

Documents Requested by the Special Committee

Definitions

1. “Consultant” and “Consultants” refer to any person, including contractors and subcontractors of JEA’s attorneys, who was not a JEA employee but acted on behalf of, or provided a direct or indirect benefit to, JEA that related to any Investigatory Matter.

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

3. “ESI” means electronically stored information in all forms in which it is stored and communicated. ESI specifically includes emails, word processing files, electronic documents, spreadsheets, presentations, databases, images, movies, audio files, voicemails, text messages, and any other information stored on any computer, laptop, tablet, cell phone, smartphone, external hard drive USB drive, cd drive, dvd drive, backup drive, SharePoint site, file server, or in any remote or " cloud" -based system or location, including Dropbox. ESI specifically includes, without limitation, all of the following electronic file types: *.msg, *.pst, *.eml, *.jpg, *.tif, *.gif, *.mov, *.mpg, *.mpeg, *.wmv, *.avi, *.wav, *.mp3, *.doc, *.docx, *.wpd, *.xls, *.xlsx, *.ppt, *.pptx, *.mdb, and *.pdf. ESI also includes social media data, including information stored by you or communicated by you through Facebook, Twitter, LinkedIn, Skype, and blogs. ESI also includes business or personal email accounts such as Yahoo Mail, Gmail, Hotmail, Outlook.com, AOL mail, and other web-based email services.

4. “Investigatory Matter” and “Investigatory Matters” refer to the Total Market Compensation Strategy, the long-term incentive program or PUP, the privatization or recapitalization of JEA and the ITN.

5. “IRP” means integrated resource plan.

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

7. The terms “person” and “persons” mean any natural or legal person, including corporations, companies, partnerships, limited partnerships, joint ventures, trusts, estates, public agencies, departments, bureaus, boards, associations, and all other forms of organization, partnership, business entities or association, whether incorporated or unincorporated.

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

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

10. “SLT Offsite Meeting” means any offsite SLT meeting between May 1, 2018 and December 31, 2019, including the following:

- May 31, 2018 – White Oak Conservatory
- June 26, 2018 – Ponte Vedra Inn & Club
- April 4, 2019 – Ponte Vedra Inn & Club (Tarpon Room)
- May 20, 2019 – The Dalton Agency Side Car [Sidebar]
- July 10 – 12, 2019 – Club Continental
- July 31, 2019 – Foley & Lardner’s Jacksonville Office
- August 7, 2019 – The Florida Room at the Surf Club
- August 19, 2019 – Ponte Vedra Inn & Club
- August 20, 2019 – Ponte Vedra Inn & Club
- December 19, 2019 – The Dalton Agency Side Car [Sidebar]

Document Requests

1. Videos for each presentation given at the JAX Infrastructure Innovation Summit on October 5, 2018, including Aaron Zahn’s and Mayor Lenny Curry’s introductions.

2. Documents referenced in Michael Brost’s sworn transcript dated February 27, 2020:

- a. the Black & Veatch Corporation report (Michael Brost’s sworn statement at pp. 44, 51 and 52; available [here](#));
- b. the draft and final versions of the McKinsey report (*id.* at p. 49); and
- c. all reports prepared by Xtensible for JEA (*id.* at p. 10).

