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

---

SWORN STATEMENT  
OF  
JON KENDRICK

DATE TAKEN: Friday, December 27, 2019  
 TIME: 9:31 a.m. - 11:48 a.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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1 APPEARANCES FOR CITY OF JACKSONVILLE:  
 2 STEPHEN J. POWELL, ESQUIRE  
 3 SONYA HARRELL, ESQUIRE  
 4 ADINA TEODORESCU, ESQUIRE  
 5 JON R. PHILLIPS, ESQUIRE  
 6 Office of General Counsel  
 7 117 West Duval Street, Suite 480  
 8 Jacksonville, FL 32202

9 APPEARANCES FOR OFFICE OF INSPECTOR GENERAL:  
 10 DERRONNE L. NINS, INVESTIGATOR  
 11 Office of Inspector General-City of Jacksonville  
 12 231 East Forsyth Street, Suite 470  
 13 Jacksonville, FL 32202

14 ALSO PRESENT: MARYANNE EVANS  
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I N D E X

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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 27th,  
 4 2019, and the time by my cellphone is 9:31 a.m.  
 5 I am investigator Derronne Nins. I'm employed  
 6 by the Office of Inspector General with the City of  
 7 Jacksonville. The Office of Inspector General is  
 8 assisting the Office of General Counsel with this  
 9 investigation regarding Aaron Zahn, former CEO of  
 10 JEA.  
 11 Mr. Kendrick, you're being interviewed as a  
 12 witness in this investigation. If at any time your  
 13 status as a witness changes, you will be notified.  
 14 The attorneys who will be interviewing you are  
 15 Stephen Powell, Adina ...  
 16 MS. TEODORESCU: Teodorescu.  
 17 MR. NINS: And Sonya Harrell.  
 18 As a commissioned Notary Public in the State  
 19 of Florida, I am authorized to administer oaths.  
 20 Please be advised any false statements made during  
 21 your interview or attempts to obstruct the Office  
 22 of General Counsel's investigation may be used in a  
 23 subsequent prosecution against you.  
 24 Please raise your right hand.  
 25 Do you, Jon Kendrick, swear to tell the truth,

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1 the whole truth, and nothing but the truth?  
2 THE WITNESS: I do.  
3 MR. NINS: Thank you, sir.  
4 Have any promises, threats, or inducements of  
5 any nature whatsoever been made by me in order to  
6 obtain your consent to this statement?  
7 THE WITNESS: They have not.  
8 MR. NINS: And do you understand this recorded  
9 interview will be subject to public disclosure  
10 pursuant to Public Record Law and of the laws of  
11 the State of Florida?  
12 THE WITNESS: I do.  
13 MR. NINS: Great. Thank you, sir.  
14 JON KENDRICK,  
15 having been produced and first duly sworn as a witness,  
16 testified as follows:  
17 EXAMINATION  
18 BY MR. POWELL:  
19 Q Good morning, Mr. Kendrick. My name is Steve  
20 Powell. I'm with the Office of General Counsel. I've  
21 been here some time, and I'm currently the chief of tort  
22 and employment litigation for the office. With me is  
23 Sonya Harrell, Adina Teodorescu, and Jon Phillips just  
24 joined us.  
25 I'm going to do a little background before we

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1 get going to make sure we're all on the same page.  
2 Could you introduce your witness?  
3 A Yeah. This is Maryanne Evans, who is director  
4 of labor relations at JEA.  
5 Q Okay. And she is here as your witness under  
6 the rights statement that was provided to you by  
7 Ms. Dykes?  
8 A That's correct.  
9 Q All right. And you have signed that and I've  
10 signed it, and we will get a copy of that to you  
11 before --  
12 A Great.  
13 Q I would just -- we will cover it at the end,  
14 but I just want to up front remind both of you that this  
15 is a confidential investigation and it remains here.  
16 You'll be advised not to discuss it with anyone while  
17 the investigation remains --  
18 A Certainly.  
19 Q -- open.  
20 And if there are any questions about that --  
21 and we'll have an opportunity at the end of all of this  
22 for you to ask questions --  
23 A Okay.  
24 Q -- and to make sure that we're all on the same  
25 page when we leave.

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1 First, thank you for coming in. I appreciate  
2 it.  
3 The purpose of this discussion is in  
4 conjunction with the investigation our office is in the  
5 midst of on assignment from the JEA board of directors,  
6 to determine whether there exists grounds to terminate  
7 the contract of Aaron Zahn for cause.  
8 A Okay.  
9 Q In the course of the ten days or so that we  
10 have been working on this, we have identified a number  
11 of areas of interest, and so we are going to try to --  
12 and they're somewhat diverse, and some of them may or  
13 may not relate to your work at JEA or your experience  
14 there, and that's the point of asking --  
15 A I understand.  
16 Q -- the questions.  
17 All we ask in this is that you answer as  
18 completely as you can with the truth as you know it.  
19 And if any of our questions aren't clear, please speak  
20 up and we'll straighten them out so that we have a clear  
21 record.  
22 It's also important -- and this is as much a  
23 caution to us as to you, that it's important not to  
24 speak on top of each other --  
25 A Right.

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1 Q -- so that our reporter will have the best  
2 ability to get it all down accurately. And it may or  
3 may not be recorded -- transcribed when we're finished.  
4 I'm going to begin with the questions I have.  
5 A Okay.  
6 Q Sonya and Adina and Jon will likely jump in  
7 through it. It's not a super structured Q and A. When  
8 I'm done, either or any of them might have some  
9 questions of their own.  
10 And as I said, at the end we will make sure  
11 you have an opportunity to add anything or ask us any  
12 questions --  
13 A Okay.  
14 Q -- to wrap it up.  
15 So at this point, let me ask you, do you have  
16 any questions about why we're here and how we're going  
17 to proceed?  
18 A No, I understand.  
19 Q All right. For the record, if you would tell  
20 us your position at JEA and your duties and  
21 responsibilities.  
22 A I am the vice president, chief human resources  
23 officer. I started on an interim basis in late April of  
24 this year, was offered the permanent role in July.  
25 Human resources at JEA covers labor relations;

2 (Pages 5 to 8)

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1 employee services, which includes talent acquisition,  
2 compensation, benefits; safety that comes under HR, our  
3 safety program; training and leadership and development  
4 and that's technical training as well, our  
5 apprenticeship programs, as well as the JEA academy that  
6 does a lot of soft skills training.  
7 Organizational excellence is another  
8 department that is our HRIS system, the systems piece  
9 that we use in Oracle as well as payroll.  
10 Who am I forgetting? There are three HR  
11 business partners that report to me. I feel like I'm  
12 missing a department. Labor relations, employee  
13 services, organizational excellence, training, and  
14 safety. So five departments, and then the three HR  
15 business partners.  
16 So we hire, we pay, we get involved in  
17 terminations, obviously, employee development, benefits  
18 administration. Labor relations is obviously a very big  
19 piece of what we do because we deal with five bargaining  
20 units.  
21 That's kind of the gist of it.  
22 Q Where were you employed before you came into  
23 JEA in April of '19?  
24 A I was at Yusen Logistics here in Jacksonville.  
25 Q What's the name again?

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1 A Yusen, Y-U-S-E-N.  
2 Q And what was --  
3 A HR director.  
4 Q -- the business of Yusen Logistics?  
5 A Transportation logistics. It's a  
6 Japanese-based company. I supported two of their  
7 American divisions in terms of HR.  
8 Q How long had you been with Yusen?  
9 A About a year and a half. They sold one of  
10 those divisions and offered me a role in Secaucus,  
11 New Jersey. That was not a move I was willing to make,  
12 so I ended up leaving there with a severance package  
13 last January.  
14 Q And how did you find your way to JEA?  
15 A Received a call from -- a call or a text from  
16 Angie Hiers, who was my predecessor. I've known Angie  
17 for a number of years. And she said Melissa wanted to  
18 speak to me, Melissa Dykes.  
19 And so Melissa texted me. We called. She  
20 said Angie has turned in her retirement letter within  
21 two weeks, I think, and we need someone here in the  
22 interim.  
23 I had worked at JEA previous to Yusen as an HR  
24 business partner, so I had some familiarity with it. So  
25 I interviewed with Melissa and came on board on an

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1 interim basis.  
2 Q Did you have a past working relationship with  
3 Ms. Dykes?  
4 A No, I did not. I didn't support her area when  
5 I was here before. I had met her, but I hadn't worked  
6 with her.  
7 Q Did you learn how it was that your name came  
8 to her attention?  
9 A Angie recommended me.  
10 Q All right. Did -- and how far back do you go  
11 with Angie?  
12 A Barnett Bank days. Probably 1992, '93, I  
13 first met her.  
14 Q Do you consider her a good friend?  
15 A Yes.  
16 Q Did Ms. Hiers explain to you at the time or  
17 has she subsequently explained to you why she retired  
18 from JEA at the time she did?  
19 A Not in detail. I know she had some health  
20 issues. I know her husband wanted her to retire and  
21 travel a bit. That's what she's told me, so ...  
22 Q As the vice president and chief human  
23 resources officer, are you a member of what is referred  
24 to as the -- or was referred to as the senior leadership  
25 team --

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1 A Yes.  
2 Q -- under Mr. Zahn?  
3 A Yes.  
4 Q Were you a direct report to him, or did you  
5 report to Ms. Dykes?  
6 A Ms. Dykes.  
7 Q It's our understanding that Mr. Zahn would  
8 conduct senior leadership team meetings of all of the  
9 senior leadership, including those that reported  
10 directly to him and those that didn't, such as yourself,  
11 and would also hold smaller meetings periodically of  
12 just his direct reports.  
13 Are you aware of that?  
14 A Yes.  
15 Q Did you ever attend any of the meetings that  
16 were the smaller unit where they were just his direct  
17 reports and perhaps you were invited in for some reason  
18 or the other?  
19 A No.  
20 Q The meetings of the senior leadership team  
21 during the time you were there, it's generally a couple  
22 times a month; is that right?  
23 A Not -- yes. Not necessarily with Mr. Zahn.  
24 Usually --  
25 Q No, no. I mean -- I'm sorry. Let me back up

3 (Pages 9 to 12)

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1 on that.

2 A That's all right.

3 Q The senior leadership team meetings of

4 everyone --

5 A Right.

6 Q -- were conducted by whom?

7 A Usually Melissa. Aaron sat in on some of them

8 and conducted some, but typically it was Melissa that

9 led those.

10 Q Did Mr. Zahn usually sit in on the meetings?

11 A Some. I don't know how frequently. But he

12 wasn't always there.

13 Q Were these meetings -- did they have agendas?

14 A Yes.

15 Q Prepared, sent out in advance agendas?

16 A Some did. There's several times we got

17 together. Some were operational meetings, which was

18 Melissa's direct reports. Some were the broader SLT

19 just to provide updates.

20 We also met -- portions of us met to look at

21 what IT was doing, to talk about the projects we had

22 going on. So sometimes there were agendas, sometimes

23 there weren't.

24 Q We've learned that these meetings were not

25 transcribed or recorded; is that right?

1 A I don't know. We had -- typically one of our

2 executive assistants was in there, but I don't know if

3 they were transcribing or not. They typically sat

4 second row and --

5 Q Did you take notes at these meetings?

6 A If there was something pertinent to me, I did,

7 but not of the entire meeting.

8 Q So you would make notes of things that you

9 needed to follow up on --

10 A Yes, sir.

11 Q -- take away, so to speak?

12 A Right.

13 Q Did you keep those notes?

14 A I probably have some of them, yeah.

15 Q When you came on board in April, did Mr. Zahn

16 invite you in for a get-to-know-you kind of meeting?

17 A He stopped by my office. I hadn't met him

18 before I started. So I think it was about three days

19 in, and we chatted probably not even ten minutes and

20 just kind of a get-to-know-you, welcome-aboard type

21 thing.

22 Q Forward from that point, did you meet

23 privately with Mr. Zahn on other occasions?

24 A Yeah, I did.

25 Q Can you give me an estimate of how many times

1 you met with him privately up to the -- up to his --

2 A Not often --

3 Q -- exit?

4 A -- privately. Maybe five or six times total.

5 Q Are you familiar -- or -- strike that.

6 There was a compensation meeting of the JEA

7 compensation committee in June --

8 A June.

9 Q -- and then a board meeting later in June.

10 A Uh-huh.

11 Q Did you attend those meetings?

12 A I did.

13 Q Do you remember the substance of the

14 compensation committee meetings?

15 A My piece of it was to present a report we had

16 commissioned from a consultant, Willis Towers Watson,

17 about JEA's compensation. So I presented that and their

18 findings, which were -- recommended we be at 50 --

19 Well, I take that back. The board had already

20 passed, I think in January, a resolution about JEA's

21 compensation philosophy that would be around 50 percent

22 of market. So Willis Towers Watson was commissioned to

23 do a study about that and made some recommendations

24 about base pay, short-term incentive and long-term

25 incentive. So I presented that report to the

1 compensation committee and subsequently to the board.

2 Q Was the Willis Towers Watson work that was

3 presented at the compensation committee meeting and the

4 board meeting more involved than your piece?

5 A No. I presented that report. Mr. Zahn -- I

6 believe it was him at the compensation committee

7 meeting -- talked about the long-term incentive.

8 Q Did you have anything to do with preparing

9 Mr. Zahn's presentation about the long-term incentive --

10 A No --

11 Q -- program?

12 A -- I didn't.

13 Q When you took over from Ms. Hiers, were you

14 put in touch with her contacts at Willis Towers?

