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IN RE: AARON ZAHN-TERMINATION OF EMPLOYMENT  
AGREEMENT WITH JEA

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SWORN STATEMENT  
OF  
SHAWN EADS

DATE TAKEN: Thursday, December 26, 2019  
 TIME: 1:04 p.m. - 1:47 p.m.  
 PLACE: Office of General Counsel  
 117 West Duval Street,  
 Suite 480  
 Jacksonville, Florida

REPORTED BY: Heather M. Thomas,  
 Court Reporter

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I N D E X

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3 WITNESS: SHAWN EADS  
4  
5 EXAMINATION  
6 By Mr. Powell ..... 6  
7 CERTIFICATE OF REPORTER ..... 37  
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12 ---  
13 (No Exhibits)  
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1 APPEARANCES FOR CITY OF JACKSONVILLE:  
 2 STEPHEN J. POWELL, ESQUIRE  
 3 SONYA HARRELL, ESQUIRE  
 4 ADINA TEODORESCU, ESQUIRE  
 Office of General Counsel  
 4 117 West Duval Street, Suite 480  
 Jacksonville, FL 32202  
 5  
 6  
 7 APPEARANCES FOR OFFICE OF INSPECTOR GENERAL:  
 8 DERRONNE L. NINS, INVESTIGATOR  
 Office of Inspector General-City of Jacksonville  
 9 231 East Forsyth Street, Suite 470  
 Jacksonville, FL 32202  
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1 MR. NINS: This recorded interview is being  
 2 conducted at the Office of General Counsel,  
 3 City of Jacksonville. Today is December 26, 2019,  
 4 and the time by my cellphone is 1:04 p.m. I am  
 5 investigator Derronne Nins. I am employed by the  
 6 Office of Inspector General with the City of  
 7 Jacksonville.  
 8 The Office of Inspector General is assisting  
 9 the Office of General Counsel with its  
 10 investigation regarding Aaron Zahn, former CEO of  
 11 JEA.  
 12 Mr. Eads, is that correct?  
 13 THE WITNESS: Eads.  
 14 MR. NINS: Eads. Okay. Thank you, sir.  
 15 You're being interviewed as a witness in this  
 16 investigation. If at any time your status as a  
 17 witness changes, you will be notified.  
 18 The attorneys who will be interviewing you are  
 19 Stephen Powell -- I'll get that right before the  
 20 day is over -- Adina ...  
 21 MS. TEODORESCU: Teodorescu.  
 22 MR. NINS: Thank you.  
 23 And Sonya Harrell. As a commissioned Notary  
 24 Public in the State of Florida, I am authorized to  
 25 administer oaths. Please be advised any false

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1 statements made during your interview or attempt to  
 2 obstruct the Office of General Counsel's  
 3 investigation may be used in a subsequent  
 4 prosecution against you.  
 5 Please raise your right hand.  
 6 Do you Shawn Eads --  
 7 THE WITNESS: Eads.  
 8 MR. NINS: -- Eads, swear to tell the truth,  
 9 the whole truth and nothing but the truth?  
 10 THE WITNESS: I do.  
 11 MR. NINS: Thank you very much, sir.  
 12 Have any promises, threats, or inducements of  
 13 any nature whatsoever been made by me in order to  
 14 obtain your consent to this statement?  
 15 THE WITNESS: No.  
 16 MR. NINS: Thank you, sir.  
 17 Do you understand this recorded interview will  
 18 be subject to public disclosure pursuant to Public  
 19 Record Law and other laws of the State of Florida?  
 20 THE WITNESS: Yes.  
 21 MR. NINS: Great. Thank you very much, sir.  
 22  
 23  
 24  
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1 SHAWN EADS,  
 2 having been produced and first duly sworn as a witness,  
 3 testified as follows:  
 4 EXAMINATION  
 5 BY MR. POWELL:  
 6 Q Mr. Eads, good afternoon. I'm Steve Powell.  
 7 I'm with the -- have been with Office of General Counsel  
 8 for some time. I'm currently the chief of the tort and  
 9 employment litigation group. With me is Sonya Harrell  
 10 and Adina Teodorescu. Thank you for coming in on fairly  
 11 short notice.  
 12 Do you have with you a Statement of Rights  
 13 that was provided to you by --  
 14 A I do.  
 15 Q -- Ms. Dykes?  
 16 If you would sign and date that, I'd  
 17 appreciate it.  
 18 A (Complies.)  
 19 Q I will as well. I'll get a copy of this for  
 20 you --  
 21 A Great.  
 22 Q -- before we leave.  
 23 All right. Just so I can give this a little  
 24 context. We're here today in connection with our  
 25 office's assignment by the JEA board to inquire and