3. Documents involving the Office of General Counsel:

- a. the “rough draft” memorandum sent by Tracey Kort Parde to Lynne Rhode on June 4, 2019 at 11:39 a.m. (referenced in JEA’s email production dated January 24, 2020 at p. 775 of 1780; available [here](#)); and
 - b. the “redlines” and “delegated authority policy” that Miriam Hill sent to Kevin Hyde in an email at 1:33 p.m. on August 5, 2019 (available [here](#)).
4. Documents from the JEA Board meeting on September 18, 2018:
 - a. JEA’s monthly financial and operational update (referenced [here](#) at p. 11 of 136); and
 - b. the strategic planning consultant selection document (*id.* at p. 11 of 136).
5. Documents relating to ITN 124-18 “for Participation in Strategic Planning & Implementation Consulting Services”:
 - a. presentations and attendance sheets relating to the full-day meetings referenced in page 6 of the solicitation (available [here](#));
 - b. presentations and attendance sheets relating to the “long term future planning work shops” referenced in page 6 of the solicitation;
 - c. the “comprehensive strategic plan document” referenced in page 7 of the solicitation; and
 - d. the JEA’s Design Approach and Work Plan referenced in page 11 of the Solicitation.
6. Documents referenced in the “Project Freebird Organizational Materials” (Zahn Statement Ex. 26; available [here](#)):
 - a. the “Phase I Financial Model” (*id.* at p. 2) and all other financial models relating to the recapitalization of JEA that were prepared by any Consultant;
 - b. the “Confidential Information Memorandum” (*id.* at p. 6); and
 - c. all “scripts / talking points for post-board meeting individuals” (*id.* at p. 6).
7. The “corporate efficiency and risk management plan” referenced by Aaron Zahn and Ryan Wannemacher at the JEA Board meeting on October 16, 2018 (beginning at 02:03:40 in the video available [here](#)).
8. The summaries requested by the Negotiation Team and prepared by SMEs or advisors after the November 26, 2019 Negotiations Strategy Session (see REV-00072729).

9. Pro forma financial statements prepared by JEA in 2018, 2019 and 2020 that describe the future growth or sales of JEA (e.g., REV-00234480).
10. The email from David Wathen to Patricia Maillis, Ryan Wannemacher and other recipients at approximately 12:25 p.m. on April 30, 2019, including its attachments.
11. 2018, 2019, and 2020 performance reviews for Aaron Zahn, Ryan Wannemacher, Lynne Rhode, and Herschel Vinyard.
12. Wages, compensation, or other payments by JEA to any SLT member in 2019 or 2020.
13. Employment contracts or other agreements executed between JEA and any SLT member on or after July 23, 2019.
14. Any PUP agreement executed by any SLT member.
15. The general ledger category codes used for any expenses related to any SLT Offsite Meetings.
16. Expenses from the general ledger for any of the category codes referenced in Request #15.
17. Expenses associated with the home plant work order (PWO) for each SLT member in 2018 and 2019.
18. All documents produced by JEA in response to the Subpoena to Testify Before Grand Jury dated April 21, 2020.
19. Documents referenced in the following JEA invoices:
 - a. Pennington, P.A. invoice #178318: the “Memo regarding JEA sale price” referenced in the September 27 and 30, 2019 billing entries.
 - b. The Radey Law Firm invoice #32981:
 - i. the “memorandum discussing the contemplated transaction” referenced in a billing entry dated September 4, 2019;
 - ii. the “Structuring Memorandum” referenced in a billing entry dated September 5, 2019; and
 - iii. the “memorandum on options” referenced in a billing entry dated September 9, 2019.

- c. Pillsbury invoice #8266699:
 - i. The “LTIP proposal” and “emails regarding same” referenced in J. Lutrin’s April 10, 2019 billing entry; and
 - ii. the “draft model” referenced in S. B. Amdur’s April 11, 2019 billing entry.
- d. Pillsbury invoice #8274949: the billing entries for this invoice.
- e. Pillsbury invoice #8287460: the “presentation” and “structure” referenced in the June 19, 2019 billing entry by T. Powers.
- f. Pillsbury invoice #8297287:
 - i. the “joint service area proposal” referenced in C. Wainwright’s July 8, 2019 billing entry;
 - ii. the “prospectus” referenced in the July 20, 2019 billing entry by D. G. Keyko; and
 - iii. the “talking points” referenced in the billing entries for A. D. Weissman dated July 22 and 23, 2019.
- g. Pillsbury invoice #8298978:
 - i. the “underlying spreadsheets circulated by JPMorgan” referenced in E. Z. Rubin’s August 2, 2019 billing entry;
 - ii. the “JPM debt substitution analysis” referenced in C. Wainwright’s August 2, 2019 billing entry;
 - iii. the “FTI spreadsheets” referenced in C. Wainwright’s August 27, 2019 billing entry;
 - iv. the “transaction alternatives memorandum” referenced in C. Wainwright’s September 11, 2019 billing entry;
 - v. the “‘Option 1’ and related materials” referenced in J. D. Hutchings’ September 19, 2019 billing entry; and
 - vi. the “Term Sheet” referenced in M. F. Dottori’s billing entry dated September 20, 2019.

