

REQUEST FOR DOCUMENTS TO JEA

Pursuant to the Charge of the Special Investigatory Committee on JEA Matters ("Committee") issued by the Jacksonville City Council President on February 4, 2020, the Committee met on February 10, 2020 and by resolution issued this Request for Documents. It is requested that JEA produce the documents designated below through the Office of General Counsel as soon as reasonably possible.

Instructions

Produce all documents responsive to each request that are in JEA's possession, custody, and control, including all responsive documents within the possession of JEA's agents, employees, consultants, and attorneys.

If a request references a person or entity by name, the request includes all of the past and present directors, officers, managers, members, shareholders, agents, attorneys, accountants, advisors, consultants, contractors, subcontractors, employees, representatives, and any other persons or entities acting on their behalf.

Produce ESI in its native or near native form. Do not convert ESI to an imaged format (e.g., *.TIF or *.PDF).

All requests must be interpreted to include any attachments, amendments, exhibits, schedules, and drafts for any responsive documents.

Definitions

"Document(s)" shall include, without limiting the generality of the foregoing, correspondence, contracts, agreements, leases, memoranda, notes, calendar and diary entries, memoranda or notes of conversations and of meetings, studies, reports, offers, inquiries, bulletins, summaries, newsletters, compilations, charts, graphs, photographs, film, microfilm, articles, announcements, books, books of account, ledgers, vouchers, canceled checks, invoices, bills, opinions, certificates, transcripts and all other tangible things upon which any handwriting, typing, printing, drawings, representation, ESI (electronically stored information, as defined below), magnetic or electrical impulses or other form of communication is recorded, now or at any time in your possession, custody or control, including but not limited to the originals (or any copy when originals are not available) and drafts of documents and all copies that are different in any way from the original.

"ESI" means electronically stored information in all forms in which it is stored and communicated. ESI specifically includes emails, word processing files, electronic documents, spreadsheets, presentations, databases, images, movies, audio files, voicemails, text messages, and any other information stored on any computer, laptop, tablet, cell phone, smartphone, external hard drive USB drive, cd drive, dvd drive, backup drive, SharePoint site, file server, or in any remote or "cloud"-based system or location, including Dropbox. ESI specifically includes, without limitation, all of the following electronic file types: *.msg, *.pst, *.eml, *.jpg,

*.tif, *.gif, *.mov, *.mpg, *.mpeg, *.wmv, *.avi, *.wav, *.mp3, *.doc, *.docx, *.wpd, *.xls, *.xlsx, *.ppt, *.pptx, *.mdb and *.pdf. ESI also includes social media data, including information stored by you or communicated by you through Facebook, Twitter, LinkedIn, Skype and blogs. ESI also includes business or personal email accounts such as Yahoo Mail, Gmail, Hotmail, Outlook.com, AOL mail and other web-based email services.

“Inquiry Matters” means the Total Market Compensation Strategy, privatization or recapitalization of JEA, ITN, and PUP.

“ITN” means the Invitation to Negotiate #127-19 issued by JEA to evaluate proposals on strategic alternatives.

“PUP” means the Long-Term Incentive Plan known as the Performance Unit Plan presented to, and approved by, the JEA Board on July 23, 2019.

“SLT” refers to JEA’s past and present Senior Leadership Team.

Timeframe

December 1, 2017 through the present unless otherwise specified.

Requests

1. All documents and communications regarding the planning, approval, or implementation of the Total Market Compensation Strategy.
2. All documents regarding the drafting of the Performance Unit Plan, or any long-term incentive plan for JEA.
3. All presentations, reports, and memoranda provided by Willis Towers Watson to JEA.
4. All calendar entries regarding meetings with Willis Towers Watson.
5. All communications with Willis Towers Watson.
6. All documents regarding the inclusion of OGC attorneys and/or other non-JEA employees as participants in the PUP.
7. All documents regarding the number of Performance Units that could be purchased by any employee, or class of employees, under the PUP.
8. All documents regarding the cost of PUP units for participants.
9. All documents describing, summarizing, or explaining the terms of the PUP.

