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2		JACKSONVILLE CITY COUNCIL
3	SPECIAL	INVESTIGATORY COMMITTEE ON JEA MATTER
4		
5		
6		INTERVIEW OF
7		
8		KEVIN E. HYDE
9		
10	DATE TAKEN:	Friday, August 21, 2020
11	TIME:	9:56 a.m. to 4:32 p.m.
12	LOCATION:	Smith Hulsey & Busey One Independent Drive
13		Suite 3300 Jacksonville, Florida 32202
14	Eveni	
15		nation of the witness taken before:
16	Terrie L.	Cook, RPR, CRR, FPR, and a Notary Public
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18		
19		
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21		
22		Hedquist and Associates 345 East Forsyth Street
23		Jacksonville, Florida 32202 (904)354-4111 FAX (904)791-9103
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Hedquist & Associates Reporters, Inc.

I         APPEARANCES OF COUNSEL         I		2	1		
2         On Defail of Special Investigatory Committee         2         FOR IDENTIFICATION         Page           3         Stephen D. Bussy Estimation         3         Myde's Exhibit 2         11           4         Hyde's Exhibit 2         11         4         30           5         Buster Status         4         Hyde's Exhibit 3         29           5         Buster Status         5         Hyde's Exhibit 3         29           6         Buster Status         6         Hyde's Exhibit 3         29           7         On behalf of the Witness         7         Hyde's Exhibit 6         6nd 7         31           8         Hyde's Exhibit 10         42         4         Hyde's Exhibit 10         42           9         Hyde's Exhibit 11         47         48         44         44           10         On behalf of Status         11         Hyde's Exhibit 11         47           11         On behalf of Status         Status         14         48         44           11         On behalf of Status         Status         14         48         48           11         On behalf of Status         Status         11         14         48           11 <th>1</th> <th>APPEARANCES OF COUNSEL</th> <th></th> <th></th> <th>4</th>	1	APPEARANCES OF COUNSEL			4
3         Extprime to Busky Example someth, Hulsey & Busky         3         Hyde's Exhibit 2         11           4         Kavy Bodget, Esculies Someth, Hulsey & Busky         3         Hyde's Exhibit 3         29           6         Someth, Hulsey & Busky         8         Hyde's Exhibit 3         29           7         On behalf of the Winess         7         Hyde's Exhibit 5         30           8         Lisa M, Noller, Esquire, via Zoom Folle K, Lardner LP 10         7         Hyde's Exhibit 10         42           9         Nobehalf of TEA         1         Hyde's Exhibit 10         42           10         Debehalf of TEA         11         Hyde's Exhibit 11         47           11         Nulles Street         13         Hyde's Exhibit 13         49           14         Jacksonville, FL 32202         16         Hyde's Exhibit 13         6           15         On behalf of General Counsel's Office         16         Hyde's Exhibit 140         6           15         Jacksonville, Florida 32202         10         Hyde's Exhibit 127         86           20         Hyde's Exhibit 120         102         10         102           21         Ort Senale Gonself Counself         17         Hyde's Exhibit 120         102 <th>2</th> <th>On behalf of Special Investigatory Committee</th> <th></th> <th></th> <th>David</th>	2	On behalf of Special Investigatory Committee			David
4         Kevin Bloddeit, Estudire Sorte 3300         4         Hyde's Exhibit 3         29           7         On behalf of the Witness         7         Hyde's Exhibit 5         30           7         On behalf of the Witness         7         Hyde's Exhibit 5         30           8         Lisa M, Noller, Esquire, Via Zoom offer & Lerdore LP 32 in foothel ark Street         8         Hyde's Exhibit 10         42           10         On behalf of IsA         11         Hyde's Exhibit 11         47           11         On behalf of IsA         11         Hyde's Exhibit 13         49           12         Liea M, Willias Elley K Screet         13         14         Hyde's Exhibit 13         49           13         SO N, Laura Street         14         Hyde's Exhibit 13         50         57           14         Hyde's Exhibit 140         62         56         57         57           15         On behalf of General Counsel's Office         16         Hyde's Exhibit 140         62           17         Hyde's Exhibit 12         6         31         56         31           11         Nowlas Street         19         Hyde's Exhibit 120         10         122           1         Nowlas Street         19<	3				
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7       On behalf of the Witness       7       Hyde's Exhibits 6 and 7       31         8       Lisa M. Nolier, rsquire, via Zoom 500 vk. bit dept 51 500 vk. bit dept 51 500 vk. bit dept 51 500 vk. bit dept 51 500 vk. bit dept 50 500 vk. bit 10       36       36         9       Hyde's Exhibits 6 and 7       31         10       On behalf of JEA       9       Hyde's Exhibit 10       42         11       Hyde's Exhibit 11       47       47         12       Lee D. Wedekind, III, Esquire 30 vk. dept 51       41       Hyde's Exhibit 13       49         13       Hyde's Exhibit 14B       56       56       56       56         14       Hyde's Exhibit 14B       56       56       56       56         14       Hyde's Exhibit 14B       56       56       56       56         15       On behalf of General Equire 50 ute 480       77       14 Hyde's Exhibit 14B       58       58         16       Hyde's Exhibit 15       63       57       63       56         16       Hyde's Exhibit 16       81       19       90 kto 170       90         17       Hyde's Exhibit 17D       98       20       102       24       44       102         20       Hyde's Exhibit 12		Suite 3300			
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Sean B. Granat, Esquire 17 Differ Ogeneral Counsel Suffer 480 Jacksonville, Florida 32202       17 Hyde's Exhibit 15       63         18 Jacksonville, Florida 32202       18 Hyde's Exhibit 17A       86         20 Jacksonville, Florida 32202       19 Hyde's Exhibit 17A       86         20 Jacksonville, Florida 32202       19 Hyde's Exhibit 17D       98         21 Jacksonville, Florida 32202       24 Hyde's Exhibit 17D       98         23 Jacksonville, Florida 32202       24 Hyde's Exhibit 20       102         24 Hyde's Exhibit 20       102       102         23 Jacksonville, Florida 3200       24 Hyde's Exhibit 21       104         24 Hyde's Exhibit 20       107       102         24 Hyde's Exhibit 20       107       102         24 Hyde's Exhibit 20       107       104         25 Hyde's Exhibit 20       107       104         26 Hyde's Exhibit 25       114       116         3       EX A M I N A T I O N       3 Hyde's Exhibit 28A       121         4       Hyde's Exhibit 28A       121       14         4       Hyde's Exhibit 30       133       133         7       DIRECT EXAMINATION BY MR. BUSEY7       7 Hyde's Exhibit 31A       135         9       Hyde's Exhibit 31A       154       154	14	Jacksonville, FL 32202	15	Hyde's Exhibit 14C	5 7
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2       Hyde's Exhibit 26       118         3       E X A M I N A T I O N       3       Hyde's Exhibit 28A       121         4       Hyde's Exhibit 28B       127         5       WITNESS       Page       5       Hyde's Exhibit 28B       130         6       KEVIN E. HYDE       6       Hyde's Exhibit 28C       130         7       DIRECT EXAMINATION BY MR. BUSEY7       7       Hyde's Exhibit 31A       135         9       Hyde's Exhibit 31B       148       10         10       Hyde's Exhibit 31B       148         10       Hyde's Exhibit 31B       148         11       Hyde's Exhibit 31B       148         12       Hyde's Exhibit 31B       148         13       10       Hyde's Exhibit 31B       148         14       Hyde's Exhibit 31C       151         15       11       Hyde's Exhibit 32       154         14       Hyde's Exhibit 32       154       156         13       Hyde's Exhibit 33       161       165         14       Hyde's Exhibit 33       161       167         15       Hyde's Exhibit 33       165       17         16       Hyde's Exhibit 40       167		3			5
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4       Hyde's Exhibit 28B       127         5       WITNESS       Page       5       Hyde's Exhibit 28C       130         6       KEVIN E. HYDE       6       Hyde's Exhibit 28C       133         7       DIRECT EXAMINATION BY MR. BUSEY7       7       Hyde's Exhibit 31A       133         8       Hyde's Exhibit 31A       135       13         9       Hyde's Exhibit 31B       148         10       Hyde's Exhibit 31C       151         11       Hyde's Exhibit 32       154         12       Hyde's Exhibit 36       159         14       Hyde's Exhibit 36       159         14       Hyde's Exhibit 38       164         15       Hyde's Exhibit 38       164         16       Hyde's Exhibit 39       165         17       Hyde's Exhibit 39       165         17       Hyde's Exhibit 40       167         18       Hyde's Exhibit 41       175         19       Hyde's Exhibit 43B       181         21       Hyde's Exhibit 43B       181         21       Hyde's Exhibit 45       190         22       Hyde's Exhibit 45       190         23       Hyde's Exhibit 46A	2		2	Hyde's Exhibit 26	118
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16       Stop just for a minute.         17       (Recess taken.)         18       BY MR. BUSEY:         19       Q       Kevin, thank you for coming this morning.         20       A       Sure.
17       (Recess taken.)         18       18       BY MR. BUSEY:         19       Q       Kevin, thank you for coming this morning.         20       A       Sure.
1818BY MR. BUSEY:19QKevin, thank you for coming this morning.20ASure.
19QKevin, thank you for coming this morning.20ASure.
20 20 A Sure.
21QYou're the managing partner of Foley &
22   22   Lardner's Jacksonville office?
23 A Correct.
24QAnd you have been so since?
<b>25 A</b> 2009. February 1, 2009, I think.
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7
1STIPULATION1QWow, that's quite a tenure.
2It was stipulated and agreed by and between2AYeah. It's been fun, though.
3counsel for the respective parties, and the witness,3QYou recall meeting in Foley & Lardner's office
4that the reading and signing of the interview by the4sometime in 2017 or so with Sam Mousa and Herschel
5 witness was not waived.5 representatives of an energy company called Exelon?
6 6 A I'm going to turn to Lisa on that.
7KEVINE. HYDE,7THE WITNESS: Lisa, they were asking about
8acknowledged having been duly sworn to tell the truth8Exelon.
9 and testified upon his oath as follows: 9 MS. NOLLER: Oh, yeah, I was on mute. Yeah
10THE WITNESS: I do.10Steve, we're not we have not received a privileg
11DIRECT EXAMINATION11waiver from Exelon so I'm going to instruct Kevin
12BY MR. BUSEY:12not to answer questions, other than to confirm that
13QWe're about to take a sworn statement of Kevin13Exelon is a client of Foley & Lardner.
14Hyde and he has agreed to appear voluntarily without a14MR. BUSEY: Okay. Well, I'm going to take
<b>15</b> subpoena in the investigation by the Jacksonville City <b>15</b> believe I'm asking questions that are not intended
16Council Special Investigatory Committee and looking into16to elicit privileged information, but let's take it
17 matters regarding JEA.17 one question at a time.
18Kevin, I appreciate your coming this morning18MS. NOLLER: You're not?
19ASure.19MR. BUSEY: I respect what you're saying, but
20Q preparing.20let's see how far we can get.
21MR. BUSEY: Lisa, I know that you are acting21BY MR. BUSEY:
22pursuant to counsel for Foley & Lardner, Kevin's law22QDo you remember my question?
23firm, and you're in Chicago watching and listening23AYes. I remember the question.
24to these proceedings. Is there anything you want to24QOkay. Did you have such a meeting?
25say, Lisa, before we get started?25ATurn to Lisa.
Hedquist & Associates Reporters, Inc.         Hedquist & Associates Reporters, Inc.

	10		12
1	MS. NOLLER: Yeah. I'm going to instruct	1	<b>Q</b> And tell us who Herschel Vinyard is.
2	Mr. Hyde not to answer because the that would	2	A At the time I believe his title was chief
3	involve work product that was performed for a client	3	administrative officer of JEA.
4	of Foley & Lardner.	4	<b>Q</b> Had he been a member of your firm?
5	MR. BUSEY: You mean whether or not he had a	5	A Yes, he had been of counsel to Foley & Lardner
6	meeting is work product?	6	beginning in 2015 through April 1 of 2019.
7	MS. NOLLER: That's correct.	7	<b>Q</b> And when he was with your firm during that
8	MR. BUSEY: How does my question Sam	8	period, what did his practice and job responsibilities
9	Mousa was in that meeting, is he a part of the	9	involve?
10	privilege?	10	A He had two two main practice areas pardon
11	MS. NOLLER: I don't know who that is.	11	me two main practice areas. First was in
12	THE WITNESS: Sam Mousa is the chief	12	environmental law. And then, secondly, general
13	administrative officer of the City of Jacksonville.	13	government affairs. As you recall, Mr. Vinyard was
14	MR. BUSEY: At the time.	14	had been, until the end of 2014, the secretary to the
15	THE WITNESS: At the time he was, yes.	15	Department of Environmental Protection for the State.
16	MS. NOLLER: Steve, I think the best way to	16	So subsequent practice area of environmental
17	proceed on this is just to continue with questions	17	law, but then worked government affairs, particularly
18	on other topics and at a break, I think I'm going to	18	with the governor's office and Department of
19	consult with Mr. Hyde.	19	Environmental Protection, after his ban ended in the
20	MR. BUSEY: All right. For the time being,	20	Department of Environmental Protection.
21	you're claiming privilege with regard to a meeting	21	Q And when did he leave your firm?
22	that Mr. Hyde was in with Sam Mousa in 2017?	22	A I think the day was April 1, 2019.
23	MS. NOLLER: I am. And we can revisit it at	23	Q And do you recall when Herschel came I
24	some other point during this interview after I've	24	assume came to you and told you that he wanted to leave
25	had an opportunity to talk to Mr. Hyde.	25	Foley and join the the JEA?
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	11		15
1	BY MR BUSEY	1	A Yes
1	BY MR. BUSEY: <b>Q</b> I'm going to show you what we've marked as	1	<ul><li>A Yes.</li><li>Q When was that conversation?</li></ul>
2	<b>Q</b> I'm going to show you what we've marked as	2	<b>Q</b> When was that conversation?
	<b>Q</b> I'm going to show you what we've marked as Exhibit 2, which is an engagement oh, which is an		<ul><li>Q When was that conversation?</li><li>A Sometime in mid March because I and I don't</li></ul>
23	<b>Q</b> I'm going to show you what we've marked as Exhibit 2, which is an engagement oh, which is an engagement letter for Foley & Lardner with the Office of	23	<ul> <li>Q When was that conversation?</li> <li>A Sometime in mid March because I and I don't remember the exact date, but I recall we had</li> </ul>
2 3 4	<b>Q</b> I'm going to show you what we've marked as Exhibit 2, which is an engagement oh, which is an engagement letter for Foley & Lardner with the Office of General Counsel of the City of Jacksonville, dated July	2 3 4	<ul> <li>Q When was that conversation?</li> <li>A Sometime in mid March because I and I don't remember the exact date, but I recall we had approximately a two-week notice period that he worked</li> </ul>
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	14	1	16
1	was going to soon be leaving. And that was the first I	1	2018, was it?
2	heard of it.	2	<b>A</b> '19.
3		3	
	Q And he gave you two weeks' notice?	4	
4	A Which is yeah customary. Yeah. He he	-	<ul> <li>A Yes, sir.</li> <li>Determine the time has held you in March of 2010.</li> </ul>
5	would have he said whatever you need, but I said, you	5	<b>Q</b> Between the time he told you in March of 2019
6	know, when when do you need to be at JEA and how	6	that he was leaving and July and June 26, when you
7	long's it take you to fulfill client matters? And he	7	said it was the first talk about this engagement, which
8	thought two weeks would be sufficient and that's what he	8	led to Exhibit 2, did you have any conversation with
9	did.	9	Herschel about doing work about Foley & Lardner doing
10	Q Did he his compensation at JEA was public	10	work for JEA
11	information, his you knew what his compensation was	11	A Not before he called, no.
12	at Foley & Lardner, was he taking a pay cut to go to	12	<b>Q</b> and about the last week in June?
13	JEA?	13	A Yes. Correct. We had we had no
14	A Yes, my understanding. I I didn't know	14	conversations till he called me at in or around the
15	his he did not tell me what his compensation was at	15	last week of June.
16	the time of our conversation, but as you indicated,	16	<b>Q</b> And what did he say in that conversation?
17	compensation for public officials is is can be	17	A He said that that they were looking to
18	known.	18	engage counsel and he specifically mentioned that
19	<b>Q</b> Did he did you and he talk about why he was	19	New York counsel had been engaged. I can't remember if
20	going to JEA?	20	at that time he mentioned Pillsbury particularly, but
21	A Not at that time. Not really. I mean,	21	they were looking for, my term, local counsel to assist
22	candidly I was so shocked by it, I had to I left and	22	to work with New York counsel and then particularly on
23	had to go think about it for a minute. I wasn't angry,	23	Florida-related matters.
24	I was just shocked and surprised.	24	<b>Q</b> Did he say what matters?
25	<b>Q</b> But in those circumstances, given Herschel's	25	A I can't remember exactly what he said, but,
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	15		17
1	stature and your stature, wouldn't you think I mean,	1	obviously, it was there had been discussions about
2	I would think I just want you to explain to me that	2	the state of JEA and that there was discussion about
3	Herschel would give you some explanation why he's	3	looking at various I think the term was scenarios
4	leaving such a prominent position with your law firm to	4	that were going to be used. And so it was not specific
5	be an administrative officer with JEA. He must have	5	to a sale, but I understood that that was one of the
6	offered you some explanation for that.	6	things that had been mentioned as one of the scenarios,
7	A The only thing and I'm separating	7	just from general conversation and newspaper reading.
8	conversation pardon me. Turn this thing off.	8	<b>Q</b> Well, there were two issues going on with JEA
9	The only thing I'm separating, Steve, is	9	at the time, one was the alternative scenarios and
10	conversation that day from conversations made before he	10	possible sale of JEA.
11	left. He he did indicate to me that he really	11	A Uh-huh.
12	enjoyed, quote, running things as he had done as a	12	<b>Q</b> And the other was Aaron Zahn's desire to
13	secretary with the Department of Environmental	13	institute some form of long-term compensation plan that
14	Protection. And that rather than being the advice	14	led to the PUP for JEA.
15	giver, he looked forward to being back running an	15	Did he mention which which or both of those
16	operation, which I understood, as chief administrative	16	projects he wanted Foley's help with?
17	officer, is something he would be doing.	17	<b>A</b> Did not mention anything about the PUP during
18	<b>Q</b> Did he tell you about any conversations he had	18	that. It was more about the process in particular of
19	had with Aaron Zahn that would regarding why he	19	of the, my term, the scenario, not traditional response,
20	should join JEA?	20	I think was the phrase that was used.
21	A No.	21	<b>Q</b> So the process that of that ultimately
22	Q Do you know if he had any conversations with	22	led to the board's decision to sell JEA, that process is
23	Aaron Zahn?	23	what you're talking about?
24	A No.	24	A Yes.
25	<b>Q</b> And between the time he told you in March of	25	Q And what was what did you understand was
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	18			20
1	going to be Foley & Lardner's role in that process?	1	Q	Before you?
2	A It was as Herschel talked to me individually	2	Α	I don't think so.
3	first, it was going to be my role was going to be in	3	Q	But you before you were managing partner of
4	the labor relations area. We had collective bargaining	4	Jacksonvi	lle?
5	agreements that were going to be coming up. I say we,	5	Α	I I don't know when Chris came up to
6	JEA had collective bargaining agreements that were going	6	Tallahass	see. Chris was the former Solicitor General of
7	to expire, I believe, at the end of September of that	7	the State	e of Florida and he came after that stint.
8	year and so there would be some assistance with that.	8	Q	He?
9	Just general employee matters as they arose.	9	Α	He, Chris Kise, after he left state government
10	And then he asked whether we had what my	10	as solicit	or general.
11	opinion was about whether we could serve as counsel	11	Q	Chris and Herschel knew each other, I
12	related to procurement matters. And we have a partner,	12	assume	
13	our Tallahassee office, Robert Hosay, who was the former	13	Α	Yes.
14	acting secretary of DMS, Department of Management	14	Q	when Herschel was the secretary?
15	Services, and Robert has a very active procurement	15	Α	Yes.
16	practice.	16	Q	Did Chris Kise have any role, to your
17	<b>Q</b> How do you spell Hosay?	17	knowledge	e, in Herschel getting the job at JEA?
18	A H-o-s-a-y.	18	Α	I know Chris has told me he talked with
19	<b>Q</b> And when you say procurement, does that mean	19	Herschel	about the job at JEA. I don't know if Chris
20	JEA buying stuff or JEA selling stuff?	20	had any	role in him getting the job, if that distinction
21	A No, it's the state procurement statutes and	21	makes se	ense.
22	practices, whether and so it can be on either side of	22	Q	Chris told you that he had talked
23	the transaction, the State buying things or private	23	Α	Talked to Herschel
24	companies doing services on behalf of the State,	24	Q	about
25	anything that might fall under the general procurement	25	Α	about going to JEA, but I don't know if
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	19			21
1	statutes.	1		any role in helping him get that job.
2	Q And so you told Herschel you could help in that	2		What understanding do you have, if any, as to
3	regard too?	3		would be talking to Herschel about going to
4	A Yes, I thought we had capabilities in that	4	JEA?	
о С	regard.	5		Chris and Herschel are friends so I'm guessing
6 7	<ul> <li>Q Any other part of the conversation you recall?</li> <li>There was montion of Chris Kies, who is spetter.</li> </ul>	6 7		ed on a friend basis about that.
7 8	A There was mention of Chris Kise, who is another	8		To give you an example, when Herschel was the
9	partner in Tallahassee that Herschel had worked with	9		y of DEP, he did not permanently relocate from
	before, that Chris has a lot of experience working with			ville. He lived in a the house of Chris's
10 11	state agencies and things like that and there might be	10 11		ind of bunked with Chris's father, so they were
12	an occasion where that was necessary. Like, public	12	close frie <b>Q</b>	To your knowledge, did Chris Kise at that time,
13	service commission, for instance. And he mentioned Chris as a possibility. Of course, Herschel knew these	13		ve a relationship or friendship with Aaron
14	people.	14	Zahn?	
15	<b>Q</b> Government affairs practice?	15		I don't know.
16	<ul> <li>A Well, it is it is government affairs in</li> </ul>	16	Q	Do you have any knowledge whether Chris Kise
17	part, but it is also a legal component as well, as	17		Aaron Zahn about Herschel?
18	opposed to someone who may perform purely governmental	18		I have no knowledge of that.
19	affairs with or without a law license.	19		Has Chris Kise ever, within within the
20	Q Chris Kise is a partner in your in Foley &	20		Foley & Lardner, ever claimed credit for
21	Lardner's Tallahassee office?	21	-	erschel with JEA?
22	A Yes.	22		He he's told me that he, quote, got the job
23	Q And has been since then when?	23		chel, but I don't know what he means in if
24	<ul> <li>A I don't know when Chris actually came, but many</li> </ul>	24		v Chris, Chris Chris can I don't want to
25	years.	25		gerate, but sometimes does.
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	22		24
1	<b>Q</b> You mean he may have overstated his role in	1	on the PUP.
2	getting Herschel the job?	2	I believe Chris was also involved looking over
3	<b>A</b> That may be a fair characterization.	3	outstanding litigation issues the JEA had and I'm not
4	<b>Q</b> Did that issue ever come up in the context	4	sure all of which ones he looked at. Chris is a
5	of within Foley & Lardner of partners of Foley &	5	litigator.
6	Lardner getting credit for the generation of JEA	6	<b>Q</b> And Exhibit 2, the on page 2, it says, The
7	business in 2019?	7	engagement is limited to a not to exceed an initial
8	A Yes.	8	amount of \$250,000
9	<b>Q</b> How did it come up?	9	A Uh-huh.
10	<b>A</b> The it came up and I in conversation with	10	Q and that the firm agrees to notify OGC when
11	me, it it came up on a couple of occasions where when	11	\$200,000 of the budget has been expended.
12	any matter is originated, we have a person who's	12	Did you go through that exercise and notify
13	designated as the principal billing partner, but that	13	OGC?
14	does not mean they get 100 percent of the origination	14	<b>A</b> We did informally, telling them where we were
15	credit. There's often sharing of credits. So Chris had	15	at. And then in, I think, November I sent another
16	discussions about sharing of that credit for the JEA	16	letter saying here's where we were at and then the
17	relationship.	17	budget was increased.
18	<b>Q</b> And the partners involved reached an agreement	18	Q Do you know ultimately to what amount?
19	as to how it should be shared?	19	A I think our our final bill our final
20	A Yes. Uh-huh.	20	engagement, when it was fully paid or not fully, it
21	<b>Q</b> That's the idea?	21	was paid in January of 2020, was approximately 1.2.
22	A Yeah, that's the idea. Partners work it out	22	There was a substantial portion we wrote off as well.
23	among themselves. And if they can't come to an	23	<b>Q</b> Do you recall what that approximately how
24	agreement, you may talk to our we have department	24	much that was?
25	chairs, we have three department chairs at the firm;	25	<b>A</b> 136,000, all related to the PUP.
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	23		25
1	litigation, business law and intellectual property. And	1	<b>Q</b> You say all related to the PUP, are you saying
2	if you can't come to an agreement, you would ultimately	2	that of the total billing of Foley & Lardner only
3	go to one of those department chairs to resolve the	3	136,000 related to the PUP?
4	allocation.	4	A Yes.
5	<b>Q</b> Did you and Chris have to go to a department	5	<b>Q</b> And the rest related to what?
6	chair to resolve the issue or did you reach an agreement	6	A Primarily the ITN process itself, as well as
7	among yourselves?	7	some corporate issues, but the ITN.
8	A I made a proposal that there would be three	8	<b>Q</b> On the next to last page of Exhibit 2, page
9	people who would share what we call a principal billing	9	6 of Exhibit 2, it says, The effective date of this
10	credit. And two of us agreed, Chris did not and,	10	letter shall be retroactive
11	ultimately, we I asked our department chair to look	11	A Uh-huh.
12	into the issue.	12	<b>Q</b> to July 1, 2019. Why was the letter dated
13	<b>Q</b> Did he did the department chair resolve it?	13	July 22 and made retroactive to July 1?
14	A Yes. Uh-huh.	14	A What I understand occurred is that when, I
15	<b>Q</b> And what was the resolution?	15	think, about the time frame contacted toward late July
16	A I think it was essentially a one-third,	16	and we were initially working primarily with Pillsbury.
17	one-third, one-third split.	17	And Pillsbury was the one who was helping secure all of
18	<b>Q</b> And who was the third partner?	18	the lawyers that were going to be involved in working to
19	A Robert Hosay.	19	get the engagement letter and they were they had the
20	<b>Q</b> And the reason Chris Kise did Chris Kise	20	initial contact with OGC and then so we worked
21	do any work on this engagement, which is Exhibit 2?	21	through that process.
22	A Yeah, he did. Cup what I know Chris did	22	We ultimately I started working more
23	was Chris interfaced with the Florida Attorney	23	directly with OGC on that. So I think the understanding
24	General's Office in the letter, which was ultimately	24	was to go back to retroactive was because we had
2 <del>.</del> 25	sent to the attorney general's office seeking an opinion	25	already so it was made retroactive to July 1 to
23	Hedquist & Associates Reporters, Inc.	20	Hedquist & Associates Reporters, Inc.
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1	recognize the work that had previously been done.	1	schedule.
2	<b>Q</b> Between July 1 and July 22?	2	A Yes. Uh-huh.
3	A Yes.	3	<b>Q</b> Is \$765 your standard rate for Foley &
4	<b>Q</b> Why did Foley & Lardner write off \$136,000	4	Lardner?
5	relating to the PUP for?	5	<b>A</b> That's the what we call a standard rate,
6	<b>A</b> Couple of reasons. One, at the time that we	6	yes.
7	were submitting what was our final bill, it's no secret	7	<b>Q</b> Do you have a discount rate?
8	that the PUP had become incredibly unpopular, some of	8	A We have what's called floor standard floor
9	the reason we're here today. And I the term that I	9	standard or published rates and then capital market
10	used in speaking to Lawsikia Hodges and Jon Phillips,	10	rates, if we did work in New York or something like
11	were the two people who Jason Gabriel directed me to	11	that, which is higher than that.
12 13	work with on our bills, was basically, my term, a busted	12 13	<b>Q</b> And is 765 an hour for you your floor or your standard rate?
14	deal, just like you may have a real estate transaction that doesn't get in.	14	A Standard.
15	And so I said, obviously, this is a busted	15	Q What's your floor rate?
16	deal. There needs to be a discount because it's not	16	A Currently 590.
17	moving forward and the City JEA is not getting a	17	<b>Q</b> In the right-hand column here, it says, \$650,
18	value for this for this work which was done.	18	was that your floor rate at the time?
19	Second thing is we were approaching the end of	19	A No.
20	our fiscal year. I had an interest in the firm getting	20	<b>Q</b> That's the standard rate at the time?
21	our money and I very candidly said to Lawsikia, who if	21	<b>A</b> That was the standard rate was 765, the
22	you recall or know Lawsikia Hodges used to be an	22	rate charged to JEA was a discount from the standard
23	associate of Foley, she knows how things work, I said,	23	rate.
24	Lawsikia, I have an interest in getting our bills paid,	24	<b>Q</b> That was just a bargain for a discount?
25	to the extent that they can, by January 31, 2020, would	25	A Yes.
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	27		29
1	it assist if I just wrote off all of the PUP work? And	1	Q And why is Christopher Kise's standard rates
2	she said, It will have a that'll assist a lot.	2	\$975 an hour?
-	she said, It will have a that'll assist a lot. And so working with she and Jon Phillips, we	2 3	<ul><li>\$975 an hour?</li><li>A The rates vary between lawyers based on</li></ul>
2 3 4	she said, It will have a that'll assist a lot. And so working with she and Jon Phillips, we went flyspecked our bills to remove any billing entry	2 3 4	<ul><li>\$975 an hour?</li><li>A The rates vary between lawyers based on expertise or experience.</li></ul>
2 3 4 5	she said, It will have a that'll assist a lot. And so working with she and Jon Phillips, we went flyspecked our bills to remove any billing entry whatsoever related to the PUP. I went through I did	2 3 4 5	<ul> <li>\$975 an hour?</li> <li>A The rates vary between lawyers based on expertise or experience.</li> <li>Q Let me show you what we marked as Exhibit 3</li> </ul>
2 3 4 5 6	she said, It will have a that'll assist a lot. And so working with she and Jon Phillips, we went flyspecked our bills to remove any billing entry whatsoever related to the PUP. I went through I did an initial pass where I wrote the time off, then	2 3 4 5 6	<ul> <li>\$975 an hour?</li> <li>A The rates vary between lawyers based on expertise or experience.</li> <li>Q Let me show you what we marked as Exhibit 3</li> <li>A Thank you.</li> </ul>
2 3 4 5 6 7	she said, It will have a that'll assist a lot. And so working with she and Jon Phillips, we went flyspecked our bills to remove any billing entry whatsoever related to the PUP. I went through I did an initial pass where I wrote the time off, then resubmitted them. Worked with Lawsikia to answer	2 3 4 5 6 7	<ul> <li>\$975 an hour?</li> <li>A The rates vary between lawyers based on expertise or experience.</li> <li>Q Let me show you what we marked as Exhibit 3</li> <li>A Thank you. (Hyde's Exhibit 3 was marked for</li> </ul>
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	30		32
1	A Okay.	1	A Yes.
2	(Hyde's Exhibit 4 was marked for	2	<b>Q</b> Why had you seen this document in connection
3	identification.)	3	with that meeting?
4	<b>Q</b> This is an e-mail from Angela Hiers to Herschel	4	<b>A</b> I think there had been a document request
5	on January 15th, 2019, offering employment to Herschel.	5	prepared and JEA put together a number of documents and
6	Have you ever seen this before?	6	I believe this was included in that and I saw the final
7	A Before yesterday, no.	7	documents produced to Councilman Diamond and Councilman
8	<b>Q</b> That is before we delivered it to you?	8	Salem for that meeting.
9	A Yes. Correct. I've not seen this.	9	Q You say a document request, request by
10	Q Did you know at any point in time that Herschel	10	Councilman Salem and Councilman Diamond to JEA?
11	had and Angela of JEA had started talking about	11	A Correct.
12	employment as early as January of 2019?	12	Q And you saw what JEA produced and in that
13	A No. First I heard of him going to work for JEA	13	context, you saw Exhibit 7?
14	was in March of 2019.	14	A Yes, I believe I remember seeing that at that
15	<b>Q</b> And until you saw this yesterday, you didn't	15	time.
16	know it had been done several months before that?	16	<b>Q</b> But prior to December of 2019, you had not seen
17	A No.	17	it?
18	Q Let me show you what we've marked as Exhibit 5.	18	A Not that I recall.
19	Have you ever seen this before?	19	Q Well, in your work for JEA from the end of June
20	A No.	20	through the end of '19, 2019, did you see Willis Towers
21	(Hyde's Exhibit 5 was marked for	21	Watson's work product in connection with the PUP?
22	identification.)	22	A I don't recall specifically remember seeing it
23	<b>Q</b> When I say this, I'm referring to an e-mail	23	because that my focus was on the compliance of
24	from Aaron Zahn to Herschel Vinyard, dated April 10,	24	Florida Statutes, so I don't recall looking at a Willis
25	2019, forwarding an e-mail from Ryan Wannemacher with a	25	Towers Watson study as it related to the PUP until we
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	31		33
1	spreadsheet attached to it.	1	got toward the end and were going to have that meeting.
2	Have you have you ever seen	2	The only caveat I I would give is that if
3	Mr. Wannemacher's spreadsheet before?	3	there were if it were included in a board
4	<b>A</b> I don't recall seeing the spreadsheet attached	4	presentation or something, I I may have seen it in
5	to Exhibit 5.	5	relation to that, but I I don't recall specifically
6	Q Ever?	6	sitting down and reading that.
7	A No.	7	<b>Q</b> On page 9 of Exhibit 7 and Exhibit 7 is an
8	<b>Q</b> Show you what we marked as Exhibits 6 and 7.	8	excerpt of the entire document
9	Exhibit 6 is entitled Compensation Program	9	MS. NOLLER: I Steve, my page 9 or my
10	Review, Discussion Document for Compensation Committee	10	Exhibit 7 only goes to five pages.
11	Meeting, Prepared for JEA by Willis Towers Watson, on	11	MR. BUSEY: There's a numbered this is an
12	April 22.	12	excerpt and the second page of the exhibit is page
13	Exhibit 7 is the same document with the date	13	9. It's numbered numbered at the bottom.
14	June 18, 2019.	14	MS. NOLLER: Thank you.
15	Have you seen either one of these documents	15	MR. BUSEY: Do you see it?
16	before?	16	MS. NOLLER: I see it. I see it now.
17	A I believe so. Exhibit 6, I don't specifically	17	BY MR. BUSEY:
18	recall seeing. Exhibit 7, I do in preparation for the	18	<b>Q</b> On that page, there's a statement and this
19	meeting we had in December of with Councilman Diamond	19	is the Willis Towers Watson work product, Given public
		20	power utilities do not typically provide long-term
20	and Councilman Salem.		
	and Councilman Salem. (Hyde's Exhibits 6 and 7 was marked for	21	incentive plans, LTI, market data is not shown for the
20		21 22	
20 21	(Hyde's Exhibits 6 and 7 was marked for		incentive plans, LTI, market data is not shown for the
20 21 22	(Hyde's Exhibits 6 and 7 was marked for identification.)	22	incentive plans, LTI, market data is not shown for the public power peers.
20 21 22 23	(Hyde's Exhibits 6 and 7 was marked for identification.) <b>Q</b> The meeting that you had with Councilman	22 23	incentive plans, LTI, market data is not shown for the public power peers. Were you aware in 2019 that public power
20 21 22 23 24	(Hyde's Exhibits 6 and 7 was marked for identification.) <b>Q</b> The meeting that you had with Councilman Diamond and Councilman Salem and the council on the	22 23 24	incentive plans, LTI, market data is not shown for the public power peers. Were you aware in 2019 that public power utilities typically did not provide long-term incentive

