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JACKSONVILLE CITY COUNCIL
SPECIAL INVESTIGATORY COMMITTEE ON JEA MATTER

INTERVIEW OF
BRIAN HUGHES

DATE TAKEN: Monday, July 20, 2020
TIME: 10:03 a.m. to 3:18 p.m.
LOCATION: Smith Hulsey & Busey
One Independent Drive
Suite 3300
Jacksonville, Florida 32202

Examination of the witness taken before:
Terrie L. Cook, RPR, CRR, FPR, and a Notary Public

Hedquist and Associates
345 East Forsyth Street
Jacksonville, Florida 32202
(904)354-4111 FAX (904)791-9103

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APPEARANCES OF COUNSEL

On behalf of Special Investigatory Committee

Stephen D. Busey, Esquire
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On behalf of the Witness

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S T I P U L A T I O N

It was stipulated and agreed by and between counsel for the respective parties, and the witness, that the reading and signing of the deposition by the witness was not waived.

- - -

BRIAN HUGHES,

acknowledged having been duly sworn to tell the truth and testified upon his oath as follows:

THE WITNESS: I do.

DIRECT EXAMINATION

BY MR. BUSEY:

Q Brian, Kevin Blodgett.

A Sure.

Q Have you met Kevin before?

A I don't think so. Hard to tell with the mask.

MR. BLODGETT: No, we haven't.

A All right.

Q Kevin has been helping us with the investigation, principally getting down in the weeds and doing the documents, so that's why he's here. We ordinarily need to have somebody that knows what they're talking about and we do.

The purpose of this interview is simply -- and it's an interview, not a deposition. It's just to have

1 a conversation because we're -- as you know, we're doing
2 the investigation on behalf of the City Council
3 Investigative Committee and what happened with the sale
4 of JEA in 2017, '18, '19. And we're taking interviews
5 of witnesses who can help us learn what Scott Wilson
6 charged the committee to learn, that is, what happened
7 and what can we do differently in the future to -- to
8 avoid that.

9 And you have a unique perspective, being chief
10 administrator officer with the City of Jacksonville.
11 You saw a lot of this first-hand and you know a lot
12 personally that we're just trying to get an
13 understanding of. That's the purpose of this
14 conversation is just for us to gain information.

15 A Sure.

16 MS. CRUZ: There's just two things real
17 quickly. For one, we just want it to be clear on
18 the record that he's compelled to be here by the
19 Mayor. And I have two exhibits that we'd like to
20 just have put on the record. I'll give them to you
21 first.

22 One is the Geraghty letter requiring his
23 attendance and participation in this interview. So
24 it's compulsory.

25 The second is a memo to Mr. Hughes about an

1 executive privilege.

2 If you'll just put those on the record, please.

3 MR. BUSEY: Terrie, you want to mark those
4 as Mr. Hughes' Exhibits 1 and 2.

5 (Hughes' Exhibits 1 and 2 were marked for
6 identification.)

7 MR. BUSEY: Are you okay for now?

8 MS. CRUZ: Uh-huh.

9 BY MR. BUSEY:

10 Q Okay. Brian, I just showed you what I think is
11 a page out of your LinkedIn offline. And the reason I
12 showed it to you is to see if it's accurate.

13 A I've seen it before. It's accurate. There's
14 also a -- a biotic -- biography of myself on the City
15 website. And there's a public record of my HR personnel
16 file, which you would have all that to verify.

17 Q I don't see BCSP on your resume that I just
18 showed you. Is -- is there a reason for that? Were you
19 not employed by the BCSP?

20 A I cofounded it and then I think I left it less
21 than a year later, but it's -- I don't know. LinkedIn
22 is not -- if -- again, if you look at my biography,
23 which is on the City website, that includes BCSP. I
24 provided the committee public records about my history
25 at BCSP, so.

1 Q Well, when did you cofound it and when did you
2 leave it?

3 A Do you have the public records that I submitted
4 to the Chairman Diamond because I -- the dates -- dates
5 are going to be foggy. I mean, it's -- it's whatever
6 the document said. I think it was -- I don't know. I'd
7 be guessing.

8 MS. CRUZ: I don't want you to guess.

9 Q Well, your resume shows immediate -- Meteoric
10 Media Strategies, you were founder and president from
11 August of '09 to December of '17. And you became chief
12 of staff in January of '18. So where in that time
13 frame?

14 A Prior to being chief of staff, I cofounded
15 BCSP.

16 Q So in the same time frame as you're with
17 Meteoric Media Strategies?

18 A No, a much shorter duration. And, again, if we
19 have the records that you guys -- can you bring up the
20 website that has the record I submitted to Chairman
21 Diamond? That has the incorporation documents and the
22 termination of my partnership to -- to the date
23 specific.

24 Q What would -- is there any relationship between
25 Meteoric Media Strategies and BCSP?

1 A Just myself as founder, but different --
2 different businesses.

3 Q So --

4 A So primarily Meteoric Media was a political
5 consultancy. Primarily BCSP was intended to be a
6 corporate consultancy. Although both businesses do
7 both, but the primary purpose of the entities was what I
8 just stated.

9 Q Were they located physically in the same
10 place?

11 A No.

12 Q And how did you get to know Mayor Curry?

13 A In -- we briefly met each other during the 2010
14 election cycle when I was a consultant to Jeff Atwater
15 and worked with then private citizen Rick Scott and some
16 other political entities around the state and he was
17 chairman in Duval. And so coming through Duval County,
18 I think I met him once or twice, but both
19 professional -- expanded professional collaboration and
20 friendship started when he was elected the vice chairman
21 of the Republican Party of Florida. Again, I -- 2011,
22 2012, I don't know.

23 Q You said you were deputy executive director of
24 the Republican Party of Florida in July of 2011 through
25 May of 2012?

1 A Remained as a consultant to the party after
2 that.

3 Q Were you working for Curry in that capacity?

4 A When I started at the party, I was working for
5 Chairman Bitner and Lenny had been elected vice
6 chairman. And then Bitner had ALS and it rapidly
7 progressed and he died within -- or he was -- he lost
8 his ability to -- to do the function of chairmanship and
9 handed it over to Lenny and then died weeks after that.

10 So Lenny and I went through both the personnel
11 tunnel of a good man dying right in front of us and then
12 the relationship that had to -- Lenny having to ascend
13 to the chairmanship that he did not anticipate getting
14 statewide. If he ever got it at all, it would be
15 expected years down the road.

16 And the chairman has a unique role, both as a
17 media face and primary chief fund-raiser. So there's a
18 lot more to the chairmanship than there is to the vice
19 chairmanship. The vice chairmanship is a much more
20 simple job.

21 So getting him sort of prepped to be chairman
22 when the illness was progressing and then the sort of
23 introduction of being the chairman came through.

24 Q And from that point forward till today, tell me
25 about your relationship with Mayor Curry. How did it

1 develop?

2 A Professional and friendly, that, you know, he
3 had -- no one becomes the chairman of the State Party of
4 Florida that doesn't contemplate other political office.
5 So I think we had discussions early on about what might
6 be in the future. And he pretty consistently talked
7 about loving Jacksonville and hoping that he could have
8 a role in the future of the City sometime. And that
9 sort of led to discussions which ultimately led to his
10 candidacy and victory.

11 Q And the fact that it needed a new mayor?

12 A That was -- that was our -- that was our
13 interpretation of the four years of Mr. Brown. Alvin
14 Brown's a nice man, but we -- from our prospective, the
15 City could do better.

16 Q And tell me how it would --

17 A By the way, I think it has, for the record, has
18 been better.

19 Q Than under under Alvin Brown?

20 A Yes.

21 Q Concede.

22 In the -- in that context that you were just
23 describing, tell me about how Tim Baker fits into your
24 relationship -- with your and Tim Baker's relationship
25 with the Mayor?

1 A Tim Baker and I met in 2010 when he was a law
2 student and also interested in Florida politics. I
3 think he had moved to Florida from California, where he
4 work and lived. We were both former military. I was
5 doing consulting with Atwater at the time. And I think
6 he interned in the Florida Senate. So we met each
7 other. Similar styles, friendship.

8 And, ultimately, probably within two years of
9 that, maybe less than that, we started collaborating on
10 campaigns. I helped him get into a state senate
11 campaign for Lizbeth Benacquisto down in Southwest
12 Florida. He ran that one while he was 2L and I was --

13 Q While he was in law school?

14 A Yeah. He was famous for not attending -- he
15 would only take classes that didn't have required
16 attendance so that he would skip the entire semester,
17 take the final exams and -- and I think he had a pretty
18 high GPA and passed the bar on the first sitting. So he
19 found something about law school not as challenging as
20 some people do.

21 So we met then and then collaborated. I --
22 we -- I introduced him to Pat Baker. Pat Baker is a
23 data and political consultant. I was potentially going
24 to run Mike Haridopolos's U.S. Senate campaign. I went
25 into the government instead with the governor and he

1 ended up taking the position of helping Mike
2 Haridopolos. Ultimately that bid went away, but since
3 then in different ways we've collaborated and also
4 become very good friends.

5 Q And when did you decide to form BCSP?

6 A Again, whatever the date of our formation, it
7 would have been very close to that. But, again, it's
8 provided to the committee.

9 Q Does that help you refresh your recollection?

10 A It does. I think these are the documents. So
11 if this -- is this the formation?

12 Q That's the Sunbiz record of that corporation.

13 A Filed -- the filing is?

14 Q Should have the original filing on the bottom.

15 A Is it me or is it getting cut off? Is it
16 there? I'm sorry. I didn't bring my reading glasses.
17 So November of 2016. So it would have probably been a
18 month or two before that that we had some discussion.

19 Q And what was the purpose of that corporation?
20 Was it political consultancy for campaigns or something
21 else?

22 A It was corporate consultancy. It had -- it
23 would have the chance to do political consulting, but it
24 was based -- it was to be based in Jacksonville since I
25 was spending at that point about half my time in

1 Jacksonville. So it was meant to do corporate and
2 political consulting.

3 Q '16, you're spending half your time in
4 Jacksonville, where was that relative to Mayor Curry's
5 campaign or election?

6 A So we started the campaign in '14. He won in
7 '15. I came in as chief of staff January 2nd of '18.
8 Before chief of staff, I would -- from that campaign
9 on, I would probably spend anywhere from 25 to 50
10 percent of my time for those years here, as I did in
11 Tallahassee.

12 A number of business elements by the -- so
13 between his campaign, the mayor's campaign, then there
14 was a referendum for the pension, there was -- we did --
15 Baker and I did some work on some state house races. So
16 there was a consistent chunk of business in -- in
17 Northeast Florida, so.

18 Q Including city council races?

19 A I never did sign -- I was never employed by a
20 city council race. I would have eventually if I had
21 stayed on the outside for that cycle.

22 Q Would it have -- by this point you were --

23 A I mean, there's an example, right? So I never
24 worked for Councilwoman DeFoor during her campaign, but
25 she sought my advice. We had a meeting. Again, free,

1 because I wasn't signed up to consult her. We had a
2 meeting to discuss [REDACTED] during a divorce
3 proceeding.

4 So she -- she sought advice and other city
5 council candidates sought advice, but they were never
6 paid -- paying clients of my business.

7 Q You were chief of staff in 2018 and became
8 chief administrator officer in 2019?

9 A I don't know. It's -- last year, on June 28th
10 is when I became CAO. So what date is that? June 28th
11 of '19. So January 2nd, '18, to June 28th of '19 was my
12 tenure as chief of staff and the CAO since then.

13 Q And just help us with what the difference is
14 difference between chief of staff and chief
15 administrative officer?

16 A So chief of staff works as the mayor's chief of
17 staff. And essentially, at least in the model I had
18 with Mousa, ran intergovernmental affairs, external and
19 internal communications and then was a -- a policy
20 advisor and sounding board to the mayor.

21 Whereas, the chief administrative officer is
22 the primary sitting manager who runs all the employees,
23 all the departments affiliated with the City government.
24 And although it's appointed by the Mayor, I always --
25 and I think I got it from Mousa, I see it as a job

1 that's less about the Mayor and more about the entire
2 functionality of the City government; where chief of
3 staff is more, you know, specific to the Mayor.

4 Q And why did -- what do you know about why Sam
5 Mousa left the office of chief administrative officer in
6 July of '19?

7 A I think he had just committed the first term to
8 the Mayor, was starting to think about -- CAO's a big
9 job and Sam -- Sam makes it even bigger just by virtue
10 of his work ethic. So he was a 6:00 a.m. to 7:00 p.m.
11 guy sometimes, who still would take a bunch of stuff
12 home and work. And it's definitely a 24/7 job. You
13 know, I don't do the hours in the office that he does, I
14 do plenty in the office, but it's still a constant --
15 constant job.

16 I mean, as you can imagine, you know, you throw
17 in the public safety personnel and it's 7,000 employees
18 across an 860 square mile county, slash, city, with a
19 lot of moving parts. Everything from a pothole to a big
20 public safety event and everything in between.

21 So I'm speculating because I don't know Sam's
22 mindset, but -- but I think -- I think at 66, 67, having
23 30 years in and out of city government, he thought it
24 was time. And I think he may have made an assessment
25 that -- that I have learned enough about city government

1 to -- to take the administrative role in his opinion.
2 But, again, that's speculation or guessing his mindset,
3 but --

4 Q Did you ever meet Lex Hester?

5 A I didn't, but Sam has revealed me with many
6 great stories. And I did meet his -- it's an odd story.
7 I guess he's -- he had a set of children or some
8 children by one marriage or one relationship and then
9 another and they didn't get along very well, but we
10 tracked down the older daughter because we had found --
11 you know, it's sad to say, and we've done a pretty good
12 job rooting it up, but throughout city bureaucracy,
13 there are these things that the city council does along
14 the way that kind of get lost.

15 So we had found years ago they had implemented
16 funding for a scholarship in Lex -- or not -- maybe it
17 wasn't in Lex's name. Anyway, we ended up building a
18 scholarship for engineers who commit to working with the
19 City for at least some of their time after graduation.
20 We did it in his name. It was done because we found
21 this dormant fund of, I don't know, a few thousand
22 dollars. We worked with Lex Hester's family to set that
23 up. But Sam thought very highly of him, I know that.

24 Q Did you have a conversation with Sam in which
25 he told you why he was leaving the government?

1 A Not beyond what I've said. Just like it's time
2 and it was him telling -- not that I recall. I mean --

3 Q Do you recall him telling you that he now has
4 the opportunity to go into consultancy work and making
5 more money than he would working for the city
6 government?

7 A I don't recall him saying that, but I would
8 have known that just because he had done that in
9 previous iterations.

10 Q That's just the way it is?

11 A Well, he is a -- he has decades of experience
12 with a very large bureaucracy that lots of people in
13 business and other government want to -- want to have
14 help navigating. So he's certainly not the first or
15 only person to come out of government and do that.

16 Q Did you ever become aware that he was being --
17 he was retained by Florida Power & Light or NextEra to
18 participate on his behalf in the ITN process?

19 A I -- aware at some point, but when that was --
20 at this point, there's a problem that I have, which is
21 the conflation of what I learn from media and what you
22 guys push out publicly and what is firsthand
23 recollection myself. It gets blurry.

24 So I'll say that at some point I was aware
25 of it. What point that was, I don't know.

1 Q You don't recall ever having a conversation
2 with Sam about that?

3 A I don't recall it.

4 Q Do you remember seeing the NextEra subpoena
5 response, which identified Baker's company and Sam as
6 paid consultants for the ITN process?

7 A I do recollect that.

8 Q Do you recall whether that was a surprise to
9 you when you saw it or not?

10 A I don't think it was a surprise to me.

11 Q You think you --

12 A The surprise was -- is that the same -- are we
13 talking about the same response that had BCSP listed?

14 Q Yes.

15 A The surprise for me in that response was
16 BCSP.

17 Q Why was that a surprise?

18 A Because it was listed as having something to do
19 with the ITN. And I knew that after I exited the
20 company to come inside, that they had been retained, or
21 Baker, sole proprietor at that point, had been retained,
22 but I didn't believe it was anything related to the ITN
23 because he was retained in -- it would have been weeks
24 after the dissolution, so December -- he was retained
25 before there was an ITN. So I don't know why FPL listed

1 him as having been retained or BCSP having been retained
2 for the ITN when they retained him long before the ITN,
3 but that was a surprise.

4 Q Long before the ITN was issued, which was
5 August of '19. I just want to be clear about what we're
6 talking about.

7 A The --

8 Q ITN -- the invitation itself was issued --

9 A Right.

10 Q -- in August of '19.

11 A But discussed, I think, in July. Something --
12 my point is it's months -- it's at least months earlier,
13 so that was the -- you asked about surprise. The only
14 surprise that document had for me was the notion that
15 BCSP was affiliated in any way with the ITN.

16 Q I understand.

17 Did you ever seek clarification from either
18 Baker or NextEra or anybody else as to why they listed
19 BCSP in response?

20 A No, I didn't. I mean, I left the company.
21 It's not my business.

22 Q You became the chief of staff in January of
23 '18?

24 A Correct, January 2nd of 2018.

25 Q And there was an infamous -- infamous board

1 meeting of the JEA on November 28, 2017, which was a
2 month or so before you came to the City.

3 A Infamous, interesting.

4 Q And --

5 A What makes it infamous?

6 Q Infamous? Because this is where Tom Petway
7 suggested it was time to get -- sell JEA.

8 A Is that what he said?

9 Q Well, let me read it to you.

10 A Okay.

11 Q Read out the minutes of that meeting.

12 A Sure.

13 Q Chair of the Board. The Chair yielded it is
14 time to Mr. Petway. Mr. Petway announced that this
15 meeting would be his last and shared thoughts on his
16 time at JEA, including it has been one of the best
17 experiences of his life. Mr. Petway offered
18 observations and one recommendation for review.

19 The observations are as follows:

20 JEA is at or very near peak performance.

21 JEA has great assets, which are operated by
22 exceptionally talented people.

23 JEA has significantly improved the balance
24 sheet over the last year.

25 JEA is one of the most valuable assets the City

1 of Jacksonville owns.

2 The JEA success is built on the tremendous
3 amount of capital invested by the citizens of
4 Jacksonville.

5 You agree with those observations?

6 A I do.

7 Q And then to answer your question, he said that
8 the JEA board should evaluate where JEA fits in this
9 emerging private marketplace of utility company, private
10 marketplace.

11 A I'm missing the word sale. You said he -- he
12 made his infamous statement about selling JEA.

13 Q Well, this is how it was populated.

14 A What's that?

15 Q This is how it was populated, it was reported
16 that he said it's time to get out and sell the JEA.

17 A But he never used the word sell. I think -- I
18 think for that missive and months after, conversation
19 was privatization, which privatization does not exclude
20 an entirely big universe of options that don't
21 necessarily mean the sale. A concession agreement, for
22 example, is a privatization without a sale.

23 Q This was in November of '17. You took office
24 in January 2 of '18 as chief of staff?

25 A Correct.

1 Q During that entire period of time, obviously,
2 you were close to the Mayor and you, I assume, were
3 close to Tom Petway because he was a principal supporter
4 of the Mayor's election campaign.

5 A What's close?

6 Q You could speak to him freely and often.

7 A Definitely Mr. Curry. I don't know about
8 Mr. Petway often. I mean, he's a pretty busy guy. I
9 consider Tom someone I know and communicated with.

10 Q Did you talk with Tom in that context in
11 November through January about his thought about the
12 privatization of JEA?

13 A I think after the fact, but I don't recollect
14 specific discussions.

15 Q When you say after the fact, which fact?

16 A The -- what you're pointing to, whatever he did
17 at the board meeting.

18 Q Board meeting?

19 A Yeah, the discussion that was --

20 Q Whether it was a span there of one to two
21 months before you actually became chief of staff, did --
22 did you have communications with him in that time frame
23 about whether or not -- what to do about his suggestion
24 to the JEA board?

25 A I don't recollect a specific conversation like

1 that, but I'd be guessing if I answered that question.

2 Q Well, I don't want to know a specific
3 conversation because I'm confident you wouldn't remember
4 a specific conversation, but do you remember that you
5 had conversations with -- with Tom Petway about what we
6 should do with JEA?

7 A I had conversations with Tom Petway. I'm
8 certain at some point JEA was a topic. Where they fit
9 in a time line, I couldn't -- I'd be guessing.

10 Q What was the subject matter? What was his --
11 what was his --

12 A At one point -- I'm sorry. At one point he was
13 chairman or he was a member of the board so I'm sure I
14 talked about, you know, he was -- he ran a transition,
15 he became a board member of JEA. I mean, there's a
16 number of inflection points.

17 Q When you say he ran the transition, you're
18 talking about the Mayor's campaign?

19 A Not campaign. He was the chairman of the
20 transition, which is a public function between the
21 election and the taking of office.

22 Q Okay. And you -- what you're telling me is
23 that Petway ran the transition?

24 A He was the chairman of the transition.

25 Q And did you have any understanding in that time

1 frame what Petway thought should be done with JEA?

2 A I don't rec- -- I don't think so, but it's a
3 guess because I don't recollect conversations in the
4 time line.

5 Q Do you -- do you recall ever having an
6 impression about what Tom Petway thought should be done
7 with JEA?

8 A I do. I remember reading the articles after he
9 made that statement about privatization. And I think I
10 he even mentioned to a reporter at one point, that
11 sounds consistent with Mr. Petway and the Mayor's
12 perspective and ideology.

13 Q You -- you, a few minutes ago, started to make
14 a distinction about what privatization means as opposed
15 to sale.

16 A That's correct.

17 Q Can you tell me what your perspective of that
18 is?

19 A Well, I'm not an economist or, you know, a
20 transactional attorney so it's a layman's impression,
21 but a public asset can be privatized by being -- the
22 management and function of it being rented out
23 essentially to -- through, like, a concession agreement.
24 There are models where -- like that where the -- besides
25 concession, where the asset remains in the ownership of

1 the public entity, but, ultimately, the management or
2 running of it is done as a private function.

3 A very simple example is what currently
4 happens in our jail. Instead of the healthcare
5 components of -- of JSO's jail being run by employees
6 of the corrections facility, it's run by a private
7 medical service provider. So they -- they privatize.
8 They have a private run function that's part of the
9 public work.

10 Q I understand.

11 And didn't Mike Weinstein have a client that
12 wanted to do something like that with JEA?

13 A I believe that's so. I've read that in the
14 paper. I think -- or I read it in your summary just
15 last week.

16 Q You read that?

17 A Yeah. I read the public records that go out to
18 the city wide office.

19 Q Are you familiar with Weinstein's client,
20 JEA PPP?

21 A Only from media reports. I don't -- I don't
22 know the -- my knowledge of who were -- who were
23 bidders was generated by public reporting or public
24 documents.

25 Q Okay. I want to absorb what you just said.

1 Who were bidders in the ITN process in 2019, you learned
2 of their identities only through public media reports,
3 is that what you just told me?

4 A That's my recollection, yeah.

5 Q And you never talked to Mike Weinstein about
6 JEA PPP?

7 A When -- during the ITN process?

8 Q During --

9 A No.

10 Q -- 2019?

11 A No. I never had a conversation with Mike
12 Weinstein about JEA after he left CFO, to the best of my
13 recollection.

14 Q Did you know that he had a client who liked the
15 idea that you just articulated?

16 A Not until it was provided to your committee. I
17 didn't know that he -- I also -- Ali Korman Shelton was
18 on that list or a company that she owns, that was a
19 surprise to me. I didn't know that Chris Hagan and Drew
20 Messer had a role in it. I found out Steve Diebenow's
21 firm was -- somehow ended up getting -- I mean, there
22 were lots of consultants, Paul Harden, Mayor Delaney.
23 And there were -- there were many, many people that --

24 Q Whose names you recognize?

25 A Yeah, or company -- or corporate entities that

1 rang familiar at least.

2 Q Okay. But I saw -- I want to be clear --

3 A Yeah.

4 Q -- because I heard what you just said. You
5 said that you did not have any personal direct knowledge
6 who were the bidders, you learned that from public media
7 reports?

8 A Not in advance of any public -- public
9 documentation. Either board meetings or media coverage
10 or public records is what I'm saying.

11 Q Okay. Do you remember seeing -- I'm going to
12 show you a document. The prints with the cover page. I
13 want to just see if you recognize the document. It's
14 much longer than that. I --

15 A The date and the name, I -- are familiar, but
16 I've never seen the document that I recollect.

17 Q Tell me -- tell me what -- why it -- what is it
18 about it that's familiar to you?

19 A This was mischaracterized in a question to
20 Sam Mousa and Mike Weinstein by the council auditor.
21 And then the press subsequently also did that
22 characterization, which was not accurate.

23 Q And just so we're clear, can you tell me what
24 the auditor's characterization was and what the response
25 of --

1 A It was --

2 Q -- Mousa and -- go ahead.

3 A No, no, go ahead. I apologize. I'll let you
4 finish.

5 Q It'll really help if you let me finish.

6 A I know. I appreciate it. I'm sorry.

7 Q Weinstein and Mousa criticized the auditor's
8 comment, but that's what you're about to tell me about.
9 What's your awareness of that?

10 A I know that Mike Weinstein and Mousa had --
11 because they were CAO and CFO, had a number of meetings
12 about parking garages, an airport concession, a variety
13 of privatization. And -- and the concern was that
14 there's not enough in-house knowledge to properly assess
15 that.

