

OFFICE OF GENERAL COUNSEL
CITY OF JACKSONVILLE
117 WEST DUVAL STREET
SUITE 480
JACKSONVILLE, FL 32202
PHONE: (904) 255-5055



MEMORANDUM

TO: Special Investigatory Committee on JEA Matters
Honorable Council Member Rory Diamond, Chair
Honorable Council Member Randy DeFoor
Honorable Council Member Brenda Priestly Jackson
Honorable Council President Scott Wilson

CC: Jason Gabriel, General Counsel
Smith Hulsey and Busey

FROM: Margaret M. Sidman, Deputy Legislative Affairs & Managing Deputy *MM*

RE: **Status Report to the Special Investigatory Committee as of April 29**

DATE: April 29, 2020

- I. **Document protocol.** A protocol has been developed by Smith, Hulsey and Busey (SHB) for the transmission and review of documents and the protocol has been circulated to all council members electronically. OGC is currently culling through the documents to provide non privileged documents to SHB by the beginning of May. SHB anticipates having targeted documents for the Special Investigatory Committee's review by the end of May.
- II. **Witness Interviews.** The Special Investigatory Committee asked Steve Busey to interview Lynne Rhode, Stephanie Burch, Randall Barnes, Robin Smith, Joseph Ofano, and Melissa Dykes, inviting them first to appear voluntarily to testify under oath. A copy of the April 21, 2020 Special Investigatory Committee agenda meeting minutes is attached hereto as **Exhibit 1**. Before her termination, Melissa Dykes had indicated through her attorney, Hank Coxe, that she was available to voluntarily be interviewed by SHB under oath. Lynne Rhode has indicated through her attorney, Rut Liles, that she is available to testify with SHB under certain conditions, including no further appearances. Stephanie Burch's interview is being coordinated through her attorney, Warren Lindsey.
- III. **JEA continues to produce documents.** Attached hereto are documents responsive to the several requests for production that are immediately available to the Special Investigatory Committee for review. In excess of 500 emails from Alan Howard was produced the week of April 20. A list of the available documents is attached hereto as **Exhibit 4**.

- IV. Subpoena for documents to the Bidders and the Banks.** On April 21, 2020, Subpoenas were issued to all the ITN bidders and two financial institutions, to produce documents or in alternative to appear at the May 18 Special Investigatory Committee meeting. Specifically the subpoenas asked for i.) a list of all a copy of all lobbyist, attorneys and consultants employed by the Company; and ii.) any documents showing that the company was or was not given an opportunity to physically inspect JEA assets at any time after January 1, 2018. Of the 22 subpoenas issued, 16 have been served. To date there have been three responses:
- a. Argo Infrastructure partners responded that the company employed no lobbyist, attorney or consultant in conjunction with ITN, and that they did not communicate with JEA to have a physical inspection of JEA assets, nor did they have a physical inspection of JEA assets.
 - b. Duke Energy responded that they employed the following attorneys and consultants: Shutts & Bowen LLP (Attorneys); Hunton Andrews & Kurth LLP (Attorneys); Citigroup Global Markets Inc (consultants); PricewaterhouseCoopers LLP (consultants); Willis Towers Watson PLC (consultants); No lobbyists were employed. Duke Energy provided one document regarding physical inspections which indicates that physical inspections would take place the week of January 20, 2020.
 - c. Hargray Communications Group Inc. provided several documents which appears to be documents received by Hargray from JEA including ITN 127-19 Addendum #4 with the related attachments.
 - d. Veolia Water North America – South, LLC responded that the company does not have any records for the information requested in the subpoena.

The Special Investigatory Committee on JEA Matters subpoena log is attached hereto as **Exhibit 2**.

- V. Options.** On April 21, 2020, JEA was served with a Federal Grand Jury Subpoena requesting 50 enumerated areas of documents. A copy of the Subpoena is attached hereto as **Exhibit 3**. Many of the requested documents overlap with the Special Investigatory Committee's 84 request for production. Based on the service of the Federal Grand Jury Subpoena, OGC and SHB has provided three options to the Special Investigatory Committee in light of the issuance Federal Grand Jury Subpoena: 1. Make no change to the Special Investigatory Committee actions and charge; 2. Pause the Special Investigatory Committee while the Federal Grand Jury process is underway, so as to avoid any possible interference with the Federal process; 3. Continue with the scope of the request for documents and witness interviews as voted upon by the Special Investigatory Committee prior to the Federal Grand Jury subpoena issuance, while attempting to avoid impeding the federal

investigation. The Office of General Counsel cautioned and counselled the Special Investigatory Committee with respect to avoiding any even indirect interference with regard to the Federal investigation.

GC-#1362747-v5-OGC_Status_Report_to_Spec_Comm_04_29.docx

Exhibit 1



OFFICE OF THE CITY COUNCIL RESEARCH DIVISION

117 WEST DUVAL STREET, SUITE 425
4TH FLOOR, CITY HALL
JACKSONVILLE, FLORIDA 32202
904-255-5137

CITY COUNCIL SPECIAL INVESTIGATORY COMMITTEE ON JEA AGENDA MEETING MINUTES - AMENDED Virtual meeting via Zoom – no physical location

April 21, 2020
1:00 p.m.