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1 review the tenure of Aaron Zahn to determine whether  
 2 there are grounds to terminate his contract for cause.  
 3 A Okay.  
 4 Q That is our focus, but as you can appreciate,  
 5 there are, you know, many components to that review. So  
 6 in the course of the week or so that we have been trying  
 7 to get our hands around things, we've identified a  
 8 number of areas of interest that we would like to  
 9 explore. And our only purpose today is to determine  
 10 from you what you -- what you know personally through  
 11 observation and performance in the course of your work,  
 12 anything that you've heard directly. If it's  
 13 indirectly, we would -- I'd ask you to be clear on that  
 14 so that we're not reading it incorrectly.  
 15 A Uh-huh.  
 16 Q And so we're just going to explore that in a Q  
 17 and A fashion. If anything any of us asks you is not  
 18 clear, just ask us, we'll restate it. We want to make  
 19 sure our record is clear.  
 20 And because we are having a reporter take it  
 21 down, we do need to try to ask and answer and try not to  
 22 talk on top of one another. If you could just answer as  
 23 completely as you can, that's all we're looking for.  
 24 As I said, if you have any questions, let us  
 25 know. If our questions are incorrect because of a lack

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1 of appreciation, understanding of the JEA framework and  
 2 how things work, if you could perhaps help us along  
 3 those lines to clear up some of that, that would be  
 4 helpful. I think the more we go through this, the  
 5 better we are at not doing that.  
 6 But I'm going to begin with a few questions.  
 7 Sonya and Adina will interject. They may have some.  
 8 I'm sure they will. At the end we'll afford you an  
 9 opportunity to ask any questions or add any information  
 10 at the end.  
 11 At this point I would ask you if you have any  
 12 questions at all about how -- what we're doing here and  
 13 what the process is. I'm happy to try to clear anything  
 14 up for you if you have questions.  
 15 A This just has to do with Aaron and the firing  
 16 for cause?  
 17 Q That is -- exactly.  
 18 A Okay.  
 19 Q We are -- that's our assignment. We haven't  
 20 been tasked with doing anything beyond that or trying to  
 21 gather any information on any other front.  
 22 A Okay.  
 23 Q The Office of Inspector General is here to  
 24 assist us in the formalities. This is not their  
 25 investigation.

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1           Okay. So with that, I will say that our focus  
2 is largely on events between May of '18 and July of this  
3 past year.  
4           A Okay.  
5           Q I can't say that exclusively, but for the most  
6 part that is. As we were chatting before we got  
7 started, you indicated that you had come down just six  
8 months ago. This is -- I was not aware of that. So it  
9 will help us, I think, further to expedite this work  
10 here today.  
11           When did you start with JEA?  
12           A My first day with JEA was March 25th, 2019.  
13           Q Okay. I have it that you are the chief  
14 information officer?  
15           A Yes.  
16           Q Would you give us a brief summary of your  
17 duties and responsibilities as CIO?  
18           A Sure. I am responsible for all of the  
19 technology systems across the JEA enterprise, which  
20 includes all of the computer systems, all of the  
21 applications that we use to run our business, all of the  
22 networks that we use to run information across, and all  
23 of the systems associated with that.  
24           I also am responsible for innovation as far as  
25 building an innovative culture across JEA. I handle the

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1 help desk and the service desk and PCs and printers and  
2 everything else that you can imagine.  
3           Q And prior to coming to JEA, what were you --  
4 where were you and what were you doing?  
5           A Sure. I was a senior director for  
6 GE Appliances. I worked for GE Appliances for 13 years.  
7 About 11, 12 of those with GE, and then they sold us to  
8 Haier in 2016. So I've been there for 13 years.  
9           Q What occasioned your relocation to  
10 Jacksonville and JEA?  
11           A I had been on the market, looking to become a  
12 CIO and was told of an opportunity here in town and went  
13 through that process and was hired and that's what  
14 brought me down.  
15           Q Prior to coming in, did you have any  
16 relationship or dealings with Mr. Zahn?  
17           A No.  
18           Q You mentioned in your description of your  
19 responsibilities innovation --  
20           A Uh-huh.  
21           Q -- fostering a culture of innovation in JEA.  
22 Could you elaborate on that a bit?  
23           A Sure. Is there something in particular -- so  
24 originally my boss, when I was hired, was Julio Romero.  
25 He was the chief innovation and transformation officer.