16 So if somebody comes to the City or meets with
17 the Mayor or meets with somebody and says, we have this
18 idea to run a concession at the airport that allows
19 privatization in these functions, but, ultimately,
20 involves, you know, a private company coming in and it's
21 worth this and we'll save you this and the taxpayers
22 will yield that, there needs to be a financial study of
23 that. And there's -- you know, the in-house capacity
24 wasn't there.

25 So to that extent, you hire people and the City

1 and JEA and I think the Port and a couple others used
2 PFM. And PFM was asked to potentially serve as a
3 contractor that subcontracts other assessments of
4 financial proposals.

5 And I believe that the -- that the council
6 auditor and the council president at the time took the
7 document. I believe it was JEA. This is about how you
8 sell the JEA, which was absurd. I mean, the JEA was
9 a -- or is a large, comprehensive, multi-faction -- or
10 multifunctional entity.

11 So on its face, it was a silly idea that was
12 propagated and picked up by the press because it -- it
13 clearly has a -- a wide expansive of opportunities
14 across government that have nothing to do with JEA.

15 Q Let me be clear. When you say it was a silly
16 idea, it was a silly idea that the --

17 A The auditor's idea was a silly idea.

18 Q Okay. And what we're talking -- I want to be
19 clear what we're talking about. We're talking about the
20 request for proposal to provide strategic initiative
21 financial services to the City of Jacksonville, Florida,
22 and it was issued on December 20th, 2017. And a
23 proposal was due January 15th, 2018, which would be
24 right after you got in office.

25 Now, you just expressed an opinion about what

1 this is and what it isn't. Do you have any firsthand
2 knowledge --

3 A No.

4 Q -- who prepared this?

5 A I didn't know about it until the auditor's
6 stuff and that was to deal -- at the time communications
7 was part of the org chart of the chief of staff. So
8 when the press were inquiring about the council
9 auditor's note to the council president, I think it was
10 Kyle to the -- to the panel, then I got briefed up on
11 where it came from and what the story -- what the --
12 what the issue was.

13 Q And Sam and Mike told you what they thought
14 about it?

15 A Yeah, told me what they had done, when they had
16 done it, I think. They had worked with the county and
17 treasurer offices on it. Mike Weinstein's people.

18 Q And so to be clear, you mentioned PFM. PFM,
19 Public Financial Advisors, LLC, is mentioned in the
20 document. And what was, as you understood it, their
21 role?

22 A Well, they're constant -- they've been
23 consultants to both City of Jacksonville -- not both,
24 City of Jacksonville and numerous independent agencies
25 for, I think, many, many years. And they do a variety

1 of financial work. They do -- they do work that is
2 financial analysis that leads up to the bond issuance
3 and different things.

4 So I think in this circumstance -- again, I --
5 I'm not reading -- I've not read the document to this
6 date. I know what was proposed and -- and the broad
7 strokes from Sam and Mike. And, like I said, I believe
8 it was a -- an ability to have a subcontractor who can
9 do additional financial analysis related to if somebody
10 comes forward saying there's -- they have an idea about
11 how to privatize or save money or work with the City in
12 a variety of ways.

13 Q Okay. Just to make sure the record's clear
14 here, this request for proposal was issued by the City
15 on December 20th, 2017, and called for responses by
16 January 15, 2018. You took office as chief of staff on
17 January 2 of '18?

18 A Yes.

19 Q Then I wanted you to look at this document,
20 which is a document entitled The Future of JEA, a Few
21 Opportunities and Considerations. And it was prepared
22 by PFM, Public Financial Management, on February 14th,
23 2018.

24 A This appears to be a very truncated version of
25 a very comprehensive report that was -- that was

1 publicly presented on the 14th of February.

2 Q And when you say a truncated version, it means
3 I didn't -- we didn't copy all the pages, is that what
4 you're talking about?

5 A Yeah. I mean, you've got 1 of 27, 19 of 27 --

6 Q Right.

7 A 20 of 27. So I assume there's 20-something
8 pages I'm not looking at.

9 Q Well, you can see on the index it's 27 pages.

10 A Oh, and the bottom too.

11 Q Right.

12 A It's one of --

13 Q And so I just wanted to show you what the
14 document was just to -- we didn't need to get into all
15 the content of it.

16 A No, no, but I'm just saying the format of it
17 seems different, both in the fact that it's much smaller
18 than what was actually produced. And I don't recollect
19 this look and feel. Like, there was a subsequent
20 PowerPoint. There were other documents. I just don't
21 recognize these pages, like, in this context.

22 It feels like I remember some big binded -- you
23 know, things in binders and big PowerPoints. I don't
24 recollect three or four pages that looked like this.
25 Just wanted the record to understand.

1 Q Look at page 19 of 27 of that document.

2 A Sure.

3 Q Down at the bottom, it has numbers regarding
4 what could be the proceeds to the City from the sale of
5 JEA.

6 Do you see that?

7 A I do.

8 Q Have you seen those numbers before? When
9 did -- have you seen those numbers?

10 A I've seen the numbers.

11 Q When did you see the numbers?

12 A See them, I don't recollect. I think there
13 were discussions of the numbers that predated this.
14 Like, the numbers in this report, I don't recollect, but
15 I would say much prior to this, there was reporting of a
16 council auditor report that was years earlier than this,
17 which had a much lower value. I think it was done
18 during the 2012 effort to -- to consider sale or
19 privatization. I think there was a report in '07 when
20 council considered privatization.

21 So I think at each iteration of the question of
22 privatization, there was financial analyses, but this
23 particular value, I -- I don't recollect if it was the
24 day of or the night before. I don't know.

25 Q Well, when you say this particular valuation,

1 I'm talking about a document that I've shown you.

2 Let's --

3 A Well, it was presented -- the first real full
4 presentation of it was February 14th in a public
5 meeting.

6 Q And you had been in office six weeks or so?

7 A Yeah.

8 Q And who presented it, Michael Mace?

9 A Who was at that meeting?

10 Q Yeah. You said it was presented. My question
11 was: Who presented it?

12 A I think it was -- I don't know. Somebody from
13 PFM was given the floor. I think, some of the board
14 chairmen was given the floor. It was a meeting called
15 by the Mayor, with all of the council there, most of the
16 board members of JEA, the public, the press. And it was
17 Ms. Brosche, as the presiding officer, had to conduct
18 the meeting, refused to cite -- to let the Mayor speak.
19 The board chair spoke. And then somebody from PFM
20 presented a whole layout of the data.

21 Q You see this report says on page 19 that the
22 sale of JEA could produce roughly 4.1 to 7.6 billion net
23 proceeds to the City?

24 A I do see that.

25 Q Were you aware that at the time that that was

1 their conclusion in February of '18? When I say
2 their --

3 A Yeah.

4 Q -- conclusion, it was PFM's conclusion in
5 February of '18?

6 A Yeah, it was pub- -- it was publicly presented.
7 The entire economic structure was presented to both the
8 press and people of the committee.

9 Q Did you have an opinion about whether or not
10 there could be as much as 7.6 billion in net proceeds to
11 the City?

12 A Did I -- an opinion as to the -- the number?

13 Q Were those feasible or not?

14 A I'm not an economist. I mean, I have -- that's
15 why you have experts like this.

16 Q I understand that.

17 But, typically, when you have experts like this
18 and you get a report, you form an attitude about it,
19 that makes reasonable sense or that's what --

20 A Yeah.

21 Q -- that's not -- doesn't make sense or is
22 unreasonable. Did you form any sense of reaction to
23 this?

24 A Yeah. PFM is a reputable, well-understood
25 expert in seeking public financing and public entities

1 so if they made an assessment, I thought --

2 Q Did they?

3 A -- that seems reasonable.

4 Q And so as of February 2018, you were aware of
5 these valuations by PFM and your reaction to it was that
6 it was within a range of reasonableness?

7 A My reaction. Reasonable to me as a layman
8 without the expertise or ability to do the economic work
9 that they did?

10 Q Yes.

11 A Sure. Yes.

12 Q And you notice this is in the context of -- you
13 were careful not to use the word sale earlier and you
14 wanted to talk about privatization, but this is written
15 in terms of a sale, isn't it?

16 A But, again, you've truncated the document. My
17 impression is that that document includes a whole bunch
18 of contemplations of both global liability, the
19 potential different types of agreements, the potential
20 marketplace for a sale or other privatization methods.
21 You're -- you're showing me what basis with -- on sale,
22 but I -- I don't -- as I recollect, the document was
23 more comprehensive on a number of topics.

24 Q All right. Accepting that, were you aware that
25 in February of 2018 that you were aware that PFM thought

1 that a sale of JEA could produce a range of net proceeds
2 from 4.1 to 7.6 billion?

3 A As were the members of council at that time and
4 everybody else who heard that information, yeah, I was
5 aware of it.

6 MR. BUSEY: Okay. Oh, let -- do you have the
7 PFM report? I'm going to mark that so we know what
8 we're talking about.

9 (Hughes Exhibit 3 was marked for
10 identification.)

11 BY MR. BUSEY:

12 Q I'm going to show you another document and ask
13 you if it refreshes your recollection.

14 A I'm sorry, I'm looking at these.

15 Q This is an e-mail from Melissa Shawroy on
16 Tuesday, the 23rd, at 10:43 in the morning, to Michael
17 Mace. And it's a calendar invite for a meeting at the
18 Jacksonville International Airport on the 24th.

19 A Okay.

20 Q And you -- and has -- and as you can see from
21 the chain of e-mail, there's -- it's a whole bunch of
22 outside advisors, Moelis, Morgan Stanley, JP Morgan,
23 senior leadership team going to that meeting.

24 My first question is: Do you recall anything
25 about this meeting?

1 A I don't.

2 Q Do you know if you went to it?

3 A I -- I doubt that I went to a meeting at the
4 airport. I don't remember ever going to any official
5 meeting at an airport, not even airport related.

6 Q If you look at the direction to the conference
7 room on the first page, I would think that if you were
8 there, you would probably remember this.

9 A Is this conference room at the airport? I have
10 never been to an official meeting in any professional
11 context of the City of Jacksonville at the airport.

12 Q Did you know that there was an Aikens
13 Conference Room? I didn't know it either until I read
14 this.

15 A I know there's a Priority Pass Lounge and a
16 Delta Lounge, I think it's called --

17 Q Yeah.

18 A -- because I've been in both.

19 Q This would be a City conference room. You
20 haven't been in it?

21 A I -- I don't know how I can say it any clearer.
22 I have never been, as chief of staff or chief
23 administrative officer, in any -- while I've been
24 employed by the City of Jacksonville, I've never been to
25 any official meeting or job related meeting or been

1 invited to a meeting, to the best of my recollection, at
2 the airport.

3 Q Okay. Let me show you, which is on the same
4 date from Melissa Shawroy, another e-mail saying who
5 from the City was going to attend that meeting or at
6 least the invitees.

7 A No recollection of being invited or -- and
8 certainly not go -- I did not go to a meeting, don't
9 recollect being invited.

10 Q And don't know why you would have been
11 invited?

12 A No.

13 Q If you -- if you look at the chain of e-mails,
14 you can see all the people who are going to be there.
15 It's all the consultants that were hired in response to
16 the December 2017 RFP.

17 Are you aware there were consultants that
18 submitted the proposal, who were selected and who were
19 on board?

20 A After the fact, in the news media component
21 I've talked about is when I recollect the awareness, not
22 prior to that.

23 Q Of the retention of those consultants?

24 A That -- whatever the involvement of the --
25 whatever the story was at the time. I would have been

1 reacting to the press and public information put out by
2 the auditor.

3 Q In that regard, let me show you an e-mail from
4 Mike Weinstein to Joey Grieve --

5 A Grieve.

6 Q Grieve.

7 -- dated February 1, 2018, regarding strategic
8 initiative financial advisor team selection, dated
9 February 1, 2018.

10 A Okay.

11 Q This is an e-mail -- in this e-mail by Mike, he
12 says that the following four firms will be invited to
13 serve on the City's strategic initiative financial
14 advisor team for a period of three years. JP Morgan,
15 Goldman Sachs, Morgan Stanley and KPMG.

16 A Okay.

17 Q This was -- on February 1, this was a month or
18 so after you became chief of staff, were you aware of
19 the -- of the fact these four firms were selected and
20 invited to be on the team?

21 A Again, time line, I -- I was made aware. I
22 don't know when I would have been aware of it, but I
23 certainly was aware of it by the time that council --
24 when was the council auditor's note again? Whenever
25 that was is when I recollect becoming aware.

1 Q Approximately the same time.

2 A Okay.

3 Q But I'm -- I'm a little surprised that if -- if
4 you were the chief of staff and the City has -- has gone
5 to the effort of doing an RFP and hiring four pretty
6 substantial national mortgage bankers that you wouldn't
7 be aware of it.

8 A I don't know why that surprises you. The
9 functions of the chief of staff are to run the
10 communications shop, or at least they were for me,
11 running the governmental affair shop, work with the
12 mayor's staff and -- and in broad strokes, do policy
13 work with the Mayor, but this is Weinstein and Mousa, as
14 you pointed out.

15 And Weinstein to -- at that point his
16 subordinate, Joey Greive, I wouldn't have been aware of
17 their back and forth about it.

18 Q But -- okay. I understand what you said.

19 A Sure.

20 Q But in the context of being a policy influence
21 to the Mayor, policy includes things as significant as
22 disposition of JEA and City of Jacksonville?

23 A But that disposition is not why this retention
24 happened, that's the point. Like, there -- there -- I
25 was aware that prior to being inside City government and

1 while inside City government, privatization and
2 potential sale of assets is an ongoing policy discussion
3 that is both allowed by the charter and perfectly
4 appropriate. And in order to analyze things like that,
5 you potentially need outside help.

6 In this case, Mousa and Weinstein sought
7 outside help for a variety of reasons that are outlined
8 in what -- in the documents you've shown me. It --
9 it's -- the supposition that it's A plus B equals C is
10 just -- you're welcome to make it, but it's simply not
11 what was happening at the time.

12 Mousa and Weinstein had clearly been approached
13 by parking garage folks, by -- by airport
14 concessionaires and a variety of things, including JEA,
15 but not excluding all other things. And they sought to
16 have professional help ready, which I think is
17 appropriate.

18 Q And accepting what you said, I'm trying to put
19 this in the context of the Mayor's -- one of the Mayor's
20 chief financial supporters in Jacksonville. Tom Petway,
21 a month or two previously made a very noisy exit from
22 JEA, suggesting that the board reconsider the future of
23 JEA. And then the RFP goes out in December, right after
24 that, which you said it wasn't related to JEA, and
25 then -- and then went and hired four very heavy mortgage

1 bankers.

2 In that context, were you having any
3 discussions within the Mayor's office or with Tom Petway
4 about the prospect of JEA being among the assets being
5 sold?

6 A After -- after Mike -- or after Tom Petway made
7 that statement within a month or two on the inside, we
8 had meetings -- there's a -- a gentleman, Stephen
9 Goldsmith, I think he was the Mayor of Indianapolis, one
10 of the very first meetings I'm in when I'm chief of
11 staff is to meet him because he's the Mayor of
12 Indianapolis. And out of the blue -- he also works at
13 the Harvard -- the Harvard Government, the municipal
14 government center.

15 So he's in town. He goes, By the way, I might
16 want to come back to you and talk to you about a
17 concession agreement to privatize the operations at the
18 airport. There are people constantly coming to us about
19 parking garages. They're very valuable.

20 So in the context of discussions about
21 privatization, they happen all the time. And the key to
22 that is seeking the advice of people that know better.
23 So who we hired wasn't part of something that I worked
24 on. When I became aware of it is in the same time
25 frame, I guess. But, I mean, it's a guess.

1 Q Did the Mayor charge you with any
2 responsibility with regard to overseeing the sale of
3 JEA?

4 A The Mayor has never talked about the sale of
5 JEA outside of the context of explore privatization and
6 what the future may hold on a variety of topics. So,
7 no, the Mayor never would have put me or anyone else in
8 charge of the sale of the JEA because privatization and
9 sale are not the same thing.

10 Q Okay. Let me rephrase the question.

11 Did the Mayor ever put -- give you
12 responsibilities with regard to looking into the
13 privatization of JEA?

14 A Not beyond its normal context that I was in
15 charge of intergovernmental affairs. Intergovernmental
16 affairs was working with city council, who on February
17 14 had a public discussion that was instigated by
18 Petway's statement, leads JEA to a process, that leads
19 to a final outcome that is then presented to the public
20 on February 14th.

21 I had to work with city council in order to
22 say, here's what the meeting the Mayor wants is about.
23 We don't want the board alone to hear this presentation.
24 It's important to everybody that this discussion happen
25 in public. So the board of JEA, the Mayor, city

1 council, the press, anyone from the public that wants to
2 be there, can all come into the room and hear the
3 results at the same time.

4 So I had duties related to all of this, but,
5 no, I was never in charge of -- of anything related to
6 the sale of JEA because that was not ever the Mayor's
7 stated purpose or goal.

8 THE WITNESS: I don't need a break, but if
9 somebody could get me a water, I'd be willing to sit
10 here and keep going. We'll take a break.

11 MR. BUSEY: Go ahead. Sure.

12 MS. CRUZ: Okay.

13 (Recess taken.)

14 BY MR. BUSEY:

15 Q I'm going to show you the e-mail exchange
16 between Kyle Billy and Mike Weinstein and Sam Mousa,
17 we've been talking about --

18 A Yeah.

19 Q -- just to make sure we're on the same page.

20 A Yeah. This is what I referred to. And then, I
21 think, by the next day because -- I mean, I don't know
22 how it happened, but, yeah, by the next day, I think
23 this -- the press had this exchange and was asking
24 questions, as I recollect it, but I don't -- I think --
25 that's a guess.

1 Q And just to summarize what we're talking about,
2 this was an e-mail from Kyle Billy on February 21, 2018,
3 in which he suggests that the December 2017 request for
4 proposal appears to be soliciting bids to purchase JEA
5 and expressing some surprise -- surprise at that and
6 what have you talked about it.

7 A Yeah.

8 Q And the response from both Mike Weinstein and
9 Sam Mousa was, no, you're wrong. It's -- it's more
10 broad than that. Is that a fair characterization?

11 A That's fair, yeah.

12 Q And that was in -- on February 21?

13 A And I think, by the way, that Weinstein's
14 attitude in there is reflected by his staff as well.
15 Joey Greive, I think, was a part of it and Randall
16 Barnes was a part of that process. And I think they've
17 all expressed displeasure with Kyle's presumptions
18 because they were actually in the room doing the work,
19 is my understanding.

20 Q And Morgan Stanley was one of the approved team
21 members, and I'll read you that e-mail. So let me show
22 you a document, which is a -- an excerpt from a -- a
23 document called JEA Discussion Materials, dated February
24 15th, 2018, by Morgan Stanley. The total document is 67
25 pages long. And the table of contents is on page 2.

1 And it says, Processed considerations, Section
2 2; Section 3, suggested process overview; Section 4,
3 potential buyers; Section 5, preliminary financial
4 analysis and the proposed fee structure.

5 And if you look at page 5, executive summary,
6 given our vast experience and expertise, we believe
7 Morgan Stanley is uniquely qualified to execute
8 potential privatization of JEA.

9 And the next bullet point is, We are confident
10 JEA can execute a sale transaction within 12 months.

11 And this is five days before the accountability
12 e-mail exchanged with Sam. And so wouldn't you think
13 that the person reading this would suggest that Morgan
14 Stanley thought they were being hired to sell JEA?

15 A I -- I don't know what people would think. I
16 can't speak to that.

17 Q You understand why I asked the question?

18 A No. You can restate it, if you want to clarify
19 the question.

20 Q Do you understand how somebody reading what I
21 just read to you would think that Morgan Stanley was
22 hired to sell the JEA?

23 A You're also asking me again what do people
24 think. I'm not going to suppose what people think.

25 Q You can't do it?

1 A Is it fair to ask me what other people think?

2 Q Okay. Do you have any other comment on this?

3 A I've never seen it before, before this moment,
4 but I -- but I have no recollection of this document,
5 either the truncated form you're handing me or any
6 version of it that I recognize.

7 Q And on page 6, four pillars for successful
8 privatization.

9 Is that talking about any other asset other
10 than JEA?

11 A I don't see that. Is the rest of the document
12 available?

13 Q Sure. It's available. But you see the cover
14 of it is JEA --

15 A Yeah.

16 Q -- about the sale of JEA?

17 A But I heard the word privatization. It's
18 listed as discussion materials. I've never been part of
19 the discussion based on this document. Never seen it
20 before today.

21 Q Do you have any idea when Morgan Stanley and
22 the JEA document we're talking about would be confident
23 we can execute a sales transaction within 12 months in
24 February of 2018?

25 A No, no idea. I would take it at face value

1 that they're expressing some confidence.

2 Q You referred earlier to a special meeting of
3 the city council on JEA valuation, on February 14th,
4 2018. Let me show you the minutes of that meeting.

5 A Sure.

6 Q Let's -- just recap for me what your -- your
7 characterization of this meeting of why it occurred and
8 what it was about.

9 A So at a time that would have been after I
10 became chief of staff, but when exactly before February
11 14th, I had -- I wouldn't know the exact time line, but
12 at some point I became aware -- I and others became
13 aware that the -- the JEA thought that there was -- they
14 were getting to the final part of the process that had
15 started as a result of Mr. Petway's statement.

16 So Mr. Petway makes the exiting statement. The
17 board then tells the leadership to do something. The
18 something is essentially PFM's analysis. The analysis
19 is coming to an end and it's going to be presented at a
20 board meeting of JEA. My impression at that point --

21 Q Excuse me.

22 A Yeah.

23 Q Analysis of what?

24 A Of privatization and value and a variety of
25 topics that had been introduced by Petway and then

1 refined, I think, by either Mr. McElroy and other board
2 members or something.

3 But it led to PFM's hiring. And at some point
4 PFM is going to finish. We're made aware that that
5 finish point is somewhere in February. And the idea is
6 to have it at a board meeting of JEA. And the thought
7 was Petway's statement had already led the press to
8 recount that, you know, seven -- you know, the
9 privatization considerations have happened prior and
10 some of them had been done, you know, in -- in sort of
11 low key council meetings or the impression was there
12 that -- you know, how to -- how to get this information
13 shared.

14 So instead of reacting to the media's
15 impression of hour three of a JEA board meeting, there's
16 a -- everybody's on the same page. So I think at some
17 point Ali Korman Shelton and I meet with Anna Brosche to
18 tell her we're under the impression this thing's going
19 to get done. Rather than just letting the JEA board do
20 it, the Mayor proposes that we all hear it at the same
21 time; all the council members, the Mayor, the public,
22 the press, the JEA board members, all notice a meeting,
23 all come together. And she said we'll take it under
24 consideration. She ultimately declined to do it.

25 Q She? She?

1 A Anna Brosche, the council president.

2 Therefore, the Mayor used the rules and asked for a
3 meeting to have them report pushed on -- in public for
4 all.

5 Q Okay. Let me ask you a question about that.
6 What I think you just told me was that the Mayor and
7 others in the community were aware that PFM was going to
8 come out with this report analysis of valuation and
9 privatization options. And it was the Mayor's idea,
10 rather than do it first to the JEA board and then the
11 city council, to do it altogether all at one time and he
12 made that proposal to the city council?

13 A Yeah, to say it was the Mayor's idea actually
14 bothers me. I don't know whose idea it was. It was
15 based on senior staff and the Mayor understanding, from
16 JEA's leadership, what would happen and having this idea
17 about based on -- it was -- it was a response to press
18 coverage at that point, which was why not have it in the
19 most public venue for everybody to hear at once.

20 So nobody's -- you know, it's not a T-use
21 analysis of a JEA board meeting, the council or Mayor's
22 staff were reading. We're all seeing the report,
23 hearing the information at once.

24 Q Help me --

25 A Whose idea, I don't know. You get what I'm

1 saying? I don't know.

2 Q I understand.

3 Help me with the politics at the moment.

4 A Sure.

5 Q There was some tension between the council
6 president and the Mayor.

7 A Yes. So, you know, when she had become the
8 presiding officer about six months earlier, they were
9 both, you know, young, professional accountants. They
10 had a lot of things in common. So there was a sense
11 that when she became the presiding officer, they'd have
12 a lot of shared ideas and be moving in the same
13 direction.

14 And within a few months, she -- she was there
15 for the -- the end of the pension solution conversation,
16 was not an honest broker, I'll say. She -- she had said
17 in -- she would -- she would have meetings with people
18 and say one thing and then publicly say another
19 frequently about the pension reform package. She
20 then -- then that passes.

21 Then the Mayor undertakes, as he had wanted to
22 from the beginning, a re- -- a recrafting or rejiggering
23 of the -- the JCC, the Jacksonville Children's Council
24 or Commission. He had -- he had people that were around
25 him that had been members of that commission. I think

1 it got to 20 or 30 members. They had -- it's just -- it
2 was -- in his mind, it was a very low efficiency and --
3 and from what he got from those commissioners, it was a
4 very inefficient process to get children's programs --
5 city dollars into children's programs.

6 So he undertook a reform of that. She was very
7 adamant that her way was the only way to do it. They
8 had a lot of fights over what -- how that should play
9 out legislatively. He won. Every single component was
10 done to the way that he liked. And I think she -- that
11 was the beginning of an end.

