; right?**

7 A. I just took it out of the box. I didn't make
8 it. It was in my box of notes. When you requested for
9 me to bring information it was there. I just moved it
10 to the -- to the top.

11 **Q. Did you read any documents?**

12 A. No. I just -- well, obviously I put the stuff
13 back into this -- this container. I didn't go through
14 anything.

15 **Q. Did you read any documents in preparation for**
16 **your deposition?**

17 A. No.

18 **Q. Did you speak with Anthony Pugliese within the**
19 **last year about your deposition or about the case?**

20 A. No.

21 MR. BELAVAL: Objection to form.

22 BY MR. HUTCHISON:

23 **Q. Did you speak with Anthony Pugliese in**
24 **preparation for your deposition?**

25 A. No.

1 MR. HEFFNER: Adam Heffner on behalf of the
2 witness.

3 THE REPORTER: Sir, would you raise your hand
4 and be sworn again.

5 Do you solemnly swear or affirm the testimony
6 you are about to give will be the truth, and
7 nothing but the truth?

8 THE WITNESS: I do.

9 THEREUPON:

10 ALFRED FLORIO

11 having been first duly sworn or affirmed, was examined
12 and testified as follows:

13 DIRECT EXAMINATION (Cont'd)

14 BY MR. HUTCHISON:

15 **Q. State your full name for the record.**

16 A. Alfred Anthony Florio.

17 **Q. Mr. Florio, you understand this is a**
18 **continuation of your deposition from yesterday?**

19 A. Yes.

20 **Q. How long did you spend talking to the --**
21 **Anthony Pugliese's lawyers in preparation for your**
22 **deposition?**

23 MR. BELAVAL: Objection to form.

24 MR. HEFFNER: Yeah, same objection.

25 A. Not at all.

1 **Q. Did you speak with Anthony Pugliese about the**
2 **case in the last six months?**

3 A. No.

4 **Q. Did you talk to anybody other than Mr. Heffner**
5 **about your deposition today?**

6 A. My wife.

7 **Q. Other than your wife.**

8 A. No.

9 **Q. Did you review -- and I'll ask you this again:**
10 **Did you review any documents in preparation for your**
11 **deposition?**

12 A. No.

13 **Q. I'm going to show you -- did there come -- let**
14 **me show you this first. Let me show you Deposition**
15 **Exhibit 284.**

16 **Deposition Exhibit 284 are some -- some**
17 **e-mails. The top e-mail is from Joe Reamer to Al**
18 **Quentel dated October 26th, 2007. And just tell me if**
19 **you've ever seen those e-mails before.**

20 A. No. I don't recall seeing this.

21 **Q. I'm going to take you down to the second page**
22 **of Exhibit 284, and I want you to go to the top e-mail**
23 **from Tom San Giacomo. Do you see that one?**

24 A. Yeah.

25 **Q. And it says (as read): Keep in mind AVP III**

1 **5 million equity was returned June 6 -- June '06 and**
 2 **Fred DeLuca 2 million equity was returned same time**
 3 **just in case Joe Franklin needs any adjusting numbers.**
 4 **On top of those repayments, 9 percent interest was also**
 5 **paid at the same time to each AVP and Fred DeLuca.**

6 **Do you see that?**

7 A. Yes.

8 **Q. Okay. Do you know what that means?**

9 A. Yes.

10 **Q. All right. Explain that to us.**

11 A. When the two companies were purchased, there
 12 was money that Anthony had already put into the -- the
 13 land deal.

14 **Q. So when you say the "two companies," you're**
 15 **talking about --**

16 A. The land and the recycling.

17 **Q. RPAC and -- and -- and the Yeehaw Junction**
 18 **property?**

19 A. Yes.

20 **Q. Okay.**

21 A. So Anthony had already had money in the land
 22 deal as far as a deposit and some due diligence that
 23 had already been done.

24 Later on they did the RPAC deal. So when it
 25 came time to settle up the 75/25, they didn't go

1 back -- they settled up the two companies on one sheet.
 2 On one spreadsheet. So when Fred put more money down
 3 on the recycling plant than he was required to and
 4 Anthony had more money in the land deal that was
 5 required for him to have -- but it balanced out. When
 6 it was all said and done, it was 75/25.

7 **Q. Wasn't it the other way around? Anthony had**
 8 **more money in RPAC and that's why he had got more money**
 9 **back? And Fred had more money in the land deal?**

10 A. No, I -- I don't believe that's the case.
 11 Because Fred had no money in the land deal at that
 12 time.

13 **Q. Well, didn't Fred make a \$4 million deposit to**
 14 **hold the land in June of 2005?**

15 A. I don't know exactly what date it -- the date
 16 it was, but I know that the numbers, the 75/25 balanced
 17 between the two companies but wasn't 75/25 in each
 18 company. It was -- there was a form to settle it up.
 19 The \$5 million that you're talking about was a note --
 20 a promissory note as part of Anthony's share to the
 21 Zozzaro Brothers. Anthony didn't have to come up with
 22 cash because he had a piece of property that he was
 23 negotiating the sale of with John Zozzaro. So that
 24 wasn't money that the Zozzaros required Anthony to come
 25 up with as part of whatever his part of the deal was.

1 So it -- it had gotten -- it was -- it was a
 2 little convoluted, you know, as far as the dollars and
 3 cents going to the pocket to put up because of that
 4 note.

5 I think it was a year later or -- I guess a
 6 couple of years later they got all their money back.
 7 So when Fred got back his money, as far as cash into
 8 Zozzaros, Anthony got back his money.

9 There was a problem because, from the
 10 accounting purpose, the \$5 million that Anthony got
 11 should have went back to now even him up in the land
 12 deal.

13 So there was a discrepancy in the numbers, and
 14 I had to go find it. And when I found it, that's
 15 really what it was. The money that they had returned
 16 they returned to the partners, and they didn't return
 17 the proper amount to the Land Company.

18 **Q. As a result of that not returning the money to**
 19 **Land Company of Osceola County, was Anthony's capital**
 20 **contribution to Land Company of Osceola County short?**

21 A. Yes.

22 **Q. How much was Anthony short in -- in his**
 23 **capital contribution?**

24 A. I think that it came to the \$5 million number.

25 **Q. And did you discuss that with anybody?**

1 A. I discussed it with Fred.

2 **Q. Okay. Did you ever have a discussion with**
 3 **Anthony?**

4 A. Anthony was involved in me trying to track it
 5 down. He was unaware of the -- the accounting, you
 6 know, how it happened.

7 **Q. Okay.**

8 A. And we just determined -- Fred instructed me
 9 to do it, but the first person I went to was Anthony.
 10 You know, I didn't have any reason to go to -- you
 11 know, I didn't have the ability to go to Joe Reamer. I
 12 mean, I -- I didn't do that.

13 **Q. When you explained to Anthony that he was**
 14 **\$5 million short in his capital contribution to Land**
 15 **Company of Osceola County --**

16 A. Right.

17 **Q. -- did he acknowledge that?**

18 A. After we reviewed it and we found out that it
 19 was true.

20 **Q. Were you correct? Was Anthony short**
 21 **\$5 million in his capital --**

22 A. Yes.

23 **Q. Were you correct? Was Anthony short**
 24 **\$5 million in his capital contribution?**

25 A. Yes.

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1 **Q. And did Anthony understand your calculation?**
2 A. Yes.
3 **Q. Was that \$5 million ever placed into Land**
4 **Company of Osceola County?**
5 A. It became part of -- Anthony had had a -- a
6 conversation with Fred --
7 **Q. Were -- were you present?**
8 A. Not -- well, I was in the beginning, but then
9 they had left to go into another room. I knew that we
10 were talking about it. I had told him what I found.
11 They then left, went into Anthony's office to -- to
12 discuss it.
13 **Q. And do you know what -- do you know what the**
14 **result of their discussion was?**
15 A. Yeah. The -- it ended up it came back to me
16 is that it was going to be an adjustment made in the
17 capital contribution. That -- another number that
18 Anthony would have to make up at some point by the --
19 the 10th -- by August 10th.
20 **Q. So Anthony Pugliese would make up the**
21 **\$5 million shortage sometime in the future?**
22 A. Right.
23 **Q. At the time you left in May of 2009, had that**
24 **\$5 million shortage of capital contribution ever been**
25 **made up by Anthony Pugliese?**

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1 A. I -- I have no idea.
2 **Q. And did -- did Fred DeLuca and Anthony**
3 **Pugliese receive 9 percent interest on the money that**
4 **they had loaned or initially contributed to RPAC?**
5 A. To the best of my knowledge, they did.
6 **Q. Now, I want to go to the monthly expenses of**
7 **Land Company of Osceola County and how they were paid.**
8 **Is your understanding that Joe Reamer would**
9 **calculate what the expenses incurred were for a**
10 **particular month and then bill Anthony Pugliese**
11 **25 percent of those expenses and Fred DeLuca 75 percent**
12 **of those expenses?**
13 A. Yes.
14 **Q. And that was for expenses that were actually**
15 **incurred?**
16 A. It was for expenses that were incurred or --
17 yeah, you know, most -- for the most part. Yeah.
18 **Q. Were you involved in that calculation of the**
19 **expenses that had been incurred?**
20 A. No.
21 **Q. Okay. Were you involved at all in the monthly**
22 **calculations of the capital calls that were sent out to**
23 **Anthony Pugliese and Fred DeLuca each month?**
24 A. No.
25 **Q. Did you ever tell Anthony Pugliese that you**

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1 **were working on Land Company of Osceola County as a**
2 **representative of Doctor's Associates?**
3 A. Well, for Fred DeLuca. I don't know if I --
4 probably, yes.
5 **Q. Did you tell people that you were there on**
6 **behalf of Fred DeLuca, or did you tell people that you**
7 **were working on Land Company of Osceola County on**
8 **behalf of Doctor's Associates?**
9 A. Fred DeLuca.
10 **Q. Did you tell anybody that you were working on**
11 **Land Company -- Company of Osceola County on behalf of**
12 **Doctor's Associates?**
13 A. I don't think I did.
14 **Q. Why did Fred DeLuca stop funding in August or**
15 **September of 2007?**
16 A. I don't know. I was never aware why he did
17 it. I just knew that he did it.
18 **Q. Did you ever ask Fred DeLuca why he stopped**
19 **funding in August of 2007?**
20 A. I was looking into why he -- why the money
21 wasn't there. I remember that it was just a -- a
22 matter of, you know, procrastination.
23 **Q. Who told you that it was a matter of**
24 **procrastination?**
25 A. Well, I -- you're asking -- I felt that it was

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1 a matter of procrastination because I would call and
2 I'd have to talk to Dave Worroll. Dave Worroll says,
3 "I can't get a hold of Fred. Fred's in," you know,
4 "China" or "Fred's someplace," you know, "traveling.
5 I'm waiting for Fred's response to some stuff that I
6 sent him," Dave would tell me. There was never any
7 clearcut reason. You know, Monday was Friday, Friday
8 was next Tuesday, call me on Wednesday. It just went
9 on.
10 **Q. Did you ever ask Dave Worroll why Fred DeLuca**
11 **did not fund or stopped funding in August or September**
12 **of 2007?**
13 A. No. My impression from Dave and conversations
14 with Dave is, you know, "You know Fred. He's busy,"
15 you know. "I've asked him three times. I can't ask
16 him again. When I" -- you know, "when he answers me,
17 he answers me."
18 **Q. Did you ever ask David Friedman why Fred**
19 **DeLuca stopped funding in the fall of 2007?**
20 A. David Friedman wasn't there in '07, I don't
21 think.
22 **Q. When did David Friedman start working for Fred**
23 **DeLuca?**
24 A. Oh, it was -- it was after that. It might
25 have been '8, maybe.

1 **Q. Did -- now, Fred DeLuca didn't fund for**
2 **several months. You never during that several month**
3 **period asked Fred DeLuca why he stopped funding --**

4 A. I didn't --

5 **Q. -- Land Company of Osceola County?**

6 A. I didn't communicate with Fred during that
7 time for the same reasons why Dave wasn't. You know?
8 He was not available or traveling and...

9 **Q. As a result of Fred DeLuca stopped funding,**
10 **did you have any conversations with Anthony Pugliese**
11 **about Fred DeLuca not funding again?**

12 A. Yes.

13 **Q. Okay. Tell me when those conversations**
14 **occurred.**

15 A. I think that -- I -- I think that the thing
16 that really triggered me to be concerned about Fred and
17 his involvement with the project was around the end of
18 the summer in '7. And the reason why I can relect
19 [sic] that as being pretty --

20 **Q. "In '7" you mean 2007?**

21 A. 2007.

22 The reason that I can remember that pretty
23 explicitly is that I was in a lot of turmle -- turmoil
24 between Fred and Tom San Giacomo, who got married on
25 7/6/7. That's how come I remember the date.

1 **we don't have any confusion.**

2 **What conversations did you have with Anthony**
3 **Pugliese regarding Fred DeLuca's not funding in the**
4 **fall of 2007?**

5 A. Okay. I went to Anthony and I said to him --
6 you know, he would ask, "Have you talked to Fred? Have
7 you had any response?" Because when Fred didn't send
8 money, people came to me.

9 And I said to him, "Well, no. What are we
10 going to do?"

11 And he said, "Well, I'll lay out the money.
12 I'll do it, and we'll straighten it out."

13 At first Anthony was -- from what I remember
14 he was, you know, pretty calm about it. He wouldn't do
15 anything to interfere with their partnership. He
16 wouldn't do anything to raise concerns. I think I was
17 more concerned with Fred not funding than he was at the
18 time, thinking that, Well, he took their word for it.
19 Fred was busy. He was traveling. He was this and
20 that.

21 I did not believe that Anthony knew why Fred
22 wasn't funding at the time either. I'm not sure. I
23 don't think we knew, other than the fact that he was
24 late. Which wasn't uncommon. To be months late was,
25 but to be late wasn't.

1 Tom was pursuing his contract with the
2 company. He was promised 3 percent of the company.
3 And he wanted to make sure that those documents were
4 done and signed and sealed before his wedding so they
5 could be entered in his prenuptial agreement.

6 And Fred kept on saying, "I'll sign it. Yeah,
7 we're going to do it. We're going to do it."

8 There were many drafts because he put it into
9 the -- the whole bonus versus just Tom into a whole
10 bonus system for everybody.

11 **Q. Okay. I'll talk about that in a minute. My**
12 **question to you is what conversations with Anthony**
13 **Pugliese did you have regarding Fred's not funding in**
14 **the fall of 2007?**

15 MR. BELAVAL: I'm going to object to form, and
16 I'm going to ask that you please allow him to
17 answer his question completely, because he's in the
18 middle of a statement --

19 MR. HUTCHISON: If they're responsive;
20 otherwise, we're going to be here for five days. I
21 mean, I'm going have him respond to my questions --

22 THE WITNESS: I thought I was answering your
23 question.

24 BY MR. HUTCHISON:

25 **Q. Okay. So let -- let me just say it again so**

1 **Q. Any other discussions with Anthony Pugliese**
2 **regarding Fred not funding or what to do in the future?**

3 A. Yes.

4 **Q. What were those discussions?**

5 A. I had -- I -- I went to Anthony, and I was
6 more concerned. I said, "You know, this is really
7 bothering me. We made commitments to Tom. He's
8 getting married. This is a big step in his life." It
9 was a lot of money. So for, you know, marriage
10 reasons, to have it in the prenuptial was -- was
11 critical to him.

12 And I expressed a major concern with Anthony
13 that I was tired of this. I was tired of people coming
14 to me when Fred was delinquent, and my name,
15 reputation, his name and reputation -- I pointed out to
16 him that my feelings were that our reputation was on
17 the line. We had committed to a lot of people, some
18 contractually, most verbally. That we had committed
19 things out in the future. And I really was scared that
20 Fred would not honor that as he had not honored his
21 promise to Tom.

22 **Q. So what did you suggest?**

23 A. I said to Anthony, "We have to make sure
24 that" -- at that point we were a million and a half
25 dollars under the previous year budget. I said, "We

1 have to make sure that when these agreements come
2 due -- I did not want anybody to be disappointed. I
3 want to keep my word to people. I want to make sure
4 that the integrity of the project stays intact, and I
5 want to make sure that we have money set aside to
6 make -- live up to our commitments if Fred DeLuca
7 decides to go a little squirrely on me again.

8 **Q. Now, when you said you wanted to make sure
9 that money was set aside, what are you referring to?**

10 A. Well, to make sure that, you know, we retained
11 some of the -- the money that's coming in.

12 At the time, you know, the accounting money --
13 money was coming in. I don't know whether or not money
14 was coming in and budgeted prior to the invoices in
15 some cases for the anticipation of some stuff. I
16 wasn't really familiar with the accounting as it -- as
17 it stood, whether or not money from month-to-month was
18 retained. Because if we thought -- sent a deposit out
19 and there was going to be something that was going to
20 be done for a month, did we receive it all before we
21 paid it or was it a monthly, monthly, you know, payment
22 thing.

23 So my main concern was that I wanted to make
24 sure that we lived up to our commitments. Certainly
25 the ones that I was involved in. And Anthony had the

1 same kind of integrity that I had, and were -- we
2 didn't want to disappoint people that we had committed
3 to.

4 It was clear to me after the Tom situation
5 that Fred didn't really care about commitments that we
6 made. And he would change deals at any time he could
7 change a deal, or not -- if we didn't live up to the
8 deals, he was detached from it, you know? He
9 doesn't -- he loves controversy, but not for him to be
10 involved in it, for me to be involved in it.

11 **Q. What commitments specifically were you
12 referring to?**

13 A. There was commitments to -- first of all,
14 there was verbal commitments to a lot of -- of vendors
15 that were doing the work that we were paying over --
16 and the scope of the work would be out and we would pay
17 it monthly.

18 **Q. They were -- were they written contracts as
19 of -- of --**

20 A. The major --

21 **Q. Let me -- let me finish my question, sir.**

22 A. Okay. Okay.

23 **Q. Were there written contracts that had
24 financial commitments attached to them as of the time
25 you had this conversation with Anthony Pugliese in the**

1 **fall of 2007?**

2 A. Yes.

3 **Q. Okay. Who were those contracts with?**

4 A. The written contracts that I was concerned
5 with were Meril Stumberger -- and there was, I think,
6 Bob Basehart, and I think there was a couple -- there
7 was a couple contracts of -- for vendors that were
8 doing work at a time. Short-term contracts.

9 I was more concerned with the long-term
10 contracts. The compensation contracts. Not for -- not
11 for people that were, you know, doing, you know,
12 engineering and tree hugging. I wasn't interested in
13 those. I knew that those were all part of the deal and
14 at some point they would stop.

15 I was more concerned with -- at this
16 particular point, with the bonus structure and the
17 participation of the members of people that were
18 actually working there.

19 There was an incentive package that was
20 discussed and basically agreed to, to set aside
21 10 percent of the profit of the entire Destiny Project
22 to certain key people.

23 **Q. Okay. So -- so what specific written --**

24 MR. BELAVAL: I'm sorry. Were you done with
25 your ques- -- with your answer?

1 THE WITNESS: I guess.

2 MR. BELAVAL: Because you keep getting cut
3 off.

4 Now, I'm going to -- I'm going to object right
5 now.

6 MR. HUTCHISON: You can object.

7 MR. BELAVAL: Rick, can you please allow him
8 to finish instead of throwing your hand up and
9 asking him to stop.

10 BY MR. HUTCHISON:

11 **Q. What spe- --**

12 MR. BELAVAL: Were you finished, sir?

13 A. I -- well, I was just saying Meril, you know,
14 had a -- a contract, and I was more concerned -- at
15 this particular time that you're talking about, I was
16 more concerned with the people that were -- were --
17 came on board.

18 Tom. We were looking for a COO, and we knew
19 that at one time we had hired a guy by the Mike -- by
20 the name of Mike Sferes. He had -- was supposed to
21 have his contract signed when he came on board, which
22 everybody agreed to but Fred would never sign it.

23 And I -- it just became a nightmare for me
24 because people came to me to ask me, "Why isn't this
25 thing done?" And there was never, never any feasible

1 reason why it wasn't done.
 2 BY MR. HUTCHISON:
 3 **Q. Do you know why Mike Sferes was terminated**
 4 **from Land Company of Osceola County?**
 5 A. Mike got a -- I think -- with me, I felt that
 6 Mike was getting a -- a little antsy. I -- I think
 7 a -- a portion of it had to do he'd never had a
 8 contract. It was never signed. And I don't really
 9 remember too much of the details why he left, other
 10 than that was one issue.
 11 I remember going to Anthony and saying to
 12 Anthony, "Listen. I don't think that this -- this --
 13 this guy is going to work out." And the next thing I
 14 know, he left.
 15 **Q. Did anybody have written contracts for**
 16 **bonuses?**
 17 A. The contracts were all pending. Meril did
 18 have a contract because Meril's contract I think was
 19 signed prior to the -- the closing or she had an
 20 agreement from the beginning of the purchase of the
 21 land.
 22 **Q. Do you know the terms of that agreement?**
 23 A. Yeah. I -- well, I remember that Meril was
 24 getting -- I think it was a half a million dollars upon
 25 the entitlements being completed.

1 **Q. Do you remember any other terms of that**
 2 **agreement?**
 3 A. I remember that the agreement was altered.
 4 The agreement was altered when we took on the Rohde
 5 property. So there was an addendum to the agreement
 6 that changed her bonus from \$500,000 to \$750,000, and
 7 it was a -- a couple years later I guess.
 8 And what I do remember is Meril was really
 9 concerned at that point about what happens if she dies?
 10 So there was some change to the agreement that, if she
 11 died during the procedure and we were 25 percent there
 12 or 50 percent, that she -- her estate would get
 13 something.
 14 The other thing that she was concerned with is
 15 what happens if the LCOC pulled the plug? If for
 16 whatever reason they just decided to stop and not go
 17 forward, how would -- and it wasn't to her, for her
 18 reasons, if the partners just decided to not go
 19 forward -- that she would then be compensated in a
 20 certain proportion to the work that was done. Or I
 21 know that that was an issue.
 22 And those were two alterations that were made
 23 to the -- to her original agreement.
 24 **Q. So if LCOC stopped trying to get entitlements,**
 25 **Meril Stumberger would be compensated in proportion to**

1 **what work that was done?**
 2 A. Well, I mean, she had worked. So if it was
 3 going to take three years and she, you know, was --
 4 worked two years.
 5 And, you know, we were -- you know, we were
 6 very close to getting this thing done. And -- the
 7 first phase of it, you know, the first phase of the
 8 entitlement process. And she was concerned that if --
 9 if we decided not to do it, if we decided not to fund
 10 it anymore or something would turn up that we
 11 decided -- I mean, when I say "we," the company,
 12 decided that we weren't going to do it, and that had
 13 nothing to do with her not being able to do her job, we
 14 called her off of doing it, that she would be
 15 compensated in -- in some manner.
 16 **Q. How was she to be compensated if Land Company**
 17 **of Osceola County decided not to go forward?**
 18 A. I think that she was supposed to get paid.
 19 **Q. How much?**
 20 A. \$750,000. I'm not so sure whether or not --
 21 upon her death, I think, there was a different
 22 percentage rate from what I -- what I think. But I
 23 think that if we pulled the plug, she got it all.
 24 **Q. Did you ever review her contract?**
 25 A. I did see her contract.