	34		36
1	A I remember it coming up in the context of what	1	Commission on ethics at that point.
2	I would call the the Diamond/Salem meeting, on	2	<b>Q</b> Let me show you what we've marked as Exhibit 9.
3	December 16th, there was a lot of discussion about that,	3	This is an e-mail from Elizabeth Columbo of Nixon
4	including the Willis Towers Watson study. And I recall	4	Peabody, dated May 20th, 2019, addressed to Ryan
5	hearing about it during that time.	5	Wannemacher and Herschel Vinyard.
6	<b>Q</b> But prior to that time, you were unaware that	6	Have you seen this document before? And it has
7	public power industries do not provide long-term	7	a memorandum attached to it.
8	incentive?	8	A I believe I've seen the memo, but I have not
9	A I had not looked at that issue and I had not	9	seen I don't don't recall seeing the document.
10	had discussion about that issue.	10	(Hyde's Exhibit 9 was marked for
11	<b>Q</b> And, therefore, were unaware of it?	11	identification.)
12	A Yeah, I never looked at it. I was unaware.	12	<b>Q</b> When you say "the document," you mean the
13	Q Well, what was what was Foley & Lardner's	13	trans
14	involvement with the PUP plan in 2019 for which the	14	A Excuse me, the e-mail.
15	\$136,000 you wrote off? What did you do?	15	<b>Q</b> The transmittal e-mail?
16	A We we provided advice regarding compliance	16	A Transmittal e-mail.
17	with Florida Statutes was our principal role.	17	<b>Q</b> But you've seen the memorandum that's attached
18	<b>Q</b> Advice regarding whether or not the proposed	18	to it?
19	PUP plan was compliant with Florida law?	19	A I saw the memo attached to it when I was asked
20	A Correct.	20	to interview with Assistant U.S. Attorney Duva Tysen,
21	<b>Q</b> And you provided that advice in what time	21	that was the first time I saw the memo.
22	frame?	22	<b>Q</b> When was that?
23	A We provided two memos. One was in September,	23	A July 8th of 2020. Excuse me, Tysen Duva. I
24	following the September 25, thereabouts. And then we	24	mispronounced his name.
25	were asked to review some additional questions related	25	<b>Q</b> So I heard you, but I just want to make sure
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	35		37
			57
1	to various aspects of Florida law, which resulted in a	1	I'm clear.
1 2	to various aspects of Florida law, which resulted in a memo. I believe its final date was October 21 so we	1 2	
_			I'm clear.
2	memo. I believe its final date was October 21 so we	2	I'm clear. The first time you saw this memorandum, which
2 3	memo. I believe its final date was October 21 so we provided a very substantive memo regarding that.	2 3	I'm clear. The first time you saw this memorandum, which is attached to Exhibit 9, this Nixon Peabody memorandum,
2 3 4	memo. I believe its final date was October 21 so we provided a very substantive memo regarding that. We also assisted in drafting a letter to the	2 3 4	I'm clear. The first time you saw this memorandum, which is attached to Exhibit 9, this Nixon Peabody memorandum, dated May 20th, 2019, was when you met with Tysen Duva
2 3 4 5	memo. I believe its final date was October 21 so we provided a very substantive memo regarding that. We also assisted in drafting a letter to the Florida Attorney General's Office seeking an advisory	2 3 4 5	I'm clear. The first time you saw this memorandum, which is attached to Exhibit 9, this Nixon Peabody memorandum, dated May 20th, 2019, was when you met with Tysen Duva in 2020?
2 3 4 5 6	memo. I believe its final date was October 21 so we provided a very substantive memo regarding that. We also assisted in drafting a letter to the Florida Attorney General's Office seeking an advisory opinion on application of Florida law to the PUP.	2 3 4 5 6	I'm clear. The first time you saw this memorandum, which is attached to Exhibit 9, this Nixon Peabody memorandum, dated May 20th, 2019, was when you met with Tysen Duva in 2020? <b>A</b> Correct.
2 3 4 5 6 7 8 9	memo. I believe its final date was October 21 so we provided a very substantive memo regarding that. We also assisted in drafting a letter to the Florida Attorney General's Office seeking an advisory opinion on application of Florida law to the PUP. And we had a draft we worked on a draft of a	2 3 4 5 6 7 8 9	I'm clear. The first time you saw this memorandum, which is attached to Exhibit 9, this Nixon Peabody memorandum, dated May 20th, 2019, was when you met with Tysen Duva in 2020? <b>A</b> Correct. <b>Q</b> Prior to that time, did you know of the
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		38		40
1	BY MR. E	BUSEY:	1	<b>Q</b> Was among the matters for which you were
2	Q	Have you ever talked to Herschel about the	2	Foley & Lardner was engaged by JEA in 2019 to look at
3	existenc	e of the May 20 Nixon Peabody memorandum?	3	whether or not JEA's proposed long-term incentive plan
4	Α	He has he told me how I learned of the	4	complies with Florida law?
5	memo,	he said, I'm paraphrasing here to the best of my	5	A Yes, that was part of our engagement.
6	recollec	tion, that he had sent the Nixon Peabody memo to	6	<b>Q</b> Given the fact that was part of that engagement
7	someor	e in OGC and so the OGC, Office of General	7	and given the fact that this memorandum of May 20th
8	Counse	I, was aware of that.	8	which was directed to Herschel addresses that issue
9	Q	When did Herschel tell you that?	9	negatively, wouldn't you expect Herschel to bring it to
10	Α	I'm thinking March or April of this year, of	10	your attention when he engaged it?
11	2020.		11	A It would have been helpful.
12	Q	After your engagement had ended?	12	<b>Q</b> Is that a yes?
13	Α	Correct.	13	A Yes.
14	Q	Why did why were you what was the	14	<b>Q</b> Did you ask Herschel why he didn't?
15	circumst	ances of the conversation with Herschel that	15	A No.
16	you're re	eferring to?	16	<b>Q</b> Were you disappointed to learn that Herschel
17	Α	Don't recall how it came up, but he	17	had this memorandum in his back pocket when he engaged
18	obvious	sly there was a a lot of of noise in the	18	it and didn't tell you about it?
19	commu	nity about this. And I think he was just blowing	19	<b>A</b> I didn't know whether Herschel had the memo.
20	off som	e steam a little bit in the sense of, you know,	20	He was telling me about it, but, yeah, I was
21	we w	e sent this to OGC and so they had knowledge of	21	disappointed to know that there to later learn, after
22	it as we	II. If I'm being accused of somehow hiding it,	22	we had concluded all of our work, that there had been
23	I had se	ent this on to someone.	23	research done, legwork done already and I would liked to
24	Q	He he didn't tell you to whom he had sent	24	have seen it. It would have been helpful.
25	it?		25	<b>Q</b> Do you know how this Nixon Peabody memorandum
		Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
		39		41
1	Α	I don't recall him specifying to whom he sent	1	came to light in this investigation?
	14		2	A Ne
2	it, no.	Where did that conversion take place?	2	A No.
3	Q	Where did that conversation take place?	3	<b>Q</b> Our law firm discovered it after we had seen
3 4	Q	I don't recall exactly. Herschel and I are	3 4	<b>Q</b> Our law firm discovered it after we had seen that Nixon Peabody had done some work and we had asked
3 4 5	Q A in a Bib	I don't recall exactly. Herschel and I are le study every Friday morning along with other	3 4 5	<b>Q</b> Our law firm discovered it after we had seen that Nixon Peabody had done some work and we had asked to see Nixon Peabody bills and we asked for memorandum
3 4 5 6	<b>Q</b> <b>A</b> in a Bib men an	I don't recall exactly. Herschel and I are le study every Friday morning along with other d it may have been there, but I don't recall	3 4 5 6	<b>Q</b> Our law firm discovered it after we had seen that Nixon Peabody had done some work and we had asked to see Nixon Peabody bills and we asked for memorandum in that context. That's how we discovered it.
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	42		44
1	Have you seen this before?	1	page, under the Answer, it says, Yes, JEA is authorized
2	A Yes.	2	to adopt bonuses or incentive programs
3	(Hyde's Exhibit 10 was marked for	3	A Uh-huh.
4	identification.)	4	<b>Q</b> so long as the program complies with the
5	<b>Q</b> In what context?	5	requirement of Section 215.425, Florida Statute.
6	A It was I believe prior to	6	A Correct.
7	<b>Q</b> Or, excuse me, let me be more precise.	7	<b>Q</b> Did you agree with that?
8	I referred to a transmittal e-mail and it has	8	A Yes.
9	attached to it a memorandum of the OGC from Kort Parde	9	<b>Q</b> So the program is legal as long as it is
10	to Lynne Rhode and I'm referring to both documents.	10	legal?
11	A Okay. I I do remember seeing this	11	<b>A</b> Well, it 215.425 is the op is the
12	memorandum and it came in the context of prior to the	12	operative statute that you really begin your inquiry
13	July 23rd, 2019, board meeting. I believe this	13	from. And so the way I interpreted this memo was the
14	memorandum the date of this predates that meeting.	14	board itself had the authority to enter into a plan,
15	And after that after the July 23rd meeting is when we	15	provided the plan met the requirements of Florida law.
16	began starting in earnest to look at specific questions	16	<b>Q</b> That's pretty much what it says, huh?
17	related to the PUP.	17	A Yeah.
18	And then I had heard from Lynne, and I can't	18	<b>Q</b> And at the top of page 4 of the memorandum
19	remember Lynne Rhode, can't recall if it was before	19	attached to Exhibit 10 is a paragraph that says, The
20	or after the July 23rd meeting, about a memo that had	20	only concern for JEA would be the issue with respect to
21	looked at some of these compensation plans. I said that	21	how to individually measure each employee's work
22	would I would like to see that, you know, to get me	22	performance because the statutory language would not
23	started.	23	permit a bonus based upon JEA's overall financial
24	And so I don't remember exactly when I saw the	24	improvement.
25	memo, Steve, but that's the context in which I saw it.	25	Is that your understanding of the law?
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	43		45
1	<b>Q</b> And what did you learn from looking at the	1	<b>A</b> I believe under 215.425, there's that that's
1 2	<b>Q</b> And what did you learn from looking at the memorandum at that time?	1 2	<b>A</b> I believe under 215.425, there's that that's what it states.
-			
2	memorandum at that time?	2	what it states. <b>Q</b> And this is the purpose of the PUP plan as designed by Aaron Zahn, to permit employees to the
2 3	<ul><li>memorandum at that time?</li><li>A Well, I think one of the things they were</li></ul>	2 3	what it states. <b>Q</b> And this is the purpose of the PUP plan as
2 3 4 5 6	<ul> <li>memorandum at that time?</li> <li>A Well, I think one of the things they were really looking at was the authority of JEA to enter into a long-term incentive plan more than more than the specifics on the on the particular PUP plan itself,</li> </ul>	2 3 4 5 6	what it states. <b>Q</b> And this is the purpose of the PUP plan as designed by Aaron Zahn, to permit employees to the PUP program to share in the JEA's financial improvement?
2 3 4 5 6 7	<ul> <li>memorandum at that time?</li> <li>A Well, I think one of the things they were really looking at was the authority of JEA to enter into a long-term incentive plan more than more than the specifics on the on the particular PUP plan itself, but it was the authority of the board itself to enter</li> </ul>	2 3 4 5 6 7	<ul> <li>what it states.</li> <li>Q And this is the purpose of the PUP plan as</li> <li>designed by Aaron Zahn, to permit employees to the</li> <li>PUP program to share in the JEA's financial</li> <li>improvement?</li> <li>A I believe the purpose was to provide employee</li> </ul>
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	40	1	18
1	46 could could create an issue, as identified in this	1	48 BY MR. BUSEY:
2	memo.	2	
3	<b>Q</b> As as I understand your testimony so far	3	,
4	this morning, Foley didn't begin to look at the legality	4	· · · · · · · · · · · · · · · · · · ·
5	of the proprietary of the PUP plan until after it was	5	·
6	approved by the JEA board on July 23, 2019?	6	
7	A We began our research into the issues	7	
8	identified in the memo. I had seen the PUP plan very	8	
9	generally before July 23rd, but our in-depth analysis	9	
10	began after that meeting.	10	
11	<b>Q</b> When you said that you've seen the PUP plan	11	
12	before July 23rd, let's be more precise. I don't think	12	, , , , , , , , , , , , , , , , , , , ,
13	there was a PUP plan, literally wasn't there simply a	13	
14	summary of what the PUP plan was intended to be?	14	
15	A What I was talking about, the materials that	15	
16	were presented at the board meeting for July 23rd, yes.	16	-
17	<b>Q</b> That was a summary, wasn't it?	17	
18	A I believe so. I don't recall all of it. But	18	
19	it was part of there was a resolution approving	19	
20	the form of a long-term compensation plan, yeah.	20	5 5 15
21	<b>Q</b> In my recollection we can see it. We'll get	21	
22	to it but it was the plan itself verbatim was not	22	
23	there, it was a summary of the plan?	23	,
24	<b>A</b> I believe you're correct, Steve. We'll have to	24	
25	look when we get to that exhibit.	25	5
20	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	47		49
4			
	<b>U</b> AND IEF ME SNOW VOLLWDAF WE VE MARKED AS	1	Committee Meeting on Lune 18th 2019
1	Q And let me show you what we've marked as Exhibit 11, which is a memorandum from Lynne Bhode to	1	
2	Exhibit 11, which is a memorandum from Lynne Rhode to	2	2 Have you seen that before?
23	Exhibit 11, which is a memorandum from Lynne Rhode to Kort Parde no, from Kort Parde and Sean Granat to	23	<ul><li>2 Have you seen that before?</li><li>3 A I believe in preparation of those documents to</li></ul>
2 3 4	Exhibit 11, which is a memorandum from Lynne Rhode to Kort Parde no, from Kort Parde and Sean Granat to Lynne Rhode, dated June 17, regarding compensation	2 3 4	<ul> <li>Have you seen that before?</li> <li>A I believe in preparation of those documents to</li> <li>be submitted for the December city council meeting to</li> </ul>
2 3 4 5	Exhibit 11, which is a memorandum from Lynne Rhode to Kort Parde no, from Kort Parde and Sean Granat to Lynne Rhode, dated June 17, regarding compensation plans.	2 3 4 5	<ul> <li>Have you seen that before?</li> <li>A I believe in preparation of those documents to</li> <li>be submitted for the December city council meeting to</li> <li>Councilman Diamond and Salem, I saw it in that context</li> </ul>
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	50		52
1	<b>Q</b> It says this is Morgan Stanley, Four Pillars	1	<b>Q</b> And what was your understanding, at the time of
2	for Successful Privatization.	2	
			that conversation with Herschel, what he meant by
3	Were you you weren't at this point in	3	performance bonus agreement?
4	time of June 20th, you were not engaged by JEA	4	A Some some way of providing additional
5	A No.	5	compensation, based on whether it be individual
6	<b>Q</b> to address privatization issues?	6	performance or the performance of JEA as a whole, but a
7	A No, sir.	7	way of additional compensation outside of the normal
8	<b>Q</b> And you had nothing to do with this document?	8	we're establishing a base salary or an hourly rate or
9	A No.	9	something like that.
10	<b>Q</b> Let me show you what we've marked as Exhibit	10	<b>Q</b> Was his request to you that general?
11	14A and it's a series of e-mails. The one on the bottom	11	A I believe so.
12	is from you	12	<b>Q</b> Did he say when he needed it?
13	A Uh-huh.	13	<b>A</b> I don't recall him saying specific to it, but,
14	(Hyde's Exhibit 14A was marked for	14	obviously, I wrote, There's some urgency. And one thing
15	identification.)	15	I learned pretty quickly throughout this engagement,
16	<b>Q</b> dated July 3, to a number of folks in your	16	most things were treated as urgent.
17	organization, Foley organization.	17	<b>Q</b> But did he say when he wanted the work by?
18	A Right.	18	A I don't recall.
19	<b>Q</b> The subject is bonus perform performance	19	<b>Q</b> And that second sentence, They want it tied to
20	A Uh-huh.	20	specific performance measurements of the entities.
21	<b>Q</b> performance bonus agreement.	21	A Entities. Uh-huh.
22	And you say to these folks, Does anyone have	22	Q What entities?
23	time to help with drafting a performance bonus agreement	23	A I believe JEA, as a whole, and I don't recall
24	for employees? They want it tied to performance to	24	whether there was discussion about various, my term,
25	specific performance measurements of the entities. Let	25	operating units within JEA.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	51		53
1	me know. There's some urgency in the request.	1	<b>Q</b> Do you do you have now, or did you then, any
2	And, yes, I know it's July 4th weekend. I'm	2	knowledge about whether or not Pillsbury had been
3	not sure the client is aware of this.	3	engaged to do the same thing?
4	A Uh-huh.	4	A I didn't have any knowledge whether they had
5	<b>Q</b> Who is "they" in the second sentence?	5	been engaged at that point or on on this issue, no.
6	A They would be JEA. I believe the specific	6	I no, to answer your question.
7	request was coming from Herschel.	7	<b>Q</b> Did you subsequently learn whether or not they
8	<b>Q</b> And the client, referring to the last sentence,	8	had been engaged?
9	is	9	A Yes.
10	A JEA. Yes. Uh-huh.	10	Q When?
11		11	A Probably sometime the first or second week of
	<b>Q</b> So tell me what caused you to send this	40	5
12		12	July, because, ultimately it they you I'm not
12 13	memorandum out on the afternoon of Wednesday, July 3.	12 13	July, because, ultimately it they you I'm not sure of the exact date. It had been in July because
12 13 14	<ul><li>memorandum out on the afternoon of Wednesday, July 3.</li><li>A I believe I got a call from Herschel talking</li></ul>	12 13 14	sure of the exact date. It had been in July because
13 14	<ul><li>memorandum out on the afternoon of Wednesday, July 3.</li><li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan,</li></ul>	13 14	sure of the exact date. It had been in July because the the draft of the performance unit plan that
13	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any</li> </ul>	13 14 15	sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So,
13 14 15	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any knowledge or experience with that. And as evidenced by</li> </ul>	13 14	sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So, obviously, they had been engaged, I don't know when, to
13 14 15 16 17	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any knowledge or experience with that. And as evidenced by this request, I solicited information. I did not have</li> </ul>	13 14 15 16 17	sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So, obviously, they had been engaged, I don't know when, to do that.
13 14 15 16 17 18	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any knowledge or experience with that. And as evidenced by this request, I solicited information. I did not have one specifically.</li> </ul>	13 14 15 16 17 18	sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So, obviously, they had been engaged, I don't know when, to do that. <b>Q</b> You don't know if it was before or after July
13 14 15 16 17 18 19	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any knowledge or experience with that. And as evidenced by this request, I solicited information. I did not have one specifically.</li> <li>I'm aware of the private sector context, but</li> </ul>	13 14 15 16 17 18 19	sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So, obviously, they had been engaged, I don't know when, to do that. <b>Q</b> You don't know if it was before or after July 3?
13 14 15 16 17 18 19 20	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any knowledge or experience with that. And as evidenced by this request, I solicited information. I did not have one specifically.</li> <li>I'm aware of the private sector context, but I I didn't have anything so that's why I said, Has</li> </ul>	13 14 15 16 17 18 19 20	sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So, obviously, they had been engaged, I don't know when, to do that. <b>Q</b> You don't know if it was before or after July 3? <b>A</b> I don't know.
13 14 15 16 17 18 19 20 21	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any knowledge or experience with that. And as evidenced by this request, I solicited information. I did not have one specifically.</li> <li>I'm aware of the private sector context, but I I didn't have anything so that's why I said, Has anybody done any work in this area?</li> </ul>	13 14 15 16 17 18 19 20 21	<ul> <li>sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So, obviously, they had been engaged, I don't know when, to do that.</li> <li>Q You don't know if it was before or after July</li> <li>3?</li> <li>A I don't know.</li> <li>Q So when did you become was there a point in</li> </ul>
13 14 15 16 17 18 19 20 21 22	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any knowledge or experience with that. And as evidenced by this request, I solicited information. I did not have one specifically.</li> <li>I'm aware of the private sector context, but</li> <li>I I didn't have anything so that's why I said, Has anybody done any work in this area?</li> <li>Q But what did Herschel ask you to do?</li> </ul>	13 14 15 16 17 18 19 20 21 22	sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So, obviously, they had been engaged, I don't know when, to do that. <b>Q</b> You don't know if it was before or after July 3? <b>A</b> I don't know. <b>Q</b> So when did you become was there a point in time that you became aware that both you and Pillsbury
<ol> <li>13</li> <li>14</li> <li>15</li> <li>16</li> <li>17</li> <li>18</li> <li>19</li> <li>20</li> <li>21</li> <li>22</li> <li>23</li> </ol>	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any knowledge or experience with that. And as evidenced by this request, I solicited information. I did not have one specifically.</li> <li>I'm aware of the private sector context, but</li> <li>I I didn't have anything so that's why I said, Has anybody done any work in this area?</li> <li>Q But what did Herschel ask you to do?</li> <li>A I think to see if we had any examples of or</li> </ul>	13 14 15 16 17 18 19 20 21 22 23	sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So, obviously, they had been engaged, I don't know when, to do that. <b>Q</b> You don't know if it was before or after July 3? <b>A</b> I don't know. <b>Q</b> So when did you become was there a point in time that you became aware that both you and Pillsbury had been engaged to do the same thing?
13 14 15 16 17 18 19 20 21 22 23 24	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any knowledge or experience with that. And as evidenced by this request, I solicited information. I did not have one specifically.</li> <li>I'm aware of the private sector context, but</li> <li>I I didn't have anything so that's why I said, Has anybody done any work in this area?</li> <li>Q But what did Herschel ask you to do?</li> <li>A I think to see if we had any examples of or experience in, as I put it, their performance bonus</li> </ul>	<ol> <li>13</li> <li>14</li> <li>15</li> <li>16</li> <li>17</li> <li>18</li> <li>19</li> <li>20</li> <li>21</li> <li>22</li> <li>23</li> <li>24</li> </ol>	sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So, obviously, they had been engaged, I don't know when, to do that. <b>Q</b> You don't know if it was before or after July 3? <b>A</b> I don't know. <b>Q</b> So when did you become was there a point in time that you became aware that both you and Pillsbury had been engaged to do the same thing? <b>A</b> Well, I never viewed I viewed us working
<ol> <li>13</li> <li>14</li> <li>15</li> <li>16</li> <li>17</li> <li>18</li> <li>19</li> <li>20</li> <li>21</li> <li>22</li> <li>23</li> </ol>	<ul> <li>memorandum out on the afternoon of Wednesday, July 3.</li> <li>A I believe I got a call from Herschel talking about this concept of a of a performance bonus plan, a performance bonus agreement and did I have any knowledge or experience with that. And as evidenced by this request, I solicited information. I did not have one specifically.</li> <li>I'm aware of the private sector context, but</li> <li>I I didn't have anything so that's why I said, Has anybody done any work in this area?</li> <li>Q But what did Herschel ask you to do?</li> <li>A I think to see if we had any examples of or</li> </ul>	13 14 15 16 17 18 19 20 21 22 23	sure of the exact date. It had been in July because the the draft of the performance unit plan that ultimately came to be was drafted by Pillsbury. So, obviously, they had been engaged, I don't know when, to do that. <b>Q</b> You don't know if it was before or after July 3? <b>A</b> I don't know. <b>Q</b> So when did you become was there a point in time that you became aware that both you and Pillsbury had been engaged to do the same thing?

