

STEPHEN D. BUSEY
DIRECT 904.359.7777
BUSEY@SMITHHULSEY.COM

MEMORANDUM OPINION

October 8, 2020

To the Jacksonville City Council's Special Investigatory Committee:

The Special Investigatory Committee requested this firm, as the Committee's Special Independent Counsel, provide our opinion regarding the legislative authority for the Committee (through the Council) to issue subpoenas to Timothy Baker and entities owned or controlled by Mr. Baker. The memorandum addresses (i) the entities to receive subpoenas, (ii) the information requested by the subpoenas and (iii) the legislative purpose for the subpoenas.

I. The Requested Subpoenas.

The Committee (through its Special Counsel) interviewed Timothy Brooks Baker on September 8, 2020. Mr. Baker provided consulting services in recent political campaigns of the Mayor and several members of the Jacksonville City Council. Mr. Baker also was a consultant, through one or more entities owned or controlled by him, for Florida Power & Light Company (FPL), a private utility that participated in the 2019 Invitation to Negotiate (ITN) process established by JEA for its sale by the City of Jacksonville.

Mr. Baker, at the request of Aaron Zahn, attended an off-site meeting at the Club Continental conference facility in Orange Park, Florida on July 10, 2019. The meeting included JEA's senior leadership team (SLT), mortgage bankers and lawyers, and was convened for the purpose of designing and implementing both the ITN process for the sale (privatization) of JEA, and the proposed performance unit plan (PUP). Mr. Baker was under contract with FPL when he attended that meeting.

Because of the apparent conflict of interest in Mr. Baker's participation in structuring JEA's sale process, while at the same time consulting with a potential bidder in that sale process, the Committee determined it should inquire into Mr. Baker's relationship with FPL. Prior to his interview, the Committee requested Mr. Baker provide documents relating to FPL's engagement of him or entities controlled or owned by him (the Committee's request, Exhibit 1).

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By a letter from his counsel prior to the interview, Mr. Baker objected to providing most of the documents requested by the Committee (Mr. Baker's objection, Exhibit 2).

Further, during his interview on September 8 (posted to the Committee's COJ website), Mr. Baker declined to answer questions about his relationship and communications with FPL.

For these reasons, and to advance the Committee's investigation into the 2018-2019 efforts to privatize JEA, the Committee determined it should compel by subpoena the production of documents requested from Mr. Baker, and the answers to its questions to Mr. Baker. The Committee proposes subpoenas directed to five entities owned or controlled by Mr. Baker that may have been involved in the 2018-2019 privatization of JEA, and Mr. Baker:

1. BCSP, LLC—On December 20, 2017, the City issued a request for proposals from financial advisors for “strategic initiatives” (the RFP). The City did not publish the RFP on its procurement website, and the Council Auditor's Office did not discover the RFP until February 2018. Nonetheless, the day after the issuance of the RFP, BCSP entered into a consulting contract with FPL. BCSP remained a FPL consultant from December 21, 2017 through July 31, 2019, while the City and JEA explored privatizing JEA through the RFP and ITN. NextEra's May 15, 2020 response to the City's subpoena stated that BCSP was “employed by NextEra in connection with the JEA ITN.”
2. Conventus, LLC—While BCSP served as an FPL consultant, Mr. Baker formed Conventus with Sam Mousa on July 10, 2019. That same day Mr. Baker attended the Club Continental meeting, at which JEA's SLT and consultants developed the process for selling JEA by March 2020. Conventus also paid for a trip to an Atlanta Braves game attended by Mr. Baker, Mayor Curry, Mr. Mousa, Scott Wilson, and Aaron Zahn in October 2019, while the ITN's cone of silence was in effect. Mr. Mousa's company, Mousa Consulting Group, Inc., also had a consulting contract with FPL at the time of the baseball trip.
3. Data Targeting Research, LLC—Mr. Baker was the managing member of a polling company, Data Targeting Research, in 2018 and 2019. Kerri Stewart, JEA's Chief Customer Officer, described Mr. Baker's presentation at the July 10, 2019 Club Continental meeting as “a view of the community through a

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pollster's eyes." Mr. Baker testified during his September 8 interview that DTR "had poll questions related to JEA," but Mr. Baker declined to answer further questions regarding the polling, or on whose behalf the polling was conducted.

