



OFFICE OF THE CITY COUNCIL

117 WEST DUVAL STREET, SUITE 425
4TH FLOOR, CITY HALL
JACKSONVILLE, FLORIDA 32202

December 5, 2019

Mr. Aaron Zahn
Chief Executive Officer, JEA
21 W. Church Street
Jacksonville, FL 32202

Dear Mr. Zahn,

Over the last several months, JEA has been engaged in an Invitation to Negotiate (“ITN”) process through which JEA is entertaining a recapitalization event, commonly understood as offering JEA up for sale. During the course of the ITN process, JEA has encountered a series of public relations problems undermining the public’s trust in the fairness, transparency, and necessity of the ITN process. In particular, JEA’s entertaining of a Long Term Performance Unit Plan (“PUP Plan”) sparked a degree of outrage unique in our community’s history. From a distance, it appears the PUP Plan could have been intended to enrich JEA employees and executives at the expense of JEA rate-payers and the people of Jacksonville generally should a recapitalization occur. In order to restore trust, a full vetting of the PUP Plan is required.

It is clear from listening to our colleagues on the Jacksonville City Council, they would like a full and entirely thorough review of the PUP Plan. Their and our outrage is palpable. Likewise, we have spoken with Mayor Lenny Curry, and he too encouraged us to fully vet and review the PUP Plan in an open and transparent process. Thus, the purpose of this letter is to: (1) Inform you we are noticing a meeting for December 16, 2019, at 1:00 PM at Jacksonville City Hall to thoroughly examine the PUP Plan (the official Notice of which this letter is attached); (2) Request you provide for said meeting persons with the most knowledge of the PUP Plan; and (3) Request from you all documents related to the PUP Plan be produced to us not later than close of business on Wednesday, December 11, 2019.

With respect to persons to be present at said meeting, we would appreciate your appearance or that of your designee(s) with the most knowledge of the PUP Plan including, but not limited to, persons who can speak to: (1) The origin of the PUP Plan; (2) The development of the PUP Plan; (3) All persons associated with the PUP Plan and their roles in its development; (4) The drafters of any documents related to the PUP Plan or produced in response to the documents requests below; (5) Communications related to the PUP Plan with other authorities, including but not limited to, the Office of General Council, the Jacksonville City Council Auditor, and/or the Florida State Attorney General; (6) Presentation of the PUP Plan to the JEA Board; and (7) Any decisions related to implementation, expansion, and/or termination of the PUP Plan.

In addition to providing knowledgeable persons to discuss the PUP Plan at our noticed meeting, we also request the production of documents not later than close of business on Wednesday, December 11, 2019. When gathering and producing these documents, please understand we make this request under Florida Public Records Law and the oversight authority of the Jacksonville City Council over any City entity, including JEA. Thus, the assertion of any privilege will not apply. However, should you nonetheless assert a privilege, please provide a privilege log explaining the privilege asserted and the document withheld with sufficient clarity so it may be properly identified and any



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assertion be challenged. Likewise, please produce any documents as they are covered in the usual course of business or you may organize and label them to correspond with the categories in this request. These requests shall encompass all items within your possession, custody, or control. If there is any confusion regarding any request, please feel free to respond to us so we may clarify, but in any event, please review all definitions with the widest possible meaning. Finally, while responding to these requests, please utilize the following definition of "Document" found in the footnote^[1].

In accordance with the requirements above, please provide the following documents:

1. All documents related to the PUP Plan;
2. All documents related to the development of the PUP Plan;
3. All documents related to communications with other authorities related to the PUP Plan, including but not limited to, the Office of General Council, the Jacksonville City Council Auditor, and the Florida State Attorney General;
4. All documents related to the presentation of the PUP Plan to the JEA Board;
5. All documents related to the implementation, expansion, and/or termination of the PUP Plan.
6. All documents regarding the cost and/or value of the PUP Plan; and
7. All documents related to any communications regarding the PUP Plan.

Thank you for your cooperation regarding this matter. While we fully expect and encourage your full cooperation, we hereby reserve all rights, privileges, and/or recourses related to the above mentioned matter.

Regards,

/s/ Rory Diamond

Rory Diamond

/s/ Ron Salem



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Ronald Salem

^[1]"Document" means any written, recorded, or graphic material of any kind, whether prepared by you or by any other person, that is in your possession, custody, or control. The term includes agreements; contracts; letters; telegrams; inter-office communications; memoranda; reports; records; instructions; specifications; notes; notebooks; scrapbooks; diaries; plans; drawings; sketches; blueprints; diagrams; photographs; photocopies; charts; graphs; descriptions; drafts, whether or not they resulted in a final document; minutes of meetings, conferences, and telephone or other conversations or communications; invoices; purchase orders; bills of lading; recordings; published or unpublished speeches or articles; publications; transcripts of telephone conversations; phone mail; electronic-mail; ledgers; financial statements; microfilm; microfiche; tape or disc recordings; and computer print-outs.

The term "document" also includes electronically stored data from which information can be obtained either directly or by translation through detection devices or readers; any such document is to be produced in a reasonably legible and usable form. The term "document" includes all drafts of a document and all copies that differ in any respect from the original, including any notation, underlining, marking, or information not on the original. The term also includes information stored in, or accessible through, computer or other information retrieval systems (including any computer archives or back-up systems), together with instructions and all other materials necessary to use or interpret such data compilations.

Without limitation on the term "control" as used in the preceding paragraph, a document is deemed to be in your control if you have the right to secure the document or a copy thereof from another person.