	54		56
1	originally explained to me, that our role was going to	1	Pillsbury.
2	be Florida counsel, but that Pillsbury was going to be	2	Hi, Kevin. Could you please confirm that you
3	the lead counsel. And so our role was to step in where	3	received the Fed Ex documents?
4	there are Florida-specific issues and advise on those,	4	A That's right.
5	but that Pillsbury was going to be lead counsel.	5	(Hyde's Exhibit 14B was marked for
6	<b>Q</b> But as I read your memorandum, your e-mail of	6	identification.)
7	•	7	
	July 3 to your folks, it looks like you have been given	8	<b>Q</b> Do you know what Fed Ex documents she's referring to?
8	the responsibility to draft the plan from the	9	
9	beginning?		A It it could have been the PUP, Steve, as
10	A Well, I was asked about it, but I was never	10	well as I think there was documents related to a
11	asked to draft the performance unit plan. I was asked	11	proposed employment agreement, but it it could have
12	do we have experience in it, do I have any knowledge of	12	been the PUP, the initial draft. Pillsbury, and
13	it so that generated this e-mail, me seeking out that	13	particularly Jessica Lutrin, are the ones who drafted
14	question.	14	the original PUP.
15	<b>Q</b> Well, let me understand what you just said in	15	<b>Q</b> Would July 6th be the first time you knew
16	light of the first sentence of your e-mail, Does anyone	16	that?
17	have time to help with drafting	17	A It could well be, yes.
18	A Right.	18	<b>Q</b> Herschel hadn't told you that?
19	<b>Q</b> a performance bonus agreement?	19	A Not that I recall.
20	A Uh-huh.	20	<b>Q</b> So if Herschel called you up on Wednesday
21	<b>Q</b> That means writing it?	21	before July 4th weekend and asked you if you could help
22	A That does.	22	draft the plan, he didn't tell you that Pillsbury had
23	<b>Q</b> That's what you're asking your people?	23	already been drafting it?
24	A Does anyone have time to do it and I was asking	24	A I don't recall any discussion about telling me
25	was there experience in it as well as time. And we	25	that I was would be receiving some documents from
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	55		57
1	ultimately never drafted anything.	1	Pillsbury, no.
1 2	ultimately never drafted anything. <b>Q</b> Why?	1 2	Pillsbury, no. <b>Q</b> Or telling you that Pills he had already
			-
2	Q Why?	2	Q Or telling you that Pills he had already
23	<ul><li>Q Why?</li><li>A I never came up with the experience or an</li></ul>	2 3	<b>Q</b> Or telling you that Pills he had already asked Pillsbury to draft the PUP plan?
2 3 4	<ul><li>Q Why?</li><li>A I never came up with the experience or an example of one to use. And then ultimately I learned</li></ul>	2 3 4	<ul> <li>Q Or telling you that Pills he had already asked Pillsbury to draft the PUP plan?</li> <li>A I don't recall being told that.</li> </ul>
2 3 4 5	<ul> <li>Q Why?</li> <li>A I never came up with the experience or an example of one to use. And then ultimately I learned that Pillsbury had done one so it would have been</li> </ul>	2 3 4 5	<ul> <li>Q Or telling you that Pills he had already</li> <li>asked Pillsbury to draft the PUP plan?</li> <li>A I don't recall being told that.</li> <li>Q And then she asks you on the 8th, have you had</li> </ul>
2 3 4 5 6	Q Why? A I never came up with the experience or an example of one to use. And then ultimately I learned that Pillsbury had done one so it would have been duplicative to do it.	2 3 4 5 6	<ul> <li>Q Or telling you that Pills he had already</li> <li>asked Pillsbury to draft the PUP plan?</li> <li>A I don't recall being told that.</li> <li>Q And then she asks you on the 8th, have you had</li> <li>a chance to review the documents? Had you?</li> </ul>
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	58		60
1	<b>Q</b> And you wrote Belinda and said, A public agency	1	This is the associate you were talking about
2	client	2	earlier?
3	Is that JEA?	3	A Yeah. And that this refreshed my
4	A Yes.	4	recollection on something.
5	<b>Q</b> wants to create a bonus program for its	5	<b>Q</b> Go ahead.
6	employees. They are calling them performance units,	6	<b>A</b> Okay. You see where he refers to a benefit
7	essentially a draft a grant of options to exercise.	7	bond proposal in the second sentence?
8	Is this something you have drafted before or helped	8	<b>Q</b> Yes.
9	draft? I can handle the niceties of Florida public	9	<b>A</b> Okay. One of the things that had been asked is
10	sector law, which allows employees to be paid bonuses,	10	whether there could be the use of a bond, a municipal
11	but I need a good starting place from which to work. If	11	bond, to create a a funding source for this type of
12	not you, let me know who you'd recommend. Of course,	12	additional compensation going to employees. And so I
13	the client is in a rush over July 4th weekend. Early	13	had asked Richard to do that, to look at that. And then
14	next week would be fine.	14	he came back with something, it was very general, almost
15	So you sent that to Belinda on Wednesday	15	like a term sheet, and it it never went any further
16	afternoon and she responded to you that afternoon. And	16	than that because we ultimately concluded you couldn't
17	said, Kevin, I'm happy to help and have worked on option	17	use a bond-type concept.
18	plans and incentive unit plans before, but nothing	18	<b>Q</b> When you say he came back with something that
19	similar for a public agency. To be honest, I'm not	19	looked like a term sheet, is that the documents attached
20	exactly sure how this would work, as I wouldn't think	20	at the end of Exhibit 14C?
21	there would be any sort of stock/equity units to which	21	A Yeah, I think this is it.
22	the plan would apply. Is this really more of a bonus	22	<b>Q</b> So what came of this effort?
23	arrangement, but each individual gets a certain number	23	A The on on the bond issue, nothing.
24	of units which determines his or her place of a bonus	24	<b>Q</b> Is your is your and Belinda and Richard's
25	pool? We could definitely do something like that.	25	time over the 4th of July weekend as evidenced by these
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
1	59 I'm also not sure how the "exercise" component	1	61
2	would apply since the arrangement would presumably be	2	memorandums among the time that was written off by Foley & Lardner, \$136,000?
3	subject to 457(I). As a result, participants will be	3	<b>A</b> I'd have to look at the time sheet. It should
4	required to include the value of the deferred bonus and	4	have been. That would be the intent.
5	income as soon as they vested in it, which would take	5	<b>Q</b> Do you know how Richard's work product attached
6	away the benefit of being able to determine when that	6	to Exhibit 14C differed in the work product ultimately
7	to exercise the unit.	7	produced by Pillsbury?
8	And then you responded to Belinda, on	8	<b>A</b> Not as we sit here. I'd have to compare the
9	Wednesday, July 3rd, at 2:40. Belinda, I'm copying	9	two documents.
10	Richard Guyer, who has also agreed who has agreed to	10	<b>Q</b> Let me show you what we've marked as 14D. And
11	take the first stab, but we would love your review and	11	this is a an e-mail from Belinda to you commenting on
12	input. We're trying to avoid the word "bonus," but the	12	Richard's draft, which we've just referred to.
13	concept is the same. Please feel free to reach out to	13	Second paragraph says, Although the agreement
14	Richard in the Jacksonville office. Thanks to both of	14	is styled as a grant of, quote, "performance units,"
15	you for working on this quick turnaround.	15	closed quote, it's essentially just a way to determine a
16	Why are we trying to avoid the word "bonus"?	16	cash bonus for employees. Some of the changes I've
17	A Bonuses in the public sector tend to cause	17	suggested are to address that. Removing language more
18	political controversy.	18	usually seen with equity-related plans.
19	<b>Q</b> So when you say "we are trying," is that JEA?	19	I also try to make it more clear where when
20	A Yes.	20	payment will actually be made. The agreement is
21	<b>Q</b> And Belinda acknowledges your e-mail at 4:00	21	currently structured to be exempt from 409A as a
22	o'clock, on Wednesday, July 3.	22	short-term deferral plan, but if there's any concern
23	And then on Sunday Richard Guyer responds to	23	that JEA might not be able to make payment as required,
24	both of you and says, Belinda and Kevin, please find a	24	there are ways to address that.
25	draft of a performance unit agreement for JEA.	25	So is this a I take it this is a part of the
	Hedquist & Associates Reporters, Inc.	<u> </u>	Hedquist & Associates Reporters, Inc.

	62		64
1	effort still that didn't go anyplace?	1	Representatives of Morgan Stanley. A number of lawyers
2	A Yes.	2	from Pillsbury. Representatives of JEA. I believe at
3	(Hyde's Exhibit 14D was marked for	3	one point Michael Munz was there. And maybe Tim Baker
4	identification.)	4	at one point.
5	<b>Q</b> And she says, We are removing language more	5	MR. BUSEY: Can we go off for just a moment?
6	usually seen with equity-related plans.	6	THE WITNESS: Sure.
7	Was this an equity related plan or not?	7	MR. BUSEY: Let's go off the record.
8	A I I'm not sure. It's outside my normal	8	(Recess taken.)
9	scope of expertise. I think as they were looking at it	9	MR. BUSEY: Back on the record.
10	originally, it was going back to the bond proposed, but	10	BY MR. BUSEY:
11	I I'm not sure, Steve.	11	<b>Q</b> Exhibit 15 has on the front cover of it the
12	<b>Q</b> Well, do you recall after July the 8th what	12	term Project Freebird. Do you know why that's there?
13	was the next step or development in terms of coming up	13	A That was the as I understood the original
14	with a PUP plan for consideration by the board on July	14	name of this project that whatever what it was going
15	23?	15	to be.
16	A It was the Pillsbury draft became the	16	<b>Q</b> Well, let's be more precise. When you say
17	vehicle.	17	this project, what is your understanding of what this
18	<b>Q</b> And what happened to the drafts that Foley had	18	project is?
19	come up with?	19	<b>A</b> My understanding was that one of the scenarios
20	A Nothing that I'm aware of.	20	that were being considered by the board was what I think
21	<b>Q</b> And in accordance with your prior testimony,	21	ultimately came to be termed the nontraditional
22	you assumed that the time related to those drafts had	22	approach, which would be some form of sale, merger, some
23	been written on by Foley?	23	change in the corporate structure of JEA.
24	A Yes.	24	<b>Q</b> And why was Foley at this meeting?
25	<b>Q</b> Let me show you what we've marked as Exhibit	25	A Primarily, again, we were going to have a
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	22		65
	63		65
1	63 15. This is a document that has J.P. Morgan, Morgan	1	Florida law component. One of the first things we did
1 2		1 2	
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2	15. This is a document that has J.P. Morgan, Morgan Stanley internal notes at the top. And it says, Project	2	Florida law component. One of the first things we did at that meeting was to give a primer on Florida public
23	15. This is a document that has J.P. Morgan, Morgan Stanley internal notes at the top. And it says, Project Freebird, Organizational Materials, July 2019.	2 3	Florida law component. One of the first things we did at that meeting was to give a primer on Florida public records law and Florida Sunshine Law.
2 3 4	<ul> <li>15. This is a document that has J.P. Morgan, Morgan</li> <li>Stanley internal notes at the top. And it says, Project</li> <li>Freebird, Organizational Materials, July 2019.</li> <li>Have you seen that document before?</li> <li>A I believe so.</li> <li>(Hyde's Exhibit 15 was marked for</li> </ul>	2 3 4	Florida law component. One of the first things we did at that meeting was to give a primer on Florida public records law and Florida Sunshine Law. <b>Q</b> Why?
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1	Α	No, sir.	1	Q	At whose request?
2	Q	Were you aware that he's had his deposition	2	Α	I don't know at whose request. I assume he
3	taken tw	/ice?	3	I I dor	't know specifically.
4	Α	Yes.	4	Q	Well, what was your understanding I mean,
5	Q	But you haven't seen the transcripts?	5	you were	there and he was there and you know who he is.
6	Α	No.	6	Α	Yeah.
7	Q	Did did were you aware, either from	7	Q	And you knew that he was going to work on the
8	any sour	rce that Herschel said that he, at this meeting	8	campaign	, you said?
9		Continental, told folks that he thought the PUP	9		Right.
10	plan was	sn't a good idea, it was bad?	10	Q	Who told you that? Who led you to believe
11	Α	Am I aware that he said that?	11	that?	
12	Q	Yes.	12		That was my supposition because I knew the City
13	Α	At that meeting?	13		equired any sale or disposition of more than 10
14	Q	Yes. Did you witness him saying that?	14	•	of the assets by the JEA ultimately had to be
15	Α	No. No. At that meeting, I did not hear	15		by the voters.
16		el say that.	16		That came about in 2018, didn't it?
17	Q	I'm reading from a transcript of his testimony	17		I don't remember exactly when it came about.
18		vas asked to describe with particularity every	18		Do you remember there was a contro public
19		t he advised Mr. Zahn Herschel advised	19		sy in the City of Jacksonville in 2018 about
20 21		n that the PUP wasn't prudent and should not be	20 21	the sale o	
21	pursued		21		Yes.
22	for over	His answer was: So I may not be able to do it	22		And then led to the Crescimbini committee?
23		y time, but I have been told that the very first s at Orange Park when the PUPs were first kind of	23		Yes. And were you aware that the JEA board, in May
25		l or disclosed and so that would be the first	24 25		old the senior leadership team of JEA to stand
20	revealed	Hedquist & Associates Reporters, Inc.	20	01 2010, 0	Hedquist & Associates Reporters, Inc.
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1	time I sa	aid something. And I was informed that my	1	down and	do not pursue the privatization anymore?
2		e was firm or animated to Mr. Zahn.	2		I'm not aware of that.
3		Did you witness anything like that?	3		And that Mr. Crescimbini was one of the ones
4	Α	No.	4	who got tl	he on the ballot about requiring the charter
5	Q	Do you know Tim Baker?	5	-	quire public referendum in the event of a sale
6	Α	Yes.	6	of the ma	terial portion of the JEA access?
7	Q	How do you know Tim?	7	Α	I aware that John Councilman Crescimbini had
8	Α	Just I know he's worked on a number of	8	pursued	that, yes.
9	campai	gns of candidates that I 've supported, whether it	9	Q	Leading to the requirement that you just
10	be city	council candidates or some state legislative	10	referred, t	that there had to be a public referendum in
11	candida	ites.	11	the event	of a sale?
12	Q	When you say worked on campaigns, what does	12	Α	Yes.
13	what do	es he do for a living?	13	Q	And your supposition why Tim Baker was at this
14	Α	In the context that I worked with him, he was	14	meeting, l	Project Freebird, at Club Continental, on July
15	the carr	npaign consultant or campaign manager.	15	10th, 201	9, was that Tim Baker was going to handle the
16	Q	For people running for office?	16	campaign	?
17	Α	For people running for office, yes.	17	Α	Yes. Tim Baker handles campaigns. So when I
18	Q	So what was he doing at this meeting?	18	see Tim I	Baker at a meeting, I assume there's a campaign
19	Α	I don't know what his specific role was. What	19	going to	occur.
20		at that meeting, as I came to understand it, he	20		But you don't know whose campaign in this
21		nave a role that if this were approved by the	21	sentence?	
22		nd approved by the city council, ultimately it	22		Well, campaigns can also be referendum
23		have to go to a public referendum. And my	23		ns as well.
24		anding was he would work on the campaign for that			So it leads to the question, who hired him?
25	public r	eferendum.	25	Α	I don't know.
	•	Hedquist & Associates Reporters, Inc.			Hedquist & Associates Reporters, Inc.

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1	Q	And you still don't know?	1	<b>Q</b> Loo	k at page 5.
2	Α	No, I've not seen an engagement letter or	2	A Nui	mbered page 5?
3	anythin	g like that.	3	<b>Q</b> Nur	nbered page 5, Exhibit 15.
4	Q	And you didn't ask him why he was there?	4	A Wh	ere are the page numbers, Steve?
5	Α	No.	5	<b>Q</b> In t	he bottom, at the middle of the bottom,
6	Q	You didn't ask him who was paying him?	6	very faint.	
7	А	No.	7		at's what's the my okay. There
8	Q	Why was Michael Munz there?	8		here it says, Potential Process Timing and
9	А	I believe Michael was working on communication	9	Milestones,	, , , , , , , , , , , , , , , , , , ,
10		of if the if the board approved, on the July	10	Q Yes	
11	•	eeting, pursuing what has been termed the	11		ah. Okay.
12		litional approach, I think Michael was going to	12		down at the bottom it says, J.P. Morgan and
13		communication, how how that communication	13		ley will work closely with the City and its
14		pe rolled out, due to process	14		ailor a process/time line that meets the
15	Q	Communication I didn't mean to interrupt	15	objectives of	•
16	you.		16		you what was your understanding of the
17	you. A	No. Go ahead.	17		the City at this meeting at Club
18			18	Continental?	the city at this meeting at Club
	Q	Communication from whom to whom?	19		pateurs Folow understand what the
19 20	A	I'm not sure exactly. I think initially it was			not sure Foley understood what the
20 21	0 0	b be communication to the employees because,	20	-	of the City were as specified. I put it all
21		ly, pursuing the nontraditional approach would be	21		ext of if the ITN process were to go through
22	-	lifferent form of the way JEA would be organized	22		oved at the various steps along the way,
23	and ope		23		be a time line for what that approval
24	Q	Did you know that Tim Baker was a paid	24	•	uld be and the timing.
25	consulta	nt to Florida Power & Light's parent, NextEra,	25		d, ultimately, my understanding was leading
		Hedquist & Associates Reporters, Inc.		F	ledquist & Associates Reporters, Inc.
		71			73
1		ction with the ITN process?	1		dum, which had it occurred would have either
2	A	No.	2	-	ust of this year, the primary that concluded
3	Q	Do you know that today? Did you ever learn	3		r perhaps the November general election of
4	that?		4	this year.	
5	Α	I think I heard that, like, in the news, but I	5		ay. Well, I was asking you specifically
6		call someone in connection with this process	6		ntence that says as to why the City was
7	specific	ally telling me that.	7		of JEA. Do you know whether or not
8	Q	Do you think you learned it from news sources?	8		on't know why that word was used.
9	Α	I think so, yeah.	9		e word City?
10	Q	Would that seem unseemly to you, that FP&L's	10		ah, I don't know.
11		s was at this meeting, at Club Continental, to	11		you spoke of a timeline. There on the
12	talk abou	ut the process?	12	-	the same page, there's a timeline, isn't
13	Α	It would raise questions to me, yes.	13	there?	
14	Q	And you would have asked those questions at the	14		s, uh-huh.
15	time, ha	d you known about them?	15		l it suggests that the that the purchase
16	Α	Whether I would have directly confronted Tim	16		r the tendered agreement would be signed by
17	with tha	at, I I I don't know. We're not close in	17	March of 202	0?
18	any sen	se, but if I were asked the question of what do	18	A Acc	cording to this, yes.
19	you thir	nk about that, yeah, then I would have raised it	19	<b>Q</b> Do	you remember that discussion at the
20	with hir	n.	20	meeting?	
21	Q	Do you recall Tim Baker addressing the	21	A Id	on't recall a specific discussion on the
22	attendee	es at the meeting?	22	timeline. Le	et me give you a little context to the
23	Α	As in speaking to the entire group?	23	meeting. W	/e broke up into subgroups so I 'm not saying
24	Q	Or some significant subset of them.	24	that it didn'	t occur. It could have occurred outside of
25	Α	No, I don't recall that.	25	my subgrou	p.
		Hedquist & Associates Reporters, Inc.		F	ledquist & Associates Reporters, Inc.