15 A Through Pat Maillis, who is our director of

16 employee services. She had the primary relationship

17 with them.

18 Q Was there a woman at Willis Towers whose last

19 name was Moody that you dealt with?

20 A I honestly don't remember.

21 Q Do you remember who you dealt with at

22 Willis Towers?

23 A I believe -- it was a man and a woman. I

24 believe the man's name was David, and I just don't

25 remember. Because I didn't deal -- I think I was on one

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1 phone call with them because Pat was the primary person  
2 kind of going back and forth.  
3 Q Okay. Now, I think you've said that you  
4 weren't responsible for the presentation to the  
5 compensation committee meeting -- committee or the board  
6 regarding the Willis Towers long-term incentive --  
7 A It was part of the presentation I made that  
8 they recommended a long-term incentive and that they  
9 talked about it being two-pronged; a performance unit  
10 base and a time base. We didn't pursue the time base.  
11 So I presented that, but the details of what  
12 we might do at JEA, I did not.  
13 Q Okay. Help me, I'm not understanding.  
14 A Okay.  
15 Q They offered up a performance unit plan?  
16 A Right. No real details attached to it, just  
17 tie a value to performance units, pay it out, you know,  
18 like a three-year period, which is typical of a  
19 long-term incentive.  
20 They didn't determine value or structure or  
21 even, I guess, know what that structure would look like  
22 under Florida law, since we are a government entity.  
23 Q And this is in advance of the compensation  
24 committee meeting?  
25 A Yes.

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1 Q And you say that Willis Towers recommended the  
2 performance unit plan?  
3 A Yeah. That was in the presentation. Under  
4 long-term, they, again, had those two pieces; one based  
5 on performance units and one based on time, which was  
6 project-related. That's more of an individual plan.  
7 Q And in your discussions with folks at  
8 Willis Towers prior to the presentation to the  
9 compensation committee, did anyone at Willis Towers ever  
10 discuss with you the fact that they were not aware of  
11 any long-term incentive plan concept in a public  
12 utility?  
13 A They did say it was unique. It was a unique  
14 concept. I don't recall them saying they weren't aware  
15 of any, but it was definitely --  
16 Q Okay. To me, unique is --  
17 A It's rare, yeah.  
18 Q No. Okay. Do you interpret unique to be  
19 other than it?  
20 A Unique, to me, is not -- I guess the way I use  
21 it, not one of a kind. I mean, they did say it's rare.  
22 I believe they used that language. And then later in  
23 the present -- when they revised the presentation, they  
24 used the word "selective," I believe.  
25 Q Did Willis Towers ever refer you to any other

Page 19

1 public utility that had a long-term incentive plan?  
2 A Not to my knowledge, no.  
3 Q Did they ever share with you any performance  
4 unit plan in place at another public utility?  
5 A No, but I don't believe they could. I believe  
6 that's client confidential. I'm not positive. But no,  
7 they didn't.  
8 Q Okay. Whether they could disclose the plan  
9 itself or not, did they ever represent to you that they  
10 were aware of a performance unit plan at any other  
11 public utility in the United States?  
12 A I don't know. I don't think they did, but  
13 they did reference long-term incentive plans at the  
14 public utilities. What form those took, I don't know.  
15 Q So your recollection is that they did refer to  
16 the existence of long-term incentive plans in public  
17 utilities elsewhere?  
18 A Yes.  
19 Q Do you remember what utilities they were?  
20 A I don't, no.  
21 Q Would you have any records that would  
22 suggest --  
23 A No, I don't think they --  
24 Q -- what they are?  
25 A Again, I don't think they would have revealed

Page 20

1 client names. But I don't have any records that would  
2 indicate that.  
3 Q Did you communicate with the folks you were  
4 dealing with at Willis Towers by email?  
5 A Typically.  
6 Q Okay. And so a review of your emails for that  
7 period of time, April, May, June, would provide us with  
8 the trail and the discussions you had with folks about  
9 developing your contribution to the presentation to the  
10 compensation committee in June of 2019?  
11 A Yes. And a lot of that was done through Pat  
12 Maillis, and then she would inform me of some of them  
13 and forward things to me, so ...  
14 Q Did Angie Hiers ever give you an exit  
15 briefing, so to speak, of her work with Willis Towers?  
16 A No.  
17 Q Have you ever had any discussions with  
18 Ms. Hiers about her work with Willis Towers prior to her  
19 departure?  
20 A No. I was briefed by Pat on the status of it  
21 when I joined.  
22 Q Did Ms. Hiers leave behind any work product  
23 that you were able to review to get up to speed, so to  
24 speak, to jump right into the mix?  
25 A Yeah, I believe the initial presentation

5 (Pages 17 to 20)

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1 Willis Towers sent us or some of the initial information  
2 was available.  
3 Q It's my understanding that the initial work  
4 that was presented by Willis Towers did not -- did not  
5 address long-term incentive options to Mr. Zahn's  
6 satisfaction.  
7 Is that your understanding?  
8 A I know he wasn't pleased that they didn't  
9 follow the stated board policy of 50 percent market on  
10 the salaries, and he generally wasn't happy with the  
11 presentation. I think he wanted more meat on it and  
12 wanted them to follow board philosophy about the -- the  
13 stated board philosophy from the January meeting about  
14 the 50 percent market.  
15 Q And how did you learn of his unhappiness?  
16 A He sent me an email.  
17 Q Did you meet with him to discuss the changes  
18 he wanted to see in the Willis Towers material?  
19 A Pat and I met with him to talk through it, and  
20 it basically was about why aren't they at market, since  
21 that's the direction we provided.  
22 Q During those discussions with Mr. Zahn, was  
23 the concept of a performance unit plan discussed?  
24 A Briefly, but just as part of the presentation.  
25 Not a design or anything of that nature.

Page 22

1 Q Okay. How would one include it in a  
2 presentation absent a design?  
3 A It was a recommendation that went to the comp  
4 committee and the board, who then sent it back to us to  
5 develop a plan at the June meeting.  
6 Q To be clear, the discussion and consideration  
7 of the creation of a performance unit plan at JEA  
8 preceded the compensation committee meeting in  
9 June of '19?  
10 A The actual development of a plan?  
11 Q The discussion of looking into creating one.  
12 A Oh. Yeah, I believe so.  
13 Q And that was in your conversations directly  
14 with Mr. Zahn?  
15 A That we would like to implement such a plan,  
16 but about as basic as that.  
17 Q And did you take that as a directive from him  
18 to work with Willis Towers Watson to develop a plan for  
19 presentation to the board?  
20 A No. Again, I just presented the findings of  
21 Willis Towers Watson to the board.  
22 Q No, but prior to going to the board, you had  
23 the discussions with Mr. Zahn. Mr. Zahn indicated he  
24 wanted to see a performance unit plan pursued; correct?  
25 A If the board approved it. The board gave us

Page 23

1 direction to do that based on the compensation committee  
2 recommendation.  
3 Q All right. And there are components of a  
4 performance unit plan in the Willis Towers materials  
5 that were generated prior to the compensation committee  
6 meeting in June?  
7 A I'd have to look at it again. I think they  
8 just said here is how it lays out based on performance  
9 unit. Determine that value through your timeline. It  
10 was fairly simple.  
11 Q Okay. Are you familiar with the PUP as it  
12 evolved?  
13 A Yes.  
14 Q Is there any element of the PUP that is, in  
15 fact, tied to an individual's performance?  
16 A I don't believe so. I wasn't involved in the  
17 valuation discussions. That was a finance thing. But I  
18 believe it was all based on net values, draft revenues.  
19 I don't think there was anything tied to individual  
20 performance.  
21 Q And so the "performance" word in "performance  
22 unit" is the performance of JEA?  
23 A Of the organization, yes, sir.  
24 Q Okay. Did you have anything to do with any of  
25 the discussions of determining the number of shares that

Page 24

1 various levels of employees would be eligible to  
2 purchase?  
3 A I asked to discuss that several times and was  
4 told we weren't ready yet. We were still -- don't know  
5 what that is yet.  
6 Q Did you inquire along those lines before or  
7 after the July 23rd board meeting?  
8 A Probably both. I -- definitely after. I  
9 honestly don't know if I did before. There was so much  
10 that went into that board meeting.  
11 Q I'm getting a little ahead of myself. I  
12 apologize.  
13 A No.  
14 Q So I'm going to have to walk back a bit. I  
15 was just curious because you mentioned asking about it,  
16 and I just was trying to understand --  
17 A Right. I understand.  
18 Q -- when you might have been checking in on  
19 that point.  
20 Was anybody else -- I'm sorry. You didn't --  
21 Pat Maillis?  
22 A Yes.  
23 Q Was Pat present in these discussions with  
24 Mr. Zahn prior to the first presentation of the  
25 Willis Towers material to the compensation committee?

6 (Pages 21 to 24)

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1 A Yes.

2 Q Do you remember how many occasions you and Pat

3 met with Mr. Zahn leading into that compensation

4 committee presentation?

5 A At least once. We may have had another brief

6 meeting, but no more than twice.

7 Q Would meetings such as that be reflected on

8 your calendar?

9 A I believe the one would be. The other may

10 have been ad hoc. And honestly, I don't remember. But

11 we did have one formal discussion going through the

12 presentation.

13 Q When you were hired, were you -- was it

14 discussed with you that an employment agreement --

15 employment agreement such as was approved by the board

16 on July 23 with all of the components of it in your

17 future?

18 A No.

19 (Discussion off the record.)

20 BY MR. POWELL:

21 Q When did you first become -- when was that --

22 when was it first made known to you that that was coming

23 your way, "that" being the employment agreement and all

24 the components?

25 A Sometime in July as we met to talk strategic

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1 initiatives and what we presented at the June -- I'm

2 sorry -- the July board meeting. It was mentioned that

3 we would have employment agreements for all members of

4 the SLT.

5 Q Do you remember the setting in which that was

6 mentioned?

7 A We met at Club Continental in Orange Park with

8 attorneys and various people, and I believe that's when

9 I first heard it.

10 Q Do you remember the date of that meeting?

11 A Mid-July, perhaps.

12 Q Did you have any reaction to the news of the

13 agreement and other elements?

14 A Kind of mixed reaction. I don't -- I don't

15 know that it had ever been done at JEA before, so it was

16 a bit of a surprise. But in my HR experience, it's not

17 unusual to have employment agreements at the senior

18 level, so ...

19 Q When you came on with JEA, you were simply

20 hired at a salary and benefits --

21 A Uh-huh.

22 Q -- and you were an at-will employee --

23 A Correct.

24 Q -- you were serving at the pleasure of the

25 CEO?

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1 A Correct.

2 Q And you understand that this employment

3 agreement provided substantial contractual rights well

4 beyond the at-will employment --

5 A Yes --

6 Q -- arrangement?

7 A -- I did.

8 Q Was this a meeting -- at Club Continental, was

9 this a meeting of the senior leadership team?

10 A Parts of the senior leadership team, yeah.

11 Not everyone.

12 Q Do you remember the parts that were there?

13 A Aaron, Melissa, obviously me, Ryan

14 Wannemacher, Lynne Rhode, Herschel Vinyard. I believe

15 that was it. Yeah, I think that was it for the SLT.

16 Q Small group?

17 A Right.

18 Q Why would there be the need to meet at

19 Club Continental to meet with the lawyers to talk about

20 matters such as these contracts?

21 A I don't know.

22 Q Was anything else discussed at the meeting

23 other than these contracts?

24 A Oh, that was just a small part of it.

25 Q What was the rest of --

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1 A The strategic initiative, what -- what the

2 future might look like as we presented to the board.

3 Q And what did the future look like according to

4 Mr. Zahn at that meeting?

5 A Well, when I came on board, we -- we -- the

6 team had already put together a thing called the frog

7 presentation.

8 Q The frog presentation?

9 A F-R-O-G, relating to the frog who's sitting in

10 boiling water as you turn it up. He doesn't realize

11 he's in boiling water until it's too late. That was the

12 image used for utility industry, that changes were

13 coming and things needed to be done and so --

14 Q And was this Mr. Zahn's frog?

15 A Yes, sir.

16 So a lot of background work had been done on

17 the industry as a whole, the status quo of where we

18 were, what perhaps we might need to do in terms of rates

19 and employment and things like that. So then the focus

20 shifted to what are the other options out there.

21 Q And who had done that background work?

22 A Various members of the SLT with McKinsey,

23 another consulting group.

24 Q Was this presented by Mr. Zahn in the form of

25 a lengthy slide presentation?

