

**CITY OF ROCHESTER HILLS**  
**CLASS C LIQUOR LICENSE APPLICATION**

**APPLICANT'S CHECK LIST FOR SUBMISSION**

- Completed Application
  - Listing of Corporation/Partners
  - Building/Site Plans
  - Financial Statement
  - Lease Agreement (if applicable)
  - Menu
  - Training Policy
  - Fingerprints
  - Dance/Entertainment Agreement (if applicable)
-

# CITY OF ROCHESTER HILLS

## CLASS C LIQUOR LICENSE APPLICATION

Date: January 5, 2010

New Class C License  
 Transfer Class C License  
 Dance Permit  
 Entertainment Permit  
 Dance Entertainment Permit

Applicant's Name: Palace Sports & Entertainment, Inc. Phone No.: (248) 377-0100

Address: 3777 Lapeer Rd. City: Auburn Hills ST: MI

Age: \_\_\_\_\_ Citizenship: \_\_\_\_\_ Date of Birth \_\_\_\_\_ Birthplace: \_\_\_\_\_

If naturalized, year and place: \_\_\_\_\_

If a partnership, please complete the following:

Partner's Name: \_\_\_\_\_ Phone No. \_\_\_\_\_

Address: \_\_\_\_\_ City \_\_\_\_\_ ST \_\_\_\_\_

Age: \_\_\_\_\_ Citizenship: \_\_\_\_\_ Date of Birth \_\_\_\_\_ Birthplace: \_\_\_\_\_

If naturalized, year and place: \_\_\_\_\_

Manager's Name: \_\_\_\_\_ Phone No. \_\_\_\_\_

Address: \_\_\_\_\_ City \_\_\_\_\_ ST \_\_\_\_\_

Age: \_\_\_\_\_ Date of Birth: \_\_\_\_\_

If a corporation, the names, addresses of the officers and directors, date of birth and age of each:  
(Please see the attached listing)

---

Liquor License Application

Location of Proposed License: University and Squirrel Rds.

Does applicant presently own the premises? No  
If not, name of owner of premise: Oakland University

Legal Description of Property (Sidwell #) 701518601001

Length of time business has been in operation: Since 1997 @ Meadowbrook Music Festival

Has applicant ever been convicted of a felony? Yes \_\_\_ No x

If convicted of felony, explain: \_\_\_\_\_  
\_\_\_\_\_

Has applicant previously applied for liquor license? Year requested: 1987 for the Palace of Auburn Hills and 1990 for DTE Energy Music Theater (a/k/a Pine Knob)

Location of business: Auburn Hills and Independence Twp. respectively

Was liquor license granted: Yes and yes.

Have any of the applicants or persons listed above been convicted of a violation of federal or state law concerning the manufacture, possession or sale of alcoholic beverages? Yes \_\_\_ No x

Name of person \_\_\_\_\_  
\_\_\_\_\_

What is the applicant's current business? Sports and entertainment

Length of time in named business? Applicant was incorporated in 1985. The Palace of Auburn Hills opened in 1988.

List all uses in addition to sale of alcoholic beverages: Applicant operates the arena in which the Detroit Pistons play their home games and also produces numerous concerts and other family entertainment.  
\_\_\_\_\_

Does applicant presently operate a restaurant? Yes x No \_\_\_\_\_

Name and address of restaurant: The Palace Grill, Palace of Auburn Hills, 3777 Lapeer Rd., Auburn Hills, MI 48326

Does applicant presently hold a Class C liquor license? Yes x No \_\_\_\_\_

Name and address of restaurant: See above.

List record and history of any liquor license violations by the applicant for preceding ten (10) years:  
No. 0-55459 (1) allowing topless activity or nudity on the licensed premises by videotape; (2) allowing a videotape depicting simulated performance of sexual activity. Settled by payment of a \$300 fine for each charge admitted November 1, 2000.  
\_\_\_\_\_

No. 6-108224 (1) allowing topless activity or nudity on the licensed premises by the "Suicide Girls" and (2) allowing the "Suicide Girls" to simulate performance of sexual activity. Settled by payment of \$300 for each charge admitted on January 16, 2007.

Both violations occurred at events at the Palace of Auburn Hills.