Location: Virtual meeting via Zoom – no physical location

In attendance: Council Members Rory Diamond, Randy DeFoor, Brenda Priestly Jackson and Scott Wilson

Also: Council Members Joyce Morgan, Ron Salem, Al Ferraro, Michael Boylan, Ju’Coby Pittman; Jason Gabriel, Peggy Sidman, Chris Garrett, Jon Phillips, ~~Kealey West~~ – Office of General Counsel; Kyle Billy, Kim Taylor, Phillip Peterson – Council Auditor’s Office; Steve Cassada, Melanie Wilkes and Eric Grantham – Council Support Services; Jeff Clements and Yvonne Mitchell – Council Research Division; Carla Miller – Ethics Officer; Cheryl Brown – Council Secretary/Director; Steve Busey and Chrix Dix – Smith, Hulsey and Busey law firm

Meeting Convened: 1:04 p.m.

Chairman Diamond convened the meeting and the attendees were introduced for the record.

Mr. Diamond reported that an agreement was struck yesterday among attorneys for JEA Interim CEO Melissa Dykes and City attorneys regarding Ms. Dykes voluntarily testifying under oath at a meeting in May. Because of the time consuming process of getting subpoenas through the Rules Committee, he wants to have the committee approve a subpoena for Ms. Dykes to hold in reserve for use if necessary if her voluntary appearance does not take place in a timely manner. Council Member Wilson asked how the subpoena would be worded. Mr. Diamond said it would require Ms. Dykes to appear in a suitable place for up to 8 hours of testimony before the Investigatory Committee. Council Members Priestly Jackson and Wilson said they would prefer to hold off on approving a subpoena since she’s agreed to appear. Deputy General Counsel Peggy Sidman said that two versions of a subpoena have been prepared – one to compel Ms. Dykes’ appearance before the committee at a meeting in May, the other to have give her the option of being deposed by Steve Busey of Smith, Hulsey and Busey and compelling her appearance before the committee if such a deposition does not take place. The committee divided two to two on

immediately issuing a subpoena. Mr. Busey was asked to communicate with Ms. Dykes' attorney and get a commitment for a definite appearance date.

Chairman Diamond reviewed the history of the committee's 84-point document request to JEA and the authority's hiring of a law firm to facilitate the review of those documents to ensure the non-disclosure of anything that can't be disclosed (privileged and exempt items). General Counsel Jason Gabriel explained that a protocol has been developed by Smith, Hulsey and Busey for the transmission and review of those documents and that protocol has been circulated to all council members electronically. The timeline is aggressive but reasonable, with Smith, Hulsey and Busey having access to all the documents for review by the end of next week. Chris Garrett of the General Counsel's Office explained the need to review all the documentation for exempt and privileged items before release, and said that they will be available to Smith, Hulsey and Busey for search by May 1st, with access by the special committee coming thereafter once identified documents of interest have been verified for release. Mr. Busey expected that the committee would begin receiving documents by the end of May. Cheryl Brown reported that the Council Secretary's Office has not been a party to this document subpoena request and suggested that the Office of General Counsel be the custodian of the documents received until such time as they are released to the committee and become public records, at which point they will be posted for public access by the City Council staff.

Council Member Salem asked that council members who are not members of the Special Investigatory Committee be given copies of the documents that the committee members received. Chairman Diamond asked that Smith, Hulsey copy the Council Secretary on any communications and document shares to the committee.

Mr. Diamond asked Mr. Busey to describe an April 14 memorandum he developed regarding the interviewing of selected current and former City and JEA employees with regard to their review of the JEA recapitalization Invitation to Negotiate (ITN) responses. Several committee members agreed that members of the City administration who were involved in the review process need to be interviewed. The Chairman said he will extend invitations to those people to voluntarily come and testify under oath with the special counsel or Office of General Counsel before resorting to subpoenas. The committee asked that special counsel Busey perform the interviews. Council Member Salem asked the committee to have Mr. Busey pose questions to those interviewees about the ITN; he understood that the General Counsel's earlier inquiries of those members dealt more with matters relating to the discharge of former JEA CEO Aaron Zahn than with the ITN.

Motion (DeFoor): the special committee asks Steve Busey to depose Lynn Rhode, Stephanie Burch, Randall Barnes, Robin Smith, Joseph Ofano, and Melissa Dykes, inviting them first to appear voluntarily to testify under oath – **approved 4-0**.

President Wilson said that expenditures on the special counsel are approaching the \$500,000 initial limit. If anyone has questions, please pose them to Steve Busey or Peggy Sidman. Ms. Sidman said that the not-to-exceed limit is \$480,000 and about \$300,000 has been billed through the month of February. She understands that Smith Hulsey may need additional funding for a computer platform to make documents available to the City Council. Mr. Busey said that an agreement reached last week with JEA's document review attorney makes an additional platform unnecessary, so there will be no need for that additional expenditure in that regard. Council Member Priestly Jackson asked Mr. Busey to provide the committee with an estimate of the cost of doing the 6 additional interviews requested by the committee today.