4. Timothy Baker Consulting, LLC—Aaron Zahn testified JEA consulted with Mr. Baker regarding "policy advice on how to run constitutional ballot initiatives" and "how would we manage City Charter changes." Kerri Stewart also testified that "Aaron relied a lot on Tim's opinion." The Committee wants to be sure it has all of Mr. Baker's consulting communications regarding JEA.
5. Baker Law Group, PLLC—Aaron Zahn sent an email to Mr. Baker at his BLG email address on July 22, 2019 (the day before the July 23 JEA Board meeting) attaching confidential JEA rating agency presentations. Mr. Baker testified he wanted to see the information to help "determine whether the Mayor was going to participate in, you know, their communications plan." Mr. Zahn also blind-copied Mr. Baker's BLG email account on an email announcing the site selection for JEA's new downtown headquarters. A theme of JEA's SLT's privatization advocacy was that JEA had to privatize to keep its headquarters downtown. Mr. Mousa also blind-copied Mr. Baker's BLG email account on Mr. Mousa's communications with FPL regarding his consulting services.
6. Mr. Baker individually—Because of the breadth of Mr. Baker's connections with JEA, JEA's SLT and City of Jacksonville officials, current and former, the Committee needs to subpoena him to assure we obtain all of the relevant JEA-related information and documents he may possess.

II. The information requested in the subpoenas.

The information requested by the subpoenas generally relates to:

1. The events leading to JEA's pursuit of privatization.
2. JEA's decision-making process in pursuant of privatization.
3. JEA's PUP authorized at the JEA Board meeting on July 23, 2019.

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The six proposed subpoenas are substantially the same. The proposed subpoena to BCSP is attached as Exhibit 3 as an example. If authorized by the Committee, the final form of the subpoenas will be prepared in coordination with the Office of General Counsel.

III. The legislative purpose for the subpoenas.

The President of the Jacksonville City Council created the Committee on February 4, 2020 to investigate circumstances relating to the “recent pursuit...to privatize JEA, including matters that could be prevented in the future through legislative action.” Council President Wilson’s February 4, 2020 memorandum. President Hazouri reaffirmed the Charge on September 25, 2020.

The President’s Charge to the Committee to conduct an investigation, including issuing subpoenas, is expressly authorized by the Jacksonville’s Code of Ordinances:

The council or any duly appointed committee of the council may make investigations into the affairs of the consolidated government and the conduct of any department, office, or agency of the consolidated government and for this purpose *may subpoena witnesses, administer oaths, take testimony, and require the production of evidence.*

Jacksonville, FL Code of Ordinances,
Section 5.09. – Investigations (emphasis
added).

The United States Supreme Court has recognized the right of legislative bodies to issue subpoenas:

[T]his Court’s prior holdings demonstrate that there can be no question that the State has power adequately to inform itself—through legislative investigation, if it so desires—in order to act and protect its legitimate and vital interests.

*Gibson v. Fla. Legislative Investigation
Comm.*, 372 U.S. 539, 544, 83 S. Ct. 889,
893, 9 L.Ed.2d 929 (1963).

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In Florida, legislative power to investigate is broad and far reaching, and includes probes into governmental corruption, inefficiency and waste:

The Legislature's power to investigate is necessarily broad. "It encompasses inquiries concerning the administration of existing laws as well as proposed or possibly needed statutes," "[i]t includes surveys of defects in our social, economic or political system" for the purpose of seeking a legislative remedy for them, and "[i]t comprehends probes into [governmental] departments ... to expose corruption, inefficiency or waste." In sum, the scope of legislative inquiry is "as penetrating and far-reaching as the potential power to enact and appropriate under the Constitution."

Metz v. MAT Media, LLC, 290 So. 3d 622, 627 (Fla. 1st DCA 2020) (citations omitted).