7 (Pages 25 to 28)

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1 A It had already been presented to all employees  
 2 and to the board, I believe, in June.  
 3 Q To all 2,000 employees?  
 4 A We tried to get all of them. I spoke to all  
 5 of HR. That's one of the first things I did in my first  
 6 week or two here.  
 7 Q And when were these presentations made?  
 8 A May.  
 9 Q Do you recall whether this -- so do we call  
 10 this the frog presentation?  
 11 A Right.  
 12 Q Did the frog presentation include an option of  
 13 JEA being sold and privatized?  
 14 A No, sir. It was really kind of a background  
 15 on industry trends. Utilities were being pressured by  
 16 new sources of energy; solar, different things. The old  
 17 models weren't going to work in the future. That was  
 18 kind of the gist of the presentation.  
 19 It wasn't what comes next; it's just here's  
 20 the -- kind of the state of the union, and we need to  
 21 start looking at what comes next.  
 22 Q Okay. So this had all been rolled out in  
 23 May --  
 24 A Uh-huh.  
 25 Q -- yes? And into June. But now we're in

1 July?  
 2 A Right.  
 3 Q And you're meeting at -- was there something  
 4 new about this meeting in --  
 5 A Well, it was --  
 6 Q Hold on. I'm sorry. I need to finish so my  
 7 record --  
 8 A I'm sorry. I'm sorry.  
 9 Q Was there something new at this meeting at  
 10 Club Continental in July?  
 11 A It was -- if I recall, the board meeting in  
 12 June, the status quo was presented and what steps JEA  
 13 might need to take in terms of raising rates or laying  
 14 off employees to meet the challenges that were foreseen.  
 15 And so, again, if I recall -- I haven't looked  
 16 at the minutes -- I believe the board recommended in  
 17 June that we look at other alternatives and bring them  
 18 back to the board.  
 19 Q Okay. It wasn't just the status quo presented  
 20 to the board in June; correct?  
 21 A I think it was status quo wanting to -- here's  
 22 the state and here's what we might have to do in terms  
 23 of changes to save costs or increase revenues.  
 24 Q But it included the long-term incentive and it  
 25 included --

1 A Oh, yeah. I was talking about the strategic  
 2 planning. It did include the report that we had given  
 3 to the compensation committee.  
 4 Q Including the PUP --  
 5 A Right.  
 6 Q -- material?  
 7 A Well, whatever the long-term incentive was  
 8 going to look like, yeah.  
 9 Q Okay. Did the long-term incentive in your  
 10 discussions prior to the compensation committee meeting  
 11 ever look anything other than like the PUP?  
 12 A It hadn't been fleshed out. It was just we  
 13 knew at that point it would be based on performance  
 14 units. That still had to be defined. The plan, because  
 15 it was unique, rare, needed to be developed, and that's  
 16 where the lawyers came in to do the research and put it  
 17 together so that it would pass muster.  
 18 Q Did you ever learn how many performance units  
 19 you would be eligible for?  
 20 A No, sir.  
 21 Q After the July 23 board meeting, did anybody  
 22 share any valuations or projections on the PUP with you?  
 23 A If they did, I don't remember. And I know  
 24 that sounds kind of ridiculous, but we were focused on  
 25 five labor union contracts, the pension legislation.

1 There was a lot going on. And so I didn't really pay  
 2 attention if valuation was discussed in any meetings I  
 3 was in. HR would come in kind of toward the end to set  
 4 up the administration of the plan.  
 5 Q I'm sorry. I got ahead of myself again. I  
 6 want to make sure we finish up the Club Continental  
 7 meeting.  
 8 A Okay.  
 9 Q Was there anything else there that was  
 10 discussed that you can recall regarding the --  
 11 A Well -- I'm sorry.  
 12 Q -- the future of JEA?  
 13 A Yes. We broke into groups depending on what  
 14 we were looking at. So I was focused on the HR issues,  
 15 which primarily at that time was pension reform. The  
 16 minimum stakes of what became the ITN included  
 17 protecting employees' pensions, because that was  
 18 obviously very important to JEA employees.  
 19 So my focus was -- Kevin Hyde was there, who  
 20 we retained as outside counsel, and I met with him and  
 21 Melissa primarily, and she bounced between groups. But  
 22 we were discussing pension legislation, the upcoming  
 23 labor contracts, and how we would have to consider the  
 24 possibility of a recapitalization, retention agreements,  
 25 all the things that went with that.

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1           So I know there were other discussions taking  
2 place in the broader group as they broke out, but I  
3 couldn't tell you what. I wasn't party to them, so ...  
4           Q When you came on board in April, were you  
5 aware of a board of directors directive from  
6 May 15 of 2018 -- and I'll read from the minutes, quote:  
7           Board members held discussions regarding  
8 privatization. On motion by Vice Chair Cumber and  
9 seconded by Secretary Newbill, the board unanimously  
10 approved, absent a future board decision, any activities  
11 tied to a privatization effort would be put on hold.  
12           Were you made aware of that when you came on  
13 board in April?  
14           A Not specifically. I, you know, read in the  
15 paper when it happened, but no, there was no discussion  
16 right then in April or May.  
17           Q You read in the paper in May of '18 when this  
18 happened?  
19           A Yeah, when the board -- well, I'm sorry. What  
20 I remember was --  
21           Q This is a year before you came on board;  
22 right?  
23           A Right, right.  
24           Q Okay.  
25           A Just as a citizen, just reading the news.

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1           Q Okay. Well, when you came on board at JEA,  
2 was there any discussion of that continuing directive  
3 from the board of directors?  
4           A No.  
5           Q It was never -- and I just want to be clear  
6 that you were never involved in a discussion with  
7 Mr. Zahn or Mr. Wannemacher or Mr. Vinyard or Ms. Dykes  
8 after you came on board about the May 2018 directive  
9 from the board regarding privatization?  
10           A No, sir. No specific discussion.  
11           Q Okay. So if you had been involved in  
12 discussions prior to mid-June of 2019 regarding  
13 privatization, is it fair to say that you would not have  
14 given a thought as to whether or not that was improper?  
15           A I think that's correct to say, because it  
16 was -- it was exploring options at that point, I guess,  
17 even though I guess that directive was in place.  
18           Q Okay. So we've talked about the PUP and other  
19 things.  
20           So do you recall discussions with the  
21 individuals that I just listed regarding privatization  
22 before the compensation committee meeting of the board  
23 in June of 2019?  
24           A No, sir.  
25           Q When is the first -- and so then you were

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1 talking -- I think you just did mention Ms. Dykes  
2 discussing privatization at the Club Continental  
3 meeting?  
4           A I think -- well, I don't know if Ms. Dykes  
5 specifically. It was one of the strategic options  
6 brought up at the Club Continental meeting, I believe.  
7 I believe that's where I first heard it.  
8           Q And that's when you -- and again, that's when  
9 you think you first heard of the -- what do you refer  
10 to --  
11           A It was referred to as recapitalization.  
12           Q And I understand the recapitalization.  
13           A Right.  
14           Q But did you--all refer to Mr. Zahn and Vinyard  
15 and Wannemacher and Ms. Dykes as some other subset of  
16 the team or -- because I kind of want to do that, but I  
17 don't have a name for them. Do you?  
18           A I don't. I've heard people say the senior  
19 senior leadership team or something like that, but no,  
20 there's no --  
21           Q Okay. So for purposes of our discussion, if I  
22 say the senior senior leadership team --  
23           A Okay, I will understand.  
24           Q -- we're talking about those four; right?  
25           And did you view those four to be the senior

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1 senior leadership team?  
2           A They were direct reports to Aaron along with  
3 chief --  
4           Q Shawn Eads?  
5           A Yeah, Shawn Eads now is. At the time it was a  
6 guy named Julio -- Julio.  
7           Q Okay.  
8           A Yeah.  
9           Q So just to make it simple, it wasn't until the  
10 Club Continental meeting, whenever that was -- and we're  
11 going to figure that out on your calendar -- that you  
12 first heard the senior senior leadership folks talking  
13 about privatization?  
14           A Uh-huh.  
15           Q Is that fair?  
16           A Yeah, as one of the options.  
17           Q All right. I have learned that there was also  
18 a senior leadership team off-site meeting in Ponte  
19 Vedra.  
20           A Uh-huh.  
21           Q Do you remember when that was relative to the  
22 Club Continental meeting or any of these other --  
23           A It was after Club Continental. I don't know  
24 if it was before the July board meeting or not. I don't  
25 remember.

1 Q Okay. Are you clear in your mind that the  
 2 Club Continental meeting was after the June board  
 3 meeting?  
 4 A Yes.  
 5 Q And it's -- your recollection is that the  
 6 Ponte Vedra meeting was after the Club Continental  
 7 meeting?  
 8 A Yes.  
 9 Q Do you remember the substance of the Ponte  
 10 Vedra meeting?  
 11 A It was talking about, as I recall -- and I  
 12 don't know that I took notes or anyone did -- but it was  
 13 talking about the strategic initiatives, what the  
 14 possibilities were, which would include sale, the ITN,  
 15 co-op possibility, IPO, kind of the broad categories.  
 16 Q Any discussion of the PUP?  
 17 A Aaron mentioned a long-term incentive plan.  
 18 It still -- to my knowledge, I don't believe it had been  
 19 fleshed out yet. I certainly hadn't participated in it.  
 20 It was still kind of with the attorneys at that point.  
 21 Q To be clear, when I say PUP --  
 22 A I'm sorry.  
 23 Q -- either that or long-term incentive, I want  
 24 to make sure that I'm understanding you.  
 25 I thought I understood you to say that any

1 long-term incentive plan that you ever heard talked  
 2 about involved performance units?  
 3 A Yes.  
 4 Q Okay.  
 5 A And I apologize. It's kind of HR language  
 6 just saying long-term incentives.  
 7 Q You don't need to apologize to me for  
 8 anything. I'm just trying to keep myself straight as I  
 9 plow through all of this.  
 10 A Understand.  
 11 Q I'm sorry. Who attended the Ponte Vedra  
 12 meeting?  
 13 A All the SLT that I guess was in town. I don't  
 14 know if anyone missed it, but it was the SLT.  
 15 Q So this was the bigger group now?  
 16 A Right.  
 17 Q So the smaller group met at Club Continental?  
 18 A Smaller group of the SLT. It was still a  
 19 large group with attorneys and bankers and --  
 20 Q Well, okay. Forget those folks. But I'm  
 21 talking about JEA.  
 22 So we had the senior senior, the four, you,  
 23 Club Continental.  
 24 Was Shawn Eads there?  
 25 A No. I called Shawn for something, to ask him

1 a question, and I don't remember what, but he wasn't  
 2 there.  
 3 Q Okay. So the five of you, bankers, lawyers,  
 4 Club Continental.  
 5 And then we go to Ponte Vedra. I guess -- I  
 6 guess the same question, why -- was there any reason the  
 7 senior leadership team couldn't meet up there on the  
 8 16th floor and do all this work?  
 9 A Not to my knowledge.  
 10 MR. POWELL: Okay. Do you want to jump in  
 11 here?  
 12 MS. HARRELL: Yeah.  
 13 (Discussion off the record.)  
 14 BY MS. HARRELL:  
 15 Q You said you were only on one phone call with  
 16 Willis Towers Watson?  
 17 A One that I remember.  
 18 Q One that you remember.  
 19 A It could have been --  
 20 Q Do you remember what the subject was?  
 21 A Just about the presentation. Aaron's --  
 22 probably Aaron's dissatisfaction with it.  
 23 Q Okay. You said earlier that he, I believe,  
 24 thought that -- you said he wasn't pleased about the  
 25 salaries, about not getting the 50 percent?

1 A The board had given pretty clear direction in  
 2 January that they wanted to adopt the compensation  
 3 philosophy that got us to 50 percent. So we would start  
 4 planning for that, I guess, and were depending on Willis  
 5 Towers Watson to give us some of that information.  
 6 And the recommendation they gave didn't get us  
 7 there, and their explanation was, well, we believe  
 8 that's something you do gradually, so I wouldn't go to  
 9 50 percent right now.  
 10 And Aaron believed that since the board gave  
 11 us that direction, we should share that with them, 50  
 12 percent. Whether it was an incremental change or not,  
 13 we should share the information.  
 14 Q Do you remember if at that time the  
 15 Willis Towers Watson report had broken down the salaries  
 16 into different categories such as bargaining units --  
 17 A Yeah, they definitely looked at a point at  
 18 bargaining units and --  
 19 Q And then management --  
 20 A They didn't -- I don't believe they looked at  
 21 wages for bargaining units, because those are very  
 22 prescribed in our agreements. But short-term incentive  
 23 would have included the bargaining units. And long-term  
 24 as well, so ...  
 25 Q Do you remember if there were some categories

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1 such as appointed other -- were some salaries meeting  
2 that 50 percent mark?  
3 A Oh, yeah. In any employee base, you have  
4 people that are -- we have ranges in place anyway, and  
5 some people -- you know, you usually target the  
6 midpoint, or below the midpoint to bring someone in  
7 initially. And we certainly have people that are at the  
8 top of the range because they've been there so long,  
9 so ...  
10 Q But as far as categories, were some  
11 categories, such as -- let's say, senior leadership,  
12 were their salaries at the 50 percent?  
13 A Most are below the market, 50 percent of the  
14 market, some are there, and a few are above a little  
15 bit, yeah.  
16 Q And was that true at the time --  
17 A Yeah.  
18 Q -- Aaron Zahn was not happy with them, the --  
19 A Yes, but he wasn't really addressing the SLT.  
20 It was kind of the broader why didn't they do this at  
21 50 percent, so yeah.  
22 Q Was there a specific category that he was not  
23 happy about not being at 50 percent?  
24 A No. Just the information they gave us. And  
25 again, it was really about appointed, because the union

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1 labor -- again, it's -- there's not a lot we can vary  
2 there. It is what it is, so ...  
3 Q Because JEA has always been kind of  
4 competitive with salaries for non-managers; right?  
5 A For non-manager for union?  
6 Q Yes.  
7 A Yeah, I think -- I think we are. Maryanne's  
8 not here to answer questions. I wish I could defer to  
9 her.  
10 Q Yeah.  
11 A But I think we are very competitive. We do  
12 lose a few linemen here and there because they just get  
13 some crazy offers out of state. But typically we're  
14 competitive.  
15 Q Okay. And --  
16 A Not as true in the employment ranks. And I  
17 know you didn't ask that, but --  
18 Q No, but I'm happy to talk about that.  
19 A -- several years ago I wasn't part of the  
20 conversation, but apparently the -- I'll probably get  
21 the acronym wrong -- Florida Municipal Electric  
22 Association, FMEA, had a conference and we were present.  
23 Apparently a recruiter came and said public  
24 utilities are the feeding ground for investor-owned  
25 utilities.