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1           When Julio left the company, I was asked to take on the  
2 innovation portion and to continue to drive that.  
3           Really what that is about, it is about driving  
4 bottoms up and top down innovation through JEA. So  
5 largely today a lot of our efforts are around empowering  
6 employees to demonstrate as well as celebrate the things  
7 that they do day in and day out that are innovative in  
8 their jobs and to continue to build that culture and to  
9 grow it.  
10           It also has us looking at potential  
11 partnerships with universities and other things to be  
12 able to drive additional innovation to help us pave the  
13 road from a technology perspective -- a digital  
14 technology perspective into the future.  
15           Q I think I'm hearing that this component of  
16 your work was an after addition?  
17           A Uh-huh.  
18           Q When did you take that on after getting here  
19 in March?  
20           A When Julio was -- when he left. I don't  
21 remember the exact date. I could get that for you. We  
22 could find it. I believe it was in May, I think.  
23           Q Well, since -- a little out of my order here,  
24 but we have learned that there was an event called an  
25 innovation summit.

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1           A Uh-huh.  
2           Q Do you remember when that was?  
3           A That was -- well, I know of a Utility of the  
4 Future workshop that we did in early July. I have heard  
5 that there was an innovation event that was done before  
6 I got here and I don't know --  
7           Q That did precede your -- okay. I'd lost track  
8 of my timing on that, but that was before you came in?  
9           A I believe so, if that's what you're referring  
10 to. I remember a workshop that we did in July that was  
11 more around strategic planning and the Utility of the  
12 Future.  
13           Q And where was that workshop?  
14           A Where was it held?  
15           Q Uh-huh.  
16           A It was held at UNF, University of North  
17 Florida.  
18           Q Was that attended by any members of the JEA  
19 board?  
20           A No. It was the senior leadership team and all  
21 directors. It was a day-long workshop that was done  
22 with McKinsey as part of our engagement.  
23           Q You're here because it's our understanding  
24 that you are a member of the senior leadership team.  
25           A Correct.

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1 Q Who is your direct report?  
2 A My direct reports? People who report to me?  
3 Q No, no, that you report to.  
4 A That I report to?  
5 I reported to Mr. Zahn from May onward. I  
6 reported to Julio from March until May.  
7 Q Picking up with Julio's departure. What does  
8 it mean on a day in, week in, week out basis to be a  
9 direct report to Mr. Zahn, or what has it meant -- did  
10 it mean?  
11 A Nothing in particular special. Him being the  
12 CEO, I was pretty independent and had to manage my  
13 organization and the things that he gave me  
14 responsibility over independently.  
15 We would meet -- we tried to meet every other  
16 week -- that didn't happen very often -- to just do what  
17 we call feedback sessions.  
18 Q Were these one on one --  
19 A Yes.  
20 Q -- or were these meetings with his other  
21 direct reports?  
22 A So there were one-on-one feedback sessions  
23 that were supposed to be every other week. I could go  
24 back and look at how many times they actually happened.  
25 They were very -- not very many.

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1 There were also weekly -- I'm sorry. Not  
2 weekly. There were staff meetings that Aaron did have.  
3 I was involved in a portion of them. I was not involved  
4 in all of them. And that included myself, Ms. Dykes,  
5 Mr. Vinyard, and Mr. Wannemacher.  
6 Q Any estimate of how many times the five of you  
7 met together?  
8 A I don't recall an exact number. I would  
9 estimate less than six.  
10 Q Where were those meetings held?  
11 A In Mr. Zahn's office.  
12 Q Was there an agenda prepared?  
13 A On occasion, but not -- not often.  
14 Q Were they recorded in any fashion?  
15 A No.  
16 Q Do you remember if any minutes were generated?  
17 Any kind of summary of any of these meetings?  
18 A Not to my recollection.  
19 Q You would make your notes for your use, or any  
20 take-aways from those meetings, that would be something  
21 you would handle and --  
22 A Correct.  
23 Q Do you remember participating in a -- I'm  
24 going to call that a group meeting of Aaron Zahn's  
25 direct reports prior to June of this year?

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1 A I don't remember the timing of the first  
2 meeting. There may have been one because I reported to  
3 him in May, but I do not remember directly.  
4 Q When you became his direct report in May, did  
5 Mr. Zahn have a -- for want of a better way of putting  
6 it, a sit down, get acquainted, get familiar  
7 conversation with you as you were assuming these  
8 additional responsibilities?  
9 A That would have happened during one of our  
10 feedback sessions, so the one-on-one meeting.  
11 Q Did Mr. Zahn at that time share with you any  
12 aspirations he had for JEA and his plans for what he was  
13 hoping to accomplish with the agency?  
14 A Mr. Zahn and I would speak about innovation  
15 and things that we were trying to build culturally  
16 through the organization that he wanted me to drive in  
17 very conversational modes. There was not -- we  
18 discussed -- I would prepare the material that we would  
19 cover in those feedback sessions because it was my  
20 meeting to him as far as what we would go over.  
21 There were times we would talk about goals, my  
22 goals that I have in the organization. I don't -- does  
23 that answer your question?  
24 Q I think so.  
25 Before I lose track of the thought, where