Meeting adjourned: 1:49 p.m.

Minutes: Jeff Clements, Council Research Division

jeffc@coj.net 904-255-5137
4.22.20 Posted 3:00 p.m.

Exhibit 2

SUBPOENA LOG

Jacksonville City Council Special Investigatory Committee on JEA Matters

TABS 5000.2000001

Recipient	Date Served	Name of Person Served	Documents Received Date
3Degrees Group (Corrected) c/o Steven Mickelson, RA			
3Degrees Group c/o Kerry Anne Schultz, RA	4/15/2020	Kerry Ann Schultz	4/17/2020
Algonquin Power & Utilities Corp. c/o CT Corporation System, RA			
American Water Works Company c/o CT Corporation System, RA	4/14/2020	Donna Moch	
American Public Infrastructure (API) c/o Cogency Global Inc., RA	4/14/2020	Jolita Quindara	
Argo Infrastructure Partners, LP c/o Corporation Service Company, RA	4/14/2020	Jason Nally	4/27/2020
Duke Energy Corporation c/o CT Corporation System, RA	4/14/2020	Donna Moch	4/21/2020
E&W Development Corporation c/o Corporate Creations Network, RA	4/15/2020	Krystal Parker	
Emera Incorporated c/o Corporation Service Company, RA	4/16/2020	Sheena Kruse	
Hargray Communications Group, Inc. c/o CT Corporation System, RA	4/14/2020	Donna Moch	4/27/2020
IFM Investors Pty LTD. (Australia)			
Intralinks, Inc. c/o Corporation Service Company	4/16/2020	Sheena Kruse	
JEA Public Power Partners, LLC c/o CT Corporation System, RA	4/14/2020	Donna Moch	
JP Morgan Chase & Co. (local)	4/15/2020	Not served – address belongs to a closed clothing store	
JP Morgan Chase & Co. c/o CT Corporation System	4/14/2020	Donna Moch	
Macquarie Infrastructure & Real Assets, Inc. The Corporation Trust Center	4/14/2020	Amy McLaren	
Morgan Stanley & Co., LLC (local)	4/15/2020	Not served – entire building closed	
Morgan Stanley & Co., LLC c/o CT Corporation System	4/14/2020	Donna Moch	

New Solutions for Business, LLC c/o N B Doueck, RA			
NextEra Energy, Inc. c/o David M. Lee, Registered Agent	4/15/2020	Byron Floyd	
Olympus Power LLC	4/16/2020	Roy Ott	
Uniti Group Inc.			
Veolia Water North America – South, LLC c/o CT Corporation System, RA	4/14/2020	Donna Moch	4/21/2020

UNITED STATES DISTRICT COURT

MIDDLE

DISTRICT OF

FLORIDA

TO:

Jacksonville Electric Authority
Attn: Custodian of Records
21 W. Church Street
Jacksonville, FL 32202

SUBPOENA TO TESTIFY BEFORE GRAND JURY

SUBPOENA FOR:

PERSON DOCUMENT(S) OR OBJECT(S)

YOU ARE HEREBY COMMANDED to appear and testify before the Grand Jury of the United States District Court at the place, date, and time specified below.

<p>PLACE</p> <p>United States District Court 300 North Hogan Street, Suite 9-150 Jacksonville, Florida 32202-4271</p>	<p>COURTROOM 8th Floor</p> <hr/> <p>DATE AND TIME 05/20/20, 9:30 a.m.</p>
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YOU ARE ALSO COMMANDED to bring with you the following document(s) or object(s):*

SEE ATTACHMENT. PLEASE PROVIDE IN ELECTRONIC FORMAT.

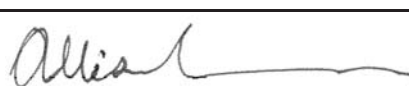
If you have any questions regarding this subpoena, please contact Special Agent Robert Blythe, Federal Bureau of Investigation, at 904-248-7464.

In lieu of personal appearance before the Grand Jury, records and/or electronic media may be returned, along with a completed and executed Declaration of Authentication of Business Records (form enclosed), to Special Agent Robert Blythe, Federal Bureau of Investigation, 6061 Gate Parkway N., Jacksonville, FL 32256.



Please see additional information on reverse.

This subpoena shall remain in effect until you are granted leave to depart by the court or by an officer acting on behalf of the court.

<p>CLERK</p> <p>ELIZABETH WARREN</p> <p>(By) Deputy Clerk</p> 	<p>DATE</p> <p>04/21/20</p>
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<p>This subpoena is issued on application of the United States of America</p> <p>Maria Chapa Lopez United States Attorney</p>	<p>NAME, ADDRESS AND PHONE NUMBER OF ASSISTANT U.S. ATTORNEY</p> <p>A. Tysen Duva 300 N. Hogan Street, Room 700 Jacksonville, Florida 32202 Phone: 904-301-6300</p>
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* If not applicable, enter "none".