10. All documents regarding the potential or estimated cost to JEA of the PUP.
11. All documents and communications regarding the value of each PUP unit upon the occurrence of a recapitalization event or the formula for determining that value.
12. All documents regarding budgeting of, or allocation of funds for, payments under the PUP.
13. All memoranda or presentations provided to the JEA Compensation Committee or any of its members.
14. All communications between McKinsey and JEA.
15. All presentations, reports, and memoranda provided by McKinsey to JEA.
16. All agreements with McKinsey.
17. All invoices from McKinsey.
18. All documents and communications that JEA sent to or received from Public Financial Management.
19. All communications regarding the preparation of the Board packets for the May, June, and July 2019 JEA Board Meetings.
20. All calendar entries regarding meetings between Aaron Zahn or other SLT members and JEA Board members between December 1, 2017 and the present.
21. All documents regarding the use of the historic metrics for JEA included in the May, June, and July 2019 presentations to the JEA Board, including the number of employees and the comparison of rates over time.
22. All documents regarding the forecasting of JEA revenues, expenses, sales or customer demand.
23. All documents regarding the forecasting of grid parity and solar adoption in JEA's territory.
24. All documents regarding the rate of adoption of solar power by JEA customers from January 1, 2018 through the present.
25. All documents regarding industry forecasts, trends, or expert opinions regarding same.

26. All documents regarding the delegation of authority to negotiate the employment contracts with Aaron Zahn or other members of the SLT which were approved by the Board on July 23, 2019.
27. All documents regarding the drafting or terms of the employment contracts with Aaron Zahn or other members of the SLT which were approved by the Board on July 23, 2019.
28. All correspondence between Aaron Zhan and other members of the SLT and Camille Lee-Johnson regarding the PUP or the ITN.
29. All communications between Aaron Zahn and Alan Howard.
30. All communications between Aaron Zahn and April Green.
31. All communications between Aaron Zahn and Camille Lee Johnson.
32. All communications between Aaron Zahn and Pillsbury Winthrop Shaw Pittman LLP or Foley & Lardner, LLP regarding Alan Howard, Milam Howard Nicandri Gillam & Renner, P.A., or success based fees.
33. All documents, including drafts of the PUP or PUP agreement, that JEA sent to or received from Pillsbury Winthrop Shaw Pittman LLP or Foley & Lardner, LLP regarding any of the Inquiry Matters.
34. All documents and communications that JEA sent to or received from MassMutual regarding any of the Inquiry Matters.
35. All calendar entries regarding meetings between any JEA employee and Alan Howard from January 1, 2018 through the present.
36. All calendar entries regarding meetings between any JEA employee and any member or employee of Pillsbury Winthrop Shaw Pittman LLP or Foley & Lardner, LLP from January 1, 2018 through the present.
37. All calendar entries regarding meetings between any JEA employee and any member or employee of Foley & Lardner, LLP from January 1, 2018 through the present.
38. All documents and communications regarding JEA's scenario-based strategic planning, including all documents and communications regarding efforts to assess the viability of each scenario and the dates of those efforts.
39. All documents and communications regarding the ITN, including documents identifying when any SLT members began discussing the ITN, and all documents provided in response to the ITN.

40. All documents regarding the use of data rooms or other storage of information in conjunction with ITN and responses.
41. All documents regarding the estimated or potential costs associated with the drafting of the ITN, its publication, due diligence related to the ITN, negotiation and drafting of a proposed agreement, and any other actions necessary to bring an offer to the Board for review and approval.
42. All documents regarding inclusion of funds in the JEA budget for the cost of the ITN and PUP.
43. All agreements, communications, or other documents sent to or received from ADP.
44. All documents regarding any payments made to ADP.
45. All communications regarding the use, or potential use, of ADP for payroll services.
46. All documents regarding the selection or procurement of any contracts with ADP.
47. All documents regarding approval and payment of reimbursements to any member of the SLT for travel or any other expenses from February 1, 2018 through the present.
48. All documents regarding the approval of travel for any member of the SLT from February 1, 2018 through the present.
49. All policies regarding approval for, or reimbursement of, travel and travel expenses in effect from February 1, 2018 through the present.
50. All documents regarding payments made by JEA relating to the October 2018 Innovation Summit.
51. All agreements to which JEA was a party regarding the October 2018 Innovation Summit.
52. All presentations, reports, and memoranda prepared in relation to the October 2018 Innovation Summit.
53. All documents discussing the potential privatization of JEA from January 1, 2015 through the present.
54. All documents showing estimates of the value of JEA in the event of privatization from January 1, 2015 through the present.