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1 did -- is it Julio?  
2 A Uh-huh.  
3 Q Last name?  
4 A I think Romero.  
5 Q Romero. Where did he head off to; do you  
6 know?  
7 A I think he went back to consulting in the  
8 company that he came from.  
9 Q Is he still here in Jacksonville; do you know?  
10 A No, he's not, to my knowledge.  
11 Q Do you know the name of his company or where  
12 it's located?  
13 A I could look it up. I don't, off the top of  
14 my head.  
15 Q Do you know why he left?  
16 A I do not.  
17 Q Did you work closely with him for that two  
18 months before he left?  
19 A Yes, I did.  
20 Q Was his departure abrupt?  
21 A It was sudden. I was -- yeah, it was sudden.  
22 Q How long had he been with JEA; do you know?  
23 A I believe Julio started in February.  
24 Q Of '19?  
25 A Of '19, yes.

4 (Pages 13 to 16)

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1 Q There was a meeting of the JEA board in  
 2 June of 2019 at which some presentation was made by  
 3 Mr. Zahn.  
 4 Did you assist him in preparing any of the  
 5 materials for that presentation?  
 6 A That was the Status Quo 2 presentation, I  
 7 recall. I did not have direct input into the  
 8 presentation materials. There was a lot of work that  
 9 the team had done with McKinsey and other folks that I  
 10 think was part of the information used in the  
 11 presentation, but directly creating the materials, no.  
 12 Q And when you say "the team", who was -- "the  
 13 team" had done a lot of work, "the team" had done before  
 14 that. When you say "the team", who are you talking  
 15 about?  
 16 A Sure, sure. The senior leadership team.  
 17 Q Of which you are now a member, but the team  
 18 had done work before that, it's your understanding, to  
 19 get him ready for that meeting?  
 20 I didn't ask that very well. I thought what  
 21 you said was that the team had done a lot of work to  
 22 prepare for that meeting in June?  
 23 A Let me try to clarify.  
 24 Q If you would.  
 25 A Sure. The strategic planning process that was

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1 started before I had joined, with McKinsey as our  
 2 partner, included several activities that the senior  
 3 leadership team -- and when I say that, that's not just  
 4 Aaron's staff; that is the broader group than you see on  
 5 the website, that I was a member of even before I  
 6 reported to Mr. Zahn.  
 7 That team, in conjunction with the partners of  
 8 McKinsey, had done lots of work, whether it be  
 9 forecasting or, you know, options to be able to plan  
 10 through various scenarios. The senior leadership team,  
 11 along with McKinsey, had worked on that.  
 12 The actual presentation that you asked about  
 13 in June, I did not directly work with Mr. Zahn on that  
 14 presentation.  
 15 Q Do you know who did?  
 16 A I do not.  
 17 Q Did you provide any data to McKinsey to assist  
 18 their work in preparing Mr. Zahn for that meeting?  
 19 A I did. I was asked to look at and to review  
 20 some of McKinsey's material around IT spend.  
 21 Q Around what?  
 22 A Information technology spend.  
 23 Q Spend?  
 24 A Yes. How much we spend, how much is in the  
 25 budget, how much as we go forward and look at improving

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1 our financial situations, what we could potentially do.  
 2 I was part of that because that was my organization.  
 3 Q Were you in place in time to be the person who  
 4 would have conducted a review of your operations to see  
 5 what it would be -- the impact of a 15 percent cut in  
 6 your budget would be?  
 7 A Yes.  
 8 Q Do you remember when you were given that  
 9 assignment?  
 10 A One of my first goals that was given to me by  
 11 Julio was to look at reducing the operating expenses of  
 12 my organization by 20 percent. Day one.  
 13 Q You walked in the door, reduce our expenses by  
 14 20 percent?  
 15 A Yes.  
 16 Q Did that -- did you have any reaction to that?  
 17 A I was not surprised.  
 18 Q And why were you not surprised?  
 19 A Because in the IT field, a lot of times a new  
 20 CIO is brought in to be able to optimize and make sure  
 21 that we're running as lean as possible and as  
 22 efficiently as possible. So very common even as I had  
 23 interviewed for other CIO jobs, so I was not surprised.  
 24 Q Did you receive this assignment as, in your  
 25 mind, a hypothetical or as a -- an effort that was