Page 3  
Liquor License Application

Record history of any liquor license violations by the corporation or by a parent of subsidiary corporation of the applicant for the immediate preceding ten (10) years: N/A

---

---

<u>Proposed Liquor Establishment:</u>	<u>Existing Building</u>	<u>New Construction</u>
Size of Site:	_____	_____
Size of Building:	_____	_____
Size of Kitchen:	_____	_____
Seating Capacity:	_____	_____
Size of Dance Floor, if any:	_____	_____
Percentage of Floor Area for Dining:	_____	_____
Percentage of Floor Area for Bar:	_____	_____
Present Zoning:	_____	_____
Required Zoning:	_____	_____
Cost of Remodeling:	_____	_____
Cost of Construction:	_____	_____
Estimated Dates of Construction	Start: _____	Completion: _____
Total cost to be expended by licensee for the licensed premises: _____		
Building Plans Submitted – 3 Sets Required: _____		
Number of Copies Enclosed: _____		

---

Site Plans Submitted – 6 Sets Required:

Number of Copies Enclosed: \_\_\_\_\_

Do Site Plans show off-street parking and lighting?

Yes \_\_\_\_\_ No \_\_\_\_\_

---

Page 4

Liquor License Application

Describe the proposed character/type of establishment (e.g. theme, entertainment, food)

Meadowbrook Music Festival is an amphitheater owned by Oakland University and leased and managed by the applicant. In the summer applicant provides a variety of entertainment for the public, including concerts, family shows and the Detroit Symphony. At its concession stands applicant offers a range of products typically offered at an outdoor venue, including hot dogs, pizza, ice cream, sodas and alcoholic beverages.

Describe the proposed full food menu: See above. Applicant is not requesting a change of the menu items it offers.

Proposed menu attached: Yes \_\_\_\_\_ No  x

---

Describe the surrounding neighborhood and explain how the proposed establishment fits this location in Rochester Hills.

N/A. Neither the surrounding neighborhood nor the nature of Meadow Brook Music Festival has changed since applicant acquired its Class C license at this location in 1997.

Revenues: Provide a breakdown of the anticipated revenues from food, alcoholic beverages and other revenues (copy must be attached): See attached.

Evidence of Financial Responsibility:

Amount of Funds supplied by Principals: 100% of the operating funds for Meadow Brook Music Festival are provided by applicant or its principal shareholder, the Davidson Estate.

Amount of Funds to be Financed: \_\_\_\_\_

Name of Financer/Phone Number: \_\_\_\_\_

---

Page 5

Liquor License Application

---

Personal References/Phone Number:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Business References/Phone Number:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Has applicant completed a certified training program? Yes  No

Have employees completed a certified training program? Yes  No

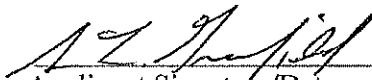
Names and addresses of those completing program

All employees who service applicant's concession stands complete a certified training program.

Applicant understands that should any of the above information prove to be inaccurate or untruthful, it will be grounds to deny applicant's request or revoke any approvals.

I (We) Palace Sports & Entertainment, Inc. affirm I (We) will not violate any of the laws of the State of Michigan or of the United States or any ordinances of the City of Rochester Hills in the conduct of my (our) business, and acknowledge receipt of a copy of Chapter 6, Alcoholic Liquor of the Rochester Hills Code of Ordinances.

I hereby certify the above information to be true and accurate to the best of my (our) knowledge.

 1-5-10  
Applicant Signature/Date  
Secretary & General Counsel

\_\_\_\_\_  
Applicant Signature/Date

This application is not considered complete until applicant has made contact with the Rochester Hills Contingent of the Oakland County Sheriff's Department and complied with fingerprinting and any other necessary requirements of the Oakland County Sheriff's Department.

---

Officers and Directors of Palace Sports & Entertainment, Inc.

7. CORPORATE OFFICERS	NAME AND ADDRESS
President / CEO	Thomas S. Wilson, 3777 Lapeer Rd., Auburn Hills, MI 48326 DOB: 10/8/49 (60)
Vice President / COO	Alan Ostfield, 3777 Lapeer Rd., Auburn Hills, MI 48326 DOB: 9/3/65 (44)
Secretary / General Counsel	Susan Greenfield, 3777 Lapeer Rd., Auburn Hills, MI 48326 DOB: 4/3/50 (59)
Treasurer / CFO	John O'Reilly, 3777 Lapeer Rd., Auburn Hills, MI 48326 DOB: 7/25/48 (61)
Asst. Secretary	Robert Johnson, 3777 Lapeer Rd., Auburn Hills, MI 48326 DOB: 1/19/63 (46)
8. BOARD OF DIRECTORS	NAME AND ADDRESS
Director	Jonathan S. Aaron, Two Towne Square, Suite 905, Southfield, MI 48076 DOB: 4/7/67 (42)
Director	Ethan D. Davidson, 480 East Long Lake Rd., Bloomfield Hills, MI 48304 DOB: 10/21/69 (40)
Director	Karen Davidson, 4475 Lahser Rd., Bloomfield Hills, MI 48304 DOB: 11/17/48 (61)
Director	Eric L. Garber, Two Towne Square, Suite 905, Southfield, MI 48076 DOB: 11/4/60 (49)
Director	Thomas S. Wilson, 3777 Lapeer Rd., Auburn Hills, MI 48326 DOB: 10/8/49 (60)