1 **Q. Did you read it?**
 2 A. Yeah. Yeah.
 3 **Q. Did you approve it?**
 4 A. Yes.
 5 **Q. Did you ever discuss it with Fred DeLuca?**
 6 A. Well, first of all, I didn't have to approve
 7 it. Her original contract was done before we got
 8 involved. You know. That was a commitment that
 9 Anthony had made during the -- the purchase of the land
 10 process.
 11 **Q. Did you ever discuss Meril Stumberger's**
 12 **contract with Fred DeLuca?**
 13 A. Yes.
 14 **Q. What did you tell him?**
 15 A. I told him that there was -- and originally we
 16 had to review any contracts that were then and there in
 17 existence when we got involved. So just to be aware of
 18 what we had -- Anthony had already committed to before
 19 we were involved.
 20 **Q. Did you tell him that the contract was**
 21 **amended?**
 22 A. When it was amended.
 23 **Q. You did?**
 24 A. Yes.
 25 **Q. You told Fred DeLuca?**

1 A. Sure.

2 **Q. Did -- are you aware of any other written**
3 **contracts other than the one with Meril Stumberger?**

4 A. I -- I think there was Bob Basehart, but I
5 don't think Bob Basehart's contract -- although there
6 was something in writing, it wasn't as formal as
7 Meril's. But Bob did have an agreement. But Bob's
8 agreement came later on when we were -- when I was
9 involved and Fred was involved.

10 **Q. So when did you have this conversation with**
11 **Anthony Pugliese about setting money aside?**

12 A. It was shortly after the -- the Tom situation
13 when I came back from the wedding in Italy.

14 **Q. So it would have been the late summer or fall**
15 **of 2007?**

16 A. Yes.

17 **Q. So did Bob Basehart have a contract prior to**
18 **your conversation with Anthony Pugliese in the late**
19 **summer or fall of 2007?**

20 A. Bob did have an agreement. I don't know
21 whether or not I ever saw, you know, the formal
22 agreement. I did agree with -- with the -- with the
23 idea of Bob coming on, and I did agree with the
24 agreement that was made with him. I don't know if it
25 was ever formalized in a -- in a form like Meril, which

1 was written and signed. But Bob, there was certainly
2 an agreement.

3 And Bob came on board after I was there.

4 **Q. You told us that you had a conversation with**
5 **Anthony Pugliese in, you know, approximately the fall**
6 **of 2007 where you wanted to make sure money was set**
7 **aside for -- for commitments made. The -- and the**
8 **commitments that we talked about were Meril Stumberger**
9 **and Bob Basehart. Are there any other commitments**
10 **that you were --**

11 A. Tom. Tom.

12 **Q. Let me finish my question.**

13 A. Okay.

14 **Q. Are there any other commitments that you were**
15 **concerned about?**

16 A. Tom.

17 **Q. Tom San Giacomo.**

18 A. Right.

19 **Q. And anyone else?**

20 A. Yeah, everybody else.

21 **Q. Who else were commitments made to?**

22 A. Well, all the vendors. Everybody was -- had
23 a -- had a job to do, and their -- they came in and
24 their jobs had a scope of being done. They started
25 doing something, and it might have been, you know, a

1 \$5 million thing over a period of time. We asked to
2 know what about -- about how much it would cost, and
3 then we committed to a monthly fee for them to do work.

4 **Q. How much money did you and Anthony Pugliese**
5 **discuss setting aside?**

6 A. There was -- my main concern at that point was
7 Meril, Bob Basehart -- it was impossible to set aside
8 money, you know, for Tom, because Tom's was just
9 basically a figure of 3 percent of this project which
10 could have been \$40 billion.

11 So I mean, I was more concerned with -- we
12 were getting very close, I felt, to getting the
13 entitlements. And upon the entitlements, there were
14 certain people that were promised compensation.
15 Meril -- at the time it was Meril. Tom had -- was
16 there. But we were hiring a COO, and I knew that there
17 would be a contract for him for a certain percentage.

18 And the percentage -- I was concerned with
19 the -- the money that had to be given out, handed out
20 in one lump sum at a particular point. And Meril's was
21 \$750,000. And Bob Basehart was a half a million
22 dollars.

23 And I said, you know, "These monies need to
24 be -- as we get closer, these monies need to be there
25 when these people -- we -- so we can live up to our

1 commitments."

2 Because people were breaking their butts.
3 They were working 60, 70 hours a week. They were
4 traveling away from their families. And those
5 commitments were very important to me.

6 **Q. How many conversations did you have with**
7 **Anthony Pugliese about setting money aside?**

8 A. I remember two distinctly. I remember the one
9 when I was running around in Italy with Al Quentel, you
10 know, communicating with Fred DeLuca in Connecticut, to
11 trying to finalize Tom's agreement hours before he got
12 married.

13 **Q. That would have been July of 2000 --**

14 A. Yes. '7.

15 **Q. Okay. So that -- in July of 2007 you had a**
16 **conversation with Anthony Pugliese about putting money**
17 **aside?**

18 A. Yes.

19 **Q. Tell us about that specific conversation.**

20 A. Well, I didn't have a -- a conversation with
21 Anthony at that time, no. That's a mistake. I didn't
22 have a conversation with Anthony in July about putting
23 the money aside.

24 **Q. July 2007?**

25 A. Right. I was -- I was -- I told you that I

1 was having turmoil while in Italy at -- at the wedding
2 because Tom's contract was not signed.

3 **Q. So tell us about the July 2007 conversation**
4 **with Anthony Pugliese.**

5 A. It was just, basically, I was running around,
6 I was frustrated, I was dealing with Al Quentel, and I
7 was trying to get the contract signed prior to the --
8 him walking down the aisle. So I went to Anthony and I
9 said -- you know, I think he knew that I was a little
10 frustrated, and the conversation went sort of like,
11 "This guy's driving -- DeLuca's driving me crazy." You
12 know. He agrees, he agrees, he agrees, and here now
13 I've got a time frame, this guy's walking down the
14 aisle at 4:00, and I need to have this done.

15 We -- Al Quentel was the attorney and -- for
16 us and for Tom, and Tom had brought, you know, the
17 prenuptial -- Al Quentel. Al -- he was there for a
18 purpose of getting this thing done before he walked
19 down the aisle. You know, 3 percent of all this money
20 was a -- was a small fortune. And -- and I just
21 remember -- so I did have a conversation with Anthony
22 saying, "I'm trying to work this out."

23 **Q. And did you have any other -- and what -- did**
24 **your conversation with Anthony Pugliese in July of 2007**
25 **include anything else other than what you just told us?**

1 A. That first conversation was pretty much that.

2 **Q. When did you have your second conversation**
3 **with Anthony Pugliese about setting money aside?**

4 A. Well, let me go back one step. The other
5 thing that I said to Anthony is that -- at that point.

6 **Q. In July?**

7 A. At that point --

8 **Q. In July?**

9 A. In July. In that first conversation in Italy.
10 I said, you know, "When we get back, I have to -- we
11 have to do something. We have to do something so this
12 doesn't happen again. I'm not dealing with this type
13 of stuff again."

14 And I left it at that. That was the end of
15 that conversation.

16 The next conversation that I had is when I did
17 come back. And it still was going on in the -- the
18 third quarter of the year. And --

19 **Q. With regard to your first conversation --**

20 A. Yeah.

21 **Q. -- in July of 2007, who was present?**

22 A. It was just between me and Anthony.

23 **Q. And with regard to your second conversation,**
24 **you're talking about sometime after -- sometime --**
25 **well, the third quarter is what?**

1 A. Well, October --

2 **Q. July, August, and September?**

3 A. Well, yeah -- well, then, no. Then it would
4 have been the last quarter, because the third quarter
5 was the wedding conversation.

6 When I came back from Italy, needless to say,
7 Tom was up in arms, very disgruntled, that it hadn't
8 been done. And pretty much I lost faith in Fred DeLuca
9 at that point ever living up to anything that he agreed
10 to.

11 Tom was very instrumental obviously in the
12 land deal. I tried to smooth that over. I went to
13 Anthony and I reiterated what I -- what I -- my
14 thoughts were about that situation and told Anthony
15 that I wanted him to make sure that the commitments
16 that we made to people that we -- were -- were lived up
17 to and that we ought to start accruing money, putting
18 money aside, you know, on a monthly basis so that when
19 these things came due, the money was there.

20 **Q. How much money did you want set aside on a**
21 **monthly basis?**

22 A. I didn't have a -- a particular dollar figure
23 on it.

24 **Q. Did you discuss any dollar figures with**
25 **Anthony Pugliese?**

1 A. No. I did mention Meril's name and Bob's
2 name, and that was quite obvious that there, you know,
3 was, you know, a million, maybe a million and a half
4 dollars.

5 **Q. Half a million to Basehart and three-quarters**
6 **of a million to Stumberger?**

7 A. Yeah.

8 **Q. A million and a quarter?**

9 A. Something like that.

10 **Q. The second conversation with Anthony about**
11 **setting money aside was in the fourth quarter of 2007?**

12 A. I think. I -- I think that's when it was.

13 **Q. Who was present?**

14 A. Again, this was just between me and Anthony.
15 I don't remember of anybody else being involved.

16 **Q. Where did the conversation take place?**

17 A. Probably the Delray office.

18 **Q. Do you remember where?**

19 A. It had to be in the Delray office.

20 **Q. Now, you told him -- okay. Now, you told him**
21 **that you need to set money -- I'm talking about the**
22 **second conversation in the fourth quarter of 2007 --**
23 **that you need to set money aside on a monthly basis.**

24 **Did you -- did you ever discuss how much in**
25 **total that you wanted set aside?**

1 A. No.

2 **Q. Did he mention any dollar figures to you as to**

3 **how much he was going to set aside on a monthly basis?**

4 A. No.

5 **Q. Did Anthony Pugliese mention any dollar**

6 **figures to you as to how much he was going to set aside**

7 **in total?**

8 A. No.

9 **Q. What other discussions did you have with him**

10 **during this second conversation regarding setting money**

11 **aside?**

12 A. It was relatively a short conversation. I

13 said to Anthony, "Listen," I says, "I don't know, you

14 know, what procedure or how we do this. You know,

15 money is set aside and accrued for certain purposes

16 in -- in all companies. I don't know. There's

17 different methods of accruing money and putting money

18 aside for down-the-road purposes. There's budgeted

19 items that were -- are in our thing for, you know,

20 miscellaneous or unexpected expenses."

21 **Q. I'm not talking about budget items. I'm**

22 **talking about actually setting --**

23 A. Well -- well, I'm telling you --

24 **Q. Let me -- let me ask my question.**

25 **I'm talking about specific monies that you**

1 **were talking about being set aside on a monthly basis**

2 **over and above the monthly expenses. What did you have**

3 **conversations with Anthony Pugliese about?**

4 A. I told him that we needed to start to put

5 money aside, accruing it or however you want to call

6 it, to make sure that when these commitments, the

7 commitments that we had -- and yes, it was 75 --

8 \$750,000 for Meril that I was aware of and there was

9 money for Bob Basehart that I was aware of, but, you

10 know, every day we could have made another commitment.

11 It wasn't like, "Hey, this is a -- a million dollars.

12 Put it aside," and that's it. You know, forever hold

13 your piece. If we made a commitment on the next day,

14 that money should have been put aside also.

15 So my point was -- to Anthony was very simple.

16 Okay? And I felt that he had the same integrity that I

17 had and the same concerns to protect the project. To

18 make sure that the project was protected and the people

19 that were making the project happen protected.

20 And I said, "I don't care how you do this. We

21 have to put aside money to go ahead and make sure that

22 these people and our word is -- is lived up to."

23 Because, you know -- you know, I'm not a billionaire.

24 **Q. Did you --**

25 A. If I don't have my word, I don't have nothing.

1 **Q. Did you have any other discussions with**

2 **Anthony Pugliese during that second conversation in the**

3 **fall of 2007 about setting money aside?**

4 A. That was pretty much the end of the

5 conversation. I was adamant for him to -- to make sure

6 that the money was set aside to pay these people.

7 **Q. Did you ever have any other conversations with**

8 **Anthony Pugliese about him setting monthly aside?**

9 MR. BELAVAL: Objection to form.

10 BY MR. HUTCHISON:

11 **Q. Did -- did you ever have any other**

12 **conversations with Anthony Pugliese about Pugliese**

13 **setting money aside?**

14 MR. BELAVAL: Same objection.

15 A. When I left that conversation with Anthony, he

16 looked at me and he said, "Freddie, I will take care of

17 it." That was good enough for me. I never mentioned

18 it again.

19 BY MR. HUTCHISON:

20 **Q. Did you have any discussions after the fall of**

21 **2007 with Anthony Pugliese about him setting money**

22 **aside?**

23 A. No.

24 MR. BELAVAL: Objection to form.

25

1 BY MR. HUTCHISON:

2 **Q. Did you know he was setting money aside?**

3 MR. BELAVAL: Objection to form.

4 A. I assumed that Anthony was putting money --

5 MR. HEFFNER: Don't assume.

6 A. Well, I -- I --

7 MR. HEFFNER: Do you know?

8 A. Yeah.

9 BY MR. HUTCHISON:

10 **Q. How do you know Anthony Pugliese was setting**

11 **money aside?**

12 A. I -- I asked Anthony if he was taking care of

13 it, and he told me that he would and that he was,

14 period.

15 **Q. Okay. Well, when did you ask him?**

16 A. Well, it was, you know, right after, you

17 know -- at that conversation. I had no reason to doubt

18 that Anthony was going to do exactly what he said he

19 was going to do, which was take care of it. How he

20 took care of it, I wasn't concerned.

21 **Q. After the fall of 2007, did you ever discuss**

22 **with Anthony Pugliese the issue of him putting money**

23 **aside?**

24 MR. BELAVAL: Objection to form.

25 MR. HEFFNER: Objection. Asked and answered.

1 A. I don't -- I don't recall if there was ever
 2 any conversation about it after that, in fact, other
 3 than that I know that it was being taken care of.
 4 BY MR. HUTCHISON:
 5 **Q. Well, how is it that you know it was being --**
 6 **how do you know that money was being set aside?**
 7 A. I dealt with Anthony Pugliese for -- you know,
 8 for some time. And I know that if he told me that he
 9 was taking care of something, that he was taking care of
 10 it. It was unquestionable to me that he would do
 11 exactly what he said he was going to do.
 12 **Q. So based on your conversation with Anthony in**
 13 **the fall of 2007 when he told you that he would take**
 14 **care of it --**
 15 A. Right.
 16 **Q. -- you then believed it was going to be --**
 17 **money was going to be set aside each month?**
 18 A. Yes.
 19 **Q. Did you ever confirm with him that he, in**
 20 **fact, was setting aside money each month?**
 21 A. I don't remember any of those -- that -- any
 22 of that conversation.
 23 **Q. Do you know how Anthony Pugliese was setting**
 24 **aside money each month?**
 25 MR. BELAVAL: Object to form.

1 A. No.
 2 BY MR. HUTCHISON:
 3 **Q. Do you know when he started setting money**
 4 **aside?**
 5 A. No. I -- again --
 6 MR. HEFFNER: The answer's "no."
 7 BY MR. HUTCHISON:
 8 **Q. Do you know who was helping him set money**
 9 **aside?**
 10 A. Well, Joe Reamer was the accountant, so I
 11 figured whatever was being done with the -- with the
 12 money, Joe Reamer would have been, you know, aware of.
 13 **Q. Did you have any personal knowledge that Joe**
 14 **Reamer was aware that Anthony was putting money aside?**
 15 A. No.
 16 **Q. Do you know if the money being set aside each**
 17 **month was being accounted for in any way?**
 18 MR. BELAVAL: Objection to form.
 19 A. I wasn't involved in the accounting process,
 20 so it really was something that, you know, I asked to
 21 be taken care of, and I put it out of my mind because
 22 it was aggravating to me.
 23 BY MR. HUTCHISON:
 24 **Q. Do you have any knowledge of what kind of**
 25 **accounting records were kept, if any, regarding the**

1 **money being set aside?**
 2 MR. BELAVAL: Objection to form.
 3 A. No.
 4 BY MR. HUTCHISON:
 5 **Q. Have you ever seen a list or an accounting of**
 6 **money that Anthony Pugliese supposedly set aside each**
 7 **month pursuant to your discussion?**
 8 A. No.
 9 MR. CRICKENBERGER: Objection to form.
 10 MR. BELAVAL: Objection.
 11 BY MR. HUTCHISON:
 12 **Q. Why did you not tell Fred DeLuca that Anthony**
 13 **Pugliese was setting money aside pursuant to your**
 14 **discussion with Anthony?**
 15 A. I'm not so sure that I didn't tell Fred
 16 DeLuca.
 17 **Q. Well, did you tell Fred DeLuca that Anthony**
 18 **Pugliese was setting -- setting money aside each month?**
 19 A. I recall having a conversation with Fred about
 20 having the money available upon the completion of these
 21 projects. That -- that -- you know, that these
 22 commitments existed and that they did have to be paid
 23 and that it was a substantial amount of money.
 24 Other than discussing with him about making
 25 sure that the money was there and available, I don't

1 recall any specific information or conversation that me
 2 and him had.
 3 **Q. Is it your testimony that Fred DeLuca**
 4 **authorized you to have money set aside each month --**
 5 MR. BELAVAL: Objection to form.
 6 BY MR. HUTCHISON:
 7 **Q. -- from the Land Company of Osceola County?**
 8 MR. BELAVAL: Same --
 9 A. I don't --
 10 MR. HUTCHISON: Let me -- let me finish my
 11 question, first, Edgar, then you can --
 12 MR. BELAVAL: Yeah, I'm sorry, I cut you off.
 13 BY MR. HUTCHISON:
 14 **Q. Is it your --**
 15 MR. BELAVAL: I thought you were done.
 16 BY MR. HUTCHISON:
 17 **Q. Is it your testimony that Fred DeLuca**
 18 **authorized you to have money set aside each month from**
 19 **the -- for the Land Company of Osceola County for**
 20 **future expenses?**
 21 MR. BELAVAL: Same objection.
 22 A. You know, Rick, you're getting into, you
 23 know -- you know, nit-picking a particular thing. I
 24 was told time and time again Anthony Pugliese is the --
 25 the boss. Anthony Pugliese has the authority to do

1 whatever he wants to do.
 2 If I talk to Fred DeLuca, he's going to say,
 3 "Is Anthony handling it?" That's the -- that's the
 4 extent of his involvement.
 5 So did I tell Fred -- you know, you're asking
 6 me, well, you know, how do I know that this -- that --
 7 that Fred knew? Well, how do I know the sun's coming
 8 up tomorrow? You know?
 9 It was something that, "Listen. We have to
 10 have money to pay these people."
 11 He said, "Well, Anthony's in charge. Is
 12 Anthony taking care of what he has to take care of?
 13 He's in charge. Why are you coming to me?" Okay?
 14 And Fred DeLuca is the type of guy that if I
 15 go to him and I ask him something, he's going to say,
 16 "Didn't I -- we talk about this already? Didn't I tell
 17 you Anthony's in charge? Anthony has full realm in
 18 that office to do whatever he needs to do. He's the
 19 guy in charge. If you have a concern, go see Anthony."
 20 BY MR. HUTCHISON:
 21 **Q. So my question is did you specifically tell**
 22 **Fred DeLuca that Anthony Pugliese was going to set**
 23 **aside money each month for future expenses?**
 24 A. I don't know if I specifically said those
 25 words to Fred DeLuca.

1 getting \$500,000."
 2 There had to be, you know, money that was put
 3 aside for future -- for these commitments that we had
 4 made. And whether or not it was a budgeted item or
 5 whether or not it was miscellaneous or whether or not
 6 it was an accrued form of some way, somehow, I look at
 7 it like the money was coming in each month, it were
 8 being -- it's being accrued, so at the end of the time
 9 you don't have to write out \$750,000.
 10 The method of however that money was being
 11 accrued or set aside, I wasn't concerned with. Okay?
 12 **Q. Did --**
 13 A. And I could tell you right now Fred DeLuca
 14 wouldn't have been concerned. All's he would have said
 15 to me was, "Is Anthony taking care of and preparing for
 16 what he has to do?" And my answer to that question is,
 17 "Yes."
 18 **Q. But my question is more specific, so listen to**
 19 **me, and I -- maybe the answer is you don't know, maybe**
 20 **it's no, maybe it's yes. You answer the question.**
 21 **Did Fred DeLuca tell you that it was okay**
 22 **for -- for Land Company of Osceola County to set aside**
 23 **money each month for future expenses?**
 24 MR. CRICKENBERGER: Object to form.
 25 A. I believe the answer to that question is yes.

1 **Q. Did you tell Fred DeLuca in any way that**
 2 **Anthony Pugliese was going to set aside money each**
 3 **month in Land Company of Osceola County to pay future**
 4 **expenses?**
 5 A. I don't know.
 6 **Q. Did Fred DeLuca ever tell you that it was okay**
 7 **to set aside money for future expenses?**
 8 A. Yeah.
 9 MR. BELAVAL: Objection to form.
 10 A. Yeah, I -- I think that -- I did have
 11 conversations in that regard, that we could have money
 12 available to pay commitments. Yes. Of course, he knew
 13 that.
 14 BY MR. HUTCHISON:
 15 **Q. Okay. What did Fred DeLuca tell you about**
 16 **having money available in Land Company of Osceola**
 17 **County to pay Land Company of Osceola County's future**
 18 **expenses?**
 19 A. I -- I don't remember what he said.
 20 **Q. Okay. Well, you said yes, Fred was aware that**
 21 **there were going to be monies set aside for future**
 22 **commitments. Why did you say that?**
 23 A. Because you're just not going to go ahead --
 24 the entitlements come on Thursday and -- and say,
 25 "Well, this woman is getting \$750,000. This guy is

1 BY MR. HUTCHISON:
 2 **Q. When did he tell you that?**
 3 A. Whenever I approached the issue. Whenever
 4 that would have been.
 5 **Q. When was it?**
 6 A. I have no idea.
 7 **Q. Was it about the time you spoke with Anthony**
 8 **Pugliese about setting money aside?**
 9 A. No. It would have been prior to -- prior to
 10 me being concerned about that.
 11 **Q. Okay. So it would have been prior to your --**
 12 **to San Tom --**
 13 A. It would have been right up front.
 14 **Q. Let me finish my question.**
 15 **Was your conversation with Fred DeLuca about**
 16 **Land Company of Osceola County setting aside money for**
 17 **future expenses prior to Tom San Giacomo's wedding in**
 18 **July of 2007?**
 19 A. I think my conversations with Fred was
 20 probably when we first realized that there were other
 21 commit -- that there were commitments made prior to us
 22 being there, like the Bob Basehart, like the Meril
 23 Stumberger contract, like Bob Basehart.
 24 **Q. Well, Bob Basehart's commitment was after you**
 25 **got there.**

1 A. Right.

2 **Q. So what commitments -- so your conversation**

3 **with Fred DeLuca was when you first were involved in**

4 **Land Company of Osceola County?**

5 A. Well, when we first found out that there were

6 some agreements that were made.