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1 (Discussion off the record.)  
2 THE WITNESS: They will let people get -- in  
3 the appointed ranks, engineers, people like that --  
4 they will let -- all engineers aren't appointed.  
5 I'm sorry.  
6 They will come to the public utilities where  
7 people have several years of experience and then  
8 offer them salaries, including incentives, and kind  
9 of -- we lose people that way.  
10 So that was the stress on trying to get to the  
11 50 percentile and be a little more competitive.  
12 BY MS. HARRELL:  
13 Q Okay. So what exactly did he say, I mean,  
14 about not being pleased with the 50 percent?  
15 A I'd have to look at the email, but it was  
16 pretty direct, like what are they up to or what are they  
17 thinking, why aren't they at market like we requested.  
18 Q And did you convey that information to  
19 Willis Towers Watson?  
20 A Pat and I did.  
21 Q Pat and you did --  
22 A That was the conversation we had.  
23 Q And what was Willis Towers Watson's response?  
24 A That normally they would see it as  
25 incremental.

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1 Q Okay.  
2 A So that's why they recommended that.  
3 Q Was there ever a discussion of -- or an  
4 explanation that JEA's a public utility and you're not  
5 going to get to the investor-owned utility salary?  
6 A Oh, yeah. Willis Towers Watson was very aware  
7 of that, and they deal with public as well as private  
8 utilities. So we knew that. I'm speculating, but I  
9 would guess FP&L is in our market in the Ponte Vedra  
10 area and whatnot, but that's probably more of the labor.  
11 So it would be interesting to see what salaries they  
12 pay. That's not public knowledge, of course. But just  
13 to see how we do compare.  
14 But 50th percentile for Jacksonville for a  
15 public utility is probably about right. You are going  
16 to have higher salaries for the shared services-type  
17 people; HR, finance, legal. But it would be right for a  
18 public utility.  
19 But to answer your question, yeah, Willis  
20 Towers definitely had the client base to be able to  
21 discuss public and private utilities.  
22 Q You were talking with Steve Powell about who  
23 was, I think -- I think it was when y'all were talking  
24 about who was eligible for the PUP, and you didn't -- I  
25 think the answer was that it wasn't ready to discuss

11 (Pages 41 to 44)

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1 yet --

2 A No. The answer is everyone was eligible.

3 Q Okay.

4 A What we -- what I didn't know was how they

5 would be allotted.

6 Q Okay. Who told you that everyone was

7 eligible?

8 A That was -- Florida law requires it, I think.

9 But that was Aaron Zahn's intent at the beginning that

10 all employees be eligible for a long-term incentive.

11 Q And when did you first discuss allotment?

12 A I'm guessing in August sometime, because we'd

13 gotten past the July board meeting -- which, again, was

14 everything -- the PUPs. The LTI was a very small part

15 of that.

16 So at some point in July, as the lawyers, the

17 Pillsbury law firm, Kevin Hyde and Lynne Rhode, were

18 working on that, I asked Melissa about the allotments,

19 and she said don't know yet. In fact, she said that may

20 be in Aaron's head, you know, we still have to talk

21 about it.

22 So I asked again as we got closer to thinking

23 we were -- we actually talked about making the PUPs a

24 part of open enrollment, which takes place

25 October-November. And so as we got a little closer to

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1 that, we knew we'd have to prepare materials. And I

2 said, we need to know how they're going to be allotted.

3 And the same answer was we don't know yet. So I don't

4 think it was ever determined by the time it was

5 suspended.

6 Q And when you asked again, did you ask Melissa

7 about how it would be allotted?

8 A Yes.

9 Q And she just said she didn't know --

10 A Same thing, she just didn't know. Hadn't been

11 decided yet.

12 Q Did she give you any kind of timeline for it?

13 A We -- no, but we had kind of a timeline in the

14 back of our heads that people would have -- the ideal

15 would have been to pay short-term incentive, which we

16 typically have paid in November, and then make the PUPs

17 available for purchase after that so people would have

18 the extra income and it wouldn't hit their normal

19 paycheck.

20 And I guess as the legal vetting went through,

21 you could elect your decision on the PUPs by the end of

22 the year, but you paid for them in the following year.

23 So that wasn't going to work.

24 So timelines were shifting, and then it was

25 finally just -- we didn't make it part of open

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1 enrollment because we knew that wouldn't work. So we

2 were starting to develop educational materials based on

3 the frequently questions Pillsbury had provided when it

4 all kind of came to a halt.

5 Q Did you work with Pillsbury to formulate what

6 was going to be distributed to employees?

7 A I worked with Lynne Rhode. Pillsbury gave us

8 some documents that were -- no offense -- very

9 legalistic, very difficult for -- would have been very

10 difficult for employees to understand. And we talked

11 with Lynne about that and knew we would have some work

12 to do.

13 And I believe there's an email from Pat

14 Maillis that raised some of those points to Lynne, and

15 we discussed them. And we definitely would have to

16 clarify the language, but then it all stopped.

17 Q When you say "we discussed them," who's "we"?

18 A Lynne, Pat, and I, yeah.

19 Q Do you know when you discussed that?

20 A No, ma'am. The timeline gets fuzzy. I'm

21 guessing September. Yeah, probably early to

22 mid-September. That's when Pillsbury had kind of

23 finalized the documents.

24 And again, I -- for good or bad, I didn't have

25 any involvement in that. There were kind of three

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1 buckets. The legal vetting, particularly with the

2 State, and I knew at some point we kind of put a halt to

3 it to say, well, we're going to the Attorney General to

4 make sure it's all legit.

5 And then the finance piece, who would

6 determine the value. And then the HR piece was really

7 just setting it up and administering it, so ...

8 Q Were you involved at all in the finance piece

9 of it?

10 A No.

11 Q Is it fair to say that your focus was on the

12 HR administering?

13 A It was. And it's probably also fair to say my

14 attention was greatly divided. We had the five labor

15 contracts, the pension legislation, the -- getting the

16 contracts through the unions with that extra level of

17 complexity should a recapitalization take place.

18 That was interesting, as Adina could probably

19 attest. We went through a lot of gyrations on that.

20 Got them approved. Got before City Council. At the

21 same time we're talking about benefit rates for next

22 year, open enrollment. At the same time we're

23 implementing a new performance management system,

24 looking at our annual pay for perform -- there was a lot

25 of HR stuff going on, and I was just kind of waiting to

1 hear when are we good to go and we'll make it happen.

2 We started talking with Mass Mutual about  
3 administering the program.

4 Q Okay. Do you know when you started talking  
5 with Mass Mutual?

6 A Probably -- it might have been leading into  
7 November, but I think we probably started those  
8 discussions in October.

9 Q Were you part of any other discussions about  
10 other alternatives for an LTI other -- you mentioned the  
11 time-based system.

12 A Well, that's -- and I'd have to go back and  
13 look at the presentation. I remember on the LTI page  
14 there was the performance unit at the top and then a  
15 time base, but that, in my experience, has typically  
16 been about a specific project or to select individuals  
17 who are working on something. And when it's complete,  
18 for instance, in the private industry, they might get  
19 stock options for that project. And that wasn't  
20 something we considered. We just looked at the  
21 performance units.

22 Q What about other alternatives for the LTI?  
23 Did you ever have any discussions of anything other than  
24 the PUP?

25 A No. Based on, I think, what Willis Towers

1 Watson gave us, it needed to be performance unit-based  
2 and in accordance with the State law, I guess, the legal  
3 vetting that took place. I'm not sure there were too  
4 many options a government entity could do other than  
5 that, so ... But again, I wasn't involved in those  
6 nitty-gritty discussions about that, so ...

7 Q You said earlier that you didn't often meet  
8 privately with Mr. Zahn, maybe about five or six times  
9 total.

10 Do you remember the subject of any of those  
11 meetings?

12 MS. HARRELL: We can go off the record.  
13 (Discussion off the record.)

14 THE WITNESS: I don't. I mean, he would stop  
15 in to talk about things. We talked about  
16 implementing a new pay for performance plan based  
17 on the Willis Towers Watson recommendations and  
18 perhaps broadening our performance ratings.

19 Right now we just have three; exceeds, meets,  
20 and fails to meet. Although I don't think that's  
21 the language we use. We talked about broadening  
22 that to maybe a five-tier box, or five tiers to be  
23 able to pay the short-term incentive a little  
24 differently. That was one discussion we had. That  
25 was put on hold --

1 BY MS. HARRELL:

2 Q When did that take place?

3 A Oh, I don't know.

4 Q Was it before or after the July 4th --

5 A It would have been after that, yeah. And it  
6 was -- we talked about it, and I provided some examples  
7 from my experience and my team's experience that we'd  
8 used in the past for rating systems. That was probably  
9 in August, maybe into September, but then it was just  
10 decided to put that on hold.

11 Q Any other topics you can remember?

12 A One time -- I'm trying to remember the  
13 timeline -- we had been meeting with council members  
14 about the ratification of the agreements, the labor  
15 agreements. And one council member in particular said  
16 he had reached out to our unions.

17 And I guess Sherry Hall was with me. She was  
18 our government affairs VP, and I guess she kind of  
19 reported back to Aaron. And he came in and said, you  
20 need to get on the horn with all the unions and -- he  
21 relayed it through Sherry -- tell them they need to meet  
22 with -- I don't know which councilman was it. It might  
23 have been our liaison back then.

24 And I didn't think that was appropriate. I  
25 don't think we need to necessarily strong-arm our

1 unions. Sometimes it's appropriate to make those  
2 informal calls; other times it's not.

3 So I didn't see Aaron until I was actually  
4 over here meeting with another councilman, and he walked  
5 out and he said, did you get those emails out or make  
6 those calls?

7 I said, no, I don't think it's appropriate.

8 So when we got back to the office, he said,  
9 you know, you can always challenge me on things. He  
10 came to talk about it. He said, but let me know.

11 I said, well, that was the first time I saw  
12 you, so I did let you know.

13 But that was the last kind of private meeting  
14 we had, I think.

15 Q And when was that?

16 A When were those approved? November, just  
17 before Thanksgiving. So it would have been probably the  
18 week before that.

19 I mean, he'll stop in to say hi, how's the  
20 family, and chitchat. But substantive, that was  
21 probably the last discussion.

22 MS. HARRELL: Do you want to pick back up  
23 with --

24 MR. POWELL: Adina, do you have anything you  
25 want to cover?

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1 MS. TEODORESCU: I have one quick question.  
 2 BY MS. TEODORESCU:  
 3 Q Did you attend the council members meeting on  
 4 December 16?  
 5 A Yes. The Monday afternoon one.  
 6 Q And there was a question at the time about a  
 7 change in various drafts of the Towers Watson  
 8 presentation that was given --  
 9 A Right.  
 10 Q -- and then was attached to the board  
 11 package --  
 12 A It was presented to the board as well.  
 13 Q Yes. In July; correct?  
 14 A No, in June.  
 15 Q In June.  
 16 And there was a question at the time about a  
 17 change in one slide where initially it said that  
 18 long-term incentives are uncommon for a public owned  
 19 utility, and then it changed to they're used  
 20 selectively.  
 21 A Right.  
 22 Q Do you know who made that change?  
 23 A I believe Willis Towers Watson made it. I  
 24 didn't make it. We didn't edit it. I'm pretty sure it  
 25 came straight from them.

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1 MS. TEODORESCU: Okay. That is all for now.  
 2 BY MR. POWELL:  
 3 Q I'm not quite sure where I left off, but I  
 4 will just resume with another topic, I think.  
 5 I have a document that says Draft, dated  
 6 September 10, 2019, confidential. The way it's set up,  
 7 it looks to me like it has come in from one of the law  
 8 firms, and the -- because it says at the top "Insert JEA  
 9 Logo," and the heading is Invitation to Participate in  
 10 the JEA Long-Term Performance Unit Plan.  
 11 Is that -- have you seen this --  
 12 A Yes, sir.  
 13 Q -- draft before?  
 14 All right. Can you tell me -- I mean, I can  
 15 read and I see what it is. But if you would explain to  
 16 us what this is and where it fit into the -- into the  
 17 sequence of things.  
 18 A As I understand, that is similar to a  
 19 prospectus for an investment plan that would be  
 20 presented to employees as the legal document inviting  
 21 them to participate in the plan.  
 22 Q Was this sent to you for review?  
 23 A Yes and no. It was -- it was sent to me, but  
 24 it was -- my impression was that it was kind of a done  
 25 deal at the time. We did -- I did talk to Lynne Rhode

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1 about it. There is an email from Pat Maillis where she  
 2 raised three or four questions about it that we  
 3 discussed.  
 4 Q So this is September 10 of '19.  
 5 Are you aware that in -- I don't have the  
 6 specific date, but in late August of '19, I believe  
 7 attorneys at Pillsbury had raised questions about the --  
 8 what I'm going to call the super high-end return that  
 9 they were seeing in their projections?  
 10 A I wasn't aware of it at the time, no.  
 11 Q When did that first come to your attention,  
 12 that Pillsbury alert?  
 13 A That specific email, sitting in that  
 14 December 16th meeting.  
 15 Q What was your -- did you have a reaction at  
 16 the time as you sat there on December 16?  
 17 A Yeah, and then actually, I heard what the  
 18 valuation could -- I was surprised.  
 19 But where I first realized that was in one of  
 20 the committee meetings in November. As we were  
 21 presenting the contract negotiations, the chair -- and I  
 22 apologize. I don't remember which committee, because we  
 23 had three of them. But the chair recognized Mr. Billy  
 24 to discuss the PUPs, and -- even though it wasn't  
 25 related to contract negotiations.