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1 intended to lead to an actual reduction of your expenses  
 2 by 20 percent?  
 3 A I was given it as a goal to look across all of  
 4 our spend to try to drive us to less spending on running  
 5 our operations and more spending on growing and  
 6 transforming the business. So it was a real goal. It  
 7 was a goal I did not hit in the fiscal year that I was  
 8 hired in.  
 9 Q You mean you actually attempted to cut your  
 10 expenses by 20 percent, or you were looking at what it  
 11 would take to cut 20 percent?  
 12 A I looked at all of our expenses and made sure  
 13 that we were spending correctly and trying to come up  
 14 with a plan of how we could reduce expenses, yes.  
 15 Q So you would want to be spending less on  
 16 operations and more on, you said, transforming the  
 17 business?  
 18 A Grow and transform. It's a common term that  
 19 Gartner uses to talk about adding value to the business  
 20 from an IT perspective, being more around how do we  
 21 continue to grow our customer experience, how do we  
 22 continue to grow our field capabilities, how do we  
 23 potentially look at new opportunities, if we're allowed  
 24 to, from a charter perspective, doing that type of work  
 25 versus making sure the applications are running, making

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1 sure the infrastructure is running.  
 2 We obviously need to do that, but we'd like to  
 3 do that as cost efficiently as possible.  
 4 Q Were you provided with any types of things  
 5 that -- to consider in the -- in the area of  
 6 transformation?  
 7 A No.  
 8 Q What things did you -- you know, I'm sure I'm  
 9 not asking this very artfully, but what sorts of things  
 10 would you study or review or consider in the -- in this  
 11 concept -- in the context of the transformation of the  
 12 business?  
 13 A So from an IT perspective, it has to do with  
 14 are we working on partnering with a business to create  
 15 new capabilities, to create new solutions rather than  
 16 fixing things that are broken.  
 17 So on one hand we want to automate the  
 18 repetitive tasks that we have to do to maintain the  
 19 systems, versus -- when I say grow and transform, it's  
 20 how are we enabling the business and my partners, my  
 21 team members to be able to go into new directions.  
 22 That's how we differentiate those two. I don't know if  
 23 I'm answering ...  
 24 Q Would these transformational options require a  
 25 change in the structure of JEA?

Page 22

1 A I had not reached a point where that was  
 2 something we were looking into. I was trying to do this  
 3 all within the confines and the construct of how we do  
 4 business today.  
 5 I have been told by my team, so the people  
 6 that report to me, they would love to go into some  
 7 telecom capabilities and some other capabilities, and  
 8 I've been told by my team we're not allowed to do that  
 9 in our existing structure. So we didn't go any further  
 10 with any of that at the time.  
 11 Q Did you receive any direction from Mr. Zahn or  
 12 Mr. Vinyard to consider transformational opportunities  
 13 that could be there for JEA if JEA was privatized?  
 14 A The only time I looked at that -- so I was not  
 15 given anything to go look at by them, no.  
 16 As we went past the July board meeting, we  
 17 went and continued to work with McKinsey on what was  
 18 potential unconstrained strategic options. So these are  
 19 things that could potentially be beyond what we were  
 20 allowed to do. And in that exercise -- which there was  
 21 a workshop in July, Utility of Future workshop at UNF  
 22 that I had mentioned before.  
 23 So in that context we did brainstorm different  
 24 ideas, but I was never -- to your question, I was never  
 25 directed or given certain things by Mr. Zahn or

Page 23

1 Mr. Vinyard to go look at, no.  
 2 Q The UNF workshop, was that hosted or sponsored  
 3 by JEA?  
 4 A Yes, in conjunction with McKinsey.  
 5 Q Did McKinsey prepare the materials and the  
 6 PowerPoints and the other things that went --  
 7 A Yes.  
 8 Q -- on with the workshop?  
 9 A They did, yes. As part of the contract that  
 10 we hired them for.  
 11 Q And if we wanted to go find that discrete set  
 12 of materials, what would it be -- what would it be found  
 13 under? Is there a name of the workshop? Did it have a  
 14 name?  
 15 A I don't recall the exact name, but I believe  
 16 it was the Utility of the Future workshop.  
 17 Q Okay.  
 18 A I believe that's what it was called. I could  
 19 be wrong on some of the wording.  
 20 But we used that -- yeah, it's been referenced  
 21 in various materials.  
 22 Q Did any of those materials find their way into  
 23 the July 23rd board meeting presentation?  
 24 A No. That was -- I need to check on the dates.  
 25 I think we did -- we did it in July. I don't remember