12 It was -- she could not -- in our opinion, she
13 could not be trusted to do what she said she would do
14 privately. And she was -- she was trying to stand in
15 the way of things that he thought were efficient. So he
16 sought the rest of council to make the case. And,
17 obviously, did because throughout her tenure as
18 presidency, very little happened. Put a period there,
19 very little happened.

20 Q Okay. I'll tell you, with regard to the
21 February 14th meeting, do I understand you to say that
22 he asked the council president for a joint meeting of
23 the council and the JEA and she said no?

24 A I -- I don't know. I can't recollect how she
25 was asked. Ali Korman Shelton and I were specifically

1 sent to her to have a meeting, discuss why -- why the
2 administration believed the meeting was there. He would
3 have authorized that. She said she would think about
4 it.

5 Within days, she pushed a letter to the press
6 and the city council saying she wouldn't allow that
7 meeting to happen. She didn't send us a copy of the
8 letter. That actually led to a famous interaction I had
9 with her staff member. She -- I thought it was
10 inappropriate to respond to a Mayor's office request and
11 not include the Mayor's office in your mishaps.

12 So we ended up reading about it in the press
13 before we got to see -- we were being asked questions
14 about it by the press before we had a copy of the
15 letter, which I thought was unprofessional,
16 inappropriate. But nonetheless, it was her opinion, she
17 didn't want to call that meeting.

18 The Mayor -- in the charter, the Mayor has
19 the capacity to call the meeting of council if a
20 certain -- I forget -- there has to be a certain number
21 of council members who voice support for the meeting
22 once the Mayor calls for it. They did. The meeting was
23 set and -- and, however, she tried to create the agenda
24 for the meeting. It was like the meeting she refused to
25 have that the Mayor called, now she wants to set the

1 agenda.

2 Q Where -- where was the Mayor's head at this
3 point regarding --

4 A He --

5 Q -- regarding the privatization process of JEA?
6 What was -- what was his interest in accomplishing?

7 A I'm not going to speak to where his head was
8 at. That feels like I have to go into some level of
9 psychological analysis that I'm not comfortable with. I
10 will say this --

11 Q I wanted to see if you would acknowledge it.

12 A What's that? I will say this, that the Mayor
13 artic- -- I articulated as a spokesman, still on the
14 outside, as a political consultant, you know, the
15 political, you know, advisor to him in November or maybe
16 December after -- after Petway's stuff, that it
17 didn't -- what Petway was talking about is not
18 inconsistent with the ideology of the Mayor, which is --
19 and it's not JEA related, it's universally in
20 government.

21 The Mayor believes that if you can demonstrate
22 that there is a more efficient, less costly way for
23 people to get access to a service or a thing that
24 government does, you should -- you should take it as a
25 responsibility to explore that.

1 But the Mayor consistently then throughout the
2 process would always say, it has to be in the best
3 interest of the taxpayers. It has to keep promises to
4 the employees, if they're impacted at the level of the
5 public service. So if you were privatizing a parking
6 garage and the City employee was the attendant, if you
7 privatize and that guy doesn't have the parking
8 attendant job, you need to find a way to get him a
9 comparable job and keep the promise. If it's going to
10 lead to not needing him anymore, you've got to do some
11 things to demonstrate you kept a promise. He
12 provided -- he or she provided service for years and in
13 the circumstance, you've got to take that into
14 consideration.

15 And if there were any privatization, sale or
16 otherwise, that led to some amount of windfall, that
17 there would have to be a responsible plan for the use of
18 the money, not some kind of arbitrary everybody gets a
19 new shiny thing spending proposal, but a real
20 transformational generational, you know, governmental
21 policy on proceeds.

22 Q Were you at the February 14th meeting?

23 A I was.

24 Q And tell me what happened when you -- you said
25 that the Mayor wanted to speak and the council president

1 wouldn't let him.

2 A That -- that's not accurate. What I -- what
3 I -- what I recollect that moment more than anything
4 else about the meeting, I recollect that -- that the --
5 because it was a joint meeting of the city council and
6 the JEA board, that the JEA board chairman, I think then
7 was Alan Howard or was -- maybe he was coming in, so
8 Howard took the microphone and sort of laid out a
9 preamble about what -- you know, I think he talked about
10 Petway and the statement and why they engaged PFM and
11 how McElroy and Dykes worked with PFM.

12 And then he says that before we hand it to PFM,
13 I think the Mayor would like to -- to express his
14 appreciation for convening a meeting and for the
15 members. And she -- she vocally refused to -- I will
16 not recognize the Mayor. And people were -- were
17 confounded by it. It never happened before.

18 There -- I mean, you know, it was just
19 unfounded or unbelievable that the council president was
20 so adamant about what would have been the Mayor thanking
21 her and the -- everybody in the room for taking the time
22 to listen and hear the report.

23 Q Did you know what the Mayor wanted to say if he
24 had been permitted to talk?

25 A I -- I don't know what he would have said. I'm

1 guessing, but I -- I think I just said it, just he -- he
2 likes to thank people if they're doing something that he
3 thinks is important, he tends to thank them for their
4 participation and encourage them to have as many
5 questions or as much dialog as humanly possible so that
6 we can all understand, be on the same page with the same
7 information.

8 Q I got that.

9 Apart from that, was he prepared to express any
10 thoughts or opinions on PFM's work product or what
11 should happen to JEA?

12 A I don't -- I don't believe so because I don't
13 think he had -- beyond the broad strokes of knowing
14 they were looking at privatization options and
15 potentially values, I don't think we had specific
16 knowledge at that point of -- of -- of all of the -- the
17 facts because it was a pretty comprehensive. I think it
18 took hours, if I recollect. It was a pretty
19 comprehensive data dive.

20 Q Well, again, if you look at page 2 of these
21 minutes, you'll see down towards the bottom is the Mason
22 numbers again, which you've seen it on this previous
23 report, showing as much as \$11 billion net proceeds.

24 So by this time, certainly, the Mayor's office
25 administration was aware that they sought perhaps as

1 much as that could be realized through the sale of JEA
2 or a privatization of JEA?

3 A You say a course, I'll take your word for it.
4 I don't -- time lines, I -- I don't remember who and
5 what, when, but I'm just saying that I'll accept that --
6 the premise that the values had been discussed because
7 there had already -- we had already discussed existing
8 reports of the council auditor and previous council
9 auditors.

10 We had -- I think the press was actually
11 soliciting expertise in the lead-up to the February
12 thing. So when we had a sense of a value number is a
13 guess, but I would say there was certainly reason to
14 believe that there were privatization options that would
15 lead to substantial amounts of money, which, again, is
16 why the Mayor would speak to three kind of core
17 principles about any consideration, which would be how
18 taxpayers are treated, how employees are treated and
19 what ultimately the value, whatever it is, goes to or is
20 utilized for.

21 Are we still on that same document?

22 Q No, you can give me that.

23 I want to show you the transcript of a news
24 story that was published by, I think it was, Channel 4
25 to Shelby Danielsen --

1 A Okay.

2 Q -- on March 15th, 2018, as the time line for
3 the JEA events.

4 A Yeah.

5 Q And on -- on the third page it talks about
6 January and Mace's activities. The -- two days after
7 the Moelis meeting, it says, The mayor's chief of staff,
8 Brian Hughes, meets with Greg Black on government
9 affairs --

10 A Yes.

11 Q -- consultant lobbyist.
12 Do you know Greg Black?

13 A I do. And, in fact, I will try to go back and
14 find the e-mails I sent to Ms. Danielsen after this
15 story, if I did an e-mail, otherwise calling her.

16 Greg Black is the brother -- the son-in-law of
17 Robert Coker. Robert Coker is the long-time lobbyist
18 for U.S. Sugar. U.S. Sugar, I had worked in previous
19 capacities with the Sugar industry, starting in 1993.
20 And in various ways and kept them as clients of Meteoric
21 until probably within six months of leaving Meteoric.

22 So I've known Greg Black since he was a law
23 student. One of my previous addresses is a letter -- is
24 a -- it's Leewood Drive on -- in Tallahassee and three
25 doors from me, Greg Black, when I lived there, bought a

1 house there. So he became -- he was a friend who became
2 a -- a neighbor.

3 And when I came to the City as -- to the City
4 as the chief of staff, he went from one lobbying firm to
5 Gunster Law Firm, as one of their lobbyists in
6 Tallahassee. And he said that he was coming over to Jax
7 for a Gunster meet-and-greet because he was new. And
8 they do a breakfast. And they said, Do you know anybody
9 in Jacksonville? I said, Actually, my friend is the
10 Mayor's new chief of staff.

11 And I went to a meeting -- it wasn't with Greg
12 Black, it was with the entire Gunster Law Firm. And any
13 one of them can tell you that the meeting was me
14 discussing a whole bunch of things about the campaigns
15 that the Mayor had and pension report. Gunster had
16 also, I think at the time, still did represent the City
17 in a lawsuit that was filed by the opponents of the --
18 of the administration's pension reform bill.

19 So all that's to say, her characterization of
20 Greg Black -- I wouldn't, with a gun at my head at the
21 time that happened, wouldn't have told you that Gunster
22 worked for FPL. I didn't know it at the time. I didn't
23 know it until later she says, they're a lobbying law
24 firm for utilities.

25 Greg Black was somebody who was a long-time

1 friend of mine. He worked -- he worked for his family
2 member, he was a neighbor to my house, he lived down the
3 street, in Tallahassee. It was a friend of mine, in a
4 new job, coming to town, I'm going to have breakfast
5 with him and help him, you know, demonstrate some mellow
6 to Jacksonville to his colleagues.

7 Q But you know now that Gunster was --

8 A I know now. I knew after this story. Prior to
9 this, I called her --

10 Q I'm sorry, let me finish my sentence. I've got
11 to make sure the record's clear.

12 A Okay.

13 Q You know where I was going, but she doesn't.

14 A Yeah. Okay.

15 Q You know now that Gunster is a lobbyist for FPL
16 or NextEra in context with the ITN process?

17 A I don't know lobbyists. I know they're a law
18 firm because my understanding is Gunster represented FPL
19 in a variety of ways, including seeking and getting
20 Norton's order on the confidentiality of FPL stuff
21 that's come up during these depositions -- excuse me,
22 through these interviews.

23 Q But you're aware that Gunster was solicited by
24 NextEra in its response to the City's subpoena regarding
25 who helped it with the ITN process?

1 A Which is years -- literally years after this
2 story. At the time of this story, I had no
3 understanding of Gunster's relationship to anybody. And
4 it was simply a breakfast with a buddy of mine at his
5 new job. And -- and, again, there was not an exclusive
6 meeting with him.

7 Bill Adams, the managing partner of Gunster,
8 was in the meeting. There were probably 10 or 12
9 attorneys from that firm that were in the meeting. And
10 it was -- none of them knew me and he did. So he gets
11 to introduce the Jacksonville office of his firm to
12 the Mayor's chief of staff. And they asked me
13 questions about pension reform, campaigning, the mayor's
14 campaign.

15 Q Don't you like hanging around lawyers?

16 A Not really, but I'm -- if I'm honest, no
17 offense. I think I told my friend Tiffany earlier today
18 that I'm -- I'm much looking forward to next year when
19 we can get back to knowing each other without
20 microphones and stenographers and all that.

21 Q That was just to test your candor.

22 A I -- I've rarely been accused -- I've rarely
23 been accused of -- of a lack of candor.

24 Q On the next page, on page 4, after your
25 meet-and-greet with Gunster --

1 A Uh-huh.

2 Q -- it says that, After their meeting, Hughes
3 and Weinstein visited JEA together to meet with JEA's
4 chief financial officer. One hour later, they meet with
5 JEA's board chair, Alan Howard; is that accurate?

6 A I don't recollect a meeting. I'd have to get
7 my calendar, but there could be. I -- to be clear, and
8 just want to get this on the record since some of the
9 folks you work for over at city council like to talk
10 about meetings, it is wholly appropriate for the chief
11 of staff or the chief administrative officer to meet
12 with senior leadership or board members of independent
13 authorities.

14 Furthermore, you know, I've been encouraged by
15 council members to take meetings. I'll give you an
16 example. Ms. Priestly Jackson, when she was a newly
17 elected member of the city council, sought my help to
18 go talk to board members or leadership at the airport
19 because her son had a legally parked car and got towed
20 and impounded and they were trying to charge her, I
21 think, 100 bucks or 200 bucks to get the car back. And
22 she asked me is there anything you can do to call the
23 airport and deal with that?

24 I made some calls, found out once it's towed --
25 it's a private function, by the way, a private towing

1 company, privatized -- because the airport privatized
2 that parking function and there was nothing that could
3 be done within, you know, the boundaries of
4 appropriateness. And she dropped it.

5 So I talk to independent authority people all
6 the time, including probably JEA people during this
7 process.

8 Q Okay. Well, referring, again, to the paragraph
9 on page 4, After their meeting, Hughes and Weinstein
10 visit JEA together and meet with JEA chief financial
11 officer and one hour later they meet with board chair,
12 Alan Howard.

13 Do you recall what those meetings were about?

14 A I don't. I believe in August, before I came
15 in, Vogtle had been a front page story related to a --
16 or a TV story, so. It could have been any number of
17 topics, as there are with independent authorities.

18 Q I've showed you a copy of resolution -- City
19 Council Resolution 218-67A, a resolution confirming the
20 Mayor's appointment of Aaron Zahn, a Duval County
21 resident, to the JEA board.

22 What involvement do you have in the Mayor's
23 appointment process?

24 A When I was chief of staff, because it's an
25 intergovernmental function between council and the

1 mayor's office, I learned when I came in that my
2 predecessors had not had a regular habit of meeting with
3 appointees.

4 So I said, well, I'm chief of staff. Every
5 appointment, whether it's, you know, what -- and there
6 are many. There are literally hundreds of mayoral
7 appointees that I want to personally meet and understand
8 each person, what motivates them, what's going on, you
9 know.

10 So -- so I do a -- typically do at least a five
11 or ten-minute meeting with everyone's who's going to be
12 appointed by the Mayor. I don't do that anymore. It
13 grew very cumbersome with my schedule. I kept it up
14 while I was the chief of staff.

15 Q Water waste commission?

16 A Everything. Anything that the Mayor appointed,
17 commissions, boards, whatever, I met each appointment,
18 including new appointees who had been -- typically if
19 their attendance is good, they're not even -- they don't
20 really come back, just send the paper over, but if I
21 didn't know them, I'd want them to come in before the
22 appointment.

23 Q Did you meet with Aaron Zahn?

24 A I did.

25 Q Before you met with him? Did you know him?

1 A Before I met with him about the appointment, I
2 had met him one time socially, I think, in -- I'm
3 guessing time line -- the fall prior to coming in.
4 And --

5 Q That would be the fall of '17?

6 A I think so. There was a -- an AEI, the think
7 tank out of D.C., they had -- he had dinners around the
8 country when they're doing fundraising, they bring in
9 some of their brainiacs to give a speech about it then.
10 So I was invited to attend a dinner, an AEI dinner and I
11 think I met him and his wife there with a handshake.

12 Q In the fall of '17?

13 A Right.

14 And I didn't know until later, by the way,
15 I've never met him in the process, but he was a member
16 of the transition committee during the -- the time
17 before the Mayor's swearing in in July. He was part of
18 a -- there were probably, I think, a dozen working
19 groups and committees that looked at stuff and were
20 making suggestions and policy documents and he was a
21 part of that process.

22 Q For him to be a member of a transition
23 committee would suggest that he had played some role in
24 the campaign?

25 A I think that's right.

1 Q Do you know what it was?

2 A I don't. I presume a donor, but that's a
3 guess.

4 Q You really don't know what Aaron Zahn's level
5 of donation was to the Mayor's campaign?

6 A I really don't. I -- I spent the money, I
7 didn't count it. I was -- my job was the chief
8 consultant, run the campaign, run the expenditures.
9 Fund raising was somebody else's business.

10 Q Whose business was that?

11 A I think we used a guy named Kevin Hoffman. I
12 think he still is an active fundraiser in things that
13 the Mayor and other Jacksonville people use.

14 Q So how did Aaron Zahn come to your attention as
15 a potential appointee to the JEA board?

16 A I don't know. I don't recollect it. I just
17 know that he was the -- probably -- in most cases,
18 there's multiple people and there's an assessment, like,
19 you know, that involved school. Why are you behind, you
20 darn kids?

21 Q It just takes a look.

22 A That's when you know you're -- you're in the
23 leadership of an organization. The look -- the look
24 does.

25 I don't -- I don't know. I don't recollect the

1 specific --

2 Q Well, the JEA board is a pretty significant
3 appointment?

4 A It is.

5 Q And I'm sure you talked to the Mayor about it?

6 A I talked to him about most appointments,
7 regardless of what he might judge as the level of
8 significance.

9 Q Tell me about your conversation with the Mayor
10 about this appointment.

11 A Because of the privileged doctrine we have, I'm
12 not going to get into specifics of the conference with
13 the Mayor. I'll simply say that he would have been
14 briefed on some options and -- and we would have moved
15 forward with the options. There's rarely one
16 appointment being considered. We generally have
17 overlaps across the entire group, so it would have been,
18 you know, X for Y, Z for 10, you know, A for B.

19 Q Do you know how the Mayor knew Aaron Zahn?

20 A I -- I -- speculating, the campaign. I'm not
21 aware of any knowledge. But as you say, to get to the
22 transition work would have been some involvement in the
23 campaign. Although there were people in the transition
24 that had nothing to do with the campaign, there's always
25 a variety of people with different expertise.

1 Q Well, did you have a discussion with anybody
2 regarding whether or not Aaron Zahn was qualified for
3 this position to be on the board?

4 A Yeah, I think it's -- there -- those types of
5 discussions are what go in any appointment.

6 Q I understand, but I'm asking you about this
7 appointment.

8 A The only person I would have spoken in any
9 detail with would be under -- you know, the
10 contemplation of people with the Mayor. And the nature
11 of the conversation with the Mayor is -- is not
12 something I'm going to divulge.

13 I'll simply say that, obviously, by this
14 document, there was a decision made that he was
15 qualified to be appointed to the board of JEA.

16 Q A decision by the Mayor?

17 A It is -- it is the appointment of the Mayor, by
18 which the council nominee -- or it takes a nomination
19 and approves, which all 19 of them did, by the way.

20 Q You said there was a decision that he was
21 qualified. My question was: Who made the decision to
22 which you're referring?

23 A The Mayor makes the appointment. I facilitate
24 the appointment, as the chief of staff. So it would
25 have been the Mayor's decision.

1 Q And you won't tell me about your conversation
2 with the Mayor regarding why Aaron Zahn was appropriate
3 for this position?

4 A It's not just that conversation. I'm not
5 prepared to speak with specifics about any of the
6 conversations I had with the Mayor because you work for
7 a legislative body and I work for the executive and the
8 privilege document is an analysis of what privilege
9 exists for and why it's there.

10 Q So let's be -- I'm not arguing with you, I just
11 want the record to be clear.

12 A Yeah.

13 Q You're claiming an executive privilege when I
14 ask you to tell me about your conversation with the
15 Mayor about Aaron Zahn?

16 A When it -- I'm -- I'm going to offer privilege
17 or extend privilege or claim privilege every time you
18 ask me about a conversation with the Mayor. I will talk
19 about the policy -- the ultimate policy outcome, I will
20 talk in broad strokes about -- about thoughts I had or
21 what made me think something and why I may be advised,
22 but when it comes to did you say this to the Mayor, did
23 the Mayor say this to you, I'm going to -- I'm going to
24 use the privilege that the Office of the General Council
25 says I and other senior members of the administration

1 have.

2 Q I think your answer to my question was yes. Do
3 you want me to read the question back?

4 A Sure. Read it back.

5 (The following question was read by the
6 reporter: "Question: You're claiming an executive
7 privilege when I ask you to tell me about your
8 conversation with the Mayor about Aaron Zahn?")

9 A Well, you made it specific about one topic. I
10 want the record to reflect it's not about that topic or
11 any specific topic. It's any time you ask a question
12 about a specific conversation with the Mayor, I will --
13 I'll claim the privilege.

14 Q I understand that. But I did ask you a
15 specific question and I want you to answer the specific
16 question. And then if you want to qualify it, however
17 you want to qualify it, you can.

18 MR. BUSEY: Read the question back.

19 (The following question was read by the
20 reporter: "Question: You're claiming an
21 executive privilege when I ask you to tell me
22 about your conversation with the Mayor about
23 Aaron Zahn?")

24 A And my answer to that is any time you ask me
25 about a conversation with the Mayor, regardless of the

1 topic, I will use the executive privilege that the
2 Office of General Counsel had cited in a memo to me.

3 Q So your answer to my question is, yes, you're
4 claiming the privilege regarding my question to you
5 about the Mayor's conversation about Aaron Zahn?

6 A Any topic, whatever the topic, if you ask me
7 about a specific conversation with the Mayor, I will --
8 I will claim executive privilege as outlined by the
9 Office of General Counsel.

10 Q I just can't get you to yes, can I?

11 A I don't know what's unclear about my answer.

12 Q All you have to do is say yes. That's all
13 right.

14 MS. CRUZ: He doesn't. He can answer how he
15 wants to. You don't have to be satisfied with his
16 answer. He's answered it.

17 BY MR. BUSEY:

18 Q I certainly understand where you're coming
19 from.

20 Do you know Aaron Zahn's prior relationship, if
21 any, with Driver McAfee?

22 A I believe they -- this is a guess. I -- I know
23 that there was a relationship. I think it was
24 lobbyists. I think he either had a firm or worked for a
25 firm and Driver was the -- was a lobbyist for him.

1 That's -- you asked me do I know. I don't
2 know. I believe what I just said is what I've heard,
3 but I don't know firsthand and I could have gotten
4 details wrong.

5 Q Do you know Aaron Zahn's relationship, if any,
6 with Lynn Rodi before he went on the board of JEA?

7 A Not aware of any.

8 Q What communications were there, to your
9 knowledge, between the administration and the city
10 council or individual members of the city council
11 regarding Aaron Zahn's appointment prior to the vote on
12 this appointment?

13 A Well, the appointment process involves, as this
14 gets filed, the appointment moves forward, the
15 appointment goes to the rules committee. So a smaller
16 subset of counsel is generally briefed with -- usually
17 by OGC, initially as the bill goes to them. And then we
18 invite any follow-up questions or any concerns prior to
19 the public meeting. Then there's -- so there's meetings
20 and discussions there.

21 And then at the actual rules committee meeting,
22 there's a consideration of the appointee and the
23 appointee goes to the Dias and can answer questions. A
24 then once that's done, if it's unanimous at a rules
25 committee, then the -- the appointee goes on a consent

1 agenda at the next city council meeting. And,
2 occasionally, but more rare than not, the entire
3 appointee can set the agenda that's passed, but -- so
4 that's a typical process.

5 So I think that would have been typical. And I
6 think at the time, it was still Ali Korman Shelton was
7 the director of intergovernmental affairs so she would
8 have had the most direct interaction with council
9 members about the appointee.

10 Q Do you recall any conversations between any
11 single council member and the administration regarding
12 Aaron Zahn prior to the vote on this?

13 A I don't recollect the details, but I'm sure
14 there were many. I'm sure there were conversations.

15 Q Apart from details, do you recall anything in
16 general?

17 A No. I -- I remember the sense that it was a
18 very efficient appointment because it ultimately -- my
19 recollection is a 19-0 unanimous consideration, both
20 rules and full committee or full council.

21 Q Not -- not controversial?

22 A Yeah. That's a good way to say it.

23 MS. CRUZ: Can we take a bathroom break?

24 MR. BUSEY: Sure. No problem.

25 (Lunch recess taken.)

1 BY MR. BUSEY:

2 Q I'm going to show you this document that you've
3 handed back to me because I'm going to ask you some
4 questions.

5 A Go ahead.

6 Q So I can see what I'm looking at.

7 A I presume it's the meeting after the February
8 14th; did I read it right?

9 Q So it was a workshop, it wasn't a meeting as
10 such, but it was the first meeting at which Aaron Zahn
11 was present at a board meeting.

12 A Okay.

13 Q And the call to order in the first paragraph --
14 this is the JEA Board Workshop Minutes, dated March
15 20th, 2018. In the first paragraph, it says, call to
16 order. Board Chair Howard called the workshop to order
17 at 1:25 p.m. Chair Howard stated this is the first time
18 the board has convened to discuss the matter of the
19 potential sale of JEA.

20 Were you aware there was a workshop to discuss
21 the sale of JEA in March of 2018, the workshop of the
22 JEA board?

23 A I mean, been aware of it through public notice,
24 but until that -- seeing that document, I wouldn't have
25 recollected it to me.

1 Q And this was Aaron Zahn's first meeting that he
2 ever attended as a member of the JEA board and it was a
3 workshop about the future of JEA and the sale of JEA.
4 And Aaron Zahn, in the minutes of this, and then there's
5 a video and a transcript of this meeting, which he spoke
6 up pretty aggressively for a guy in his first meeting,
7 suggesting that JEA was on the wrong track and needed to
8 turn it around. And sort of got in Paul's face.

9 Are you aware -- does this ring a bell at all
10 that you've heard about this?

11 A No, I didn't make a habit of watching
12 workshops in realtime or -- I don't even recollect
13 reading minutes of the --

14 Q Well, your -- your answer, to be more precise
15 to my question, I wanted -- generally speaking, are you
16 aware that Aaron Zahn came into the office, guns
17 blazing, about the need to change course for JEA?