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1 And when he started giving his numbers is when  
 2 I first realized the potential for the valuations upon  
 3 recapitalization or even over a three-year period.  
 4 Q Did you -- did you do anything with that  
 5 realization?  
 6 A Well, at that point, the PUPs had been -- or  
 7 Aaron had sent a letter, I guess, saying we're pulling  
 8 back; we're not doing it. So I didn't, other than just  
 9 some idle conversation, perhaps with my wife, that I  
 10 can't -- frankly was surprised at how high it was.  
 11 But I knew it was kind of dead on arrival at  
 12 that point too, so ...  
 13 Q And just as a matter of curiosity, there at  
 14 the bottom of A8 on this September 10, '19, draft  
 15 there's a -- in the miscellaneous questions section,  
 16 Question 26, "has the plan been collectively bargained,"  
 17 and then the answer is "yes, the plan has been  
 18 collectively bargained with the applicable union  
 19 representatives." The footnote, "JEA to update as  
 20 applicable."  
 21 Had it -- was it ever collectively --  
 22 A No --  
 23 Q -- bargained?  
 24 A -- because it was a separate incentive plan, I  
 25 don't believe it needed to be collectively bargained.

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1 So that was a mistake.  
2 Q When you first summarized your  
3 responsibilities, one of the words I wrote down was  
4 "pay" and you're -- you're --  
5 A We have a payroll department in HR.  
6 Q You pay the employees?  
7 A Yes.  
8 Q And you also mentioned benefits?  
9 A Yes, sir.  
10 Q This would be considered a benefit, would it  
11 not be?  
12 A Right.  
13 Q As the vice president over the pay and the  
14 benefits of JEA's employees, would you have expected  
15 that a plan of this magnitude would have been understood  
16 by the CEO of JEA before and certainly at the time it  
17 was presented to the board for approval?  
18 A I'm sorry. I don't follow. The CEO would  
19 have understood the plan?  
20 Q Let me rephrase.  
21 A Okay.  
22 Q You're the vice president and chief  
23 human resources officer.  
24 A Yes, sir.  
25 Q And you appear to me to be a very

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1 conscientious fellow.  
2 A Thank you.  
3 Q And you are responsible for, in many ways, the  
4 well-being of thousands of people in terms of making  
5 sure they get paid --  
6 A Uh-huh.  
7 Q -- and assist with their benefits from their  
8 employer. You are the human resources man.  
9 So my question is, from your perspective,  
10 given your experience and your job, would you have  
11 expected the CEO of JEA --  
12 A Okay.  
13 Q -- to have understood the details and  
14 ramifications and consequences, the end result, of this  
15 performance unit plan at the time it was presented to  
16 the board of directors for its approval?  
17 A Yes, but when it was presented to the board in  
18 July, I'm not sure it was fully fleshed out, which isn't  
19 to say he still shouldn't have understood.  
20 Q As I understand the board's approval in July,  
21 it did not require the CEO to come back to the board for  
22 any further --  
23 A Well --  
24 Q -- approval.  
25 A -- that's true. That's true.

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1 MR. POWELL: Can we take five minutes?  
2 THE WITNESS: Certainly.  
3 (Recess taken from 10:39 a.m. to 10:44 a.m.)  
4 BY MR. POWELL:  
5 Q I think where we left was that I think I made  
6 the observation sort of in the form of a question that  
7 Mr. Zahn, after the board action on -- in July, that the  
8 board action did not require him to come back to the  
9 board to implement the PUP.  
10 A Uh-huh.  
11 Q Is that correct?  
12 A I believe that's correct.  
13 Q That was your understanding at the time?  
14 A Yes.  
15 Q All right. So the July board approval of the  
16 PUP would not have required Mr. Zahn to come back to  
17 implement the PUP and put it in motion?  
18 A Correct.  
19 Q Okay. When it was presented -- were you at  
20 the board meeting on --  
21 A I was, yes, sir.  
22 Q When it was presented, did you understand it  
23 at the time to be such an unknown quantity?  
24 A I don't know. I knew what the value -- I knew  
25 Ryan had put in place some figures. I didn't look at

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1 the math. I know that Towers Watson -- Willis Towers  
2 Watson report based on our wages estimated 3.4 million,  
3 but they hadn't really designed the program. So I knew  
4 it was open-ended; I just didn't realize how open-ended.  
5 Q Thank you for the 3.4 million and the  
6 reference to Willis Towers Watson.  
7 If you would elaborate on your understanding  
8 of how they arrived at that number.  
9 A I wish I could. I'm just -- I know they did  
10 it based on their experience. They're internationally  
11 known compensation consultants.  
12 So they took our wage data, our salary data,  
13 and I think, based on their experience with performance  
14 unit-type plans, extrapolated a number. I would have to  
15 go back to them and ask them specifically how they did  
16 that.  
17 It was a footnote, as I recall, to the  
18 presentation, but --  
19 Q Okay. I'm going to ask you -- because this is  
20 not the sort of discussion that can't continue  
21 informally --  
22 A Sure.  
23 Q -- but I am going to ask, and if you could  
24 make a note of it, I would like you to, when -- are you  
25 going back to work today?

1 A I am.  
 2 Q When you get back, if you would please take a  
 3 look at your emails and inform me who you would consider  
 4 your principal contact at Willis Watson regarding the  
 5 subject of whether do you want to call it the LTI or the  
 6 PUP --  
 7 A Yes, sir.  
 8 Q -- that would be very helpful.  
 9 Do you remember the \$3.4 million number being  
 10 presented to the board in July?  
 11 A Not orally. I know it was a footnote to the  
 12 presentation. I don't remember if we referenced a  
 13 number or not.  
 14 Q But you know it was in the material?  
 15 A It was.  
 16 Q All right.  
 17 A Yes, sir.  
 18 Q And so it wouldn't surprise you that a board  
 19 member would have left -- would have been under the  
 20 impression, based upon the presentation, that the  
 21 annual -- the estimated annual cost going forward of the  
 22 PUP would be \$3.4 million a year?  
 23 A Would not surprise me.  
 24 Q So when you later learned, November, I guess,  
 25 that the -- that the cost to JEA in the event of a

1 recapitalization event could have been in the hundreds  
 2 of millions of dollars, what was your -- what was your  
 3 thought?  
 4 A Surprise. I just -- I hadn't really thought  
 5 about the numbers because I had been focused on other  
 6 things, so --  
 7 Q I mean, it wasn't like, oh, my God, what have  
 8 we done?  
 9 A Yeah, internally. I mean, I didn't express  
 10 that --  
 11 Q No, no, I understand that, but I meant  
 12 internally.  
 13 A Yeah, it was. I was surprised.  
 14 Q And you had no inkling from July 23 until that  
 15 moment in November of this difference?  
 16 A I really didn't. I am sure I was present when  
 17 valuation was discussed, maybe tangentially, but I just  
 18 didn't focus on it, because I was waiting on the legal  
 19 process to finish, and the financial piece would be what  
 20 we would plug into the calculations once the plan was  
 21 set up for administration.  
 22 So I truly didn't pay attention. Whether  
 23 that's good or bad, I didn't, so ...  
 24 Q A minute ago you mentioned that you were aware  
 25 that Ryan had -- Ryan Wannemacher had done some

1 calculations.  
 2 What -- is there -- can you share more with me  
 3 about that?  
 4 A Well, he sat beside me at the board meeting.  
 5 After I presented the Willis Towers Watson material, he  
 6 presented the PUP, the long-term incentive plan, and  
 7 talked about how it would be measured. And off the top  
 8 of my head, I don't remember the measurements, but it  
 9 would relate to the value of JEA at that three-year  
 10 point based on three or four metrics, I think.  
 11 Q And was there any discussion about what the --  
 12 what the PUP would pay if JEA was sold in 2020?  
 13 A I don't recall any discussions, no, sir.  
 14 Mr. Howard was on the board at the time. He had some  
 15 questions, but I don't think they were about valuation  
 16 or what the payout would be.  
 17 Q Okay. Let's talk a little bit about  
 18 post-termination of PUP events up until the -- last  
 19 Tuesday's board meeting.  
 20 Did you have any conversations with Mr. Zahn  
 21 or Mr. Wannemacher or Mr. Vinyard about the PUP after  
 22 you learned in November that it had this -- would you  
 23 agree with me that it's an unbelievably high upside?  
 24 A It was extremely high, yes.  
 25 Q Okay. Any conversations with them after you

1 learned of it from -- whether it's mid-November, early  
 2 November, up until Mr. Zahn was terminated?  
 3 A No, because at that point, I knew the program  
 4 was dead. It wasn't going to be pursued. He -- "he",  
 5 being Aaron -- did what he could, which was suspend it,  
 6 and then it was going to be put before the board in  
 7 December to rescind it. So I didn't discuss it after  
 8 that.  
 9 Q He didn't call any -- he didn't call the  
 10 senior leadership team in and say, you know -- to inform  
 11 them?  
 12 A No. Not that I recall. I heard it from  
 13 Melissa, I believe.  
 14 And I was -- they said should we send an email  
 15 to employees. I believe Melissa asked me that. And I  
 16 counseled that we probably shouldn't, because they just  
 17 really weren't aware of it. In the grand scheme of  
 18 things, it was very low on the radar with  
 19 recapitalization and labor contracts.  
 20 But I was overruled, and it -- we sent a  
 21 Currents which is our all-hands email, and it caused  
 22 confusion, because people really hadn't paid attention,  
 23 didn't know what it was, so ...  
 24 Q Well --  
 25 A That was gist of the conversation.

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1 Q But as I read this September 19 confidential  
2 draft, it appears to me that this was going to be sent  
3 out in more or less this form to all employees and that  
4 they were going to have only until the end of December  
5 to elect purchase performance units.  
6 A Uh-huh.  
7 Q At the time that this came to you in  
8 September, did you -- I assume you -- I shouldn't  
9 assume.  
10 Would it have been your job to send this out  
11 to the employees?  
12 A And I may have been absent. We were  
13 originally talking about making it a part of our open  
14 enrollment in the October-November time frame as a  
15 benefit, as you said.  
16 As things progressed, we knew we wouldn't make  
17 that deadline because we had to send materials out for  
18 print. So we would have sent that out along with a much  
19 simpler explanation.  
20 They did provide an FAQ that was still very  
21 dense, and so we were beginning to work on trying to  
22 simplify that; what we would present to employees, how  
23 we'd go out on the road with a training on what it would  
24 look like. And then it became evident that we weren't  
25 going to move forward with it, so ...

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1 Q But up until the point that the plug was  
2 pulled on the PUP, were you still intent on getting it  
3 out and having everybody sign up by the end of calendar  
4 year 2019?  
5 A I understood that legally we had to do that,  
6 that they had to make a choice by December 31st and then  
7 pay for it in January or March of 2020. So that was the  
8 goal.  
9 And I -- that's why I kept asking questions;  
10 what are the allotments, what are we doing. And then it  
11 became evident at some point even before it officially  
12 died, I think, that it was not going to move forward.  
13 Q Okay. So it didn't officially die until early  
14 November; right?  
15 A I believe, right.  
16 Q So this came in on September 10th?  
17 A Yeah.  
18 Q So we have two-thirds of September and the  
19 entire month of October, and aren't you wondering what's  
20 going on --  
21 A Yes.  
22 Q -- with this PUP because you got 2,000  
23 employees that need to be informed and educated and they  
24 need to make an election; right?  
25 A Right.