Metz also observed that judicial review of a legislative subpoena is limited:

Quite simply, courts may not second-guess the legitimacy of a legislative inquiry so long as it is not "plainly incompetent or irrelevant to any lawful purpose [of the Legislature] in the discharge of [its] duties." To do so would entangle the judicial branch in matters involving the exclusive prerogative of another branch [legislation] in violation of Florida's strict separation of powers requirement.

Id. at 628.

The failed efforts to auction JEA, the ITN itself and the PUP implicate broad public policy concerns that are appropriate for legislative investigation and action. The legislative efforts include:

- Ethics laws – Ethics reform and legislation including conflicts of interest, disclosure requirements, gifts, lobbying activities, limitations

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on city employee employment after leaving the city, and limitations on board member contracts with the agency after board service.

- Procurement laws – Public procurement of professional services. The failed JEA sale involved millions of dollars paid to professionals for investment banking, advertising, legal, political consulting, public relations and marketing, and a broad range of other services that appear to have had little oversight or parameters. Law firms engaged by JEA subcontracted with other professionals, avoiding procurement restrictions.
- Sunshine and public records laws – Although these laws are controlled by a state statutory floor, Jacksonville has a public records ordinance that adds to that floor, which the ITN demonstrated needs reform.
- Appointed officials – Reform of laws governing the selection, term, duties, and other requirements for board members of independent authorities as well as over forty other boards and commissions.

The subpoenas on their face seek information within the scope of the President's Charge to the Committee. *Metz*, pgs. 628-629 (judicial review of legislative subpoenas should be limited to a facial review). The subpoenas seek information relating only to JEA's efforts to privatize and the PUP.

The Florida Supreme Court has stated:

The sum and substance of the whole matter is the right of the citizen to know,...for this right instills confidence in government,

Hagaman v. Andrews, 232 So. 2d 1, 9 (Fla. 1970).¹

The initiative to sell JEA with less than transparency has been a concern to Duval County citizens. Full disclosure of what happened, together with recommended legislative or Charter remedies, will help restore the citizens' confidence in government.

¹ None of the parties being subpoenaed in *Watkins*, *Gibson*, *Metz* and *Hagaman* were government employees.

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The subpoenas do not inquire “into matters which are within the exclusive province of one of the other branches of the Government” nor “supplant the Executive in what exclusively belongs to the Executive.” *Barenblatt v. United States*, 360 U.S. 109, 111 (1959). JEA is an independent agency that does not “belong” to any branch of the consolidated government. The subpoenas therefore do not create a separation of powers issue.

Should the Committee choose to proceed with the subpoenas, they are a lawful exercise of the Committee’s investigative authority, within the scope of the Charge, and comply with Jacksonville’s Code of Ordinances.

SDB/maj
Enclosures

Via Email:

BPJackson@coj.net

SWilson@coj.net

RDefoor@coj.net

THazouri@coj.net

JGabriel@coj.net

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EXHIBIT 1

SMITH HULSEY & BUSEY

LANNY RUSSELL
DIRECT 904.359.7798
LRUSSELL@SMITHHULSEY.COM

August 12, 2020

By Email (tbishop@bishopmills.com)

Thomas E. Bishop, Esq.
Bishop & Mills PLLC
1 Independent Dr.
Suite 1700
Jacksonville, FL 32202

Re: Interview of Timothy Baker

Dear Tom:

Thank you for working with us to get our interview of Timothy Baker set for our office on September 8, 2020 at 1:00 p.m.

Attached is our request for production of documents which asks for us receiving responsive documents by September 1, 2020. Please let me know if this is not possible. Also please produce ESI in its native format and produce all documents in Mr. Baker's custody or control.

Please call me if you have any questions about the interview or request to produce.