## 2009 MEADOW BROOK CONCESSION SALES

### Food

Coffee	4,055
Popcorn	9,468
Miscellaneous	7,571
Pizza	4,194
Ice Cream	7,654
Soda	46,740
Franks & sausages	10,592
Snacks	1,092
Soft Pretzels	9,545
Nachos	5,721
<u>Total food</u>	<u>106,632</u>

### Alcoholic Beverages

Draft beer	78,913
Liquor	48,348
Wine	37,318
Bottled/can beer	151,801
<u>Total alcohol</u>	<u>316,381</u>

<b><u>TOTAL SALES</u></b>	<b><u>423,013</u></b>
---------------------------	-----------------------



# MEADOW BROOK MUSIC FESTIVAL 2009 SALES

NET SALES
-----------

2009
------

## COFFEE

COFFEE - 12 OZ CARIBOU	\$	4,055
TOTALS:	\$	4,055

## POPCORN

POPCORN TUB - 85 OZ	\$	9,468
TOTALS:	\$	9,468

## MISCELLANEOUS

BBQ CHICKEN SANDWICH W/CHIPS	\$	754
BEEF & CHEESE SANDWICH W/CHIPS	\$	1,570
CHEESE CUP	\$	767
CHEESE PLATTER (FOR ONE)	\$	33
CHEESE PLATTER (FOR TWO)	\$	1,028
CHICKEN CAESAR ROLLUP	\$	125
CHICKEN CAESAR WRAP W/CHIPS	\$	3,282
FRUIT CUP	\$	11
TOTALS:	\$	7,571

## PIZZA

PIZZA SLICE - PEPPERONI	\$	4,194
TOTALS:	\$	4,194

## ICE CREAM

BOSTON COOLER	\$	170
DRUMSTICK	\$	685
EDY'S DIBS	\$	1,125
EDY'S ICE CREAM BAR	\$	747
EDY'S TOLLHOUSE ICE CREAM COOKIE BAR	\$	1,102
FROZEN LEMONADE	\$	812
HAND DIPPED ICE CREAM - CUP	\$	536
HAND DIPPED ICE CREAM - WAFFLE CONE	\$	1,264
HOT FUDGE BROWNIE SUNDAE	\$	300
HOT FUDGE ICE CREAM SUNDAE	\$	406
ROOT BEER FLOAT	\$	198
STRAWBERRY SHORTCAKE	\$	215
STRAWBERRY SUNDAE	\$	94
TOTALS:	\$	7,654

## SODA

BOTTLE WATER	\$	16,342
ICEE FROZEN SODA	\$	2,157

RED BULL	\$	274
RED BULL SUGAR FREE	\$	175
SODA - 16 OZ	\$	2,396
SODA - 20 OZ BOTTLE	\$	3,781
SODA - 32 OZ	\$	12,630
SODA - SOUVENIR 44 OZ	\$	8,986
<b>TOTALS:</b>	<b>\$</b>	<b>46,740</b>