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1 Q Was this -- was this like number one, two,  
2 three, four, five on your list of priorities every day?  
3 A No.  
4 Q Was it number one?  
5 A As I explained again in your absence, we --  
6 Q Well, I apologize --  
7 A No, I understand.  
8 We had the five labor contracts ratified in  
9 September, and then we presented them to City Council.  
10 I met with a lot of individual members as well as three  
11 committees.  
12 The -- what else was going on? We were  
13 looking at a new performance management system,  
14 implementing that. We were discussing benefits for 2020  
15 and getting open enrollment started up. We were  
16 discussing the short-term incentive pay for performance  
17 and what that would look like and measuring that. So  
18 there was a lot of other HR stuff going on.  
19 So what I did with the PUPs during that time  
20 was, you know, talking about the fact that we needed an  
21 administrator. We reached out to Mass Mutual to have  
22 them look at it, and it turned out they couldn't meet  
23 the timeline either. But we were doing the background  
24 work, still waiting for the go-ahead.  
25 Q Who at that time, between September 10th and

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1 when the PUP was plugged, pulled, who had ownership of  
2 the PUP?  
3 A That's a good question. I would still put it  
4 with our legal team, because as I understood it, they  
5 were seeking an opinion from the Attorney General or had  
6 drafted a letter. There were questions raised by your  
7 office and by council auditors they were addressing,  
8 so --  
9 Q Well, that wasn't until November. So  
10 September, October, do you know --  
11 A I think -- I think toward the end of October,  
12 the council auditor got involved. I won't -- maybe not.  
13 I don't know. I don't --  
14 Q I do know there was a meeting on October 31,  
15 yes.  
16 A Yes.  
17 Q Right.  
18 A So I would think -- Lynne Rhode was probably  
19 the key point of contact during that time if you want to  
20 talk ownership, I guess.  
21 Q I have -- I have a series of questions that I  
22 don't really think you can answer, but I want to ask you  
23 the questions anyway.  
24 A Yes, sir.  
25 Q And maybe you can tell me who you think can

1 answer these questions. So -- and these pertain to the  
 2 PUP.  
 3 A Okay.  
 4 Q And I know that your first introduction to the  
 5 PUP would have been back what, in May?  
 6 A Early May.  
 7 Q Okay. So I'm going to ask you, do you know  
 8 whose idea was the PUP for JEA?  
 9 A Opinion, Aaron Zahn. I don't know for  
 10 certain.  
 11 Q Did you ever -- and I think you've answered  
 12 this question. You never calculated potential payouts  
 13 for the plan?  
 14 A I did not.  
 15 Q That would not have been your -- in your  
 16 wheelhouse; right?  
 17 A Right.  
 18 Q And have you told us everything you can recall  
 19 about any calculations you were ever shown of potential  
 20 payouts from the --  
 21 A Yes.  
 22 Q -- plan?  
 23 A I wasn't shown any, so ...  
 24 Q We're on the same page, are we not, that the  
 25 PUP plan was approved at the same meeting as the ITN in

1 July --  
 2 A Yes, sir.  
 3 Q -- at the July board meeting; correct?  
 4 A That's correct.  
 5 Q Considering that plan was approved at the same  
 6 time as the ITN, do you think it was the prevailing  
 7 thought among the senior leadership -- the senior senior  
 8 leadership team, that JEA would be sold and that that is  
 9 when the PUP's plan would pay out to the holders of the  
 10 PUP, of the performance units?  
 11 A I honestly don't. I think being sold was not  
 12 a foregone conclusion. There were various other options  
 13 that were going to be out there. So I don't believe  
 14 that's true.  
 15 Q Did there ever come a time when you thought it  
 16 was the prevailing view among the senior senior  
 17 leadership team that JEA would definitely be sold  
 18 pursuant to the ITN?  
 19 A No, sir. It was stressed in various meetings  
 20 by Aaron and Melissa that all options were still on the  
 21 table. For instance, we have a monthly leadership  
 22 meeting which we follow up with a union leadership  
 23 meeting with Aaron, Melissa, and I, and Maryanne present  
 24 with our union leadership. And it was stressed by both  
 25 Aaron and Melissa in several of those meetings this

1 isn't about selling JEA; it's about looking at all the  
 2 strategic options.  
 3 MR. POWELL: Okay. Jon, do you have some  
 4 follow-up you want to take care of while I take --  
 5 BY MR. PHILLIPS:  
 6 Q Sure. You may have addressed some of these  
 7 already, because I obviously missed the meeting,  
 8 unfortunately, to some degree because I was called away.  
 9 But I did want to ask you a few things.  
 10 So just to begin with where you left off where  
 11 you indicated that being sold wasn't a foregone  
 12 conclusion, but it was an option that had been discussed  
 13 by the senior leadership team prior to July 23rd of '19;  
 14 is that not correct?  
 15 A Yes, sir. Yeah.  
 16 Q When was the first time you heard that selling  
 17 the utility was a possibility or a substantial  
 18 probability?  
 19 A Between the two board meetings, probably when  
 20 we met in Orange Park, strategic alternatives were laid  
 21 out, and that was one of them.  
 22 Q And when was that meeting in Orange Park?  
 23 A In July, or early to mid-July, prior to the  
 24 board meeting.  
 25 Q So you were present at the City Council

1 meeting the other day on -- the Monday meeting --  
 2 A Yes, sir.  
 3 Q -- that took all day? You were actually  
 4 sitting up at the table there --  
 5 A Yes, sir.  
 6 Q -- to Aaron's right?  
 7 A Correct. Herschel, then me.  
 8 Q Right. So one of the things that I heard  
 9 Aaron say was that prior to the July 23rd meeting, we  
 10 had no idea that the utility could be sold.  
 11 Is that accurate -- is that an accurate  
 12 statement?  
 13 A I don't recall it exactly, but it had been  
 14 discussed before that. It wasn't an official statement  
 15 until the board said go forth and look at all the  
 16 different options.  
 17 Q So did you ever hear Aaron say anything other  
 18 than it's one of the options on the table?  
 19 A No.  
 20 Q For example, did he ever say, you know, we've  
 21 got to look at all these options, but obviously my  
 22 preference would be to get it sold?  
 23 A No. In fact, he went to the other extreme to  
 24 say I don't have a preference.  
 25 Q Okay. You also were present, then, when Ryan

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1 Wannemacher told, I think it was Rory Diamond, that his  
2 valuation of the PUP would have been that the payout was  
3 going to be around \$60 million.  
4 Do you remember that?  
5 A I think so, yeah.  
6 Q Well, do you remember that, him saying that --  
7 A That's what I'm saying, I honestly don't. It  
8 was kind of an intense session, so ...  
9 Q Okay. Did you ever hear Ryan give you --  
10 anybody an estimate of how much the payout would have  
11 been?  
12 A Not to me, no.  
13 Q Was the \$60 million figure the -- was that the  
14 first time you ever heard that figure?  
15 A Yeah. I didn't hear any figures prior to  
16 that.  
17 Q Was there any discussion at the Orange Park  
18 meeting about the potential value of the PUP to the  
19 senior leadership team?  
20 A No, sir, not that I recall.  
21 Q Did you ever hear anyone discuss the propriety  
22 of including Lynne Rhode in the PUP plan?  
23 A I did probably tangentially, and I know she  
24 mentioned -- and I honestly don't remember the  
25 context -- but that she had come to the

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1 Office of General Counsel to ask them to look at that  
2 part specifically.  
3 Q The employee contracts, what's your  
4 understanding of who drafted those?  
5 A Pillsbury law firm.  
6 Q And from whom were they taking direction, if  
7 you know?  
8 A I don't.  
9 Q Did you have any input in the content of  
10 yours?  
11 A I did not.  
12 Q They just gave it to you to look at and you  
13 signed it?  
14 A Yes, sir.  
15 Q Was there any negotiation process?  
16 A No.  
17 Q Do you know anything about how Aaron's came to  
18 be drafted?  
19 A The same way, by Pillsbury, but ...  
20 Q And what's the basis of your knowledge in that  
21 regard?  
22 A Because they were all presented as part of the  
23 package for the July board meeting kind of in toto.  
24 Q Was that the first time you saw them?  
25 A Yes.

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1 Q At the board meeting?  
2 A Well, just prior to it. I know they had been  
3 made available to be part of the board package. I can't  
4 honestly say I reviewed it then, but I was aware of it.  
5 Q I think you must have heard this at the  
6 meeting the other day with City Council too. There was  
7 mention that an estimate of 3.4 million was given to the  
8 board --  
9 A Uh-huh.  
10 Q -- for the payout of the PUP?  
11 A Right.  
12 Q And that was in some written materials that  
13 was provided --  
14 A It was a footnote to the Willis Towers Watson  
15 presentation.  
16 Q And how did that number get put in there?  
17 A We discussed that in your absence. It was --  
18 I don't exactly know other than they took our salary  
19 information and used their expertise in putting  
20 performance unit plans together and extrapolated that  
21 number.  
22 And I'm going to provide the Willis Towers  
23 Watson contacts to --  
24 Q So you think that Willis Towers Watson came up  
25 with --

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1 A Oh, they did. Yes, sir.  
2 Q All right. Do you have any idea when  
3 Ryan Wannemacher would have done his own calculations to  
4 come up with a different number than that?  
5 A No.  
6 Q Was there discussion about the necessity for  
7 making these calculations so that everybody would know  
8 how much money potentially could be made?  
9 A I don't recall specific discussions about the  
10 necessity of it. I knew it was ongoing that they were  
11 looking into determining that, but ...  
12 Q Did you -- were you present for any  
13 discussions about the propriety of a government entity  
14 selling stock in itself?  
15 A Well, that was part of the legal analysis that  
16 we truly weren't selling stock. And I cannot begin to  
17 finesse around that and explain it, but I was trusting  
18 the research and the outside counsel.  
19 Q From whom?  
20 A Pillsbury. And the research that Kevin Hyde  
21 did about Florida statutes and Lynne Rhode did.  
22 Q You mentioned earlier while I was here that --  
23 that the PUP plan was initially presented as something  
24 that had no details, and then you said that Aaron wasn't  
25 pleased that the 50 percent goal wasn't in what they

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1 were recommending or discussing.  
2 And then you said that the -- it had -- that  
3 the details of the plan were sent back to us to develop.  
4 Who did you mean, "us"?  
5 A I'm not sure I follow. What he was unhappy  
6 with was they did not -- oh, okay. I do know what  
7 you're referring to.  
8 The ongoing pay for performance plan, based on  
9 Willis Towers Watson recommendations, would have been  
10 altered for the next year, fiscal year 2020, and we  
11 presented some options for expanding performance ranges  
12 and things like that, but then it was put on hold.  
13 So "us" would be HR, the compensation team.  
14 Q And you said you also asked to discuss how  
15 many PUPs people were going to get allocated, but that  
16 you were told "we were not ready"?  
17 A Right. There was no answer.  
18 Q Who told you that?  
19 A Melissa Dykes.  
20 Q Did you have any other conversation with her  
21 at that time about that?  
22 A Well, I asked subsequently, you know, did we  
23 know yet, because that is where we would definitely have  
24 to come in as far as payroll deductions and things like  
25 that. And still no answer.

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1 Q Did she say why we weren't ready?  
2 A Just that it hadn't been determined.  
3 Q Can you tell us anything else about that  
4 conversation --  
5 A It was --  
6 Q -- as it related to the PUP?  
7 A It was honestly that basic. I asked do we  
8 know yet, and the answer was no.  
9 Q Did she give you any indication about when she  
10 would know or who would tell her?  
11 A My assumption is she and Aaron would discuss  
12 it, but no, she didn't give me a timeline.  
13 Q You said that you thought that we legally had  
14 to do this by the 31st of December to get the PUP going.  
15 Why did you think that?  
16 A Based on what Pillsbury did, if we wanted to  
17 implement a plan in calendar year 2020, I understand  
18 elections had to be made before the end of the year. So  
19 it was based on their advice.  
20 Q And you also mentioned that at some point the  
21 PUP officially died.  
22 What event are you referring to?  
23 A I don't know if there's a specific event. I  
24 know in talking to Melissa probably late October, early  
25 November, we knew it -- the prevailing thought was let's

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1 pull it back. It's not the right time. And --  
2 Q Was that because of the November 5th meeting  
3 with Jason Gabriel and --  
4 A I think we talked about it even before that,  
5 but it became official, I believe, at that meeting.  
6 Q Before November 5th, who was discussing with  
7 you --  
8 A It probably would have been Melissa --  
9 Q -- pulling it back?  
10 A -- Melissa and I.  
11 Q And did she say why she was thinking that  
12 maybe it needed to be pulled back?  
13 A Just because with everything going on about  
14 recapitalization and the sale of the JEA, which was out  
15 in the public, the lingo they used, it didn't make sense  
16 to put this plan out there at this time, given that the  
17 entire structure of JEA may change, so ...  
18 Q Did she mention that any part of her thinking  
19 was that if the utility had been sold the way the plan  
20 was drafted, the payout would be astronomical --  
21 A No.  
22 Q -- and that wouldn't look good?  
23 A No.  
24 Q Did she ever express any hesitation about the  
25 possible cost of the plan?

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1 A Not to me, but I didn't have those discussions  
2 with her.  
3 Q What was your belief as to the possible value  
4 of the plan in, say, the first week of November of this  
5 year?  
6 A As I had stated earlier, I didn't really  
7 realize the impact until Mr. Billy gave his auditor's  
8 report at the beginning of the committee meeting. He  
9 was asked to present, so ...  
10 Q Did you see anything in Mr. Billy's report  
11 that you disagreed with?  
12 A I didn't actually see Mr. Billy's report. I  
13 just heard what he presented.  
14 MR. PHILLIPS: Okay.  
15 I don't have any other questions.  
16 MS. HARRELL: I've got a follow-up.  
17 MR. PHILLIPS: Actually, yes, I do. I'm  
18 sorry. One more.  
19 THE WITNESS: Sure.  
20 BY MR. PHILLIPS:  
21 Q So you were privy to discussions that included  
22 Lynne Rhode with the PUP plan?  
23 A (Nods head.)  
24 Q Yes?  
25 A Yes.

20 (Pages 77 to 80)

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1 Q Okay. Did you ever have any discussion or  
2 were you ever present for a similar discussion with the  
3 other OGC lawyer there?  
4 A No.  
5 MR. PHILLIPS: Thank you.  
6 BY MS. HARRELL:  
7 Q I think you just said that Melissa Dykes told  
8 you that the PUP didn't make sense at the time because  
9 the structure of JEA might change?  
10 A Well, given a recapitalization event, if it  
11 were to occur, why would we put forward the PUP now?  
12 Let's wait and see what happens. That was kind of the  
13 gist of it.  
14 Q But at the time the PUP was adopted at the  
15 July 23rd board meeting, hadn't the board already voted  
16 to allow you to pursue other options?  
17 A Yes.  
18 BY MR. PHILLIPS:  
19 Q Do you mean to say that it didn't make sense  
20 as a long-term incentive plan if you were going to sell  
21 the utility in the near future?  
22 A Yes. Thank you. That's clearer.  
23 BY MS. HARRELL:  
24 Q You talked about how Aaron Zahn had said, you  
25 know, all options are on the table. Because what the

1 board voted on, I guess, at the July 23rd meeting was it  
2 could be a co-op; it could be an IPO. I think you  
3 mentioned several other options.  
4 One of those options was the ITN?  
5 A Correct.  
6 Q And another option, let's say, was the co-op?  
7 A Uh-huh.  
8 Q Who with JEA was working on the co-op?  
9 A I don't know. I know it was some of the  
10 bankers and perhaps another law firm. I wasn't involved  
11 in those discussions at all, the co-op or the IPO.  
12 Q Were you involved in any other discussions  
13 for --  
14 A The ITN, because we had to make management  
15 presentations to the respondents.  
16 Q Okay. Did you have to -- were you ever asked  
17 by anybody else to make any other presentations  
18 regarding the co-op --  
19 A No.  
20 Q -- or an IPO?  
21 A No.  
22 Just as an aside, for the December board  
23 meeting, that was originally on the agenda, was to  
24 present what the co-op idea would look like, but  
25 obviously it got tabled.