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1	<b>Q</b> And what was your subgroup?	1	council approval processes done, you would have to
2	A Mainly employee issues.	2	almost go back to March.
3	Q Who chaired the meeting?	3	Q Do you do you have any knowledge of whether
4	A Aaron was no one officially chaired it, but	4	or not that proposed deadline for completion of the
5	Aaron clearly was in charge of the meeting.	5	project of March 2020 ever changed?
6	Q Aaron Zahn?	6	A I don't know if it changed. What I can say,
7 8	A Yes.	8	Steve, is the discussion I heard about if a referendum
9	<ul><li>Q Did you know Aaron?</li><li>A I had not met Aaron before this process began.</li></ul>	9	were to be held, it was geared toward the August
10	<ul><li>A I had not met Aaron before this process began.</li><li>Q Do I understand you to say you had not met</li></ul>	10	referendum, August 2020 referendum or or primary date or the November primary date.
11	Aaron before the Club Continental meeting on July 10th,	11	<b>Q</b> I'm not I'm not I don't really understand
12	2019?	12	your answer to my question. There was a time
13	<b>A</b>   believe that's the first time   met him.	13	subsequently, subsequent to July of 2019, which that
14	I I'm I don't recall a specific meeting with him	14	March date was moved collapsed and moved forward?
15	between June 26th and that meeting, no. But I do	15	A Oh, okay. I know what you're referring to now.
16	specifically recall him at the meeting and and	16	I thought you were talking about the referendum. I'm
17	meeting him there.	17	sorry.
18	<b>Q</b> Do you recall what he said about the purpose of	18	Yeah, I recall that there was an effort to
19	the meeting?	19	after the initial repliers responded to the ITN, an
20	A It was to talk about how to organize and	20	effort to accelerate the the review of that and,
21	formulate a process that if the nontraditional approach	21	ultimately, the the negotiation with the successful
22	were approved, how that would be carried forward.	22	repliers.
23	<b>Q</b> And when you say nontraditional approach, that	23	Q Do you know why?
24	was the language that was used by the principals	24	<b>A</b> I don't know why specifically it was moved up.
25	involved in this discussion, referring generally to	25	<b>Q</b> Do you know by whom, at whose instance?
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	75		77
1	privatization, isn't it?	1	<b>A</b> I heard about it from Herschel, but I don't
2	A Correct. Yes.	2	know if it was a directive he was given by Aaron or any specific people.
3	Q And privatization is a broad term to discuss	3	
	the disposition of assots of IEA to some other		
_	the disposition of assets of JEA to some other	4	Q You say you heard about it from Herschel
5	ownership?	4 5	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> </ul>
5 6	<ul><li>ownership?</li><li>A That would be one form of it. There were other</li></ul>	4	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> </ul>
5	ownership? <b>A</b> That would be one form of it. There were other things looked at, like, a co-op agreement or there was	4 5 6	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> </ul>
5 6 7	<ul><li>ownership?</li><li>A That would be one form of it. There were other</li></ul>	4 5 6 7	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> </ul>
5 6 7 8	ownership? A That would be one form of it. There were other things looked at, like, a co-op agreement or there was talk about the possibility of outside investment, but	4 5 6 7 8	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> <li>were going through, so he told me that it it was</li> </ul>
5 6 7 8 9	ownership? A That would be one form of it. There were other things looked at, like, a co-op agreement or there was talk about the possibility of outside investment, but it's it's taking it from its currently	4 5 6 7 8 9	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> <li>were going through, so he told me that it it was</li> <li>going to be moved up. And I can't remember if it was</li> </ul>
5 6 7 8 9 10	ownership? A That would be one form of it. There were other things looked at, like, a co-op agreement or there was talk about the possibility of outside investment, but it's it's taking it from its currently municipally-owned utility to some other format, yes.	4 5 6 7 8 9	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> <li>were going through, so he told me that it it was</li> <li>going to be moved up. And I can't remember if it was</li> <li>moving it to early January, I don't recall, but I think</li> </ul>
5 6 7 8 9 10 11	<ul> <li>ownership?</li> <li>A That would be one form of it. There were other things looked at, like, a co-op agreement or there was talk about the possibility of outside investment, but it's it's taking it from its currently municipally-owned utility to some other format, yes.</li> <li>Q You see on page 7 of Exhibit 15, there's</li> </ul>	4 5 6 7 8 9 10 11	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> <li>were going through, so he told me that it it was</li> <li>going to be moved up. And I can't remember if it was</li> <li>moving it to early January, I don't recall, but I think</li> <li>it was around January. And so he told me that that was</li> </ul>
5 6 7 8 9 10 11 12	<ul> <li>A That would be one form of it. There were other things looked at, like, a co-op agreement or there was talk about the possibility of outside investment, but it's it's taking it from its currently municipally-owned utility to some other format, yes.</li> <li>Q You see on page 7 of Exhibit 15, there's another there's a chart of a timeline. Do you do</li> </ul>	4 5 6 7 8 9 10 11 12	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> <li>were going through, so he told me that it it was</li> <li>going to be moved up. And I can't remember if it was</li> <li>moving it to early January, I don't recall, but I think</li> <li>it was around January. And so he told me that that was</li> <li>the intent to happen.</li> </ul>
5 6 7 8 9 10 11 12 13 14 15	<ul> <li>ownership?</li> <li>A That would be one form of it. There were other things looked at, like, a co-op agreement or there was talk about the possibility of outside investment, but it's it's taking it from its currently municipally-owned utility to some other format, yes.</li> <li>Q You see on page 7 of Exhibit 15, there's another there's a chart of a timeline. Do you do you recall any discussion of why the timeline was</li> </ul>	4 5 6 7 8 9 10 11 12 13 14 15	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> <li>were going through, so he told me that it it was</li> <li>going to be moved up. And I can't remember if it was</li> <li>moving it to early January, I don't recall, but I think</li> <li>it was around January. And so he told me that that was</li> <li>the intent to happen.</li> <li>Q Did he tell you when did he tell you that?</li> </ul>
5 6 7 8 9 10 11 12 13 14 15 16	<ul> <li>ownership?</li> <li>A That would be one form of it. There were other things looked at, like, a co-op agreement or there was talk about the possibility of outside investment, but it's it's taking it from its currently municipally-owned utility to some other format, yes.</li> <li>Q You see on page 7 of Exhibit 15, there's another there's a chart of a timeline. Do you do you recall any discussion of why the timeline was designed to conclude in March of 2020?</li> </ul>	4 5 6 7 8 9 10 11 12 13 14 15 16	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> <li>were going through, so he told me that it it was</li> <li>going to be moved up. And I can't remember if it was</li> <li>moving it to early January, I don't recall, but I think</li> <li>it was around January. And so he told me that that was</li> <li>the intent to happen.</li> <li>Q Did he tell you when did he tell you that?</li> <li>A I don't recall specifically.</li> <li>Q Was it before January?</li> <li>A Oh, yeah. Yeah.</li> </ul>
5 6 7 8 9 10 11 12 13 14 15 16 17	<ul> <li>ownership?</li> <li>A That would be one form of it. There were other things looked at, like, a co-op agreement or there was talk about the possibility of outside investment, but it's it's taking it from its currently municipally-owned utility to some other format, yes.</li> <li>Q You see on page 7 of Exhibit 15, there's another there's a chart of a timeline. Do you do you recall any discussion of why the timeline was designed to conclude in March of 2020?</li> <li>A Because I think what it was understanding that once there was or if there were a definitive agreement reached, it also then had to be approved by</li> </ul>	4 5 6 7 8 9 10 11 12 13 14 15 16 17	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> <li>were going through, so he told me that it it was</li> <li>going to be moved up. And I can't remember if it was</li> <li>moving it to early January, I don't recall, but I think</li> <li>it was around January. And so he told me that that was</li> <li>the intent to happen.</li> <li>Q Did he tell you when did he tell you that?</li> <li>A I don't recall specifically.</li> <li>Q Was it before January?</li> <li>A Oh, yeah. Yeah.</li> <li>Q Did he say why it was being moved?</li> </ul>
5 6 7 8 9 10 11 12 13 14 15 16 17 18	<ul> <li>ownership?</li> <li>A That would be one form of it. There were other things looked at, like, a co-op agreement or there was talk about the possibility of outside investment, but it's it's taking it from its currently municipally-owned utility to some other format, yes.</li> <li>Q You see on page 7 of Exhibit 15, there's another there's a chart of a timeline. Do you do you recall any discussion of why the timeline was designed to conclude in March of 2020?</li> <li>A Because I think what it was understanding that once there was or if there were a definitive agreement reached, it also then had to be approved by the city council. And what the city council would also</li> </ul>	4 5 6 7 8 9 10 11 12 13 14 15 16 17 18	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> <li>were going through, so he told me that it it was</li> <li>going to be moved up. And I can't remember if it was</li> <li>moving it to early January, I don't recall, but I think</li> <li>it was around January. And so he told me that that was</li> <li>the intent to happen.</li> <li>Q Did he tell you when did he tell you that?</li> <li>A I don't recall specifically.</li> <li>Q Was it before January?</li> <li>A Oh, yeah. Yeah.</li> <li>Q Did he say why it was being moved?</li> <li>A I don't recall him saying why he wanted it</li> </ul>
5 6 7 8 9 10 11 12 13 14 15 16 17 18 19	<ul> <li>ownership?</li> <li>A That would be one form of it. There were other things looked at, like, a co-op agreement or there was talk about the possibility of outside investment, but it's it's taking it from its currently municipally-owned utility to some other format, yes.</li> <li>Q You see on page 7 of Exhibit 15, there's another there's a chart of a timeline. Do you do you recall any discussion of why the timeline was designed to conclude in March of 2020?</li> <li>A Because I think what it was understanding that once there was or if there were a definitive agreement reached, it also then had to be approved by the city council. And what the city council would also have to do is approve a referendum process.</li> </ul>	4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19	<ul> <li>Q You say you heard about it from Herschel</li> <li>A Uh-huh.</li> <li>Q when and in what circumstance?</li> <li>A He he and I talked a lot as this process</li> <li>were going through, so he told me that it it was</li> <li>going to be moved up. And I can't remember if it was</li> <li>moving it to early January, I don't recall, but I think</li> <li>it was around January. And so he told me that that was</li> <li>the intent to happen.</li> <li>Q Did he tell you when did he tell you that?</li> <li>A I don't recall specifically.</li> <li>Q Was it before January?</li> <li>A Oh, yeah. Yeah.</li> <li>Q Did he say why it was being moved?</li> <li>A I don't recall him saying why he wanted it</li> <li>why it was going to be moved up.</li> </ul>
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		78		80
1	Q	Do you recall a private announcement?	1	board discussion would be to occur on July 23rd.
2	A	Not that he made to me.	2	<b>Q</b> I can't remember if I asked you this earlier,
3	Q	Look at page 13 of Exhibit 15, which is	3	but do you remember any discussion about the PUP at this
4		Illustrative Data Room Index.	4	Club Continental meeting?
5		Do you know what a data room is?	5	A I believe I had discussions with Jessica Lutrin
6	А	Yes.	6	about it just generally.
7	Q	What is a data room?	7	<b>Q</b> At the meeting?
8	A	Data room is an electronic repository of	8	A Yes. It's part of our in my little working
9		ation that would be used by the people involved in	9	group of employee issues, I think Jessica sat in on some
10		cess. And it and potentially even by the	10	of those meetings.
11		who would be replying to the ITN.	11	<b>Q</b> But not in the larger group discussion?
12	Q	Bidders?	12	A No. It the larger group discussion was
13	Α	Yes.	13	really a kickoff and then it very quickly people went
14	Q	You see this data room was index is	14	to their subject matter expertise.
15	approxi	mately six pages long?	15	<b>Q</b> A kickoff of what?
16	Α	You're looking at page 13?	16	A You know, Aaron saying, let's all introduce
17	Q	Yes.	17	ourselves. Here we are. He did talk about kind of
18	А	Make sure we're on the same page. My numbers	18	the the end date of work would be July 23rd in terms
19	are rea	Ily faint, hard to read here. Okay. So here	19	of we're going to make a presentation on these various
20	so here	с. Э.	20	scenarios to the to the board on July 23rd. So
21	Q	It goes through page 18.	21	there's a real short time period to get the various
22	А	Yeah. Yeah. I see what it says here.	22	things done.
23	Q	Do you know why this data room contains so much	23	<b>Q</b> And you don't recall the PUP being part of that
24	data?		24	discussion by Aaron
25	Α	Not specifically as to this transaction, but	25	A No.
		Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
1		79		
		19		81
1	various	s corporate transactions, depending on the size	1	81 <b>Q</b> about the time frame?
1 2			1 2	
	and co	s corporate transactions, depending on the size		<b>Q</b> about the time frame?
2	and coi any am	s corporate transactions, depending on the size mplexity, you could have any number of any	2	<ul><li>Q about the time frame?</li><li>A No. No, I don't.</li></ul>
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	82		84
1	A "Us" being Foley, yeah.	1	of resolutions which would have to be drafted for the
2	us to procure the Club Continental for them,	2	board to consider and ultimately approve or reject. And
3	you know, to hold the JEA meeting. And you'll see here	3	I recall part of that being that there was going to
4	this Foley & Lardner, LLP, Colleen Rodriguez, she's my	4	be I can't remember if it was the employment
5	assistant. Her son happens to use work for this group	5	agreement just for Aaron or if it was going to be for
6	so she contacted him to see if they could help arrange	6	the the whole senior leadership team.
7	this meeting with Club Continental, the use of this	7	<b>Q</b> And what was the discussion about that?
8	facility.	8	A That there that that was going to be one the
9	<b>Q</b> When you say "this group," you're talking about	9	other items that would be need to be made ready for
10	something that's called Cvent Kapow?	10	the board's consideration.
11	A Yes. Uh-huh.	11	Q Employment agreement?
12	<b>Q</b> What is the address, 3545 Pine Street?	12	A Employment agreements, yes.
13	A That's my	13	<b>Q</b> And you don't recall whether it was just Aaron
14	<b>Q</b> That's your home address?	14	or the senior or the senior leadership team?
15	A That's my home address.	15	A As I sit here, no, I don't.
16	<b>Q</b> Good to know.	16	<b>Q</b> Do you remember that Herschel hired a firm in
17	A Yeah. Exactly. Now it's part of the record.	17	Tampa
18	I tell people I live behind Biscotti's, they know	18	A Yes.
19	exactly where I live.	19	<b>Q</b> to prepare those agreements?
20	<b>Q</b> Why did Foley & Lardner pay for this event	20	A Uh-huh. Yeah.
21	rather than JEA directly?	21	<b>Q</b> Do you remember the name of the firm?
22	A Because the the request to hold the meeting	22	A Shane Munoz.
23	was very quick in securing that facility. And Herschel,	23	Let me give you context on that. Herschel
24	as I recall, said it would take too long to go through	24	asked Herschel asked whether we could do it and I
25	the JEA accounting procedures, so asked if we could	25	said, no, I thought it would be a conflict. Even if the
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	83		85
1	procure it and then ultimately bill them back for it.	1	parties were to waive the conflict, I thought it would
1 2		1 2	
	procure it and then ultimately bill them back for it.		parties were to waive the conflict, I thought it would
2	<ul><li>procure it and then ultimately bill them back for it.</li><li>Q Was the 11,000, what was it for? Was it</li></ul>	2	parties were to waive the conflict, I thought it would be a conflict.
2 3	<ul><li>procure it and then ultimately bill them back for it.</li><li>Q Was the 11,000, what was it for? Was it was there overnight stays at the Club Continental?</li></ul>	2 3	parties were to waive the conflict, I thought it would be a conflict. I made a recommendation to Herschel that he
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	86		88
1	one concern I have generally because we've been asked to	1	benefits for themselves?
2	do this on other occasions to where when you're	2	And you responded to Dabney and said, No.
3	representing the the entity itself and, yet, you're	3	Is that because the board has to approve it?
4	being your engagement is coming through particular	4	A Yes.
5	individuals who are now going to be negotiating for	5	<b>Q</b> And that's why you didn't think there was a
6	their employment their own employment contract, I	6	self-dealing?
7	was concerned whether it's a legal conflict or a or	7	A That and I was trying to tell her that it was
8	the appearance of a conflict. I was concerned about	8	not the executives who would be who had the final
9	that.	9	approval, that it, ultimately, had to go to the board.
10	<b>Q</b> Let me show you what let me show you what	10	<b>Q</b> And let me show you what we marked as 17B,
11	we've marked as Exhibit 17A, as an exchange of e-mails.	11	which is an e-mail from Richard Guyer to you, on July
12	At the bottom of the e-mail, there's an e-mail from you	12	10th, at 4:00 o'clock in the afternoon.
13	to Dabney Ware	13	He says, Kevin, you've asked for the proposed
14	A Uh-huh.	14	JEA employee benefit bond, the instrument outlined in
15	(Hyde's Exhibit 17A was marked for	15	the two-page term sheet, is debt or equity as a matter
16	identification.)	16	of law.
17	Q on Sunday, July 7th. Says, Another	17	Do you know what two-page term sheet he was
18	question: Is there anything in Florida's ethics law,	18	referring to?
19	particularly the ruling by the Florida Ethics	19	A It was the one I forget which exhibit
20	Commission, that prohibits employees from essentially	20	number. The earlier one that we had been referencing.
21	being given stock options to realize a benefit from an	21	(Hyde's Exhibit 17B was marked for
22 23	appreciation in the value of JEA	22 23	identification.)
23 24	A Uh-huh.	23 24	Q Which was a Foley & Lardner work product?
24 25	<b>Q</b> between now and a sale? I have a memo from	24 25	<ul> <li>A Yes.</li> <li>Q And second paragraph says, The instrument is a</li> </ul>
25	the City that would be a good starting point. It Hedquist & Associates Reporters, Inc.	25	Q And second paragraph says, The instrument is a Hedquist & Associates Reporters, Inc.
	87		89
1	discusses very well the applicable Florida statute, but	1	contractual employee benefit in the nature of a
2	does not go too far into Florida Ethics Commission	2	contingent future bonus providing for a future payment
3	cases.	3	to participating employees contingent upon the
4	Who is Dabney Ware?	4	satisfaction of specified conditions and would not be
5	A She is a she is of counsel to our firm,	5	considered debt or equity.
6	works directly with me in the labor employment group.	6	And illustration of the potential economics of
7	<b>Q</b> Were you concerned in the of referring to	7	the instrument is helpful to analyze whether it should
8	your message to Dabney about there a proposed plan	8	be considered debt or employee compensation. I
9	that would give the employees the benefit of the	9	understand the city council auditor estimated the net
10	appreciation and the value of JEA	10	proceeds from a sale of JEA between 1.7 billion and 5.2
11	A Uh-huh.	11	billion. Assuming the midpoint price of 3.4 billion,
12	Q between now and a sale, were you concerned	12	the return to the City would be a 12 percent premium
13	that was a problem in terms of designing a plan?	13	over net position. Under the terms of the instrument,
14	A I thought it definitely required us to look at	14	the employees' \$1 investment per bond would result in a
15	ethics commissions. That's why I asked her to start	15	\$120 payment per bond or a 12,000 percent return on
16	looking into it.	16	investment.
17	<b>Q</b> And then she said: Are you Dabney says, Are	17	Did you read this e-mail from Richard?
18	you thinking that this would be some form of bonus	18	<b>A</b> I don't recall specifically reading this.
19	program with a payout to employees based on a sales	19	<b>Q</b> Would that be would what he observed there
20	price? Just trying to figure out what might help me	20	be a concern to you?
21	narrow the search of ethics opinions.	21	A Yeah, it would be. You'll notice under the
22	And then she follows up with another e-mail on	22	subject matter, when it says update on the bond
23	July 10th, which is the first day of the Club	23	question
24	Continental meeting: Is there a self-dealing issue in	24	<b>Q</b> Yes.
<b>C C</b>		e -	
25	here with executives voting on the sale that has some Hedquist & Associates Reporters, Inc.	25	<ul> <li>A during that time, I was talking to Chauncey Hedquist &amp; Associates Reporters, Inc.</li> </ul>

1		1	
	90		92
1	Lever whether the bond could even be a vehicle to use	1	Q Yes.
2	for this. And Chauncey concluded no. And so I did not	2	A No. I'm unaware of that.
3	think about it much further after that in terms of it	3	<b>Q</b> And then you're unaware, therefore, that his
4	being a bond, the bond as a vehicle for financing this.	4	answer on December 16th to the city council was
5	<b>Q</b> So did your conclusion that this was not going	5	inaccurate?
6	to be a bond render Richard's observations here	6	A I I don't know. I'm not disputing your
7	immaterial to the process?	7	statements, I just don't have knowledge of them.
8	A As it related to us structuring a bond, yes.	8	Q Did you ever see any proposed payouts under the
9	Q Let me show you what we've marked as Exhibit	9	PUP plan?
10	17C. Have you seen this document before?	10	A No.
11	A I don't think so.	11	Q Do you remember when were you at the board
12	(Hyde's Exhibit 17C was marked for	12	meeting on July 23?
13	identification.)	13	A Yes.
14	<b>Q</b> 17C is a spread excel spreadsheet showing	14	<b>Q</b> Remember when Kelly Flanagan asked the question
15	potential payouts by employee class under the	15	at the end of the discussion, the 12-minute discussion
16	performance unit plan that we believe was drafted by	16	about the PUP plan
17	Ryan Wannemacher and what the metadata shows was last	17	A Uh-huh.
18	modified on July 10th, 2019, which was the first date of	18	<b>Q</b> as to whether or not anybody had ever
19	the Club Continental meeting.	19	looked at what would happen with the intersection of the
20	A Uh-huh.	20	sale process in the PUP plan?
21	<b>Q</b> So my I heard what you just said, but I'll	21	A I recall that that she asked those
22	ask you again, was to your recollection, was there	22	questions.
23	any discussion about proposed payouts of this bonus plan	23	<b>Q</b> Do you recall what Ryan Wannemacher's answer
24	at the Club Continental meeting?	24	was?
25	A Not that I heard. And when you say proposed	25	A Not specifically.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	91		93
1	payouts, you mean according to this schedule and things	1	<b>Q</b> Do you recall what anybody's answer to that
2	like this.	2	question was?
3	<b>Q</b> Yeah.	3	A Not specifically.
4	A No.	4	<b>Q</b> Do you recall that nobody gave an answer to
5	<b>Q</b> Who would get what under the plan?	5	that question?
6	A No, I don't.	6	<b>A</b> No. I haven't I was at the meeting, Steve.
7	<b>Q</b> And you don't remember seeing this document?	7	I don't recall the exchange I recall Kelly asking the
8	A No.	8	question. I don't recall the specific answer to the
9	<b>Q</b> Did you know that Ryan Wannemacher had run	9	question.
10	scenarios of what would be the payout under the plan	10	<b>Q</b> Did it occur to you that it was an
11	A No.	11	inappropriate question?
12	<b>Q</b> as early as early July 2019?	12	A Oh, I think the board members absolutely had
13	A No.	13	the right to ask that question.
14	<b>Q</b> Were you there on December 16th when	14	<b>Q</b> The question itself, did you think it was
15	Messrs. Salem and Roy asked the senior leadership team	15	A Yeah.
16	if anybody had ever done a projected payout on the plan	16	<b>Q</b> appropriate in the context?
17	in the event of a sale?	17	A Absolutely.
18	A I was at the meeting.	18	<b>Q</b> Do you feel it got a satisfactory answer?
19	<b>Q</b> Did you hear Ryan Wannamacher's answer to that	19	A Tell me what the answer was because I'm saying
20	question?	20	I don't recall the specific answer to the question.
21	A I was at I don't recall it, but I was at the	21	<b>Q</b> The answer was nobody had ever run this.
22	meeting. What what did he say?	22	Nobody ever looked at the intersection of what happens
23	Q He said no.	23	with the sale and the PUP plan?
1.0.1		24	A Oh, okay. Well, you're asking is that
24	A Okay. And you're representing that this was		
24 25	A Okay. And you're representing that this was done on July 10th? Hedquist & Associates Reporters, Inc.	25	I'm I'm accepting your representation as to when Hedquist & Associates Reporters, Inc.

	94	1	96
1	Exhibit 17C was made and	1	<b>A</b> I would need to see exactly what Ryan said.
2	<b>Q</b> What I said, more precisely, is the metadata	2	I'm not trying to play word games here. What exactly
3	showed the last change on July 10.	3	did Ryan say in response?
4	A All right. Well, that doesn't seem to be	4	<b>Q</b> I'm more generally, I'm asking you since
5	responsive to Kelly's question then.	5	since July 23, has it ever occurred to you that Kelly
6	<b>Q</b> And as you sat there on July 23, listening to	6	didn't get a fair answer to her question?
7	that discussion, you were unaware that she hadn't given	7	A Oh, yeah, when we think about it in
8	an adequate answer to her question?	8	retrospect.
9	A I was unaware of that. It it didn't strike	9	<b>Q</b> That's the question I'm asking.
10	me at the time the answer was given that it was a an	10	A Oh, okay. I'm sorry. I misunderstood what
11	incorrect or inappropriate answer because I was unaware	11	you're saying. Yeah, in retrospect, the thing to do
12	of what you what Exhibit 17C, the dates associated	12	would be to say, Board, you're considering X, Y, Z,
13	with that.	13	here's what X, Y, Z will produce because it gives the
14	MR. BUSEY: Terrie, would you read that answer	14	board, as policymakers, the full information. That's
15	back to me, please?	15	what I wanted when I was sitting in the legislative
16	(The following answer was read by the reporter:	16	body.
17	"Answer: I was unaware of that. It it didn't	17	<b>Q</b> And so what you're telling me is not at the
18	strike me at the time the answer was given that it	18	time, but subsequently, you realized that Kelly asked a
19	was a an incorrect or inappropriate answer	19	good question and she didn't get an adequate answer?
20	because I was unaware of what you what Exhibit	20	A I realized that more information could have
21	17C, the dates associated with that.")	21	been given to Kelly to make it a more complete answer.
22	BY MR. BUSEY:	22	<b>Q</b> Could have been or should have been?
23	<b>Q</b> I heard what you said, you were you were	23	A Both.
24	unaware that it was an inappropriate answer.	24	MS. NOLLER: Steve, I don't want to take you
25	But were you aware that it her question	25	out of your rhythm here, but the nature of this back
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	95		97
			97
1	wasn't answered?	1	and forth is reminding me that your partner, Lanny
1 2		1 2	
	wasn't answered?		and forth is reminding me that your partner, Lanny
2	<ul> <li>wasn't answered?</li> <li>A I 'm not quite sure what you mean by that,</li> <li>Steve.</li> <li>Q Well, what I'm getting to is it was a very</li> </ul>	2 3 4	and forth is reminding me that your partner, Lanny Russell, and I had discussed yesterday, stipulating
2 3 4 5	<ul><li>wasn't answered?</li><li>A I'm not quite sure what you mean by that, Steve.</li></ul>	2 3 4 5	and forth is reminding me that your partner, Lanny Russell, and I had discussed yesterday, stipulating that Foley's not waiving any form objections. We're just not going to bog down the record with form objections.
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1	98		100
1	retention agreement would be available to all employees	1	<b>Q</b> And and you just mentioned retention
2	that was going to be an inducement for them to stay	2	agreement, but you're also aware there's a similar issue
3	for all employees, at all levels, collective. Unionized	3	regarding whether or not
4	employees, didn't matter what level. The idea was that	4	A Yes. Uh-huh.
5	if a sale process were going to go through, there would	5	<b>Q</b> these OGC employees were to participate in
6	be a great deal of uncertainty created and people might	6	the PUP?
7	want to leave the work force so it was designed to	7	A In the PUP, yes. Uh-huh.
8	induce them to remain employed.	8	<b>Q</b> And help me understand when you become aware of
9	(Hyde's Exhibit 17D was marked for	9	that issue and what you knew about it.
10	identification.)	10	A On the PUP or the retention agreement?
11	<b>Q</b> It was designed, the	11	<b>Q</b> On the PUP.
12	A The retention agreement.	12	A I don't recall specifically when it was. I
13	<b>Q</b> And who drafted the retention agreement?	13	think there was just generally in or around you see
14	A I think Jessica did.	14	this is July time frame, of whether those two
15	<b>Q</b> Have you seen it at this point?	15	individuals who had been dedicated from OGC to JEA could
16	A I think so, yes.	16	participate in any of the things that other JEA
17	<b>Q</b> And tell me what your question is here. Remove	17	employees might receive or have an opportunity to
18	the language	18	participate in.
19	A Yeah.	19	<b>Q</b> Do you remember at whose instance it was
20	<b>Q</b> from the retention agreement about covering	20	suggested that the OGC employees be able to
21	employees who were	21	participate?
22	A There were two employees who worked as	22	A No. I heard about that they were originally
23	attorneys for JEA, but who were OGC employees. So you	23	going to be included, but I don't know who initiated
24	had Lynne Rhode and Miriam Hill dedicated exclusively to	24	that.
25	work for JEA, but there they were members of the	25	Q You don't know if it was Aaron or somebody
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	99		101
1	Office of General Counsel. And so the idea was and	1	else?
2	request had been that these two employees not be subject to the retention agreement like all other JEA employees	3	<ul><li>A I don't.</li><li>Q And what did you understand about the</li></ul>
4	because they were actually employed by OGC.	4	controversy? What was the controversy about?
5	Q So this exchange between you and Jessica	5	A The controversy was that just by virtue of
6	evidenced in Exhibit 17D is not really the PUP, is it?	6	these two attorneys having been dedicated to a
7	A No, this relates to the retention agreement,	7	particular independent authority, as opposed to any
8	which is separate.	8	other work they may do for OGC or any other independent
9	<b>Q</b> Were you aware there was a similar issue as	9	authority, that they were going others went to, that
10	to whether or not OGC employees would participate in	10	they would have the opportunity to receive something
11	the	11	that the other OGC employees would not.
12	A Yes.	12	<b>Q</b> And did you ever determine in your mind whether
13	<b>Q</b> PUP?	13	that was appropriate or inappropriate?
14	A Yes, I heard discussion about that.	14	A No, I was not asked to opine on that.
15	<b>Q</b> Where did you hear that discussion?	15	<b>Q</b> Were you aware that there was a senior a JEA
16	A I heard Lynne Rhode talk about it some. I	16	senior leadership team meeting at the Dalton Agency
17	believe I may have had conversations with Jason Gabriel	17	sidebar on July 12th?
18	about it. I knew it was a a bit of a controversy	18	A July 12th?
19	going on because you had employees who, for instance,	19	<b>Q</b> Which was two days after July 10th.
20	had they been assigned to work at JAA, the Airport	20	A I don't recall, no.
21	Authority, or the Port Authority were not going to have	21	Q Have you been to the Dalton Agency?
22	the same opportunity to participate in a retention	22	A Yeah. Uh-huh.
23	agreement as the employees who were at JEA.	23	Q But you don't recall being there on the 12th?
0.4	Q When you say employees, employees of OGC?	24	A No, I don't.
24 25		25	
24 25	<ul> <li>A Employees of OGC, attorneys of OGC, yes.</li> <li>Hedquist &amp; Associates Reporters, Inc.</li> </ul>	25	<b>Q</b> Let me show you what we marked as Exhibit 20. Hedquist & Associates Reporters, Inc.