18 A Guns blazing, I don't know. If -- if you're
19 saying -- do you want to reframe it? That's, like, guns
20 blazing, I don't know what -- how to characterize it.

21 Q It's a colorful phrase.

22 A It's -- it's one of many meetings -- meanings.

23 Q They had an agenda towards the -- changing the
24 direction of JEA and privatizing?

25 A Presuming that's his agenda, I don't know that

1 he took office with that mindset or came to the
2 appointment process with that mindset, but he's -- he
3 was a business person, so it's not surprising that a
4 Republican business person would -- actually, I presume
5 he's Republican, I don't know his party affiliation,
6 but -- but young business guy, aggressive, I don't know,
7 doesn't surprise me. People say I'm aggressive.

8 Q No.

9 Again, that wasn't my question. My question
10 was: Were you aware of the fact that he had what
11 appeared to be an agenda towards the privatization of
12 JEA at the time he took office?

13 A I don't -- I don't believe I was aware of it
14 because I don't know -- my interaction at then the
15 appointment process, which was not about privatization,
16 it was about his qualifications. So I don't know if I
17 was aware -- if I was aware of the way you're asking.

18 THE REPORTER: I'm sorry?

19 A The way you're asking, that I was aware of the
20 way you're asking.

21 Q Well, let's just pick up on what you said.
22 You're aware of his qualifications?

23 A Yeah.

24 Q Are you aware that he didn't have any
25 background in public utilities?

1 A I'm aware that a lot of appointees to the board
2 predated my boss and elsewhere don't have that
3 experience. But as I recollect, he had experience in
4 some water industry, he also had experience in finance
5 and we tend to try to make a wholistic board
6 composition.

7 Have an attorney, if you can, you'll have a
8 business leader, you'll have a person from this part of
9 town or that part of town, you'll have people familiar
10 with sort of community activism, then you'll have people
11 that are more -- different sets of experiences. So --
12 so I'm not aware of many that had public utility
13 experience before being appointed to the board.

14 I think the current board membership, Bobby
15 Stein, before he went to JEA, years ago, I don't know
16 that he had public utility experience. I don't know
17 that -- that Hirosh, how do you -- the guy who runs the
18 Community First Bank and was appointed by Alvin Brown,
19 I'm not aware of his utility experience because I don't
20 think it's uncommon for board appointees to the JEA to
21 not have, as you say, public utility experience.

22 Q Were you mindful, when you were ushering the
23 appointment of Aaron Zahn to the JEA board, that he had
24 a background in merger and acquisition transactions?

25 A Business and finance. I don't know that

1 mergers and acquisitions was seen as a -- as a lane, but
2 business -- business and finance experience, sure.

3 Q But you don't recall, sitting here, any -- at
4 the time of this workshop in March of '18, Aaron Zahn
5 making a scene about the future of JEA?

6 A I don't recollect it. I -- but I would say, as
7 I said, I know I'm going to be a -- a forceful guy,
8 who -- it doesn't surprise me that you said the minutes
9 reflect, you know, and -- and not sitting back bench for
10 his first meeting, but getting involved, I think that's
11 the style of people.

12 Q That was --

13 (Brief interruption.)

14 THE WITNESS: I have to take a break.

15 (Recess taken.)

16 BY MR. BUSEY:

17 Q The workshop to which I just referred you to
18 was March 20th of 2018. Two, three weeks later, on
19 April 6th, Paul McElroy resigned as the CEO of JEA. Are
20 you aware of that?

21 A Aware of the dates?

22 Q Generally speaking, yeah.

23 A I -- I'm aware that they had meetings, then I'm
24 aware that Paul McElroy resigned. If that's the time
25 line, I don't have the knowledge to repeat it.

1 Q What -- what awareness do you have of why Paul
2 McElroy resigned?

3 A I think there was a concern -- again, this is
4 supposing more than knowing. You know, Paul is the
5 chief architect of the Vogtle deal. He will not say it
6 that way. He'll tell you, I was under pressure because
7 of fuel costs. And -- and I don't think it was until
8 PFM's analysis that the full breadth and depth of the
9 potential economic -- negative economic impacts of
10 Vogtle were fully considered by most policy makers in
11 this City.

12 It was -- it had been done years earlier. The
13 press occasionally looked at it. There were
14 occasionally stories about the downsides of some of the
15 Vogtle components, but really in that same time frame is
16 when a real understanding of we could end up owing
17 billions of dollars and never get a single light bulb's
18 worth of electricity out of it, but that started to
19 really take hold both in the public and with board
20 members and others, but --

21 Q Well, you -- recognizing what you just said,
22 there was a material change of events during the
23 circumstances of the administration of the contract
24 after it was signed by JEA and MEAG?

25 A MEAG.

1 Q MEAG. And that is Westinghouse bankruptcy,
2 which hasn't been given back.

3 A Yeah, there's a -- not -- it's not just
4 Westinghouse. Southern Company, which is the
5 predominant private source behind it, has had calamitous
6 financials now for years. Nuclear policy was
7 changing and ebbing and flowing. Westinghouse crashed.
8 I mean, it's not just Westinghouse. There's a number --
9 the subsequent people that came in after Westinghouse
10 ultimately had a -- had a systemic failure. There's all
11 kinds of labor issues.

12 Q The Westinghouse crash, the people that came
13 after was what we saw as the uncapped liability for the
14 JEA and that wasn't there at the beginning of the
15 contract.

16 A Well, it -- it was there in the contract, but
17 it -- the possibility was in the contract, but nobody
18 thought the possibility was real until Westinghouse
19 pulled it. I think that's -- I'll agree with that.

20 Q Get me off track. I was asking you if you're
21 familiar with why Paul stepped down.

22 A That's -- that was my answer. That I believe
23 it was in the time frame of really understanding a
24 dramatic systemic -- not systemic, but just substantial
25 concern related to Vogtle liability and ultimately what

1 it could do.

2 Q So if somebody else consented to you, it was
3 because that Paul believed in public ownership of JEA
4 and that he sensed that that's not where the board and
5 Aaron was going and, therefore, he didn't want to fight
6 that battle?

7 A That would be false because Paul McElroy, if
8 he's truthful, will tell that -- that what he learned
9 after the fact, was that he -- when he was CEO and met
10 with prospective, privatizing entities, he -- he -- I
11 mean, he certainly was not unaware that there were
12 potential suitors and there might be, you know,
13 potential outcomes, if undertaken.

14 I don't think he -- I'm not aware of any -- of
15 any resistance or any planting of a flag that he did in
16 other -- in other elements of the conversation. So I
17 would -- I would refute that. I would say that doesn't
18 make any sense.

19 Q You would refute what?

20 A What you just asked me.

21 Q That Paul was in favor of public ownership of
22 the JEA?

23 A Your claim -- we could do a read back. What I
24 heard you say is it would -- I would disagree if
25 somebody had said he was -- he was made to resign

1 because he was against privatization. Is that a fair
2 recount of the question?

3 Q Well, it's close to the semantics of the
4 verbiage we're talking about. But the picture that I
5 have in my mind is that Paul was in favor of the public
6 ownership of the JEA and he saw that the board and Aaron
7 Zahn were going in two different directions.

8 A I don't know that the first part of what you
9 just said is true and I don't believe the second part is
10 true. I don't believe that's what the decision -- the
11 decision was built on.

12 I told you I believe the decision was built on
13 a deeper understanding of the negative impacts to the
14 balance sheet tied to Vogtle and a few other decisions.
15 And -- and I'm not sure that he -- he had been a vocal
16 opponent of privatization at any point in his tenure
17 with JEA. I mean, he certainly would be today because
18 he works for a board that made that clear.

19 Q Are you -- listening to what you just said,
20 are you aware that Paul McElroy had meetings with
21 prospective buyers?

22 A My understanding, not firsthand knowledge,
23 after the subsequent, I believe, it was either to Mike
24 Weinstein or Sam Mousa, at some point discussions
25 about -- there was a mom- -- there was a point where

1 during transition, a company out of Texas, Exelon or
2 Exelon or something, was -- engaged a local law firm,
3 I don't remember which one and ended up wanting to
4 present information that came through Bill Gulliford,
5 who was a councilman, and to what would be the
6 transition team.

7 And it was about the potential privatization.
8 Again, meetings about airports and parking garages and
9 JEA. And there's road privatizations. There's always
10 people talking privatization.

11 So the -- that led to a conversation that was
12 recounted either by one, Sam Mousa, well after the fact,
13 of this stuff that back then McElroy said, yeah, I know
14 Exelon. They're interested. I talked to FPL all the
15 time, you know. There was -- he, as the CEO of a public
16 utility that has a lot of asset value, apparently had
17 spoken to -- to people interested in privatization.

18 Q Do you know Eric Silagy?

19 A I do know Eric Silagy.

20 Q Silagy?

21 A Yeah.

22 Q How do you know him?

23 A So, obviously, FPL's a large player in Florida
24 politics, most of the big utility companies are. The
25 Sugar Company is driving it all.

1 So as donors, they end up in events, you know,
2 you meet people at political events along the way. So I
3 don't know when I met him first, but it's been years.
4 But he is the -- I believe the CEO of FPL, which is a
5 subsidiary of NextEra.

6 Q Have you ever talked to Eric about Eric's -- or
7 about FPL's acquisition of JEA?

8 A I'm sure I have in general terms, but, you
9 know, not in any level of specificity and not during any
10 times of procurement most certainly.

11 Q Where are FPL's headquarters?

12 A I want to say Vero, either -- South Florida,
13 Palm Beach County, Jupiter.

14 Q Have you ever been there?

15 A Yeah, multiple times.

16 Q What for?

17 A Picking up donation checks, engaging in
18 political activity, to -- to meet-and-greets for
19 political figures, tours, they -- they installed -- I
20 think they were the first employers in the state. I
21 think it happened when Rick Scott was governor, at some
22 point around then, to install electrical vehicle
23 plug-ins that are solar, that are solar operated, so.

24 Q Have you ever been to FPL headquarters with
25 Mayor Curry?

1 A No.

2 Q Have you ever had dinner with Eric Silagy in
3 South Florida?

4 A I doubt in South Florida. Probably in
5 Tallahassee.

6 Q But not in South Florida?

7 A No.

8 Q You've never taken a trip to FPL headquarters
9 to visit with Eric with the Mayor?

10 A No.

11 Q And when you tell me the first time you
12 remember talking to Eric about the possible FPL
13 acquisition of JEA, FPL or --

14 A Acquisitions -- if I agreed to acquisition, I
15 should have better defined that. The future of JEA has
16 been a topic of conversation, to include that prior to
17 coming in to City government, FPL was doing large scale
18 solar work in the North Florida quarter.

19 And they were doing it with a Chinese company
20 called Jaco. So Jaco Solar was relocating to somewhere
21 at a U.S. operation, they chose Jacksonville. They
22 built out at Cecil Field.

23 And about the time I was in -- coming in, they
24 were ready to go online. And Jaco was having issues
25 with visas with the Chinese supervisors. So -- so

1 sitting -- you know, the solar, future power, JEA, as a
2 public utility, but the acquisition of JEA, I'm not even
3 sure I've had a conversation about the acquisition of
4 JEA. It's certainly about the future of JEA and -- and
5 public versus private power.

6 Q Well, anybody that knows anything about power
7 knows that FPL and NextEra is a logical acquire of JEA
8 if they were going to be sold?

9 A One of the many logical.

10 Q Perhaps the most logical?

11 A I don't know how you define that. To me, if
12 you're an operator in Florida, you're probably on keel.
13 So Teco or Amera, companies that do operation in
14 Florida, would make sense.

15 And then even if you're not in Florida, but
16 you're in the Southeast United States and have any
17 familiarity with the regulatory environment in the
18 southeast, the Southeast U.S.

19 Q Have you ever heard the phrase that JEA's
20 operating territory is the hole and FPL's the doughnut?

21 A No. However, I've never heard it. That
22 presumes you don't like holes in the doughnuts. How
23 else do you eat a doughnut because of the hole in it?

24 Q I'm showing you a copy of the JEA board meeting
25 of April 17th, 2018.

1 A Okay.

2 Q This is the board meeting of which Aaron Zahn
3 was selected as the interim CEO, after Melissa Dykes had
4 had that position for a week.

5 What familiarity do you have with Aaron Zahn's
6 selection as the interim CEO?

7 A That it happened and that it was approved at a
8 board meeting.

9 Q Did -- at the -- prior to the vote by the
10 board, upon his selection as -- Aaron's selection as
11 the interim CEO, did you talk with anybody about that?

12 A Yeah, I'm sure I did. I'm sure I -- like, just
13 Aaron alone, I know would have communicated his interest
14 and I don't know if I recounted it or he had it in --
15 already in his head, but the idea of going from the
16 board seat to a leadership role would have been, at that
17 point, something we would have not -- not liked and been
18 supportive of. So that led to him resigning so that he
19 could talk to the board members about his -- his thought
20 that he could lead the organization.

21 Q Well, did the Mayor's -- did you or the Mayor
22 or the Mayor's office have any position or interest in
23 his appointment as an interim CEO?

24 A Well, there's always an interest in who is
25 going to lead an independent authority and the

1 circumstances under. And I think there was a sense
2 that, you know, Aaron was willing to do it and
3 interested in putting his -- his case before the board
4 and -- and expressed that, so.

5 Q Was the Mayor supportive of his selection?

6 A If he were asked, I think he would have voiced
7 support, but -- but I don't recollect him having to
8 voice that or voicing it or -- or any specific
9 conversation I'm aware of.

10 Q Well, that's what I'm getting at. You're not
11 aware of any communication on behalf of the Mayor or the
12 Mayor's office with any board member regarding Aaron
13 Zahn's selections?

14 A No, I'm not saying that. You asked me
15 specifically about the Mayor. And I'll say --

16 Q Well, I -- then answer my latter question.

17 A Yeah. Again, I would have had conversations
18 with people and -- and would have voiced, like, young
19 guy, just joined the board, if you're -- you know, if he
20 makes the case to you, consider it, certainly. We had
21 just recently made him a board member. Obviously, we
22 had a sense of -- of -- of support or a sense of thought
23 that he could -- he could be a value to the future of
24 JEA.

25 And I don't recollect thinking, prior to his

1 discussing a desire for it, thinking that was even a
2 possibility, but once the desire was expressed and he
3 expressed willingness to leave the board so that he
4 could make the case formally to his former board of
5 colleagues, we -- we certainly didn't waste opposition
6 in that.

7 Q Well, you said earlier you didn't think you
8 needed to have utility experience to be a good board
9 member for JEA. Do you think you needed utility
10 experience to be a good CEO of JEA?

11 A It doesn't matter what I think because,
12 ultimately, that's the decision of the JEA board.

13 Q Well, you -- it does matter what you think.
14 You said that you and your office has an interest in who
15 runs the independent utilities --

16 A There's an interest, but --

17 Q -- or independent authorities?

18 A -- the -- the interest -- the charter doesn't
19 allow me to express that interest through a vote of
20 support or opposition of anybody becoming CEO. The
21 choice of the CEO is the decision of the board.

22 Q The charter doesn't prohibit you from
23 expressing an opinion?

24 A And I've just said that -- that, in a general
25 sense, we had just thought he was qualified for the

1 board and he expressed an interest. We didn't dissuade
2 him -- I'll say I didn't dissuade him from -- from
3 pursuing making a case. He, obviously, made the case
4 because the board selected him.

5 Q Did you think he was qualified to be CEO of the
6 utility?

7 A It doesn't matter what I think. I'm not a
8 board member of JEA.

9 Q I'm just asking you.

10 A It's irrelevant.

11 Q All right.

12 A I'm not a policy maker. I'm not an elective
13 official.

14 Q I'm going to -- I'm going to overrule your
15 objection on relevancy. Now, will you answer my
16 question?

17 A No.

18 Q You refuse to answer my question?

19 A I'm -- I'm answering your question that I don't
20 believe my personal opinion of anyone matters in -- when
21 there's a clear decision matrix that doesn't involve me.
22 I'm an administrative staff person to an elected
23 official. And the -- the subsequent -- the subsequent
24 choice was made by the board. So what I think and
25 thought is irrelevant because it's the decision of the

1 board.

2 Q Well, you just told me that the Mayor's office
3 has an obvious interest who was running the independent
4 authority, that makes a lot of sense to me.

5 A Yeah.

6 Q Okay. Well, now we're talking about this
7 independent authority. We're talking about who's going
8 to run it on an interim basis.

9 My question to you is: Do you think that Aaron
10 Zahn's qualified to run one of the United States largest
11 utilities?

12 A My personal opinion doesn't matter. It
13 doesn't -- it simply doesn't matter.

14 Q You're not going to tell me your personal
15 opinion?

16 A I don't -- I don't -- why should I? Why would
17 I? It doesn't make -- it doesn't make a hill of beans.

18 Q Because I've asked you to do it.

19 A Well, I'm -- I'm under oath so I'm answering
20 honestly --

21 Q But you're not going to do it?

22 A -- but your request of me and my personal
23 opinion is not relevant to the conversation in my
24 opinion. What I'm telling you is, ultimately, I didn't
25 have a vote. The board of directors had a vote. And --

1 and you've asked in a general sense about support,
2 obviously, we would support him, we made him a board
3 member and did not dissuade him when he said, I'm going
4 to leave the board to -- to make this case. But
5 ultimately who -- who decides he's qualified? The
6 board of directors. The charter and the bylaws of the
7 JEA say that. Since I don't have a vote, what's the
8 difference?

9 Q And you're suggesting the Mayor's office hasn't
10 exercised any influence at all in those sort of
11 decisions?

12 A Be better defined influence. Like, do we have
13 conversations with board members about, hey, this thing,
14 this opinion, that? Of course. Do we tell a board
15 member you must do or not do something? Absolutely
16 not.

17 Q Okay. Good enough.

18 A Okay.

19 Q So did you have conversations with the board
20 members about what you thought about Aaron Zahn becoming
21 interim CEO?

22 A If -- if I did, the specific recollection isn't
23 there, but I would have said, if you were -- if we were
24 recounting the conversation today, to the best of what I
25 would have done conceptually, it would have been, he's

1 making -- he's left the board so that he can interview
2 with you and make the case for the job. Give him --
3 give him the opportunity to make the case.

4 Q Okay. But you're still not going to tell me
5 whether or not you thought he was qualified?

6 A Because it doesn't matter. I'm not a board of
7 director at the JEA so I have no vote.

8 Q Do you think the Mayor thought he was
9 qualified to be interim CEO?

10 A The Mayor said, when asked by the press, it's a
11 matter of record, that he had confidence in Aaron Zahn
12 and the board chair. And the board made their decision
13 so he had confidence that -- that the board was making
14 an adequate choice and that Aaron had -- had the
15 opportunity to make the case and made it.

16 Q You said had con- -- the Mayor had confidence
17 in Aaron Zahn, what basis did the Mayor have to have
18 confidence in Aaron Zahn?

19 A The process by which he was -- the Mayor's name
20 is on the appointment. The Mayor ultimately makes the
21 appointment. The appointment was --

22 Q To the board?

23 A No, the appointment as a board member to the
24 city council. The city council unanimously -- according
25 to debriefs with council members, at some point Garrett

1 Dennis said he should be CEO. He was being interviewed
2 by a board -- a board seat.

3 So Aaron Zahn made -- made a case and made an
4 impression of the city council that led to their
5 unanimous selection. He presented himself as a
6 candidate for CEO to the board. They made the
7 selection.

8 So the Mayor has confidence that when he
9 appoints somebody, gets unanimous consent out of the
10 council and then that person makes a case for a
11 different pathway to the board and the board's making
12 that choice, he would express confidence in those
13 mechanisms to have done their -- what they're
14 responsible to do.

15 Q Recognizing that you just said that the Mayor
16 has confidence in the processes that lead to that
17 selection, my question is different -- the next question
18 is different.

19 Did the Mayor have any personal knowledge about
20 whether or not Aaron Zahn was qualified to be CEO of
21 JEA?

22 A I can't answer for the Mayor.

23 Q You don't know the answer to that question?

24 A I -- you've asked what the Mayor knows and
25 doesn't know. I think it's more appropriate to ask the

1 Mayor.

2 Q I'm asking you. And either you know or you
3 don't know. Are you telling me you don't know what the
4 Mayor thinks?

5 A I don't recollect, like -- frame the question
6 again. Like, did I -- did I -- do I know that --

7 Q Whether or not --

8 A -- the Mayor believed something to be a fact?

9 Q Whether Aaron Zahn was qualified to be CEO of
10 JEA.

11 A I don't know the answer to that. I -- but I
12 will -- I could say it again for the record. I know
13 that he had confidence in the board process and that if
14 the board made that decision, they did it with all the
15 information and in an appropriate way.

16 Q Are you aware of any communication at all
17 between the administration and the Jaguar organization
18 about how -- how Kelly Flanagan should vote on these
19 issues?

20 A I'm not aware of that.

21 Q If you look on the third page, the minutes of
22 the April 17th board meeting. At the bottom, when it's
23 talking about the process for Mr. Zahn's selection.
24 There's a -- next to the last sentence on the page,
25 Mr. Zahn provided a handout of Transition Management,

1 Overview of Processing Outcome.

2 Have you seen that document?

3 A If I have, I don't recollect it. If you have a
4 copy, I'll look.

5 Q All right. You don't recollect there being
6 such a document?

7 A I -- I can't speak to whether it exists or not.
8 If it's in the minutes, it probably exists, but if
9 you're saying have I seen it, I don't have a
10 recollection or memory of ever seeing it.

11 Q Let me show you the minutes, JEA board minutes
12 of May 15th, 2018.

13 A Okay.

14 Q On page 2, it says, Reorganization transition
15 steps. Mr. -- paragraph A, Mr. Zahn stated that
16 customers, employees and shareholders are JEA's top
17 priority. Mr. Zahn noted that he has worked with
18 Mayor Curry, city council members and JEA senior
19 leadership team and has completed a reorganization.

20 Do you know what that's referring to when he
21 said Mr. Zahn's worked for Mayor Curry?

22 A Well, he says Mayor Curry, city council members
23 and the SLT, so.

24 Q I'm referring to the Mayor Curry part of it.
25 Do you know what Mr. Zahn's done to work with

1 Mayor Curry in that regard?

2 A It could have been -- I mean, I'm speculating.
3 I wouldn't be --

4 Q You wouldn't know?

5 A I wouldn't know exactly what he was referring
6 to, but -- to answer would be speculating.

7 Q And on page 5 of those minutes, at the top,
8 just above section D, there's a paragraph that says,
9 Board members held discussion regarding privatization.
10 On a motion by Vice Chair Cumber and seconded by
11 Secretary Newbill, the board unanimously approved,
12 absent a future board action, this says, any activities
13 tied to privatization effort would be put on hold.

14 Were you aware that the board took that action
15 in May of 2018?

16 A Not specifically aware of it, but that's the
17 board's purview was to set the direction of the
18 leadership team, the -- the organization.

19 Q I understand. My purpose here is to find out
20 what you know and what you don't know.

21 A I -- again, it's the conflation of what I know
22 as first person at the time this is a public record or a
23 media report and any subsequent time. I'm aware,
24 obviously, minutes exist. But was I aware that day?
25 No.

1 Q Are you aware of the quantum of bills that have
2 been presented to JEA by JP Morgan and Morgan Stanley?

3 A Only inasmuch as there's substantial financial
4 invoices from a variety of consultants and attorneys.

5 Q And McKinsey and Pillsbury?

6 A Again, I -- there's a con--- I know there are
7 many consultants in many different fields of business
8 and law that have substantial financial inquiry -- or
9 influences to JEA. And I know that through
10 conversations with OGC.

11 Q And so far in our conversation today, you've
12 seen how the City put out an RFP in December of '17 and
13 there were four substantial banks that applied and were
14 approved pursuant to that by February of '18 and how
15 they're -- got in -- quickly into the sale of JEA,
16 Morgan Stanley documents, I've showed you that, in
17 February of '18. And.

18 Now we have a board that -- and then we saw the
19 controversy with the workshop in March and Paul's
20 resignation and Aaron's ascension to the interim
21 director, interim CEO.

22 And now here in May, moving forward, we're
23 saying, stop, we're not going to do this anymore. We're
24 not going to have a privatization process.

25 Are you aware generally that that all happened

1 in 2018?

2 A Yeah. Generally, that those sets of -- things
3 happened, absolutely.

4 Q And could it --

5 A Again, a conflation of some of those things, I
6 would argue, you have very good evidence and record
7 testimony and other public records that some of the
8 things you're attributing to, quote/unquote, JEA
9 privatization are not attributable to simply JEA
10 privatization, but an entire need for outside assistance
11 on a number of topics that don't exclude JEA, but don't
12 exclusively deal with JEA. But, yeah, those sets of
13 facts are -- are laid out.

14 Q Okay. And I recognize what you just said, that
15 there are other testimony and other opinions
16 elsewhere --

17 A Yeah.

18 Q -- but we also have the major investment
19 bankers who were hired within months of that FPL,
20 incurring a lot of expense. And now we're -- the
21 board's telling them to stop in May.

22 Are you -- my question to you: Are you aware
23 that the board of JEA put the brake on privatization in
24 May of 2018?

25 A I am absolutely aware of it today. I was

1 absolutely aware of it at some point prior to today.
2 How quickly after this meeting, I couldn't begin to --
3 to tell you.