Regards,



Lanny Russell

LR/clz/01076931.DOCX

Enclosure

Document Requests To Timothy Baker

1. Contracts with NextEra Energy, Inc. or Florida Power & Light Company to which you or BCSP, LLC were a party at any time between December 1, 2017 and March 1, 2020.
2. Invoices and billing statements for any work regarding JEA that you or BCSP, LLC performed at any time between December 1, 2017 and March 1, 2020.
3. Documents that describe or identify any payments you or BCSP, LLC received for work regarding JEA.
4. Documents that describe or explain the termination of each contract responsive to request 1, including the date of its termination.
5. Documents regarding JEA that you exchanged between December 1, 2017 and March 1, 2020 with any agent, employee, contractor, or representative of NextEra Energy, Inc. or Florida Power & Light Company, including Eric Silagy, Sean Miller, Paul Harden, Susie Wiles, and Right Coast Strategies, LLC.
6. Documents regarding JEA that you exchanged between December 1, 2017 and March 1, 2020 with Sam Mousa, Brian Hughes, Michael Weinstein, Patrick "Joey" Greive, Michael Munz, or Mayor Lenny Curry.
7. Documents you exchanged with any @jea.com address between December 1, 2017 and March 1, 2020.
8. Documents regarding JEA that you exchanged between December 1, 2017 and March 1, 2020 with Aaron Zahn, Melissa Dykes, Ryan Wannemacher, Herschel Vinyard, Lynne Rhode, Miriam Hill, or G. Alan Howard.
9. Documents, including calendar invites, regarding the JEA meeting at Club Continental on July 10 & 11, 2019.
10. Documents regarding the October 4, 2019 Atlanta Braves baseball game you attended, including documents that describe or identify any expense incurred or paid in connection with the game or your trip to Atlanta.

Definitions

For clarity, please consider these definitions in responding to these document requests:

- The terms "document" and "documents" mean, without limitation, all correspondence, electronic messages (as defined below), contracts, agreements, memoranda, notes, calendar and diary entries, studies, reports, charts, graphs, photographs, film, microfilm, books, ledgers, invoices, bills, and all other tangible things upon which any ESI (electronically stored information, as defined below) or other form of information is

recorded, including but not limited to the originals (or any copy when originals are not available) and drafts of documents.

- “ESI” means electronically stored information, as defined by rule 34(a)(1)(A), Federal Rules of Civil Procedure.
- The phrase “electronic messages” means any electronic text or media content exchanged between two or more users of a software application, including both SMS messages sent over cellular networks and messages sent over the internet using applications such as WhatsApp, iMessage, Facebook Messenger, Twitter, Google Chat, Confide, Signal, and others. Emails shall be considered a different category for purposes of these requests.
- The phrase “relating to JEA” means referring or relating in any way to JEA’s strategic planning, the exploration of privatizing or recapitalizing JEA, JEA’s invitation to negotiate 127-19 for strategic alternatives (“ITN”), and JEA’s long-term incentive plan or performance unit plan (“PUP”).
- The phrases “you” and “your” refer to the witness, Timothy Baker.

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EXHIBIT 2



THOMAS E. BISHOP
DIRECT LINE: 904.446.2984
TBISHOP@BISHOPMILLS.COM

September 1, 2020

Via Electronic Mail

Lanny Russell
Smith Hulsey & Busey
1 Independent Drive, Suite 3300
Jacksonville, FL 32202
lrussell@smithhulsey.com

Re: Interview of Timothy Baker

Dear Lanny:

I write in response to your correspondence of 12 August 2020. We have carefully reviewed your document request, and must respectfully object to certain of the requests. As you know, Mr. Baker's appearance at the interview is voluntary, and he wishes to cooperate with your efforts. But the expansive and intrusive nature of the document request is inconsistent with any potentially articulable legislative purpose the City Council could have in relation to the interview. Additionally, the document requests have the potential to intrude upon confidential matters protected by Florida law, as well as privileges available under the Florida and United States constitutions. We will agree to produce documents responsive to several of the requests which are not violative of these protections, or where we can otherwise accommodate the request. Please find our specific responses below:

- 1. Contracts with NextEra Energy, Inc. or Florida Power & Light Company to which you or BCSP, LLC were a party at any time between December 1, 2017 and March 1, 2020.**

RESPONSE: Any contracts Mr. Baker may have had with NextEra or FPL to which Mr. Baker or BCSP was a party would be protected by confidentiality. Although you have indicated that those entities are willing to consider waiving such confidentiality, Mr. Baker is not inclined to seek such a waiver. Furthermore, the confidentiality bargained for constitutes a benefit not only to the corporate entity, but to those entering into contracts with the entity, like Mr. Baker. Mr. Baker is unwilling to waive any confidentiality. Furthermore, to the extent Mr. Baker performed work for NextEra or FPL in a way that might be responsive to this request, any such agreements and work performed are protected by the Florida and United States Constitution from disclosure. Finally, we must respectfully object to this request as it serves no discernable legislative purpose for the Jacksonville City Council.