	102		104
1	Do you recognize this document? It's entitled	1	that case, it would be there's roughly 2,000 plus
2	Resolution 2019-06?	2	employees and you're talking about the termination of 25
3	A Yes, I've seen this document.	3	percent, that's a that's a major change.
4	(Hyde's Exhibit 20 was marked for	4	<b>Q</b> Did you at the time, July of 2019, have any
5	identification.)	5	sense as to whether or not that was a realistic
6	Q What is it?	6	assumption?
7	A It's a resolution that was presented to the	7	A No. I in terms of delving into the
8	and are you referring to just the first two pages?	8	financials and coming up as to whether that was
9	<b>Q</b> I'm referring to the entire document that I	9	necessary, no.
10	handed you	10	<b>Q</b> What about we need to lay off 25 percent of the
11	A Okay.	11	work force
12	<b>Q</b> which has agreements attached.	12	A Right. No.
13	A Yeah, I I remember seeing this document as	13	<b>Q</b> if you don't do what I'm asking you to do?
14	part of the July 23rd meeting.	14	A That's correct. Or more specifically, if
15	<b>Q</b> Part of the board materials for the July 23 JEA	15	you if you follow the traditional approach, you would
16	board meeting?	16	have to lay off 574 people.
17	A Yes. Uh-huh.	17	<b>Q</b> Let me show you what we marked as Exhibit 21.
18	<b>Q</b> Did you have anything to do with the	18	A Thank you.
19	preparation of this agreement?	19	(Hyde's Exhibit 21 was marked for
20	<b>A</b> No.	20	identification.)
21	<b>Q</b> In the first paragraph, it refers to 574 JEA	21	<b>Q</b> Which it says on the first page, Scenario
22	employees.	22	Number 3, Nontraditional Response, The Key to Removing
23	A Uh-huh.	23	All Constraints, JEA. And "all" is underlined.
24	<b>Q</b> Do you know what that means?	24	Do you remember seeing that before?
25	<b>A</b> In the discussion about the traditional	25	A As part of the board package and part of the
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	103		105
1	response, which was continuing to operate as is, I heard	1	board presentation, yes.
2	discussion that if the traditional response were	2	<b>Q</b> And what was your understanding of what was
3	followed, there would have to be layoffs of a number of	3	meant by nontraditional?
4	people and I believe the number was 574.	4	A You had earlier used the word privatization
5	<b>Q</b> Do I understand, from what you just said, that	5	to which it could include that it could be I
6	the JEA senior leadership team put to the board on July	6	always interpret it as being something other than its
7	23 that if you don't sell JEA, we're going to have to	7	current form operating as a municipal utility; sale,
8	lay off 574 employees?	8	merger, outside investment, co-op, something like that.
9	<b>A</b> I think more particularly what they said in	9	Q Look at what is numbered page 9 of this
10	this resolution, that is if you choose to follow what	10	excerpt, which is marked as Exhibit 21.
11	was the traditional approach, which they deem the	11	A It's the last page, yeah.
12	scenario to, that they would have they would	12	Q Yeah.
13	recommend to the board the termination of 574	13	A Uh-huh.
14	employees.	14	<b>Q</b> Says, Process and Timelime for Path to
15	<b>Q</b> And when you say "traditional approach," you	15	Investigating a Nongovernment Structure.
16	mean don't sell?	16	A Yeah.
17	A I would say it's more not only don't sell, but	17	<b>Q</b> What does that mean, a nongovernment
18	just remain as is, the current operating structure,	18	structure?
19	things like that.	19	A Not no longer being a municipally-owned
20	<b>Q</b> You think that was a part of the scare tactics	20	utility. It could be an investor owned utility, it
21	of Aaron to get the JEA board to approve the	21	could be a co-op, but it would to me, I always
22	privatization?	22	interpreted something outside of the traditional
22			
22	<b>A</b> Well, I can't opine whether he was trying to	23	municipally-owned utility.
		23 24	<ul><li><b>Q</b> And does this page 9 of Exhibit 21 reiterate</li></ul>
23	A Well, I can't opine whether he was trying to		
23 24	A Well, I can't opine whether he was trying to use scare tactics, but, obviously, it's a fact that the	24	<b>Q</b> And does this page 9 of Exhibit 21 reiterate

	106		108
1	by March of 2020?	1	<b>Q</b> Is this the resolution authorizing the
2	A Yes. Uh-huh.	2	privatization process?
3	<b>Q</b> And this was presented to the board on July 23,	3	A It it's authorizing scenario 3, which we've
4	2019?	4	been talking about. It's a nontraditional response,
5	A I believe so.	5	which could include privatization.
6	<b>Q</b> Referring to page 8 of Exhibit 21.	6	<b>Q</b> And the first paragraph says, The board
7	A Okay.	7	authorizes the chief executive officer to take any and
8	<b>Q</b> Constraint Profile of Alternate Structures.	8	all action to maximize the four core values of JEA, of
9	A Uh-huh.	9	customer, community, environmental and financial,
10	<b>Q</b> Those were all alternate structures, alternate	10	through a competitive solicitation process regarding JEA
11	to what?	11	assets, including but not limited to:
12	A Alternate to the current structure being a	12	A, issuance of a competitive solicitation
13	municipally-owned utility.	13	instrument, including but not limited to an invitation
14	Q Status quo?	14	to negotiate.
15	A Status quo, traditional. It the way I	15	B, engaging in and undertaking a competitive
16	interpret this, what he's talking about in the	16	solicitation process.
17	presentation, as I recall, they were saying that under	17	And, C, engaging accountants, consultants,
18	the municipal municipal-owned utility, there were	18	financial advisors and legal counsel to to assist in
19	certain constraints. If you look at an alternative	19	a competitive solicitation process.
20	structure, one of the things that could be considered as	20	What was your understanding of what was
21	part of the nontraditional approach, here's whether	21	approved by that paragraph?
22	those constraints would be present or removed. So the	22	A That they could start what later became known
23	alternate is an alternate to the municipally-owned	23	as the ITN process.
24	owned utility.	24	<b>Q</b> Invitation to negotiate?
25	<b>Q</b> And this slot this slide, on page 8 of the	25	A Yes.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	107		109
1	21	1	Q Regarding what?
2	A Uh-huh. Right.	2	A The potential sale of JEA.
3	<b>Q</b> suggests that the alternate structures would	3	<b>Q</b> Okay. And so and this this resolution on
4	be more better?	4	July 23, 2019, authorized the CEO to take any action to
5	A It suggests by the the green check marks	5	maximize the four core values through a competitive
6	that there are fewer constraints, yeah.	6	solicitation process.
7	MR. BUSEY: How are y'all doing? Y'all want to	7	What does that mean? What is competitive
8	take a break and get something to eat?	8	solicitation?
9	THE WITNESS: Totally up to you.	9	A Well, it's it's I'm not an expert in
10	MR. BUSEY: Are you comfortable bringing your	10	this, I'm just speaking of general knowledge. It's that
11	sandwiches back in here and eating or do you want to	11	you could put it out to receive replies, as was done,
12	take a break?	12	where people could make a, quote, bid on that, but it
13	THE WITNESS: No, I'm let's just grab them	13	would be rather than negotiating with a sole source,
14	and eat.	14	you you would have any number of people who could
15	MR. BUSEY: Go on. Okay. Let's do that.	15	respond. I say people, I mean companies or entities
16	Let's go off the record.	16	could respond as to their interest in potentially
17	(Lunch recess taken.)	17	acquiring JEA.
18	BY MR. BUSEY:	18	<b>Q</b> And paragraph 2 of Exhibit 22 is a list of
19	<b>Q</b> Let me show you what we marked as Exhibit 22.	19	conditions that the board's imposing upon that
20	Have you seen that before?	20	A Yes.
21	A Yes, it's part of the board package.	21	Q process?
22	(Hyde's Exhibit 22 was marked for	22	A Yes.
23	identification.)	23	<b>Q</b> Including that there would be a net realization
24	<b>Q</b> Resolution 2019-07?	24	of at least \$3 billion in value to the City of
25	A Yes.	25	Jacksonville; and, B, greater than \$400 million of value
1	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.

	110		112
1	distributed to customers.	1	at I was beginning to look at particularly collective
2	Did you understand what that was about?	2	bargaining issues, given the timing that we were talking
3	A What I think I understood it was going to be,	3	about earlier.
4	I'm just using my my term of rebate to customers.	4	Other Foley lawyers, including Robert Hosay,
5	Like, if I had a if I had an irrigation account and I	5	were looking at the invitation to negotiate and what
6	had a an electric meter, I might get two separate	6	that actual document and process would be.
7	rebates or if I only had just electric, I'd get one	7	<b>Q</b> And how did Robert's role in that regard vary
8	rebate.	8	from what Pillsbury was doing?
9	<b>Q</b> Did you have any understanding of why that was	9	A Roberts's role was like mine in the sense of
10	in the condition?	10	being Florida specific. And so the the ITN process
11	A Why it was placed there?	11	is being contemplated, always had to have a lens to make
12	<b>Q</b> Uh-huh.	12	sure that it met compliance with both Florida
13	A No.	13	procurement law and City of Jacksonville or JEA
14	<b>Q</b> Did you hear any discussion about it?	14	procurement law.
15	A That I I heard discussion that it was	15	<b>Q</b> But not principally the PUP?
16	thought that if there were going to be this change in	16	A No. Talking about from Robert?
17	the structure that resulted in, obviously, large	17	<b>Q</b> Yes.
18	dollars, that the customers ought to receive some	18	A No. No, Robert was not
19	benefit from that.	19	<b>Q</b> How about anybody else at Foley & Lardner? Was
20	<b>Q</b> At that time did you have any understanding	20	anybody else working on the PUP plan during this
21	that that \$400 million would be included in the	21	process?
22	calculation that resulted in a larger payout to the	22	A Well, not I was the one working on it the
23	participants in the PUP?	23	most. There would be times that I might ask questions.
24	A No.	24	I had a question at one point to Michael Kirwan about
25	<b>Q</b> Did you ever reach that understanding?	25	things, but, no, it was principally me.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	111		113
1	<b>A</b> No.	1	<b>Q</b> And what were you doing regarding the PUP
1 2	<ul><li>A No.</li><li>Q Do you know who developed those conditions that</li></ul>	1 2	<b>Q</b> And what were you doing regarding the PUP during that time period?
2 3	<ul> <li>A No.</li> <li>Q Do you know who developed those conditions that</li> <li>are in paragraph 22 of Exhibit 22 paragraph 2 of</li> </ul>		<ul><li>during that time period?</li><li>A In which time period are we talking about?</li></ul>
2 3 4	<ul> <li>A No.</li> <li>Q Do you know who developed those conditions that</li> <li>are in paragraph 22 of Exhibit 22 paragraph 2 of</li> <li>Exhibit 22?</li> </ul>	2 3 4	<ul><li>during that time period?</li><li>A In which time period are we talking about?</li><li>Q July.</li></ul>
2 3 4 5	<ul> <li>A No.</li> <li>Q Do you know who developed those conditions that are in paragraph 22 of Exhibit 22 paragraph 2 of Exhibit 22:</li> <li>A I don't know specifically. As part of the</li> </ul>	2 3 4 5	<ul> <li>during that time period?</li> <li>A In which time period are we talking about?</li> <li>Q July.</li> <li>A Very little. Because my work really kicked off</li> </ul>
2 3 4 5 6	<ul> <li>A No.</li> <li>Q Do you know who developed those conditions that</li> <li>are in paragraph 22 of Exhibit 22 paragraph 2 of</li> <li>Exhibit 22:-</li> <li>A I don't know specifically. As part of the</li> <li>meeting at Club Continental, I heard Aaron talk about</li> </ul>	2 3 4 5 6	<ul> <li>during that time period?</li> <li>A In which time period are we talking about?</li> <li>Q July.</li> <li>A Very little. Because my work really kicked off once the board approved it and then we're looking at the</li> </ul>
2 3 4 5 6 7	<ul> <li>A No.</li> <li>Q Do you know who developed those conditions that are in paragraph 22 of Exhibit 22 paragraph 2 o</li></ul>	2 3 4 5 6 7	<ul> <li>during that time period?</li> <li>A In which time period are we talking about?</li> <li>Q July.</li> <li>A Very little. Because my work really kicked off once the board approved it and then we're looking at the various statutory questions that had been raised.</li> </ul>
2 3 4 5 6 7 8	<ul> <li>A No.</li> <li>Q Do you know who developed those conditions that are in paragraph 22 of Exhibit 22 paragraph 2 of Exhibit 22 paragraph 2 of Exhibit 22:</li> <li>A I don't know specifically. As part of the meeting at Club Continental, I heard Aaron talk about that they he wanted to have certain I think the word he used was cable stakes and that I don't remember</li> </ul>	2 3 4 5 6 7 8	<ul> <li>during that time period?</li> <li>A In which time period are we talking about?</li> <li>Q July.</li> <li>A Very little. Because my work really kicked off once the board approved it and then we're looking at the various statutory questions that had been raised.</li> <li>Q So to your knowledge, Foley really wasn't</li> </ul>
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			1	
		114		116
1	Q	Surely that was the intent?	1	Employee PUP pool equal to 10 percent of the value
2	Α	Yes. The intent of writing off the time was if	2	created in excess of the challenge target value.
3	it relate	ed to the PUP, we would not charge for it.	3	The challenge and target value was \$3.39
4	Q	Whenever that time was?	4	billion?
5	Α	Whenever that time occurred, from the inception	5	A That's what it references up there under
6	through	n the end of our engagement.	6	forecasted value.
7	Q	Let me show you what we marked as Exhibit 25	7	<b>Q</b> And so the idea is the PUP pool would be 10
8	and ask	you if you recognize it.	8	percent of the value realized in a sale in excess of
9		(Hyde's Exhibit 25 was marked for	9	\$3.39 billion?
10	identifica		10	<b>A</b> No, it could be the sale or if the sale didn't
11		MS. NOLLER: I'm sorry. 25?	11	occur and the the target and the and the value of
12		MR. BUSEY: 25.	12	JEA went up as well, it could occur. In other words, it
13		MS. NOLLER: Thank you.	13	was possible that if the PUP program had gone into play
14	BY MR. E		14	and JEA remained completely as is, but the target values
15	Q	Do you remember seeing this document? It's	15	were met, that there could be a gain from that.
16		ly 2019. It's called Total Market Compensation	16	<b>Q</b> And the pool would participate in 10 percent of
17	Strategy		17	that gain?
18	A	I think it was part of the overall board	18	A Yes.
19		e presentation.	19	Q So if it was sold during the three-year period
20	Q	Did Foley have anything to do with the	20	of time for \$10 million, the PUP pool would be 10
21 22	preparat		21 22	percent of the difference between 3.39 billion and \$10 billion?
22	A	No.	22	
23	Q A	Do you know who did?	23 24	<ul> <li>A That was that was the concept in there.</li> <li>Q That would be a pretty rich payout, wouldn't</li> </ul>
24	Q	Not specifically. Page numbered 6 in this excerpt, which is	24 25	<b>Q</b> That would be a pretty rich payout, wouldn't it?
20	4	Hedquist & Associates Reporters, Inc.	20	Hedquist & Associates Reporters, Inc.
		115		117
1	Exhibit 2	25, is entitled Performance Unit Program.	1	
1 2	Exhibit 2 <b>A</b>	25, is entitled Performance Unit Program. Uh-huh.	1	A Big number.
		Uh-huh.		
2	Α		2	<ul><li>A Big number.</li><li>Q Did you realize that at the time?</li><li>A Not at the time.</li></ul>
2 3	A Q	Uh-huh. Do you know who wrote that?	2 3	<ul><li>A Big number.</li><li>Q Did you realize that at the time?</li><li>A Not at the time.</li></ul>
2 3 4	A Q A	Uh-huh. Do you know who wrote that? I don't know who prepared this page.	2 3 4	<ul> <li>A Big number.</li> <li>Q Did you realize that at the time?</li> <li>A Not at the time.</li> <li>Q Why? Because you just didn't focus on it?</li> </ul>
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	440	1		120
1	118 26, which is Resolution 2019-10. This is a resolution	1	with?	120
1		2	A	I romember John Well I remember
2	of the board approving the PUP plan.	3		I remember John well, I remember
4	<ul> <li>A Right.</li> <li>(Hyde's Exhibit 26 was marked for</li> </ul>	4	•	larly hearing Lynne Rhode talk about it and el talk about it. And I'm trying to recall
5	identification.)	5		er I had a specific conversation with Jon Phillips,
6	<b>Q</b> And the fourth whereas clause, it says, The	6		vas referenced, I think, from Herschel that Jon
7	board has reviewed the summary of the terms and	7		a had raised questions about that.
8	conditions of the long-term performance unit plan, which	8	Prinips Q	
9	summary is attached hereto as Exhibit 1.	9		And in the summary, you see there that pool is of 100,000 performance units?
10	A Uh-huh.	10	A LOCAL C	Yes.
11	Q And do you see Exhibit 1?	11	Q	Were you aware of that?
12	A Yes. Uh-huh.	12	A	As reflected in the document, yes. Uh-huh.
13	Q Is that the summary that was approved by the	13	Q	Do you recall how long the board how much
14	board July 23?	14		e board devoted to discussion of Resolution
15	A Yes. I believe Exhibit 1 is as you're	15		) at the July 23 board meeting?
16	showing me in Exhibit 26, is what the board approved	16	2019-10 A	No, I don't recall how long. You talking about
17	pursuant to its resolution.	17		to this resolution?
18	<b>Q</b> That is that the board did not see any more	18	Q	Uh-huh.
19	detail of a plan than this summary?	19	A	No, I don't recall. We'd have to look at the
20	<b>A</b> I don't know what the board saw outside of the	20		see what time it was.
21	meeting. What I this is what I recall being part of	21		Do you happen to recall, have an impression
22	the board package.	22		r it was a short period of time, long period of
23	<b>Q</b> Are you aware of the board seeing anything	23		nsidering the significance of the plan?
24	<ul> <li>A No, I'm not.</li> </ul>	24	A	I don't recall having an impression at that
25	Q at any time regarding the plan other than	25		ne way or the other.
	Hedquist & Associates Reporters, Inc.			Hedquist & Associates Reporters, Inc.
	119			121
1	this summary of the plan?	1	Q	On the second page of the summary, there is
2	A No, I'm not.	2	a a st	atement that says, Redemption price. And
3	<b>Q</b> And in the first numbered paragraph, among	3	there's a	a paragraph that describes redemption price.
4	other things in the paragraph, it says, Among the people	4		Who drafted that, do you know?
5	that will be participating is each actively employed	5	Α	I don't know.
6	eligible full-time attorney from the Office of General	6	Q	It wasn't Foley?
7	Counsel of the City of Jacksonville, who is dedicated	7	Α	No.
8	exclusively to JEA.	8	Q	Do you remember any discussion of it?
9	Was that a subject of discussion at the board	9	Α	No.
10	meeting?	10	Q	Up to and including the July 23 board meeting,
11	A At the board meeting itself?	11	do you r	recall anybody within JEA or its outside
12	Q Yeah.	12	consulta	ants or professionals voicing any objection to
13	A Not that I recall.	13	the PUP	plan?
14	<b>Q</b> Do you recall any discussion with anybody about	14	Α	No.
15	whether or not it's appropriate to have those lawyers	15	Q	Any reservation about it?
16	from the OGC participate in the PUP plan?	16	Α	Not that I recall. Talking about prior to the
17	A What I referenced earlier, there was a	17	board r	meeting?
18	discussion about whether these two individuals, who are	18	Q	Prior to or at the board meeting.
19	OGC lawyers, whether they should be able to get a	19	Α	No.
20	benefit by virtue of them being exclusively assigned to	20	Q	Let me show you what we marked as Exhibit 28A,
21	JEA that other OGC lawyers could not get.	21		an e-mail chain. Begins with an e-mail from
22	<b>Q</b> And where and when was that conversation, if	22		Aichael Kirwan
23	you recall?	23	Α	Uh-huh.
24	<b>A</b> I don't recall the specific time about it.	24		(Hyde's Exhibit 28A was marked for
		1 7 5	id a m bifi a	
25	Q Do you remember who you had that conversation Hedquist & Associates Reporters, Inc.	25	identific	Hedquist & Associates Reporters, Inc.

	122		124
1	Q dated August 14th, 2019. Michael, see a	1	<b>Q</b> Did you ever answer his question?
2	draft letter regarding the performance unit plan that	2	A I don't think I I don't know I don't have
3	JEA is offering its employees. This letter, which is	3	an e-mail responding to that. Michael and I had
4	being revised by JEA, seeks an advisory opinion from the	4	discussions about it.
5	attorney general regarding compliance with the	5	<b>Q</b> What were those discussions?
6	Florida with a specific Florida statute. The JEA	6	A He was concern about the what the numbers
7	wants to know whether any blue sky laws, paren, do we	7	could generate and that caused us to call Jessica
8	need to issue any blue sky letter, closed paren, are	8	Lutrin, who was the person who drafted it and said, Are
9	implemented or if this would be treated as a private	9	we understanding this correctly?
10	placement, paren, any requirements for someone being an	10	<b>Q</b> That there would be no cap?
11	accredited investor, closed paren. Melissa Coffee is	11	A No, just that there would be no cap and is
12	looking at this from a securities law standpoint.	12	is the formula producing the numbers that Michael had
13	Please review and let me know your thoughts. I	13	calculated it could perform it could produce.
14	will be out tomorrow, but hopefully on Friday, Colleen	14	<b>Q</b> What did she say?
15	can give you the number. Jacksonville Electric	15	<b>A</b> She looked at it and said that, as Michael was
16	Authority General Advice.	16	posing the question to her, that that was correct. And
17	A Uh-huh.	17	that calls in of her, I believe, to reach out to Ryan
18	<b>Q</b> And then he responds to you on August 15th.	18	Wannemacher and ask some more questions.
19	And in his response, he has a number of of	19	<b>Q</b> That is, she acknowledged that Michael was
20	observations.	20	correct that, as written, there was no cap and it could
21	What is what is the letter to which you're	21	be under some circumstances very large payouts?
22	referring to that you asked him to review?	22	A Yes.
23	A It is we were beginning to draft if you	23	<b>Q</b> In and paragraph 9 of of Michael's
24	look at the subject line, where it says, JEA request to	24	observations, he says, Paragraph 16 states that the
25	Attorney General, re: Performance Plan, it was the	25	units are not incentives and are not connected to
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1	123 beginning of what would ultimately become the letter to	1	125
2	the Florida Attorney General seeking advisory opinion.	2	services being rendered. If true then, what is the purpose?
3	<b>Q</b> And in Michael's response to you, he raises a	3	A Uh-huh.
4	number of observations.	4	Q What was do you know the answer to this
5	A Uh-huh.	5	observation?
6	<b>Q</b> Number 8, Is there a cap on the unit payout?	6	A I don't recall specifically talking to him
7	If not, it could be very expensive, which can expose the	7	about his question.
8	board to charges of corporate waste, et cetera.	8	<b>Q</b> And do you know the answer to it, what what
9	What was the answer to his question, was there	9	was the purpose?
10	a cap on it?	10	A My understanding was it was to incentivize the
11	A Was there a cap on it? I don't believe so	11	employees to do their best to work to increase the value
12	because it was tied to target values.	12	of JEA and, if so, they would have the opportunity to
13	<b>Q</b> What do you what do you mean when you say	13	participate in that increase of value, but that it was a
14	"because it was tied to target values"?	14	form of of incentive or motivation to work.
15	A Well, you you what I mean by that is that	15	And also understanding that during this time,
16	you could have I'm just going to use that as an	16	there was going to be a great deal of of uncertainty,
17	example, not specifics. If you increased X dollars in a	17	that if the ITN were issued, as it as it was, whether
18	person in a formula where it applied to that, that	18	employees would want to stay around.
19	would result in one thing. If it increased X, plus Y,	19	<b>Q</b> But you I think you just said it gives the
20	that would be more, but I'm not aware if there was any	20	employees incentive to stick around because if the value
21 22	cap on that under no circumstances could it exceed	21 22	of JEA went up <b>A</b> There would be an upside
22	<ul><li>anything like that.</li><li>Q But that was the question Michael was raising?</li></ul>	22	<ul><li>A There would be an upside</li><li>Q To the employee?</li></ul>
23	<ul> <li>A That was the question Michael was raising.</li> </ul>	23	A Yes. Uh-huh.
25	yes.	25	Q To your knowledge, was a prior to the cap
		1	
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1PUP being cancelled, was a cap ever put in place?1securities. Have the proceeds actually be used with2AI 'm not aware of any.2funding a specific purpose. I'm sure there are lots of3QDo you remember any discussion among JEA3potential purposes. Have the program to be set up as4leadership about whether or not there should be a cap?4annual program, not a one-time event. If the sale do5ANot that I was involved in.5not occur, then the participants still earn what the	128
2AI 'm not aware of any.2funding a specific purpose. I'm sure there are lots of3QDo you remember any discussion among JEA3potential purposes. Have the program to be set up as4leadership about whether or not there should be a cap?4annual program, not a one-time event. If the sale do5ANot that I was involved in.5not occur, then the participants still earn what the	
3QDo you remember any discussion among JEA3potential purposes. Have the program to be set up as4leadership about whether or not there should be a cap?4annual program, not a one-time event. If the sale do5ANot that I was involved in.5not occur, then the participants still earn what the	
<ul> <li>4 leadership about whether or not there should be a cap?</li> <li>5 A Not that I was involved in.</li> <li>4 annual program, not a one-time event. If the sale do</li> <li>5 not occur, then the participants still earn what the</li> </ul>	
5ANot that I was involved in.5not occur, then the participants still earn what the	
	es
6QDid you ever raise with JEA leadership6plan provides and the program can continue into the	
7Michael's question about shouldn't there be a cap?7future.	
8AI don't when we I know we had a84, My earlier comment about a cap on unit	
9 discussion with Ryan Wannemacher, we, being myself and 9 payouts is hopefully in the plan document that is an	
10Michael Kirwan and Jessica Lutrin, and I don't recall10exhibit.	
11 specifically whether the cap was discussed during that 11 But his his earlier comment about a cap u	pon
12 time. 12 plan payouts was not in the plan document, was it?	
13 Q When you say you recall a discussion among you, 13 A No.	
14 Michael, Jessica and Ryan, what was that discussion 14 Q Did you do anything in response to his community of the second secon	nent
<b>15</b> about? <b>15</b> here to to address that issue with JEA leadership?	
16 A It was Michael had done some, what I would 16 A Not that I recall.	
17 call, backing out the calculations and wanted to 17 Q Why not?	
<ul> <li>18 understand whether the formula, as he understood it,</li> <li>18 A I don't remember.</li> </ul>	
	ı
	1
22   the afternoon, on the 15th of August.   22   Q   Michael's a good lawyer.	
23     A     Uh-huh.     23     A     He is a good lawyer.	
24     Q     Now, I'm going to show you Exhibit 28B, which     24     Q     He came from Smith Hulsey.	
25is from Michael a little over an hour later, at 3:4525AWe've had him longer, but I mean, I	·- I
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127	129
1       A       Uh-huh.       1       don't recall specifically what I've done, but he is	а
2(Hyde's Exhibit 28B was marked for2good lawyer and I respect his opinion.	
3 identification.)3QBut why didn't why wasn't there any	
4Q on Thursday, August 15th.4follow-up on his repeated questions of why isn't there	а
<b>5 A</b> Right. <b>5</b> cap?	
6 Q And it says, Kevin, this letter, which letter 6 A I don't know.	
7 is that? 7 Q Do you recall anybody saying that there sho	uld
8 A This again, this is a draft letter to Ashley 8 not be a cap?	
<b>9</b> Moody. <b>9 A</b> No.	
10 Q It's actually a draft letter to the Attorney 10 Q You don't recall any discussion one way or t	ne
11 General? 11 other?	
12 A Attorney General, yeah. Uh-huh. 12 A No.	
13 Q It's much better than the initial draft. 13 Q Michael's repeated observations just went	
14     Although, I have not reviewed exhibits that are     14     unanswered?	
15 A I don't have I did not respond to Mich	nael's
<b>16</b> attached to the letter. A few thoughts from my earlier <b>16</b> particular questions on that.	
17QNor did anybody else, to your knowledge?	
18AUh-huh.18ATo my knowledge, no.	
19QAnd in the third paragraph, The argument that19QWhy didn't you?	
20the units are not compensation rings a bit hollow.20AI'm not sure. But as we sit here, I I de	lon't
21Do you know what argument that he's referring21know.22to2DIt sooms like an appropriate observation	
22   to?     22   Q     23   Description	
23     A     Not specifically.     23     doesn't it?	
24   Q   It would seem that the argument can be   24   A   It does.	
25 strengthened by actually making the units look like 25 Q Let me show you what we've marked as Ext	ibit
Hedquist & Associates Reporters, Inc.	