4 Q And did that -- when you -- whenever it was
5 that you learned of it, did that come as a surprise to
6 you or what was your reaction to it?

7 A It would be the same reaction to any element of
8 JEA, which is the board has -- has discussed with its
9 senior leadership team a policy and that's what the
10 board is supposed to do.

11 Q So you didn't care one way or the other?

12 A Not personally, no.

13 Q Hadn't you and Tim and the Mayor talked for
14 some period of months about the possibility of could we
15 realize the sale of JEA?

16 A When it was -- when it was prospective, of
17 course, about the possibilities. Tim -- let me refrain
18 from -- from speculating about Tim. And I'm not going
19 to go into specific conversations, but as I've said and
20 as a matter of public record, Petway's exiting
21 statement, I said on the record, and I believe to be
22 true, is not at all inconsistent with a perspective that
23 the Mayor has about privatization in general and -- and
24 what the role of exploring privatization is for, which
25 is to ensure the taxpayers, the rate payers and the

1 people who are served by government are getting the
2 best possible outcome in the most efficient cost savings
3 way.

4 So were there discussions about ideology?
5 Sure. Were there discussions about based on when the
6 PFM report says numbers, and you think of numbers, are
7 there discussions? The Mayor has consistently said,
8 employees have to be treated right and their promises
9 need to be kept. The taxpayers and rate payers need
10 their investment to -- to be respected and move forward.
11 And if there's an outcome of financial gain by the City,
12 the use of that funding needs to be made responsibly and
13 in a way that transforms and -- and in a massive way the
14 future of the City.

15 So, of course, discussions led to the
16 understanding of that ideological framework. If you're
17 asking -- I don't know -- that's my answer.

18 Q Accepting everything you just said --

19 A Sure.

20 Q -- let me go back to my question.

21 Hadn't you and the Mayor and Tim talked for
22 months by mid '18 about the possibility to be realized
23 from the sale of JEA?

24 A Hadn't we talked for months about proceeds?

25 No. We had talked about the ideological framework. And

1 by the way, it started -- the very first time the
2 administration had any -- any outreach on privatization,
3 it started during transition. And that's not just to
4 JEA. And this City has private -- previously explored
5 it in '07, in '12. So this -- this is not some anomaly
6 by which the Curry administration is contemplating
7 something. This is something that has consistently
8 happened across multiple administrations for many, many
9 years --

10 Q So let's --

11 A -- including this administration.

12 Q I -- I understand that.

13 A Okay.

14 Q Since the beginning of consolidation.

15 A But that leads to conversations. You have a --
16 in your question, a level of specificity and implication
17 that I'm not comfortable with, which is Tim and the
18 Mayor and I having some kind of ongoing conversations
19 about very specific points. And it's -- it's not my
20 experience or fact. So the supposition in your question
21 is what bothers me.

22 Q I understand it bothers you.

23 And I also acknowledge that discussions of the
24 sale of JEA and that the City assets have gone on for
25 years and years and years, but we knew about it. But

1 I'm interested in what happened during the Curry
2 administration.

3 A But to be clear, the charge of the committee
4 for which you're employed doesn't speak just to the
5 time -- this time frame, if I recollect. I -- I don't
6 have it in front of me, but --

7 Q My understanding is that it does.

8 A Okay.

9 Q It's basically since 2015 is the -- is the
10 time.

11 A Well, doesn't that imply -- then if you had
12 restricted simply to the most recent conversation and
13 ignored previous ones, doesn't that imply something -- a
14 differential, rather than an ongoing contemplation of a
15 community and its asset?

16 Q It -- it doesn't imply it. It questions it.
17 And we're -- we've been asked to look into it and see --
18 see what's there. That's all. And that's what we're
19 doing.

20 So back -- back to my question about the JEA
21 board putting the hold on any privatization efforts in
22 May of 2018. And I asked you if you were aware of that
23 and you said you don't recall being aware of it at the
24 time, you became aware of it at some point in time
25 before today.

1 A That's fair.

2 Q Okay. And I asked you what your reaction was
3 once you became aware of it and you said you didn't
4 really have any significant reaction, that was up to the
5 board.

6 A I don't know that I recall having known or a
7 reaction. It's just simply, I have no recollection of
8 any kind of reaction. If I had this proposal, my
9 reaction would be this is an appropriate action. The
10 board is meeting, discussing and setting a policy
11 framework together with its team leadership team, which
12 is what I think the expectation is for a board to
13 accomplish.

14 Q Subsequent to this board meeting in May 15th,
15 2018, did the Mayor do anything at all in your knowledge
16 to advance the process of privatization of JEA?

17 A That's a lot of compounds in there. Did --

18 MR. BUSEY: Do you want her to read it?

19 THE WITNESS: Yeah. I need her to read it back.

20 (The following question was read by the
21 reporter: "Question: Subsequent to this board
22 meeting in May 15th, 2018, did the Mayor do
23 anything at all in your knowledge to advance
24 the process of privatization of JEA?")

25 A So advance the process is what I'm having a

1 problem with. Obviously, he called the meeting. Is the
2 PFM meeting -- what is the date? So the PFM meeting
3 would have been February before this. He, obviously,
4 called the meeting so that PFM and the board -- the work
5 that the SLT had commissioned could be discussed
6 publicly. If you consider that the advancement of
7 privatization by trying to present information to the
8 public for them to hear and to start a policy dialog, if
9 that's advancement, then yes to advancement, but I don't
10 know that.

11 Q That was before May. February is before May.

12 A Isn't that what he said?

13 MS. CRUZ: Subsequent.

14 A Oh, subsequent. Not necessarily, not that I'm
15 aware of.

16 Q Okay.

17 A Pretty sure not that I can remember. I'd be
18 guessing.

19 Q That's always a safe answer.

20 MR. BUSEY: Y'all want to take a break.

21 (Recess taken.)

22 BY MR. BUSEY:

23 Q I'm showing you a document, which is a contract
24 between the JEA and McKinsey & Company, consulting firm
25 in Washington, D.C., dated 28 September 2018, regarding

1 an ITN for JEA.

2 And in the first whereas clause, it says,
3 Whereas, pursuant to the JEA procurement code, JEA is
4 authorized to procure goods and services via an
5 invitation to negotiate the ITN solicitation process.
6 And whereas, JEA invited vendors to participate in the
7 ITN process and those vendors that were qualified were
8 asked to submit the best and final offers for strategic
9 planning and implementation consulting services.

10 Have you seen this document before?

11 A No.

12 Q You're wholly unaware of its existence?

13 A I would have -- yes, I've never seen this
14 document. It would -- I would have, prior to seeing
15 this document, assumed there was some document that
16 engaged McKinsey because McKinsey has been reported as
17 one of the consultants in this process.

18 Q How do you reconcile the JEA board telling the
19 senior leadership team not to do anything further with
20 privatization with JEA in May and then in September
21 executing this multimillion dollar contract with
22 McKinsey regarding the sale of JEA?

23 A A, not my job to reconcile it. B, I would -- I
24 would ask was there not any subsequent -- so if this is
25 May and this is September, is the board -- they have

1 multiple -- they have other board meetings. Is there
2 any transition between these two moments?

3 Q The board meeting which authorized JEA to go
4 forward with the privatization process was July 23,
5 2019.

6 A Okay.

7 MS. CRUZ: Did you say '19?

8 MR. BUSEY: '19.

9 BY MR. BUSEY:

10 Q That was the infamous July 23 board meeting.

11 A It's all a blur at this point. But okay. I
12 don't know.

13 Q So you don't know why apparently the JEA senior
14 staff was ignoring its board of directors about not
15 going forward with the privatization in 2018?

16 A No.

17 Q Okay.

18 A I didn't -- I would never recommend to anyone
19 to do or not do what the board says it doesn't say to
20 do.

21 Q Well, this -- this, I'm referring to the
22 McKinsey contract, September 18, was under the
23 leadership of Aaron Zahn. And so he's the one I'm
24 assuming -- assuming, disregarded the board instruction
25 and continued with its privatization effort with

1 McKinsey. And that's why I'm asking you, you
2 personally, in the Mayor's office administration, if you
3 have any awareness that Aaron Zahn was going forward
4 with pursuing privatization in the fall of '18 when they
5 had -- when the leadership had been directed to stop by
6 the board?

7 A Whatever awareness I have about this board
8 direction and the SLT is general level, no specific
9 recollection. And I would either ask Mr. Zahn his
10 relationship with the -- or the SLT members their
11 relationship with the board's directive or board members
12 about whether subsequently something changed or a
13 different idea.

14 Q Okay. I -- I think I got what you're telling
15 me.

16 You're telling me, A, at the time you were not
17 aware of this contract?

18 A To the best of my recollection, I have no
19 awareness of that. I've never seen it before and I have
20 no awareness of it.

21 Q And in 2018, subsequent to the board telling
22 senior leadership to stop, you're not aware that the
23 senior leadership team was continuing in spite of the
24 board's direction?

25 A If -- I don't even recollect being aware of the

1 board's direction. So being aware of what people did or
2 didn't do in -- in compliance or noncompliance of the
3 board's direction, I don't have that awareness.

4 Q So --

5 A I wouldn't have been in a position -- let me
6 put it this way. I don't believe I would have been in
7 a position of depth of knowledge to tell the senior --
8 anybody in the senior leadership team that I know or
9 don't know that they're following the board's
10 directive.

11 I would assume, because they are the leadership
12 team of a board-driven independent authority, that they
13 would be either working with or following the
14 recommendations of their board.

15 Q Okay. I hear you.

16 But my assumption would be to the contrary,
17 that the Mayor's office, on something as significant as
18 the privatization of JEA, which is a community
19 controversy from the beginning of '18 through -- through
20 '19, would have had some awareness, some conversation
21 with Aaron Zahn about what it was doing about selling --
22 he was doing about selling JEA. And you're telling me,
23 to your knowledge, no such awareness, no such
24 conversation, the Mayor's office was clueless about all
25 of this?

1 A What's all of this? If the McKinsey contract,
2 completely unaware of the McKinsey contract. Don't
3 recollect being aware in realtime of the board's
4 decision on this. Don't recollect --

5 MS. CRUZ: Be clear on this.

6 A This is the minutes that say that there was a
7 motion of the board to activities about privatization.
8 So --

9 Q I think you're referring to the May 15th board
10 meeting?

11 A Yes.

12 Q In which the board told the senior leadership
13 team to stop?

14 A According to these minutes that's --

15 Q That's what -- that's what she wanted you to be
16 clear about.

17 A So I'm not aware in realtime or that -- that
18 time frame being aware of that. I know that I've never
19 seen that contract and I don't recollect any
20 conversations that would have made me aware that the --
21 anyone on the SLT is doing or not doing what the board
22 has instructed. And I -- as for the rest of the
23 administration, I can't speak for them.

24 Q When you say the rest of the administration,
25 what do you mean?

1 A You're qualifying that -- that when I answer,
2 it's you or the Mayor or the administration. That's a
3 whole lot of people that I can't speak to their
4 awareness. I can speak to mine. So I'm not aware of
5 their awareness. So me speculating about it seems
6 contrary to fact-finding.

7 Q Well, I don't want you to speculate. I'm
8 trying to find out --

9 A So then speaking exclusively for myself, don't
10 recollect being aware of this realtime, did not know --
11 never seen that document. Only know of McKinsey's
12 activity based on news reports and public records,
13 which, by the way, I thought included McKinsey studying
14 the -- the strategic plan, the strategic future of -- of
15 the organization. So I -- you understand what I'm
16 saying?

17 Like, I don't -- I don't have -- I can't speak
18 to whether the SLT was doing or not doing what their
19 board directed because I don't have recollection of
20 awareness of everything -- either of these things.

21 Q All right. Accepting that, generally speaking,
22 in the fall of 2018, did you have any idea what was
23 going on about the sale of JEA?

24 A I don't know what was going on with the sale
25 of JEA. I know that JEA was trying to implement, as

1 had been widely publicized in board meetings and
2 elsewhere, that they were implementing a long-term
3 strategic analysis.

4 Q Let me show you a screen shot of a text message
5 from Michael Hightower to Aaron Zahn in January of 2019.
6 Are -- are you aware -- are you aware generally that
7 Michael Hightower and JEA parted ways in early '19?

8 A Generally aware of Michael Hightower being a
9 JEA employee, subsequently leaving that employment. And
10 I've subsequently seen this discussion reported when
11 either you presented it to the committee or Mike
12 presented it to the TU. At some point this has been
13 publicly reported.

14 Q Mike Hightower presented to the *Times-Union*,
15 that's what you just said?

16 A No, no, I just -- I don't know how it got to
17 the *Times-Union*, either through your process, reflecting
18 it. Look, there -- there was a question submitted to
19 the communication staff of the Mayor's office, one that
20 I answered through the comm's director relating to this
21 very sentence that's in the front of this text. So I'm
22 aware of this text. I'm aware of Mike Hightower's
23 employment and then nonemployment. And I think this was
24 the question.

25 Q Are you aware of why Mike Hightower ceased to

1 be employed by the JEA?

2 A Only what I've read, which is that -- that
3 Mr. Zahn made the decision as CEO about who was working
4 for him.

5 Q That is that he asked Mike to leave?

6 A He -- he's no longer there. He left -- I was
7 under the impression at the time that he put out a
8 statement about going to spend more time with his
9 family. If that's not correct, I don't know why
10 Mr. Hightower would have said such a statement.

11 Q Well, I -- I know what you're talking about.
12 But my question is: Do you have -- what's your
13 impression? Was it -- was this Zahn's move? Was it
14 Hightower's move? Or do you know?

15 A I would assume any CEO makes decisions about
16 his employees or works with his employees. So if it was
17 Mike's desire or Zahn's desire, you'd have to ask them,
18 but, obviously, I would assume, and it's an assumption,
19 that a CEO understands why somebody's leaving or when
20 they're leaving.

21 Q Okay. But you're -- you're -- you're talking
22 in generalities about CEOs and corporate rights that
23 they have really ignores the context of practical
24 reality of what we're dealing with here. You know who
25 Mike Hightower is.

1 A I do.

2 Q He's a pretty prominent fellow in the state of
3 Florida and in the republican circles in the state of
4 Florida.

5 A And a former democrat who changed feathers,
6 like a lot of people, back in the day.

7 Q Well, what I was suggesting is that Michael
8 Hightower was a person of some stature in this
9 community.

10 A Repute stature. I don't know. It's semantics.
11 He's definitely somebody that's known to run in
12 political circles.

13 Q And be fairly influential?

14 A If you say so.

15 Q You don't think so?

16 A Not in my circumstances. I worked for a
17 governor that knew him and I don't remember the governor
18 ever thinking, wow, Mike Hightower said I need to do
19 this, I better do it. I've known him to be a fundraiser
20 on behalf of his former employer, Florida Blue. And he
21 was finance director for a few days under Mr. Curry
22 because the governor insisted that he be terminated as
23 finance director because Governor -- well, then Governor
24 Rick Scott did not hold a high opinion of him and didn't
25 by the time he asked him to no longer be finance

1 director, just a week after becoming, I believe.

2 So he's a well-known politico and business guy,
3 I'll give you that.

4 Q And in his midst of his text message to Aaron,
5 he says, let's -- and this is in January of '19, let's
6 be honest, you stated that you are working the political
7 issues with Brian and Tim. Munz will now be working the
8 political issues with Brian and Tim. Munz will now be
9 assisting Curry and/or David in obtaining -- receiving
10 the more positive friendly press that you and the
11 fourth -- four need going forward.

12 Who's the Munz he's referring to here, do you
13 know?

14 A I presume it's Michael Munz of the Dalton
15 Agency.

16 Q And is it true that Aaron was working the
17 political issues with you and Tim?

18 A As I said, in the *Times-Union* on record, I
19 never worked political issues at this time frame. What
20 I would -- what could be -- again, this is Mike's
21 impression, presented it in text. I don't see an
22 agreement by Zahn that that's an accurate portrayal of
23 what Zahn said. So if I'm reacting to what a -- did you
24 say recently fired or recently resigned person? When
25 did Mr. Hightower leave?

1 Q January of '19.

2 A So there's -- obviously there's some issue with
3 Zahn and Hightower. And, yet, Hightower's presenting
4 his version of what Zahn said. Zahn's not agreeing with
5 it. But based on what I read when the press asked the
6 question, the only thing that would be constituted,
7 quote/unquote, political, but I don't agree that it's a
8 political issue, was Zahn's need to -- to develop
9 relationships with city council. That apart from his
10 appointment process and other things, that there was a
11 opportunity for Zahn.

12 So if -- if what is being referred to is was I
13 trying to help Zahn and other senior leadership and JEA
14 work more with city council, the answer would be yes
15 because I was still in my chief of staff role
16 intergovernmental. So my job was to help people that
17 were trying to build relationships with the council to
18 do that, including independent authority.

19 So if that's -- if that's what Mike Hightower
20 believed in January of '19 to be political or if -- if
21 we take at face value that he accurately portrayed
22 something Zahn presumably said, I don't know how to
23 react to a text that's hearsay, that's not agreed to by
24 the person who sent the text, that's analyzing what I do
25 and don't do and who I work with or don't work with.

1 Q Well, I don't know what's in Hightower's head,
2 but I'm just reading what he wrote and, obviously, he
3 had the impression that Zahn didn't need him anymore,
4 that Zahn was using you and Tim and Munz. Is there any
5 basis for that in your -- your awareness?

6 A As I read it, not in those terms, unless at --
7 Mike Hightower's job would have been to facilitate the
8 JEA or the senior leadership's team ability to work with
9 council and public policy. As the inter- -- as the guy
10 who runs the intergovernmental affairs office at the
11 time, it would have been -- I would have offered to Zahn
12 or Nat Ford or anybody, the opportunity to help them in
13 their interactions with city council on issues.

14 So it's not -- it's not -- if that's -- if
15 that's what Hightower claims to Zahn in texts
16 constitutes, quote/unquote, political business or
17 political issues, then maybe that's what he's talking
18 about, but guessing what Mike Hightower meant would be
19 better handled, I guess, by Mike Hightower.

20 Q I'm not -- I'm not asking you what he meant. I
21 was asking what you were doing at the time. What -- do
22 you have any idea why he would refer to you and Tim in
23 the same breath?

24 A Well, Tim is an advisor to the Mayor, I'm
25 working inside for the Mayor, that's why.

1 Q What is Tim's role as advisor to the Mayor?

2 A He handled political committee work. He
3 handled the campaign and reelection campaign. He
4 handled the pension reform. He handled the other
5 pension reform efforts. So -- so I would say two people
6 that were most responsible after Lenny Curry for him
7 becoming mayor, probably Tim Baker and myself, so.

8 Q When I asked you the question, I -- you said
9 that you -- Tim is working with the Mayor and then I
10 asked you to say what's he doing and you referred to
11 stuff he's done in the past for the Mayor. Is he doing
12 anything for the Mayor now?

13 A He's not now and I don't know that he was then.
14 But -- but it doesn't change the fact that they're
15 relationships of -- of, you know, you talk to people who
16 give you advice.

17 Are there people that don't work for you that
18 when you have something that you're thinking about and
19 you bounce the idea off?

20 Q What does Munz have to do with JEA?

21 A At the time I have no idea. I subsequently
22 learned Munz was doing public relations through Kerri
23 for JEA, but --

24 Q Well, that's a good --

25 A I heard it. I don't know. You'll have to ask

1 Mr. Baker.

2 THE REPORTER: Well, I didn't hear the
3 question, so.

4 THE WITNESS: The question was: Did I know
5 that Tim Baker -- if at the time of this text
6 message in January of '19, if Mr. Baker worked for
7 the Mayor in any form or capacity as a paid
8 consultant.

9 And I -- I don't believe so, but I don't know
10 the answer to say. You can ask the Mayor or
11 Mr. Baker or you could look at public records of --
12 of political organizations that the Mayor's
13 affiliated with and see if there's interactions.

14 BY MR. BUSEY:

15 Q I just showed you a -- the document on the
16 letterhead of the Dalton Agency.

17 A Yes, sir.

18 Q And it says, JEA, plus Dalton Agency on board
19 in March 8, 2019. And you just -- or I bring this up
20 because you mentioned Michael Munz working with JEA
21 through Kerri. Do you have -- were you aware that JEA
22 on board with the Dalton Agency in March of 2019?

23 A Again, I don't believe I was aware at the time,
24 but I -- it's the conflation of what's public and
25 what's -- what was firsthand knowledge at the time

1 versus what I've learned since.

2 So I've become aware -- I'm aware today. I
3 don't know if that awareness started when it happened.
4 I don't believe so, but I certainly have read news
5 accounts about Munz and Kerri and a variety of others.

6 Q Well, you know Michael Munz, don't you?

7 A Sure.

8 Q You're pretty good friends with him, aren't
9 you?

10 A I am. I -- I think of Michael and his partner,
11 husband, his friends are people I respect.

12 Q And how long have you that relationship with
13 Mike?

14 A We met in early 2014 related to politics in
15 Jacksonville, city politics. And I think we believe we
16 had met each other in earlier circumstances when he was
17 still kind of a political operative either for Delaney
18 or maybe even Audrey Moran in the previous campaign, but
19 my recollection is first meeting sometime in '14,
20 talking about Alvin Brown and the potential of a race
21 against Alvin Brown.

22 Q How often do you -- in the course of 2019 and
23 '20, how often would you say you talked to Mike,
24 generally speaking?

25 A Once -- average once every two weeks.

1 Q Okay. And were you, to be clear, aware or
2 unaware that JEA hired the Dalton Agency and Michael in
3 March of 2019?

4 A I -- as I said before, I don't -- I don't know
5 if my awareness was at the time of hiring. I don't
6 believe so, but I --

7 Q I --

8 A -- I don't know.

9 Q It's not something in the ordinary course that
10 you and Michael would discuss?

11 A No, because he has -- I mean, our discussions
12 would have been -- you know, quite frankly, most of our
13 discussions in '19 were related to my work as the
14 interim CEO of Downtown Investment Authority and his
15 partnership would be along about trying to develop the
16 former JEA parcel right over there.

17 Q That's another thing we'll talk about off the
18 record.

19 Were you aware that Michael Munz and Dalton
20 Agency scripted questions and answers for the July 23
21 JEA board meeting?

22 A Again, aware, but cannot tell you when the
23 awareness -- if it was firsthand, doubt it. And
24 subsequently aware and would argue that that's exactly
25 why, having been a PR consultant to -- to companies and

1 entities before, that's part of the reason you hire PR
2 consultants, to contemplate questions and answers in the
3 public realm. The question is, like, will this record
4 reflect that McElroy and the board that -- that
5 Mr. Curry subsequently removed all but one, were widely
6 known to not just script potential, talking points and
7 discussion points, but literally to the letter, script
8 board meetings to the point of having, okay, board
9 member X, you move it, board member Y, you second it and
10 then everybody vote.

11 So -- so JEA has a history of -- of
12 contemplating the public presentation of stuff that
13 predates the Mayor or -- or this board action.

14 Q Do you know if it's true for the July 23
15 meeting or are you just supposing it?

16 A No. You just told me was I aware of something.
17 I said my awareness is there, but I can't recollect when
18 the awareness would be. If it was in realtime, I don't
19 think so. But -- and then I was just pointing out that
20 it's irony to have concern over the scripts, scripting
21 or contemplating public discussion since the previous
22 administration of JEA had widely-known issues related to
23 scripting of board meetings.

24 Q I'm showing you excerpts of the document that's
25 entitled Morgan Stanley, JEA discussion materials.

1 A Is this a different document than the one we
2 looked at earlier?

3 Q It's a -- it's a subsequent.

4 A Okay.

5 Q It's different in time.

6 A Time.

7 Q This one, you'll see, its date on the cover is
8 July -- it's June 20th, 2019, which is five days before
9 the June 25 JEA board meeting.

10 A Sure.

11 Q And so at this point in time, the record would
12 reflect the senior leadership team of JEA was still
13 under the prescription of the board in May of '18 not to
14 pursue privatization, which it wasn't authorized to
15 pursue until July 23, 2019.

16 So, first of all, my question is: Have you
17 ever seen this document before?

18 A No.

19 Q I tell you, because it is an excerpt, it has 98
20 pages to it.

21 A This excerpt or the entirety does not look at
22 all familiar to me. I don't recollect ever seeing this
23 document.

24 Q And you'll see that the table of contents on
25 page 2 is a pretty -- considering this is 98 pages, a

1 pretty substantial document regarding, generally
2 speaking, the process of selling JEA, including section
3 7, which addresses potential buyers. And so at this
4 point in time, we have a very substantial work product
5 by the same people who responded to the December 2017
6 RFP, that is Morgan Stanley, would -- would -- who's now
7 done in 2018 and now in 2019 discussion materials about
8 the sale of JEA, all during a period of time, now, after
9 May of '18, in which the senior leadership team was told
10 by its board to stop discussing privatization.

11 Do you have any idea why Morgan Stanley was
12 doing the substantial work before any authority was
13 received by the board to go forward with privatization?

14 A No, you'd have to ask SLT. And I wouldn't --
15 but wouldn't the -- this is the question I don't know
16 the answer to. Wouldn't the -- you said this was
17 presented at a board meeting.

18 Q I said this was five days before the June 25
19 board meeting of JEA. So it was prepared before the
20 June board meeting and the June board meeting was before
21 the July board meeting.