7 **Q. When did you first find that out?**

8 A. Well, when we did our -- you know, when we

9 were getting involved in the project. In the beginning

10 of the project.

11 **Q. So sometime in August-September of 2005, right**

12 **after the property was purchased?**

13 A. You know -- yeah. Right -- right around that

14 time. It might have been before -- you know, before we

15 got involved.

16 **Q. At that time what commitments existed other**

17 **than Meril Stumberger's?**

18 A. Specifically I don't know, other than that was

19 one that stood out in my mind.

20 **Q. Okay. And what specific -- in -- in the fall**

21 **of 2005 what was your conversation with Fred DeLuca**

22 **about Land Company of Osceola County setting money**

23 **aside for future expenses?**

24 A. I don't really remember the specifics of

25 conver- -- those conversations other than that we were

1 well aware that the -- that Meril's contract existed

2 and that there will be others, and that was part of all

3 the bonus structure that was to put -- that was

4 proposed and Fred agreed to shortly after we got

5 involved.

6 You have an e-mail that went out to me,

7 Anthony, Tom, about Fred agreeing to, you know, set

8 aside 10 percent of this -- you know, of monies to --

9 to key employees, and those employees should be picked

10 at Anthony Pugliese's discretion.

11 **Q. I don't know what e-mail you're talking about.**

12 **When did that e-mail go out?**

13 A. You have it. I don't know.

14 **Q. I -- I don't know what you're talking about.**

15 **So you say I have it. I have lots of e-mails,**

16 **Mr. Florio. I don't ever --**

17 A. Rick, I think that you're -- you're just

18 avoiding it --

19 **Q. Fred --**

20 A. -- personally.

21 **Q. -- let me finish my question.**

22 A. Yeah.

23 **Q. Don't interrupt me please, and I won't**

24 **interrupt you.**

25 A. Okay.

1 **Q. Okay. I don't have the e-mail you're**

2 **referring to. So to say I have an e-mail without**

3 **giving me so details -- I have lots of e-mails. So I**

4 **may have it, but I can't recall ever seeing an e-mail**

5 **where Fred DeLuca agreed to a 10 percent bonus.**

6 **But let me go back to this. Let me go back my**

7 **initial question.**

8 **Well, can you tell me the date of that e-mail?**

9 A. No, but I'm sure that you can probably find it

10 in the box, and I know you have it because I gave it to

11 you.

12 **Q. Okay. Well, then, we'll, let you find it at**

13 **lunch in the box.**

14 **Now, my next question is you said that in fall**

15 **of 2005 you had a conversation with Fred DeLuca about**

16 **setting money aside for future expenses of -- expenses**

17 **of Land Company of Osceola County. Did you ever have a**

18 **second conversation with Fred DeLuca about setting**

19 **money aside for future expenses of Land Company of**

20 **Osceola County?**

21 A. I don't re -- no, I don't think so.

22 **Q. At the time you had your conversation with**

23 **Anthony Pugliese in 2007 regarding setting money aside,**

24 **did you ever have another conversation with Fred DeLuca**

25 **about Land Company of Osceola County setting monthly --**

1 **money aside each month for future expenses?**

2 A. No.

3 MR. BELAVAL: Objection to form.

4 BY MR. HUTCHISON:

5 **Q. Other than the fall of 2005, do you recall any**

6 **other conversations with Fred DeLuca about setting**

7 **money aside in Land Company of Osceola County for**

8 **LCOC's future expenses?**

9 A. I don't recall.

10 **Q. Are you aware that Fred -- no.**

11 **Are you aware that Fred DeLuca didn't -- did**

12 **agree to a 5 percent bonus program?**

13 A. I recall that the original agreement was 10

14 and that at some point Fred was trying to negotiate it

15 down to 5.

16 **Q. Was the -- was the -- you say "the original**

17 **agreement." Was there a document signed regarding the**

18 **5 percent or the 10 percent bonus program?**

19 A. I don't think there was ever a document signed

20 other than the e-mails going back and forth that he

21 agreed to it.

22 **Q. You're listed as the treasurer for Land**

23 **Company of Osceola County?**

24 A. Okay.

25 **Q. Did you know that?**

1 A. I thought that I've had some title there.
 2 **Q. As the treasurer of Land Company of Osceola**
 3 **County, did you do any responsibilities of a treasurer?**
 4 A. No.
 5 **Q. Did you do anything as the official, quote,**
 6 **treasurer, close quotes, of Land Company of Osceola**
 7 **County?**
 8 A. No.
 9 **Q. Did Fred DeLuca tell you why he would not sign**
 10 **an amended operating agreement for Land Company of**
 11 **Osceola County?**
 12 A. No.
 13 **Q. Do you remember when Fred DeLuca asked Anthony**
 14 **Pugliese to find another lender to replace Fred DeLuca**
 15 **as the lender?**
 16 A. I don't think he instructed Anthony to find
 17 another lender. I think he said to Anthony, "If you
 18 want to find another lender, go ahead."
 19 **Q. Well, do you recall anybody -- Tom San Giacomo**
 20 **or Anthony Pugliese looking for another lender?**
 21 A. Yes.
 22 **Q. Okay. When was that?**
 23 A. I -- I want to say it was probably around '08.
 24 **Q. And what happened with their search for**
 25 **another -- LCOC's search for another lender to replace**

1 **Fred DeLuca?**
 2 A. I don't think that the -- I was very much
 3 involved in that. Okay? I pretty much spearheaded
 4 that with Tom San Giacomo.
 5 We had quite a few people interested in coming
 6 in. It was only -- it wasn't as -- there were some
 7 people that were interested in lending money, but that
 8 wasn't the main focus. By this time the -- the Destiny
 9 Project had been moved along substantially, and it had
 10 received a lot of recognition. There were people that
 11 wanted to participate in it.
 12 So it wasn't a matter at this point of just
 13 maybe finding a lender, although that was an option.
 14 It was finding somebody else that wanted to -- to
 15 replace Fred DeLuca.
 16 **Q. Did you -- let's -- I understand. We'll talk**
 17 **about that in a minute.**
 18 A. Okay.
 19 **Q. Just him as the lender. So my -- this is my**
 20 **question: Did you participate in discussions with**
 21 **lenders to come in and replace Fred DeLuca's loan to**
 22 **Land Company of Osceola County?**
 23 A. I know I spoke to some lenders, but
 24 predominantly I was talking about people to invest.
 25 **Q. And these were to buy out Fred DeLuca?**

1 A. Yes.
 2 **Q. Okay. And what happened with those lenders?**
 3 A. They were very interested in moving forward.
 4 They asked me what the number would be. I gave them
 5 approximate figures of what the number I thought would
 6 be. I remember it distinctly. It was, you know, in
 7 the \$180 million range.
 8 I had people committing to doing it, and I
 9 went to Fred and I said, "I need verification. I need
 10 a letter of confirmation from you telling me that
 11 you'll accept the number. If you want to alter the
 12 number now, alter it. I think that this is a number
 13 that's attainable."
 14 My low number was 180 million. My high number
 15 was 200 million. I told him that I had people that
 16 were willing to go out there and try and raise the
 17 money. I had flown to New York to speak with people.
 18 I had flown other places. I had Adam Hodkin, who
 19 worked with me directly on this, bring people into the
 20 office.
 21 We had Ernst Young come in and scrub some
 22 numbers, determining whether or not my number was a
 23 feasible number. They agreed.
 24 **Q. Who from Ernst & Young came in?**
 25 A. I don't know who it was. One of their -- one

1 of their guys.
 2 **Q. Do you have any contact information?**
 3 A. No, I don't think I do.
 4 **Q. Did you have any commitments from anybody that**
 5 **they would pay between 180 or \$200 million --**
 6 A. I had -- I had --
 7 **Q. Wait. Let me finish the question.**
 8 **Did you have any commitments from anybody or**
 9 **any company that they would pay between 180 to**
 10 **\$200 million for Fred DeLuca's share?**
 11 A. I had verbal commitments from people saying
 12 that they would raise the money provided one thing:
 13 That I had a signed agreement with Fred DeLuca that he
 14 would accept it. Because their feeling was is that --
 15 in some instances in New York where I went, they said,
 16 "We know Fred DeLuca. If you don't have it signed,
 17 it's going to cost us \$100,000 to raise the 200
 18 million, and we're not going to spend \$100,000 unless
 19 we know that when we give you the -- the money,
 20 you're -- he's going to accept it.
 21 **Q. Who told you that?**
 22 A. Numerous people.
 23 **Q. Who? Can you name one?**
 24 A. I can't name them. I don't know. It was
 25 people -- there was a fellow down here on Las Olas that

1 Adam Hodkin brought to me. His name was Neil. I don't
2 remember his last name. There were different investor
3 groups we had spoke to. There was people from -- just
4 a different -- a bunch of different organizations.

5 **Q. When were these discussions?**

6 A. When? Right after the discussion of Fred
7 saying to replace me.

8 **Q. When was that, approximately?**

9 A. I want to say it was in '08 sometime.

10 **Q. Were you talking about 180 million --**

11 A. It might be -- you know -- well, it certainly
12 was '08, because I left in '09. So, you know.

13 But Fred wouldn't sign it. He wouldn't give
14 me an agreement to say, "Yes, I'll" -- he told me, "You
15 go out there, you bring me an -- you bring me the
16 money, and I'll tell you."

17 I said, "It doesn't work that way."

18 **Q. Were you estimating \$180 million for Fred
19 DeLuca's percentage or for the whole project?**

20 A. No. For Fred's percentage.

21 **Q. For Fred's 50 percent?**

22 A. Fred's -- Fred. Yes.

23 **Q. Did Anthony Pugliese ever tell you that he
24 could not afford to pay LCOC's expenses -- strike that.**

25 **Did Anthony Pugliese ever tell you that he**

1 **could not afford to pay 25 percent of Land Company of
2 Osceola County's monthly expenses?**

3 A. No.

4 **Q. Did anybody ever tell you that Anthony
5 Pugliese couldn't pay 25 -- couldn't afford to pay
6 25 percent of Land Company of Osceola County's
7 expenses?**

8 A. No.

9 **Q. With regard to the reserve account, it was
10 your intention to have money set aside for Land Company
11 of Osceola County's future commitments. Is that --**

12 MR. BELAVAL: Object to form.

13 MR. HEFFNER: Object.

14 BY MR. HUTCHISON:

15 **Q. Let me strike. Let me -- let me rephrase
16 that.**

17 **The reserve account that you spoke about with
18 Anthony Pugliese, do you recall that?**

19 MR. BELAVAL: Object to form.

20 A. Yeah, I -- I remember talking about reserving
21 money, yes.

22 BY MR. HUTCHISON:

23 **Q. Was your concern that Land Company of Osceola
24 County needed to have money set aside to pay the
25 commitments that it had contractually obligated itself**

1 **to?**

2 A. Yeah. And -- yeah.

3 **Q. Okay. And the reason that you wanted that
4 money set aside was because you believed that when
5 those commitments came due in the future, Fred DeLuca
6 would not fund his share of those expenses to Land
7 Company of Osceola County?**

8 A. Yes.

9 **Q. So you thought Fred DeLuca may agree not to
10 pay those commitments?**

11 A. I felt like Fred would, at the least, try to
12 negotiate them again.

13 **Q. You told us that you lost faith with Fred
14 DeLuca in the summer of 2007. Do you recall that
15 testimony?**

16 A. I don't remember testifying to that, but it's
17 true.

18 **Q. Well, then, why did you keep working for him
19 until 2009?**

20 MR. BELAVAL: Objection to form.

21 A. I actually -- for personal reasons there was a
22 good portion of time that I worked for Fred DeLuca that
23 my purpose was more or less to protect him against
24 himself and, in doing so, protect the people that he
25 was doing business with. I had great relationships

1 with the people that Fred always did business with, and
2 they kind of trusted me. And I felt by me continuing
3 to work for Fred DeLuca, it was not only a benefit to
4 Fred DeLuca but it was a benefit to anybody that he did
5 business with, so I can keep, you know, everything more
6 or less at bay and -- and going fine.

7 **Q. Did --**

8 A. So my purpose in working was not only working
9 for Fred but working for his -- the partners that he
10 had in the different entities.

11 **Q. Did you trust Fred DeLuca?**

12 A. Obviously me and Fred have been friends for a
13 long time. I had a great faith in Fred and admiration
14 for him.

15 The more Fred became successful, the more
16 different he got. And I realized, you know, going on,
17 that, you know -- my terminology is that money doesn't
18 really change anybody, it just makes you more who you
19 are. And if you're, you know, a little greedy or if
20 you're a little -- whatever you are, let's say even
21 frugal with your money, you become more. The more
22 money Fred made, the less money he wanted to spend.
23 got -- I started to really not like him.

24 **Q. But you continued to work for him?**

25 A. Sure. I was at the end of my career.

1 **Q. Are you friends with Fred DeLuca?**
 2 A. I like to consider myself a -- a friend of
 3 Fred DeLuca.
 4 **Q. When is the last time you spoke with him?**
 5 A. Let's see. Three days, four days before I
 6 sent him my letter of resignation.
 7 **Q. So in April 2012?**
 8 A. No, March.
 9 **Q. March of 2012?**
 10 A. Yeah.
 11 **Q. You spoke with him since March of 2012?**
 12 A. No. I don't care to speak to him.
 13 **Q. And you don't care to speak to him why?**
 14 A. I have lost a lot of respect for Fred. The
 15 way he handles himself, particularly in his dealings
 16 with The Pugliese Company and his involvement in the
 17 recycling, is totally -- I felt it was totally
 18 unreasonable and way out of line.
 19 **Q. Are you friends with Anthony Pugliese?**
 20 A. I'd like to consider myself a friend of
 21 Anthony's.
 22 **Q. When is the last time you spoke with him?**
 23 A. Yesterday.
 24 **Q. Prior to yesterday?**
 25 A. I couldn't tell you exactly when that would

1 negotiating, it never really made a lot of sense to me
 2 because -- it was one of the things that I had
 3 discussed with Fred. You know, when you have a glass
 4 and you're going to sell the glass and you bought it
 5 for \$2 and you're going to sell it for \$4, you know,
 6 there's a gross profit and there's a -- a net profit.
 7 You know. How do you determine what the net profit is
 8 on a project that might take 40 years? In the
 9 beginning it made a lot of sense that Tom was going to
 10 get 3 percent of the net profit. And it all -- it made
 11 all the sense in the world. We were buying land. We
 12 were going to sell the land.
 13 As we got involved and the partners decided
 14 to -- you know, to move forward, stay involved, keep
 15 the project going, you know, all of a sudden net profit
 16 doesn't come into play. How do you get net profit
 17 40 years from now? You know? We should all be lucky
 18 to be alive 40 years from now.
 19 So I had had discussions with -- with Fred, I
 20 had discussions with Al Quentel, I had discussions with
 21 Anthony to say explain to me, you know, how we can do
 22 this. Tom San Giacomo needs to be, you know,
 23 compensated, but you guys have decided to continue on
 24 with this project, and his initial discussions is
 25 3 percent of net profit.

1 be.
 2 **Q. You spoke to him in 2014?**
 3 A. Yes.
 4 **Q. How many times?**
 5 A. A few times. I don't know exactly how many
 6 times.
 7 (Brief interruption.)
 8 BY MR. HUTCHISON:
 9 **Q. When you got -- what was the zoning of the**
 10 **Yeehaw Junction property when you took over? How many**
 11 **units per acre?**
 12 A. I think it was one unit for five acres.
 13 **Q. When you left in May 2009, what was the**
 14 **zoning?**
 15 A. I imagine it was the -- the same.
 16 Agricultural zoning or one -- one home for five acres.
 17 **Q. That didn't change from August 2005 to May of**
 18 **2009?**
 19 A. No, not that I know.
 20 **Q. Now, you said that Tom San Giacomo was offered**
 21 **3 percent. Are you talking about 3 percent of future**
 22 **profits?**
 23 A. He was offered 3 percent of the deal, whatever
 24 that meant. It was kind of a peculiar -- it was kind
 25 of -- even the -- the -- the thing that Tom was

1 And like I said, if we were going to buy the
 2 property, rezone the property, three years from now
 3 sell the property, it was one -- one purchase, one
 4 sale, call it a day. It's easy to calculate that
 5 number. It's not easy to calculate net profit over a
 6 40-year period. When do you get paid? When is net?
 7 Net is -- net is the end. Okay?
 8 Well, we weren't going to be alive when this
 9 thing ended. So, you know, how do you -- how do you
 10 calculate that? So...
 11 **Q. So what was the final conclusion?**
 12 A. The final conclusion was Fred wasn't signing
 13 anything anyway, so --
 14 **Q. Was it -- was it ever --**
 15 A. But then it became a moot point.
 16 **Q. Was it ever determined what Tom San Giacomo's**
 17 **bonus would be? 3 percent of what?**
 18 A. The last time I spoke to Al Quentel, go out
 19 and get information from Al Quentel in regard to this
 20 whole legal stuff, Al told -- when I asked him for the
 21 agreement, he told me which one of the 17 versions do I
 22 want, and I asked him for the last one.
 23 So, no, it had never been -- it had never been
 24 finalized. Every time we thought that it was being put
 25 to signature, Fred wouldn't sign it. It never got

1 done.

2 BY MR. HUTCHISON:

3 **Q. But prior to Fred signing it, was there ever**

4 **an agreement or was there -- what was the last proposal**

5 **with respect to Tom's bonus? Or was it supposed to be**

6 **3 percent of what?**

7 A. I don't -- I don't recall. I think that the

8 terminology -- I don't really recall how -- what the

9 final verbiage was in the -- in the last draft of the

10 17 agreements. I -- I -- I don't remember what it was.

11 **Q. Was 17 your number or were there really 17**

12 **agreements?**

13 A. I don't know, I -- it could be. Maybe Al

14 Quentel was joking around. I -- I don't believe that

15 Al said, "Fred, which one of those 17 do you want?" I

16 believe that there was 17.

17 **Q. Who is Al Quentel?**

18 A. Al Quentel is -- was the lawyer from Greenberg

19 Traurig in charge of -- the main lawyer in charge of

20 the project, the Destiny Project.

21 **Q. Who did Al Quentel represent?**

22 A. The project. He was a lawyer for the company.

23 **Q. For Land Company of Osceola County?**

24 A. Yeah. He was also a -- a personal friend.

25 **Q. A personal friend of yours?**

1 A. Of everybody. Well, mine -- mine, Anthony's,

2 Tom's. Fred did socialize and invite Al to his house a

3 few times. So I don't know if you consider that to

4 be --

5 **Q. Did Al go?**

6 A. Yes.

7 MR. HUTCHISON: Take a break?

8 MR. HEFFNER: Yes.

9 THE VIDEOGRAPHER: Going off the video record

10 at 10:23 a.m.

11 (Recess taken at 10:23 a.m.)

12 (Deposition resumed at 10:41 a.m.)

13 THE VIDEOGRAPHER: Back on the video record at

14 10:41 a.m.

15 BY MR. HUTCHISON:

16 **Q. Mr. Florio, yesterday you had mentioned**

17 **Doctor's Associates had about 90 companies. Do you**

18 **recall that testimony?**

19 A. There was -- yeah. There was affiliate

20 companies.

21 **Q. Affiliated companies with Doctor's Associates?**

22 A. Well, Fred and Pete.

23 **Q. Okay. Now, was 90 your estimate, or do you**

24 **have personal knowledge of how many there were?**

25 A. I remember seeing a list that had 90 --

1 90-some -- something companies. It might have been a

2 couple more. And I suggested to Fred that why didn't

3 he ever purge some of these companies together?

4 **Q. And those companies had businesses?**

5 A. Not really. There were a lot of just shell

6 companies. Companies that were formed, I think, that

7 really had no activity.

8 **Q. What do you mean by "shell companies"?**

9 A. Well, I mean companies that were formed for

10 maybe some purpose and then never used.

11 **Q. So shell is a company that was formed but then**

12 **never went into business? Is that what you're --**

13 A. There were a lot of them -- yeah. A lot of

14 them weren't even businesses. A lot of them were just:

15 Here's a company and it owns this building. Here's a

16 company and it owns that apartment. They were non- --

17 you know, they were -- maybe they had one asset in

18 each -- in them.

19 **Q. So when you use the term "shell company" --**

20 A. I mean --

21 **Q. When you use the term "shell company," you're**

22 **saying -- you're referring to an inactive company?**

23 A. A company that's alive and well but not having

24 any activity other than maybe just owning a particular

25 asset.

1 **Q. Mr. Florio, who -- who is Bobby Ray?**

2 A. Bobby's a -- Ray is an assistant to David

3 Friedman.

4 **Q. Bobby Ray worked for Rockridge Capital?**

5 A. Yes.

6 **Q. And essentially Bobby Ray was a representative**

7 **of Fred DeLuca's family office?**

8 A. Yes.

9 **Q. When did Bobby Ray start working for Fred**

10 **DeLuca?**

11 A. I would say it was a year after David Friedman

12 started. I don't recall. I would say that it had to

13 be the end of '08, maybe the beginning of '09.

14 **Q. And what was your relationship with Bobby Ray?**

15 A. I had met Bobby Ray twice. I would

16 communicate with him if the Rockridge office needed

17 anything and he asked me to, you know, find whatever it

18 was -- either a document or take care of something that

19 I had turned over to David from, you know, Fred's

20 personal stuff. They would call me if something had to

21 be done with any of the companies down here. If they

22 needed advice, or assistance doing anything, they would

23 give me a call.