1       Proceive       1       rootive         2       A       Universe and the interfaction.)       1       rootive         3       (Hyde's Chibbit 26C was marked for       3       over their?         4       Identification.)       4       A       Where are you reterring to?         5       0       And it starts with an e-mail from Lynne Rhode       5       A       Where are you reterring to?         5       0       A mode advantal Lynne's reterring to in       6       A       Well, the reterrence that you have here in the         6       10       0.74s.       11       A       Yeas.       10       A       Her e-mill basic the 3ded August 16th, at       10       A       Yeas.       11       A       Yeas.       10       her e-mill basic the 3ded advantal Lifth, at       12       0       - before and was not that you're not a         15       interpreting what I read here, bull I believe it was       13       part chick with a would be the advantator be that Alaron Zoan         16       number of units each individual participant would       14       A       I the that You Public Network what Here Network         16       number of the top age? 28C, the advant Zaan       14       A       I the advant Xaan       Zaan         16		130		132
3         (Hyde's Exhibit 28C was marked for 4         3         over that?           4         identification.)         3         over that?           4         identification.)         4         A Where are you referring to?           5         0         And it starts with an e-mail from Lynne Rhode         5         0         A Where are you referring to?           6         to Deside. Do you know what Lynne's referring to?         A         Where are you referring to?           7         her e-mail to basis that's dated August 10(h), at the summary.         6         A When the reference in the you have not in the interview of the fact that you in the interview of the fact that you interview of the fact that	1	28C. Again, this is an e-mail chain.	1	receive.
4       Identification.)       4       A Where are your referring to?         5       0       And it starts with an e-mail from Lynne Rhode       5       0       In the PUP plan, the summary:         6       10:027       8       A The one from Lynne to Jessica?       9       0       And I recore - The avare of the fact that you         10       Q       Yes.       10       A The one from Lynne to Jessica?       9       0       And I recore - The avare of the fact that you         11       A       A The one from Lynne to Jessica?       9       0       And I recore - The avare of the fact that you         12       A       The one from Lynne to Jessica?       10       haves the bottom of that page? Okay.       11       A       Yesh. Uh huh.         12       A       Let think - Th - The - The putt       14       was going to allocate the 100,000 PUP units?         13       Interpreting what I read the sto. Lift - I below it was       16       would make the allocations for and what I'm         14       A       Let think - The - The putt       14       was going to allocate the 100,000 PUP units?         15       Interpreting what I read the could make the allocations for and what I'm       The would make the allocations for and what I'm         16       Interpreting to The stastage of 2&C, and you don't<	2	A Uh-huh.	2	<b>Q</b> As it was written, did the CEO have authority
5       Q. And it stars with an e-mail from Lynne Rhade to Jessica. Do you know what Lynné's referring to in here - mail besisca that shade August 16th, at 16       5       Q. In the PUP plan, the summary.         6       to Jessica. Do you know what Lynné's referring to in 17       A. Well, the reterance in the Output have here in the 17       The one from Lynne to Jessica?       8       A. Well, the reterance in SUD.         10       Q. Yes.       10       haven't seen this document 18       10       haven't seen this document 10       11       A. Yes.       The one from Lynne to Jessica?       9       Q. And I racgo 10       haven't seen this document 10       10       haven't seen this document 11       10       haven't seen this document 11       haven't seen this document 11       11       A. Yes.       Ho-huh.         13       just conius if you know what she's taking about.       13       haven't seen this document 11       13       just conius for and what I'm         16       who would make the distermination - or, first of all, 17       the authority of the administrator and what 12       A. I. L It was may understanding that Airon Zahn       17       heistand ablocations for and what I'm         17       No.       I take it you haven't seen this before?       21       A. No. I'm would make the allocation for and what I'm         18       to there's 11 parameters and number 4 is 100 percent of the 14	3	(Hyde's Exhibit 28C was marked for	3	over that?
6       to Jessita. Do you know what Lynne's referring to in       6       A       Well, the reference that you have here in the         7       The re-mail to Jessita that's dated August 16th, at       7       Thist paragraph. on the Trist page 028C, it does It         9       A       The one from Lynne to Jessita?       9       0. And Trecog Tm aware of the fact that you         10       0. Yes.       10       here set to be the administrator be to define the you have bare in the government         11       A       A - The one from Lynne to Jessita?       9       0. And Trecog Tm aware of the fact that you         12       0. The ves.       10       here set to be the administrator be to define the defermine the       13       party to f. Jub that Knowledge do you have about who         13       you could make the determination - or, first of all.       14       A       Yes.       14       Yes.         14       who would make the determination - or, first of all.       16       would make the determination - or, first of all.       16       would make the determination - or, first of all.       18       to other statu you law of the real?         15       or Liske it you haven't seen this e-mail before?       11       A       No.       20       0       You just don't       13         10       0. Right. And you see that in the parameter	4	identification.)	4	A Where are you referring to?
7       here email to Jessica that's dated August 16th, at       7       first paragraph, on the first page of 28C, it does it         8       10:027       9       A       The one from Lynne to Jessica?       9       0       And I record I'm aware of the fact that you         10       Q       Yes.       10       here from Lynne to Jessica?       10       here from Lynne to Jessica?         11       A       the bottom of that page? Oksy.       11       A       Yes.       11       here from Lynne to Jessica?         12       Q       It wasn't clear to me from reading it. I'm       12       Q       before and was not that you're not a         13       just curicus if you know what she's taking about.       13       party to it, but what knowledge do you heve about who         15       interpreting what I read here, but I =- I believe it was       16       would make the allocations for - and what I'm         16       would make the allocations for - inst of all it others to ultimately docide or whether it was his       19       authority to docide.         17       who would be the administrator and what what would       17       hesitating on is I don't know if it would be recommended in         18       number of units each individual participant would       17       hesitating on is I don't know if it would be       18       authority to d	5	<b>Q</b> And it starts with an e-mail from Lynne Rhode	5	<b>Q</b> In the PUP plan, the summary.
8       10:027       8       does reference a CEO.         9       A       The one from Lynne to Jessica?       9       Q       And I recogr The aware of the fact that you         11       A       At the bottom of that page? Oksy.       11       A       Wash't carb me from reading B. Tm         12       Q       I wash't carb me from reading B. Tm       12       Q       Deliver twash         13       just curious if you know what she's taking about.       13       party to it, but what knowledge do you have about who         14       A       L - I think me from - I'm - I'm - I'm - I'm       Iff       A       L - I think was not - that you're not a         15       Interpreting what I read the fact that you       Was going to allocate the 100,000 PU units?       Iff         16       who would make the determination - or, first of all,       Was going to allocate the 100,000 PU units?       Iff         17       who would make the determination - or, first of all,       Iff       Hestitation of the first page of 28C,       Iff       A       No.         18       the authority of the administrator be to determine the       Iff       A       No.       Iff       No.       No.         19       outputs.       Man (I recogr I'm)       Iff       A       No.       Iff       N	6	to Jessica. Do you know what Lynne's referring to in	6	A Well, the reference that you have here in the
9       A       The one from Lynne to Jessica?       9       C       And I reage I'm aware of the fact that you         10       Q       Yes.       10       heven't seen this document         11       A       A the bottom of that page? Okay.       11       A       Yesh. Uh-huh.         12       Q       It wasn't clear to me from reading it. I'm       12       Q       - before and was not that you're not a         13       just curious if you know what the's tailing about.       11       A       Yesh. Uh-huh.         14       A       I I think I'm I'm just       14       was going to allocate the 100,000 PUP units?         15       Interpreting what I'read hera, but I I believe it was       16       wold make the allocations for and what or what would         17       who would be the administrator be to determine the       18       to others to ultimately dodde or whether It was his         18       number of units each individual participant would       19       authority to decide.         12       Q       Right. And you see that in the parameters that       23       A       But I had heard discussions that Aaron would         14       are number ad the bottom of the first page of 28C,       24       make the initial ait least the initial recommendation         15       100,	7	her e-mail to Jessica that's dated August 16th, at	7	first paragraph, on the first page of 28C, it does it
10       Q       Yes.       10       haven't seen this document         11       A       At the bottom of that page? Okay.       11       A       Yes.       10         13       just curlous if you know what she's talking about.       13       party bit, but what knowledge do you have about who         14       A       I I think I'm	8	10:02?	8	does reference a CEO.
11       A At the bottom of that page? Okay.       11       A Yeah. Uh-huh.         12       Q. It washt clear to me from reading it. Tm       13       art washt she's taking about.       13       art washt she's taking about.         14       A II think I'm I'mI'm just       14       was going to allocate the 100,000 PUP units?         15       interpreting what I read here, builtI believel twas       15       A I II twas my understanding that Aaron Zahn         16       wob would make the administrator and what what would       16       wold make the administrator be to determine the         18       the authority of the administrator be to determine the       19       authority to decide.         19       number of units each individual participant would       17       hesitating on is I don't know if it would be recommended         19       number of units each individual participant would       17       hesitating to is I don't know if it would be recommended         10       I take it you haven't seen this e-mail before?       21       A No. I'm not on the e-mail.       12         21       Q. I take it you haven't seen this e-mail before?       21       A No. I'm not on the e-mail.       23         23       Q. Right. And you see that in the parenters that       4       A But I had heard discussions that Aaron would         24       aru nu	9	<b>A</b> The one from Lynne to Jessica?	9	<b>Q</b> And I recog I'm aware of the fact that you
12       Q       It wasn't clear to me from reading it. I'm       12       Q       - before and was not that you're not a         13       just curious if you know what she's talking about.       13       party to it, but what knowledge do you have about who         14       A       I - think i'm -	10	Q Yes.	10	haven't seen this document
12       Q       - before and was not that you're not a         13       just curious if you know what she's taiking about.       13         14       A       1 think thim thim thing just       14         15       interpreting what 1 read here, but 1 +- believe it was       15       A       1 thi was my undestanding that Aaron Zahn         16       who would make the determination or, first of all,       16       would be the administrator and what what would         17       who would be the administrator and what what would       17       hesitating on is 1 don't know if it would be recommended         18       the authority of deadministrator and what what would       17       hesitating on is 1 don't know if it would be recommended         19       number of units each individual participant would       18       to thers to ultimately decider whether it was his         10       No. Tom ot on the e-mail       22       Q       A No.       14       a now that it would be         24       a numbered at the bottom of the first page of 28C,       23       A Bui 1 had heard discussions that Aaron would       2         24       a numbered at the bottom of the first page of 28C,       23       A bot 1 had heard discussions that Aaron would       2         25       torin the deadi       130       Doutonts       as t	11	<b>A</b> At the bottom of that page? Okay.	11	A Yeah. Uh-huh.
13       just curious if you know what she's taiking about.       13       parts to it, but what knowledge do you have about who         14       A       I - I think - I'm - I'm - I'm just       14       was going to allocate the 100,000 UP units?         15       Interpretung what I read here, but I - I believe it was my understanding that Aaron Zahn       16       Would make the deterministrator be to determine thi         16       who would be the administrator be to determine thi       17       who would be the administrator be to determine thi         17       who would be the administrator be to determine thi       17       who would be the administrator be to determine thi         18       to entive.       20       Q You just don't recail?         21       Q       No. I'm not on the e-mail.       22       Q       A hou don't         23       Q       Right. And you see that in the parameters that a an unmber 4 is 100 percent of the Hedguist 4 Associates Reporters, inc.       13       13         14       100,000 PU available shall be allocated.       14       Q       Do you recail what conversations with whom         2       were you aware that all 100,000 units were       3       A       I - I had heard fiscussion that the intent was to allocated?       14       Do you recail what conversations with whom         3       A       I don't       13			12	
14       A       I - i think + I'm - I'm - I'm just       14       was going to allocate the 100,000 PUP units?         15       Interpreting what I read here, but I - I believe it was       15       A       I - i twas my understanding that Aaron Zahn         16       who would make the determination - or, first of all       Was going to allocate the 100,000 PUP units?       16         17       who would make the determination - or, first of all       Was going to allocate the 100,000 PUP units?       17         18       the authority of the administrator be to determine the       10       No       10       would make the deteide or whether it was his         20       receive.       20       Q       You just don't recall?       21       A       No.         21       A       No. I'm not on the e-mail.       22       Q       A but had heard discussion that first page of 28C,       X       A       But I had heard discussion the the first page of 28C,       X       A       But I had heard discussion that the intent was to allocated?       11       Q       Do you recall what conversations with whom       12       you're referring to?       3       A       I - I had heard Ryan Wannemacher say that       4       A I would be.       13       13       100,000 units were       2       you're referring to?       3       A       I would hake the detee goi				
15       Interpreting what I read here, but I I belleve it was       15       A It it was my understanding that Aaron Zahn         16       who would make the determination or, first of all,       16       would make the allocations for and what I 'm         18       the authority of the administrator and what what would       16       bestitating on is I don't know if it would be recommended         19       number of units each individual participant would       17       bestitating on is I don't know if it would be recommended         20       receive.       20       Q. You just don't recall?         21       Q. Right. And you see that in the parameters that       22       Q. And you don't         23       Q. Right. And you see that in the parameters that       23       A. No. I'm not on the e-mail.       22         24       are numbered at the bottom of the first page of 28C,       24       make the initial at least the initial recommendation         25       there's 11 parameters and number 4 is 100 percent of the       16       10       Q. You just don't +-         29       going to be allocated?       131       1       Q. Do you recall what conversations with whom       2         3       going to be allocated?       3       A       I - I had heard Ryan Wannemacher say that       4         4       A I admit +-				
16       who would make the determination or, first of all,       16       would make the allocations for and what I'm         17       who would be the administrator and whatwhat would       17       hesitating on is I don't know if It would be recommended         18       the authority of the administrator and what		-		
17       who would be the administrator and what what would       17       hesitating on is 1 don't know if it would be recommended         18       the authority of the administrator be to determine the number of units each individual participant would       18       to others to ultimately decide or whether it was his         19       number of units each individual participant would       19       authority to decide.         20       C receive.       20       Q rou just don't recail?         21       A No. I'm not on the e-mail.       22       A No. I'm not on the e-mail.       23         23       Q Right. And you see that in the parameters that       23       A But I had heard discussions that Aaron would         24       are numbered at the bottom of the first page of 28C,       24       make the initial at least the initial - recommendation         25       there's 11 parameters and number 4 is 100 percent of the       100,000 PU available shall be allocated.       1       Q Do you recail what conversations with whom         2       Wer you aware that all 100,000 units were       3       A I1 had heard Ryan just informally one day, you         3       a I had heard discussion that the intent was to allocated?       1       Q Do you recail what conversations with whom         3       a I con't       9       and aski f you've seen this before. And its'- it's         4				
18       the authority of the administrator be to determine the       18       to others to ultimately decide or whether it was his         19       number of units each individual participant would       20       a You just don't recal?         21       Q       I take it you haven't seen this e-mail before?       21       A       No.         22       A       No. I'm not on the e-mail.       22       Q       And you don't         23       Q       Right. And you see that in the parameters that       23       A       But I had heard discussions that Aaron would         24       are numbered at the bottom of the first page of 2&C.       24       M abut I had heard discussions that Aaron would         25       there's 11 parameters and number 4 is 100 percent of the Hedquist & Associates Reporters, Inc.       133         1       100,000 PU available shall be allocated.       14       Q Do you recall what conversations with whom         2       Were you aware that all 100,000 units were       3       A I I had heard discussion that the intent was to allocated?         4       A I had heard discussion that the intent was to allocated?       4       Let me show you what we've marked as Exhibit 29         9       not       9       and day ou how whether or not all 100,000       5       know, is there a schedule or how are these going to be allocated?      <				
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<b>25</b> what percent the CEO or any other employee would <b>25 Q</b> Had you made arrangements with a meeting with	24		24	A Uh-huh.
	25		25	<b>Q</b> Had you made arrangements with a meeting with

	134	1			136
1	Ashley Moody?	1	will ao i	up by \$50,000 so the total payout is	100
2	A It was I had not personally. Chris Kise had	2	-	on), 5 billion in parentheses.	
3	spoken to and reached out to Richard Martin. I think	3	(40 5	Formula simply says divide the 15 billion by	
4	his would that be the attorney general? And tried to	4	the 3 billion, which should say the 15 billion is		
5	arrange a meeting. We never met with General Moody	5			
6	herself.	6		n order to reflect the true increase in	
7	<b>Q</b> Well, what happened to the you sent a letter	7		age value. If that were done, the total and	
8	to the attorney general, right?	8		erring to the total payout would be 4	
9	A Yes.	9	billion.	<b>.</b>	
10	<b>Q</b> And what happened to it?	10		And then he responded again on later that	
11	A It was never responded to.	11	dav to v	you, JEA's net position is 2.755 billion based on	
12	Q Do you know why?	12		st financial statement on their website. So,	
13	<b>A</b> I think the reason why, just from a matter of	13		nple, in prior e-mail is darn close.	
14	timing, that after November 5, I had considered that the	14		Do you remember receiving this e-mail from	
15	PUP was not going to move forward and I recall speaking	15	Kevin?		
16	to Chris Kise, saying, We need to notify the attorney	16	Α	From Michael?	
17	general's office that this is not going to go forward so	17	Q	I mean, from Michael.	
18	that they wouldn't waste time opining on something that	18	Α	I don't remember it specifically, but,	
19	wasn't going to happen.	19	obvious	sly, I did receive it.	
20	<b>Q</b> And what made you realize on November 5 the PUP	20	Q	Well, on its face it's fairly alarming, isn't	
21	was not going forward?	21	it?		
22	A I had a meeting with Jason Gabriel, Lawsikia	22	Α	Yes. Uh-huh.	
23	Hodges, Herschel, Aaron, myself and I can't remember if	23	Q	So wouldn't you remember receiving it?	
24	there was anyone else there. And we were debating the	24	Α	I'm I'm answering your question. I don	n't
25	legal issues and Jason just said, I can't get	25	specific	cally recall receiving this, but I'm sure I did.	
	Hedquist & Associates Reporters, Inc.			Hedquist & Associates Reporters, Inc.	
	105				
	135		-		137
1	comfortable with this. And I know if the City of	1	Q	Okay. Did and did it ever do you recall	137
2	comfortable with this. And I know if the City of Jacksonville, the Office of the General Counsel,	2	it ever b	Okay. Did and did it ever do you recall being coming to your mind that the payout	137
2 3	comfortable with this. And I know if the City of Jacksonville, the Office of the General Counsel, including the general counsel, is not comfortable with	2 3	it ever t under th	Okay. Did and did it ever do you recall peing coming to your mind that the payout nis PUP plan and when I say did it ever come	137
2 3 4	comfortable with this. And I know if the City of Jacksonville, the Office of the General Counsel, including the general counsel, is not comfortable with something, it's not going move forward.	2 3 4	it ever t under th to your	Okay. Did and did it ever do you recall being coming to your mind that the payout his PUP plan and when I say did it ever come mind, I'm talking about in August or	137
2 3 4 5	comfortable with this. And I know if the City of Jacksonville, the Office of the General Counsel, including the general counsel, is not comfortable with something, it's not going move forward. <b>Q</b> Do you have some experience with it?	2 3 4 5	it ever t under th to your Septem	Okay. Did and did it ever do you recall being coming to your mind that the payout his PUP plan and when I say did it ever come mind, I'm talking about in August or ber	137
2 3 4 5 6	<ul> <li>comfortable with this. And I know if the City of Jacksonville, the Office of the General Counsel, including the general counsel, is not comfortable with something, it's not going move forward.</li> <li>Q Do you have some experience with it?</li> <li>A Yes, uh-huh. I've been on both ends of a</li> </ul>	2 3 4 5 6	it ever t under th to your Septem <b>A</b>	Okay. Did and did it ever do you recall being coming to your mind that the payout his PUP plan and when I say did it ever come mind, I'm talking about in August or ber Uh-huh.	137
2 3 4 5 6 7	<ul> <li>comfortable with this. And I know if the City of Jacksonville, the Office of the General Counsel, including the general counsel, is not comfortable with something, it's not going move forward.</li> <li>Q Do you have some experience with it?</li> <li>A Yes, uh-huh. I've been on both ends of a binding legal opinion.</li> </ul>	2 3 4 5 6 7	it ever t under th to your Septem A Q	Okay. Did and did it ever do you recall being coming to your mind that the payout his PUP plan and when I say did it ever come mind, I'm talking about in August or ber Uh-huh. of '19, 2019 did it ever come to your	137
2 3 4 5 6 7 8	<ul> <li>comfortable with this. And I know if the City of Jacksonville, the Office of the General Counsel, including the general counsel, is not comfortable with something, it's not going move forward.</li> <li>Q Do you have some experience with it?</li> <li>A Yes, uh-huh. I've been on both ends of a binding legal opinion.</li> <li>Q Let me show you what we've marked as Exhibit</li> </ul>	2 3 4 5 6 7 8	it ever t under th to your Septem A Q attentio	Okay. Did and did it ever do you recall being coming to your mind that the payout his PUP plan and when I say did it ever come mind, I'm talking about in August or ber Uh-huh. of '19, 2019 did it ever come to your n that there could be an extraordinarily large	137
2 3 4 5 6 7 8 9	<ul> <li>comfortable with this. And I know if the City of Jacksonville, the Office of the General Counsel, including the general counsel, is not comfortable with something, it's not going move forward.</li> <li>Q Do you have some experience with it?</li> <li>A Yes, uh-huh. I've been on both ends of a binding legal opinion.</li> <li>Q Let me show you what we've marked as Exhibit 31A, which is an e-mail exchange. At the bottom is</li> </ul>	2 3 4 5 6 7	it ever t under th to your Septem A Q attentio	Okay. Did and did it ever do you recall being coming to your mind that the payout his PUP plan and when I say did it ever come mind, I'm talking about in August or ber Uh-huh. of '19, 2019 did it ever come to your n that there could be an extraordinarily large under the PUP plan as structured?	
2 3 4 5 6 7 8	<ul> <li>comfortable with this. And I know if the City of Jacksonville, the Office of the General Counsel, including the general counsel, is not comfortable with something, it's not going move forward.</li> <li>Q Do you have some experience with it?</li> <li>A Yes, uh-huh. I've been on both ends of a binding legal opinion.</li> <li>Q Let me show you what we've marked as Exhibit</li> </ul>	2 3 4 5 6 7 8 9	it ever t under th to your Septem A Q attentio payout A	Okay. Did and did it ever do you recall being coming to your mind that the payout his PUP plan and when I say did it ever come mind, I'm talking about in August or ber Uh-huh. of '19, 2019 did it ever come to your n that there could be an extraordinarily large	
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1	this community to help JEA through this process. And in	1	<b>Q</b> And what did Melissa say to you in response?		
2	that role, as a counselor and a person of some stature	2	A She told me she had similar concerns.		
3	and respect, if you saw the senior leadership team was	3	<b>Q</b> And you were as blunt with her as you just were		
4	going to make \$5 billion personally out of this deal	4	with me?		
5	you're working on, wouldn't that cause you a concern?	5	A Yes. What I specifically recall saying to her		
6	A It did and I told them I thought it was a bad	6	was, Melissa, I'm speaking to you not as your lawyer,		
7	idea to move forward with the PUP.	7	but as a former city councilman and citizen. I think		
8	<b>Q</b> Ha. Now, we're getting somewhere. To whom did	8	this is a bad idea and the city council was going to		
9	you say that?	9	have a hard time approving this. This will kill your		
10	<b>A</b> To Herschel Vinyard and Melissa Dykes.	10	deal. And the deal I'm talking about is the entire		
11	Q When did you say that?	11	process.		
12	A I don't recall specifically. I think it was	12	Q That is, the sale process?		
13	probably more in the September time frame, things like	13	<ul> <li>A The sale process, yes.</li> <li>And what would account is howing this DUB tight</li> </ul>		
14	that, but I specifically told them, Melissa, by phone,	14	<b>Q</b> And what you're saying is having this PUP tied		
15	and Herschel on more than one occasion, that I thought	15	to the sale process is going to kill the sale process?		
16 17	it was a very bad idea politically to do this. That's	16 17	<b>A</b> Yes. Because ultimately it had to go to the		
18	irrespective of any whether it's legal to do it. I thought we'd kill the deal.	18	city council for approval, the sale process. Before it could even move to referendum, it was my opinion,		
19	<b>Q</b> And when you say "to do this," tell me what	19	political opinion, just Joe Q citizen opinion, that was		
20	you're precisely you're referring to as this.	20	going to make it very difficult, if not impossible, for		
21	<ul><li>A To have any form of the PUP program.</li></ul>	21	the city council to approve the sale process.		
22	<b>Q</b> At all or as a part of the sale process?	22	<b>Q</b> And I asked you what was her response and you		
23	<b>A</b> At all. Because it was the individuals	23	said she had a similar concern.		
24	would be receiving a portion of the sale proceeds,	24	A Yes. Uh-huh.		
25	whatever the amount is, that would otherwise go to the	25	<b>Q</b> So where does that take the two of you?		
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.		
	139		141		
1	City.	1	<b>A</b> We both expressed our concern to one another.		
2	<b>Q</b> Okay. That is the participants in the plan	2	What she did with it, I'm not sure.		
3	A Yes.	3	<b>Q</b> And what did you do with it?		
4	<b>Q</b> which in terms of numbers, the largest piece	4	A I told the two people that I that on the		
5	of which would be the senior leadership team of JEA	5	senior leadership team that I worked closely with, the		
6	A Uh-huh.	6	CAO and I think her title was COO at the time, my		
7	<b>Q</b> would be putting in their pockets money,	7	concerns.		
8	which otherwise should go to the City?	8	Q Well, you and Herschel are not only long-term		
9	A That was my concern.	9	partners, but good friends?		
10	Q And you said that	10	A Yes. Uh-huh.		
11	A Yes.	11	<b>Q</b> And you probably saw and talked to him a lot		
12 13	Q to Herschel	12 13	during this time frame?		
14	A And Melissa.	14	A Yes.		
14	<ul><li>Q and Melissa?</li><li>A Yes.</li></ul>	14	<ul><li>Q Probably most every day?</li><li>A Well, maybe not every day, but very</li></ul>		
16	Q You recall a conversation on the telephone with	16	frequently.		
17	Melissa in which you said that?	17	<b>Q</b> And you voiced that concern to him		
18	A Yes. Uh-huh.	18	A Yes.		
19	Q When was that?	19	Q repeatedly?		
20	<b>A</b> I did I don't recall the specific time.	20	A Yes.		
21	September, October-ish time frame.	21	<b>Q</b> In this time frame of August, September or so		
22	<b>Q</b> Can you put it in the context with other	22	of '19?		
23	discussions about the sale and the plan? Was it before	23	A Probably more September or October-ish.		
24	you wrote the letter to the attorney general?	24	Q Okay.		
25	<b>A</b> I think it was in or around that time.	25	<b>A</b> And in particular, as the city council process		
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.		
•		•			
		142			144
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1	was goi	ng through, there was increased frustration from	1	was my	role as a lawyer, I'm expressing just this as
2	the city	council about the flow of information back from	2	Kevin, a	as a citizen of Jacksonville and someone who has
3	JEA. Ar	nd I told them that frustration they're feeling	3	been in	the public process.
4	with thi	s, with with that flow of information and	4	Q	And you said you you said this to Herschel
5	this par	ticular plan is going to make it very hard for	5	repeated	dly?
6	them to	ultimately vote for the sale process because	6	Α	Yes. Uh-huh.
7	they we	ere getting frustrated.	7	Q	How many times would you say?
8	Q	City council was getting frustrated?	8	Α	At least five to ten. He knew my opinion on
9	Α	City council was getting frustrated.	9	this.	
10	Q	And when you say the flow of information, tell	10	Q	And what did he say in response?
11	me what	; you're talking about.	11	Α	I believe at one time he said he he agreed
12	Α	Well, there was a lot of concern about the ITN	12	that it v	was a problem, but that Aaron really wanted
13	process	and how it was going to go through and whether,	13	this.	
14	for insta	ance, individual members of the city council	14	Q	When you say "this," what are you referring
15	could ei	ther be on the negotiating team or receive	15	to?	
16	copies o	of the bids when they were going to be open or	16	Α	The PUP plan.
17	someth	ing like that, which the city council's role was	17	Q	Do you know why Aaron really wanted it?
18	going to	be approved, whatever competitive contract was	18	Α	No.
19	issued,	if any at all. They wanted to be involved	19	Q	Can you surmise why he really wanted it if the
20	earlier o	on and more in the process. I knew they were	20	payout v	was going to be \$5 billion to the SLT?
21	getting	frustrated.	21	Α	That would be a fair assumption.
22	Q	They being the city council?	22	Q	Would it be a fair assumption why Herschel
23	Α	They being varying city council members, not	23	might ha	ave left your employ and gone to work for JEA?
24	all, but	various ones. So they were feeling like they	24	Α	I don't know.
25	were be	ing kept out of the process.	25	Q	You never had that conversation with him?
		Hedquist & Associates Reporters, Inc.			Hedquist & Associates Reporters, Inc.
	-	143		-	145
1	Q	Is it fair to say that the concern that you	1	A	No.
2		ling that you expressed to Melissa was a concern	2	Q from Fol	You took you told me he took a pay cut to go
3		art of the city council that this whole deal was	3	TFOM FO	ley to JEA.
4		transnarant?			
4	less thar	transparent?	4	Α	Uh-huh. Yes. Uh-huh.
5	less thar A	I don't know if it was less than transparent.	5	A Q	Do you know if Herschel was aware, when he
5 6	less than A It was t	I don't know if it was less than transparent. he fact that they were feeling as if they	5 6	A Q accepted	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for
5 6 7	less than A It was t weren't	I don't know if it was less than transparent. he fact that they were feeling as if they involved as much as they wanted to be at at	5 6 7	A Q accepted executiv	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation?
5 6 7 8	less than A It was t weren't a given	I don't know if it was less than transparent. he fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated.	5 6 7 8	A Q accepted executiv A	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that.
5 6 7 8 9	less than A It was t weren't a given Q	I don't know if it was less than transparent. he fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this	5 6 7 8 9	A Q accepted executiv A Q	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that. You never had that discussion with Herschel?
5 6 7 8 9 10	less than A It was t weren't a given Q was a ba	I don't know if it was less than transparent. he fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this ad idea, you thought it would kill the whole	5 6 7 8 9 10	A Q accepted executiv A Q A	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that. You never had that discussion with Herschel? No.
5 6 7 8 9 10 11	less than A It was t weren't a given Q was a ba deal. Me	I don't know if it was less than transparent. The fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this ad idea, you thought it would kill the whole elissa said she had similar concerns. And that	5 6 7 8 9 10 11	A Q accepted executiv A Q A Q	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that. You never had that discussion with Herschel? No. Herschel never told you that Aaron promised me
5 6 7 8 9 10 11 12	less than A It was t weren't a given Q was a ba deal. Me was the	I don't know if it was less than transparent. The fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this ad idea, you thought it would kill the whole elissa said she had similar concerns. And that end of the conversation?	5 6 7 8 9 10 11 12	A Q accepted executiv A Q A Q that if I	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that. You never had that discussion with Herschel? No. Herschel never told you that Aaron promised me came over there, I'd get to participate in
5 6 7 8 9 10 11 12 13	less than A It was t weren't a given Q was a ba deal. Me was the A	I don't know if it was less than transparent. the fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this ad idea, you thought it would kill the whole elissa said she had similar concerns. And that end of the conversation? Yes. Uh-huh.	5 6 7 8 9 10 11 12 13	A Q accepted executiv A Q A Q that if I this and	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that. You never had that discussion with Herschel? No. Herschel never told you that Aaron promised me came over there, I'd get to participate in make millions of dollars in three years?
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5 6 7 8 9 10 11 12 13 14	less than A It was t weren't a given Q was a ba deal. Me was the A Q	I don't know if it was less than transparent. the fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this ad idea, you thought it would kill the whole elissa said she had similar concerns. And that end of the conversation? Yes. Uh-huh.	5 6 7 8 9 10 11 12 13 14	A Q accepted executiv A Q A Q that if I this and A Q	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that. You never had that discussion with Herschel? No. Herschel never told you that Aaron promised me came over there, I'd get to participate in make millions of dollars in three years? No. I asked you this question, I don't really
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5 6 7 8 9 10 11 12 13 14 15 16 17	less than A It was t weren't a given Q was a ba deal. Me was the A Q maybe w A Q	I don't know if it was less than transparent. the fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this ad idea, you thought it would kill the whole elissa said she had similar concerns. And that end of the conversation? Yes. Uh-huh. No discussion between the two of you, well, we should talk to Aaron? No. No discussion between the two of you, maybe we	5 6 7 8 9 10 11 12 13 14 15 16 17	A Q accepted executiv A Q A Q that if I this and A Q recall your	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that. You never had that discussion with Herschel? No. Herschel never told you that Aaron promised me came over there, I'd get to participate in make millions of dollars in three years? No. I asked you this question, I don't really bur answer. What did Herschel say in response repeated concerns that this was a bad deal? I'm generalizing his response, I think he
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5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21	less than A It was t weren't a given Q was a ba deal. Me was the A Q maybe w A Q should ta A Q felt that	I don't know if it was less than transparent. the fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this ad idea, you thought it would kill the whole elissa said she had similar concerns. And that end of the conversation? Yes. Uh-huh. No discussion between the two of you, well, ve should talk to Aaron? No. No discussion between the two of you, maybe we alk to the board about this? No. You just went home? Ultimately at the end of the day, I did. I	5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21	A Q accepted executiv A Q A Q that if I this and A Q recall yo to your A agreed. Q A Q	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for ve compensation? I don't know that. You never had that discussion with Herschel? No. Herschel never told you that Aaron promised me came over there, I'd get to participate in make millions of dollars in three years? No. I asked you this question, I don't really our answer. What did Herschel say in response repeated concerns that this was a bad deal? I'm generalizing his response, I think he Oh, you said, but Aaron really wants this? But Aaron really wants it. Uh-huh.
5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	less than A It was t weren't a given Q was a ba deal. Me was the A Q maybe w A Q should ta A Q should ta A Q felt that	I don't know if it was less than transparent. he fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this ad idea, you thought it would kill the whole elissa said she had similar concerns. And that end of the conversation? Yes. Uh-huh. No discussion between the two of you, well, we should talk to Aaron? No. No discussion between the two of you, maybe we alk to the board about this? No. You just went home? Ultimately at the end of the day, I did. I t I had told the individuals that I worked with	5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	A Q accepted executiv A Q A Q that if I this and A Q recall yo to your A agreed. Q A Q	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that. You never had that discussion with Herschel? No. Herschel never told you that Aaron promised me came over there, I'd get to participate in make millions of dollars in three years? No. I asked you this question, I don't really bur answer. What did Herschel say in response repeated concerns that this was a bad deal? I'm generalizing his response, I think he Oh, you said, but Aaron really wants this? But Aaron really wants it. Uh-huh. Do you know if he said to Aaron, this is a bad
5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	less than A It was t weren't a given Q was a ba deal. Ma was the A Q maybe w A Q should ta A Q felt that the mos executive	I don't know if it was less than transparent. The fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this ad idea, you thought it would kill the whole elissa said she had similar concerns. And that end of the conversation? Yes. Uh-huh. No discussion between the two of you, well, we should talk to Aaron? No. No discussion between the two of you, maybe we alk to the board about this? No. You just went home? Ultimately at the end of the day, I did. I t I had told the individuals that I worked with st. In this case, Melissa and Herschel, senior	5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24	A Q accepted executiv A Q A Q that if I this and A Q recall your to your A agreed. Q A Q deal, we	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that. You never had that discussion with Herschel? No. Herschel never told you that Aaron promised me came over there, I'd get to participate in make millions of dollars in three years? No. I asked you this question, I don't really bur answer. What did Herschel say in response repeated concerns that this was a bad deal? I'm generalizing his response, I think he Oh, you said, but Aaron really wants this? But Aaron really wants it. Uh-huh. Do you know if he said to Aaron, this is a bad e shouldn't do this?
5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24	less than A It was t weren't a given Q was a ba deal. Ma was the A Q maybe w A Q should ta A Q felt that the mos executive	I don't know if it was less than transparent. The fact that they were feeling as if they involved as much as they wanted to be at at time, but they were clearly frustrated. And and you told Melissa you thought this ad idea, you thought it would kill the whole elissa said she had similar concerns. And that end of the conversation? Yes. Uh-huh. No discussion between the two of you, well, ye should talk to Aaron? No. No discussion between the two of you, maybe we alk to the board about this? No. You just went home? Ultimately at the end of the day, I did. I t I had told the individuals that I worked with st. In this case, Melissa and Herschel, senior ves, members of the senior leadership team. And,	5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24	A Q accepted executiv A Q A Q that if I this and A Q recall your to your A agreed. Q A Q deal, we A	Do you know if Herschel was aware, when he d the job with JEA, that Aaron had this plan for re compensation? I don't know that. You never had that discussion with Herschel? No. Herschel never told you that Aaron promised me came over there, I'd get to participate in make millions of dollars in three years? No. I asked you this question, I don't really our answer. What did Herschel say in response repeated concerns that this was a bad deal? I'm generalizing his response, I think he Oh, you said, but Aaron really wants this? But Aaron really wants it. Uh-huh. Do you know if he said to Aaron, this is a bad e shouldn't do this?