RETURN OF SERVICE ⁽¹⁾		
RECEIVED BY SERVER	DATE	PLACE
SERVED	DATE	PLACE
SERVED ON (PRINT NAME)		
SERVED BY (PRINT NAME)		TITLE
STATEMENT OF SERVICE FEES		
TRAVEL	SERVICES	TOTAL
DECLARATION OF SERVER ⁽²⁾		
<p style="text-align: center;">I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.</p>		
Executed on	_____	_____
	DATE	SIGNATURE OF SERVER

		ADDRESS OF SERVER

<p>ADDITIONAL INFORMATION</p>		

(1) As to who may serve a subpoena and the manner of its service see Rule 17(d), Federal Rules of Criminal Procedure, or Rule 45(b), Federal Rules of Civil Procedure.

(2) "Fees and mileage need not be tendered to the witness upon service of a subpoena issued on behalf of the United States or an officer or agency thereof (Rule 45(b), Federal Rules of Civil Procedure; Rule 17(d), Federal Rules of Criminal Procedure) or on behalf of certain indigent parties and criminal defendants who are unable to pay such costs (28 USC 1825, Rule 17(b) Federal Rules of Criminal Procedure)".

**Jacksonville Electric Authority
Custodian of Records
21 W. Church Street
Jacksonville, FL 32202-3155**

YOU ARE COMMANDED to bring with you the following document(s) or object(s):

Any and all documents and records (as defined below), including electronic (in native format) and paper files, during the time frame of January 1, 2018 to the present (unless there is an otherwise indicated timeframe):

A. The Invitation to Negotiate (ITN) and the Long Term Incentive (LTI) Performance Unit Plan (PUP)

1. All documents and records in any manner pertaining to the Long Term Incentive (LTI) Performance Unit Plan (PUP).
2. All email communications involving Aaron Zahn, Ryan Wannemacher, Melissa Dykes, Herschel Vinyard, and any member of the JEA Executive Team and/or Senior Leadership Team (SLT) regarding the LTI PUP.
3. All documents and records in any manner pertaining to the Invitation to Negotiate (ITN), transition to a COOP, or issuance of an Initial Public Offering (IPO).
4. All email communications involving Aaron Zahn, Ryan Wannemacher, Melissa Dykes, Herschel Vinyard, and any member of the JEA Executive Team and/or Senior Leadership Team (SLT) regarding the ITN, transition to a COOP, or issuance of an IPO.
5.
 - a. All documents and records in any manner pertaining to the May 20, 2019 memorandum from the Nixon Peabody law firm titled "JEA Memo Regarding Incentive Programs" emailed that same day from an attorney at Nixon Peabody to Ryan Wannemacher and Herschel Vinyard. This includes, but is not limited to, all email communications, text messages, and memoranda involving Aaron Zahn, any member of the JEA Executive Team and/or Senior Leadership Team (SLT), prior and subsequent to the issuance of the referenced May 20, 2019 Nixon Peabody memorandum in any manner pertaining to that memorandum.

- b. All documents and records in any manner pertaining to any other memorandum from the Nixon Peabody law firm in any manner pertaining to any JEA compensation plan. This includes, but is not limited to, all email communications, text messages, and memoranda involving Aaron Zahn, any member of the JEA Executive Team and/or Senior Leadership Team (SLT).
6. All documents and records in any manner pertaining to communications with the firm Willis Towers Watson regarding the LTI PUP.
7. The request in item 6 includes, but is not limited to, all documents and records in any manner pertaining to communications (and the communications themselves) involving David Wathen (Willis Towers Watson), any other employee of Willis Towers Watson, Aaron Zahn, Pat Maillis (JEA), Scott Strackbine (JEA), Ryan Wannemacher, Melissa Dykes, Herschel Vinyard, and any member of the JEA Executive Team and/or SLT Members.
8. All documents and records (and all iterations thereof) pertaining to the Willis Towers Watson power point slide presentation presented to the JEA Compensation Committee during the June 18, 2019 Compensation Committee Meeting, and the JEA Board during the June 25, 2019 and July 23, 2019 JEA Board Meetings.
9. The request in item 8 includes the April 25, 2019 version of the Willis Towers Watson power point slide presentation that Pat Maillis emailed to Aaron Zahn that same day (at Zahn's request), including all metadata for the power point presentation and any document pertaining to the alteration of the power point slides.
10. All documents and records showing when the JEA Board package/materials were provided to the JEA Board Members and/or Members of the Compensation Committee, in connection with any Compensation Committee meeting in July 2019 and/or the July 23, 2019 JEA Board meeting. This includes all documents and records illustrating when Aaron Zahn met with each individual Compensation Committee Member and/or JEA Board Member in advance of the July 23, 2019 JEA Board meeting.
11. All documents and records in any manner pertaining to the work that McKinsey & Company performed regarding all of JEA's strategic alternatives, including the status quo, traditional utility response, and all aspects of the non-traditional utility response.