22 And so the question is: Why is Morgan Stanley
23 talking about the sale of JEA when the senior leadership
24 team was told not to do this?

25 A I -- I don't know the answer. You'll have to

1 ask them. But if you're asking me to take a guess, I
2 would guess that -- again, I'm aware they were in the
3 process for, I think, over a year of a strategic and --
4 I don't know what they call it, but a pretty
5 comprehensive strategic analysis in-house. And if this
6 was part of it, so be it. I don't know.

7 Q Regardless -- regardless that the board told
8 them to stop?

9 A I -- what the board told them and their
10 reaction to it, you'll have to ask them. I'm not in
11 the -- in the process of -- of -- of knowing or telling
12 senior leaders of independent authorities that they do
13 or do not have their board's permission to do something.

14 If the board has made something crystal clear
15 to them, you'll have to ask them why they were doing
16 something.

17 Q Okay. I understand that. But right now, it's
18 just you and me and my purpose is to see what light you
19 can shed on this.

20 A I can shine zero light on this document, as
21 I've never seen it before to any recollection I have.
22 And I -- and as to why it was created or why this work
23 was happening, you would have to ask the SLT. I
24 speculate that it was related to what I understood a
25 big, year-long, comprehensive strategic analysis.

1 That's speculation based on no knowledge other than
2 cursory basic understanding of what has happened and
3 what was happening.

4 Q And you don't have any personal knowledge that
5 would permit you to reconcile the fact that the board
6 told the senior leadership team to stop pursuing
7 privatization and the senior leadership team instead was
8 doing the privatization? You can't -- you don't -- you
9 can't reconcile that based on a personal knowledge
10 either?

11 A Not that I'm aware of.

12 Q And you didn't talk to anybody about it, about
13 the fact that they were going forward despite the
14 board's direction to stop?

15 A That presumption would be that I was aware that
16 the board had said that. And I've already testified or
17 told you in this interview that I don't recollect having
18 any awareness that that was the board's position or any
19 reason to have that discussion with -- with anybody in
20 the leadership.

21 This work, why it was being done, I would
22 encourage you to ask them. And whether or not it
23 complied with their board's recommendations or -- or
24 edicts, again, I'd ask you to -- refer you to the board
25 or OGC or anybody else. I'm not aware of it. Don't

1 recollect conversations about it.

2 Q I see you don't keep nearly as close tabs on
3 what's going on in the City as I thought you did.

4 A Well, that's -- that's sarcastic.

5 Q It wasn't that. It was intended to be a little
6 humor.

7 A Well, it -- it questions my ability to do my
8 job and I'm not a big fan of that.

9 Q I'm showing you a document that has JP Morgan
10 and Morgan Stanley on it. And it says Project Freebird.
11 And it says, Organization materials, July 19. And I can
12 tell you, if you don't know this, that this -- these
13 materials, as you see on the next page, meeting agenda,
14 July 10 through July 12th of 2019.

15 And that's the agenda for the meeting and this
16 is the meeting at Club Continental. You've probably
17 heard of that.

18 A Again, I can tell you no knowledge of this
19 meeting at the time it happened. Only this knowledge
20 absolutely has only come from subsequent public records
21 or media discussions.

22 Q And if you look on page -- well, I don't see
23 the pages are numbered, but it's the third page in.

24 A Key process.

25 Q Right. Key process, deliverables time line.

1 And it says, The --

2 A It's very hard to read this, by the way. Even
3 without -- it's already bad without my glasses, but --

4 Q You want to use my mask?

5 MR. BLODGETT: This is actually the best
6 version of this document I have.

7 Q I'll just read what I want to talk to you
8 about. Deliverables in the next two weeks. And this is
9 the first week or two of July.

10 A Okay.

11 Q Draft invitation to negotiate ITN. And
12 description is build a consensus on approach and receive
13 signoff from the company, counsel and financial
14 advisors. Responsible parties are the company, Foley,
15 JP Morgan, Morgan Stanley and Pillsbury. And then --

16 A Is company in that JEA?

17 Q Yes.

18 A Okay.

19 Q And further down, there's the description of
20 a -- a deliverable is prepare a list of ITN related
21 info, DD tables, numbers --

22 A What number --

23 Q I don't know.

24 -- that need to be prepared, verified and
25 assigned responsibilities.

1 The next step, prepare script, talking points
2 for post board meeting individuals.

3 And then -- so this describes the process of an
4 ITN and deliverables and that kind of thing. So with
5 all of these consultants present in Orange Park,
6 lawyers, consultants -- oh, and Tim Baker was there. Do
7 you know why Tim would be at this meeting?

8 A No idea. First read about his being in a
9 meeting -- which your interest -- your surprise seemed
10 feigned, by the way -- since it's been reported and
11 you've articulated it in multiple memos.

12 Q I was only surprised that I remembered bringing
13 it up.

14 A Oh, okay. No. I don't know why Tim Baker was
15 there, but I'm not aware of any prohibition of such
16 activity, but --

17 Q Well --

18 A First I learned about this meeting was after
19 the fact in either public records or reporting of it.

20 Q Well, he was a consultant hired by NextEra to
21 help with ITN process, which this was designed -- and
22 this is the meeting to create that ITN process.

23 A I don't believe that's an accurate portrayal of
24 the time line or -- but you'd have to ask him that,
25 under the circumstances, it would be better, but --

1 Q Do you know what caused you to say that you
2 don't know exactly your own time line?

3 A Because it's been -- as I said before, that
4 there was no -- there was no even remote existence of
5 anything called an ITN in December of '17 when either at
6 the end of November, early December, I leave the company
7 I cofounded and some point thereafter, he's hired, but
8 long before an ITN.

9 So, again, I think -- I told you this already
10 on the record, I believe his -- the listing of BCSP as
11 an ITN consultant, I believe is an error based on -- on
12 what I know, which is the company I had previously
13 cofounded and had left got hired long before there was
14 anything remotely called an ITN. So the time line is
15 what I'm referring to.

16 And, secondarily, I don't know when beyond
17 that -- I know that at some point Baker did not work for
18 FPL or any of its parent companies or in any way. I
19 just don't know the time line of that, but I don't
20 believe at the time of this meeting he would have been
21 employed by them, but I don't know. You'll have to ask
22 him. That's a guess.

23 Q You said that you thought that NextEra's
24 response to the City subpoena saying that Tim's company
25 was a consultant in connection with the ITN was an

1 error.

2 A Correct.

3 Q Did I hear you say that?

4 A Uh-huh.

5 Q Do you have any knowledge that Tim has
6 addressed that error with NextEra?

7 A I have none.

8 Q Or anybody addressed it with NextEra?

9 A I don't know.

10 Q Okay. We, again, on page 2 of this -- or
11 page 3 where it talks about deliverables, it talks about
12 creating the ITN. That ultimately was the ITN that went
13 out in August and was the subject of the bidding in
14 December of '19. And at some point after the ITN went
15 out, according to NextEra, Tim was a consultant for
16 NextEra with regard to that ITN, which is mentioned in
17 this document by June 20.

18 So I can't -- I'm trying to figure out why
19 would NextEra's consultant be at this meeting creating
20 the INT process in which it was going to bid? And I
21 think what you're going to tell me is you don't know?

22 A Well, it's -- first I'd say it presupposes as
23 fact something that I don't know as fact and you're just
24 clearing it, so if you know, then so be it. But I'm not
25 aware at the time of this meeting or any -- any of the

1 subsequent ITN stuff, that Baker was, in fact, an
2 employee or contractor to FPL and NextEra. I -- I don't
3 know that, but I don't believe that to be the case
4 simply because I think that he -- he said so to the
5 news. Like, he was asked by -- in a *Times-Union* story
6 the time line of -- of what he did and when he did it at
7 some point and I think he addressed it.

8 Q Well, NextEra's pretty clear that Tim's company
9 was among the consultants it hired in connection with
10 expressly the ITN process.

11 A And as -- yes, I'm aware of that because of
12 Gunster's letter to you in response to a request of FPL
13 for information. I also told you it jumped out at me
14 and I was surprised by it because I left the company --
15 the time line I've articulated about my involvement with
16 the company, but I know that part of that time line is
17 that Baker went -- did have a contract through BCSP with
18 FPL after I left the company, but well before any of
19 this, by -- by a year.

20 If this is -- if you're saying this is July of
21 '19, then -- then in December of '17, he's a consultant
22 at FPL. And I don't believe he was still a consultant
23 at FPL in this time frame, but you'll have to ask Baker
24 that, because the latter part of that is a supposition,
25 not a fact that I'm not -- but it's one I assume.

1 Q I'm looking at Gunster's letter of May 15th.

2 A Uh-huh.

3 Q A list of all employees, lobbyists, consultants
4 employed by NextEra in connection with the JT- -- JEA
5 ITN, which is what the subpoena asked for.

6 A Right.

7 Q And BCSP is there.

8 A I agree with that. I have told that you -- I
9 know that because it's a company I cofounded. So when
10 the document was made public by you to the committee, it
11 jumped out at me because, A, it's a company I cofounded,
12 so, ultimately, the chairman asked a question of my
13 colleague that I created a record that -- that has all
14 the factual references of when I helped start it and
15 when I left it. But what I'm telling you is that --
16 that time line includes that BCSP worked with NextEra
17 later that last month to -- which should be December of
18 '17.

19 So you're saying he was hired -- the -- that
20 would claim is that he was -- BCSP was hired related to
21 an ITN almost two years before an ITN is even discussed
22 as a possibility. And I'm saying, I don't know -- I
23 don't know that to be fact and you should ask Tim Baker
24 or you can ask Gunster why they've -- why they've stated
25 that or how -- how to reconcile the difference in the

1 time line.

2 Q Well, to be clear, we're talking about a
3 meeting that occurred July of '19 --

4 A Right.

5 Q -- which was there to create the ITN, which
6 went out in August of '19.

7 A Right.

8 Q And it was that ITN that FPL says Baker was a
9 consultant. And so I just can't figure out why Baker
10 would be in the middle of a meeting creating the ITN
11 that he was going to help NextEra with.

12 A Again, I don't know that that's what happened
13 and I would encourage you to ask Mr. Baker.

14 Q Well, I would. So far the --

15 A Well, maybe there's an impression left for the
16 private citizens about how the council and some of these
17 processes have gone that might presuppose things that
18 demonstrate a lack of interest.

19 I'll give you an example and it's one that I'd
20 like to address before the end anyway, which is I'm
21 going to do my part with my attorney to review this
22 transcript in its entirety very quickly because I would
23 like the transcript to reflect your analysis of what
24 I've answered here. You produced a memo last week that
25 talks about summaries, but you don't actually reference

1 the exact, like, quotations or the exact things that
2 people actually said. You make a summarization of what
3 people say without including what they actually said.

4 So I would ask that any references to my
5 interview use interview transcripts as a basis of fact
6 rather than having to summarize or suppose the intent
7 that -- that may not be actually in the words that were
8 transcribed by this very qualified professional.

9 Q You don't know what an understatement that is.

10 And on the subsequent July 23, 2019, meeting,
11 there was a resolution by the board of JEA encouraging
12 the board to go forward with a competitive solicitation
13 process for the privatization of JEA and engaging
14 accountants, consultants, financial advisors and legal
15 counsel to exist in the solicitation process.

16 As we've seen today, those accountants,
17 consultants, financial advisors and legal counsel have
18 been hired well before this resolution. They signed
19 contracts within 24 hours of this resolution that were
20 hundreds of pages long.

21 Do you have any explanation of how that
22 happened?

23 A You'd have to refer to the people of JEA.

24 Q So the answer is, no, you don't know the
25 answer?

1 A (Shakes head.)

2 Q Okay. And then the next resolution --

3 A To be clear, what's the question? Go back to
4 that question. I want to make sure I understood it.

5 THE WITNESS: Can you read that back?

6 MR. BUSEY: I would tell you, but I don't
7 remember.

8 MS. CRUZ: Do you have any idea how they had
9 the contracts drafted the day after or two days
10 after this?

11 THE WITNESS: She got it right?

12 MR. BUSEY: Yeah. She got it right. And
13 that's what you said.

14 BY MR. BUSEY:

15 Q And after that resolution was passed by the
16 board after about 10 minutes of discussion, the board of
17 JEA, at its July 23, 2019, meeting and its
18 Resolution 2019-10, which was the approval of the
19 long-term performance unit plan and tell me where to
20 start on your awareness of the --

21 A Yes, it's -- so the very first conversation I
22 ever had with anybody to help me understand the thing
23 that's subsequently been known as the PUP was with OGC,
24 Jason Gabriel in my office, one-on-one, and it was
25 probably -- this is July, right?

1 Q July 23rd.

2 A I'm guessing the Jason Gabriel was October. I
3 was unaware of the PUP until -- I mean, I was aware -- I
4 don't -- whenever Kyle Billy makes an assessment of it,
5 but as far as, like, trying to understand how it
6 worked --

7 Q Let me --

8 A Yeah.

9 Q When you say Kyle Billy made an assessment of
10 it, that was his assessment that was critical of it
11 after the July 23 meeting?

12 A Yeah, but I don't know the date.

13 Q Right. Okay.

14 A So what -- so, again, time line, I know
15 that -- I might have had an awareness of something
16 called the PUP or a compensation program, but, like,
17 knowing the PUP with how it would work and the concerns
18 about it, were October -- probably October, maybe early
19 November.

20 Q Post Kyle Billy?

21 A I think so, but I don't know the time. I don't
22 remember the time line. You'd have to remind me when
23 Kyle Billy --

24 Q It was about that time.

25 A I think it was all in the same -- I would think

1 it's within a week or so. It's all in the same time
2 frame.

3 Q Kyle Billy --

4 A But Jason came --

5 Q -- blew the whistle on it and said, Something's
6 wrong here?

7 A Yeah, that's -- yeah, I mean, that's -- your
8 committee members and you and the press say that, but,
9 obviously, OGC had been aware of it through a variety of
10 conversations. At some point they asked the Florida
11 Attorney General to review it, but the conversation I
12 had with Jason Gabriel, again, I think October, in that
13 time frame, is he is giving me an outline saying that
14 there are tax law implications that are problematic and
15 something else. And I, basically, told him if -- if
16 it's bad, tell JEA it's bad and move on. Like, if it's
17 not something they should do, then they need to know not
18 to do it. So that's my awareness, time line and the
19 PUP.

20 Q Okay. Let me try to bring some greater
21 precision to that conversation.

22 A Sure.

23 Q There's -- there's a long record of internal
24 communications with -- within OGC and JEA and within JEA
25 and outside consultants regarding creating a long-term

1 incentive plan that began almost as soon as Aaron Zahn
2 became CEO, going back to 2018. And it -- it was a
3 discussion that evolved, using the term long-term
4 incentive plan and then the problems that became --
5 whether or not you can do that under Florida law and --

6 A Right.

7 Q -- then they developed into the PUP plan, which
8 was created by -- I think, generally speaking, by
9 Pillsbury, which led to the resolution you have in your
10 hand, which was the subject of discussion at the July 23
11 board meeting.

12 And then after this resolution was passed, then
13 Kyle Billy looked at it and suggested publicly that this
14 raised the question of substantial compensation going to
15 senior leadership team members, if there were a
16 privatization of that within three years.

17 A I don't think it was a resolution that made him
18 look at it. So there are resolutions between these and
19 I recollect that there were a number of things that came
20 out of the board and ultimately were being looked at,
21 which was -- for instance, there was a piece of
22 legislation that was moved, that was a resolution about
23 how to try to deal with general employees of the -- of
24 the utility should some recapitalization or
25 privatization of that happen.

1 It dealt with vesting, pensions and investing
2 retirements accounts of certain amounts of certain
3 years. So that was a compensation thing for general
4 work force. There were other compensation pieces, which
5 I think is what we're talking about. There were also --
6 I think legislatively that would have been it, but I
7 think Kyle Billy was looking --

8 Q You said legislatively, you mean the city
9 council?

10 A Things that city council had to consider. And
11 I think it was -- my recollection is, not what I think,
12 it's what I remember, is that it wasn't the board's
13 resolution that triggered Billy's analysis. It was a
14 piece of legislation because -- even in a draft form
15 because there had already been a legislation, piece of
16 legislation that dealt with pension and retirement funds
17 for rank and file, federal employees, non-leadership
18 employees. And I think there was separate legislation
19 or a part of that legislation dealt with other
20 compensation components.

21 Q Okay. But regardless --

22 A Yeah.

23 Q -- but whatever triggered Kyle Billy's inquiry,
24 he made an inquiry at a point in time in late September,
25 early October --

1 A Right.

2 Q -- he said -- he raised an alarm that this
3 could result in a very substantial payout to the senior
4 leadership team members. And then there was a lot of
5 community reaction to that, which led to where we are,
6 and, ultimately, the termination of the ITN, as well as
7 the PUP loan.

8 So, again, my question to you is where do you
9 enter that discussion, in terms of your awareness of it?
10 And you've told me about your conversation with Jason in
11 October --

12 A The awareness --

13 Q -- did you have any awareness before then?

14 A -- Kyle Billy's memo generated a news story,
15 that led to a what-the-heck is it conversation with
16 Jason Gabriel, that led to a better understanding of
17 what -- what concerns he had and led to me saying, if
18 you've got those concerns, you better let JEA know.

19 Q So your conversation with Jason when you talked
20 to him was he had concerns?

21 A Yeah. He had expressed there was a -- there
22 was some -- they're waiting for some analysis from the
23 IRS. They were concerned about certain models, not
24 conversation models, but certain -- I don't know how to
25 say it, but concerns about statutory pieces that they

1 weren't certain of and that they either had or were
2 going to pursue some clarification from the
3 Attorney General of Florida to -- to analyze if their --
4 if their concerns or if their questions about a statute
5 could be answered as it related to that.

6 Q As -- as I'm listening to you, I get the
7 impression in your conversation with Jason Gabriel, he
8 was generally negative about whether this would work or
9 not?

10 A He was presenting -- he was presenting --
11 again, he was presenting concerns that he had and -- and
12 telling me that's what Kyle Billy was asking about.
13 And, like, this was what either the legislation or the
14 first draft of the legislation.

15 So when a board passes a resolution that
16 requires city council movement, that entity, that
17 independent authority, JEA because they're directly
18 linked with OGC as an attorney, but even, like, JTA or
19 any -- otherwise with their own attorneys would still
20 work with OGC to craft legislation.

21 So the legislation, I believe, if I remember
22 correctly, had been drafted because there are multiple
23 pieces coming out of these resolutions. So I hadn't
24 paid attention to legislation or the resolutions. Kyle
25 Billy does some analyses, there had been discussions, I

1 think the media had asked questions about it and we
2 referred them to JEA.

3 And then after Kyle Billy, it was, hey, Jason,
4 what is -- what is all this about? Help me understand
5 what -- what they're doing or what the concern is. And
6 he was -- your word's negative. I would say he
7 expressed concerns about a variety of laws; some tax
8 related and some just general governmental workings.
9 And he was going to seek clarification or he -- or he
10 had. There either was a letter to the Attorney General
11 or there was to be a letter to the Attorney General.
12 And my basic message to him was if it's wrong, tell him
13 it's wrong and move on.

14 Q All right. I hear you.

15 A All right.

16 Q Since you're -- you're fairly aware of what
17 goes on in public reporting around here, you're aware,
18 generally speaking, that there's a substantial paper
19 record, including in our investigation and in our
20 reports that you've read, that from the moment Aaron
21 Zahn took office as CEO, he was pursuing a parallel
22 track to, A, sell JEA; and, B, put in a term long-term
23 incentive plan, which would substantially enrich the
24 senior leadership team in the event that there was a
25 sales transaction during a three-year period of time

1 following the adoption of the plan. And he was pushing
2 this all on --

3 A I'm sorry, there's too much in there. So let's
4 start -- you gave two --

5 Q Well, I haven't gotten to the question yet.

6 A I know, but you've lost me before you get to a
7 question.

8 Q Okay.

9 A So there's a supposition of fact in the very
10 beginning that I don't agree with. I'm not aware that
11 almost immediately he pursued sale. I'm aware that he
12 immediately undertook the analysis of Vogtle,
13 contemplated legal action related to Vogtle, looked at
14 strategic planning, talked about doing big comprehensive
15 strategic planning that ultimately led to a number of
16 privatization conversations, of which sale was one. And
17 if you want to argue predominantly sale, you can make
18 that argument, but I know there were concessionaires,
19 there were various other things discussed. So -- so I'm
20 not sure I know what you said I know.

21 Q Well, you just put a different color on the
22 same set of facts that I did and I accept that.

23 A I don't --

24 Q You look at --

25 A I presented the facts as I know them.

1 Q Okay. But there was a process in place from
2 the time that he took office towards looking into the
3 privatization option and was also at the same time a
4 very parallel track to put in a long-term incentive
5 plan. We've got plenty of correspondence between him
6 and Angie Heirs and the consultants trying to design
7 this plan and put it in place on a parallel track with a
8 sales process. And that's what come out at the end, was
9 this design to come together. And that's why Kelly
10 Flanagan asked at the July 23 board meeting, has anybody
11 ever looked at how these two processes will intersect
12 and what happens in the event of a sale?

13 A A, I don't know, again, what you just said is a
14 known entity. You said, And everybody knew it was a
15 parallel track meant to come together. I -- I don't
16 know -- I don't know that and I don't know how you would
17 know that. And I don't know how you would know what
18 Kelly Flanagan's mindset was when she asked the
19 question.

20 Q Okay.

21 A To the best of my knowledge, you've not
22 interviewed Kelly Flanagan, so how would you know what
23 she was thinking when she asked a question?

24 Q I know you just put a lot in there. Let me try
25 to respond to you.

1 A Okay.

2 Q I -- if I said what everybody knew, I certainly
3 didn't intend to say that. I don't know what everybody
4 knew. I'm just trying to give you my characterization,
5 generally speaking, of the predicate set of facts as I
6 see it to ask you a question.

7 But Kelly Flanagan, I read the transcript --
8 have you read the transcript of July 23 --

9 A I am well aware, after the fact, because of
10 reporting, she asked a question, but I certainly can't
11 speak to her mindset.

12 Q I wasn't speaking to her mind. She asked the
13 question, Where do these two processes intercept? Has
14 anybody looked at that? And the answer from Ryan
15 Wannemacher was no. And we know that's not true because
16 we've seen Ryan -- Ryan Wannemacher's spreadsheets where
17 he had looked at it. And then when Ryan Wannemacher and
18 the entire senior leadership team addressed city council
19 on December 16, in the afternoon, at City Hall, Ron
20 Salem and -- asked the question: Has anybody ever
21 looked at how these intersect? And everybody says, No.
22 And it's simply not true. And Aaron Zahn acknowledged
23 that in his deposition by the General Counsel's Office.

24 A Okay.

25 Q And he quantified it. It was hundreds of

1 millions of dollars of payout to the senior leadership
2 team.

3 And so what I'm asking you is, generally
4 speaking, between the time he took -- Aaron took over as
5 CEO, until this thing blew up in the fall of '19, were
6 you aware of Aaron's focus on trying to get that
7 compensation plan in place?

8 A So that compensation plan presupposes that the
9 PUP is identical to a notion of a long-term incentive
10 plan. I'm not -- I don't -- I don't agree with that.

11 Was I aware that the CEO and other senior
12 leadership for a long duration of time were working on
13 compensation packages related to changes in the makeup
14 of JEA? Absolutely. Those included a continuation of
15 conversations that Paul McElroy started when he was CEO
16 about how you determine a compensation of SLTs. It also
17 includes conversations about how would you choose -- how
18 would you do one of the things that the Mayor talks
19 about, which is how would you ensure you keep promises
20 to all of the employees of an entity if you did some
21 event, concession agreement, sale, whatever version of
22 privatization that potentially led to changes in the
23 number of employees, changes in benefits? How would you
24 ensure that if -- if employee X had either a contract,
25 collective bargain agreement or some other agreement on

1 compensation and retirement and all that falls in here,
2 how would you ensure that -- that you could fulfill the
3 promise in a way that was fair in each and every
4 employee in any -- in any end result? I was aware that
5 those -- those were how that was being approached.

6 Awareness about the PUP, its value, I knew from
7 what I read until that day because of Kyle Billy's
8 questioning. And the day I sat with Jason Gabriel was
9 the first time I understood how it worked and what his
10 concerns were and encouraged him to encourage JEA to not
11 do something if they're not supposed to.

12 Q When was the first time you realized there was
13 the potential, if the sale happened and the PUP was in
14 place, that the senior leadership team could realize
15 potentially hundred of millions of dollars?

16 A I don't know hundred of millions. I -- I
17 was -- it was the -- either -- again, in this -- it's a
18 narrow time frame, but one I can't link every piece
19 together. I'll say that Kyle Billy, then Salem, then
20 the talk with OGC is all probably within a very narrow
21 time frame.

22 So that time frame is when I would come to
23 understand the dramatic potential outcomes of the PUP
24 and the legal -- the substantial legal questions about
25 taxes and variety of other things. And that -- the most

1 of that knowledge -- some of that knowledge came from
2 public reporting and public meetings, but the majority
3 of that knowledge came from Jason Gabriel in the meeting
4 that I'm referencing.

5 Q You, in reading about this, I'm sure, heard
6 references, seen references to the Nixon Peabody
7 Memorandum?

8 A I don't recollect that.

9 Q Doesn't ring a bell with you?

10 A I know Nixon and Peabody were people that
11 worked for JEA. I don't know the memo or what -- what
12 you're calling the Nixon Peabody memo, if you want to
13 show me something.

