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Writer's e-mail: semmanuel@ausley.com

May 13, 2020

VIA EMAIL ONLY GarrettC@coj.net

Christopher M. Garrett, Assistant General Counsel
City Hall
St. James Building
117 W. Duval Street, Suite 480
Jacksonville, Florida 32202

Re: Subpoena Duces Tecum to Emera Incorporated

Dear Mr. Garrett:

This letter and its enclosures are being delivered to you in response to a Subpoena Duces Tecum ("Subpoena") served on Emera Incorporated ("Emera"). The Subpoena states that Emera may mail or deliver copies of the subpoenaed documents to you and thereby eliminate Emera's appearance at the time and place specified in the Subpoena, and through this letter Emera is providing you with authenticated copies of the requested records in lieu of appearing before the City Council Special Investigatory Committee on JEA Matters on May 18, 2020.

This production of the documents requested in the Subpoena is being made without waiving Emera's right to challenge future subpoenas. Further, the second paragraph of your April 10, 2020 cover letter addressed to the Records Custodian of Emera states that Emera should also "consider the subpoena a public records request under the Florida Public Records Act, Chapter 119, Florida Statutes." Emera disagrees with your letter's assumption that Emera meets the definition of "agency" contained in Section 119.011(2), Florida Statutes, or is otherwise subject to a public records request under the Florida Public Records Act.

The Subpoena requests the production of two categories of documents. The first is:

- (1) list of all lobbyists, attorneys, and consultants employed by you in connection with the JEA ITN

Emera is assuming that the reference in the Subpoena to "the JEA ITN" refers to ITN #127-19 issued by the JEA on August 2, 2019.

Christopher M. Garrett, Assistant General Counsel
Re: Subpoena Duces Tecum to Emera Incorporated
May 13, 2020
Page 2

Attached as Exhibit A is a Declaration identifying the lobbyists, attorneys and consultants employed by Emera in connection with the JEA ITN. In addition to this list, Jason Roth, who is employed by People's Gas System, a division of Tampa Electric Company, was registered as a lobbyist for Emera, but did not lobby on behalf of Emera in connection with the JEA ITN.

The second set of documents requested by the Subpoena is:

- (2) Any document showing that you were or were not given an opportunity to physically inspect JEA assets at any time after January 1, 2018

In response to this request, attached as Composite Exhibit B are authenticated documents showing two occasions where Emera stated that its due diligence would include site visits, and one document received from the JEA referencing site visits. No one did in fact physically inspect JEA assets on behalf of Emera at any time after January 1, 2018.

Emera would request that this letter and its enclosures be kept confidential to the extent permissible under Florida law.

Sincerely,

A handwritten signature in black ink, appearing to read "Stephen C. Emmanuel". The signature is written in a cursive style with a large, stylized initial "S".

Stephen C. Emmanuel

/mew

Enclosure

EXHIBIT A

DECLARATION

CITY OF HALIFAX
PROVINCE OF NOVA SCOTIA, CANADA

1. I am the Executive Vice-President, Business Development and Strategy, of Emera Incorporated (“Emera”), and am authorized to make this Declaration on its behalf.

2. I am personally familiar with the Reply to the JEA ITN that was submitted by Emera and Blackstone Infrastructure Partners.

3. The lawyers and consultants that were hired by Emera in connection with the Reply submitted by Emera and Blackstone Infrastructure Partners were:

Organization	Contact Person
Analysis Group Inc.	Joe Cavicchi, Vice President
Ausley McMullen	Jeff Wahlen, Shareholder
Davis Polk & Wardwell LLP	Will Aronson, Partner
Scotiabank Global Banking and Markets	Jared Steinfeld, Managing Director, Power & Utilities
Slover Consulting	Christopher Quinn
Tucker Hall	John Finotti, Vice President
Vinson & Elkins LLP	John Decker, Partner

4. No lobbyists were retained by Emera in connection with the Emera and Blackstone Infrastructure Partners’ Reply to the ITN.

5. I am also personally familiar with the Reply to the JEA ITN that was submitted by the JEA Public Power Partners.

6. The lawyers and consultants that were hired by Emera in connection with the JEA Public Power Partners Reply were:

Organization	Contact Person
Jones Day	Jim Beh
Osler Hoskin & Harcourt LLP	Rocco Sebastiano
Rocklynn Capital Inc.	Ivan Ing

7. No lobbyists were retained by Emera in connection with the JEA Public Power Partners Reply to the ITN.

8. These statements are true and correct based on my personal knowledge.

9. Under penalties of perjury, I declare that I have read the foregoing Declaration and that the statements contained herein are true.

EMERA, INC.



By:

KAREN HUTT

Its: Executive Vice-President, Business
Development and Strategy

Date: May 13, 2020

COMPOSITE EXHIBIT B

DECLARATION

I am the Executive Vice-President, Business Development and Strategy, of Emera Incorporated ("Emera"), and am authorized to make this Declaration about the attached documents:

Document 1 is a true and correct copy of an excerpt from Emera and Blackstone Infrastructure Partners' November 26, 2019 Response to JEA Request for Revised Replies. I hereby certify that this document was:

- (a) made or transcribed at or near the time of the occurrence of the matters set forth by, or from information transmitted by, a person having knowledge of those matters;
- (b) kept in the course of the regularly conducted activity; and
- (c) made as a regular practice in the course of the regularly conducted activity.