12. All documents and records in any manner pertaining to the work that the Black & Veatch firm performed regarding all of JEA's strategic alternatives, including the status quo, traditional utility response, and all aspects of the non-traditional utility response.
13. All documents and records in any manner pertaining to the work that the Deloitte firm performed regarding all of JEA's strategic alternatives, including the status quo, traditional utility response, and all aspects of the non-traditional utility response.
14. All documents and records pertaining to communications of any and all JEA Executive Team and/or SLT Members with attorney Kevin Hyde and any other lawyer at the Foley & Lardner law firm regarding the LTI PUP.
15. All documents and records pertaining to communications of any and all JEA Executive Team and/or SLT Members with Jessica Lutrin and any other lawyer at the Pillsbury Winthrop Shaw Pittman law firm regarding the LTI PUP.
16. All documents and records pertaining to communications of any and all JEA Executive Team and/or SLT Members with any other lawyer, law firm, or government agency (federal, state, or local) regarding the LTI PUP.
17. All documents and records pertaining to communications of any and all JEA Executive Team and/or SLT Members with Michael Scheetz or any other employee at Mass Mutual regarding the administration of the LTI PUP.
18. All documents and records pertaining to communications of any and all JEA Executive Team and/or SLT Members with Kyle Billy and any other member of the Council Auditor's Office in connection with the Council Auditor's Office November 18, 2019 Report regarding the LTI PUP.
19. All documents and records pertaining to communications of Office of General Counsel (OGC) attorney Lynne Rhode (assigned to JEA) with any and all JEA Executive Team and/or SLT Members and/or other OGC attorneys regarding the ITN, COOP, IPO, and/or LTI PUP.
20. All documents and records, including all preliminary and final proposals (and the date and time each were received by JEA), submitted by the following entities pursuant to the ITN, whether for both electric and water, electric only, or water only:

- a. NextEra (including Florida Power & Light – FP&L);
 - b. Duke Energy;
 - c. Macquarie;
 - d. ARGO Energy Services;
 - e. JEA Public Power Partners (PPP);
 - f. Emera Electric;
 - g. American Water;
 - h. IFM Renewable Energy; and
 - i. Any other entity that submitted an ITN related proposal.
21. The documents and records requested in item 20 include, but are not limited to, an accounting of the expected revenue to the City of Jacksonville (COJ) in any potential recapitalization of JEA as a result of the ITN.
 22. All documents and records in any manner pertaining to all lobbying firms and lobbyists (paid and unpaid) in any manner associated with the ITN process.
 23. All documents and records in any manner pertaining to any communications with any lobbyist in any manner connected with NextEra (including FP&L), or previously connected with NextEra, prior to and/or during the ITN process.
 24. All documents and records submitted to (and documents and records received from) JP Morgan Chase in any manner connected with the ITN, COOP, or IPO process.
 25. All documents and records submitted to (and documents and records received from) Morgan Stanley in any manner connected with the ITN, COOP, or IPO process.
 26. All documents and records submitted to (and documents and records received from) any other investment firm or financial institution in any manner connected with the ITN, COOP, or IPO process.
 27. All documents and records regarding JEA submissions to any and all bond rating agencies not included on the Electronic Municipal Market Access (known as EMMA) website for rating purposes in calendar years 2015, 2016, 2017, 2018, and 2019. This also includes any and all questions or inquiries posed by the rating agencies to the JEA CEO and CFO, and any responses thereto.

28. All documents and records pertaining to the use of the App Confide by Aaron Zahn, any lobbyist, and/or any member of Mayor Lenny Curry's administration in connection with the ITN and LTI PUP.

B. The Jax Infrastructure Innovation Summit of 2018 and Innovation Alliance of Florida, Inc.

1. All documents and records submitted to JEA to obtain funding for the Jax Infrastructure Innovation Summit 2018 (Innovation Summit), including but not limited to, bid proposals, consulting contracts, sales invoices, service agreements, and other business records relating to transactions between Innovation Alliance of Florida, Inc. (Innovation Alliance of Florida) and JEA.
2. Copies of checks, ACH payments, wire transfers, or other payment documents for payments to Innovation Alliance of Florida.
3. Copies of checks, ACH payments, wire transfers, or other payment documents for payments to Southern Strategies Group, Southern Group, and/or Deno Hicks, and any return of funds from those entities and that individual to JEA.
4. Copies of checks, ACH payments, wire transfers, or other payment documents for any other payments disbursed in support of the Innovation Summit.
5. All other documents and records generated in support of and/or associated with the Innovation Summit and/or Innovation Alliance of Florida.
6. All documents and records showing a list of all JEA employees, Executive Team and/or SLT Members, and/or Members of the Board of Directors who attended the Innovation Summit.

C. Selection of CEO Aaron Zahn during the November 27, 2018 JEA Board Meeting

1. All documents and records, including but not limited to, all Board Member scoring sheets for candidates Aaron Zahn, Cris Eugstar, and Pamela Hill.
2. All documents and records received by JEA or the JEA Board regarding the qualifications of Aaron Zahn, Cris Eugstar, and Pamela Hill to be named as CEO of JEA.