		146	1	148
1	Q	You have no knowledge of that?	1	or shouldn't have, but in terms of the legal review I
2	А	I do not.	2	was doing, the amount was not the issue in question.
3	Q	Are you aware of anybody ever telling Aaron	3	<b>Q</b> Even if it rose to a level of waste?
4	that this	was a bad deal	4	A That would be a question of how you
5	А	No.	5	characterize whether it was a waste.
6	Q	the PUP plan	6	<b>Q</b> Well, Michael Kirwan used that term, didn't
7	Α	No.	7	he?
8	Q	or tying the PUP plan to the sale?	8	A I don't believe I can't remember, you know.
9	Α	No.	9	That that was his observation. Uh-huh.
10	Q	If you were CEO and you had	10	MS. NOLLER: He said, Can expose the board
11	Α	Uh-huh.	11	to charges of corporate waste, et cetera. Exhibit
12	Q	advisors and lieutenants around you who felt	12	28A.
13	that way	, wouldn't you want them to tell you?	13	<b>Q</b> And we were just talking about 31A, Michael
14	A	Yes.	14	Kirwan's August 22 e-mail
15	Q	Do you have any idea why nobody spoke up to	15	A Uh-huh.
16	Aaron?		16	<b>Q</b> which he says that his that based on the
17	Α	I don't know if they did or did not.	17	latest financial statement, the prior e-mail is darn
18	Q	But you're not aware of it?	18	close. And the prior e-mails which he said is an
19	Α	I'm not aware of whether	19	e-mail in which Michael says the total the payout
20	Q	You're among those consultants and you didn't?	20	could be 5 billion, that was on 8/22.
21	А	I did not.	21	On 8/23, let me show you Exhibit 31B. It's an
22	Q	You were satisfied by speaking to the chief	22	e-mail from you to
23	operatin	g officer and chief administrative officer?	23	A Uh-huh.
24	A	Yes. I had very few personal conversations	24	(Hyde's Exhibit 31B was marked for
25	with Aa		25	identification.)
		Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
		147		149
1	Q	But he was the man in charge?	1	<b>Q</b> Michael.
2	Α	He was. Yes. Uh-huh.	2	A Right.
3	Q	Subject to the board?	3	<b>Q</b> This is the very next day.
4	Α	Yes. Uh-huh.	4	A Uh-huh.
5	Q	When did you form your opinion that this was a	5	<b>Q</b> In which you say, Herschel suggested that we
6	bad deal	that shouldn't be pursued?	6	not have any more e-mails about the PUPs since it is a
7	Α	Again, I think around that that September,	7	potential public record. Just call Jessica or others as
8	October	, November's time frame. Primarily because I was	8	needed.
9	beginni	ng to see the city council's reaction to the	9	A Uh-huh.
10	whole p	rocess and I knew that this could become a	10	<b>Q</b> So did Herschel say something to you between
11	lightnin	g rod in a process that was otherwise being	11	August 22 and August 23 that led you to send 31B to
12	looked	upon with disfavor.	12	Michael?
13	Q	I got that.	13	A He, obviously, did because I reference Herschel
14	Α	Yeah.	14	suggested.
15	Q	That's your political astuteness.	15	<b>Q</b> Do you recall the conversation?
16	Α	Uh-huh.	16	<b>A</b> I don't recall the specific conversation.
17	Q	But what about the fact that it could be an	17	<b>Q</b> But wouldn't that wouldn't that suggest that
18	extraord	inarily and an inappropriate large payout to	18	Herschel became aware of Michael Kirwan's observation
19	SLT		19	the preceding day, on August 22?
20	Α	Uh-huh.	20	A It could suggest that. Uh-huh.
21	Q	you didn't do anything about that?	21	<b>Q</b> And if Herschel became aware of it, would is
22	Α	No.	22	it because you told him?
23	Q	Shouldn't you?	23	A I don't recall telling him. Remember, I
1	Α	My job again, Steve, was as a legal advisor on	24	Michael could have told him. I don't know how Herschel
24			1	
24 25		questions. So we can debate whether I should	25	became aware of that.
		questions. So we can debate whether I should Hedquist & Associates Reporters, Inc.	25	became aware of that. Hedquist & Associates Reporters, Inc.

	150	1	152
1	<b>Q</b> Do you know if Michael was in contact with	1	bottom of it, there's an e-mail from Jessica to Ryan
2	Herschel?	2	Wannemacher.
3	<b>A</b> Michael certainly knew Herschel.	3	It says, Ryan, I hope you are well. I just
4	Q Well	4	spoke with Michael Kirwan at Foley and based on his
5	A Whether he was in contact with him on this	5	calculations this is August 23, which is the same day
6	issue, I don't know.	6	we were just talking about based on his calculations,
7	<b>Q</b> But you you don't have you don't have a	7	the PUP formula is spitting out much larger numbers than
8	recollection	8	we anticipated.
9	A I don't have a specific recollection of what	9	Do you have any PUP formula calculations that
10	caused me to write that e-mail.	10	you could please share with us? It would be helpful to
11	<b>Q</b> But you would agree with me what appears here	11	see your calculations, even if rough, so that we can
12	is that Michael made this observation to you that it	12	reconcile the calculations to the formula and adjust the
13	could be a \$5 million payout and you knew Michael was	13	formula in the PUP, if necessary.
14	concerned about the absence of a cap. And the very next	14	And Jessica says oh, Ryan says, Jessica,
15	day you write Michael and say stop putting this in	15	thanks for following up. I agree that it makes sense to
16	writing.	16	clarify that the contribution to the City should not
17	A Yes. Uh-huh.	17	include the debt payoff, it should be any amounts after
18	<b>Q</b> So that would suggest some communication	18	payment of the debt.
19	between you and Herschel in between?	19	Were you copied, Kevin, on the Jessica's
20	<b>A</b> As I indicated, I agree with that suggestion.	20	e-mail of Friday, March August 23, at 10:00 o'clock,
21	Uh-huh.	21	to Ryan? You can't tell from this you can't tell
22	<b>Q</b> Are you aware of members of the senior	22	from this e-mail chain.
23	leadership team or its outside advisors or consultants	23	A That's what I'm looking at, Steve. I I
24	in connection with the ITN process using forms of	24	don't know. I I am on the one above, on August 23,
25	communication that were coded or not discernible?	25	at 11:21.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	151	4	153
4			
1	<ul> <li>A No.</li> <li>C Like disappearing text messages?</li> </ul>	1	Q Uh-huh. That's what makes me think you were,
2	<b>Q</b> Like, disappearing text messages?	2	but I'm not sure.
	<ul><li>Q Like, disappearing text messages?</li><li>A No.</li></ul>		<ul><li>but I'm not sure.</li><li>A Yeah. I don't know just from reading this.</li></ul>
2 3 4	<ul> <li>Q Like, disappearing text messages?</li> <li>A No.</li> <li>Q Have you seen any any evidence of that in</li> </ul>	2 3 4	<ul><li>but I'm not sure.</li><li>A Yeah. I don't know just from reading this.</li><li>Q But it's apparent here that Jessica is telling</li></ul>
2 3 4 5	<ul> <li>Q Like, disappearing text messages?</li> <li>A No.</li> <li>Q Have you seen any any evidence of that in your communications with JEA</li> </ul>	2	<ul><li>but I'm not sure.</li><li>A Yeah. I don't know just from reading this.</li></ul>
2 3 4	<ul> <li>Q Like, disappearing text messages?</li> <li>A No.</li> <li>Q Have you seen any any evidence of that in your communications with JEA</li> <li>A No.</li> </ul>	2 3 4 5	<ul> <li>but I'm not sure.</li> <li>A Yeah. I don't know just from reading this.</li> <li>Q But it's apparent here that Jessica is telling</li> <li>Ryan Wannemacher, the chief financial officer, that</li> <li>Michael Kirwan is concerned about the size of the</li> </ul>
2 3 4 5 6	<ul> <li>Q Like, disappearing text messages?</li> <li>A No.</li> <li>Q Have you seen any any evidence of that in your communications with JEA</li> <li>A No.</li> </ul>	2 3 4 5 6	<ul> <li>but I'm not sure.</li> <li>A Yeah. I don't know just from reading this.</li> <li>Q But it's apparent here that Jessica is telling</li> <li>Ryan Wannemacher, the chief financial officer, that</li> </ul>
2 3 4 5 6 7	<ul> <li>Q Like, disappearing text messages?</li> <li>A No.</li> <li>Q Have you seen any any evidence of that in your communications with JEA</li> <li>A No.</li> <li>Q management?</li> </ul>	2 3 4 5 6 7	<ul> <li>but I'm not sure.</li> <li>A Yeah. I don't know just from reading this.</li> <li>Q But it's apparent here that Jessica is telling</li> <li>Ryan Wannemacher, the chief financial officer, that</li> <li>Michael Kirwan is concerned about the size of the payouts.</li> </ul>
2 3 4 5 6 7 8	<ul> <li>Q Like, disappearing text messages?</li> <li>A No.</li> <li>Q Have you seen any any evidence of that in your communications with JEA</li> <li>A No.</li> <li>Q management? Apparently up until August 23, you and your</li> </ul>	2 3 4 5 6 7 8	<ul> <li>but I'm not sure.</li> <li>A Yeah. I don't know just from reading this.</li> <li>Q But it's apparent here that Jessica is telling</li> <li>Ryan Wannemacher, the chief financial officer, that</li> <li>Michael Kirwan is concerned about the size of the payouts.</li> <li>A Uh-huh.</li> </ul>
2 3 4 5 6 7 8 9	<ul> <li>Q Like, disappearing text messages?</li> <li>A No.</li> <li>Q Have you seen any any evidence of that in your communications with JEA</li> <li>A No.</li> <li>Q management? Apparently up until August 23, you and your folks were pretty comfortable writing e-mails to each</li> </ul>	2 3 4 5 6 7 8 9	<ul> <li>but I'm not sure.</li> <li>A Yeah. I don't know just from reading this.</li> <li>Q But it's apparent here that Jessica is telling</li> <li>Ryan Wannemacher, the chief financial officer, that</li> <li>Michael Kirwan is concerned about the size of the payouts.</li> <li>A Uh-huh.</li> <li>Q Are you aware of Ryan or JEA doing anything at</li> </ul>
2 3 4 5 6 7 8 9 10	<ul> <li>Q Like, disappearing text messages?</li> <li>A No.</li> <li>Q Have you seen any any evidence of that in your communications with JEA</li> <li>A No.</li> <li>Q management? Apparently up until August 23, you and your folks were pretty comfortable writing e-mails to each other?</li> </ul>	2 3 4 5 6 7 8 9 10	<ul> <li>but I'm not sure.</li> <li>A Yeah. I don't know just from reading this.</li> <li>Q But it's apparent here that Jessica is telling</li> <li>Ryan Wannemacher, the chief financial officer, that</li> <li>Michael Kirwan is concerned about the size of the payouts.</li> <li>A Uh-huh.</li> <li>Q Are you aware of Ryan or JEA doing anything at all in response to that communication?</li> </ul>
2 3 4 5 6 7 8 9 10 11	<ul> <li>Q Like, disappearing text messages?</li> <li>A No.</li> <li>Q Have you seen any any evidence of that in your communications with JEA</li> <li>A No.</li> <li>Q management? Apparently up until August 23, you and your folks were pretty comfortable writing e-mails to each other?</li> <li>A Yeah. Uh-huh.</li> </ul>	2 3 4 5 6 7 8 9 10 11	<ul> <li>but I'm not sure.</li> <li>A Yeah. I don't know just from reading this.</li> <li>Q But it's apparent here that Jessica is telling</li> <li>Ryan Wannemacher, the chief financial officer, that</li> <li>Michael Kirwan is concerned about the size of the payouts.</li> <li>A Uh-huh.</li> <li>Q Are you aware of Ryan or JEA doing anything at all in response to that communication?</li> <li>A No. Other other than there is a proposed</li> </ul>
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		154	1	156
1	value des	scription of that was that was approved by	1	form of this with the letter to the attorney general so
2		d at the July 23 meeting in the summary of the	2	it had to be before then.
3	plan?		3	<b>Q</b> Do you know who drafted 32?
4	Α	I don't know, Steve.	4	<b>A</b> I believe Jessica Lutrin at Pillsbury.
5	Q	Are you aware of the board ever making that	5	<b>Q</b> Do you know why the board materials included
6	change?		6	only a summary and not the full document?
7	Α	By board action?	7	A No.
8	Q	Yeah.	8	<b>Q</b> Among the potential answers to that question
9	Α	No.	9	was the full document had not been written as of July
10	Q	Let me show you what we marked as Exhibit 32	10	23, 2019.
11	and ask i	f you recognize it.	11	Do you know one way or the other whether that's
12	Α	I have seen many forms of this, yes.	12	true or not?
13		(Hyde's Exhibit 32 was marked for	13	A I don't I don't know.
14	identifica	tion.)	14	<b>Q</b> Let me show you what we marked as Exhibit 34.
15	Q	This is a document entitled JEA Long-Term	15	This is a memorandum from you to Lawsikia and Jason
16	Performa	nce Unit Plan. It's not dated.	16	Gabriel, dated September 25, 2019. I take it you've
17		And you say you've seen many versions of this,	17	seen this before?
18	in what fo	orm?	18	A Yes. Uh-huh.
19	Α	Well, as is there were red lined or there	19	(Hyde's Exhibit 34 was marked for
20	were ch	anges to the document throughout, so I what	20	identification.)
21	I'm look	ing at, I'm familiar with its form. I'm not	21	<b>Q</b> Why did you write this memorandum in
22	sure if tl	his is the final version, but I don't have a	22	September?
23	reason t	o say it's not either.	23	<b>A</b> It was at the request of, I think, primarily
24	Q	What do you mean when you say final?	24	Lynne Rhode. I see I've copied her. Because there were
25	Α	Final meaning the last the last version	25	a number of questions which had been posed to us, which
		Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
1	forwhio	155	1	157
1		h there were no other additions or revisions	1	I answered, in the various pieces various parts of
2	made, n	h there were no other additions or revisions ot final in the sense of enacted or anything	2	I answered, in the various pieces various parts of the memo. One
_	made, n like that	h there were no other additions or revisions ot final in the sense of enacted or anything	-	I answered, in the various pieces various parts of the memo. One Q Okay.
2 3 4	made, n like that <b>Q</b>	h there were no other additions or revisions ot final in the sense of enacted or anything  This document that I've shown you, 32, to your	2 3 4	I answered, in the various pieces various parts of the memo. One Q Okay. A two, three actually, four sections.
2 3 4 5	made, n like that Q knowledg	h there were no other additions or revisions ot final in the sense of enacted or anything  This document that I've shown you, 32, to your ge, was not in existence as of July 23, 2019?	2 3 4 5	I answered, in the various pieces various parts of the memo. One Q Okay. A two, three actually, four sections. These have been various questions that had been posed to
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	158	1	160
1	<b>Q</b> But you were aware that as it existed at the	1	· · · · · · · · · · · · · · · · · · ·
2	point in time you wrote this memorandum, there was a	2	- · · · · · · · · · · · · · · · · · · ·
3	potential under the plan for unconscionably large	3	
4	payouts to senior management?	4	
5	<b>A</b> And I expressed my concerns about that to	5	-
6	Melissa and Herschel.	6	
7	<b>Q</b> But not in this memorandum?	7	-
8	A But not in this memorandum.	8	
9	<b>Q</b> Did you express those concerns to Jason?	9	
10	A I don't think so.	10	
11	Q To Lawsikia?	11	
12	A No.	12	<b>2 Q</b> It was never actually delivered to?
13	<b>Q</b> To Lynne?	13	
14	<b>A</b> I don't recall whether I spoke to Lynne. I	14	4 Q Was it drafted?
15	have specific recollection speaking to Melissa and	15	5 A Yes.
16	Herschel about it.	16	6 Q Why wasn't it delivered?
17	<b>Q</b> And you've told me about those conversations?	17	7 A As I explained earlier, what we intended to do
18	A Yes, sir.	18	8 was to get the opinion of the attorney general to see
19	<b>Q</b> And having had them, you let it go and didn't	19	9 whether they would even issue an advisory opinion. If
20	pursue it; is that right?	20	0 they had said it could not proceed, there was there
21	A I advised my client who I my client contacts	21	was no reason to go to the Florida Commission on Ethics
22	who I dealt with, senior leadership team members of my	22	2 because we would we, meaning it could not have
23	opinion on the subject. And I felt that I I had	23	<b>3</b> proceeded on that basis.
24	expressed my opinion.	24	So the thought was it was most important to get
25	<b>Q</b> OGC engaged you, didn't they?	25	15 it from the attorney general's office on the issues we
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	159		161
1	A Yes.	1	1 raised in that letter. If there was a favorable
2	Q Didn't you feel like you should have said	2	
3	something to Jason about that, about there's something	3	
4	terribly wrong with this PUP plan and the potential	4	4 Q To your knowledge, did anybody associated with
5	payout?		
			5 the City of Jacksonville or JEA or Foley have any
6	<b>A</b> All of my interactions with Jason and Lawsikia	6	<ul><li>5 the City of Jacksonville or JEA or Foley have any</li><li>6 discussion with anybody at the state ethics commission</li></ul>
7	<b>A</b> All of my interactions with Jason and Lawsikia were dealing around particular issues related to the	6 7	<ul><li>5 the City of Jacksonville or JEA or Foley have any</li><li>6 discussion with anybody at the state ethics commission</li><li>7 about the issue?</li></ul>
7 8	<b>A</b> All of my interactions with Jason and Lawsikia were dealing around particular issues related to the Florida statutes.	6 7 8	<ul> <li>5 the City of Jacksonville or JEA or Foley have any</li> <li>6 discussion with anybody at the state ethics commission</li> <li>7 about the issue?</li> <li>8 A Not that I can recall. And the only thing I</li> </ul>
7 8 9	<ul> <li>A All of my interactions with Jason and Lawsikia were dealing around particular issues related to the Florida statutes.</li> <li>Q It sort of suggested you had blinders on?</li> </ul>	6 7 8 9	<ul> <li>5 the City of Jacksonville or JEA or Foley have any</li> <li>6 discussion with anybody at the state ethics commission</li> <li>7 about the issue?</li> <li>8 A Not that I can recall. And the only thing I</li> <li>9 can speak to is my knowledge as to Foley. And no one</li> </ul>
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7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	<ul> <li>A All of my interactions with Jason and Lawsikia were dealing around particular issues related to the Florida statutes.</li> <li>Q It sort of suggested you had blinders on?</li> <li>A That's your characterization.</li> <li>Q It was.</li> <li>A Yeah.</li> <li>Q Not yours?</li> <li>A No.</li> <li>Q Let me show you what we've marked as Exhibit</li> <li>36. This is an e-mail from you to Lynne Rhode.</li> <li>A Yes. <ul> <li>(Hyde's Exhibit 36 was marked for</li> <li>identification.)</li> </ul> </li> <li>Q Dated October 3, 2019. And you're apparently forwarding by this e-mail a copy of a letter that Foley had delivered to or they the OGC had delivered to the attorney general.</li> </ul>	6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	<ul> <li>the City of Jacksonville or JEA or Foley have any</li> <li>discussion with anybody at the state ethics commission</li> <li>about the issue?</li> <li>A Not that I can recall. And the only thing I</li> <li>can speak to is my knowledge as to Foley. And no one</li> <li>from the City told me they had reached out to the ethics</li> <li>commission.</li> <li>Q You're not aware of any discussions between</li> <li>Carla Miller and the ethics commission?</li> <li>A No.</li> <li>Q Let me show you what we've marked as Exhibit</li> <li>37, which is a chain of e-mails, which has attached to</li> <li>it non-disclosure agreements.</li> <li>And it's an e-mail from Ted Powers to an awful</li> <li>lot of folks, including you</li> <li>A Yep. Uh-huh.</li> <li>(Hyde's Exhibit 37 was marked for</li> <li>identification.)</li> <li>Q Kevin.</li> <li>Please confirm that you are signed off on the</li> </ul>