2. Invoices and billing statements for any work regarding JEA that you or BCSP, LLC performed at any time between December 1, 2017 and March 1, 2020.

RESPONSE: Any contracts Mr. Baker may have had with NextEra or FPL to which Mr. Baker or BCSP was a party would be protected by confidentiality. Although you have indicated that those entities are willing to consider waiving such confidentiality, Mr. Baker is not inclined to seek such a waiver. Furthermore, the confidentiality bargained for constitutes a benefit not only to the corporate entity, but to those entering into contracts with the entity, like Mr. Baker. Mr. Baker is unwilling to waive any confidentiality. Furthermore, to the extent Mr. Baker performed work for NextEra or FPL in a way that might be responsive to this request, any such agreements and work performed are protected by the Florida and United States Constitution from disclosure. Finally, we must respectfully object to this request as it serves no discernable legislative purpose for the Jacksonville City Council.

3. Documents that describe or identify any payments you or BCSP, LLC received for work regarding JEA.

RESPONSE: Any contracts Mr. Baker may have had with NextEra or FPL to which Mr. Baker or BCSP was a party would be protected by confidentiality. Although you have indicated that those entities are willing to consider waiving such confidentiality, Mr. Baker is not inclined to seek such a waiver. Furthermore, the confidentiality bargained for constitutes a benefit not only to the corporate entity, but to those entering into contracts with the entity, like Mr. Baker. Mr. Baker is unwilling to waive any confidentiality. Furthermore, to the extent Mr. Baker performed work for NextEra or FPL in a way that might be responsive to this request, any such agreements and work performed are protected by the Florida and United States Constitution from disclosure. Finally, we must respectfully object to this request as it serves no discernable legislative purpose for the Jacksonville City Council.

4. Documents that describe or explain the termination of each contract responsive to Request 1, including the date of its termination.

RESPONSE: Any contracts Mr. Baker may have had with NextEra or FPL to which Mr. Baker or BCSP was a party would be protected by confidentiality. Although you have indicated that those entities are willing to consider waiving such confidentiality, Mr. Baker is not inclined to seek such a waiver. Furthermore, the confidentiality bargained for constitutes a benefit not only to the corporate entity, but to those entering into contracts with the entity, like Mr. Baker. Mr. Baker is unwilling to waive any confidentiality. Furthermore, to the extent Mr. Baker performed work for NextEra or FPL in a way that might be responsive to this request, any such agreements and work performed are protected by the Florida and United States Constitution from disclosure. Finally, we must respectfully object to this request as it serves no discernable legislative purpose for the

Jacksonville City Council. Without waiver of any such objections or privileges, we will disclose responsive documents that have already been made public in other proceedings.

- 5. Documents regarding JEA that you exchanged between Dec. 1, 2017 and March 1, 2020 with any agent, employee, contractor, or representative of NextEra Energy, Inc. or Florida Power & Light Company, including Eric Silagy, Sean Miller, Paul Harden, Susie Wiles, and Right Coast Strategies, LLC.**

RESPONSE: Any contracts Mr. Baker may have had with NextEra or FPL to which Mr. Baker or BCSP was a party would be protected by confidentiality. Although you have indicated that those entities are willing to consider waiving such confidentiality, Mr. Baker is not inclined to seek such a waiver. Furthermore, the confidentiality bargained for constitutes a benefit not only to the corporate entity, but to those entering into contracts with the entity, like Mr. Baker. Mr. Baker is unwilling to waive any confidentiality. Furthermore, to the extent Mr. Baker performed work for NextEra or FPL in a way that might be responsive to this request, any such agreements and work performed are protected by the Florida and United States Constitution from disclosure. Finally, we must respectfully object to this request as it serves no discernable legislative purpose for the Jacksonville City Council.