24 **Q. Did you have a good working relationship with**

25 **Bobby Ray?**

1 A. I wasn't particularly fond of Bobby Ray.
 2 **Q. Why?**
 3 A. He was a very hot-headed person that really
 4 had -- both him and David Friedman had no really
 5 expertise in what they were doing. I didn't have much
 6 respect for them in the particular jobs that they
 7 were -- were in.
 8 **Q. And how was your working relationship with**
 9 **David Friedman?**
 10 A. I would say that David -- it was -- it started
 11 out to be actually really fine but became real
 12 disappointing.
 13 **Q. Let me show you Exhibit 336. It is a --**
 14 **several e-mails. The top one is from Joseph Reamer to**
 15 **Anthony Pugliese dated April 13th, 2009.**
 16 **Let me know when you're done reviewing that.**
 17 A. Okay.
 18 **Q. Okay. Did you review it?**
 19 A. Yes.
 20 **Q. Okay. The Bates numbers, the little number in**
 21 **the right-hand bottom corner, do you see those numbers?**
 22 **They start with "Destiny." I'm going to turn to --**
 23 **please -- to Destiny 0101 --**
 24 A. Yes.
 25 **Q. -- 605-3.**

1 A. Okay.
 2 **Q. Are you there?**
 3 A. Yes.
 4 **Q. And there's two e-mails. The bottom e-mail is**
 5 **from Robert Ray to Fred Florio, Joseph Reamer with a**
 6 **copy to David Friedman dated April 12, 2009. Do you**
 7 **see that?**
 8 A. Yes.
 9 **Q. And it says "Fred, as we discussed on Friday,**
 10 **I have some questions on payments to vendors that I**
 11 **could not find any in the budget."**
 12 A. Right.
 13 **Q. "These vendors were not mentioned specifically**
 14 **in the budget therefore I do not have any information**
 15 **as to what the scope of work they are performing. The**
 16 **list attached consists of about 68 vendors with about**
 17 **35 vendors comprising the majority of the charges**
 18 **(highlighted in yellow).**
 19 **"I am looking for a couple of things:**
 20 **"One, an explanation as to...their scope of**
 21 **work....**
 22 **"Two, is there a contract in place?**
 23 **"Three, what is the time frame of the scope of**
 24 **work (one or two months, are they -- comma, are they**
 25 **done, comma, lots more to come, comma, et cetera....)**

1 **"Also, one of the key things we are working**
 2 **with Randy and Tanya on was designating major**
 3 **accomplishments.**
 4 **"We had come up with these categories."**
 5 **And do you see those four categories in that**
 6 **e-mail?**
 7 A. Yes.
 8 **Q. Number one is "CPA" for "Comprehensive Plan**
 9 **Amendment"?**
 10 A. Yes.
 11 **Q. Number two is "MDRI" --**
 12 **A. Yes.**
 13 **Q. -- for "Master Developments of Regional**
 14 **Impact"?**
 15 A. Yes.
 16 **Q. Number three is I -- capital I -- I'm sorry.**
 17 **Number three is "IDRI" for "Incremental**
 18 **Developments of Regional Impact"?**
 19 A. Yes.
 20 **Q. And number four is "Army Corp," C-O-R-P. Do**
 21 **you see that?**
 22 A. Yes.
 23 **Q. "We are trying to identify the vendors" --**
 24 **And then Mr. Ray goes on to write, "We are**
 25 **trying to identify the vendors who are performing asks**

1 **related to these accomplishments and budget**
 2 **accordingly.**
 3 **"I spoke with Randy on Friday and got some**
 4 **information, but he was not sure about the remaining**
 5 **vendors on this list. Who would be the best person to**
 6 **talk to about getting all this information?"**
 7 **Do you recall this e-mail?**
 8 A. I remember this list. I worked on this
 9 myself.
 10 **Q. Okay. Now, he said "as discussed on**
 11 **Friday..." Do you remember having a conference call**
 12 **with -- with Bobby Ray?**
 13 A. In regard to?
 14 **Q. Mr. Ray writes in his -- on the first page of**
 15 **the e-mail to you, Mr. Florio.**
 16 A. Yeah.
 17 **Q. He wrote "as we discussed on Friday..." He**
 18 **has some questions on these --**
 19 A. Yeah.
 20 **Q. -- about these vendors.**
 21 A. Yeah. I spoke to Bobby about this.
 22 **Q. Okay. And do you recall him giving you --**
 23 **going over some of these vendors and you not knowing**
 24 **how to categorize them?**
 25 A. Bobby had sent me down a highlighted list. He

1 said he was interested in -- if you look in the box
2 that I had given you, mine have the highlighted copy of
3 this. And he was interested in anybody that got
4 \$2,500. So the list stopped at \$2,500.

5 **Q. Well, let me -- let me go to the first page of**
6 **Mr. Ray's e-mail.**

7 MR. BELAVAL: Were you done with your answer?

8 A. Well, that's basically -- yeah.

9 BY MR. HUTCHISON:

10 **Q. All right. Going --**

11 A. It wasn't the whole list --

12 **Q. Okay.**

13 A. -- what I'm trying to tell you.

14 **Q. Okay.**

15 A. He said, "I'll send you down the list." He
16 sent it to me. He said, "I'm interested in getting
17 this information on anybody that we spent more than --
18 up to 2,500. Don't concern yourself with anybody under
19 the \$2,500 one."

20 And probably if you count them, it's probably
21 the 35 that he's --

22 **Q. Okay.**

23 A. -- interested in.

24 **Q. Go to the first page of his e-mail.**

25 **And he writes: "As we discussed on Friday..."**

1 Pugliese and Bobby Ray ever.

2 **Q. Okay. Let's turn to the attachment.**

3 **And is this the -- the list that you received?**

4 A. I -- it doesn't look like the list. The list
5 that I -- I thought was one sheet, smaller type.

6 **Q. Okay.**

7 A. But it's in that box, and it's highlighted in
8 yellow.

9 **Q. Okay. Then I want you -- what did you do to**
10 **categorize these vendors?**

11 A. The final conversation that I had with Bobby
12 Ray was exactly what he wanted to -- that's when he
13 made -- put these names on a single-line list with a
14 column that said "contract" where I was supposed to put
15 in "yes" or "no." It had one of the four numbers that
16 you're -- that you're talking about, that he -- that
17 you just read, and also another coded classification on
18 whether or not it was engineering, development, or one
19 of the classes of the budget. Because a budget
20 wouldn't identify, you know, particulars. If you
21 budgeted for business development, you would budget for
22 business development. There might be three or four
23 companies getting paid out of the -- the business
24 development budget. They wouldn't have been listed in
25 the budget.

1 **Do you remember having a discussion with Bobby**
2 **Ray prior to receiving the April 12th, 2009, e-mail?**

3 A. I remember having a discussion with Bobby Ray
4 tell -- asking me that he was going to send me down
5 some stuff -- some companies that he wanted me to
6 classify.

7 **Q. Do you remember him asking you about some of**
8 **those companies on the conference call?**

9 A. No.

10 **Q. Do you remember telling him that you couldn't**
11 **categorize all those people -- all the companies he was**
12 **asking you about?**

13 A. I never had that conversation with him.

14 **Q. Was Anthony Pugliese on the conference call**
15 **with you?**

16 A. No.

17 **Q. Do you remember having a conference call with**
18 **Anthony Pugliese and Bobby Ray regarding trying to**
19 **identify some of the vendors that are listed on Bobby's**
20 **list?**

21 A. That conference call never happened.

22 **Q. Is it your testimony you never had a**
23 **conference call with Bobby Ray regarding trying to**
24 **identify what certain vendors did?**

25 A. I never had a conversation with Anthony

1 The budget was the budget. You had \$100,000
2 to spend in this, \$200,000 to spend in that. There --
3 I never saw a budget that said, "Well, here's a
4 \$200,000 budget and this is how it's broken out." That
5 didn't -- I never saw that.

6 And the same way of this list. Bobby sent
7 down another list and asked me if I could go ahead and
8 I could finalize it. I never thought -- never knew
9 that Randy or Tanya had ever got involved in it, and
10 these were things that they could not do. Bobby asked
11 me to do it.

12 And I said, "I'd be happy to do it. Send me
13 down the form."

14 He did. And at the time, I sat down -- I
15 asked Anthony to sit down with me for a minute to go
16 through the list.

17 **Q. Well --**

18 A. And.

19 **Q. -- let -- let me -- go ahead. Finish your**
20 **answer.**

21 A. I -- I -- I went to Randy and I asked Randy,
22 "I want you to verify who has a contract with us, a
23 long-term contract." We were concerned -- this is
24 about the time when Fred was thinking about taking
25 over. He wanted to know what he had long-term

1 committed to, and this is how I realized that he was
2 ready -- getting ready to poise himself and take over.

3 **Q. When you say "take over," what do you mean?**

4 A. Just, you know, try and get Anthony out and
5 him in.

6 **Q. Anthony out as the manager or Anthony out as
7 the -- as a part owner?**

8 A. I don't think that he was -- just to get rid
9 of Anthony, you know, in any way, shape or form. I
10 think that it was, you know, take over. Take over the
11 project.

12 **Q. Was it your assumption that Fred DeLuca wanted
13 Anthony out as manager or that he wanted Anthony out as
14 part owner of Land Company of Osceola County?**

15 A. Well, I think the manager was the first step.

16 **Q. And this was the assumption that you made
17 based on things that Fred DeLuca was asking for?**

18 A. It was pretty clear to me. It was clear to me
19 because -- as I spoke to you yesterday, I told you that
20 there were conversations that I had had with Fred where
21 Fred asked me if I could handle this project and how
22 this project could be handled without Anthony.

23 So, this is coming after -- after that. This
24 was one of the last things that -- you know, that I
25 remember actually doing with Bobby Ray. Because as I

1 said, I think Bobby Ray was only there for six months
2 while I was there -- six or seven months, eight months
3 while I was there. I don't know the exact dates. But
4 Bobby Ray wasn't there very long while I was there.
5 Okay?

6 Like I said, I wasn't a big fan, and he was
7 way out of his league in dealing with any of this
8 stuff.

9 But the -- the list came in and it had a
10 column: Yes or no, is there a contract? And I think
11 that if you find the list that I gave you, you'll find
12 that there's no, no, no, no, no. There were no
13 long-term contracts for anybody that was on a list that
14 we had. Everything was negotiated price-wise, but it
15 was -- it was done on a month-to-month.

16 And on the right-hand column you'll see a
17 number that I put down there with an accounting code as
18 to -- related to the budget.

19 **Q. Let me show you Exhibit 338. And it's
20 from page -- top e-mail is from Joseph Reamer to Robert
21 Ray dated April 14, 2009, and it also includes --
22 copies you. It's to you and a woman named Jacqueline
23 Jacobs.**

24 **Take a look at that document and then tell me
25 when you're done reviewing it.**

1 A. Yeah. There you go.

2 **Q. Is that attachment to exhibit -- to the
3 e-mails in Exhibit 338 the list you were talking about?**

4 A. That's exactly the list that I was talking
5 about.

6 **Q. Now, so Joseph Reamer writes (as read): Fred
7 Florio at FDL asked me to forward the attached report
8 to you. Please refer to the legend the bottom of page
9 2.**

10 **Do you see that?**

11 A. Yeah.

12 **Q. Okay. So let's start with Auman and
13 Associates. How did you find out that Auman and
14 Associates did not have a contract?**

15 A. Randy Johnson.

16 **Q. Okay. And what work did Auman and Associates
17 do for Land Company of Osceola County?**

18 A. I have no idea.

19 **Q. All right. Who put a category of No. 1? See
20 the right-hand column that says "category"?**

21 A. Yes.

22 **Q. Who put that No. 1 there?**

23 A. I sat with Anthony and I went down the list
24 and Anthony gave me the category number.

25 **Q. So Anthony told you that Auman and Associates**

1 **should be categorized as No. 1?**

2 A. Yes.

3 **Q. And if you look at page 2 of that list, it
4 says -- No. 1 in the "category legend." Do you see
5 that?**

6 A. Yes.

7 **Q. Number one is "comprehensive plan amendment"?**

8 A. Right.

9 **Q. So Anthony Pugliese told you that Auman and
10 Associates was a -- had something to do with a
11 comprehensive plan amendment?**

12 A. Yes.

13 **Q. You see the next, No. 2, Creative Solutions
14 Environmental, LLC?**

15 A. Yes.

16 **Q. Who told you there was no contract with
17 Creative Solutions Environmental, LLC?**

18 A. Randy.

19 **Q. Who told -- who gave you the category
20 number of 4 for Creative Solutions Environmental, LLC?**

21 A. Anthony.

22 **Q. And if you look at the second page, No. 4 is
23 "Army Corp."**

24 A. Yes.

25 **Q. C-O-R-P?**

1 A. Yeah.

2 **Q. Anthony Pugliese told you that Creative**

3 **Solutions Environmental, LLC had something to do with**

4 **the Army Corp?**

5 A. Yes. Just to go down the whole -- go down the

6 whole list. I mean, you don't have to go one by one.

7 All of those -- all of those contracts were given to

8 me -- whether or not they had a contract was Randy, and

9 all of the categories was given to me by Anthony.

10 **Q. Okay. Look at -- so Exhibit 338, is that an**

11 **accurate copy of the e-mail and attachment?**

12 A. I don't know of -- I don't remember the e-mail

13 directly. I do remember having a conversation with

14 Bobby Ray that he was going to send me down a form and

15 asked if I could fill in those two categories, which I

16 just told you.

17 **Q. Well, look at the first page of Exhibit 338.**

18 A. Yeah, I -- I understand that. I'm reading it.

19 **Q. Do you have any --**

20 A. You're asking me if I remembered it. I didn't

21 remember getting it. I acknowledge that it's here.

22 **Q. Well, do you have any reason to believe that**

23 **you didn't receive Exhibit 338?**

24 A. I don't remember the e-mails. I remember

25 having that conversation with Bobby Ray. I --

1 apparently I did receive these e-mails.

2 **Q. Let's look at the attachment to Exhibit 338.**

3 **It says -- starts at the top. It says "Budget Code"?**

4 A. Right. That's the one that I'm referring to.

5 **Q. Is that -- is that two-page list of companies**

6 **an accurate copy of the list that you worked on for**

7 **Bobby Ray in -- in the spring of 2009?**

8 A. It appears to be so.

9 **Q. Now, let's stay -- let's stay on that**

10 **attachment. The list. You see where it says Levy,**

11 **Stern?**

12 A. Yeah.

13 **Q. Okay. There's a category of 3. Who told you**

14 **it was Category 3?**

15 A. Rick, I think I just got done telling you.

16 All of these --

17 **Q. Okay. I'm going to ask you one at a time.**

18 **Okay?**

19 A. Okay. You're wasting time.

20 MR. HEFFNER: Rick, it's really not a great

21 use of time.

22 MR. HUTCHISON: Okay. Well, you know what,

23 it's my deposition, Adam, and I'm going to ask him

24 about four or five more questions on this exhibit,

25 and I will use the time as I seem -- deem

1 appropriate if you-all let me.

2 MR. BELAVAL: Just for the record, we have a

3 voluntary witness here who's not being paid for his

4 time, and he's volunteered to be here for three

5 days. I didn't think you would waste all three

6 days.

7 MR. HUTCHISON: Okay. And the record is you

8 guys requested three days, if you read the e-mails.

9 So I'm not going to --

10 MR. BELAVAL: You've taken two of them so far.

11 MR. HUTCHISON: I'm not -- I'm not going to

12 get into that now.

13 MR. BELAVAL: So --

14 BY MR. HUTCHISON:

15 **Q. No. 3 --**

16 MR. BELAVAL: -- maybe we were right.

17 BY MR. HUTCHISON:

18 **Q. I want to stay on the list in Exhibit 338.**

19 A. Okay.

20 **Q. Levy, Stern -- who categorized that as No. 3**

21 **for you?**

22 A. Anthony.

23 **Q. What about Consolidated Transport Consultants,**

24 **LLC? Who categorized that as a No. 3 for you?**

25 A. Anthony.

1 **Q. And down -- down below, do you see A.E.C.**

2 **Environmental, LLC?**

3 A. Yeah.

4 **Q. And who categorized that --**

5 **A. Anthony.**

6 **Q. -- as a No. 4 for you?**

7 **A. Anthony.**

8 **Q. What about Black Walker & Associates? Who**

9 **categorized that as No. 4?**

10 **A. Anthony.**

11 **Q. And what did you understand No. 4 to deal**

12 **with?**

13 **A. Army Corp.**

14 **Q. Prior to Anthony telling you that Black Walker**

15 **and Associates had something to do with the Army Corp,**

16 **had you ever heard of Black Walker and Associates?**

17 **A. I don't recall.**

18 **Q. Prior to Anthony telling you that A.E.C.**

19 **Environmental had something to do with the Army Corp,**

20 **had you ever heard of A.E.C. Environmental?**

21 **A. I -- I -- I don't recall.**

22 **Q. Prior to Anthony telling you that Levy, Stern**

23 **had something to do with the incremental developments**

24 **of regional impact, had you ever heard of Levy, Stern**

25 **and Associates, LLC?**

1 A. I don't recall.

2 **Q. How about Auman and Associates? Had you ever**

3 **heard of Auman and Associates prior to preparing this**

4 **chart?**

5 A. I don't -- I don't recall a name -- that name.

6 **Q. Did you have any personal knowledge of what**

7 **any of those vendors that Anthony categorized for you**

8 **actually did?**

9 A. Any of these?

10 **Q. Well, no. Auman and Associates. Do you have**

11 **any personal knowledge of what Auman and --**

12 A. I -- I don't recall whether I had any

13 knowledge of any of these companies that you're talking

14 about.

15 **Q. Do you recall whether you had any personal**

16 **knowledge of what Creative Solutions Environmental or**

17 **Levy, Stern and Associates did?**

18 A. Not offhand.

19 **Q. Who categorized Hacik Ozdal as a No. 5?**

20 A. Again, everything that is highlighted here,

21 the categories that were given to me was from Anthony.

22 **Q. So all the categories were provided to you,**

23 **from Auman and Associates, which is No. 1, all the way**

24 **down to Dr. Mark A. Rosenberg, which is No. 38?**

25 A. Yes.

1 **Q. And all of those categories in the category**

2 **column are provided to you by Anthony Pugliese?**

3 A. Yes.

4 **Q. Other than asking Anthony about what category**

5 **they belonged to, did you ask him what those companies**

6 **actually did?**

7 A. No. I was just asked to categorize them.

8 **Q. Did you ever have a discussion with Bobby Ray**

9 **and Anthony Pugliese on a conference call regarding**

10 **what Creative Solutions Environmental or Levy, Stern**

11 **and Associates did?**

12 A. I never had that conversation with Bobby Ray.

13 **Q. You said yesterday that Fred DeLuca told you**

14 **that he wanted to invest in other projects with Anthony**

15 **Pugliese. Do you recall that?**

16 A. Yes.

17 **Q. Did Anthony Pugliese want Fred to invest with**

18 **him on other projects?**

19 A. I don't know whether or not Anthony would have

20 welcomed that or not. Fred asked me that he would

21 like -- if I thought that it was a good idea for him

22 just to participate in all of Anthony's projects.

23 **Q. And what -- how did you respond?**

24 A. I said, "How much money are you talking about

25 giving me to do that?"

1 And he said, "I'd be willing to invest in

2 Anthony's stuff and -- and future projects. I would

3 like to give you a hundred million dollar budget," he

4 told me.

5 **Q. And did you tell Anthony Pugliese that?**

6 A. I think I did have a -- a conversation with --

7 with Anthony that the money would be -- that Fred was

8 going -- offered me a hundred million dollars to invest

9 with him in his companies.

10 **Q. What did Anthony Pugliese -- how did Anthony**

11 **Pugliese respond when you told him that?**

12 A. He asked me what I thought about that, and --

13 and just -- he asked me basically what my initial

14 thought was about that.

15 I said, "Well, Fred called me down to tell me

16 that he wanted to talk to me about investing with him.

17 I was kind of shocked that the number that he gave me

18 was so high. In fact, it was twice as high as I

19 thought he wanted to do."

20 **Q. When did you have the conversation with Fred**

21 **DeLuca where Fred said he would be interested in**

22 **investing with Anthony Pugliese?**

23 A. It was sort of like an ongoing conversation.

24 Every time something happened good, he...

25 **Q. When was the first conversation?**

1 A. I don't remember, you know, particular

2 conversations. You have to understand, me and Fred

3 lived in two houses back-to-back to each other. We had

4 conversations every couple minutes.

5 **Q. For what years did you live together**

6 **back-to-back?**

7 A. Oh, from 2000 maybe. I -- I would say from

8 2000 to 2004 we lived back-to-back. And other than

9 that, up to the time when I went to the Pugliese office

10 more or less full-time, I was there at that home every

11 day.

12 **Q. At what home?**

13 A. The estate that we owned down there where me

14 and Fred had the two houses.

15 **Q. Okay. So up until two -- and Fred lived in**

16 **the estate and you lived in the house out back?**

17 A. Fred moved out of the estate and moved into

18 the boathouse at some point. I think we shared the

19 same properties living there for like a four-year

20 period and then obviously we had the Prestige office

21 and then we had -- you know, here he moved into the

22 boathouse. I moved out in '05 to move into Coral

23 Springs. But every day I was down at the -- at the big

24 estate home.

25 **Q. So you -- you met Anthony Pugliese in the**

1 **spring of 2005. When did Fred DeLuca tell you that he**
2 **would be willing to invest with -- with --**

3 A. It was after that.

4 **Q. Let me finish my question.**

5 A. Okay.

6 **Q. Otherwise, we'll be here a lot longer.**

7 **When did Fred DeLuca tell you that he would be**
8 **willing to invest in Anthony Pugliese's future**
9 **projects?**

10 MR. BELAVAL: Objection to form.

11 A. After we invested in the first two projects
12 and everything was going, you know, terrifically and
13 everybody was impressed with our progress, after we
14 started getting offers and Destiny was moving forward,
15 Fred was really impressed with that and told me that he
16 would like to -- that he would welcome the opportunity
17 to participate with Anthony in everything that Anthony
18 was doing.

19 BY MR. HUTCHISON:

20 **Q. So we saw yesterday that the letter of intent**
21 **from the Fanjul company was roughly the fall of 2005.**

22 A. Yeah.

23 **Q. So --**

24 A. Well, this was a -- this was maybe -- you
25 know, I would say it was even within the first year

1 that was a really attractive number.

2 I had one problem with -- with it. And --
3 because the money was to be used to buy into Anthony's
4 companies and then to invest in future projects. And I
5 knew right off the bat that there would be a problem
6 for what Fred would be willing to pay for Anthony's
7 projects that Anthony already had.

8 So, in other words, if Anthony had a project
9 and he had \$25 million invested in it and had the
10 project that he was holding for, you know, three, four,
11 five, six, seven years, Fred would want to invest in
12 that project at the same number that Anthony paid, not
13 a nickel more. And he would invest in all Anthony's
14 projects in that manner no matter how long Anthony had
15 them, no matter how much equity there was in them,
16 whatever Anthony had into the project, Fred would buy
17 half of that, and then whatever money was left over,
18 then that would be set aside to be put into new
19 projects.

20 **Q. Did Fred DeLuca tell you that --**

21 A. Yes.

22 **Q. -- that he wanted to actually come in at**
23 **Anthony Pugliese's cost?**

24 A. Well, I -- I asked Fred the question.

25 **Q. And what did Fred --**

1 that we were there, you know? You know. You know. So
2 it would have had to be '6, beginning -- probably '6
3 everything was -- was great.

4 **Q. Okay. So sometime in early 2006 Fred DeLuca**
5 **told you he'd be willing to look at --**

6 A. Sometime in '6.

7 **Q. Let me finish my question.**

8 A. Okay.

9 **Q. Sometime early in 2006 Fred DeLuca told you**
10 **he'd be willing to invest in future projects of Anthony**
11 **Pugliese?**

12 A. You know, not that he was willing; he wanted
13 to.

14 **Q. Okay. And did -- when you told Anthony**
15 **Pugliese that Fred was -- wanted to get involved in**
16 **future projects, did Anthony Pugliese want Fred to**
17 **invest with Anthony Pugliese?**

18 A. Anthony asked me if I had any feelings about
19 that.

20 **Q. And what was your response?**

21 A. I said I was shocked when he called me down
22 there. I thought that he was going to give me a number
23 like, you know, 25 or \$50 million. When I asked him
24 what number he was looking at and he said a hundred
25 million, I almost fell through the floor. I thought

1 A. And I said, "Fred you're anticipating buying
2 in for whatever Anthony has into these projects?"

3 And he said, "Yes."

4 And I said to him, "I don't even feel -- I
5 feel that's kind of stupid for me to go even approach
6 Anthony with that." And -- you know, "The guy is
7 entitled. If he's had a piece of property for years,
8 the property has increased in value."