3. All documents and records reflecting any and all contact between any member of the Mayor's Office and any JEA Executive Team and/or Senior Leadership Team (SLT) Member, and/or any JEA Board Member, regarding the CEO selection.

D. JEA Process as to an Initial Public Offering (IPO)

1. All documents and records, including but not limited to, engagement letters or contracts between JEA and Morgan Stanley, JP Morgan Chase, and any other investment firm or financial institution in preparation for and in furtherance of an IPO.
2. All documents and records in any manner pertaining to communications with the JEA Board regarding the pursuit of an IPO.
3. All documents and records provided to (or received from) potential indexes or exchanges pertaining to JEA becoming a publicly traded entity pursuant to an IPO.
4. All documents and records reflecting invoices received from any consultant, lobbyist, investment firm, or financial institution in furtherance of pursuing an IPO.
5. All documents and records reflecting JEA's expenses and costs incurred in furtherance of pursuing an IPO.
6. All documents and records pertaining to communications with the Securities and Exchange Commission (SEC) regarding JEA filings with the SEC (and any such filings) in preparation for JEA conducting an IPO.
7. All documents and records in any manner pertaining to prospectus drafts (and the prospectus drafts themselves) prepared by or on behalf of JEA in preparation for a possible IPO, and any PowerPoint or other summaries of the prospectus or JEA's plan for becoming a publicly traded company.
8. All SEC Form S-1 drafts/registration statements and all EDGAR filings with the SEC.
9. All documents and records pertaining to draft financial statements submitted by JEA in furtherance of an IPO.
10. All documents and records illustrating and any all potential investors in the IPO for JEA.

11. All documents and records from JEA's pricing committee or any investment firm or financial institution's work on JEA's behalf to develop a stock price for JEA's IPO.
12. All documents and records from any investment firm or financial institution to assist JEA in complying with the SEC's regulations(S-K and S-X) surrounding becoming a publicly traded company.
13. All documentation and records received from JEA's consultants and financial statement auditors in furtherance of JEA pursuing an IPO including compliance with Sarbanes Oxley.

"Documents and records" includes, but is not limited to, correspondence (whether internal or external), memoranda, reports, handwritten notes, e-mails and e-mail attachments, phone records, call logs, text messages, calendars, proposals, minutes of meetings, presentations, letters, drafts, contracts, agreements, financial records, payment records, negotiable instruments, check stubs, canceled checks, wire transfers, credit card statements, receipts, invoices, bank statements, travel records, and photographs. The documents and records (including email communications) must be produced in native format when possible.

If a document demanded by this subpoena is withheld under a claim of privilege, or is otherwise withheld, provide the following information regarding the record: (1) its date; (2) the name and title of its author(s); (3) the name and title of each person to whom it was addressed, distributed and disclosed; (4) the number of pages; (5) an identification of any attachments or appendices; (6) a description of its subject matter; (7) its present location and the name of its present custodian; (8) the paragraph of this subpoena to which it is responsive; and (9) the nature of the claimed privilege or other reason the document is withheld.

In lieu of personal appearance before the Grand Jury, documents may be returned, along with a completed and executed Declaration of Authentication of Business Records (form enclosed), to the federal agents listed below. Any questions can also be directed to the below listed Federal Agent(s).

Special Agent Robert W. Blythe
Federal Bureau of Investigation
6061 Gate Parkway
Jacksonville, Florida 32256
Telephone: 904-248-7464

Special Agent Angela K. Hill
Federal Bureau of Investigation
6061 Gate Parkway
Jacksonville, Florida 32256
Telephone: 904-248-7038

Main Office
400 North Tampa Street, Suite 3200
Tampa, Florida 33602
813/274-6000
813/274-6200 (Fax)



300 North Hogan Street, Suite 700
Jacksonville, Florida 32202-4270
904/301-6300
904/301-6310 (Fax)

2110 First Street, Suite 3-137
Fort Myers, Florida 33901
239/461-2200
239/461-2219 (Fax)

U.S. Department of Justice
United States Attorney
Middle District of Florida

400 West Washington Street, Suite 3100
Orlando, Florida 32801
407/648-7500
407/648-7643 (Fax)

Reply to: Jacksonville, Florida

April 21, 2020

Custodian of Records

Re: Certificate of Authentication of Business Records

Dear Sir/Madam:

We write to ask your assistance regarding records you are providing to the government pursuant to Subpoena No. 2019R02865019 . Under the Federal Rules of Evidence, a business record of regularly conducted activity can be self authenticated without the need for a foundation witness if accompanied by a written declaration of the records custodian or other qualified person that the record: (1) was made at or near the time of the occurrence of the matters set forth in the record by a person with knowledge of those matters or from information transmitted by a person with knowledge of those matters; (2) was kept in the course of the regularly conducted activity; and (3) was made by the regularly conducted activity as a regular practice.