Document 2 is a true and correct copy of an excerpt from the transcript of a JEA meeting held on December 12, 2019 provided by JEA to Emera, which is stated to have been transcribed by Wanda L. Robinson with Esquire Deposition Solutions.

Document 3 is a true and correct copy of an excerpt from a December 17, 2019 letter regarding the updated revised reply instructions received by Emera from JEA in connection with the JEA ITN.

I also certify that falsely making such a certification or declaration would subject the undersigned to criminal penalty under the laws of Nova Scotia, Canada.

EMERA, INC.

By:



KAREN HUTT

Its: Executive Vice-President, Business
Development and Strategy

Date: May 13, 2020

COMPOSITE EXHIBIT B

DOCUMENT 1

REDACTED COPY

NOVEMBER 26, 2019

RESPONSE TO JEA REQUEST FOR REVISED
REPLIES

ITN #127-19

SUBMITTED BY:
EMERA INC. & BLACKSTONE INFRASTRUCTURE PARTNERS

xi. *Due Diligence*

Our Revised Reply is subject to due diligence which would include, without limitation, the following activities and associated documents and information:

- On-site inspection of select facilities and assets;

COMPOSITE EXHIBIT B

DOCUMENT 2

In the Matter Of:
JEA PROJECT SCAMPI

JEA MEETING
December 12, 2019
Morning Session

Confidential



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DEPOSITION SOLUTIONS

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STRICTLY PRIVATE AND CONFIDENTIAL

JEA PROJECT SCAMPI

MANAGEMENT PRESENTATION

and

Q & A SESSION

THURSDAY, DECEMBER 12, 2019

8:00 a.m. - 12:00 p.m.

HELD AT:

HOLLAND & KNIGHT
1180 West Peachtree Street, Suite 1800
Atlanta, Georgia 30309

1 MS. RHODE: We're still anticipating
2 posting that document to the data room this
3 week.

4 MS. HUTT: This week? Okay. Thank you.

5 A final question around process.

6 As you think about due diligence and the
7 balance of the work to be done, would part of
8 that contemplate site visits?

9 MS. BURCH: Yes. So that's going to be
10 outlined in the process letter as well, but we
11 do contemplate that being a part of the
12 process.

13 MS. DYKES: Do you mind if I ask
14 questions?

15 MS. BURCH: Not at all. Go ahead.

16 MS. DYKES: Karen, you mentioned that one
17 of the things you've been thinking about is
18 structure as it relates to timeline. Can you
19 talk a little bit more about that?

20 I think you threw out, is it two contracts
21 versus one contract. Does that influence your
22 point of view with respect to the timeline?

23 MS. HUTT: Yes. So the reason we were
24 wondering is at the outset there seems to be an
25 openness to evaluate a variety of different

1 the regulatory side.

2 On how one might, for example, retire

3 Northside.

4 Access to legal professionals and some key

5 documents there.

6 On the long-term forecast, I think we have

7 had some discussion on load but better

8 understanding of load, since it ultimately

9 shapes the generation plan and ties into CapEx.

10 On O&M and non-fuel O&M specifically, it's

11 that understanding of water and electric cost

12 allocation. It's the understanding of the

13 specific initiatives.

14 Sounds like that's all forthcoming but

15 those are all certainly documents that we are

16 interested in seeing.

17 Transitions for employees and what's

18 assumed and how that's been quantified.

19 Legal opinions, whether necessary.

20 And then site visits and expert sessions.

21 Those are sort of on our high priority

22 list.

23 MS. BURCH: Great. Thank you.

24 MS. HUTT: I would say this has been

25 extremely valuable.

C E R T I F I C A T E

STATE OF GEORGIA:

FULTON COUNTY:

I hereby certify that the foregoing

transcript of the JEA Confidential Meeting was taken
down, as stated in the caption, and the colloquy,
questions and answers thereto were reduced by
stenographic means under my direction;

That the foregoing Pages 1 through
187 represent a true and correct transcript of
the evidence given upon said hearing;

And I further certify that I am not of kin
or counsel to the parties in this case; am not in
the regular employ of counsel for any of said
parties; nor am I in anywise interested in the result
of said case.

IN WITNESS WHEREOF, I have hereunto
subscribed my name this 19th day of December, 2019.

Wanda L. Robinson

Wanda L. Robinson, CRR, CCR No. B-1973
My Commission Expires 10/11/2023

COMPOSITE EXHIBIT B

DOCUMENT 3

Confidential

confidential
Jared Steinfeld
Scotiabank
Dec 17, 2019 20:29

Personal and Confidential

December 17, 2019

Subject: Updated Revised Reply Instructions for the Project Scampi Invitation to Negotiate

As described herein, JEA will be requesting updated Revised Replies in connection with JEA's Invitation to Negotiate #127-19, as amended from time to time (the "ITN"). All communications regarding this process shall be directed to the Designated Procurement Representatives. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the ITN or the JEA ITN Process Letter dated October 29, 2019 (the "October Process Letter").

confidential
Jared Steinfeld
Scotiabank
Dec 17, 2019 20:29

- Ongoing due diligence:
 1. For those Respondents with whom JEA elects to continue negotiations after submission of updated Revised Replies, site visits will be made available during the week of January 20, 2020