9 Fred said, "Well," you know, "ask him anyway."

10 **Q. So you -- did you ask Anthony?**

11 A. I went to Anthony, and I said to him -- I told
12 Anthony that he was willing to do that. And I don't
13 remember exactly the terminology that Anthony gave me
14 back other than that he'd be more than happy and
15 welcome Fred into investing in other projects with him,
16 but if he thought that he was going to buy into, you
17 know, properties that he already had for so many years
18 at what he had paid for it, that that wasn't going to
19 happen.

20 **Q. When was that conversation with Anthony?**

21 A. I have -- after the conversation I had with
22 Fred.

23 **Q. Sometime in early 2006?**

24 A. You know, Rick, I don't really remember
25 these -- the years. I'm telling you that it was

1 very -- obviously, in the whole scope of the world,
2 from the time these guys met to the time these guys had
3 the disruption, there's not a lot of years. Okay? So
4 if we bought it in '05, I was saying this had to be '06
5 because in '07, the tail end of '07, there started to
6 be repercussions.

7 So I would say that it was '06. That's the
8 only way that I can make a determination of when this
9 thing might have been.

10 **Q. Okay. During your discussion with Anthony**
11 **Pugliese about Fred investing with him on other**
12 **projects, did Anthony Pugliese say anything else to**
13 **you?**

14 A. I don't recall. I think my recommendation to
15 Anthony was just that, "I did have the conversation
16 with Fred, I did have the conversation with you. You
17 guys are big boys. Maybe you want to talk to him about
18 it a little bit more."

19 And it wasn't more than a couple of days after
20 that we looked at investing another few million dollars
21 in another project that Mike Sferes was looking at.
22 And we had made, you know, a commitment that if -- we
23 had offered to do -- we agreed to do the due diligence,
24 and if that project was going to work, then Anthony and
25 Fred would have been partners in that project also.

1 During the due diligence period, the thing
2 really fell apart. There was some stuff that didn't
3 come out that -- it wasn't kosher. So the -- we
4 decided not to do it.

5 But there was an agreement to do that other
6 project.

7 **Q. A written agreement or an oral?**

8 A. No, a verbal -- a verbal agreement.

9 **Q. What project was that?**

10 A. I don't remember. It was -- it was another
11 piece of property, some acreage north of us, but I
12 don't really remember exactly where it was.

13 **Q. When Anthony told you that Fred could not buy**
14 **into his existing investments at cost, did you go back**
15 **and tell Fred DeLuca that?**

16 A. I'm sure I must have. I -- I don't remember
17 exactly a conversation with Fred other than that he
18 should talk to Anthony about what his intentions would
19 be.

20 **Q. Other than the due diligence on the property**
21 **that Michael Sferes found, was there any other**
22 **investments between Anthony and Fred?**

23 A. I don't -- I don't -- I recall that one
24 because that one there was time and energy and -- and
25 money spent in doing the due diligence of that -- well,

1 of that opportunity.

2 At any time if you went into Anthony's office,
3 there was a full staff of people that were working
4 every day. Although Anthony's main focus -- I don't
5 know how he did all what he did, but his main focus
6 was, you know, running the Destiny Project, it seemed.

7 He still had many other things going in his
8 realm of the scope of his business. He was building,
9 you know, a storage -- storage unit on Federal Highway.
10 He had other property that he was buying. You know,
11 his business -- he still had his business, you know,
12 going.

13 But I have to say that I think that during the
14 top -- the time that Destiny was there, Destiny --
15 Destiny always took a priority to everything that he
16 was doing, and I have to believe that the Destiny
17 Project, you know, hurt his -- you know, him in a way
18 to focus more on Destiny than he was on his own
19 business.

20 **Q. Did he have other projects going on at the**
21 **same time that the Yeehaw Junction property company --**
22 **project was going on?**

23 A. I'm sure he did, yeah.

24 **Q. Other than the Michael Sferes property, did**
25 **Anthony and Fred have any discussions on any other**

1 **investments that Anthony Pugliese was interested in?**

2 A. I'm sure that they probably had numerous
3 conversations of other opportunities. There was a lot
4 of -- obviously there was communication between Anthony
5 and Fred that I was not talking to, but they had a
6 pretty -- I would consider they had a decent
7 relationship, and they talked, you know, as partners,
8 you know --

9 **Q. Did they have a decent --**

10 A. -- amongst themselves.

11 **Q. Did they have a decent relationship after fall**
12 **of 2007 when Fred stopped funding?**

13 A. I would say that remarkably so in '07.

14 **Q. Are you aware of any projects that Anthony and**
15 **Fred discussed other than the Michael Sferes property**
16 **that you mentioned earlier where the two of them would**
17 **invest?**

18 A. I don't know of any specific thing. I do know
19 that they had talked about other projects and
20 opportunities. I don't know specifically which ones or
21 what they were, but I think at that particular point,
22 in '07, that they were still -- well, they seemed to
23 have a working relationship that was working for the
24 purposes of whatever they were doing.

25 **Q. In total, how many properties or how many**

1 projects did Fred DeLuca and Anthony Pugliese invest
2 in?

3 A. Two.

4 Q. And that's the RPAC --

5 A. Yes.

6 Q. -- and the Yeehaw Junction property?

7 A. Right.

8 Q. With regard to Land Company of Osceola County,
9 was any of the interest paid on the loan that Fred
10 DeLuca made to Land Company of Osceola County?

11 A. Was any of the interest...

12 I think -- you know, I don't know exactly how
13 the accounting is. My recollection is is that all the
14 money that was due basically was getting paid out of
15 the money that was put in. So I don't think that Fred
16 put in money and then took it back. I -- I don't -- to
17 answer, I -- I don't really know how that worked. I --
18 I would figure that -- well, no. I don't know.

19 Q. Do you know if any part of the loan that Fred
20 DeLuca made to Land Company of Osceola County was paid
21 back to Fred DeLuca?

22 A. I don't know of it being paid back. I don't
23 know whether or not it was due to be paid back until
24 August.

25 Q. Do you know the terms of the loan that Fred

1 and --

2 MR. HUTCHISON: Why don't you contact them and
3 see if they're available, you know, for 15 minutes
4 this afternoon. It will take -- it didn't take but
5 10 minutes or 15 minutes with Anthony. So...

6 MR. BELAVAL: Okay.

7 MR. HUTCHISON: They can attend by telephone.

8 MR. BELAVAL: Do you want to give us a few
9 minutes so we can make a call?

10 MR. HUTCHISON: Yeah. You want to do that?

11 MR. BELAVAL: Yes.

12 MR. HUTCHISON: Okay.

13 THE VIDEOGRAPHER: Going off the video record
14 at 11:21 a.m.

15 (Recess taken at 11:21 a.m.)

16 (Deposition resumed at 11:32 a.m.)

17 THE VIDEOGRAPHER: Back on the video record at
18 11:32 a.m.

19 BY MR. HUTCHISON:

20 Q. When you considered having money set aside
21 each month to pay Land Company of Osceola County's
22 future expenses -- do you recall that testimony?

23 A. Yes.

24 Q. When you considered setting money aside each
25 month to pay Land Company of Osceola County's future

1 DeLuca made to Land Company of Osceola County?

2 A. Offhand, I don't remember them specifically.

3 Q. Did you ever see the terms of the loan that
4 Fred DeLuca made to Land Company of Osceola County?

5 A. I want to say I probably saw them. I don't
6 remember what they are.

7 Q. There's a video on the Internet that
8 supposedly has conversations --

9 MR. BELAVAL: I'm going to object.

10 Q. -- between Fred DeLuca and me.

11 MR. BELAVAL: I'm going to -- I'm going to
12 stop you, actually, right now.

13 The -- at least three of the attorneys in this
14 room, I believe, may potentially have a conflict;
15 and, therefore, I would ask that if you're going to
16 ask any questions regarding that, that the
17 attorneys that are handling that specific matter,
18 just as in Mr. Pugliese's deposition, would appear
19 rather than having a potential conflict if such
20 should appear or arise for any of the present
21 attorneys.

22 And I'm not speaking for you as attorney, I'm
23 speaking for Doug Marek, myself Edgar Belaval, and
24 Glenn Crickenberger.

25 So if you'd like, we can contact these guys

1 expenses, did you know that the money was going to be
2 placed in The Pugliese Company's bank account?

3 MR. BELAVAL: Objection to form.

4 A. I think I testified that I asked Anthony to
5 set aside money. I didn't know how he was going to do
6 it, nor did I care how he was going to do it.

7 BY MR. HUTCHISON:

8 Q. Did you ever discuss with Fred DeLuca that
9 Anthony Pugliese was going to be setting aside money
10 for Land Company of Osceola County's future expenses
11 and be keeping that money in The Pugliese Company's
12 bank account?

13 A. It's sort of like a two question. I did talk
14 to Fred about setting aside money, particularly in the
15 Meril instance. And I never spoke to Fred on how that
16 would be set aside because I didn't know how it would
17 be set aside.

18 Q. Did you know that Meril Stumberger's money of
19 \$10,000 a month actually -- strike that.

20 Did you know that L -- Land Company of Osceola
21 County paid The Pugliese Company \$10,000 a month that
22 showed up in the accounting records of Land Company of
23 Osceola County as payments to Meril Stumberger?

24 MR. BELAVAL: Objection to form.

25 A. I seem to recall that, at one point, Meril did

1 ask for some of the money in a -- in a form of, you
2 know, a pay -- pay type of thing. So there was the --
3 the big chunk of money that was there, but I think at
4 some point -- like I said, I think it was maybe around
5 the time that she renegotiated her contract or
6 something.

7 At some point she did ask for money on a
8 monthly basis, you know, money that would be given to
9 her toward that. So they did start to pay Meril
10 something every month.

11 **Q. Well, Meril Stumberger got paid every month.**

12 A. Okay.

13 **Q. Right? I'm talking about in addition to the
14 money that Land Company of Osceola County paid directly
15 to Meril Stumberger did you know that \$10,000 a month
16 showed up in Land Company of Osceola County's
17 accounting records as payments to Meril Stumberger but
18 the money actually went to The Pugliese Company?**

19 A. No.

20 **Q. Did anybody ever tell you about that?**

21 A. No. I don't remember -- again, if that was
22 part of that set-aside money that accrued -- I don't
23 know. I don't know what the purpose of that was.

24 **Q. Did you know that Anthony Pugliese was paying
25 for expenses at his home out of Land Company of Osceola**

1 **County's operating account?**

2 A. I could -- have to say that I have -- I have
3 some recollection of a discussion that Fred had with
4 Anthony or Anthony had with Fred, actually, in regard
5 to certain things that were done. At the time, there
6 were -- Anthony was instructed by Fred that if Anthony
7 did something out of any one of his other companies for
8 the benefit of the Destiny Project, that he should be
9 compensated accordingly. That Anthony should not take
10 money out of his own pocket, other than the 25 percent
11 contribution, to go and do something. That if any one
12 of Anthony's other companies did any work or did
13 anything for the Destiny Project, that Anthony should
14 get that money back.

15 I do remember a -- a situation where Anthony
16 did lay out money from the other companies in regard to
17 this other stuff, and they -- Anthony, I think, chose
18 to pay -- instead of taking back the cash for this,
19 what he did was the -- the Land Company paid something
20 else. Sort of like a bartering thing: Hey, you -- we
21 owe you \$5,000 for what you did here. Instead, pay for
22 something -- Anthony said, "Pay for this over at the
23 house."

24 I do remember that, and I do remember that
25 being cleared with Fred DeLuca that Anthony had had a

1 conversation about that.

2 **Q. How much money was paid for in the manner you
3 just discussed?**

4 A. I don't know. I'm -- I'm sure that it
5 probably happened on a couple of occasions that things
6 were paid for at Anthony's home for that -- that
7 purpose of reimbursement.

8 **Q. On those couple of occasions, how much money
9 was paid?**

10 A. I -- I don't -- I don't know for the -- in
11 each one of those, each instance. I don't know. There
12 was also work, some stuff that was done at Anthony's
13 home that was paid for by the Land Company, which I
14 would have chalked up as research and development.

15 **Q. Is -- is there any -- what were the projects
16 at his home that were paid for with Land Company of
17 Osceola County's money, that you're aware of?**

18 A. I -- I don't remember them offhand other than
19 that there were a few.

20 **Q. Where there projects -- did Land Company of
21 Osceola County pay for any expenses at Anthony's
22 self-storage facility?**

23 A. I'm not aware of that. Again, any money that
24 was comp -- due back to Anthony as compensation could
25 have went to any one of Anthony's companies.

1 **Q. What do you mean "as compensation"?**

2 A. Well, compensate him for what he put into
3 the -- to the thing. If Anthony did something that he
4 was supposed to get paid for, if he decided to -- to
5 pay -- instead of pay -- give him back the money, if he
6 decided to, you know, say, "Pay this instead of giving
7 it to me," then they would have done that.

8 **Q. Why did Anthony Pugliese agree to have Fred
9 DeLuca take over 51 percent of the RPAC company?**

10 MR. BELAVAL: Objection to form.

11 A. I don't think -- that's a whole other cluster
12 screw-up, in my opinion. When -- when Anthony didn't
13 agree to pay the bank over the swap agreement, Fred
14 was, you know, threatening this and threatening that.
15 Threatening to, you know, pull the plug.

16 Anthony didn't want the -- the recycling
17 business, the RPAC to interfere with the Destiny
18 Project. Anthony stood on his head to -- to make
19 things right so the Destiny Project wouldn't be the
20 project that got affected.

21 David Friedman threatened everything under the
22 sun to Anthony. If Anthony didn't do this, he was
23 going to do that. Just, you know, threats that would
24 interfere with the -- the Destiny Project.

25 And so I think at -- at one point after Tom

1 left, Anthony probably just -- you know, Anthony kind
2 of like threw his hands up in the air and said, "Fred,
3 do what you want to do."

4 And Fred proposed that he would take
5 51 percent of the project and -- and run -- and run the
6 company and Anthony would take 49 percent of the
7 company. And the question was raised to me, "Why do
8 you think Fred only wanted 52 percent -- or 51 percent
9 and give Anthony 49? Why didn't Fred take the whole
10 thing? Fred was on the -- Fred was on the note. Fred
11 was responsible for all of the money. Why wouldn't he
12 take the whole thing?"

13 And my reply to Anthony was, "Knowing Fred
14 DeLuca, he wants you to be part of the 49 percent of
15 the debt that he's going to generate."

16 **Q. Fred DeLuca was responsible for the entire
17 amount of the loan that RPAC had?**

18 A. Well, because Fred borrowed the money from
19 Wachovia, and then Fred -- when Wachovia called the --
20 the note in, then Fred had to pay the -- the note, and
21 then all the money was owed to -- you know, by Fred.

22 **Q. Do you have personal knowledge that Fred
23 DeLuca was the initial lender in 2005 and 2006?**

24 A. Fred wasn't --

25 **Q. Do you have personal knowledge on whether Fred**

1 **DeLuca and -- and Wachovia Bank?**

2 A. No, I don't -- I don't think I -- I really --
3 I just --

4 MR. CRICKENBERGER: 2:30.

5 A. -- I trusted Roberta's explanation, and -- and
6 quite frankly, I don't know whether or not she was
7 actually supposed to give us that information.

8 BY MR. HUTCHISON:

9 **Q. Did Wachovia ever loan money directly to RPAC?**

10 A. I don't know. Like I said, the original loan
11 for RPAC was -- was City National. City National was
12 done. When Fred negotiated the land -- the stuff with
13 R -- with Wachovia, the loans were replaced.

14 **Q. So you don't know if Wachovia was ever a
15 lender to RPAC?**

16 A. You know, indirectly, you know -- listen, RPAC
17 had to sign -- Fred cross-collateralized these things
18 with this \$200 million loan.

19 **Q. Okay. My question is do you know if Wachovia
20 lend -- ever lent money directly to RPAC?**

21 A. Other than there was a line of credit issued
22 to RPAC, I don't think that the loan per se -- the --
23 was there. The line of credit was a \$2 million line of
24 credit with Wachovia. The loans were handled in a
25 different manner once they were replaced by Fred DeLuca

1 **DeLuca was the initial lender to RPAC in the time
2 period of 2006 through 2007?**

3 A. No. Fred wasn't the initial lender to RPAC.
4 Fred didn't become the lender until, you know, later
5 on. The original lender for RPAC was City National
6 Bank.

7 **Q. Okay. And then when -- when did Fred replace
8 City National Bank as the lender?**

9 A. At some point when they -- when they did
10 the -- the land deal, which was months later, at some
11 point Fred negotiated a \$200 million loan with Wachovia
12 and then took, I don't know, \$40 million or whatever it
13 was, gave it to RPAC, took the other money, gave it to
14 the Destiny Project, and there was \$35 million that he
15 had borrowed that was collateralized by these other two
16 companies.

17 **Q. How do you know Fred borrowed \$200 million
18 from Wachovia?**

19 A. Roberta Anderson was the vice president of the
20 bank.

21 **Q. So Roberta Anderson told you that?**

22 A. Um-hum.

23 **Q. Did anybody else tell you that?**

24 A. No.

25 **Q. Did you ever see the documents between Fred**

1 and taken away from City National.

2 **Q. Other than the \$2 million line of credit
3 between Wachovia and RPAC, are you aware of any other
4 loans that Wachovia made to RPAC?**

5 A. Directly to RPAC?

6 **Q. Yes.**

7 A. Then no.

8 **Q. You said "cross-collateralization." What do
9 you understand that to mean?**

10 A. That they were putting -- put up as part of a
11 guarantee towards the loan, the monies that were
12 borrowed.

13 **Q. Did -- when did you tell Anthony Pugliese that
14 Fred DeLuca wanted Anthony Pugliese to be 49 percent
15 responsible for the debt?**

16 A. I didn't tell Anthony. David Friedman told
17 Anthony.

18 **Q. For what debt?**

19 A. Oh, when did I make that comment?

20 **Q. Yes.**

21 A. When this whole thing was happening, and I
22 turned back my -- my stock. And it was questionable
23 why, you know, somebody paid -- somebody -- somebody
24 questioned it, somebody -- and I don't know whether or
25 not -- who was around at that time. I know that I was

1 really upset with David Friedman for getting boisterous
2 on the phone and be threatening, you know, to do harm
3 to the Destiny Project for anything that was going on
4 at the -- the recycling -- the RPAC situation.

5 **Q. With regard --**

6 A. So I said to -- I think Anthony might have
7 made a comment, "Well, listen. If he wants 49 percent,
8 he can have 49 percent."

9 And I said to Anthony or whoever was there at
10 the table -- it possibly might have been Doug sitting
11 there with us. That I said, "Yeah. The reason why
12 he" -- it was sort of a sarcastic comment. "The reason
13 why he wants you to have 49 percent is because he wants
14 to make you responsible for 49 percent of the debt that
15 they're going to incur."

16 **Q. You -- you know the initial contributions that
17 Anthony and Fred made to RPAC where part as -- as stock
18 and part as a loan, and they were paid 9 percent back
19 on the -- on the loan portion of their initial
20 investments?**

21 MR. BELAVAL: Objection to form.

22 A. Yeah.

23 BY MR. HUTCHISON:

24 **Q. And Anthony Pugliese and Fred DeLuca both
25 received a hundred percent of their initial**

1 **appraisal from Callaway & Price, Inc. Have you seen
2 that before today?**

3 A. I want to say yes.

4 **Q. Approximately when would you have seen it?**

5 A. When it was -- one of the -- when it --
6 there -- when it was finished and sent to the office I
7 think that -- I don't know. Again, there was
8 another -- there was an appraisal done after we bought
9 the property, which apparently this could be the date.
10 It was -- we were in the process a couple years when
11 there was another appraisal ordered. And Anthony had
12 hired a certified appraiser to do it, and I remember
13 him sharing the results, which I believe this is maybe
14 the results of that appraisal.

15 **Q. Is Exhibit 428 the only appraisal that you're
16 aware of?**

17 A. I want to believe that there was an appraisal
18 done right around the time of purchasing the land.

19 **Q. Because this would have been -- Exhibit 428
20 was done a little over two years after --**

21 A. Right.

22 **Q. -- the purchase of the property.**

23 A. Right.

24 **Q. Okay. So you think there might have been one
25 back in 2005?**

1 **contributions to RPAC back --**

2 A. Very quickly.

3 **Q. -- right?**

4 MR. BELAVAL: Objection to form.

5 BY MR. HUTCHISON:

6 **Q. So -- and I -- and when I say "the initial
7 contributions," whether it was loan or stock, you
8 understand that Anthony Pugliese and Fred DeLuca both
9 received a hundred percent back of their initial
10 contribution and funding of RPAC; correct?**

11 A. I understood that to be true.

12 **Q. You had mentioned an appraisal. Let me show
13 you what I'm going to mark as Exhibit 428.**

14 **(Whereupon, Defendants' Exhibit 428 was marked
15 for identification.)**

16 BY MR. HUTCHISON:

17 **Q. Just take a look at that real quick and tell
18 me if -- if you've seen that before?**

19 A. Can I get rid of these?

20 **Q. You can just leave them in the middle.**

21 MR. HEFFNER: Just put them in the middle
22 here.

23 (Discussion off the record.)

24 BY MR. HUTCHISON:

25 **Q. Exhibit 428 is the November 20th, 2007,**

1 A. I think there might have been some kind of --
2 some form of an appraisal done as part of the due
3 diligence in the -- in the beginning, but I'm not --
4 I'm not sure. I seem to remember the terminology of
5 Anthony telling me there's another -- he's -- he was
6 doing another appraisal, which led me to believe that
7 there was one in the -- in the beginning. So...

8 **Q. But --**

9 A. This question I would have is this appears to
10 be the second one because it's '07.

11 **Q. But Exhibit 428 is the only appraisal you
12 remember seeing?**

13 A. Again, I don't recall seeing anything the
14 first time, but I might have. I -- I just don't recall
15 seeing it.

16 I remember clearly seeing the second one and
17 for obvious reasons, you know. We had paid 137
18 million, and here it comes out to being, you know,
19 190 million, which was, again, in a terrible time of a
20 recession. This property had actually gone up
21 substantially in a time when everything else seemed to
22 be going down the tank.

23 **Q. Exhibit 428 is an appraisal amount of
24 \$189,500,000. Do you recall seeing any other appraisal
25 other than Exhibit 428?**

410

1 A. No.

2 **Q. Now, why did Anthony Pugliese have an**

3 **appraisal done in November 2007?**

4 A. I don't know. I think that, you know, around,

5 you know, '07, with the lack of, you know, Fred -- and

6 this is right around the period where Fred wasn't

7 funding. I think it might have been anticipated that

8 at some point Fred needed to do away with this thing or

9 get out of this thing, and maybe it was just something

10 that was done in that regard, that it would be nice to

11 know what it was worth in case he didn't continue to

12 fund maybe. Or the fact that we would have to -- he

13 would have to leave, exit the project, and it would be

14 nice to know what it was worth. So, I mean, that would

15 be, I guess, the purpose of it.

16 **Q. Because in -- in November of 2007 Fred DeLuca**

17 **was not funding Land Company of Osceola County;**

18 **correct?**

19 A. Right. That could be one of the reasons why

20 Anthony -- well, obviously this is "as of." So it

21 tells me that an appraisal takes a little bit of time.