Accordingly, in order that you or a representative from your company will not have to appear to authenticate the records produced, we ask that you complete a *Declaration of Authentication of Business Records* in substantially the same form as the document attached hereto. Pursuant to the Federal Rules of Evidence, we must provide the declaration to opposing counsel in advance of relying upon it. We, therefore, request that you provide the declaration contemporaneously with the record production.

Thank you for your cooperation. Please call us if you would like to discuss this matter.

Attachment

DECLARATION OF AUTHENTICATION OF BUSINESS RECORDS

I, _____, am the custodian of records or am otherwise
(name)
qualified to authenticate the records of _____

(company or business)

I have provided the following records to the United States pursuant to Subpoena No.
2019R02865019

List of records provided:

Under Federal Rules of Evidence 803(6) and 902(11), as amended December 1, 2000, I certify that the above records are business records of regularly conducted activity and that I am a custodian or am otherwise qualified as to the authentication of these records. I also certify that the records: (1) were made at or near the time of the occurrence of the matters set forth in the records by a person with knowledge of those matters or from information transmitted by a person with knowledge of those matters; (2) were kept in the course of a regularly conducted activity; and (3) were made by the regularly conducted activity as a regular practice. I make these claims under penalty of perjury.

The address and phone number where I can be reached are:

Name and Signature

Date

Exhibit 4

I. DOCUMENTS SENT BY OGC TO SMITH HULSEY

- Law firm engagement letters and invoices that OGC already had in its possession.

DATE	DOCUMENTS
2/3/2020	<p>Law firm engagements that appeared to involve some work related to the ITN:</p> <ul style="list-style-type: none"> • Akerman (and amendment) – <i>OGC does not have any invoices that indicate ITN-related work.</i> • Driver McAfee • Nabors Giblin • Holland & Knight • Abel Bean • Foley & Lardner • Lewis Longman • Pillsbury • Pennington • Radey • Hopping Green • Carlton Fields • Milam Howard • Greenberg Traurig <p>Sent to Smith Hulsey.</p>
2/20/2020	<p>Invoices from some of the law firms who worked on ITN matters:</p> <ul style="list-style-type: none"> • Foley (6) • Hopping Green (5) • Milam Howard (5) • Pennington (5) • Pillsbury (21) <p>Sent to the SIC (forwarded to Smith Hulsey)</p>
2/21/2020	<p>Two documents produced for Pat Maillis’s upcoming interview:</p> <ul style="list-style-type: none"> • Research re LTI plans of other utilities • White paper <p>Nixon Peabody invoice.</p>
3/3/2020	<p>Invoices from other law firms who worked on ITN matters and specific consultants identified by Smith Hulsey in memo dated 2/20/2020:</p> <p>Law Firms</p> <ul style="list-style-type: none"> • Driver McAfee (7) • Greenberg Traurig (3) • Lewis Longman (3) • Nixon Peabody (1) – duplicate of invoice e-mailed 2/21 • Radey (4)

	<ul style="list-style-type: none"> • Abel Bean (1) – not really related to the ITN, but related to prior sale discussions • Nabors Giblin (6) <p>Consultants:</p> <ul style="list-style-type: none"> • Leidos (1) • FTI (2) • Geosyntec (3) • JP Morgan (1) • Segal (1) • Morgan Stanley (2) • McKinsey (4)
3/4/2020	<ul style="list-style-type: none"> • Deloitte documents – drafts reflecting work mentioned by M. Brost in his interview. Not covered by the request for engagement letters and invoices; produced at the request of the SIC. • Nixon Peabody engagement documents (1 engagement letter and 6 amendments).
3/25/2020	Holland & Knight invoices (11) – redacted by H&K for litigation privilege; redacted invoices were provided by H&K to OGC on March 23; OGC redacted the bank account numbers.
4/23/2020	Alan Howard emails with Aaron Zahn, Melissa Dykes, Herschel Vinyard, Ryan Wannamaker, and Jon Kendrick

II. DOCUMENTS SENT BY OGC TO SPECIAL INVESTIGATORY COMMITTEE

Request #	OGC Attorney: A. Teodorescu	OGC Attorney: C. Garrett
2		<ul style="list-style-type: none"> • Lynne Rhode emails re PUP • Plan administration documents • Other PUP related documents • Email re non-qualified deferred comp
3		<ul style="list-style-type: none"> • WTW Awards • WTW contract scope correspondence • Compensation data provided to WTW • WTW Drafts • WTW Compensation Analysis • WTW Market Information • WTW emails re SOW • WTW SOW related documents
13		<ul style="list-style-type: none"> • Draft presentations to Compensation Committee re Total Market Compensation • Emails re LTI