Page 24

1 if it was before or after the meeting. It might have  
 2 been after the meeting. I don't recall.  
 3 Q The 20 percent reduction exercise that you  
 4 started on day one, did you complete an evaluation, I  
 5 guess, of the entire IT universe in JEA to -- and reach  
 6 a -- arrive at a list of reductions and changes that  
 7 would result in this 20 percent expense reduction?  
 8 A Continually working on it.  
 9 Q Okay. And I understand that it's a  
 10 never-ending process, but did there come a point -- you  
 11 came on on March 25th. Within 30 days, did you have a  
 12 document that had a 20 percent reduction?  
 13 A I did not.  
 14 Q Did you ever reach that point?  
 15 A I did not.  
 16 Q Did any of that work that you did to find ways  
 17 to reduce expenses find their way into Mr. Zahn's  
 18 presentation to the board in June of 2019?  
 19 A Yes.  
 20 Q Did you meet with Mr. Zahn to talk about that?  
 21 A No.  
 22 Q And how did it get there?  
 23 A There is -- I believe it's the June -- there  
 24 is a slide in the Status Quo 2 where it talks about  
 25 outsourcing IT. I worked with McKinsey on that slide

1 that I do believe found its way into the June -- I think  
 2 it was in the appendix, but I do believe it was there.  
 3 Q If you outsourced JEA's IT department, would  
 4 that just as a matter of fact result in a reduction of  
 5 expense?  
 6 A It most certainly can. Ultimately I've come  
 7 out -- and I don't believe that's the right thing to do.  
 8 We continue to look at ways that we can strategically  
 9 source and -- and understand what our spend is from a  
 10 labor perspective.  
 11 But no, I don't -- the answer to your question  
 12 is could it, the answer is yes. But it was not  
 13 something that we have pursued since that June -- that  
 14 June board meeting.  
 15 Q Okay. After the June board meeting, were you  
 16 tasked with any work to prepare presentations to the  
 17 board on July 23 of 2019?  
 18 A I was not.  
 19 Q So I'm pretty sure I know the answer to this.  
 20 Did you participate in any way in the development of the  
 21 performance --  
 22 A No. Performance improvement units or whatever  
 23 they're called.  
 24 Q The PUP plan.  
 25 A I was not.

1 Q Did you have any role in assisting with any of  
 2 the calculations or evaluations or projections of the  
 3 PUP?  
 4 A I was not.  
 5 Q Performance unit plan.  
 6 All right. And just directly, did you have  
 7 any conversations with either Mr. Zahn or Mr. Vinyard,  
 8 or Mr. Wannemacher for that matter, between the time you  
 9 came on in March of '19 and the June 4 meeting regarding  
 10 either the privatization or the sale of JEA?  
 11 A Can you state that question again?  
 12 Q After you came on on March 25th, did you have  
 13 any conversations with either Mr. Zahn or Wannemacher or  
 14 Vinyard about the sale or privatization of JEA prior to  
 15 the June board meeting?  
 16 A No. I believe there was a meeting -- I don't  
 17 recall the dates. I don't believe so. There was a  
 18 meeting where we discussed creating strategic  
 19 alternatives, as a senior leadership team, that we  
 20 needed to go do that. One of which was what was the --  
 21 I believe it was at the direction of the board. But it  
 22 was what was the charter changes and the law changes  
 23 that may be needed to solve that problem or those  
 24 constraints. And then there was also the other  
 25 strategic alternatives.

1 Q It sounds like you're saying that to the best  
 2 of your recollection those meetings took place after the  
 3 June board meeting?  
 4 A I believe so, because we got -- we got  
 5 direction from the board in the June meeting to go do  
 6 that work.  
 7 Q And then come back in July?  
 8 A Uh-huh.  
 9 But without going to my calendar, I don't know  
 10 specific dates off the top of my head.  
 11 Q No, I appreciate that. And we may well follow  
 12 up with a phone call or an email asking you to check  
 13 your calendar for one thing or another.  
 14 Do you happen to have your calendar on your  
 15 phone?  
 16 A I do.  
 17 Q Can you check it for us? Do you mind just to  
 18 see if we can pinpoint --  
 19 A I can check it. I do not know if I'll be able  
 20 to see the details of the meeting. That would be easier  
 21 from my machine.  
 22 Q Believe me, I understand that.  
 23 A Since I'm the guy running those applications,  
 24 I know them pretty well.  
 25 MR. POWELL: Well -- we can go off for a

1 second.  
 2 (Off the record)  
 3 BY MR. POWELL:  
 4 Q So, Mr. Eads, you're kindly taking a look at  
 5 your phone to see if you can determine when this meeting  
 6 of this -- when you say Mr. Zahn's staff, you're talking  
 7 about his direct reports; correct?  
 8 A No. I'm talking about the entire senior  
 9 leadership team.  
 10 Q I'm sorry.  
 11 Was that the meeting -- was it a meeting of  
 12 everybody you're talking about, or was it a meeting of  
 13 the five of you that you're --  
 14 A It was a meeting with everybody.  
 15 Q Of everybody. All right.  
 16 A Yeah, I don't have it. Your question about my  
 17 calendar on my phone, I do not have it.  
 18 Q Okay. So you think --  
 19 A It may be on my desktop.  
 20 Q -- if you went back to your desktop, you might  
 21 be able to identify for -- or determine for us when that  
 22 meeting took place?  
 23 A I may be able to. I don't know.  
 24 Q Okay. I'm not going --  
 25 A Yeah. Okay.