22 So this wasn't done -- it wasn't ordered, you know,

23 November, you know, 14th and given to him on the 15th.

24 So at some point it was ordered, and this is the final

25 product of it. So...

411

1 **Q. Did you have anything to do with the ordering**

2 **of the appraisal which is Exhibit 428?**

3 A. Only that Anthony told me that he thought it

4 was a good idea to get another appraisal, and I totally

5 agreed. And I also told Fred DeLuca we were going to

6 get another appraisal, and he obviously agreed.

7 **Q. Did Anthony tell you why he wanted to get the**

8 **appraisal in fall of 2007?**

9 A. Well, for all simplistic reasons, to -- to see

10 what the land was worth. That's -- that's the purpose

11 in getting an appraisal.

12 **Q. Did you -- were you aware -- you were aware**

13 **that Land Company of Osceola County paid rent to**

14 **Anthony Pugliese every month?**

15 A. Yes.

16 **Q. What was the rent agreement?**

17 A. I didn't know. I don't know what it is, other

18 than there was a lease signed.

19 **Q. Did you see a lease?**

20 A. I don't -- I don't remember whether I did or I

21 didn't other than I was aware that there was one.

22 **Q. How did you find out there was a lease signed?**

23 A. Because we rented the space from Anthony, and

24 at some point Fred questioned how much the lease was.

25 And I think at one point asked me whether or not I

412

1 thought that amount wasn't a reasonable amount. I

2 think that I had contacted some local realtors and

3 asked them to verify what possible -- what that --

4 that -- what the building could have possibly been

5 worth. Or what was it worth? Were we overpaying?

6 Underpaying? And I think that we came out where we

7 were certainly paying less than maybe we would have if

8 we would have gone out to lease that type of

9 environment.

10 **Q. Do you recall Bobby Ray and David Friedman**

11 **telling you that they thought the rent was too high?**

12 A. Well, I think that was the reason for me to

13 look into, you know, satisfying their -- you know,

14 their idea, you know, whether or not it was or it

15 wasn't. I know that after the -- the -- the research

16 was done, it came out to be exactly as I thought that

17 it would be. To rent that type of facility, we were

18 basically right in line if not less than what it

19 would -- what it would have cost.

20 **Q. When is it --**

21 A. In layman's terms, if somebody else would have

22 rented that space, they would have paid a lot more

23 money for it than we did.

24 **Q. When is it that Bobby Ray and David Friedman**

25 **voiced to you that the rent was too high?**

413

1 A. I don't -- I don't actually remember. I think

2 it's part of their whole, you know -- and -- and -- I

3 think that they were -- they sent down here to -- you

4 know, just to bird dog stupid, you know, unproductive

5 stuff, to tell you the truth.

6 **Q. Do you remember when you went out and looked**

7 **at comparable space to see what the price was?**

8 A. I didn't really actually go out and look at

9 comparable space. I talked to some people that might

10 have known our -- known of our space. I don't remember

11 particularly other than I was in the process of looking

12 for space for other things.

13 Adam Hodkin was in California contemplating

14 coming back and was needing office space. I looked at

15 other space for people that I was consulting with in

16 other issues. Had a pretty familiar idea of what

17 office space might have been worth there. And then,

18 you know, doing my own kind of analysis.

19 **Q. Is Adam Hodkin a friend of yours?**

20 A. I considered Adam a friend of mine.

21 **Q. You considered or you consider him?**

22 A. I have mixed feelings right now.

23 **Q. Did he ever provide legal services to you?**

24 A. Yes.

25 **Q. I mean, did he ever provide legal services to**

414

1 **you personally?**

2 A. Yes.

3 **Q. So he -- Adam Hodkin was your personal lawyer**

4 **at one point?**

5 A. I would say that he was, yeah. Yeah.

6 **Q. When was the lease signed between Land Company**

7 **of Osceola County and Anthony Pugliese?**

8 A. Pretty much the -- the beginning of the

9 partnership. Right pretty much up front.

10 **Q. In 2005?**

11 A. I would say it had to be very close to that,

12 yes.

13 **Q. Did you have a copy of it?**

14 A. No, I didn't have a copy of the lease.

15 **Q. Did you -- do you remember yesterday you told**

16 **us that you personally owned a company and also was the**

17 **landlord and thought that that was a bad policy?**

18 A. Yeah.

19 **Q. Did you tell Anthony Pugliese that you thought**

20 **it was a bad policy that he would own part of Land**

21 **Company of Osceola County and also be the landlord?**

22 A. No.

23 **Q. Did you tell Fred DeLuca that you thought it**

24 **was a bad policy to rent from Anthony Pugliese?**

25 A. It was a little different circumstance. We

415

1 were buying into an existing establishment, and it

2 wasn't prudent to pick up and relocate that company at

3 that time. There was a great economic benefit to us

4 being there in that building and not moving it.

5 **Q. What was the existing establishment that you**

6 **were buying into?**

7 A. Well, the one that we had. Anthony's office.

8 Anthony's management team. Anthony's whole --

9 everything that Anthony had, all the facility was

10 there.

11 **Q. Other than Randy Johnson -- well, initially**

12 **Tom San Giacomo, who was Anthony's management team that**

13 **were actually employees of Anthony or Anthony's other**

14 **companies?**

15 A. There was --

16 MR. BELAVAL: Objection. Form.

17 A. There was -- there was an enormous amount of

18 stuff that it was a benefit for us to be right there

19 and not move.

20 MR. HEFFNER: He's talking people.

21 A. There was a receptionist, people answering the

22 phones. There was people that worked to facilitate.

23 There was an office manager, there was somebody who put

24 on coffee. There was somebody that did copies. There

25 was machinery. There was equipment. Sorry. So it --

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1 why disrupt it? It was an operating thing, and it was

2 a great benefit to us because half of the stuff that we

3 had to do, we didn't compensate them back for.

4 BY MR. HUTCHISON:

5 **Q. Other than Anthony and Tom San Giacomo, what**

6 **employees of The Pugliese Company or Land Company of**

7 **Osceola County worked on the project?**

8 A. There was a whole array of shared employees

9 that were paid either partially or compensated back to

10 Anthony partially for many of the employees.

11 **Q. Who were they?**

12 A. We had legal services there. We had

13 accounting services there.

14 **Q. Accounting services were Joe Reamer?**

15 A. We had accounting services from Joe Reamer.

16 **Q. Doug Marek was legal services?**

17 A. We had Doug Marek.

18 MR. BELAVAL: Object to form.

19 A. We had somebody that worked in the

20 architectural design and -- and stuff like that.

21 BY MR. HUTCHISON:

22 **Q. Who was that?**

23 A. I can't -- I can't remember his name. A

24 Venezuelan guy. I don't remember his -- his name.

25 **Q. Anyone else, do you know?**

417

1 A. That's funny. I can't remember his name.

2 Drives me nuts.

3 Again, there -- there were people that --

4 employees that were shared that we could call on to do

5 things. And they did many, many things they weren't

6 compensated for. It was just a terrific benefit for us

7 being there. And that's why, above all, if you just

8 looked at the square footage of -- of being there.

9 I did -- to clarify one thing, I did suggest

10 to Fred DeLuca that we at one point should leave the

11 building and have our own people -- not our own people

12 but have -- the company was going to grow to have its

13 own people.

14 And he shot that I down -- that idea down in

15 one second. He said, "Why would we go when we can just

16 borrow the people that we have and pay them as -- a

17 little bit as -- as we need them? Why would we hire a

18 full-time attorney? Why would we hire a full-time

19 accountant?"

20 I said, "Eventually we're going to need them."

21 He said, "There's no sense in us spending the

22 money now to do that. Everything is fine."

23 So in order to answer your question, I did

24 approach Fred at some point -- not right off the bat

25 because it wasn't prudent to do, but sometime as I saw

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1 the company growing and we started hiring more and more
 2 employees, I did question getting our own facility and
 3 our own -- when I say "our own" have --
 4 MR. HEFFNER: I'm sorry.
 5 A. To have -- you know, Destiny have its own
 6 people, because it was sort of turning into maybe a
 7 little bit of confusion. The same confusion that I was
 8 combatting at Subway with Joe Esposito and Dave
 9 Worroll, that they were doing more and more personal
 10 stuff for Fred taking away from their...
 11 MR. BELAVAL: Rick, before you ask a question,
 12 are we going to break for lunch at some point?
 13 MR. HUTCHISON: Yeah. Let me just finish this
 14 topic.
 15 MR. BELAVAL: Okay.
 16 MR. HUTCHISON: Yeah, I told Glenn 12:00, so
 17 we'll break.
 18 BY MR. HUTCHISON:
 19 **Q. Was Doug Marek the attorney you're referring**
 20 **to?**
 21 MR. BELAVAL: Objection to form.
 22 A. Doug Marek was an attorney there, but prior to
 23 Doug Marek there was a fellow by the name of Henry
 24 Porter that was there initially. And that was it. I
 25 mean, I think Henry -- Henry Porter was there.

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1 Henry Porter replaced Henry Frick, who by the
 2 way did a little bit of stuff for us also. He was a
 3 very smart, smart guy and affiliated with Anthony
 4 for -- for years. And on occasion if we needed an
 5 opinion on something, you know, Henry was nice enough
 6 to come in and -- and shed some light on some issues
 7 for us.
 8 **Q. Did Doug Marek do legal work for Land Company**
 9 **of Osceola County?**
 10 A. I think --
 11 MR. BELAVAL: Objection to form.
 12 A. You know, Doug Marek was our -- our guy.
 13 He -- he would look at and review leases for us. You
 14 know, we had hunting leases, stuff like that.
 15 Doug was -- was -- I would say that Doug was
 16 our in-house guy, too. You know?
 17 MR. BELAVAL: Objection. Move to strike.
 18 BY MR. HUTCHISON:
 19 **Q. Doug was --**
 20 A. When I say "our," I mean, first of all, that
 21 there's a business there. Our end of the business.
 22 **Q. You considered Doug Marek to be Land Company**
 23 **of Osceola County's in-house lawyer?**
 24 A. Yeah.
 25 MR. BELAVAL: Objection to form.

420

1 BY MR. HUTCHISON:
 2 **Q. Is that -- is that correct?**
 3 A. I -- I would consider Doug to be the attorney
 4 that was there working for us in -- in the house, yeah.
 5 **Q. For "us" meaning...**
 6 A. The Land Company of Osceola County.
 7 MR. HUTCHISON: Good time to take a lunch.
 8 THE VIDEOGRAPHER: Going off the video record
 9 at 12:05 p.m.
 10 (Recess taken at 12:05 p.m.)
 11 (Deposition resumed at 1:21 p.m.)
 12 THE VIDEOGRAPHER: Back on the video record at
 13 1:21 p.m.
 14 BY MR. HUTCHISON:
 15 **Q. Mr. Florio, when you were at Prestige, did you**
 16 **ever get reimbursed for expenses that you incurred?**
 17 A. Yes.
 18 **Q. And did you have to fill out a form and**
 19 **provide the receipts of those expenses?**
 20 A. I never filled out a form. I submitted --
 21 well, if it was a person -- if it was an expense that I
 22 had paid in any other manner, I had -- for every
 23 company that I was president of that was under Prestige
 24 had it own credit card. And most, 99.9 percent of the
 25 expenses were always put on the credit card, and the

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1 credit card receipt would go to the accounting
 2 department and they would just pay it.
 3 If for whatever reason I did incur any expense
 4 that I had to pay for in cash, I would just then bring
 5 it into the office and note it in the accounting
 6 department and write a check.
 7 **Q. You'd have to bring your receipt into the**
 8 **office?**
 9 A. A lot of times. Most of the time I would have
 10 to, yeah.
 11 **Q. If you didn't bring your receipt in the**
 12 **office, what did you bring in?**
 13 A. Nothing. I mean, any -- any expense that I
 14 got reimbursed for, there was documentation for.
 15 **Q. You had to show documentation that you**
 16 **incurred the expense and then you would get reimbursed**
 17 **for it?**
 18 A. Yeah.
 19 **Q. What is Jersey Associates?**
 20 A. Jersey Associates was a company that was
 21 formed by Al Quentel, Greenberg Traurig, at the request
 22 of Tom San Giacomo.
 23 **Q. Why did Tom San Giacomo request that that**
 24 **company be created?**
 25 A. He thought that it would be a smart idea to

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1 form a company that might be able to submit bids in the
 2 state of New Jersey for the recycling company so they
 3 could monitor another bid coming into -- going into
 4 companies for different reasons.

5 **Q. Okay. Explain that to me, because I don't --**
 6 **I'm not sure I understand it.**

7 A. Okay. If there had to be a bid, if they
 8 wanted to get some information for RPAC and they wanted
 9 to get it unbeknownst to anybody that it was them that
 10 was looking for the information, that the information
 11 might be requested by a different company, which was a
 12 company that was formed initially to do that with my
 13 name as the -- the president -- and I don't know if it
 14 was an LLC or a -- or a subchapter S -- with my home
 15 address on it, and -- and that -- that would be it.
 16 So --

17 **Q. Did you --**
 18 A. Yeah.

19 **Q. Did you ever request any information using**
 20 **Jersey Associates?**

21 A. Request any information? There was a couple
 22 times that I used that to obtain information. There
 23 was one time it actually put in a bid to do something.
 24 And that's how the initial -- that's what it was
 25 initially set up to do.

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1 **Q. What -- who prepared the bid that you**
 2 **submitted with -- under the name of the Jersey**
 3 **Associates?**

4 A. It would -- would have been done by the
 5 Zozzaro company, whichever department was involved in
 6 it.

7 **Q. And did you ever request information on behalf**
 8 **of the Jersey Associates from some municipality?**

9 A. I don't think that it was a municipality. It
 10 was more for consultants, maybe, that would be -- you
 11 know, people that might be hired to be consultants for
 12 the company or to interview people. So it wouldn't be
 13 that I was trying to get the information for Zozzaro
 14 itself, you know.

15 **Q. What consultants did you request information**
 16 **from?**

17 A. I don't -- I don't remember. There was one
 18 company up there that I -- I happened to have contact
 19 with to -- to talk to, and it just so happened that
 20 when the guy showed up it was my -- my baseball coach
 21 from high school.

22 MR. HEFFNER: Wow.

23 A. I don't remember the name. I know his name
 24 was Sam Penza. I don't remember the name of the
 25 company that he was there representing. But it was

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1 very short-lived, you know, to use the company for that
 2 purpose. It really didn't -- it didn't come into play.

3 The Jersey Associates account wasn't --
 4 wasn't -- wasn't used for -- for that purpose after a
 5 couple times.

6 **Q. And what was the name of your baseball coach**
 7 **from high school?**

8 A. Sam Penza.

9 **Q. Sam, S-A-M?**

10 A. Yeah. Penza, P-E-N-Z-A.

11 **Q. And did -- other than the company Sam Penza**
 12 **worked for, did you use Jersey Associates to request**
 13 **information from any other company or municipality?**

14 A. No. Very quickly the company was -- it -- I
 15 don't think it was ever -- ever used for -- for
 16 anything else. Other than that, it -- it turned out to
 17 be my expense account for my association with that
 18 company.

19 **Q. And what do you mean it was your expense**
 20 **account? Your -- your expense account for your**
 21 **association with what company?**

22 A. With RPAC and Zozzaro Brothers.

23 **Q. Why did you need an expense account for your**
 24 **relationship with RPAC?**

25 A. The companies run a little different. My

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1 Subway family companies issued a credit card to me for
 2 every company. For the numerous companies that I was
 3 in charge of, I had a credit card for every company.
 4 If I took someone to dinner, if I had to travel, those
 5 expenses were put on that company that pertained to
 6 that particular company.

7 When I went to work at the Destiny office,
 8 expenses at the Destiny office, the expenses at the
 9 RPAC were handled in a totally different manner.
 10 Anthony's -- had people that were there. An example
 11 would be Randy Johnson. And what they gave the
 12 employee that -- they gave a stipend. So, in other
 13 words, you would get X number of dollars a month and
 14 that was toward your expenses. If you -- you didn't
 15 have to produce your receipts; you didn't have to go
 16 through any accounting work. You got X number of
 17 dollars a month, and if you spent it, you know, on
 18 expenses, you got it as an expense. If you expended it
 19 on yourself -- no matter what you did with it, it was
 20 your money, and unless you went over that particular
 21 amount of money that your stipend was, you wouldn't
 22 have to do anything.

23 **Q. Did -- did you receive a stipend from Land**
 24 **Company of Osceola County?**

25 A. No.

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1 **Q. When you were work --**
2 A. But I did receive one --
3 **Q. When -- when you were working for Land**
4 **Company --**
5 MR. BELAVAL: Whoa, whoa, whoa. You answer?
6 Please finish your answer.
7 MR. HUTCHISON: I think he did answer.
8 MR. HEFFNER: No.
9 MR. BELAVAL: Can he finish his answer?
10 A. I didn't receive a stipend from Osceola
11 County. I did receive a stipend from RPAC.
12 BY MR. HUTCHISON:
13 **Q. When you worked for Land Company of Osceola**
14 **County, you were still employed by Prestige; correct?**
15 A. Yes.
16 **Q. Was your annual compensation at Prestige?**
17 A. I don't know. A hundred-and-something
18 thousand dollars plus benefits.
19 **Q. And when you worked for Land Company of**
20 **Osceola County, you were employed by Prestige full**
21 **time?**
22 A. Yes.
23 **Q. Okay. Did you receive any compensation from**
24 **Land Company of Osceola County?**
25 A. No.

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1 **Q. What did you say your compensation was at Land**
2 **Company of Osceola County? I'm sorry. What did you**
3 **say your compensation was at Prestige?**
4 A. It was over a hundred thousand dollars. Not
5 much. I don't know.
6 **Q. Did you receive any compensation from RPAC?**
7 A. Yes.
8 **Q. What -- what type of compensation?**
9 A. I received a \$2,500 stipend after about the
10 first -- it wasn't initially. It was a couple months
11 into that.
12 I was approached -- Anthony suggested and Tom,
13 it was over the -- the stock issue. You know? They
14 felt that I was now taking on other responsibility. I
15 was traveling to New Jersey, being in New Jersey away
16 from my family for a -- a week at a time, usually a
17 week a month. And they suggested that I get stock in
18 the company.
19 Obviously Fred had told Tom, "Listen, if you
20 think anybody deserves any stock, you're giving it to
21 them out of your shares. I don't care who you give
22 them to, but I'm not giving anybody any of my stock."
23 I explained to you yesterday that Tom gave me
24 2 percent.
25 That was sort of bothersome, you know?

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1 **Q. What was bothersome?**
2 A. Well, that I didn't -- that they went to Fred
3 to ask -- that I should have -- obtain stock in
4 certain -- in these companies and he refused.
5 **Q. Did you discuss it with Fred DeLuca?**
6 A. No. It was sort of like I've been involved
7 with a lot of companies with Fred. I was promised
8 partnerships and stuff. I never got anything, and I
9 didn't really care. It wasn't -- it wasn't a top
10 concern of mine to do that.
11 **Q. So --**
12 A. When I -- when I went back and forth to
13 New Jersey -- when they asked me to be involved in
14 New Jersey and go to New Jersey, it wasn't really part
15 of my job. You know. Obviously I was to look it over,
16 but I could have done anything here and met with Tom
17 when he came here. When they asked if I would go to
18 New Jersey at the time, I said, "Fine," and --
19 **Q. Who asked you to go to New Jersey?**
20 A. Tom.
21 And I said, "Why is that?"
22 And he understood that I had a very
23 influential family in New Jersey, certainly in regard
24 to that business.
25 And so I agreed as long as it wasn't going to

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1 mean, you know, money out of my pocket.
2 He said, "Well, I'll give you a stipend as we
3 do at The Pugliese Company, as Randy Johnson has, and
4 it will be \$2,500 a month. And you can use that
5 towards any expenses that you incur. And if there's
6 money left over, it's yours. Let's call it stipend,
7 and not any form of compensation."
8 I said, "Well, if that's how you handle it."
9 I said, "I -- you know, if you don't want to give me a
10 credit card, that will be fine with me."
11 And -- and so that's what -- that's how that
12 was -- my expenses that I would incur, personal
13 expenses while I was there and for whatever I had to do
14 was paid out of that stipend, and if for whatever
15 reason there was money left, it was mine.
16 Obviously I had to claim it as income anything
17 that was over and above the expenses that I incurred,
18 which I always did.
19 And it was something that was -- that was well
20 aware. I approached it with Fred to turn around. He
21 asked me, you know, "Hey, you're going to New Jersey.
22 I understand. I think that's a good idea. You could
23 be very helpful up there. But how are your expenses
24 going to be paid? And make sure that I don't pay
25 them."

1 And I said, "No, it's been arranged that
2 they'll pay my expenses." I don't think I went into
3 any detail how the expenses were paid, but he was aware
4 that RPAC was paying my expenses as I traveled to
5 New Jersey. So...

6 **Q. And RPAC was purchased in May of 2005?**

7 A. Yeah.

8 **Q. When is it that you started getting your
9 expenses reimbursed?**

10 A. I think it was '6. I think it was '06.

11 **Q. What was '06?**

12 A. Is when they started giving me this -- this
13 stipend. And it was only because I became more and
14 more involved in that company based on what they
15 thought I could contribute.

16 So I was spending a little bit more time in
17 New Jersey than we anticipated me going up there.
18 Initially we anticipated me going up there, you know,
19 maybe a couple of days a month, and I ended up
20 spending, you know, a week a month up there because of
21 what I was capable of helping them do.

22 And we actually, in a couple years, doubled
23 the business. When Tom San Giacomo was involved in
24 Zozzaro Brothers, I think that the tonnage was actually
25 double.

1 BY MR. HUTCHISON:

2 **Q. Let me show you Exhibit 429.**

3 **Take a look at the checks attached, and when
4 you get a chance to review them, just tell me when
5 you're ready.**

6 **And what I want you to look for when you're
7 looking through the checks, just tell me if that's your
8 handwriting on the photocopies of the back of the
9 checks.**

10 A. Some of them aren't. There's no backs.

11 **Q. Yeah. I'm only talking about the ones where
12 there's backs with handwriting. And I'll give you an
13 example. You see the Bates numbers on the bottom?
14 GSI002259. Do you see that?**

15 A. No. I'm just looking through the checks, and
16 what I see on the back where there is a signature it
17 appears that it is mine.

18 MR. HEFFNER: Did you want him to go to 59?

19 MR. HUTCHISON: I'll let him finish.

20 A. Okay.

21 BY MR. HUTCHISON:

22 **Q. Are the signatures yours on the backs of the
23 checks that are contained in Exhibit 429?**

24 A. It appears to be.

25 **Q. Okay. And if you'd just turn, for example, to**

1 **Q. Why were your expenses paid to Jersey
2 Associates and not just paid to you directly?**

3 A. That's the way that they handled their --
4 their expenses. Anthony's office handled his -- Randy
5 Johnson's with a stipend type of approach versus
6 issuing credit cards to people.