55. All invoices from Pillsbury Winthrop Shaw Pittman LLP, Milam Howard Nicandri Gillam & Renner, P.A., and Foley & Lardner, LLP.
56. All communications with Pillsbury Winthrop Shaw Pittman LLP, Milam Howard Nicandri Gillam & Renner, P.A., or Foley & Lardner, LLP.
57. All agreements with Morgan Stanley.
58. All documents sent to or received from Morgan Stanley regarding any of the Inquiry Matters.
59. All agreements with JP Morgan.
60. All documents sent to or received from JP Morgan regarding any of the Inquiry Matters.
61. All communications between JEA and Morgan Stanley or JP Morgan.
62. Calendar entries regarding all meetings of the SLT or the Executive Team from February 27, 2018 through the present.
63. All documents regarding approval for, and payment of, expenses related to the SLT meeting on May 31, 2018 at White Oak Plantation.
64. All documents regarding approval for, and payment of, expenses related to the SLT meetings on April 4, 2019, June 11, 2019, August 19, 2019, and August 20, 2019 at Ponte Vedra Inn & Club.
65. All documents regarding approval for, and payment of, expenses related to the SLT meeting on July 10 — 11, 2019 at Club Continental.
66. All communications regarding the meetings at White Oak Plantation, Ponte Vedra Inn & Club, and Club Continental as described in paragraphs 63-65 above.
67. All documents provided to attendees or presented at the meeting on July 10 — 11, 2019 at Club Continental.
68. All communications between JEA and the Dalton Agency.
69. All documents provided to attendees or presented at the meetings described in paragraphs 63 — 65 above.
70. All documents identifying the attendees at the meetings described in paragraphs 63 — 65.

71. All communications to or from Mayor Lenny Curry, Brian Hughes, and Tim Baker, all ITN negotiation team members, and Sam Mousa.
72. All communications with Herschel Vinyard prior to his employment by JEA in April 2019.
73. All documents or communications regarding Deno Hicks, Southern Group, or Southern Strategy Group, including correspondence, contracts, invoices, calendar appointments, or ESI.
74. All documents regarding the procurement or attempted procurement of any contract between JEA and Deno Hicks, Southern Group, or Southern Strategy Group.
75. All memoranda and communications regarding the drafting of the Ten Year Site Plan filed with the PSC in March 2019.
76. All agreements regarding the preparation of the Ten Year Site Plan filed with the PSC in April 2019.
77. All communications with, or presentations to, rating agencies from January 1, 2018 through the present.
78. All drafts of the Integrated Resource Plan (“IRP”) for JEA which was being drafted beginning in 2018.
79. All communications regarding the decision not to complete the IRP in 2019.
80. All communications between JEA and the Jax Chamber.
81. Images of all electronic devices, issued by JEA, to any SLT member.
82. All text messages or other electronic communications regarding the ITN or the PUP from Aaron Zahn, Ryan Wannemacher, Melissa Dykes, Herschel Vinyard, and Jon Kendrick.
83. All text messages or other electronic communications from the SLT regarding any of the Inquiry Matters.
84. All documents related to the selection of the new JEA headquarters.

INTERROGATORIES TO JEA

Pursuant to the Charge of the Special Investigatory Committee on JEA Matters (“Committee”) issued by the Jacksonville City Council President on February 4, 2020, the Committee met on February 10, 2020 and by resolution issued these Interrogatories to JEA. It is requested that JEA provide complete and accurate responses to the following questions through the Office of General Counsel as soon as reasonably possible.

Definitions

“Inquiry Matters” means the Total Market Compensation Strategy, privatization or recapitalization of JEA, ITN, and PUP.

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Timeframe

December 1, 2017 through the present unless otherwise specified.

Interrogatories

1. Identify all purchases, contracts, or payments for any goods or services of \$10 Million or more.
2. Identify all outside attorneys and law firms engaged on behalf of JEA with respect to any of the Inquiry Matters.
3. Identify all vendors, consultants, or public relation firms hired by such attorneys and law firms on behalf of JEA.
4. Identify all other vendors, consultants, or public relation firms working with, or on behalf of, JEA with respect to any of the Inquiry Matters.
5. Provide a list of all JEA owned electronic devices issued to Aaron Zahn or any other member of the SLT.
6. Provide a list of all recipients of JEA purchased cellular telephones, together with each cellular telephone’s manufacturer and model (e.g., Apple iPhone 7), phone number, and network provider (E.g., AT&T).

7. Provide a list of all electronic devices (regardless of whether owned by JEA) used by any SLT member to send or receive JEA e-mails, access JEA documents, or otherwise communicate with anyone regarding JEA matters.

8. Identify all code names, nicknames, project names, or other shorthand abbreviations for any of the Inquiry Matters (e.g., Project Scampi).