1 Q That's a possibility, okay.  
 2 BY MS. HARRELL:  
 3 Q You said earlier that you had had a  
 4 conversation with Mr. Zahn, just general conversation  
 5 about innovation.  
 6 I think you said you -- y'all talked about  
 7 things that he believed hampered innovation; is that  
 8 correct?  
 9 A I don't --  
 10 Q No?  
 11 A I don't believe I said that.  
 12 Q Okay.  
 13 A We would have conversations about innovation.  
 14 I would come up with ideas and ask him what he thought  
 15 about a partnership with this university or those types  
 16 of things, and we would discuss those types of things.  
 17 Q Okay. Did he ever tell you that there were  
 18 things that -- that JEA could not do? Like, you'd have  
 19 these great brainstorming sessions and then he'd say,  
 20 well, no, we can't do that because we're a government  
 21 utility?  
 22 A I have been told that there are things we  
 23 cannot do. I know some of them have been from my own  
 24 team members telling me that. It is possible that  
 25 Mr. Zahn and I spoke about those things as well. It

1 was -- nothing that sticks out in my mind, but I've had  
 2 those conversations --  
 3 Q Okay.  
 4 A -- of what we can and cannot do inside of our  
 5 charter.  
 6 Q Okay.  
 7 A A lot of times that's me having an idea that I  
 8 can't do.  
 9 Q Sure.  
 10 BY MR. POWELL:  
 11 Q Well, on the occasion that that would be on  
 12 the table, did Mr. Zahn express frustration with that  
 13 limitation?  
 14 A Mr. Zahn didn't -- nothing more than anyone  
 15 else on my team with similar things about the charter,  
 16 but that's -- to me, that's the course of business  
 17 and -- but nothing that's stuck out to me, no.  
 18 Q Did you and Mr. Zahn ever have any discussions  
 19 about the responsibilities of JEA to comply with  
 20 Florida's Public Records Laws?  
 21 A No.  
 22 Q Have you ever -- have you had any public  
 23 records issues during your time as the CIO?  
 24 A I have not. My team has assisted in public  
 25 records requests, and I have -- we have not.

1 Q Have you -- during Mr. Zahn's tenure, did you  
 2 ever receive any directions from Mr. Zahn or Mr. Vinyard  
 3 or Mr. Wannemacher to slow down a public records  
 4 response?  
 5 A Absolutely not.  
 6 Q And the same question with respect to simply  
 7 not supplying records in response to a public records --  
 8 A Absolutely not. I don't handle public records  
 9 requests. That's another individual in the  
 10 organization. So my team just gets asked occasionally  
 11 if someone needs --  
 12 Q No, I do --  
 13 A This office, we provided a whole bunch of  
 14 information last week.  
 15 Q Sure. I understand how it works. It comes  
 16 into one area, but you would be asked to provide the  
 17 records so that they could furnish them.  
 18 Do you have somebody in your group -- in your  
 19 group that handles those for your team?  
 20 A Not a named individual, not a particular role.  
 21 But we have individuals on our teams, especially on the  
 22 email team, that help when those things come about.  
 23 Q Anything you can think of to add to our  
 24 questions that you haven't answered?  
 25 A I don't believe so.

1 MS. HARRELL: I actually have a quick  
 2 question.  
 3 MR. POWELL: Okay.  
 4 BY MS. HARRELL:  
 5 Q Did you ever observe Mr. Zahn be abusive to  
 6 employees, berate them?  
 7 A I did not.  
 8 Q Did you ever hear of him?  
 9 A I did not.  
 10 Q Okay. Did you ever hear of any kind of  
 11 inappropriate behavior by Mr. Zahn?  
 12 A I did not.  
 13 MR. NINS: I have a disclosure to go over and  
 14 then we will discontinue the interview. Okay?  
 15 Do you have anything else additional to offer  
 16 about what we've discussed today?  
 17 THE WITNESS: I do not.  
 18 MR. NINS: Okay. As this is an ongoing Office  
 19 of General Counsel investigation, you're being  
 20 advised not to discuss this case with others.  
 21 Can you agree to that, sir?  
 22 THE WITNESS: Yes.  
 23 MR. NINS: Okay. Great.  
 24 Okay. At this time the interview --  
 25 MR. POWELL: I'm sorry. Hold on.