7 **Q. But my question was why was the \$2,500 a month
8 that you received from the RPAC companies paid to
9 Jersey Associates and not paid to Fred Florio?**

10 A. Because --

11 MR. BELAVAL: Objection to form.

12 A. Because, first of all, there was a New Jersey
13 Associates' account that was already set up with my
14 name, my address, and -- like that. It was a -- a
15 corporation. It wasn't going to be used anymore for
16 the light that it was set up for. And so I just said
17 I -- I would use that. I have -- I owned Florio
18 Enterprises which was -- was a company that -- an LLC,
19 and I just decided that that would be something where I
20 would -- I went out, I got a Jersey Associates credit
21 card, and the money came into Jersey Associates and I
22 paid out the credit card based on whatever -- that was
23 it. That's the way that I chose to handle that income.

24 (Whereupon, Defendants' Exhibit 429 was marked
25 for identification.)

1 **GSI002257. You know, the Bates number on the bottom
2 right-hand corner.**

3 A. Okay.

4 **Q. GSI --**

5 A. Okay.

6 **Q. -- 002257.**

7 A. Okay.

8 **Q. Are you on that page?**

9 A. Yeah.

10 **Q. You see where it says "For Deposit Only:
11 Jersey Associates"?**

12 A. Yeah.

13 **Q. Is that your handwriting?**

14 A. Yeah.

15 **Q. Okay. So all the hand -- and turn two more
16 pages to Bates No. GSI002259. Do you see that?**

17 A. Yes.

18 **Q. Where it says "For Deposit Only"?**

19 A. Yes.

20 **Q. Is that your handwriting?**

21 A. Yes.

22 **Q. So is all the handwriting on the backs of the
23 checks contained in Exhibit 429 your handwriting?**

24 A. It appears to be.

25 **Q. It looks like you got a total of \$80,000 in**

1 **cash from Jersey Associates -- paid to Jersey**
2 **Associates from the Zozzaro Brothers, Inc.?**

3 MR. BELAVAL: Objection to form.

4 A. Over that four-year period.

5 BY MR. HUTCHISON:

6 **Q. Is Zozzaro Brothers, Inc. also RPAC?**

7 A. RPAC is the company that -- Zozzaro Brothers
8 is a "doing business as" name. Okay? The company
9 that's owned -- RPAC is the company that Anthony and
10 Tom and Fred owned -- that owned Zozzaro.

11 **Q. RPAC is -- is the company that owns Zozzaro**
12 **Brothers?**

13 A. I guess. And I think that's how that -- I
14 think that's how it's set up.

15 **Q. And RPAC also owns Green Skies Industries**
16 **[sic]?**

17 A. It's the same company. It's the same company.

18 **Q. RPAC is the same as Green Sky?**

19 A. Zozzaro Brothers is the same company as
20 Zozzaro.

21 **Q. Green Skies you mean?**

22 A. Green Sky -- Green Sky and Zozzaro is the same
23 company.

24 **Q. Okay. And RPAC owns --**

25 A. RPAC is the -- I guess the company that was

1 **Q. Okay. And -- and it was paid to you as**
2 **consulting fees?**

3 A. Well, that's what they called it.

4 **Q. Okay.**

5 A. That's not necessarily -- well, they could
6 have called it anything they wanted to call it.

7 **Q. And the -- if you look at Exhibit 429, there's**
8 **a total of \$80,000 in checks paid to Jersey Associates**
9 **for consulting fees. Do you see that?**

10 MR. BELAVAL: Objection.

11 A. Again, you know, I just explained to you what
12 that money was for. What they called it or how they
13 called it or how they labeled it for their accounting
14 purposes is their business. And over -- from 12 --
15 from '5 to '8, I received \$2,500 a month, which
16 apparently totals up to \$80,000.

17 BY MR. HUTCHISON:

18 **Q. When did you first tell Fred DeLuca about**
19 **Jersey Associates?**

20 A. I don't think I ever mentioned the -- the way.
21 I mentioned to Fred, and Fred -- Fred actually
22 approached me on how my expenses were being handled,
23 and I told him that it was being taken -- they were
24 paying it. He didn't care how I was handling it. He
25 just cared whether or not he was paying it. I assured

1 formed to -- to own those companies, because there were
2 supposed to be acquisitions of four or five more
3 companies.

4 **Q. Who controlled the Jersey Associates bank**
5 **account?**

6 A. I did.

7 **Q. And the money would have went out of Jersey**
8 **Associates to you personally?**

9 A. Yeah. Well, again, it was a stipend, and it
10 was used -- it was given to me. Sometimes I paid
11 expenses out of my personal account. Sometimes I paid
12 them out -- it was just -- this was my money that was
13 given to me on a monthly basis by that company.

14 **Q. Okay. Well, look at Exhibit 429 and look at**
15 **the second page, which is Bates No. GSI002256. Do you**
16 **see that?**

17 A. Yeah.

18 **Q. Okay. In the memo section of that check it**
19 **says "consulting fees" --**

20 A. Yeah.

21 **Q. -- "for 3/07." Do you see that?**

22 A. Yeah.

23 **Q. Okay. Was this check for \$5,000 consulting**
24 **fees?**

25 A. It was probably the two-month.

1 him that Prestige was not paying for my travel expenses
2 to go to New Jersey.

3 **Q. Did Prestige pay for your travel expenses when**
4 **you were on business for Prestige?**

5 A. Absolutely.

6 **Q. What is Lifestyle Brands?**

7 A. Lifestyle Brands. I think that Lifestyle
8 Brands was a company that I was partners in that was
9 going to purchase and do some consulting, you know, on
10 my own with other -- other people.

11 **Q. Did Fred DeLuca have any loans or investment**
12 **in Lifestyle Brands?**

13 A. No.

14 **Q. What is Publishers Three?**

15 A. Publishers Three was a magazine -- a company
16 that owned a magazine that I was partners in.

17 **Q. Who did you own -- who did you own Publishers**
18 **Three with?**

19 A. Robert Spuck. I think my brother was a
20 partner in that, if I'm not mistaken.

21 **Q. Any -- anyone else?**

22 A. No, I think that was it.

23 **Q. Do you still own Publishers Three?**

24 A. Oh, no. There was a -- the publisher was
25 actually a partner in it, too, I think. I think he --

1 I don't know whether or not the publisher was a
2 partner. So I think it was just the three of us.

3 **Q. Who set up -- what publisher?**

4 A. It was a publisher out of Missouri. I don't
5 remember. The owner of the publishing company was a
6 guy by the name of Mark Young who used to be a ex-vice
7 president for -- or an ex-president for me in one of my
8 companies that I owned.

9 **Q. Did Publishers -- do you still own Publishers
10 Three?**

11 A. No.

12 **Q. Did you sell it?**

13 A. No.

14 **Q. What happened to Publishers Three?**

15 A. It was part of -- incorporated into WineStyles
16 franchise.

17 **Q. Is Publishers Three still in business?**

18 A. I have no idea.

19 **Q. When did you get out of WineStyles?**

20 A. Formally? Let's see. Seven quarters ago,
21 whenever that was. A couple years.

22 **Q. So like the end of 2012?**

23 A. Right around there I guess. Yeah. October of
24 that -- of that year.

25 **Q. What's Onstream Media?**

1 **Q. Fred DeLuca knew you owned shares of Onstream
2 Media?**

3 A. I don't know whether he did or didn't. It was
4 none of his business.

5 **Q. Do you still own shares in Onstream Media?**

6 A. No.

7 **Q. When did you sell all your shares in Onstream
8 Media?**

9 A. I think it was '06.

10 **Q. Now, with respect to --**

11 A. I also own some other stock that Fred DeLuca
12 doesn't know about.

13 **Q. With respect to Exhibit 355, did you ever tell
14 Anthony Pugliese to invoice Land Company of Osceola
15 County with companies that he had created?**

16 MR. BELAVAL: Objection to form.

17 A. Why? No. I mean, why would I -- out of the
18 clear blue sky, why would I ask Anthony to form some
19 companies and bill them? No.

20 BY MR. HUTCHISON:

21 **Q. Did you ever tell Anthony Pugliese to create
22 invoices for companies that didn't provide services to
23 Land Company of Osceola County?**

24 A. I think I've answered --

25 **Q. And -- let me --**

1 A. Onstream Media. Onstream Media is a company
2 that Fred owns. About -- he owns quite a bit of stock
3 in Onstream. He's a major shareholder in Onstream
4 Media with a fellow by the name of Randy Selman and
5 Alan -- I can't remember Alan's last name.

6 **Q. Do you have any ownership shares in Onstream
7 Media?**

8 A. No. I did own stock in Onstream Media. I had
9 purchased some stock in Onstream Media, oh, seven or
10 eight years after we had invested in it. Onstream
11 Media was really a company called Visual Data that Fred
12 had invested in 15 years ago. You know? And I had
13 done some consulting for Onstream Media, you know. And
14 at some point I purchased some stock from Onstream
15 Media -- you know, in Onstream Media. I bought some --
16 I bought some stock. I don't remember. I actually
17 never really took -- I had options of buying the stock,
18 and I -- so I had it. At one point, later on, there
19 was another -- one of the investors in Onstream Media
20 said I never used my options and they offered to
21 purchase the options from me, which I sold.

22 **Q. Who was that?**

23 A. I don't really remember his name. But it was
24 all organized by the president of Onstream Media, a
25 fellow by the name of Randy Selman.

1 A. -- this question a hundred times.

2 **Q. Okay. But I -- let me finish my question.**

3 **Did you tell Anthony Pugliese to create
4 invoices for companies that didn't provide services to
5 Land Company of Osceola County and submit them to Land
6 Company of Osceola County for payment?**

7 MR. BELAVAL: Objection to form.

8 MR. HEFFNER: And asked and answered.

9 A. No.

10 BY MR. HUTCHISON:

11 **Q. Do you have any investments with Anthony
12 Pugliese?**

13 A. No.

14 **Q. Do you have any loans from Anthony Pugliese?**

15 A. No.

16 **Q. Have you received any compensation from
17 Anthony Pugliese?**

18 A. No.

19 **Q. Is Anthony Pugliese paying for your lawyer?**

20 A. No.

21 **Q. Is he reimbursing you for the payment of your
22 lawyer?**

23 A. No.

24 **Q. Have you received any promises of payment from
25 Anthony Pugliese?**

1 A. No.
2 MR. HUTCHISON: Other than the video
3 deposition questions -- the video questions --
4 other than the video questions, I have no
5 questions -- more questions at this time.
6 MR. BELAVAL: All right. Let me go ahead and
7 start.

8 CROSS-EXAMINATION

9 BY MR. BELAVAL:

10 **Q. Is Fred DeLuca paying you for your time here**
11 **today?**

12 A. No.

13 **Q. Is Fred DeLuca paying for your lawyer today?**

14 THE REPORTER: Slow down.

15 A. No.

16 MR. BELAVAL: Sorry.

17 THE WITNESS: They need to tell him to slow
18 down.

19 THE REPORTER: Thank you.

20 BY MR. HUTCHISON:

21 **Q. Do you have any investments with Fred DeLuca**
22 **or any of his companies?**

23 A. No.

24 **Q. You said you had some investments that Fred**
25 **DeLuca didn't know about and you didn't get to finish**

1 A. I was in still -- yes. I -- I was employed by
2 Mr. DeLuca till '12. In '9, in May of '9 he requested
3 me to isolate myself from Anthony Pugliese or anything
4 that had to do with -- anything that had to do with
5 Anthony Pugliese and with the Destiny Project.

6 **Q. Did you return to the Destiny Project at**
7 **sometime thereafter?**

8 A. Twice with Mr. DeLuca in the following three
9 months, and only one other time, which was the October
10 of '9, when I was sent there by Mr. DeLuca.

11 **Q. So Mr. DeLuca got you back into working on**
12 **LCOC -- or the Destiny Project or Yeehaw?**

13 A. Well -- yeah, well --

14 MR. HUTCHISON: Objection to form.

15 A. I went back for the two meetings with him over
16 that -- the summer of '09, and then he requested that I
17 go meet with Anthony in October of '09.

18 BY MR. HUTCHISON:

19 **Q. What two meetings are you referring to?**

20 A. The meetings with Greenberg Traurig, Bobby
21 Masters -- there was a few people. I know that I was
22 asked yesterday. I was a little bit uncertain in who
23 was in those meetings. Trying to recollect -- I don't
24 think -- I think I mentioned that Randy Johnson was
25 there, but I seem to think that he wasn't there.

1 **the answer.**

2 A. No, I said -- I was asked the question if Fred
3 DeLuca knew that I owned stock in Onstream Media. And
4 my -- I guess my answer was a little sarcastic.

5 **Q. Okay. Well, I -- I don't want you to be**
6 **sarcastic.**

7 A. Okay.

8 **Q. Let me --**

9 A. No, I -- I don't have any investments. None
10 of my personal business is Fred's personal business.

11 **Q. Did Mr. DeLuca ever require you or have you**
12 **sign a document that required you to disclose any of**
13 **your investments in any company related or unrelated to**
14 **his companies?**

15 A. No.

16 **Q. Was there ever a restriction as to where you**
17 **could invest your money when you were employed by**
18 **Mr. DeLuca?**

19 A. No.

20 **Q. What was the final date of employment with**
21 **Mr. DeLuca?**

22 A. April 2nd, 2012.

23 **Q. Now, I heard Mr. Hutchison, the attorney for**
24 **Mr. DeLuca, refer to your last days of working as May**
25 **of 2009. Do you recall that?**

1 **Q. Prior to the filing of the lawsuit, you're**
2 **aware of the lawsuit that was filed by Mr. DeLuca**
3 **against -- strike that.**

4 **Are you aware of a lawsuit that was filed by**
5 **Mr. DeLuca against Mr. Pugliese?**

6 A. Yes.

7 **Q. Did you have any involvement in that lawsuit?**

8 MR. HUTCHISON: Objection to form.

9 A. I didn't have any involvement with actually --
10 my last involvement with -- with that subject was I was
11 interviewing attorneys for Mr. DeLuca that might handle
12 the lawsuit.

13 **Q. Did you have any input into the drafting of**
14 **the lawsuit?**

15 A. No.

16 **Q. None of the facts or anything like that were**
17 **you asked about?**

18 A. No.

19 **Q. Did you ever have a meeting with Carolyn**
20 **Bolton, Fred DeLuca, and David Friedman to discuss**
21 **bringing criminal charges against Anthony Pugliese**
22 **prior to filing a civil lawsuit?**

23 A. I had a meeting with David Friedman, Carolyn
24 Bolton, and Fred DeLuca, and it was a -- just a --
25 basically a business meeting on how to proceed with --

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1 with David Friedman and Fred, what they were feeling
2 about the Destiny Project.
3 **Q. Well, let me --**
4 A. And in that meeting -- in that meeting --
5 MR. HUTCHISON: Let him finish.
6 A. -- in that meeting they did come to a -- part
7 of that discussion was David Friedman suggested that
8 they file criminal actions against Anthony Pugliese.
9 BY MR. HUTCHISON:
10 **Q. Did they say what the basis of those criminal**
11 **actions were?**
12 A. He had really no basis. He felt that Anthony
13 was struggling and couldn't afford to defend himself
14 and this would scare -- he would intimidate Anthony to
15 just go along with anything that he wanted them to do.
16 **Q. Did you have any input or any response to**
17 **that -- I'm sorry. Did you have any input with respect**
18 **to that meeting?**
19 A. Yeah. I had input to the meeting. In regard
20 to that subject I told him that he was nuts. I told
21 him that he was absolutely crazy. That there was no
22 found -- that what he was going to accuse Anthony of
23 was ludicrous. And I told him that there's no way in
24 the world that he could win.
25 He replied to me that, "You're probably right,

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1 but this will scare Anthony enough that we'll never end
2 up doing anything with it." It was just simply going
3 to be an intimidation tactic on his part.
4 **Q. When did this meeting take place?**
5 A. I couldn't -- I guess it was just months prior
6 to them actually -- I'm not sure whether or not it was
7 after they filed. It was probably before they filed
8 the -- the initial lawsuit, which I think was, you
9 know, the summer of -- now it must have been -- I don't
10 know. I think -- I seem to think it was before -- just
11 before September sometime.
12 **Q. Of 2009?**
13 A. I'm -- but I'm not sure.
14 **Q. I'm sorry. I --**
15 A. I'm not sure. Obviously it was after I left.
16 It was after May of '09. It was after, you know,
17 October. It was -- it was months later. I don't know
18 the exact date.
19 **Q. Who's Adam Hodkin?**
20 A. Adam Hodkin was an attorney that at some point
21 worked for -- for Fred, for myself, and was brought in.
22 One of the things I tasked him with was being -- making
23 him aware of the Destiny Project.
24 **Q. Did he ever work on the Destiny Project cases?**
25 **Lawsuits? Legal work?**

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1 MR. HUTCHISON: Objection to form.
2 A. Yes.
3 BY MR. BELAVAL:
4 **Q. Was he ever LCOC's attorney?**
5 A. If -- if I had to say that we had an attorney
6 that we would -- would deal with on certain issues, I
7 would say, yes, he was.
8 Again, Anthony was in charge of the project.
9 Doug Marek was Anthony's counsel. So if a question
10 arose to, you know -- I had no communication with Doug
11 Marek in -- in regard to LCOC. He was an attorney, he
12 was in-house counsel, but in-house counsel to Anthony
13 and The Pugliese Companies. So obviously if Anthony
14 had questions or I had questions pertaining to any
15 legal issues, I would go to Anthony. Anthony would
16 get, I guess, legal advice from anybody he needed to,
17 including Doug.
18 **Q. Okay. But let me ask you a specific question.**
19 A. Yeah.
20 **Q. Did Doug Marek ever provide you, as**
21 **representative of Fred DeLuca, with any legal advice**
22 **relating to LCOC?**
23 A. No.
24 **Q. Did Anth- -- I'm sorry. Did Doug Marek ever**
25 **review any documents for you as representative of Fred**

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1 **DeLuca -- any documents related to LCOC?**
2 A. For me?
3 **Q. Yes.**
4 A. No. No.
5 **Q. You've used the term, and -- and I -- I want**
6 **to clarify, you used the term "we" a whole lot. And**
7 **sometimes it sounds like you're saying "we" as if you**
8 **owned ownership in certain things, including Land**
9 **Company.**
10 A. Yeah.
11 **Q. For the record, did you own any interest in**
12 **Land Company of Osceola County?**
13 A. No.
14 **Q. Did you have any ownership interest in the**
15 **27,000-plus acres of Osceola County?**
16 A. No.
17 **Q. Did you have any ownership interest in RPAC?**
18 A. I owned 2 percent of stock that Tom
19 San Giacomo gave me, and I'm not sure whether or not it
20 was the Zozzaro entity or whether or not it was the
21 RPAC entity.
22 **Q. Was that stock that was given back when DeLuca**
23 **demanding 51 percent?**
24 A. Yes.
25 **Q. You were asked, I think, earlier today why**

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1 **Anthony Pugliese agreed to giving Fred 51 percent. Do**
2 **you remember that question?**
3 A. Yeah.
4 **Q. Okay. I'll ask you the other question: Why**
5 **did Fred DeLuca, who you worked for, why did he demand**
6 **51 percent in RPAC?**
7 MR. HUTCHISON: Objection. Form.
8 A. I don't actually know why he demanded it other
9 than, you know, it's common knowledge that 51 percent
10 is controlling interest of -- of an entity, and I'm
11 sure -- and he wanted control of the -- he wanted
12 control of it.
13 **Q. Did he ever discuss with you the exact details**
14 **of why "I demand 51 percent"?**
15 MR. HUTCHISON: Objection as to form.
16 A. At that point --
17 MR. HUTCHISON: That's been answered.
18 A. At that point I was pretty much done, not
19 agreeing with much of Fred was doing or how he was
20 handling the situation. I was not really involved
21 in -- in those things because I very quickly stated my
22 opinion that I didn't agree with anything that I was
23 hearing was being done. So I wasn't -- I wasn't privy
24 to, you know, what he was planning to do or why he was
25 planning to do it.

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1 I assumed, knowing Fred, that he wanted to
2 take control of the company but he didn't want -- he
3 wanted somebody else to be responsible for portions of
4 whatever debt was going to be incurred. So I think he
5 took the 51 percent to be so he controlled it, but then
6 at the same time he had somebody responsible for
7 49 percent of whatever went wrong.
8 **Q. Did he ever make such a demand of LCOC -- or**
9 **of Anthony with respect to LCOC? I'm sorry.**
10 A. I -- I don't know of any demands that he made
11 with LCOC other than becoming -- wanting to take over
12 the management of the company and -- at some point
13 later on.
14 **Q. When did you first find out that Fred DeLuca**
15 **had provided the loan at an interest rate of 4 percent**
16 **to LCOC when he had taken out that same loan on his**
17 **behalf at .9 percent?**
18 MR. HUTCHISON: Objection.
19 BY MR. BELAVAL:
20 **Q. When -- when was that?**
21 MR. HUTCHISON: Objection as to form.
22 A. I think it was -- when I first found out about
23 the loan, I think it was -- I want to say around
24 December. I guess it must have been '08.
25

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1 BY MR. BELAVAL:
2 **Q. So how far into the -- well, strike that.**
3 **Had you been on the project continuously from**
4 **the closing in August through December of '08? I'm**
5 **sorry. The closing in August of 2005 through December**
6 **of 2008?**
7 A. Like I stated yesterday, my involvement --
8 from the beginning I was involved. My involvement
9 became more and more intricate, and I became more and
10 more active as the time went on. By '09, I guess it
11 was, or '08, when Tom San Giacomo resigned, I was more
12 or less at the office full-time.
13 **Q. Which office?**
14 A. The Delray office.
15 **Q. When you say "the Delray office," do you know**
16 **the address of that office?**
17 A. 101 Pugliese's Way.
18 **Q. How far is that from your house?**
19 A. 30 miles.
20 **Q. How long would it take you in the mornings to**
21 **get there?**
22 A. Depending when I -- I left. The traffic -- I
23 used to go to the office, be there by, like, 9:30,
24 10:00. So the traffic wasn't substantial going, and it
25 would take me a half an hour, you know, 40 minutes.

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1 **Q. Now, you said --**
2 A. Coming home was a nightmare. If I left the
3 office at 5:00, I got home at 6:30. If I left the
4 office at, you know, 7:00, I got home 20 minutes after
5 7:00. So the traffic at 5:00 going into Coral Springs
6 at night, it was -- was miserable.
7 **Q. Would you say that you stayed -- would you say**
8 **that you stayed in the office most days from 9:30 or**
9 **10:00 until 7:00 at night?**
10 MR. HUTCHISON: Objection as to form.
11 A. I would say most days I was there by 10:00 and
12 stayed till most of the other employees were gone.
13 BY MR. BELAVAL:
14 **Q. Now, did you attend any meetings with any**
15 **companies that expressed interest in purchasing**
16 **property within the Destiny Project?**
17 MR. HUTCHISON: Objection to the form.
18 A. Yes.
19 BY MR. BELAVAL:
20 **Q. Was General Electric one of those companies?**
21 A. I don't remember General Electric per se, but
22 it's very possible that they were.
23 **Q. Well, do you remember a meeting in the**
24 **downstairs conference room with General Electric**
25 **executives?**

1 A. It sounds to me -- it's kind of vague. I kind
 2 of remember that there was a meeting with General
 3 Electric, but there were so many meetings. I don't
 4 remember that meeting in particular.