- h. Pillsbury invoice #8302147:
 - i. the “PUP allocations” referenced in the August 1, 2019 billing entry for J. Lutrin;
 - ii. the “JPM spreadsheet” referenced by C. Wainwright in his billing entry dated August 5, 2019;
 - iii. the “regulatory roadmap memorandum” referenced in the August 7, 2019 billing entry by R. B. Ross;
 - iv. the “client/banker’s memo on detail of all regulatory requirements for a JEA sale to a private Buyer” referenced in R. Neely’s August 30, 2019 billing entry;
 - v. the “Morgan Stanley questions” and “reply memo” referenced in R. Neely’s September 1, 2019 billing entry;
 - vi. the “Banker’s Memorandum” referenced in R. B. Ross’s September 3, 2019 billing entry;
 - vii. the “presentation” referenced in S. B. Amdur’s September 11, 2019 billing entry;
 - viii. the “banker’s memo for possibility of JEA buyer” referenced in R. Neely’s September 12, 2019 billing entry; and
 - ix. the “term sheet, time line and ancillary agreements” referenced in A. C. Lima’s September 26, 2019 billing entry.

- i. Pillsbury invoice #8305459:
 - i. the “Structuring Playbook” referenced in N. Aminolsharei’s October 8, 2019 billing entry;
 - ii. the “memo regarding performance unit plan” referenced in the October 9, 2019 billing entry for J. Krawitz;
 - iii. the “Master List of Agreements” referenced in M. C. Hammond’s October 17, 2019 billing entry;
 - iv. the “[e]mails regarding form of retention bonus release agreement” referenced in J. Lutrin’s October 22, 2019 billing entry;
 - v. the “CIP and McKinsey material” referenced in D. A. Navikas’ October 22, 2019 billing entry; and

- vi. the “purchase price calculations” and “PUP memo” referenced in J. Lutrin’s October 31, 2019 billing entry.
- j. Pillsbury invoice #8306003: the “documents provided by McKinsey” in the “phase I folder” referenced in the October 22, 2019 billing entry for N. Aminolsharei.
- k. Pillsbury invoice #8307976: the “A. Howard memo” and “SME instruction” referenced in A. D. Weissman’s November 26, 2019 billing entry.
- l. Pillsbury invoice #8315678:
 - i. the “common interest agreement” and related emails referenced in the December 13, 2019 billing entry of L. B. LoBue; and
 - ii. the “emails regarding employment agreements and benefit analysis matrix” referenced in J. Lutrin’s December 20, 2019 billing entry.
- m. Foley & Lardner invoice #40274198:
 - i. the “Sunshine Law letter” referenced in B. Grossman’s billing entry dated August 2, 2019; and
 - ii. the “analysis of PUP formula” referenced in M. Kirwan’s billing entry dated August 22, 2019.
- n. Foley & Lardner invoice #40288884:
 - i. the “option 1” and “psc protocol” referenced in C. Kise’s October 21, 2019 billing entry; and
 - ii. the “FPL initiative to sell share of power plant” referenced in R. Hosay’s October 24, 2019 billing entry.
- o. Foley & Lardner invoice #40306041:
 - i. The “communications with Vinyard regarding AGO issues” referenced in C. Kise’s November 4, 2019 billing entry; and
 - ii. The “communications with Guard (AG) and Mussetto (AG) regarding opinion withdrawal and related issues” referenced in C. Kise’s November 13, 2019 billing entry.