		<ul style="list-style-type: none"> • Comp Committee presentation drafts
16		<ul style="list-style-type: none"> • McKinsey Awards • McKinsey Change Orders • Board minutes approving McKinsey • WTW proposal response to JEA ITN Strategic Planning & Implementation Consulting Services • McKinsey response form for ITN 124-18 • McKinsey scope of work documents
17	<ul style="list-style-type: none"> • McKinsey September 2019 Invoices • McKinsey October 2019 Invoice • McKinsey November 2019 Invoice 	<ul style="list-style-type: none"> • McKinsey June 2019 Invoice • McKinsey Purchase Order 2/28/19 • McKinsey February 2019 Invoice • McKinsey April 2019 Invoice • McKinsey August 2019 Invoice • McKinsey September 2019 Invoice • McKinsey October 2019 Invoice • McKinsey November 2019 Invoice • Letter from McKinsey 3/3/20 re outstanding invoices
18		<ul style="list-style-type: none"> • Council Auditor valuations of JEA • Various industry and regulatory information regarding financials and mergers and acquisitions of energy companies. • Spreadsheets with financial analysis of JEA • Dec 2017 Rating Agency Presentation • Draft report from Michael Mace • Draft non-disclosure agreement • Analysis of payments to financial advisors • PFM APPA Conference Powerpoint • School funding analysis • Draft JEA privatization Discussion for 2018 BOD workshop
20		<ul style="list-style-type: none"> • Numerous calendar entries and views (approx. 2,400 pages)
21		<ul style="list-style-type: none"> • Various spreadsheets of projections • Status Quo slides and presentations • Water Systems slides and presentations • Monthly Financial Statements for August and September 2019 • ITN answers to questions • Rate History spreadsheets • Due diligence documents • Spreadsheet containing heat model

26		<ul style="list-style-type: none"> • Board Policy Manual (Feb. 2010) • JEA Appointed Staff Employment Plan (August 2019)
43		<ul style="list-style-type: none"> • 1750 pages of emails re ADP engagement • Additional emails re ADP • ADP Powerpoint on Payroll, Tax and Time & Attendance Administration • ADP Powerpoint on Implementation • Managed Payroll Timeline spreadsheet • Other implementation related documents
44		<ul style="list-style-type: none"> • Email re invoices from ADP
46		<ul style="list-style-type: none"> • ADP Contract with Region 4 Education Service Center • Letter of Intent 9/30/19 • Letter of Engagement 10/11/19
47		<ul style="list-style-type: none"> • Zahn travel requests • Zahn travel expense reports • SLT expense reports • Additional expense reports
49		<ul style="list-style-type: none"> • JEA Employee Travel Policy 2/19/20
50		<ul style="list-style-type: none"> • Innovation Summit Ads • Employee Invitations • Confirmed attendees list • Fun facts • Logos • LPPC CEO Invite • Prime Osborn Maps • Sponsorship spreadsheet • Intro speech notes • Guest List • Tickets/passes • Various other invitations and flyers • Speaker topic sheets • Timeline • JAX Infrastructure Innovation Summit 2018 Video
51		<ul style="list-style-type: none"> • See 50
52		<ul style="list-style-type: none"> • See 50
53		<ul style="list-style-type: none"> • Project Scampi documents • Various drafts, notes, and information re privatization
57	<ul style="list-style-type: none"> • Morgan Stanley November 2019 Invoice • Morgan Stanley December 2019 Invoice 	<ul style="list-style-type: none"> • Morgan Stanley Engagement Letter 7/23/19 • Data collection spreadsheet
59	<ul style="list-style-type: none"> • JP Morgan November 2019 Invoice 	<ul style="list-style-type: none"> • JP Morgan Engagement Letter 7/24/19

		<ul style="list-style-type: none"> • Data collection spreadsheet
63		<ul style="list-style-type: none"> • White Oak meeting expense report
64		<ul style="list-style-type: none"> • Ponte Vedra Meetings Invoices and Receipts
65		<ul style="list-style-type: none"> • Foley & Lardner expense back-up • Foley & Lardner invoices • Foley & Lardner termination letter • Draft letter from Herschel Vinyard to Jason Gabriel
67		<ul style="list-style-type: none"> • ITN working draft • Drafts of PUP documents
73		<ul style="list-style-type: none"> • Invoices re Southern Group • Text messages (Deno Hicks) • Subcontract between de la Parte & Gilbert, P.A. and Southern Strategy Group • Paul Steinbrecher calendar entries
74		<ul style="list-style-type: none"> • See 74
76		<ul style="list-style-type: none"> • Moody's Analytics Payment Request
77		<ul style="list-style-type: none"> • Summer 2018 Ratings Agency presentations and documents • February 2019 Rating Agency presentations and documents • August 2019 Ratings Agency presentations and documents

ITEMS IN **BLUE** WERE DISTRIBUTED BY OGC TO THE SIC ON 3/31/20.

ITEMS IN **ORANGE** WERE DISTRIBUTED BY OGC TO THE SIC ON 4/6/20.

ITEMS IN **PURPLE** WERE DISTRIBUTED BY OGC TO THE SIC ON 4/14/20

ITEMS IN **DARK BLUE** WERE DISTRIBUTED BY OGC TO THE SIC ON 4/20/20

ITEMS IN **GREEN** WERE DISTRIBUTED BY OGC TO THE SIC ON 4/23/20

ITEMS IN **RED** WERE DISTRIBUTED BY OGC TO THE SIC ON 4/27/20

NOTE: the descriptions included in this document are based on high-level review and may not be comprehensive or all-inclusive.