5 **Q. Did you ever see any letters of intent from
 6 any corporations expressing interest in purchasing
 7 property within the Destiny Project?**

8 A. Yes.

9 **Q. How many of those did you see?**

10 A. There were, I guess, numerous letters
 11 expressing interest and to make appointments to come
 12 into the Destiny office to speak with us. Most of the
 13 time those letters came in and were handled by Tom
 14 San Giacomo when he was there, and Tom would schedule
 15 meetings with all different -- there was an array of
 16 different people.

17 We first started out, in the beginning, was
 18 all home -- home builders. We talked to the top ten
 19 builders in the country, you know, Pulte, Horton. I
 20 can't remember the names, but all -- anybody that was
 21 anybody. People came from as far as California to
 22 speak with us about being builders and jockeying for
 23 position to purchase land and do it.

24 It was so new into the project, we told them
 25 that we would keep their names and contact them when we

1 had, you know, the product to sell.

2 In the meantime, they just appreciated us
 3 hosting them and letting them -- keeping them abreast
 4 of the progress we were making.

5 **Q. Well, let me -- let me break this up.**

6 MR. HUTCHISON: Let him just finish his
 7 answer.

8 BY MR. BELAVAL:

9 **Q. If I could --**

10 MR. HUTCHISON: Did you finish your answer,
 11 Mr. Florio?

12 A. Well, that's -- the first thing was the
 13 meetings about people coming with an interest. The
 14 first was that array of people.

15 The second was more or less from the business
 16 development point. There were people that came from
 17 different parts of the world to talk about this first
 18 eco -- eco-sustainable city and how they could be
 19 involved moving their businesses there. What
 20 incentives would we give them, and what incentives the
 21 county would give them, what incentives the state would
 22 give them to pick up and relocate to -- to our
 23 property, which Anthony labeled, you know, the Silicon
 24 Valley of the -- the green industry and the
 25 eco-sustainable industry.

1 BY MR. BELAVAL:

2 **Q. Well, let me ask you a question because I want
 3 to break things up here and make it simpler.**

4 **You just said regarding Pulte homes, D.R.
 5 Horton, and others groups, that you would then offer
 6 them for sale something when you had a product to sell.
 7 What do you mean by that?**

8 MR. HUTCHISON: Objections to form.

9 A. Well, obviously we had a bunch of land. Until
 10 we had it -- you know, our arms fully around it and
 11 had, you know, the new plan -- the new plot plan, well,
 12 we actually didn't know or -- we could assume or know
 13 what we were going for, there's a number of homes to
 14 get. We needed to have how much commercial space there
 15 would be. And there's all types of different things
 16 that we had to do.

17 The initial feelers of these people coming was
 18 great, that they showed interest and wanted to
 19 participate. And we just let them know that the
 20 stage -- they all understood. They all understood that
 21 it was going to take us a little time to, you know, get
 22 our hands around it, and they wanted to jockey for
 23 position to be named somewhat of an affiliate.

24 Because the builders build different product.
 25 You know? Somebody builds senior citizen housing,

1 somebody builds this, somebody builds that. They all
 2 came with -- with the idea of introducing themselves to
 3 us and gaining credibility so when we were ready to
 4 sell, that we would contact them because they wanted to
 5 buy.

6 **Q. But my question is why weren't you ready to
 7 sell right then when they came to the meeting? Was
 8 there a reason?**

9 MR. HUTCHISON: Object to form.

10 A. I -- I think that, you know, we realized
 11 that -- first of all, until we had all the approvals,
 12 we didn't really know what we had.

13 **Q. Okay. So with that in mind, is that the
 14 reason why you entered into letters of intent or
 15 accepted letters of intent instead of entering into
 16 contracts with all the different people you entered
 17 into?**

18 A. Yeah. I mean, we really couldn't have a
 19 contract selling something that we didn't really have.

20 **Q. But when you said you don't really have, what
 21 was the land use at the time for the 27,000 acres?**

22 A. Well, it was agricultural, zoned one-home site
 23 for five acres.

24 **Q. And what was the -- the land use for the
 25 14,000 acres of the Rohde property?**

1 A. I don't know of the, you know -- it was
2 agricultural.

3 **Q. So none of it was available to be sold to home**
4 **builders?**

5 A. Not unless they wanted to buy and build one
6 house for five acres, which was not, you know,
7 financially feasible.

8 **Q. Do you remember a company called -- or a**
9 **project called the Energy Research Park @ Destiny?**

10 A. Yes.

11 **Q. A company called Dominion Development**
12 **Partners, LLC?**

13 A. Yes. We did have a contract with them.

14 **Q. When you say "a contract"...**

15 A. They agreed to come in, and they wanted to
16 have a building that was a huge warehouse space. I
17 want to tell you it was -- a big number of square
18 footage.

19 **Q. But wait. I'm sorry. I -- when you say "a**
20 **contract," you mean a letter of intent?**

21 A. More or less.

22 **Q. Okay. What about DayStar Technologies?**

23 A. It sounds familiar. I don't know what they
24 do. I can't remember what they do.

25 **Q. Okay. Any companies that did solar power --**

1 this big environmental tube -- not tube, but a shelter
2 that would grow plants and -- and earth -- I don't
3 know. Stuff having to do with that.

4 **Q. Did they sign a letter of intent?**

5 A. I think they were -- I think they were. I
6 know they were one of the top people that were pushing
7 to do this as soon as they could possibly do it.

8 **Q. What about FAU, Florida Atlantic University's**
9 **College of Engineering and Computer Science? Do you**
10 **know if they signed a letter of intent?**

11 A. I would say that they did. I think the
12 president was a name -- a guy by the name of Frank
13 Brogan or something. He was -- always used to stop by,
14 always used to come to the office, very interested in
15 the project, a very large supporter of the project, and
16 he was one of quite a few schools that came to express
17 an interest in putting a facility on the Destiny
18 grounds.

19 **Q. Was there a company called GreenPatch Cold Mix**
20 **Development? Do you remember that?**

21 A. Cold -- I don't remember --

22 **Q. I don't want you to guess. If you don't**
23 **remember, just tell me.**

24 A. No, I -- I don't -- I don't remember that name
25 in particular.

1 **solar power -- I'm sorry -- solar panel manufacturing?**

2 A. Yeah.

3 **Q. Does that refresh your recollection?**

4 A. Yeah. There was, like -- again, there was
5 window companies that had come that wanted to do solar
6 windows. There was, you know, windmill companies.
7 There was people that came from all over that wanted to
8 participate in there. We had people that came from
9 Mexico that wanted to -- to put in new health
10 facilities and do -- anything that was going to be new,
11 anything that was going to be futuristic, anybody that
12 heard of this city came there to make sure that we knew
13 who they were and that they would like to participate
14 when we were ready to have them participate.

15 **Q. Would you say you sat in on most of the**
16 **meetings with these companies?**

17 A. Yes.

18 **Q. From 2005 all the way through 2009?**

19 A. Yes.

20 **Q. What was Earthpark?**

21 A. Earthpark... I think Earthpark was a group
22 from Idaho, Iowa, or something. I seem to remember the
23 guy, his father or his grandfather invented the hot dog
24 machine. But it was more or less -- I called it a
25 monkey jungle, I think. Earthpark was going to build

1 **Q. What about Rice University? Do you remember**
2 **if Rice University expressed a letter of interest or a**
3 **letter of intent?**

4 MR. HUTCHISON: Objection to form.

5 A. I don't know of that university in particular.
6 I know there was numerous -- there were -- there was
7 numerous colleges. In fact, there was one group that
8 was trying to organize a facility for research and
9 development of the new forms of everything. You know,
10 new energy, new this and that. And the idea was that
11 they would put a college in Destiny that all of the
12 Florida State colleges would participate in. Meaning
13 Florida State, Central Florida -- all the Florida State
14 schools would have exposure to this research center
15 that they wanted to -- they wanted to do.

16 **Q. But hopefully not the Gators; right?**

17 A. I think the Gators were there.

18 **Q. Ahhh.**

19 A. I'm sure the Gators were there. In fact, I
20 think the fellow that spearheaded it was a Gator.

21 **Q. All right. Let me hand you a document. I**
22 **have not previously marked it, so...**

23 MR. BELAVAL: If you could just mark it. You
24 can call it...

25 MR. HUTCHISON: 430.

1 MR. BELAVAL: Okay.
 2 (Whereupon, Deposition Exhibit 430 was marked
 3 for identification.)
 4 MR. HEFFNER: You want him to look at the one
 5 that's marked?
 6 MR. HUTCHISON: The original. Give him the
 7 original. Give it --
 8 BY MR. BELAVAL:
 9 **Q. Please take your time to read. It's a**
 10 **four-page document, although it's got five pages.**
 11 **But...**
 12 A. Okay.
 13 **Q. You said you had been to New York with David**
 14 **Friedman; is that right?**
 15 A. No.
 16 **Q. Oh, I thought you said you -- testified you**
 17 **had gone to New York with David Friedman --**
 18 A. I had gone to New York.
 19 MR. HUTCHISON: Objection to form.
 20 BY MR. BELAVAL:
 21 **Q. Go ahead. You can clarify it.**
 22 A. Okay. I had gone to New York with Tom
 23 San Giacomo to meet with several people that were
 24 interesting -- interested in investing -- investing
 25 in the Destiny Project in place of Fred DeLuca.

1 **Q. So that was at Fred DeLuca's request; is that**
 2 **correct?**
 3 A. Fred suggested that he was going to be out of
 4 the project and -- and be replaced if -- if Anthony
 5 could find -- if Anthony could find other financiers or
 6 partners to replace him. He wanted to be -- he said,
 7 "I would be replaced. Just pay me my money."
 8 **Q. I need to get some clarification. Earlier**
 9 **today and yesterday you testified about DeLuca trying**
 10 **to get Anthony Pugliese out. And my question is -- and**
 11 **I think Mr. Hutchison asked you, but I want to make**
 12 **absolutely sure that we're clear -- when you say "out"**
 13 **you meant out as a manager or did you mean out as an**
 14 **owner of LCOC?**
 15 MR. HUTCHISON: Objection to the form.
 16 BY MR. BELAVAL:
 17 **Q. Or both. I mean if that's an option.**
 18 A. Well, I -- I think --
 19 MR. HUTCHISON: Same objection.
 20 A. -- the initial approach was for Anthony to be
 21 out as a manager and -- and possibly be diluted down to
 22 whatever money had been invested up till that point. I
 23 think that was an initial idea.
 24 BY MR. BELAVAL:
 25 **Q. Did you have any meetings with RBC Capital**

1 **Advisors in 2008?**
 2 A. I don't remember this negotiation.
 3 **Q. Okay. This negotiation -- I'm pointing to**
 4 **what has been marked as Exhibit -- was it 430?**
 5 MR. HEFFNER: Yes.
 6 BY MR. BELAVAL:
 7 **Q. -- 430. That's right in front of you.**
 8 A. Yeah.
 9 **Q. Which also has at the bottom right**
 10 **Bates-stamps Nos. FDD031702 through 31706.**
 11 A. Yeah.
 12 **Q. That's what you were referring to, this**
 13 **letter?**
 14 A. I've never seen this letter.
 15 **Q. What does Paragraph 2 say?**
 16 MR. HUTCHISON: You want him to read it?
 17 BY MR. BELAVAL:
 18 **Q. Yeah. Sure. Can you read it for us?**
 19 A. I'm reading it.
 20 **Q. Can you read it out loud for us? How about**
 21 **that? I'm sorry.**
 22 A. "Recognizing this exclusive authority to
 23 borrow" --
 24 **Q. Well, wait. I'll read it out loud. How about**
 25 **that.**

1 "At this time RBC Capital Advisors
 2 (hereinafter referred to as 'Agent') respectfully
 3 requests from DAI" -- who is DAI?
 4 A. Doctor's Associates.
 5 **Q. What is Doctor's -- well, what's the "I" stand**
 6 **for?**
 7 A. Doctor's -- I guess -- Incorporated I think
 8 it's DAI, Inc.
 9 **Q. Did you ever refer to Doctor's Associates,**
 10 **Inc. as DAI?**
 11 A. Yes.
 12 **Q. Did anybody else ever refer to Doctor's**
 13 **Associates, Inc. as DAI?**
 14 A. Everybody. Doctor's Associates is DAI.
 15 **Q. What is Doctor's Associates, Inc.?**
 16 A. Doctor's Associates is the company that owns
 17 the trademarks in the Subway company.
 18 **Q. Okay. And that was in January 30th of 2008,**
 19 **correct, the same?**
 20 MR. HUTCHISON: Objection to form.
 21 A. That DAI owned...
 22 BY MR. BELAVAL:
 23 **Q. Yeah, I'm sorry. That's my question. Did DAI**
 24 **own --**
 25 A. In '08, yes.

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1 MR. HEFFNER: Okay. You need to clarify that
2 because he answered before the end of your
3 question.
4 BY MR. BELAVAL:
5 **Q. Did DAI own Subway's trademarks, whatever else**
6 **you referred to, in January of 2008?**
7 MR. HUTCHISON: Objection to form.
8 A. Yes.
9 BY MR. BELAVAL:
10 **Q. Okay. And the sentence goes on to read that**
11 **it's seeking "an exclusive engagement to place the**
12 **permanent financing and/or assist with the sale and/or**
13 **assist with the formation of a Joint Venture...on the**
14 **Destiny Property located in Osceola County, Florida**
15 **(hereinafter referred to as" the ""Property")."**
16 **You see that?**
17 A. Yes.
18 MR. HUTCHISON: Objection as to form.
19 BY MR. BELAVAL:
20 **Q. Did I read that accurately?**
21 A. Yes.
22 **Q. Do you know of any other Destiny property**
23 **located in Osceola County, Florida?**
24 A. No.
25 **Q. Mr. David Friedman -- do you know who we're**

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1 **talking about? -- that's at the top of this letter**
2 **dated January 30th, 2008, Exhibit 430?**
3 A. Yes.
4 **Q. And was he a business manager for DAI in**
5 **January of 2008?**
6 A. Apparently.
7 **Q. And this is the same David Friedman that later**
8 **runs Rockridge Capital; correct?**
9 A. Yes.
10 **Q. So in January of 2008 it appears that a letter**
11 **is being addressed to Mr. Friedman from RBC, correct,**
12 **that's what this is?**
13 A. Yes.
14 **Q. And it appears that Doctor's Associates, Inc.,**
15 **which you were asked earlier questions about not having**
16 **any involvement in the Destiny Project, is actually a**
17 **joint venturer on the Destiny Project in Osceola**
18 **County; correct?**
19 A. Yes.
20 **Q. Does that change your opinion or any**
21 **statements you made earlier?**
22 A. Well, it certainly appears that Doctor's --
23 that David Friedman is working for, you know, Doctor's
24 Associates and that Doctor's Associates is somewhat
25 involved in the property -- is involved in the

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1 property, which was my anticipation to begin with.
2 **Q. When was the first time that you were actually**
3 **involved in the Land Company of Osceola**
4 **County/Destiny/Yeehaw Junction property? Do you**
5 **recall?**
6 A. The first time I was what?
7 **Q. Involved in any way.**
8 A. Right after Fred DeLuca decided to partner up
9 with Anthony Pugliese, which was -- I'd say June of
10 '05.
11 **Q. Did you perform any risk analysis with respect**
12 **to the -- to Mr. DeLuca's interest in Land Company of**
13 **Osceola County?**
14 MR. HUTCHISON: Objection. Asked and
15 answered.
16 A. No.
17 BY MR. BELAVAL:
18 **Q. Do you know if Mr. DeLuca hired somebody to**
19 **perform a risk analysis before he invested and/or lent**
20 **money and/or became a partner in Land Company of**
21 **Osceola County?**
22 MR. HUTCHISON: Objection to form and asked
23 and answered.
24 A. I don't know of anybody.
25 BY MR. BELAVAL:

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1 **Q. What about a financial feasibility study? Do**
2 **you know if Mr. DeLuca ordered or hired anybody before**
3 **he purchased an interest in Land Company of Osceola**
4 **County?**
5 MR. HUTCHISON: Objection to form and asked
6 and answered.
7 A. Not that I know of.
8 BY MR. BELAVAL:
9 **Q. Do you know a --**
10 MR. BELAVAL: Rick, just for the record, I'm
11 going to ask you to object to form but you can't
12 object to asked and answered because that's not
13 allowed in a deposition. I'll ask you what the
14 problem is with the form if I really want to know.
15 Thank you.
16 BY MR. BELAVAL:
17 **Q. With respect to the Land Company of Osceola**
18 **County and Mr. DeLuca's purchase or in -- purchase of**
19 **an interest in that Land Company in 2005, do you know**
20 **if he ordered or performed himself a market analysis?**
21 A. No.
22 MR. HUTCHISON: Objection to form.
23 And what's the basis to say that asked and
24 answered isn't a proper objection in a deposition?
25 MR. BELAVAL: That you can only object to

1 form.

2 MR. HUTCHISON: That's -- that's your
3 understanding?

4 MR. BELAVAL: Yes, that's my understanding.

5 MR. HUTCHISON: I disagree with your
6 understanding, so -- but we'll go before it.

7 MR. BELAVAL: Okay.

8 BY MR. BELAVAL:

9 **Q. You were asked before whether Mr. Pugliese**
10 **performed a risk analysis, a financial feasibility**
11 **study, or a market analysis; correct?**

12 A. Yes.

13 **Q. But you weren't asked if Mr. DeLuca had**
14 **performed those same tests, did you?**

15 A. I don't know whether -- I know that he didn't.
16 Not that he -- as far as I know, he didn't. You know.

17 **Q. "He" being Mr. DeLuca?**

18 A. Yes.

19 **Q. Do you know who the Motta Group is?**

20 A. Yes.

21 **Q. Did you meet with the Motta Group?**

22 A. Yes.

23 **Q. Who is the Motta Group?**

24 A. I guess the fellow that's in charge is a
25 fellow by the name of James Motta, I think his name is.

1 **Q. But by "take over the company," what you mean**
2 **is take over management --**

3 A. The management --

4 **Q. -- of the company?**

5 A. -- of the company.

6 **Q. He wasn't taking full ownership of the company**
7 **at that time?**

8 A. Not at that point.

9 **Q. Okay. Did you ever see the injunction that**
10 **was agreed to by Mr. DeLuca and Mr. Pugliese as part of**
11 **this lawsuit?**

12 A. I don't recollect seeing the formal paperwork
13 in -- in -- in regard to it other than I know that it
14 was done formally.

15 **Q. And Mr. DeLuca didn't actually take over**
16 **management. He handed it off to a company called**
17 **FD Destiny Management; correct?**

18 A. Yeah.

19 **Q. Why did he do that?**

20 A. I don't know. It didn't really exist. There
21 was no really -- you know, nobody really there. And
22 the couple people that did -- that he did appoint to do
23 something, whatever it was that he was scheduled to do,
24 had absolutely no experience and no knowledge and they
25 didn't know what the hell they were doing. They didn't

1 Who is an ex -- ex-executive of Arvida, who is
2 primarily -- his responsibility was primarily in regard
3 to doing Weston. He was involved heavily in the
4 Weston -- Arvida's involvement in Weston building the
5 city.

6 **Q. And what was his involvement in the Destiny**
7 **Project, if any?**

8 A. Fred -- when Fred was going to take over, he
9 looked to hire somebody as I looked to hire Bobby
10 Masters. He wanted somebody to come into the company
11 to manage it, and he turned up Motta and he thought
12 that Motta would be a candidate because Motta had done
13 some stuff for Arvida, had been involved in Arvida, he
14 had an office right here on Las Olas. And Motta had a
15 staff of people, so he wouldn't have to hire additional
16 people. He could just hire Motta and Motta would do it
17 and there would be less involvement on -- on anybody's
18 part for him with employees.

19 **Q. You testified earlier -- or just now that when**
20 **DeLuca was taking over. Are you referring to when**
21 **Mr. DeLuca and Mr. Pugliese entered into an agreed**
22 **injunction order for the turnover of management of**
23 **LCOC?**

24 A. It was when Fred got -- was actively involved
25 in going to move -- take over the company.

1 know --

2 **Q. Well, but Mr. Motta had been president of**
3 **Arvida, hadn't he?**

4 A. Mr. Motta was -- had -- Mr. Motta had a
5 corporate job at Arvida, and I think it was a
6 substantial job. But he was one of these guys that
7 was, you know, at the top of his thing and was running
8 a division of a well-oiled company.

9 After Arvida was done, Mr. Motta went out to
10 try to attempt a few things on his own, and everything
11 that I seem to remember that he attempted, he failed at
12 drastically and lost millions of dollars.

13 I talked to Mr. Motta. I wasn't happy with
14 Mr. Motta. I felt that he was totally the wrong guy,
15 and he did not -- he did not think -- he set us up for
16 failure. He was going to set this company up for
17 failure.

18 **Q. Did you investigate Mr. Motta's successes or**
19 **failures?**

20 A. I Googled Mr. Motta. I did look into the
21 company, and -- and I did investigate him through other
22 people from Arvida, other executives of Arvida. I was
23 referred to people that had worked for Arvida and were
24 instrumental in Weston and moved away, working on other
25 projects. In fact, I interviewed a couple of them to

1 maybe come to work with us on the Destiny Project
2 before I kind of like settled in that Bobby Masters was
3 the perfect fit.

4 **Q. Why not Mr. Motta?**

5 A. He was terrible. He was -- in my opinion, he
6 was a -- a very negative guy. I mean, I can give you
7 an example: He said the odds of getting this done, us
8 getting this property rezoned, was slim and none, but
9 he would take on the opportunity. And I looked at Fred
10 and I said, "Would you ever hire somebody that doesn't
11 think that they can do the job?"

12 I mean, it was so crazy his responses to the
13 answers. But, again, you know, Fred liked the idea
14 that he was close to here and Fred wouldn't have to
15 travel and he wouldn't have to hire anybody or -- you
16 know. That Motta's group would come in and -- and do
17 it.

18 And somewhere along the line, you know, I
19 produced some information for Fred on Motta's success
20 ratio outside of the blanket of the successful Arvida,
21 and some way, somehow, I think that he never -- I think
22 that -- and I -- I don't know this for sure. I
23 think --

24 **Q. No, then don't tell us. I don't want you to**
25 **guess.**

1 A. Okay. I know that there was some discrepancy
2 when he did finally submit a bill to Fred and Fred got
3 the bill for what he had done. And I understand that
4 there was some discrepancy there and --

5 **Q. What about Mr. Motta? Do you know if he had**
6 **lost millions of investor dollars?**

7 MR. HUTCHISON: Objection as to foundation and
8 form.

9 BY MR. BELAVAL:

10 **Q. That's why I asked do you know? If you know**
11 **only.**

12 A. I do know that --

13 **Q. How do you know that?**

14 A. Because it was part of my due diligence into
15 Mr. Motta. In fact --

16 (Phone ringing.)

17 MR. BELAVAL: Okay. Actually, we're going to
18 go ahead and take a break here.

19 THE VIDEOGRAPHER: Going off the video record
20 at 2:34 p.m.

21 (Recess taken at 2:34 p.m.)

22 -- END VOLUME 3 OF 4 --
23
24
25

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