### **FRANKS AND SAUSAGES**

HOT DOG	\$	7,043
POLISH KIELBASA	\$	3,549
<b>TOTALS:</b>	<b>\$</b>	<b>10,592</b>

### **SNACKS**

POTATO CHIPS	\$	1,092
<b>TOTALS:</b>	<b>\$</b>	<b>1,092</b>

### **SOFT PRETZELS**

SOFT PRETZEL	\$	8,972
GOURMET PRETZEL	\$	574
<b>TOTALS:</b>	<b>\$</b>	<b>9,545</b>

### **NACHOS**

CHIPS & SALSA	\$	242
NACHO	\$	4,857
NACHO SUPREME	\$	616
SALSA CUP	\$	8
<b>TOTALS:</b>	<b>\$</b>	<b>5,721</b>

### **DRAFT BEER**

DRAFT BEER SOUVENIR 24 OZ	\$	78,913
<b>TOTALS:</b>	<b>\$</b>	<b>78,913</b>

### **LIQUOR**

COCKTAIL - 9 OZ	\$	10,511
COCKTAIL DOUBLE - 12 OZ	\$	29,106
FROZEN DRINK - 12 OZ	\$	1,288
FROZEN YARD 18 OZ	\$	1,075
KAHLUA COFFEE	\$	877
MARTINI	\$	255
RED BULL COCKTAIL	\$	2,774
SPECIALTY COCKTAIL - 16 OZ	\$	2,462
<b>TOTALS:</b>	<b>\$</b>	<b>48,348</b>

### **WINE**

VIRGIN WINE - CHARDONNAY	\$	14,839
VIRGIN WINE - SHIRAZ	\$	13,142

JACK DANIELS COCKTAILS 16 OZ BTL	\$	9,338
TOTALS:	\$	37,318

**BOTTLED/CANNED BEER**

BOTTLE BEER MIKE'S PLASTIC - 16 OZ	\$	1,539
BOTTLE BEER NON-ALC. - 12 OZ	\$	142
BOTTLE/CAN BEER - 24 OZ	\$	143,498
SMIRNOFF ICE	\$	6,624
TOTALS:	\$	151,801

<b>GRAND TOTAL:</b>	<b>423,013</b>
---------------------	----------------

# BUTZEL LONG

ATTORNEYS AND COUNSELORS

*a professional corporation*

Robert M. Nemzin  
248 258 2909  
nemzin@butzel.com

Stoneridge West  
41000 Woodward Avenue  
Bloomfield Hills, Michigan 48304  
t: 248 258 1616 f: 248 258 1439  
butzel.com

Sent via e-mail to [lesliej@rochesterhills.org](mailto:lesliej@rochesterhills.org)

December 29, 2009

Jane Leslie, CMC  
City Clerk  
City of Rochester Hills  
1000 Rochester Hills Drive  
Rochester Hills, Michigan 48309-3033

Re: Class C Liquor License/Meadow Brook Music Festival

Dear Jane:

Pursuant to our telephone call earlier today, the following should assist in the approval of the transfer of the stock ownership in Palace Sports & Entertainment, Inc. (the "Palace"), which holds the Class C License located at Oakland University, Meadow Brook Music Festival. Butzel Long represents Jonathan S. Aaron and Eric L. Garber, as Personal Representatives of the Estate of William M. Davidson (the "Estate") and as Trustees of to the William M. Davidson Trust dated September 24, 2008, as amended (the "Trust").

William M. Davidson died on March 13, 2009. Prior to his death, Mr. Davidson and D Management Group, LLC were the sole stockholders of the Palace. Mr. Davidson was the sole member of D Management Group, LLC.

Mr. Davidson's ownership interests in the Palace and in D Management Group, LLC are currently held by the Estate. Mr. Davidson's Last Will and Testament provides that the residue of his estate, including the stock of the Palace he owned individually and his ownership of D Management Group, LLC, will be distributed to the Trust. The Trust will hold the entire interest of the Palace following transfer of the shares to the Trust.

As indicated in our phone call today, the Class C License for Meadow Brook Music Festival continues to be held by the Palace and no substantive changes have occurred at the Palace following Mr. Davidson's death. As a result, you indicated that answers to a majority of the questions contained in the City's Class C Liquor License Application

Ann Arbor Bloomfield Hills Boca Raton Detroit Lansing New York Palm Beach Washington D.C.  
Alliance Offices Beijing Shanghai Mexico City Monterrey Member Lex Mundi [www.butzel.com](http://www.butzel.com)

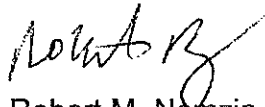
December 29, 2009

were not required. In addition, you indicated that the fingerprint requirements and license transfer fees would also not be required.

I have preliminarily enclosed in this letter the first page of the City's Class C Liquor License Application with the attachment disclosing the names and addresses of the Officers and Directors of the Palace. If any additional information is required for the next City Council meeting, please let me know.

Thank you for your attention to this matter. Please contact me should you have any questions.

Very truly yours,



Robert M. Nemzin

Enclosures

cc: Jonathan S. Aaron  
Eric L. Garber

BUTZEL LONG