- 6. Documents regarding JEA that you exchanged between December 1, 2017 and March 1, 2020 with Sam Mousa, Brian Hughes, Michael Weinstein, Patrick "Joey" Greive, Michael Munz, or Mayor Lenny Curry.**

RESPONSE: Documents responsive to this request are protected by the Florida and United States Constitution, and applicable privileges, and therefore cannot be produced. Additionally, Mr. Baker objects to this request as it is unfairly overbroad. Without waiver of these objections and privileges Mr. Baker will produce responsive documents relating to the ITN or privatization process.

- 7. Documents you exchanged with any @jea.com address between December 1, 2017 and March 1, 2020.**

RESPONSE: Any non-privileged and responsive documents are attached herein.

- 8. Documents regarding JEA that you exchanged between December 1, 2017 and March 1, 2020 with Aaron Zahn, Melissa Dykes, Ryan Wannemacher, Herschel Vinyard, Lynne Rhode, Miriam Hill, or G. Alan Howard.**

RESPONSE: Documents responsive to this request are protected by the Florida and United States Constitution, and applicable privileges, and therefore cannot be produced. Additionally, Mr. Baker objects to this request as it is unfairly overbroad. Without waiver of these objections and privileges Mr. Baker will produce responsive documents relating to the ITN or privatization process.

Lanny Russell
September 1, 2020
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9. Documents, including calendar invites, regarding the JEA meeting at Club Continental on July 10 & 11, 2019.

RESPONSE: None.

10. Documents regarding the October 4, 2019 Atlanta Braves baseball game you attended, including documents that describe or identify any expense incurred or paid in connection with the game or your trip to Atlanta.

RESPONSE: Responsive documents are attached herein.

I enclose responsive documents as an appendix. You had indicated in your correspondence that you wanted the documents produced in native format. After you have had an opportunity to review this production, please let me know if you wish for us to proceed with production in native format. Mr. Baker and I look forward to his interview with you next week.

Sincerely,

BISHOP & MILLS



Thomas E. Bishop

TEB/sah/00076840.docx

Enclosure

cc: Jason R. Gabriel (w/o enc.) (jgabriel@coj.net)

EXHIBIT 3

CITY COUNCIL



CITY HALL, ST. JAMES BUILDING
117 WEST DUVAL STREET, SUITE 425
JACKSONVILLE, FLORIDA 32202

SUBPOENA DUCES TECUM

RE: The City Council's Special Investigatory Committee on JEA Matters

**TO: BCSP, LLC
c/o Timothy Baker, as registered agent
221 N Hogan St
#306
Jacksonville, FL 32202**

General Statement: The inquiry will cover the areas of inquiry identified in Exhibit A and the documents requested in Exhibit B.

YOU ARE HEREBY COMMANDED to appear before the City Council Special Investigatory Committee on JEA Matters at its scheduled virtual Zoom meeting on [month, date], at [time] to testify under oath and to speak the truth regarding the areas of inquiry identified in Exhibit A, and to produce all documents in accordance with the definitions and instructions identified in Exhibit B. The details required to join the Zoom meeting will be posted in advance of the meeting at <https://www.coj.net/all-of-coj/upcoming-events/calendar>.

This subpoena is issued under the authority of Sections 5.09 and 18.01, Charter of the City of Jacksonville, and Chapter 134, Jacksonville Ordinance Code. This subpoena is continuing in nature; if you are not served at least seven (7) days prior to the referenced Special Investigatory Committee meeting, you are required to appear at the next Special Investigatory Committee meeting that is more than seven (7) days after service.

WITNESS my hand and the Seal of the City of Jacksonville, Florida, this ____ day of October, 2020.