1 Q Do you know who was working on that?  
2 A Again, I don't know. I know it was a series  
3 of bankers and lawyers, but I'm not sure who.  
4 Q Do you know if it was Pillsbury law firm?  
5 A I don't know.  
6 Q You said earlier that in your opinion, the PUP  
7 was Aaron Zahn's idea. Why do you think that? What's  
8 the basis for your opinion?  
9 A When I first started, Pat Maillis mentioned a  
10 compensation project to me, that it was ongoing. So I  
11 asked Melissa about it, since I reported to her.  
12 And she said, that's all Aaron's project, you  
13 know, work with him on it.  
14 And I think it kind of started with him; let's  
15 get compensation up for all employees. Because he did  
16 really want to improve it for all employees. So I think  
17 the long-term incentive was generated by him initially  
18 as an idea, and then presented Willis Towers Watson, you  
19 know, what do you think, what does your data tell you.  
20 MS. HARRELL: Go ahead.  
21 BY MR. PHILLIPS:  
22 Q Was the possibility of a long-term incentive  
23 program discussed with you at the point where you were  
24 hired?  
25 A No.

1 Q Did Herschel Vinyard get hired after you?  
2 A No. He was before me by maybe a month, I  
3 think.  
4 Q Has he ever mentioned to you that he was  
5 promised that there would be a long-term incentive  
6 program as an inducement to -- for him --  
7 A No --  
8 Q -- to go over to JEA?  
9 A -- he's never said anything like that. No,  
10 sir.  
11 Q Have you heard anybody else say that, that  
12 they heard that?  
13 A No.  
14 BY MS. HARRELL:  
15 Q Did Angie Hiers ever talk to you about what  
16 had been explored as far as long-term incentives before  
17 you arrived?  
18 A No, not in detail. She may have mentioned,  
19 we're doing a study. But my first real introduction to  
20 it was Pat Maillis came to me. I met with everybody on  
21 the team that week, and Pat said, we have this out there  
22 now.  
23 Q At some point, Pat expressed some concerns  
24 about the PUP to you?  
25 A She did.

1 Q Do you remember when this was?

2 A Shortly after we received that document that's  
3 dated September 10th. I think around the 12th I  
4 received it. And Pat raised the concerns in an email in  
5 response to that.

6 Q And did you agree with those, disagree?

7 A Yeah, to an extent. And I spoke with  
8 Lynne Rhode about them, and Lynne answered Pat in the  
9 email. But it was about the density of the language. I  
10 believe there was a question about could it be  
11 considered a qualified plan or non-qualified. I'd have  
12 to go back and look.

13 But we did discuss them, and Lynne did provide  
14 answers.

15 Q Did you ever talk to Ryan Wannemacher about  
16 it?

17 A No.

18 Q How about Aaron Zahn?

19 A No.

20 Q Melissa Dykes?

21 A Just the questions I asked about, you know,  
22 allotments, how are we going to break it up, things like  
23 that.

24 I was going to mention this in the  
25 question-and-answer period. I called Kevin Hyde at some

1 point around there, early September. I didn't know  
2 Kevin until we started working with him. He came in in  
3 June-July to work on the pension legislation. But I  
4 respected his opinion.

5 He and I share, I guess you'd call it an  
6 outside interest in exercising our faith. So I trusted  
7 him, and I called him probably around that same time.  
8 Because I was just feeling a bit uneasy because it was  
9 moving so fast, and we were getting opinions from  
10 different people.

11 So I just said, it's -- I'm not impugning  
12 anyone's integrity, but is this legal, and then I said  
13 is it ethical.

14 And he said, yes. You're uncomfortable, but  
15 it's entirely legal and ethical. And then he said, but  
16 you will get blowback.

17 And he's a prophet. Obviously we've gotten  
18 blowback. But I -- I wanted an assurance from someone  
19 kind -- even though he was involved in looking at the  
20 Florida statutes and drafting some of it, I wanted an  
21 assurance from someone kind of external to the process  
22 that we were doing the right thing, so ...

23 That gave me more comfort moving forward, I  
24 guess.

25 Q What were your ethical concerns at that time?

1 A I don't know that I can put a finger on it,  
2 but it was just it was moving so fast, and I couldn't  
3 get an answer on the allocations, so I wondered if maybe  
4 it would be skewed more heavily toward executives, which  
5 is not unusual in these -- these plans typically are for  
6 senior executives. They're not for everyone. So that  
7 was unusual in itself that it was available to all  
8 employees.

9 But it was more just the feeling that --  
10 probably that. You know, because I couldn't get an  
11 answer on allocations, I just -- I wondered if Kevin had  
12 heard anything. He hadn't. But he said, no, the plan's  
13 on solid footing, so ...

14 Q Who did you ask about the allocations?

15 A Melissa Dykes.

16 Q Did you ask anybody else?

17 A No.

18 Q Is she the one you couldn't get an answer  
19 from?

20 A Yeah. And she didn't have an answer, so ...

21 BY MR. POWELL:

22 Q When Mr. Hyde said to you that you would get  
23 blowback, did you ask him to explain what he meant by  
24 that?

25 A Well, we just discussed it, and he said it's a

1 public utility, a government entity, with a long-term  
2 incentive plan. I mean, he recognized the rarity of  
3 that, as we've already discussed as well, so he knew it  
4 would raise some concerns.

5 I don't think he -- we didn't discuss the  
6 valuation of it, because I wasn't aware of it, but I  
7 don't think that's what he was referring to either. But  
8 I don't need to speak for him either, so ...

9 Q But he didn't define blowback?

10 A No. No.

11 MR. POWELL: Did you -- and you understood  
12 that his only --

13 Okay. I think you said what you --

14 Just before we go any further, I'm going to  
15 attach the September 10, 2019, document to your  
16 transcript so that we will have it handy and no one  
17 will be wondering what the heck we've been talking  
18 about. It will just be Exhibit A.

19 (Exhibit A was marked for identification.)

20 BY MS. HARRELL:

21 Q Do you remember -- at that time you were  
22 having some concerns about it and you talked to  
23 Mr. Hyde, do you remember being made aware that people  
24 who were not employed by JEA could potentially buy  
25 shares of the PUP?

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1 A Yeah. The -- as I understood it, the gist of  
 2 that was the two attorneys from OGC that worked at JEA.  
 3 And I believe it was going to be available with -- and  
 4 I'm not sure of the approvals; I know the chair of the  
 5 compensation committee, maybe the board chair -- as a  
 6 recruiting tool if we felt it was necessary to tell  
 7 someone there is a long-term incentive and we could make  
 8 it available to them.  
 9 I think that's why that provision was there,  
 10 which, again, is not unusual in private industry.  
 11 Q Would it be unusual for non-employees, though,  
 12 to buy shares of something that's --  
 13 A Yeah.  
 14 Q -- meant to adjust employee salaries?  
 15 A It would.  
 16 Q You said that you were overruled on sending  
 17 out something on the PUP termination. You thought it  
 18 would be confusing. Somebody overruled you.  
 19 Who overruled you?  
 20 A I don't know.  
 21 Q You said somebody --  
 22 A Yeah. I'm assuming Aaron talked with Kerri  
 23 Stewart, who's in charge of our communications. It's an  
 24 assumption, though, yeah.  
 25 It's not that I didn't want to communicate

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1 information. I just felt it would cause more confusion,  
 2 and it did, so ...  
 3 Q You said earlier that you knew that  
 4 Ryan Wannemacher had put into place some figures. We  
 5 talked about the 3.4 million it was based on.  
 6 Did Ryan tell the board about those figures,  
 7 about what figures had been put into place?  
 8 A I don't think so. I don't remember him  
 9 specifically saying figures. He talked about the  
 10 formula he would use in determining what the incentive  
 11 plan looked like.  
 12 Q Okay. Because if I remember correctly, that  
 13 July 23rd board meeting, you were already at the  
 14 table --  
 15 A Uh-huh.  
 16 Q -- after discussing, I think, what they termed  
 17 Scenario 3?  
 18 A Yeah, I think they talked about all the  
 19 scenarios.  
 20 Q Okay.  
 21 A Yeah.  
 22 Q And then you were still at the table when it  
 23 came time --  
 24 A I wasn't at the table for the scenarios. I  
 25 came up just to present the Willis Towers Watson

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1 presentation.  
 2 Q Okay. Okay. And you presented -- you were  
 3 presenting the long-term incentive plan or the  
 4 overall --  
 5 A I was presenting the overall compensation  
 6 plan, and Ryan spoke to the structure of the long-term  
 7 incentive plan.  
 8 Q Okay. Which was the PUP?  
 9 A Right.  
 10 Q There were no other long-term incentive plans?  
 11 A No, just the PUP.  
 12 Q Okay. And so you deferred to him on the PUP?  
 13 A Yeah. He was on the agenda, I believe, to  
 14 present that, so ...  
 15 Q And you said earlier that you -- you would  
 16 have expected the CEO to have understood the plan, that  
 17 it wasn't fully fleshed out at the time.  
 18 Would you have also expected the CFO to  
 19 understand the plan?  
 20 A Yes.  
 21 Q Did Ryan ever tell the board that it was not  
 22 fully fleshed out?  
 23 A No. And perhaps that was a wrong -- a poor  
 24 choice of words. I think we hadn't done the complete  
 25 legal analysis. I think he had a plan in place, and we

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1 had to vet it. So fleshed out is probably the wrong way  
 2 to put it. I think it just hadn't been fully vetted  
 3 yet, and we were still exploring that.  
 4 BY MR. POWELL:  
 5 Q Would you have also expected the chief  
 6 administrative officer to have understood it?  
 7 A I don't know. Not his bailiwick necessarily,  
 8 but I think he would have a grasp of it, certainly.  
 9 BY MS. HARRELL:  
 10 Q And I think you -- you kind of seemed  
 11 before -- you're not the numbers guy --  
 12 A Right.  
 13 Q -- on this; right?  
 14 A You don't want me to be.  
 15 Q I understand.  
 16 But Ryan is the numbers guy; right?  
 17 A He is the numbers guy, that's right.  
 18 Q And so as CFO, you would expect him to know  
 19 the numbers behind the plan?  
 20 A Yes.  
 21 Q Let me go back to the frog presentation.  
 22 Who prepared the frog presentation?  
 23 A It was prepared before I came, so I don't  
 24 know.  
 25 Q You said that there were some background work

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1 done on the status quo --  
2 A Right.  
3 Q -- and --  
4 A There's a Status Quo 1, which is the state of  
5 the utility now. Status Quo 2 was some work done with  
6 McKinsey about if we had to start making changes,  
7 perhaps -- and there was really only two levers, I  
8 think, we can push. I'm not an expert on the utility  
9 industry by any means. But one is rates and the other  
10 is cost.  
11 And so cost is primarily employees or maybe  
12 shutting down generation plants or cycling them through,  
13 so service slows down a little bit. You know, that was  
14 Status Quo 2; what changes could we make to save money  
15 or increase revenues.  
16 Q Was there also a Status Quo 2A that involved  
17 some legal changes?  
18 A Oh, yeah. And that -- I don't know if there's  
19 a 2A or a 3. I honestly don't remember. But it was  
20 looking at charter changes, State law changes, I think  
21 public service commission.  
22 They looked at -- and "they" being Herschel  
23 and Lynne -- looked at the various documents, the laws  
24 that control public utilities, and what changes might  
25 need to be made to allow us to expand or get into other

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1 businesses.  
2 Q Do you know who would have provided  
3 information about Status Quo 1 and Status Quo 2?  
4 A The gentleman I referred to earlier, Julio,  
5 who's -- I just cannot remember his last name. He was  
6 our chief innovation and technology officer and left  
7 before the board meeting.  
8 Q Do you know why he left?  
9 A He really wasn't performing his duties.  
10 Q How was he not performing his duties?  
11 A He was not -- for instance, in this McKinsey  
12 report, he was supposed to be honchoing it, and other  
13 people basically did all the work. He attended various  
14 conferences, had some great ideas about innovation.  
15 He reported to Aaron, and Aaron approached me  
16 with the idea of terminating his employment, and I asked  
17 for the reasons, you know, HR, and give me a list. And  
18 he did. And he had laid out responsibilities for Julio  
19 to meet, and he had not met any of them. There were  
20 five or six different things he was expected to do. So  
21 he was terminated early July, I guess.  
22 Q When did Aaron first approach you about  
23 terminating Julio?  
24 A Early July.  
25 Q Early July. And --