14 Q Okay. It was in one of our reports, I just
15 thought you may have read it.

16 A Okay. I've not committed it all to memory.
17 I've got a couple things going on.

18 Q So --

19 A Yeah.

20 Q JEA hired Nixon Peabody, which is a long-time
21 counsel for JEA, they do bond work.

22 A Yeah, it's my understanding that they've --
23 they've -- in fact, they did -- I believe they did
24 the -- the legal work around the Vogtle deal.

25 Q And they were asked in the spring of 2019 to

1 see if a proposed long-term incentive plan, slash, PUP
2 plan was legal.

3 A Okay.

4 Q Produced a memorandum on May 20th, 2019, which
5 they sent to Herschel and to Ryan Wannemacher and said,
6 we don't think this flies under Florida law. And they
7 never -- they never saw the light of day until after we
8 got into our investigation and we determined its
9 existence. And so you're telling me you don't know
10 anything about that?

11 A What I'm aware of as it relates to the concerns
12 about the PUP are a conversation with Jason Gabriel, I
13 believe, in October.

14 Q You told me that. I'm asking if you knew
15 anything about Nixon Peabody memoranda that was buried
16 by JEA?

17 A No. And, again, to the point that I don't even
18 remember the specific highlighting in the report, but
19 I -- I know that Nixon Peabody was a consultant --

20 Q Okay.

21 A -- so if they did some analysis, makes sense.

22 Q After the July 23 board meeting, there was a
23 celebration by the senior leadership team at Volstead,
24 have you ever been in Volstead?

25 A Many, many times. In fact, during that time

1 frame, probably two, three times a week for a drink or
2 two after work with my colleague Jordan Elsbury. Jordan
3 and I went that day. I wasn't invited to that
4 celebration. It wasn't -- there was no intent to be
5 there at the same time.

6 The first time I had ever seen any of those
7 people from JEA in Volstead. Ask the bartenders at
8 Volstead or my colleague Jordan Elsbury how frequently
9 we went there and how infrequently, but for that once,
10 had ever seen anyone from JEA in the building.

11 Q Apparently you know what I'm talking about.

12 A I do. I'm well aware of the tedious story,
13 which is built on, quite frankly, bullshit that -- that
14 some third-party sees something and tweets about it and
15 ends up being -- they conjunct to a presupposition of,
16 oh, two -- if these two groups of people are there at
17 the same time, then it's part of the rah-rah
18 celebration.

19 I'm telling you, under oath, that I went to
20 that bar many times before, have been many times since
21 and that interaction was 100 percent coincidental. Had
22 no plan behind it, was not there to be a part of the
23 celebration and any claim otherwise is bullshit.

24 And feel free to get Mr. Elsbury on the record,
25 feel free to get anybody else you want, including the

1 bartenders of the place, ask if they knew me before that
2 meeting and if it was unusual in that time frame to see
3 me a couple times a week at the bar at the end of a
4 workday.

5 Q I'm not sure Volstead would be within the scope
6 of our engagement.

7 A I've -- I've taken not trying to guess what the
8 OGC will or will not think is appropriate.

9 Q Let me show you an invitation to negotiate that
10 was issued on August 2, 2019. I'm showing you an
11 excerpt of it, just to give you an idea of the document.

12 A Okay.

13 Q Have you seen this before?

14 A Never looked at it.

15 Q Are you aware that there -- the OGC imposed
16 what it characterized as a cone of silence?

17 A Yes.

18 Q Tell me what you know about that.

19 A They directed City officials that while this
20 process unfolded from its initiation to its conclusion,
21 it was to be -- it was to be treated like a procurement
22 because essentially it is a procurement. Therefore, as
23 we do in procurements, if there are people trying to get
24 a -- get a contract or get -- do business, they -- you
25 are not to interact with them at all outside of a public

1 interaction on the specifics of the invitation or RFP or
2 anything like it.

3 So that plays out on a pretty regular basis in
4 the City in that there are -- I have friends at
5 engineering firms, they -- they do business with the
6 City, but if they are in an active pursuit of an RFP, it
7 is inappropriate for me to have any interaction with
8 them about the subject of the RFP. And if I do, I have
9 to let procurement know.

10 If they ask me the question, I would let
11 procurement know and they would provide the question and
12 an answer to anyone who is participating in the -- in
13 the procurement. And it was -- we were essentially told
14 the ITN should be treated the same as a procurement.

15 Q Speaking of interaction, tell me about your
16 visit to Atlanta for the baseball game.

17 A I was invited to go to a baseball game. Tim
18 Baker and I have been -- when we were doing some work
19 related to Jaxport in '17, we were in California to have
20 meetings with port officials and some private companies
21 and we went to a Dodgers game. And we're both baseball
22 fans and the Atlanta Braves were in the semifinals to go
23 to the World Series.

24 Q And so it's in December --

25 A I don't --

1 Q -- of '19?

2 A Yeah, it would be -- it's -- December is not
3 right. It would have been -- yeah.

4 Q October 4th?

5 A Yes.

6 Q Thank you.

7 A So I was invited by Tim Baker and subsequently
8 we -- it was Baker, myself, Mousa, Scott Wilson, the
9 Mayor and Zahn. Is that six?

10 Q The article out of the *Times-Union* about the --
11 I'll just quote the paragraph, A company run by Tim
12 Baker and Sam Mousa, what company was that?

13 A Conventus.

14 Q Conventus. Now, that's different than BCSP?

15 A It is. Different company.

16 Q Same address?

17 A I'll take your word for it. I don't know.
18 Conventus is a corporation history.

19 Q Do you know the business of Conventus?

20 A I think it's a consultancy.

21 Q Company run by Tim Baker and Sam Mousa, two
22 lobbyists, who have both worked for Mayor Lenny Curry,
23 organized and attended a secret trip.

24 A Sorry. I love that --

25 Q I -- I just thought I'd pause there.

1 A -- by definition, anything a reporter doesn't
2 know about and that is writing about, he could qualify
3 as a secret event.

4 Q I -- I understand.

5 A This -- this meeting right now, if they're
6 unaware of its happening, time or place, they could
7 argue tomorrow that you and I had a secret meeting up
8 here in the law firm's office.

9 Q It's going to be a little bit difficult giving
10 a report unless they're seeing we're having this
11 meeting.

12 A Well --

13 Q Attended a secret trip to Atlanta on a private
14 plane --

15 A Sure.

16 Q -- to watch a playoff baseball game, along with
17 Curry, his top administrator, Brian Hughes --

18 A Wow.

19 Q -- then -- JEA's then CEO, Aaron Zahn, and city
20 council president, Scott Wilson.

21 A That's six. Think I got everybody.

22 Q I'm wondering if you've ever seen that picture
23 before.

24 A Of course. The Times-Union got it. I'm not
25 aware --

1 Q How did they get that picture?

2 A It's just a random fan-cam. You go through --
3 every game -- we go to the Jaguars games too, there are
4 cameras that snap pictures, you can go to a website and
5 click through and see if you find yourself.

6 Q Uh-huh.

7 A So the Times-Union --

8 Q I can honestly say I've never done that.

9 A -- flip through -- actually, I don't think it
10 was them. I think it was an IVEW activist who did the
11 legwork and then sent it to the TV. That's me, I'm the
12 guy behind the guy. That's me next to the Mayor.

13 Q Next to the Mayor?

14 A Yep.

15 Q The one that's in hiding on the secret trip.

16 A Sure. I -- I knew the fan-cam was on and I
17 told a total stranger, stand up at the exact moment I
18 tell you to. Sure. That's why I'm --

19 Q So --

20 A Be careful, that'll end up in the TU.
21 They'll -- they'll probably reference this. See, Hughes
22 admitted that he told the guy to stand up in front of
23 him.

24 MS. CRUZ: That was sarcasm.

25 A I'm kidding.

1 Q All right. Yeah. It's easy for you to say
2 you're invited to go to a ball game, I get it. You
3 understand the sensitivity of this and the context of
4 the timing?

5 A I understand the way that story portrays it,
6 how -- how --

7 Q That's who these people are and this is what's
8 going on.

9 A Okay. We went to a baseball game. It was a
10 group of people that all knew each other that went to a
11 baseball game.

12 Q At the --

13 A That's an ultimate headline.

14 Q At the invitation of NextEra's consultants
15 during a time that there was bidding going on by NextEra
16 for the city asset and here was the Mayor and you --

17 A Can I -- can I tell hit you with something?
18 I've had social interactions with Fred Franklin -- Fred
19 Franklin and former Mayor Delaney at the same time they
20 were trying to do a contract with the Gator Bowl
21 Association.

22 I've had -- I've had -- I've ended up having
23 cocktails with people who represent engineering
24 companies at the same time an engineering company has an
25 RFP.

1 Interacting with people during a process is not
2 what the law talks about. It talks about what's
3 discussed and what the nature of the discussion was.

4 My discussion in that event was I want to go
5 see the Braves because I think they may go to the World
6 Series. Now, it turned out that's not what happened,
7 but, like, that was my discussion. I want to go see
8 this baseball game and I was invited, I'm going to go.

9 Q Do you -- did you have any conversation with
10 Tim or Sam as to why they invited Scott Wilson, the
11 president of city council?

12 A I didn't, but I assumed it was related to the
13 fact that he was the president of the city council.

14 Q And NextEra -- when did -- and they were on the
15 payroll for NextEra at the time?

16 A I don't know that to be fact, you'd have to --

17 Q NextEra said that publicly.

18 A They've said during that time frame they --
19 they were?

20 Q Yeah, in connection --

21 A I don't know.

22 Q -- with the ITN process. The ITN process was
23 going on at that time.

24 A I don't know that that's true. I don't know
25 that -- that either individually or as Conventus -- I

1 don't know. If you're saying that's a fact, then, okay,
2 but I don't know that. And I'm still not sure that's a
3 fact.

4 Q And you weren't sensitive to it at the time?

5 A I -- I was sensitive to going to a baseball
6 game on a very hot day, but, no, I was not sensitive to
7 it. Again, because, however -- whether you like it or
8 not, it's not atypical in a city of this size with a --
9 with the base that we have to have interactions with
10 legally, lawfully, representative lobbyists, their
11 clients, during times when those clients were
12 representatives or are working on something that's City
13 business. The -- the impropriety would be working on
14 the thing when you're not allowed to work on it, which
15 never happened.

16 Q Or the appearance of impropriety with the
17 Mayor's office and the city council present with NextEra
18 agents, lobbyists at the time NextEra's bidding on JEA?

19 A Appearance is a subjective thing. Appears to
20 who and for what reason. I'm telling you what I know is
21 fact. That it wasn't -- it wasn't to discuss anything
22 related to the ITN, nor did it discuss anything related
23 to the ITN. And I'm on the record with the ethics
24 commission answering that question. And I gave it -- it
25 should be in that article.

1 MS. CRUZ: And it's disputed that there were
2 lobbyists.

3 THE WITNESS: It's --

4 MS. CRUZ: I'm just saying it -- like,
5 there's --

6 MR. BUSEY: I'm sorry, can you -- what did you
7 say?

8 MS. CRUZ: It is disputed that they even
9 qualify as lobbyists as it relates to that trip
10 specifically.

11 MR. BUSEY: Disputed -- disputed by whom?

12 MS. CRUZ: Tim Baker and Sam Mousa.

13 A That's why I'm saying at the time of that -- at
14 that trip, I am not aware that they were, quote/unquote,
15 lobbyists for anyone. And I'm surprised that you have
16 such a factual disposition to that without knowing for
17 certain when contracts were executed and whatnot.
18 Because I'm not aware that it is a fact that they were
19 NextEra lobbyists at that time, nor that they were
20 lobbyists for that issue.

21 Q But the only basis I have is the Gunster letter
22 responding to the City's subpoena saying that they were
23 lobbyists in connection with the ITN process, which was
24 clearly going on at that time. ITN is issued in August
25 and so --

1 A I can't -- I've already talked to you about the
2 Gunster letter and the questions I have about it. If
3 you want to say something as a fact, then demonstrate
4 it, but I'm not aware that that's a fact.

5 MS. CRUZ: Can we take a break?

6 (Recess taken.)

7 BY MR. BUSEY:

8 Q I'm showing you the agenda of the JEA board
9 meeting of December 3, 2019.

10 A Okay.

11 Q Oh, this isn't a board meeting. This is a
12 negotiation session.

13 MR. BLODGETT: ITN negotiating.

14 A ITN meeting.

15 Q ITN negotiation session. And you see the list
16 of the attendances?

17 A I do.

18 Q And there's a transcript of this meeting. And
19 in the transcript, Stephanie Burch, who was the lead
20 negotiator, collapsed the deadline for completing the
21 transaction from the end of March to the end of January.

22 Are you aware of it?

23 A I've -- I've -- I'm aware that that's been put
24 in the press or discussed in public, in meetings, one or
25 the other, and I -- I don't -- I think a conflation of

1 desperate facts leads to that conclusion. The reality
2 is this. It was sometime in November or maybe October
3 when Jason Gabriel presented to me the idea that Carla
4 Miller objected to the ITN being the outside consultants
5 and, therefore, JEA was looking at using C --

6 Q Wait, wait, let me understand what you're
7 saying.

8 Carla Miller objected to what?

9 A So Carla Miller, early -- at some point in the
10 ITN process, the -- there had been an intention -- I'm
11 led to believe by OGC, there was an intention by JEA to
12 name an ITN team which came out of the consultant pool.
13 So one of their lawyers, one of their finance guys --

14 Q Oh.

15 A -- they would be the negotiators.

16 Carla Miller said their contracts include
17 potential positive outcomes, on the result, she believes
18 that's an ethics issue. OGC didn't want to have the
19 fight and said -- again, this is sort of my retelling of
20 Jason Gabriel's version to me and said to JEA, you've
21 got to come up with another option. She's -- the point
22 she makes are at least valid enough where we'd have to
23 go ask the State Ethics Commission for a ruling and that
24 will take time.

25 So they then, I think, formally announced some

1 internal senior leadership people. Once that
2 announcement was made, Carla, again, objected against
3 because of complication components, I think, what we
4 were talking about on some level with PUP or long-term
5 stuff.

6 At that point OGC said, well, this is like --
7 we're going to have to go to the State Ethics
8 Commission. And Jason came to tell me, hey, the JEA has
9 another problem or this is the problem that led to this
10 discussion.

11 So Jason Gabriel is the first person to suggest
12 to me that City employees, because they're not in the
13 JEA and unless they have some familial -- familial
14 conflict that they're unaware of or that OGC would be
15 aware of, that they wouldn't have this problem.

16 The first time we broached the subject, I said
17 it's not -- I'm not inclined to even ask the Mayor about
18 having anyone that works for us be in the ITN process.
19 And he said, Well, we're going to talk to the State
20 Ethics Commission and then try to get the -- like, a --
21 I guess there's two levels of analyses by the -- the
22 ethics commission, a staff analysis on its own versus a
23 full commission review. The staff initially told --
24 told Jason they'd look at it.

25 Then news stories got to them and they were,

1 like, the staff didn't want to do it without the
2 commissioners. So they said they're going to put it on
3 an agenda in February or sometime, months later.

4 And Jason was saying JEA, obviously, has
5 retained people to be helpful, that the retainers are
6 being paid regardless. So months of -- months of
7 inactivity waiting for the ethics commission to decide
8 who can be an ITN negotiator would be cost prohibited or
9 would be a waste of money. And he, again, floated the
10 notion of -- of City employees.

11 I think at some point in the week after that,
12 I -- I mentioned that to Zahn. Zahn said OGC had told
13 him the same thing. And it led to me going to the Mayor
14 and saying, Here's what I understand is fact about the
15 previous negotiating teams and here's what OGC and JEA
16 seem to think would solve the issue they're going to
17 have on time line.

18 I said, Do you want me to pursue having a
19 negotiating team? He said, When would it be and what
20 would the duration be? Because before we're going to
21 assign senior level people to something, I need to know,
22 like, when they're going to be out of pocket. So that
23 led to some discussion over maybe days, which leads to
24 two critical points.

25 One is by the middle of November, the second

1 week of November, I was told if -- if we have them next
2 week, it should be eight to twelve weeks. I have an
3 e-mail from Zahn on the 24th reiterating that we talked
4 about it, reiterating that the duration should be eight
5 to twelve weeks. And I reply to him saying at that
6 point, which should become true, that I had talked to
7 three senior level people, they were talking to OGC
8 about their conflicts and if there were any. And if
9 not, they could be committed to up to twelve weeks, but
10 the inclination being more to eight weeks.

11 So the negotiating teams were -- was meant to
12 be done by January. I could afford to have them -- so
13 Thanksgiving, Christmas, New Year's day, that holiday
14 season, I was -- I was okay with the potential of having
15 senior level people preoccupied during that much more
16 quieter part of the calendar year, but not far into the
17 spring. And I was assured an eight to twelve-week time
18 length.

19 What ultimately Stephanie Burch gave voice to,
20 and after the fact I know this, is that -- is that
21 regardless of -- of their work, which they expected to
22 conclude in January, then it went -- it was supposed to
23 go to a process of the board. And at some point,
24 there's an idea, at least in the administration, that
25 with all the tunnel happening in council about all of

1 this, the board is ultimately simply going to take ITN
2 results and say, Here's the one possibility we pushed to
3 council and council had already expressed for months,
4 into the -- in the fall that they didn't like that
5 version of just getting something. So the thought was
6 why not -- why not get it directly to them, which is
7 what the Mayor ultimately states, I think, in December.

8 So anyway, all of that is to say the time line
9 for the ITN negotiators for what my people were doing
10 was always prior to its initiation or their involvement.
11 I had been promised it was an eight to twelve-week time
12 line and that was promised me in the second week of
13 November and reiterated in an e-mail in the third week
14 of November.

15 Q Well, in this meeting, negotiating meeting of
16 July 23 that I showed you, which I showed you the
17 agenda, there is a transcript of which Stephanie
18 announces that the date's being moved from March to
19 January. And so who -- I heard what you just said --

20 A Yeah.

21 Q -- who made the decision?

22 A What's the decision in your question?

23 Q To move -- to move it from March to January.

24 A It would have been the ITN. Anything announced
25 by the ITN team was the ITN team. I've never -- from

1 the moment I asked them if they were willing to
2 volunteer to serve and they said yes and were
3 interacting with the OGC, until the conclusion of the
4 Christmas Eve massacre or whatever, when the ITN's put
5 to bed, I never spoke to any of those three people about
6 what they were doing.

7 In the middle of December, the Mayor told the
8 board and city council that his impression was it would
9 be better suited to take the -- all of the work -- all
10 the strategic planning work, anything related to the ITN
11 and advance all of the options to the -- to the city
12 council directly. How that --

13 Q Finish. Sorry. Well, that was -- that
14 negotiation session was December the 3rd. We have
15 transcripts of telephone calls between Stephanie and her
16 team --

17 A Uh-huh.

18 Q -- and the different bidders the next day, on
19 December the 4th, which she announces that the thing's
20 got to be done by the end of January. And she said
21 this, We know it's fast and aggressive, was her
22 characterization.

23 A But that time line -- for the ITN's
24 negotiator's purpose -- you're not understanding what I
25 told you, perhaps lengthy at first, so let me clarify

1 it.

2 Those ITN negotiators were told by me, prior to
3 becoming ITN negotiators, what I had gotten as a
4 commitment from Aaron Zahn, which was not more than
5 twelve weeks, potentially eight weeks, starting the
6 third week of November.

7 So the intent was for their work as ITN
8 negotiators to be concluded by either the third week of
9 January or sometime early February. They went in with
10 that. That was the time line that I discussed, not
11 because of anything related to bidders, not related to
12 anything other than the fact that I had a commitment in
13 writing from Zahn in an e-mail to me confirming when I
14 said, These three people, for eight to twelve weeks.

15 Q Did you read Stephanie Burch's transcript?

16 A I did not. Her transcript of an interview with
17 you or a transcript of the ITN?

18 Q Transcript of her interview by our law firm.

19 A I did.

20 Q You did read it?

21 A A redacted version that you gave to OGC.

22 Q I didn't give a redacted version to OGC.

23 A I have a redacted version then. I don't
24 know --

25 Q OGC likes to redact stuff.

1 A Oh, I got you.

2 Q We don't redact stuff.

3 A Isn't there a court order that -- like, to them
4 thinking a redaction was needed?

5 Q Not in my opinion.

6 A I got a version that has some black marks on a
7 page that I presume are redacted answers and I was
8 told --

9 Q Redacted -- redacted answers?

10 A I don't know.

11 MS. CRUZ: Portions of it.

12 A Redacted information that was related to
13 something that a court order contemplated. I don't know
14 whose legal opinion it is. I have to rely on lawyers
15 every day.

16 Q Hopeful.

17 I'm showing you a letter from the Mayor's
18 office, the JEA board members --

19 A Yes.

20 Q -- dated December 12th. I assume you've seen
21 this?

22 A I have.

23 Q What was the reason for the letter?

24 A From early fall through to the moment of this
25 letter, there had been an ongoing sort of -- you know,

1 there, obviously, had been a lot of question marks over
2 the process, city council members had -- most -- most --
3 the most succinct reasoning or the most dominant reason
4 for this was that council members were voicing concern
5 that they were not part of a process. They constantly
6 were saying, We're never -- we don't get to be a part of
7 this process, which, from our prospective, wasn't
8 accurate. They were always going to have to approve or
9 disapprove whatever JEA decided. It wasn't like they
10 didn't have a role and wouldn't always have a role.

11 But -- but the Mayor -- the Mayor, by this time
12 in December, had -- was -- was in agreement that it
13 would be good if there was a way for counsel to feel
14 other than what they're expressing, which would involve
15 them directly being involved in the process. So how
16 would that be executed? And the thought was of how that
17 could be executed was articulated in this letter.

18 Q In paragraph 2, on page 2, it says, One of the
19 scenarios includes the ongoing ITN process so tell the
20 senior leaders and their advisors to include the ITN by
21 the end of January.

22 A Right.

23 Q Is that for the reasons you just stated?

24 A It's -- the senior leaders and their advisors
25 are not -- the ITN negotiators already have in their

1 mind being done in January. But they -- but as you
2 referenced, they have this extended process that after
3 the ITN continued out into March, I believe, is what you
4 said and I think has been reported, which involves them
5 doing additional work and then the board doing
6 additional work and then if the board decides something
7 in March, sending it to city council.

8 So what this bullet point is about is
9 abbreviate what senior leaders and board members and
10 advisors do and fast track or directly send the results
11 of the ITN to city council. And not just a single
12 scenario, all the information on all the scenarios to
13 city council, so that city council can actually take
14 over a process of analysis. Rather than simply vote on
15 one outcome, they can have a representation of all of
16 the potential outcomes and make a decision that they
17 are, quote/unquote, involved in, which was their biggest
18 complaint, that they don't just want to receive a final
19 version of a final thing that they simply vote yes or no
20 on, their complaint or their constant messaging was this
21 exclusion from a process.

22 So this letter is an estimation of how to
23 include city council in -- in the formative layer of the
24 process, which is here are all the scenarios, here are
25 the outcomes from the ITN, here are bidders, here's all

1 the information, here's what happens if you do a
2 concession agreement, here's what happens if you do
3 status quo, all the other things that JEA was talking
4 about. Including adding a scenario that had never been
5 considered, which is what would happen if you -- since
6 the City ultimately is responsible in one way or
7 another, potentially, for the Vogtle debt, why not
8 contemplate what it would involve to bring the entire
9 independent authority back as a city -- a city agency.

10 Q The next sentence in this letter of the Mayor,
11 dated 12 -- December 12th, 2019, says, Although the ITN,
12 as written today, seems to contemplate the board being
13 presented considering a single final proposal, the
14 leadership team and the advisor should amend the ITN and
15 conclude it by the January board meeting with the top
16 tier proposals rather than a single entity.

17 That's what you just said?

18 A Yeah, that's exactly what I'm -- I'm
19 referencing. The idea was instead of the board having
20 all the decision points, since you -- the board is
21 obviously hearing city council's complaint, the senior
22 leadership is hearing city council's complaint, we're
23 hearing city council's complaint, the press is reporting
24 city council's complaint at every turn of how involved
25 or not involved they are. How do you create a scenario

1 where city council is involved with every element, like,
2 which of the scenarios makes sense to us and it can
3 include the same as it ever was status quo, we go
4 forward as is. And on the other spectrum, do we fully
5 take it in as a city agency and, therefore, the city
6 council becomes the -- the management, the advisory
7 board or the board and the management is the city? And
8 what are the in betweens, including what are the -- what
9 does the ITN -- what did the ITN process yield as a top
10 tier?

11 So it's not even a single choice from the ITN,
12 but it's multiple choices. If you've decided the
13 scenario that the ITN was built upon, which is this
14 procurement, what are the options that came out of that?
15 And -- and the presumption or the -- that had been
16 reported at that point was there were multiple bidders,
17 some of whom had different scenarios that they would
18 play out in their -- in their bids.

19 So if the ITN and the board wrap it up and send
20 all this information to counsel, then counsel becomes
21 the de facto decision-maker. They choose which option
22 and -- or which scenario, and if there are multiple
23 options in a scenario, which one of those options to
24 pursue.