Cheryl Brown
Council Secretary
Jacksonville City Council

EXHIBIT A

Areas of Inquiry for BCSP, LLC Interview

Areas of Inquiry

1. Matters relating to the recent pursuit of JEA privatization, including:
 - Tom Petway’s recommendation at the JEA Board meeting on November 28, 2017 that JEA explore privatization;
 - the Request for Proposals to Provide Strategic Initiatives Financial Advisory Services to the City of Jacksonville issued on December 20, 2017;
 - your contract with FPL effective from November 21, 2017 through July 31, 2019;
 - the JAX Infrastructure Innovation Summit on October 5, 2018;
 - any meeting you attended with more than one member of JEA’s senior leadership team at any time from May 15, 2018 through January 1, 2020, including the meeting at Club Continental beginning on July 10, 2019; and
 - JEA’s Invitation to Negotiate 127-19 for Strategic Alternatives issued on August 2, 2019 (the “ITN”), together with the resulting procurement process in which NextEra Energy, Inc. participated.

2. Matters relating to JEA’s decision-making process in pursuit of privatization, including:
 - Aaron Zahn’s appointment to the JEA Board in February 2018, selection as JEA’s interim CEO in April 2018, and selection as JEA’s CEO in November 2018;
 - JEA’s strategic planning process from May 15, 2018 through July 23, 2019 to address purportedly declining electric system sales and revenues;
 - JEA’s new downtown headquarters, including related procurement processes;
 - JEA Board meetings from May 15, 2018 through December 24, 2019, including any Board packages or presentations for such meetings; and
 - discussions in 2018 or 2019 regarding JEA’s Plant Vogtle liabilities, together with efforts to resolve those liabilities (through litigation or other means).

3. Matters that, through the powers vested in the City Council, could be prevented through future legislative action, including legislation intended to:
 - improve Jacksonville’s Ethics Code (Chapter 602 of the Jacksonville Ordinance Code);
 - improve the City Charter, including its provisions relating to the separation of powers;
 - improve the City’s and JEA’s procurement codes;
 - improve accountability and transparency in future City or JEA procurements or privatizations; and
 - ensure JEA, the City, and their representatives adhere to the Florida Sunshine Law and Public Records Act.
4. JEA’s Performance Unit Plan (the “PUP”) authorized at the JEA Board meeting on July 23, 2019.
5. The Committee’s document requests to you, together with your document productions, responses, and objections to same.

Definitions

1. The phrase “BCSP, LLC” means BCSP, LLC, together with its agents, employees, contractors, subcontractors, consultants, attorneys, lobbyists, or any other person acting on behalf of BCSP, LLC.
2. “FPL” means Florida Power & Light Company and its (a) agents, employees, contractors, subcontractors, consultants, attorneys, lobbyists, representatives; and (b) direct or indirect affiliates, subsidiaries, and parent companies, including NextEra Energy, Inc.
3. The phrases “you,” “your,” and “yours” refer to BCSP, LLC (as defined above).

EXHIBIT B

Document Requests to BCSP, LLC

Instructions

1. On or before [REDACTED], deliver to Stephen D. Busey at One Independent Drive, Suite 3300, Jacksonville, FL 32202, busey@smithhulsey.com, all documents responsive to any of these requests.
2. You must produce all responsive documents in your possession, custody, or control, including all responsive documents possessed by any of your agents, employees, contractors, subcontractors, attorneys, consultants, representatives, or lobbyists.
3. You must produce each responsive document for which you have not asserted a privilege.
4. For each responsive document you have claimed a privilege, you must provide a log on [REDACTED] with the following information: (a) a description of each document you claim is privileged, including its date, author, title, and general subject matter; (b) the name, address, and telephone number of each custodian or recipient of the document; (c) the factual basis for the claim of privilege; and (d) each legal basis for the claim of privilege.
5. Produce ESI in its native or near native form. Do not convert ESI to an imaged format (e.g., *.TIF or *.PDF).
6. Unless otherwise specified, these document requests have a temporal scope of December 1, 2017 through January 1, 2020.

Document Requests

1. Contracts, including their respective attachments and amendments, relating to JEA to which you were a party, together with BCSP, LLC's contract with FPL effective from December 21, 2017 through July 31, 2019.
2. Documents, including calendar invites, agendas, minutes, presentations, and handouts, regarding any meeting relating to JEA that you attended, including the meeting at Club Continental beginning on July 10, 2019.
3. Documents, including scopes of work, work orders, and billing invoices, regarding any service relating to JEA that you performed.
4. Documents, including checks, wire transfer confirmations, and money orders, regarding any payment you received or were promised for any service relating to JEA.