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1 A Maybe late June.  
2 Q And then when was he terminated?  
3 A That first or second week in July, I think.  
4 I'd have to go back and look.  
5 MR. POWELL: I think his last name starts with  
6 an R. Is it Romero?  
7 THE WITNESS: Romero. Thank you. Julio  
8 Romero. That's correct.  
9 BY MS. HARRELL:  
10 Q Do you know where he is now?  
11 A He had never moved his family from Houston, so  
12 I think he's back in Houston now, working for a  
13 consulting firm.  
14 Q How long was he at JEA; do you know?  
15 A I don't know. I don't know when he was hired.  
16 Maybe late last year, early 2019, so maybe six months.  
17 I'm not sure.  
18 Q Okay. Did Aaron Zahn ever come to you about  
19 terminating any other JEA employees?  
20 A No.  
21 Herschel Vinyard came to me to discuss Mike  
22 Hightower's performance.  
23 Q And what did he say about Mike Hightower's  
24 performance?  
25 A He felt he wasn't meeting the performance,

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1 either, and wanted to terminate his employment. And  
2 again I asked for reasons, and we went through the  
3 protocols and then terminated Mike's employment.  
4 Q What were the protocols?  
5 A I wanted to be satisfied that the -- they had  
6 grounds for it.  
7 Any termination, if someone's not performing,  
8 you need documentation. So I had Herschel talk me  
9 through what the expectations were and what Mike hadn't  
10 done and documented that.  
11 And then Drew had, I guess, Lynne draw up an  
12 agreement. I think it was Lynne. I'm not sure. We  
13 based it on some agreements we had in the past and then  
14 terminated his employment.  
15 BY MR. POWELL:  
16 Q Did you need cause to terminate?  
17 A Yeah. Well, it was performance. It wasn't  
18 cause in terms of wrongdoing, but just  
19 performance-related.  
20 Q Well -- okay.  
21 And the same with Romero?  
22 A Yes.  
23 BY MS. HARRELL:  
24 Q Had any other employees, SLT members, anybody  
25 else at JEA ever complained to you about Julio Romero's

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1 performance?  
2 A No, but I -- I don't know that they would  
3 have. They might have complained to Aaron, but not to  
4 me, no.  
5 Q What about Mike Hightower's performance?  
6 A No. And I was still very new at that point.  
7 Q Did any JEA employee ever complain to you  
8 about any membership of the senior leadership team?  
9 A Any membership?  
10 Q Any member of --  
11 A Oh, any member of. I'm sorry.  
12 Q -- of the senior leadership team, whether  
13 performance, whether attitude, whether inappropriate  
14 behavior?  
15 A No.  
16 Q Did you ever receive any complaints about  
17 Aaron Zahn?  
18 A No.  
19 Q If a rank-and-file JEA employee had a  
20 complaint about somebody in management or higher up,  
21 what would the complaint process be? Would they go to  
22 you?  
23 A They could come to me. They could come to  
24 Maryanne's team. They could come to their HR business  
25 partner. They could call the ethics hotline. They

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1 might come over here. All those avenues eventually lead  
2 back to an investigation.  
3 Q What is an HR business partner?  
4 A I'm sorry.  
5 Q That's okay. You used --  
6 A Yeah, we have three of them. They are -- you  
7 may have heard the term HR generalist, someone who kind  
8 of does a little bit of everything to support --  
9 A business partner is probably a little bit  
10 higher level than that. They face off to the various  
11 business lines or departments and are essentially  
12 one-stop shopping for their HR needs.  
13 If they have an issue with -- with -- well,  
14 labor, typically they'll head to directly. But if  
15 there's an issue with benefits or employees have  
16 questions, they do a lot of employee development,  
17 working with their -- they face off to members of the  
18 SLT. For instance, one faces off to Caren Anders, our  
19 head of energy electric.  
20 And so she attends their staff meetings. She  
21 meets with Caren regularly to talk about people, about  
22 issues, about development.  
23 So they are generally known to the folks they  
24 support definitely at the management level, but also a  
25 lot of the rank and file. And sometimes they're

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1 conduits. Things bubble up through them, and they  
2 say -- or they're out in the field or attending meetings  
3 or employees come to them, so ...  
4 Q And who are they now?  
5 A The names?  
6 Q Uh-huh.  
7 A Carol Higley, H-I-G-L-E-Y; Paul McFadden,  
8 M-C-F-A-D-D-E-N. And I will butcher Maria's last name,  
9 Salgueiro, and I believe it's S-A-L-G-U-I-R-O [sic].  
10 Yay.  
11 Q And have they been the business partners  
12 during your tenure at JEA --  
13 A Yes.  
14 Q -- this time?  
15 A Yes.  
16 MS. HARRELL: I'm just going through my notes  
17 if you want to jump in.  
18 BY MR. POWELL:  
19 Q I am going to jump in with another topic,  
20 because I do want to try to get you out of here shortly.  
21 I don't want to overuse our welcome here. And you're  
22 available to us --  
23 A Certainly.  
24 Q -- if we need to follow-up as well, of course.  
25 A Certainly.

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1 Q So an issue has come to our attention  
2 regarding outsourcing the appointed employees payroll  
3 system to ADP.  
4 Can you enlighten us on that project?  
5 A We stopped it because it didn't make sense.  
6 It was suggested by Melissa, because a lot of companies  
7 do outsource payroll. It's a fairly common practice.  
8 She wanted us to explore it beginning with  
9 appointed. She thought Angie had done some work on it  
10 or had done a business case on it. Nothing in the  
11 files.  
12 I called Angie. She said she had discussed it  
13 with ADP and Paychex and some of the other companies,  
14 and they had said our union payroll was tough and they  
15 really didn't want to tackle it, and it probably  
16 wouldn't be cost-effective to tackle it.  
17 So we were going to explore beginning with  
18 appointed and then, if it worked, perhaps move on to  
19 union.  
20 Q What would have been the operational effect of  
21 outsourcing the appointed employees payroll?  
22 A I'm not sure operational effect. It would  
23 have taken a little bit of burden off our payroll team.  
24 The majority -- you know, the appointed make up  
25 21 percent of our population. So they still -- the bulk

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1 of their payroll would still be the very complex union  
 2 payroll. So it would have taken a bit of the workload  
 3 off of them.  
 4 Obviously if we move forward to outsource the  
 5 entire payroll, we would need a greatly reduced payroll  
 6 department.  
 7 Q How would it have impacted an individual  
 8 appointed employee?  
 9 A It really wouldn't have. They would have  
 10 received their W-2 from a different source. The pay  
 11 would still show up in direct deposit. They would go to  
 12 a different site to see their pay slip, an ADP site,  
 13 proprietary site, but a confidential site, so ...  
 14 Q But all the information would have remained  
 15 available --  
 16 A Yes.  
 17 Q -- to you, as the JEA HR?  
 18 A Yes, sir.  
 19 MR. POWELL: All right.  
 20 Anything else on anything else?  
 21 BY MS. HARRELL:  
 22 Q Did you have to deal much with public records  
 23 requests?  
 24 A Some, especially after the July board meeting,  
 25 as you might imagine.

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1 Q How would you handle a public records request  
 2 that came in from a member of the community?  
 3 A It goes through our public records office.  
 4 Then they divvy it up, depending on who needs it. And  
 5 then if I can't provide it myself, I go to a member of  
 6 my team.  
 7 A lot of it's reports, so I would go to the --  
 8 what we call organizational excellence, which runs the  
 9 HR system and can extract that information. Some of  
 10 it's around pay, and so we'd go to typically  
 11 compensation for some of that.  
 12 A lot of it after the July board meeting was  
 13 the Scenario 2 and layoffs. I think every union  
 14 representative asked about that, and there weren't names  
 15 attached to it. It was simply -- because you get into  
 16 civil service rules and bumping and reversion, and you  
 17 can't say these are the names.  
 18 But we did -- had done the work about  
 19 positions, so we released a lot of that, so ...  
 20 Q Okay. Was there a different process for  
 21 handling requests from media?  
 22 A Sometimes they didn't go through public  
 23 records. They came through Gina -- I'm terrible with  
 24 last names.  
 25 MS. EVANS: Kyle.

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1 THE WITNESS: Thank you.  
 2 Gina Kyle, K-Y-L-E. And she would pass those  
 3 along if it was an immediate request, and we'd try  
 4 to grant it.  
 5 BY MS. HARRELL:  
 6 Q Did you ever have to deal with other members  
 7 of the senior leadership team in responding to public  
 8 records requests?  
 9 A Probably. I can't point to a specific  
 10 instance, but a lot of times -- I won't say a lot of  
 11 times, but sometimes it crossed over different  
 12 responsibilities.  
 13 (Brief interruption.)  
 14 BY MS. HARRELL:  
 15 Q Did you ever have to ask any member of the  
 16 senior leadership team, for instance, for text messages  
 17 or emails from personal accounts to respond to a  
 18 request?  
 19 A I didn't. I remember something that came  
 20 through, and Deryle Calhoun, who heads up  
 21 water-wastewater, had to provide text messages. I  
 22 honestly don't remember the subject. I don't even think  
 23 I had a piece of it, but I was copied on it.  
 24 And he had to go back and have IT go through  
 25 his phone, pull everything related to it. That's the

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1 only one I remember.  
 2 BY MR. POWELL:  
 3 Q Okay. Do you ever remember being directed by  
 4 Mr. Zahn or someone on his behalf to slow down a public  
 5 records response?  
 6 A No.  
 7 Q Any -- ever any direction by Mr. Zahn or  
 8 anybody on his behalf to not produce a publicly  
 9 releasable record that had been requested by a member of  
 10 the public?  
 11 A No.  
 12 BY MS. HARRELL:  
 13 Q Were you ever told that there was a five-day  
 14 waiting period for responding to public --  
 15 A Yeah, but we'd always try to get it as soon as  
 16 we could. And sometimes there's a cost that then  
 17 requires printing. And I know one request came through  
 18 that I sent to Pat Maillis, and she came back with an  
 19 estimate of the time and cost, but it was well within  
 20 the five days.  
 21 BY MR. POWELL:  
 22 Q Well, wait a minute. I want to ask about  
 23 that, the five day. What do you mean you understood  
 24 there to be a five-day period?  
 25 A Well, I am certainly not an expert, but I

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1 understand for fairly comprehensive requests where it's  
2 a lot of documents, I think we have a five-day window to  
3 respond.  
4 Q Okay.  
5 A I think.  
6 Q And do you have any idea where that thought  
7 came from.  
8 A We have a public records document, and I think  
9 it's covered by City code as well, but I am not the  
10 expert on that. I'm sorry.  
11 Q Okay. Let me just ask you to assume that  
12 there is no five days in a document --  
13 A Okay.  
14 Q -- as such.  
15 Where do you think the five-day guidance came  
16 from?  
17 MR. PHILLIPS: There's a five-day notice  
18 period in the statute.  
19 MR. POWELL: That's for attorney's fees;  
20 that's a different issue.  
21 BY MR. POWELL:  
22 Q Because I gather you -- I'm hearing you say  
23 that you were under the impression that you had five  
24 days to respond to --  
25 A I have heard that.

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1 Q -- any public records request?  
2 A I can't tell you particulars. I'm sorry.  
3 Q Were you ever directed or under the impression  
4 that you were required --  
5 A Oh, no.  
6 Q -- to wait five days to respond to --  
7 A I'm sorry. I spoke over you. No.  
8 Q Okay. During your -- during Mr. Zahn's tenure  
9 at JEA and your interactions with him, were you ever  
10 subjected by him to abusive and derogatory language?  
11 A No.  
12 Q Did you ever see him verbally abuse a member  
13 of JEA?  
14 A No.  
15 Q Were any reports ever -- did any reports ever  
16 come your way of events such as that?  
17 A No.  
18 Q Okay. Is there anything else that you would  
19 care to share with the board of directors with respect  
20 to the matter of Mr. Zahn's employment at JEA in terms  
21 of whether he should be terminated for cause?  
22 A Wow. I'd have to go back and look at what  
23 defines cause. I mean, I know generally in HR terms.  
24 Q Well, let me give you two terms.  
25 A Yes.

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1 Q Willful misconduct, gross negligence -- three  
2 terms -- misappropriation of funds.  
3 A I'm not aware of any misappropriation of  
4 funds. I am not aware of any gross negligence.  
5 I have only heard about the potential ethics  
6 violation of not reporting the property owned jointly.  
7 Whether that rises to willful misconduct, I don't know,  
8 but obviously something he should have reported.  
9 Q You don't think the failure of the CEO to  
10 inform the board on July 23 of -- and understanding the  
11 details of PUP, would amount to gross negligence?  
12 A I don't know. That was -- not that this is an  
13 excuse, but that was a very full board meeting with a  
14 lot of information, and I think it was just  
15 overwhelming. And so perhaps we should have slowed down  
16 and said make sure you understand all this, but ...  
17 MR. POWELL: Okay. Anybody else?  
18 Would you wrap us up here, Derronne?  
19 MR. NINS: Yes, sir.  
20 Do you have anything else to offer about what  
21 has been discussed today?  
22 THE WITNESS: No, sir.  
23 MR. NINS: Okay. As this is an ongoing Office  
24 of General Counsel investigation, you're being  
25 advised not to discuss this case with others.

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1 Can you agree to that, sir?  
2 THE WITNESS: I agree.  
3 MR. NINS: Okay. Well, the interview has now  
4 concluded.  
5 (Sworn statement concluded at 11:48 a.m.)  
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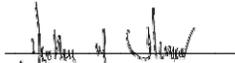
CERTIFICATE OF REPORTER

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 109, 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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