25 Q So the Mayor's directive to the board members

1 on December 12th was to take it -- whatever you've got
2 and wrap this thing up by the end of January, rather
3 than the end of March date, which the consultants had
4 originally proposed?

5 A Right. Because the February and March time
6 line was the board's stuff that they get from the ITN.
7 So if you're going to take that decision point away from
8 the board, there's no need to have the February, March,
9 part of the time line because you're going to -- you're
10 going to pipeline all the scenario information and all
11 the bid information to city council and let them
12 initiate whether it's a one-month or one-year long
13 analysis, council gets to take over and be involved.

14 Q Some pundits would suggest that because of the
15 public controversy surrounding the ITN, the public loss
16 in this in November and December, that the reason that
17 the Mayor wanted to fast track this from the end of
18 March to the end of November and put it to council at
19 the end of Jan- -- at the end of January, was to get it
20 done before it blew up.

21 A It's -- it's not -- I disagree with that. And
22 if pundits said that, I would tell them that's a cynical
23 and stupid way to look at how policy-making gets done.
24 There were challenges. The most important challenge
25 articulated to anything related to the future of JEA in

1 that fall was city council's desire to be involved.
2 This constant -- this constant refrain that they used
3 about, well, what do we get? When do we get to see it?
4 Why don't we get to see it? Why don't we get to
5 negotiate?

6 There were even council members in public
7 meetings that asked for legal opinions about, well,
8 can't we be the negotiators? And it was explained to
9 them not without -- not in a procurement without making
10 sunshine laws an issue.

11 So -- so your pundits can say what they want.
12 I'm telling you what motivated it. It wasn't to get it
13 done before it blew up, because what's get it done?
14 He's -- he's advocating that all of the options that
15 have been discussed as scenarios be articulated and he
16 included adding a scenario that -- that we believe no
17 one had ever fully contemplated, but one that would
18 reflect some of the concerns of city council.

19 City council had argued, we don't have enough
20 control over this, which we argued was preposterous.
21 There was not a member of the board of JEA who had not
22 gone through a process of city council approval. There
23 was not a budget presentation made to the Mayor about
24 JEA's financial health that wasn't made to city council
25 members.

1 So from our perspective, the Mayor and the city
2 council had exactly the same amount of information.
3 The -- the reflection of their sense, though, was maybe
4 city council should have a more direct role. If you
5 take something from being an independent agency and
6 revert the charter, and it would be a massive
7 undertaking, but if you did the undertaking to convert
8 JEA back to a city department, you would have a city
9 council as a de facto board. Every decision about
10 rates, every decision about employee agreements, every
11 decision about who's the boss, every decision about how
12 it works would be built into the code.

13 So we introduced a scenario by which city
14 council would ultimately take over the entire authority
15 as a city department and it would be managed by the
16 Mayor and -- and run as we did every other city
17 department, like, public works and parks.

18 So I -- I wholeheartedly disagree with a
19 pundit's view that says that because it doesn't pay
20 attention to what the letter actually laid out as a --
21 as a process.

22 Q I think I understand.

23 A Oh, yeah.

24 Q You said you read Lanny Russell's interview of
25 Stephanie Burch. Stephanie, in that interview, when

1 asked by Lanny, Who made the decision to move the date
2 from March to the end of January, said, she did, all by
3 herself. So it wasn't a consultation with you?

4 A I have no -- I had -- let me make this clear
5 since you're asking a roundabout. I've said it before,
6 I'll say it again. I had no contact with any of the ITN
7 negotiators about anything related to the ITN
8 whatsoever. During the duration from when they agreed
9 to go sit with OGC and take the assignment, from that
10 moment until the conclusion, at no time did I discuss
11 anything with any of the three with a minor exception.

12 The schedule related to -- to Stephanie, not on
13 time line, but I'm going to have to go to Atlanta on
14 this day for a meeting or we're going to have to be at
15 JEA all next Tuesday because of meetings. So to know
16 that she wasn't going to be in the office across the
17 hallway from me, it -- there was that. Other than that,
18 she took no direction from me. I took no information
19 from her related to these -- to the meetings.

20 In fact, ask Carla Miller for her text
21 messages, Carla Miller and the inspector general, so the
22 ethics director and the inspector general were in every
23 one of those meetings. Carla Miller and I, when they
24 were in Atlanta, were interacting with each other about
25 a budget request that she had unrelated ITN or JEA.

1 MS. CRUZ: By text?

2 THE WITNESS: By text.

3 A It was a budget question, I'm interacting,
4 trying to get her to call. She said she can't call
5 because she's in meetings. I said, well, then call
6 later tonight, if you have a chance, but we've got to
7 figure this out at some point.

8 And she wrote back, by the way, Stephanie's
9 doing a great job leading the ITN, to which I replied,
10 Carla, please don't give me any insider information
11 about the ITN, the integrity of the process is dictated
12 by law or is important or something like that.

13 So, like, I was adamant because it's a
14 procurement and there are very clear legal issues not to
15 have any interaction with the negotiators about ITN
16 topics.

17 So is that clear?

18 Q Uh-huh.

19 A Okay.

20 Q I -- I think I know the answer to my question,
21 but I'm going to ask it again.

22 Stephanie said that the decision to move from
23 start to the complete date for the ITN process from the
24 end of March to the end of January was her decision and
25 hers alone.

1 Do you disagree with that?

2 A I don't disagree with it.

3 Q Okay.

4 A But I -- but I want to make clear that I don't
5 believe -- my -- my belief is that it wasn't a
6 decision -- it wasn't a change. However she presented
7 it, you have the transcripts. Like, I've never read the
8 ITN transcripts. So that's why I asked that clarifying
9 question before about your interview versus ITN.

10 Whatever the circumstances were that they
11 articulated why a certain time line, understand from my
12 perspective, and I have public record on it and I had
13 discussions with Jason Gabriel, when the suggestion was
14 that -- that any of my employees, City of Jacksonville
15 employees could be negotiators, the only way I agreed to
16 it was a commitment of not more than twelve weeks.

17 So that conversation happened the second week
18 of November. The e-mail traffic is the third week of
19 November. The 24th of November, I exchanged e-mail with
20 Aaron Zahn saying the Mayor's -- the Mayor's okay, these
21 three, we think, are good. OGC -- they've agreed to
22 talk to OGC about clarifying and reiterating eight to
23 twelve weeks. That is the expectation being -- their
24 work is done at least, hopefully, by January, certainly
25 not more than a week into -- a week or two into

1 February.

2 So the idea of them being involved in a process
3 until March did not exist ever in my mind, not one
4 time.

5 Q When Lanny asked the follow-up question of
6 Stephanie, after she said that that was her decision to
7 move the process from the end of March to the end of
8 January, he says: Why? Why did you make that decision?

9 And she said: To make the process more
10 transparent.

11 And he says: What -- what do you mean?
12 What -- how does that make it more transparent? It's a
13 collapse.

14 And she didn't have a good answer to that.

15 A Well, I don't know -- I don't recollect what
16 her answer was, but this is -- this is the answer.

17 MS. CRUZ: He hasn't asked you a question.

18 A Well, he -- I'm going to react to it because
19 the fact of what he's -- what he's implying is fucked
20 up. So here's what I -- here's the deal. Council had
21 argued for months -- argued for months that they were
22 not involved in the process and they needed to -- and --
23 and there was all this concern about the ITN and the
24 press was saying, oh, the ITN shouldn't be secret. They
25 should be public meetings.

1 Q What council are you talking about?

2 A City council.

3 Q Oh, city council. I'm sorry.

4 A So the only way to make what was happening in
5 the ITN public was to end the ITN, to get to the end
6 point of the ITN. Once -- once the ITN concludes, then
7 everything -- the transcript, all the stuff related to
8 it become public record and the debate can go either to
9 the board or bypass the board and go directly to city
10 council where public meetings and public documents would
11 have been discussed.

12 So that is the answer. To make it more
13 transparent. To get city council what they had been
14 asking for for months.

15 And the letter, by the way, says, And give city
16 council the strategic opportunity it seeks -- anyway.

17 Q I want to read here.

18 A Cite a page and line number.

19 Q This is her -- Stephanie Burch's transcript.
20 I'm on page 43 and I'm starting at line 20. You got it?

21 Okay. It may have been that -- it may have
22 been you that said this. Do you recall making the
23 statement that increasing or keeping the time line of
24 the ITN process as January 30th, 2020, would enhance
25 transparency?

1 Do you remember saying that?

2 Answer --

3 A Is that asking her what was in the transcript
4 from the ITN?

5 MR. BLODGETT: From the December 3rd, 2019,
6 meeting.

7 THE WITNESS: So you literally have a
8 transcript of what she said and to whom she said it
9 and you're asking her if she said it?

10 MR. BLODGETT: At that time we didn't have the
11 transcript.

12 THE WITNESS: Oh, okay. Is it accurate that
13 the -- how did you quote from the transcript the
14 question if you didn't have the transcript?

15 MR. BLODGETT: It was Carla Miller's notes is,
16 I think, what we were relying on.

17 BY MR. BUSEY:

18 Q I know that -- I know Aaron was the first one
19 to bring that up. So if you -- if I repeated it after
20 him, it was just, you know, trying to stay consistent
21 with our comments with all the bidders.

22 Question: Could you help me understand why
23 speeding up the process of keeping up this aggressive
24 pace helps transparency?

25 A What's the answer -- her answer was the answer

1 and it's referenced in this letter and it's referenced
2 throughout. Everybody knew that the ITN's conclusion
3 would make all of the ITN information public record.
4 While the ITN is going on, because it's a procurement,
5 all of the documents, all of the transcripts, all are
6 protected. The ITN has to conclude for the purpose of
7 all of that becoming public. So the sooner you conclude
8 it, the sooner all of that is public.

9 Q Are you aware that she made comments in the
10 course of her ITN negotiations that by speeding it up
11 will get rid of people who can't really afford to
12 participate and try to weed down the number of
13 contenders?

14 A I'm aware that it's the matter of transcript
15 that I've seen.

16 Q Generally speaking, you saw stuff like that?

17 A I saw the transcript where you asked her that
18 question, which would be based on the transcript of what
19 she said in the meeting. So if it's an accurate
20 portrayal of what she said in the meeting, which if
21 you're using Carla Miller's notes, I'm not sure that is
22 an accurate. If you have the trans- -- does the
23 transcript say she said that?

24 Q Essentially.

25 A Well, essentially's not --

1 Q I can't -- well, I can't quote it verbatim.

2 A Well, if you're asking me to react to something
3 she said, I'd like it to be quoted verbatim from the
4 transcript so I know exactly it's what she said rather
5 than what you think she said.

6 Q I'm just asking you and if you're not aware of
7 it, you're not aware of it. Stephanie made statements
8 to the -- towards the end that speeding it up would weed
9 out the less serious contenders. I'm not -- I'm not
10 quoting her.

11 A I'm not aware of it in any other context than
12 you guys asked her questions implying that, but I don't
13 know on what basis --

14 Q Okay.

15 A -- you asked the question.

16 Q Okay. Well, it is what it is in the record.

17 A So let's see it.

18 Q I don't need to ask you any more questions.

19 Oh, I do here.

20 All right. We have received in production by
21 JEA some chat messages, text messages between Melissa
22 Dykes and Tim Baker, on the eve of the July 23 board
23 meeting, in which Tim Baker is providing Melissa Dykes
24 comments on board materials before they went to the
25 board.

1 Tim is working on bullet points for you now,
2 will have them within the hour.

3 Do you have any reason to know why Tim Baker
4 would be providing JEA comments on board materials
5 before the July 23 board meeting?

6 A No reason to -- to tell you, other than what
7 would be speculation and probably not of any value, so
8 I'd ask Tim Baker.

9 Q Okay. So you don't know?

10 A No.

11 Q You're not -- are you -- would you be surprised
12 to hear that Tim Baker's providing comments to -- board
13 materials before they go to the board?

14 A I don't know. But surprised? Would I be
15 surprised that Tim Baker is somebody that people ask
16 about how to communicate and offer advice? I think he's
17 a consultant for a living, so I -- I don't know.

18 Q But he's a consultant at NextEra on something
19 that was being considered for --

20 A According to you. I don't know that that's --
21 we've -- I continue to question that that's a fact. If
22 you know it for a fact, so be it.

23 Q I only know because NextEra said it. That's
24 the only reason I know.

25 A But it doesn't say the dates. You keep -- you

1 keep implying -- like, I can tell you what I know, which
2 is that BCSP, when it was solely run and owned by Tim
3 Baker, did contract with FPL, I think, December of '17.
4 Beyond that, I don't know when that concluded.

5 I also know that Mr. Baker has said publicly in
6 the press that he concluded any work with FPL prior to
7 the ITN. If you say that's not so, then you and
8 Mr. Baker can sort that out.

9 I can't tell you what -- what -- what the fact
10 is. You asked me if it would surprise me that a skilled
11 consultant was asked by people for advice? Not really,
12 but --

13 Q That's not how I phrased the question.

14 A Well, okay. Then -- then the way you phrased
15 it, I'll say I can't begin to answer what's in the
16 mindset of Melissa or anybody else and why they're
17 receiving input from Tim.

18 Q Again, did -- have you talked to Tim Baker
19 about your appearance here today?

20 A No. He was aware of it through the press, as
21 most people were, but I've not spoken about it.

22 Q Did you talk to the Mayor about your appearance
23 here today?

24 A Not beyond telling him that I wanted a letter
25 that clearly defined my being here was because it was

1 required by ordinance, not by volunteerism, as you've
2 stated publicly on two occasions.

3 Q I was trying to be charitable.

4 A You don't need to be charitable. Facts are
5 facts. You don't need to have charity for facts.

6 Q Are you telling me that you didn't want to be
7 be here and you wouldn't have been here except for the
8 fact the Mayor directed you?

9 A No, the law directed me and the Mayor reminded
10 me that the law says that, so let's say it that way.

11 Q Because you're a City employee?

12 A Correct, and that's what the ordinance
13 requires.

14 MR. BUSEY: Let's go off the record.

15 (Recess taken.)

16 MR. BUSEY: Let's go back on the record.

17 BY MR. BUSEY:

18 Q Clarify one thing, you mentioned somebody who
19 was interested in buying JEA early on, Exelon?

20 A I think -- to the best of my recollection, it's
21 something like that. Echelon, Exelon.

22 Q Right. My understanding is that was somebody
23 who came to the City unsolicited in 1917 or before --

24 A Whoa.

25 Q -- 2017 and before and who bought them?

1 A The first contact was during transition, but I
2 know that. And Weinstein should be able to clarify
3 that. Bill Gulliford and, I think, Kevin Hyde. Is he
4 Foley?

5 Q He's Foley.

6 A So Kevin Hyde and Bill Gulliford approached the
7 transition team, which at that time included Sam and
8 Mike, and Gulliford says there's people that wanted me
9 and what topic. This is -- I should state very clearly,
10 this is all my retelling of what I heard years later and
11 I'm remembering to the best of my ability, but,
12 obviously, it all came about during the '17 time. It's
13 like, oh, yeah, there were other -- other meetings.
14 And --

15 Q And Weinstein took -- went with Exelon people
16 over to Foley and met with Herschel Vinyard. Are you
17 aware of that, when he was at Foley?

18 A When is that happening?

19 Q '17 or -- sometime in '17.

20 A I'm not aware of that, but --

21 Q Weinstein told us, that's how we know that.

22 A But is he saying that's the first contact with
23 that company?

24 Q No, no, just that happened in that time frame.

25 A Well, no, I wasn't aware of that.

1 Q And I was just --

2 A Were they part of a bid team? I don't remember
3 their name in there.

4 Q I don't -- we don't know that.

5 A Okay.

6 Q All we know is what Mike told us and I -- and I
7 was -- it struck me because Herschel was involved when
8 he was at Foley.

9 A Okay. I don't know how he knew that.

10 MR. BLODGETT: My understanding is it was an
11 unsolicited bid, so maybe it wasn't the bid team,
12 just to clarify.

13 A Yeah. No, it wouldn't have been the bid team,
14 that's what -- that's what I'm saying. My understand --
15 and, by the way, there's others. I mean, there's others
16 along the way in -- in -- you know, that -- in that time
17 line article with Shelby Danielsen. It's the Moelis
18 meeting.

19 Moelis was -- was a company that -- that works
20 with a bunch of different industries and contemplates
21 privatization for a variety of things and, basically,
22 said, if you need any help -- at the point that the
23 meeting happens, Petway's letter is publicized and I
24 guess they reached out because of that.

25 At some point there's a company called EPCOR,

1 but I don't know if they ended up in any bid team or
2 anything, but EPCOR, early on, during that 2017 process,
3 reaches out. And that's a group that -- it's Edmonton
4 Power Company. Edmonton, Alberta, Canada.

5 So what Edmonton did was they kept the -- the
6 public kept all the assets and it's kind of a modified
7 concession agreement. But, basically, that model was
8 you taxpayers keep all of your assets, but we give you
9 the -- the private equity or financials to build
10 additional assets that you need because your capacity is
11 changing, but we retain the -- the management and
12 operation and commit to an upfront payment and then a
13 series of payments tied to results over the rest of the
14 time.

15 Well, EPCOR was so successful in Edmonton that
16 they spun out a private company that now owns -- that
17 privatized parts of Arizona. So there are lots of
18 companies that have expressed lots of interest in both
19 JEA assets and other City assets.

20 It's -- it's -- by the way, one of the things,
21 for the record, is just to be clear, there is no
22 prohibition of the administration to have discussions
23 every day of the week, every week of the year about
24 contemplating privatization of anything in the City.
25 There's no prohibition on that. We agree with that,

1 right? That there's no -- there's no law against
2 privatization. In fact, I tried to explain to council
3 members, if you wanted to, you could outlaw it, you
4 could -- you could put an ordinance or thing that says
5 under no circumstances could the City ever talk about
6 privatizing public assets. The problem with it is we do
7 it every day.

8 The -- the day that we take out a -- an old
9 police car and replace it with a new one, we put the new
10 one up -- or the old one up for auction and it was a
11 government expenditure that was assigned to the JS0 that
12 we reclaim and turn into cash, that then goes back into
13 the general revenue for the purpose of operating the
14 City.

15 So privatization is something that the City of
16 Jacksonville uses, like every city, as a -- as a
17 functional -- a functional tool.

18 Q Do you have any knowledge or insight as to how
19 Aaron and Herschel hooked up?

20 A I don't.

21 Q Do you --

22 A I've known -- I've known Herschel longer than
23 Aaron and I know -- I -- he was --

24 Q Longer than Aaron's known Herschel or longer
25 than you've known Aaron?

1 A Oh, I don't know how long Aaron's known him.
2 But, like, in the time frame of knowing people, Herschel
3 Vinyard was the secretary of DEP when I worked for Rick
4 Scott. I -- I helped Herschel as he prepared the press
5 related to being named the secretarial appointee and
6 then throughout the administration -- the first
7 responsibility to the administration with Rick Scott.

8 And all of that is to say, despite some of your
9 conclusions and some of the speculation and feelings of
10 the public, I believe Herschel Vinyard to be a man of
11 integrity and professionalism, higher than -- than many
12 people I know. I think he's a good man. And it's -- it
13 was not surprising to me -- it's -- it will never be a
14 surprise to me that Herschel Vinyard is somebody sought
15 after by anyone because Herschel Vinyard's a good man
16 and a very skilled lawyer.

17 Q My question to you was, and I think you
18 answered it, you don't know how Aaron Zahn got to
19 know --

20 A I don't know.

21 Q -- or why Herschel was with JEA and left --

22 A I don't know that.

23 Q -- a lucrative position with Foley?

24 A But what I'm telling you is when that was
25 announced, I was, like, I like Herschel. Herschel's a

1 good man. I thought that was a good choice because I
2 think Herschel's a top-shelf guy.

3 MR. BUSEY: We don't have anything else
4 further.

5 THE WITNESS: All right. So the -- again, the
6 concern I have is executive summaries or things that
7 don't -- that -- that purport to discuss what I said
8 without actually quoting the words I stated. So
9 inasmuch I can, we'll do our best to expedite. We
10 have a -- the transcript for us to review or to
11 contemplate, if -- we will try not to be the hold up
12 because I will want that to be the document by which
13 your counsel friends and the press or anybody else
14 is deciding how it should characterize what I said
15 and why I said it rather than summaries.

16 And in inasmuch we will have a transcript to
17 review, we discussed the issue of having a -- an
18 audio recording as a back-up if there's some
19 discrepancy that we need to figure out as it relates
20 to the transcript.

21 And not -- I hope you, you know, conclude your
22 work and city council can get some of their energy
23 back on the business that the -- they distracted
24 from.

25

1 BY MR. BUSEY:

2 Q Did I hear you suggest it's a good idea for me
3 to take Tim Baker's deposition?

4 A I -- what you heard from me is asking me
5 questions or anyone else questions about why Tim Baker
6 did or didn't do something, I think it would probably be
7 best answered by Tim Baker, not us.

8 Q That is that I would learn more?

9 A Well, I -- you, a couple times, asked me about
10 other people's thoughts or other people's
11 decision-making and I -- all I can offer is I think the
12 best people to answer the mindset or decision-making are
13 the people that had the mindset or made the decision.
14 And -- and by -- but I -- I respect any private
15 citizen's right to make a choice about whether or not to
16 participate in a politically led process.

17 Q But you don't -- you personally don't have any
18 objection to me taking Tim's deposition, do you?

19 A Again, it's sort of a moot point. Like, what I
20 think about what anyone else does with you or this
21 committee is -- is not something I can influence an end
22 result on so I'll let you and Tim work that out.

23 The last thing I'd say is just on the topic of
24 privatization, there is some irony and some -- some
25 confounded feelings. I see certain members of this

1 committee, who you work for, having such great grandiose
2 public declarations of outrage when I was in -- in
3 meetings where they articulated their feelings of great
4 support for privatization or I think I -- I mentioned,
5 you know, Randy DeFoor's campaign was aided quite a bit
6 by a power company through political committees paying
7 for walkers. And I don't know if she remembers that or
8 if she's selectively forgetting it, but the record can
9 be made to reflect that that happened.

10 And that for all her public declarations that
11 seem to be upset with me, the only interaction I had
12 before I was inside city government with her was a free
13 consultation to help her decide what she would tell the
14 press if they asked about her [REDACTED].

15 So other than that, appreciate the time. Hope
16 it helped.

17 Q That was the second time you've taken sort of a
18 long shot at Randy.

19 A It's not a shot at anybody. It's just facts of
20 facts and I don't under- --

21 Q But it wasn't anything to do with the questions
22 I asked you in this deposition.

23 A No, no, it's about -- I mean, some of the
24 people on this committee have -- have, you know,
25 speculated about me or my motivations. And I -- I don't

1 understand -- when they don't really know me and all
2 I've ever done is try to be helpful to them, I don't
3 understand their methodology or when they give such
4 grandiose statements against privatization.

5 I remember quite clearly Randy DeFoor, I think,
6 saying at a committee meeting, she's all for privatizing
7 electric, but doesn't think water should be privatized.
8 So that seems contradictory to some of her outrage these
9 days.

10 By the way, did you go to law school with
11 Allison, her husband?

12 Q No.

13 A Okay.

14 Q I only met him about ten years ago.

15 A I thought he told me that y'all knew each other
16 from back in the day. I didn't think the ages matched
17 up.

18 MR. BUSEY: We're off the record, Terrie.

19 (Witness excused.)

20 (The interview was concluded at 3:18 p.m.)

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CERTIFICATE OF OATH

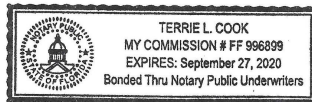
STATE OF FLORIDA)
COUNTY OF DUVAL)

I, Terrie L. Cook, RPR, CRR, FPR, Notary Public, State of Florida, certify that **BRIAN HUGHES** personally appeared before me on July 20, 2020, and was duly sworn.

WITNESS my hand and official seal on August 1, 2020, Jacksonville, Duval County, Florida.

Terrie L Cook

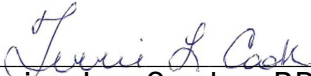
Terrie L. Cook, RPR, CRR, FPR
Notary Public-State of Florida



1 REPORTER'S CERTIFICATE

2
3 STATE OF FLORIDA

4 COUNTY OF DUVAL

5
6 I, Terrie L. Cook, RPR, CRR, FPR, certify that I
7 was authorized to and did stenographically report the
8 interview of **BRIAN HUGHES**; that a review of the
9 transcript was requested; and that the foregoing
10 transcript, pages 1 through 198 is a true record of my
11 stenographic notes.12
13 I further certify that I am not a relative,
14 employee, attorney, or counsel of any of the parties,
15 nor am I a relative or employee of any of the parties'
16 attorney or counsel connected with the action, nor am I
17 financially interested in the action.18
19 DATED on August 1, 2020.20
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24 Terrie L. Cook, RPR, CRR, FPR
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E R R A T A S H E E T

DO NOT WRITE ON TRANSCRIPT - ENTER CHANGES
In Re: Interview

DEPOSITION OF **BRIAN HUGHES**

TAKEN - July 20, 2020

PAGE NUMBER	LINE NUMBER	CHANGE/REASON
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under penalties of perjury, I declare that I have read the foregoing document and that the facts stated in it are true.

Date **BRIAN HUGHES**

cc: Terrie L. Cook, RPR, CRR, FPR
Stephen Busey, Esquire
Tiffany Cruz, Esquire

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