5. Documents relating to JEA that you exchanged with any of the following at any time from December 20, 2017 through May 15, 2018 or from April 1, 2019 through January 1, 2020:
- Mayor Lenny Curry, Sam Mousa, Brian Hughes, Michael Weinstein, or Patrick Grieve;
 - any member of the Jacksonville City Council;
 - JEA, including Melissa Dykes, Ryan Wannemacher, Aaron Zahn, and any JEA Board member;
 - FPL, including Eric Silagy and Daniel Martell;
 - The Southern Group of Florida, Inc., including Deno Hicks and Matt Brockelman;
 - The Dalton Agency, Inc., including Michael Munz and Banks Willis; and
 - any agent, employee, contractor, subcontractor, attorney, consultant, representative, lobbyist, or person acting on behalf of any person referenced in any sub-part of this request.

Definitions

1. The phrase “BCSP, LLC” means BCSP, LLC, together with its agents, employees, contractors, subcontractors, consultants, attorneys, lobbyists, or any other person acting on behalf of BCSP, LLC.
2. The terms “document” and “documents” mean, without limitation, all responsive correspondence, electronic messages (as defined below), emails, contracts, agreements, memoranda, notes, calendar and diary entries, studies, reports, charts, graphs, photographs, film, microfilm, books, ledgers, invoices, bills, and all other tangible things upon which any ESI (electronically stored information, as defined below) or other form of information is recorded, including but not limited to the originals (or any copy when originals are not available) and drafts of documents.
3. The phrase “electronic messages” means any electronic text or media content exchanged between two or more users of a software application, including both SMS messages sent over cellular networks and messages sent over the internet using applications such as WhatsApp, iMessage, Facebook Messenger, Twitter, Google Chat, Confide, Signal, and others.

4. “ESI” means electronically stored information, as defined by Federal Rule of Civil Procedure 34(a)(1)(A).
5. “FPL” means Florida Power & Light Company and its (a) agents, employees, contractors, subcontractors, consultants, attorneys, lobbyists, representatives; and (b) direct or indirect affiliates, subsidiaries, and parent companies, including NextEra Energy, Inc.
6. The phrase “relating to JEA” means relating to any of the following:
 - Tom Petway’s recommendation at the JEA Board meeting on November 28, 2017 that JEA explore privatization;
 - any exploration of privatizing or recapitalizing JEA or its electric system at any time from November 28, 2017 through December 24, 2019;
 - the Request for Proposals to Provide Strategic Initiatives Financial Advisory Services to the City of Jacksonville issued on December 20, 2017;
 - Aaron Zahn’s appointment to the JEA Board in February 2018;
 - Aaron Zahn’s selection as JEA’s interim chief executive officer in April 2018;
 - discussions in 2018 or 2019 regarding JEA’s Plant Vogtle liabilities, together with efforts to resolve those liabilities through litigation or otherwise;
 - the JAX Infrastructure Innovation Summit on October 5, 2018;
 - Aaron Zahn’s selection as JEA’s chief executive officer on November 27, 2018;
 - any meeting you attended with more than one member of JEA’s senior leadership team at any time from May 15, 2018 through January 1, 2020, including the meeting at Club Continental beginning on July 10, 2019;
 - JEA’s strategic planning process from May 15, 2018 through July 23, 2019 to address purportedly declining electric system sales and revenues;
 - JEA’s new downtown headquarters, including related procurement processes;
 - JEA Board meetings from May 15, 2018 through December 24, 2019, including any Board packages or presentations for such meetings;

- JEA’s Invitation to Negotiate 127-19 for Strategic Alternatives issued on August 2, 2019, together with the resulting procurement process in which NextEra Energy, Inc. participated; or
 - JEA’s Performance Unit Plan (“PUP”) authorized at the JEA Board meeting on July 23, 2019.
7. The phrases “you,” “your,” and “yours” refer to BCSP, LLC (as defined above).