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1 BY MR. POWELL:  
2 Q I do have one other thing to ask and it has to  
3 do with the PUP, and I know that you didn't have  
4 anything to do with the development of the PUP.  
5 Did there come a time when you learned how  
6 many shares of -- how many performance units you would  
7 be eligible to purchase -- you would be eligible to  
8 purchase because of your position and salary?  
9 A No.  
10 Q Did you learn of the high-end potential return  
11 of these units prior to the City Council auditor report?  
12 A No.  
13 Q Can you share your reaction to that  
14 information?  
15 A My reaction was, there was little to no  
16 information shared about the PUPs. I do know that they  
17 were on the July board meeting. I did pay attention  
18 enough to know that something had been passed, but they  
19 were never solidified and given to me in any state that  
20 I would have known any of that.  
21 So my reaction when it came out was, wow,  
22 okay. I actually sent an email to Mr. Zahn that made  
23 the public record in a meeting a week or so ago where I  
24 had given him a suggestion, after they were canceled,  
25 of, hey, why don't you put a cap on them? Because I

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1 come from the private industry where that's pretty  
2 normal.  
3 I didn't know there wasn't one, didn't know  
4 how it was structured. I just assumed it was similar to  
5 anything I had participated in in the private world, and  
6 when it hit that, I realized maybe it wasn't.  
7 Q Was it surprising to you that there was no  
8 cap?  
9 A I believe it was -- yes, it was surprising to  
10 me just because of what I've experienced in my life.  
11 That's pretty normal for long-term incentive programs,  
12 and that's what I -- my email to Mr. Zahn said was, hey,  
13 I'm an idea guy, so what about this idea?  
14 Q Okay. But up until that point, until the  
15 disclosure through the City Council auditor report --  
16 A Yes.  
17 Q -- you hadn't received --  
18 A No.  
19 Q -- any information about the value of the  
20 PUPs?  
21 A We had received no information about the PUPs.  
22 Q And would you say that that's true, as far as  
23 you know, for all of the members of the senior  
24 leadership team and all of JEA, except for perhaps --  
25 well, as far as anybody you know?

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1 Do you know of anybody that received any  
2 valuation or qualitative valuation of the PUPs prior to  
3 the disclosure after the City Council auditor report?  
4 A Not that I'm aware of. I can only speak for  
5 what I was in meetings about and what was given to me,  
6 and I had no information about it. I knew there was a  
7 program. I knew that we were authorized to go put one  
8 in place, but I was not involved in that work at all.  
9 MR. POWELL: That's all we've got.  
10 MR. NINS: Yes, sir.  
11 MR. POWELL: I'm sorry I interrupted you.  
12 MR. NINS: No, you're fine. You're perfectly  
13 fine.  
14 Okay. Well, the interview is now concluded.  
15 We appreciate you coming in and speaking with us  
16 today.  
17 THE WITNESS: So can I ask you a question? I  
18 don't mind if they type it or not.  
19 MR. NINS: Okay.  
20 THE WITNESS: All of us coming in here, we  
21 should not speak to one another; correct?  
22 MR. POWELL: Oh, I think we forgot to mention  
23 that.  
24 THE WITNESS: I think -- I'm just trying to  
25 make sure that's what you meant by that statement.

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1 MR. NINS: Well, for us, I know we typically  
2 don't like to add rumors to the rumor mill, et  
3 cetera.  
4 THE WITNESS: Okay.  
5 MR. NINS: So that's typically --  
6 THE WITNESS: Just asking.  
7 MR. NINS: -- the procedure we have.  
8 THE WITNESS: No problem.  
9 MR. POWELL: We would ask that you not discuss  
10 any of this --  
11 THE WITNESS: Okay.  
12 MR. POWELL: -- with others. And it may be  
13 that we follow up with some questions on our own,  
14 either by email or on the phone.  
15 THE WITNESS: Not a problem.  
16 (Sworn statement concluded at 1:47 p.m.)  
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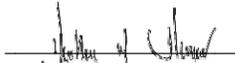
CERTIFICATE OF REPORTER

STATE OF FLORIDA  
COUNTY OF DUVAL

I, HEATHER M. THOMAS, Court Reporter and Notary Public, State of Florida, was authorized to and did stenographically report the foregoing proceedings; and that the transcript, pages 4 through 37, is a true and accurate record of my stenographic notes.

I further certify that I am not a relative, or employee, or attorney, or counsel of any of the parties' attorney or counsel connected with the action, nor am I financially interested in this action.

DATED this 1st day of January, 2020.

  
HEATHER M. THOMAS  
COURT REPORTER



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