	162		164
1	And then another one up top, attached to the final	1	negotiating team.
2	version, is the NDA.	2	<b>Q</b> But you heard them referred to as negotiation?
3	Have you seen this before?	3	A Yes.
4	A I believe I've seen it, Steve. This Ted	4	<b>Q</b> Let me show you what we marked as Exhibit 38.
5	Powers was someone at Pillsbury who was working on the	5	A Uh-huh.
6	ITN side, which I really wasn't involved in. So,	6	(Hyde's Exhibit 38 was marked for
7	obviously, I'm copied on this, but I don't recall	7	identification.)
8	reviewing this or responding to this.	8	<b>Q</b> This is a letter agreement between ADP and JEA,
9	<b>Q</b> When you when you said on the ITN side,	9	dated October the 11th, 2019
10	which I wasn't involved with, help me understand that.	10	A Uh-huh.
11	A What I	11	<b>Q</b> signed by Jonathan Kendrick, on October the
12	Q You personally or Foley?	12	11th, 2019.
13	A Me personally. Me personally.	13	Have you ever seen this before?
14	<b>Q</b> Foley was involved?	14	<b>A</b> No.
15	A Yes. Yeah. Uh-huh.	15	<b>Q</b> Are you aware that in October of 2019 that the
16	<b>Q</b> Okay. In the e-mail dated October the 7th, at	16	senior leadership team of JEA approached ADP and asked
17	8:25 p.m., it says, Attached are revised drafts of the	17	about ADP adopting the payroll processing or some subset
18	NDA	18	of JEA employees?
19	A Uh-huh.	19	A No.
20	<b>Q</b> paren, one for all bidders, other than FP&L	20	<b>Q</b> Have you ever heard about that initiative?
21	and one for FP&L, closed paren, reflecting our	21	A No.
22	discussion.	22	Q Well, I just want to make sure that you don't
23	Do you know why there are two nondisclosure	23	have any idea what I'm talking about.
24	agreements involved?	24	A No, I don't.
25	A I do not know.	25	Q Okay. Let me show you what we marked as
	Hedquist & Associates Reporters, Inc. 163		Hedquist & Associates Reporters, Inc. 165
1	<b>Q</b> And you just weren't a part of this	1	Exhibit 39. And it starts with an e-mail from you to
2	discussion?	2	Michael Kirwan, dated October 17th.
3	<b>A</b> No. I did not get involved in the procurement	3	Michael, the JEA continues to work on the PUP.
4	piece part of the ITN.	4	You edited a section last week dealing with the idea of
5	<b>Q</b> You mean the privatization piece?	5	some having confidential information while some others
6	A The official term as approved by the board is	6	would not.
7	ITN.	7	JEA has decided now to delay offering the PUPs
8	<b>Q</b> The official term as approved by the board, the	8	to individual participants from November to December of
9	board of JEA?	9	this year. Some members of the senior executive team
10	A If you look at the invitation to negotiate	10	will be on the actual negotiating team. The GC now
11	we which was issued, I believe, August 27th or	11	questions whether they will now be in a position of
12	thereabout, that's what it's called, ITN. Now, did it	12	greater information than other participants, like, rank
13	have the effect if it had gone through privatization,	13	and file employees and whether this alters any of our
14	you're correct. But I'm using the term that was	14	analyses. I can resend the memo, if you'd like. She
15	actually issued.	15	had two thoughts.
16	<b>Q</b> Well, the the invitation to negotiate led to	16	Whose the "she" you're referring to?
17	negotiations in Atlanta towards privatization, didn't	17	A I believe it was Lynne Rhode.
18	it?	18	(Hyde's Exhibit 39 was marked for
19	A I wasn't involved in the negotiations, but	19	identification.)
20 21	you're correct. It could have led to potentially	20	<b>Q</b> Is it and that that's referring to the
21 22	privatization.	21 22	same person as the GC?
22	<b>Q</b> Well, you're aware that there were negotiations in Atlanta?	22	A Yes. When I talked to the GC, the G I deemed Lynne Rhode to be the GC of JEA.
23 24	<b>A</b> I'm aware there were meetings in Atlanta, yes.	23 24	Q Okay. And you're you put questions to
24 25	I was not part of the negotiating team or advising the	24	Michael she had two thoughts.
	Hedquist & Associates Reporters, Inc.	20	Hedquist & Associates Reporters, Inc.
I			

	166		168
1	Number 1, requiring those who will be on the	1	was four or five questions answered. This is greatly
2	negotiation team are designated as a subject matter	2	expanded and it's in response to additional questions
3	expert to enroll or decline to enroll earlier than when	3	which had been asked of us.
4	PUPs are offered to anybody else. The idea is that they	4	Q By by whom?
5	would not yet be in possession of confidential	5	A Either Lynne or Herschel or members of the
6	information from the negotiations.	6	Office of General Counsel.
7	2, requiring that those that will be on the	7	<b>Q</b> Questions regarding what?
8	negotiating team, most of whom are senior executives, to	8	A The various questions that I have addressed
9	participate in the PUP on a mandatory basis or they	9	point by point in here.
10	could not use any confidential information to their	10	<b>Q</b> As to whether or not the PUP complies with
11	advantage because they, otherwise, have to participate.	11	Florida law?
12	Do you think either of these ideas makes sense	12	A Yeah. On the each of these issues is
13	to help alleviate the risk? Any other ideas?	13	dealing specifically with a particular piece of Florida
14	A Uh-huh.	14	law. And so people would ask what about have you
15	<b>Q</b> Michael says to you in response, on the 17th of	15	considered X and Y and Z? And so the way the memo is
16	October, One alternative would be to grant the PUPs to	16	laid out, it's a question and answer based on the
17	everyone in the form of profit sharing so there's no	17	questions we had received and the answers I gave.
18	investment decision. It could be considered a bonus.	18	<b>Q</b> And did this memorandum lead to a meeting among
19	If you go down this path, Pillsbury will need to figure	19	you and Lawsikia and Jason?
20	out whether the grant is in the money now and be taxable	20	A Yes, it did.
21	to recipients, the same question that exists that I	21	<b>Q</b> You told me about it earlier?
22	raised earlier with you.	22	A The November 5 meeting, yes.
23	I think number 2 is not a good idea. Political	23	<b>Q</b> This led to the November 5 meeting?
24	opponents would have a field day with that despite the	24	A Yes.
25	intention behind it.	25	<b>Q</b> And what was the purpose of the November 5
	Hedquist & Associates Reporters, Inc.	-	Hedquist & Associates Reporters, Inc.
4	167		169
1	What was the purpose of this exchange?	1	<ul><li><b>A</b> The purpose of the November 5 meeting was to</li></ul>
~	A Well, if we look at the bottom, it it was		
3	I was talking about the CC had questioned about if a		
3 ⊿	I was talking about the GC had questioned about if a	3 ⊿	have a discussion among all of the people who had been
4	person were going to make a decision as to whether to	4	involved in looking at these legal issues to see if we
4 5	person were going to make a decision as to whether to participate in the PUP was a person who was potentially	4 5	involved in looking at these legal issues to see if we could come to some resolution, particularly with regard
4 5 6	person were going to make a decision as to whether to participate in the PUP was a person who was potentially going to be on a negotiating team, would they have	4 5 6	involved in looking at these legal issues to see if we could come to some resolution, particularly with regard to whether the Office of the General Counsel could
4 5 6 7	person were going to make a decision as to whether to participate in the PUP was a person who was potentially going to be on a negotiating team, would they have superior information, such that they could make their	4 5 6 7	involved in looking at these legal issues to see if we could come to some resolution, particularly with regard to whether the Office of the General Counsel could ultimately sign off on or give approval to moving
4 5 6	person were going to make a decision as to whether to participate in the PUP was a person who was potentially going to be on a negotiating team, would they have	4 5 6 7 8	involved in looking at these legal issues to see if we could come to some resolution, particularly with regard to whether the Office of the General Counsel could ultimately sign off on or give approval to moving forward with the PUP.
4 5 6 7 8	person were going to make a decision as to whether to participate in the PUP was a person who was potentially going to be on a negotiating team, would they have superior information, such that they could make their investment decision as opposed to someone who did not	4 5 6 7	involved in looking at these legal issues to see if we could come to some resolution, particularly with regard to whether the Office of the General Counsel could ultimately sign off on or give approval to moving
4 5 6 7 8 9	person were going to make a decision as to whether to participate in the PUP was a person who was potentially going to be on a negotiating team, would they have superior information, such that they could make their investment decision as opposed to someone who did not have that same level of information.	4 5 6 7 8 9	involved in looking at these legal issues to see if we could come to some resolution, particularly with regard to whether the Office of the General Counsel could ultimately sign off on or give approval to moving forward with the PUP. And so we thought rather than exchanging
4 5 7 8 9 10	person were going to make a decision as to whether to participate in the PUP was a person who was potentially going to be on a negotiating team, would they have superior information, such that they could make their investment decision as opposed to someone who did not have that same level of information. So the purpose was to say does that create a	4 5 7 8 9	involved in looking at these legal issues to see if we could come to some resolution, particularly with regard to whether the Office of the General Counsel could ultimately sign off on or give approval to moving forward with the PUP. And so we thought rather than exchanging further memorandum and in looking at questions, we had
4 5 7 8 9 10 11	person were going to make a decision as to whether to participate in the PUP was a person who was potentially going to be on a negotiating team, would they have superior information, such that they could make their investment decision as opposed to someone who did not have that same level of information. So the purpose was to say does that create a conflict issue? Does it create someone having better	4 5 7 8 9 10 11	involved in looking at these legal issues to see if we could come to some resolution, particularly with regard to whether the Office of the General Counsel could ultimately sign off on or give approval to moving forward with the PUP. And so we thought rather than exchanging further memorandum and in looking at questions, we had to just sit down and have a discussion among the lawyers
4 5 7 8 9 10 11 12	person were going to make a decision as to whether to participate in the PUP was a person who was potentially going to be on a negotiating team, would they have superior information, such that they could make their investment decision as opposed to someone who did not have that same level of information. So the purpose was to say does that create a conflict issue? Does it create someone having better information than others? And, if so, how do you handle	4 5 7 8 9 10 11	involved in looking at these legal issues to see if we could come to some resolution, particularly with regard to whether the Office of the General Counsel could ultimately sign off on or give approval to moving forward with the PUP. And so we thought rather than exchanging further memorandum and in looking at questions, we had to just sit down and have a discussion among the lawyers about that issue. And that's what was done.
4 5 7 8 9 10 11 12 13	person were going to make a decision as to whether to participate in the PUP was a person who was potentially going to be on a negotiating team, would they have superior information, such that they could make their investment decision as opposed to someone who did not have that same level of information. So the purpose was to say does that create a conflict issue? Does it create someone having better information than others? And, if so, how do you handle that, if there were going to be people who, on the	4 5 7 8 9 10 11 12 13	<ul> <li>involved in looking at these legal issues to see if we could come to some resolution, particularly with regard to whether the Office of the General Counsel could ultimately sign off on or give approval to moving forward with the PUP.</li> <li>And so we thought rather than exchanging further memorandum and in looking at questions, we had to just sit down and have a discussion among the lawyers about that issue. And that's what was done.</li> <li>Q And who was in the meeting?</li> </ul>
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12       A       I think the couple of reasons, as I recall.       12       move forward.         13       Number one, he hadn't seen anything like it and there       was a phrase that It was a what had been proposed was not in the motion of of that It was a stock option plan or something like that. And 15       is declared by the senior in the notion of of that It was a stock option plan or something like that. And 15       is declared by the senior in the notion of of that It was a stock option plan or something like that. And 16         14       0       Is it fair to say the reason he had that notion 1       is excluses out of like the elephant in the public sector.         15       a pice of the action in the incremental additional 24       whether in the incremental additional 24       whether it's - it's a novel idea; nov	11		11	ultimately, Jason saying, I'm not I'm not prepared to
13       Number one, he hadn't seen anything like it and there       13       Q       Given the totality of this conversation so far         14       was a phrase that it was - what had been proposed was       14       today, Kevin, if you had had a buth of lawyers, pretty         15       novel, bouw, Land so just the discontion       16       whether or not this plan should go forward, isn't not         17       seen. And he still had the notion of of that it was       18       whether or not this plan should go forward, isn't not         18       akin to a stock option plan or something like that. And       the seakd, I've just never seen that in the public sector.       19       A       Well, it it could be. But you had a more         20       I con't know how lic an work.       20       todart know how lic an work.       21       whether or not this plan should go forward.         21       a back at point going to put 5 billion in       24       well, it it could be. But you had a more       20       fundamental question of whether it's - it's a novel idea or it's         23       a bac too the action in the incremental additional       24       a Well of EA       25       a Well of EA         24       value of IEA       16       A well, whether it's it's any of idea or it's       3       a too novel idea, if you're going to put 55 billion in         24       it could be, like, giv	12	<b>A</b> I think the couple of reasons, as I recall.	12	
14       was a phrase that it was what had been proposed was       14       today, Kevin, if you had had a bunch of lawyers, pretty         15       novel, but maybe too novel. And so just the disconfort       15       seinor lawyers sitting in that room talking about         16       with moving forward with something like had had in that       16       whether or not tiking about         17       seen. And he still had the notion of of that it was       18       executives sort of like the elighant in the room ?         18       akin to a stock option plan or something like that. And       19       A. Well, the 't could be. Bury buy bad had nore         20       I don't know how it can work.       21       M. Well, the 't could be. Bury buy bad had nore         21       a lis if fair to say the reason he had that notion       12       3       a too novel idea, if you're ging to put \$5 billion in         22       a lis of fair to say the reason he had that notion       12       a too novel idea, if you're ging to put \$5 billion in         23       a lis of gin you're ging the employees       23       a too novel idea, if you're ging to put \$5 billion in         24       walle of JEA       25       a He.       25         3       A. He.       10       Stock option, that was based on an         5       I could be, like, giving them a piece of the equity?       4				
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25 out and had a private conversation, but I don't recall 25 head and say, okay, well, I said it to Melissa and	23	A I don't recall him necessarily responding. I	23	head because Herschel was your friend and you knew
	24	think I think at one time that they may have stepped	24	something was wrong here, why didn't you go over his
Hedquist & Associates Reporters, Inc. Hedquist & Associates Reporters, Inc.	25	out and had a private conversation, but I don't recall	25	head and say, okay, well, I said it to Melissa and
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1	A I I expressed it to the two people in senior	1	document before?
2	leadership positions with whom I regularly worked.	2	A I think I have in preparing the documents for
3	<b>Q</b> Are you aware of the Rule of Professional	3	the December meeting with Councilman Diamond and
4	Conduct and the Florida Bar of Rules of Professional	4	Councilman Salem.
5	Conduct relating to a lawyer's duties to an	5	Q December 16th?
6	organization?	6	A Yes. Uh-huh.
7	A I have not studied that rule recently.	7	<b>Q</b> Was that the to your knowledge, that was the
8	MS. NOLLER: Steve, I'm sorry. Relating to	8	first time you saw them?
9	what? You're getting quiet again.	9	A Yes.
10	MR. BUSEY: I don't often get accused of that.	10	<b>Q</b> And do you see among the concerns from the city
11	My question was the Rule of Professional	11	council's auditors office expressed on October 31 was
12	Conduct and the Florida Bar's Rules of Professional	12	that there's no number 1, there's no cap to the value
13	Conduct that relate to a lawyer's duties to the	13	of a performance unit?
14	organization when he represents an organization.	14	A I see that. It's written, yes.
15	There is a specific rule. I think Kevin just said	15	<b>Q</b> This was a concern apparently from this e-mail
16	he hasn't studied it recently.	16	exchange that was expressed to Herschel by the city
17	MS. NOLLER: Okay.	17	council's auditors office on December 31, which was
18	BY MR. BUSEY:	18	before your November 5 meeting with Jason?
19	<b>Q</b> It the rule generally in layman's terms	19	A Yes. Uh-huh.
20	says if you see something wrong within an organization,	20	<b>Q</b> And did Herschel mention to you that the city
21	you have a duty to go all the way to the top. And if	21	council's auditors had these concerns at that meeting on
22	you're unsuccessful after going all the way to the top,	22	November 5?
23	then you have to leave.	23	A I don't recall whether he specifically
24	But you didn't go all the way to the top with	24	mentioned them.
25	your discomfort of this plan, did you?	25	<b>Q</b> And the second concern listed by the city
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	175		177
1	A I went to not Aaron Zahn, but I went to two	1	council's auditors office is value of performance unit
2	members of the senior leadership team.	2	can be significantly impacted by a recapitalization
3	<b>Q</b> And not to the board?	3	event, base rate changes, accounting changes, which are
4	A I did not go to the board.	4	generally not tied to employee performance.
5	<b>Q</b> And you were at the board meeting on	5	Were you aware of that concern about the PUP
6	July 23?	6	plan?
7	A Yes.	7	<b>A</b> Well, I'm aware that they raised this issue and
8	<b>Q</b> Let me show you what we've marked as Exhibit	8	I saw this. I don't know exactly when I became aware of
9	41. And this is an e-mail exchange between Herschel	9	it.
10	A Uh-huh.	10	<b>Q</b> And the number 8 concern on her list was
11	(Hyde's Exhibit 41 was marked for	11	select
12	identification.)	12	A Uh-huh.
13	<b>Q</b> and Lynne Rhode. And below it, there's an	13	<b>Q</b> general select Office of General Counsel
14	e-mail from Heather Reber, dated October 31, 2019, to	14	employees are allowed to participate in the plan.
15	Ryan Wannemacher, Sherry Hall, Herschel Vinyard and	15	We discussed that earlier?
16	members of the city council auditor's office.	16	A Yes.
17	A Uh-huh.	17	<b>Q</b> That didn't raise a concern with you as to why
18	<b>Q</b> And in her e-mail, Heather says, Ryan, Sherry	18	some OGC members should participate?
19	and Herschel, thank you all for coming over to meet with	19	A It raised a concern to me to the extent that
20	us today to discuss the performance unit plan. Attached	20	the general counsel needed to make that decision as to
21	are our additional questions. Also included on the	21	whether they would or would not be allowed to
22	attachment are our initial concerns regarding the	22	participate in that. But I viewed that more in the
23	performance unit plan.	23	nature of just like other employees of JEA could have
24	And then at the top of Exhibit 41, Herschel	24	participated in the PUP plan if it ever went through,
25	forwards this to Lynne Rhode. Have you seen this	25	do you consider those two lawyers members of member
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1	of OGC or do you remember them full-time employees of	1	Q	That was the reason?
2	JEA?	2	Α	Yes.
3	<b>Q</b> Did you ever get a get an idea as to whose	3	Q	That was on November 13th.
4	idea that was to include the OGC members assigned to JEA	4		On November 22, Jonathan Kendrick, who was the
5	in the eligible group of employees?	5	chief hu	man resources officer at the time, notified ADP
6	A No. Who originated the idea?	6	to to (	disregard the letter from Jason, which I showed
7	<b>Q</b> Yeah.	7	you earl	lier, you said you had never seen?
8	A No.	8	Α	Correct.
9	<b>Q</b> Came from Lynne or Aaron or whoever?	9	Q	I take it you were unaware that a week after
10	A I don't know, Steve.	10	the JEA	decided not to go forward with the PUP, they
11	<b>Q</b> You never asked?	11	pulled th	heir ADP initiative?
12	<b>A</b> No.	12	Α	I was unaware of that.
13	<b>Q</b> And what I get from what you're telling me	13	Q	You were unaware of both the initiative and the
14	is that although Herschel received these concerns from	14	fact that	t
15	the auditor's office on October 31, he did not raise	15	Α	Yes.
16	them in the meeting you participated in with him on	16	Q	JEA reneged on it?
17	November 5?	17	Α	Yes. I am unaware that those two events that
18	A I don't remember discussion saying here's the	18	you des	scribed occurred.
19	various concerns raised by the council auditor's office.	19	Q	Let me show you what at that point in time,
20	The distinction I'm drawing is I don't he may have	20		ey decided to when JEA decided not to go
21	talked about some of the issues, but I don't recall it	21		with the PUP plan, were you aware of any
22	on the basis of what the council auditor has raised.	22		ation of whether or not that was an interim or a
23	Q Let me show you what we marked as Exhibit 42.	23	final dec	
24	A Uh-huh.	24	A	I interpreted it as being a final decision.
25	(Hyde's Exhibit 42 was marked for	25	Q	And did you have any understanding at that
	Hedquist & Associates Reporters, Inc.			Hedquist & Associates Reporters, Inc.
1	identification )	1	noint in	181
1	identification.) <b>Q</b> And it's an e-mail from Ryan Wannemacher to	2		the second week of November, as to what the of that decision would be on the sale process?
3	Herschel and folks in the auditor's office.	3	Α	No. I had no understanding one way or the
4	And it says, All, we have decided not to move	4		whether it would or would not impact the sales
5	forward with the implementation of performance units at	5	process	
6	this time.	6	Q	Let me show you what we marked as 43B, which is
7	Please see the attached letter from Aaron.	7		ail chain
8	And Ryan's e-mail is dated November 13, 2019.	8	Α	Uh-huh.
9	And it has attached to it a letter from Aaron to Jason	9		(Hyde's Exhibit 43B was marked for
10	Gabriel, dated November 12, which said that the JEA	10	identifica	
11	leadership in consultation with the chair of the board	11		MS. NOLLER: Sorry. 42B?
12	and OGC has decided to postpone indefinitely the	12		MR. BUSEY: 43B.
13	implementation of the plan, which is defined as the JEA	13		MS. NOLLER: Thank you.
14	Long-Term Performance Unit Plan.	14	BY MR. I	BUSEY:
15	Did you ever see this document before?	15	Q	which starts at the bottom with an e-mail
16	A In preparation for the December 16th meeting, I	16	from Ga	rdner Davis to Robert Hosay
17	saw it.	17	Α	Uh-huh.
18	<b>Q</b> And you knew about it prior to that time? You	18	Q	in your office and a copy to you of November
19	knew that the	19	23, Satu	urday morning, at 7:30. Boy, Gardner's an early
20	<b>A</b> I knew the plan is the decision had been	20	riser.	
21	made to not go forward with the plan.	21	Α	Yeah.
22	<b>Q</b> And what was your understanding of why JEA made	22	Q	And he says, Robert, to keep you in the loop,
23	the decision?	23		ay morning, on two hours' notice, I was invited
24	A Because OGC could not get comfortable moving	24	to JEA to	o call about draft purchase agreement. I may
25	forward.	25	have ma	ade them mad because I suggested a couple of times
	Hedquist & Associates Reporters, Inc.	1		Hedquist & Associates Reporters, Inc.

1that perhaps they wanted to ask me the questions for1here, they weren't being followed.2Foley and then I would drop off for sake of being2QWell, you know what a break-up fee is, right?3efficient.3AYeah. Uh-huh.4I didn't understand that paragraph. Do you4QCan you describe it just generically?5have any idea what he's saying?5AYeah. parties to a transaction go down, very6AYeah. What it is is Gardner was handling purce6far down the path and for whatever reason they decide7corporate issues. Robert was handling procurement8basically, for the time and effort which has gone into9so depending on what topic was being discussed, Gardner9that process. It's a it's an inducement for the10would drop in and out of the call, whereas Pillsbury10parties to complete the transaction to avoid one party11tended to have the entire team on for the entire call11having to pay a break-up fee.12QAnd so JEA's management was suggesting in this13QThat's why Pillsbury billed 10 million and you1314that this transaction went forward and a contract was15APossibly. And you know1516QShows what good stewards you are.16	
3efficient.3AYeah. Uh-huh.4I didn't understand that paragraph. Do you4QCan you describe it just generically?5have any idea what he's saying?5AYeah, parties to a transaction go down, very6AYeah. What it is is Gardner was handling pure6far down the path and for whatever reason they decide7corporate issues. Robert was handling procurement7part ways, it's a way to one party pays the other,8issues. And so there would be these group calls. And8basically, for the time and effort which has gone into9so depending on what topic was being discussed, Gardner9that process. It's a it's an inducement for the10would drop in and out of the call, whereas Pillsbury10parties to complete the transaction to avoid one party11tended to have the entire team on for the entire call11having to pay a break-up fee.12QAnd so JEA's management was suggesting in this13QThat's why Pillsbury billed 10 million and you1314only billed 1 million?1415APossibly. And you know1515APossibly. And you know15	
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15     A     Possibly. And you know     15     signed and the city council approved it and the voters	
I I V Salu IIV ally the transaction up to the transaction of the trans	
17 A Trying to be and writing off a lot of time. 17 would pay the successful bidder \$375 million?	
18 Q 10 percent. 18 A No. JEA wants the buyer to pay to JEA a	
19 And the next paragraph, For what it's worth 19 break-up a reverse break-up fee.	
20 this is Gardner writing JEA senior management does 20 Q Wants the buyer, who would agree to the	
21 not appear to be listening 21 transaction, but the citizens said no, pay to JEA a \$375	
22 A Where are you reading, Steve? I'm sorry. 22 million fee?	
23 Q The second paragraph 23 A Yeah.	
<b>24</b> A Oh, I see it. I see. I see. Okay. <b>24</b> Q Why should a buyer be penalized if the voters	
<b>25 Q</b> under Gardner's e-mail. <b>25</b> said no?	
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183 185	j
1 For what it's worth, JEA senior management does 1 A I don't know. I don't know, but that's what	
<ul><li>2 not appear to be listening to guidance from its</li><li>2 Gardner's talking about here.</li></ul>	
3 professionals and the other professionals, paren, not 3 Q That is	
4 me, closed paren, are reluctant to suggest that they 4 A That he didn't think that was an idea that	
5 have more expertise than the client. 5 would fly.	
6 This sounds like Gardner, correct? 6 Q And Hosay writes back on November 23	
7 A Uh-huh. 7 A Uh-huh.	
8 Q I spoke up on a couple of points to be told 8 Q at 8:19 in the morning.	
9 that I did not know what I was talking about. 9 Thanks for the update. I appreciate your	
10Parenthesis, the senior bankers knew I was right, closed10getting involved and adding value. There are a lot of	
11parenthesis. I'm pretty certain that time will prove me11balls in the air and pressure is on these folks. Keep	
12right. Biggest example, JEA wants the buyer to pay JEA12up the good work and advising based on your knowledge,	
<b>13</b> a reverse break-up fee of 5 percent of the gross price, <b>13</b> experience and insight.	
14paren, \$375 million, closed paren, if the voters fail to14That's a pat on the back for Gardner.	
<b>15</b> approve the sale referendum. <b>15</b> And then Gardner writes another e-mail, on	
16Do you know what Gardner's talking about16at 1:00 o'clock that afternoon, to Robert and to you.	
17there?17Saying saying, Pressure is on these folks is	
18AI wasn't involved in the conversation so I can18a total understatement.	
19only infer it from here.19I was on a call with two rational men Friday	
20QWhy have you ever had any conversation with20afternoon, the president of Jacksonville University and	
<b>21</b> Gardner about the fact that JEA wanted a reverse <b>21</b> the Chair of Baptist Hospital board. They were talking	
22break-up fee?22about the need for a grand jury in light of whatever you	
23       A       I don't recall that specifically. I know that       23       call the executive bonus plan.	
24Gardner was frustrated that he would raise things that24FYI, given the values discussed on my two calls	
<b>25</b> he thought were very good points, as he's indicated <b>25</b> by investment bankers, I suspect the plan payout would	
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	186	1	188
1	approach a billion dollars. In private company context,	1	
2	board would lose shareholder suit alleging bad faith	2	
3	approving the plan, or worse, a bad-faith claim is not	3	5 5-
4	subject to indemnification by the company - personal	4	- , ,
5	liability - worst possible outcome in corporate law.	5	
6	Also FYI, the paper had a story about how the	6	
7	JEA board cancelled November meeting for light agenda.	7	<u>j</u> . j
8	Were you aware that the JEA board cancelled	8	-
9	this November meeting?	9	
10	<b>A</b> I was aware of the meeting being cancelled, but	-	_
11	I don't know why it was cancelled.	11	was the pig and who is the hog?
12	<b>Q</b> The next paragraph, I believe JEA board has	12	
13	similar fiduciary duties to the board of a public	13	<b>Q</b> But don't you think that's the JEA management
14	company when considering the sale of a company,	14	
15	so-called Revlon duties.	15	
16	In a private company context, the board	16	
17	receives repeated briefings from counsel about fiduciary	17	This is a letter from Aaron, dated December 6th, to Roy
18	duties. I think that would be advisable here.	18	
19	One of the hallmarks of a good sale process	19	
20	under Revlon is the board meets very often to receive	20	-
21	reports to be actively engaged. A private company sale	21	expressed concerning the previously contemplated plan
22	can involve 30 or more meetings. It's much more	22	
23	difficult for shareholder plaintiff to overcome	23	full and entirely thorough review that you are
24	presumption board made correct decision when the	24	
25	directors are fully informed and engaged.	25	There's a been tremendous amount of
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
1			
	187		189
1	187 The reasons for the sale for sale appear	1	
1 2		1 2	information, some factual and some inaccurate,
-	The reasons for the sale for sale appear	-	information, some factual and some inaccurate, surrounding the plan ever since JEA announced its
2	The reasons for the sale for sale appear extremely compelling, best market in the past 100 years.	2	information, some factual and some inaccurate, surrounding the plan ever since JEA announced its
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	190		192
1	7/23/19.	1	A Yes, prior to the December 16th meeting.
2	(Hyde's Exhibit 44 was marked for	2	<b>Q</b> And what was your role in in that discourse?
3	identification.)	3	Were you representing the JEA in responding to the city
4	<b>Q</b> Let me show you what we marked as Exhibit 45.	4	council?
5	This is an e-mail from you to Lynne Rhode, dated	5	A Yes. They had the city council had
6	December 10th, 2019.	6	requested of JEA information on a matter for which I had
7	A Uh-huh. Yeah. Uh-huh.	7	been counsel.
8	(Hyde's Exhibit 45 was marked for	8	<b>Q</b> While you've been among many counsel?
9	identification.)	9	A Exactly. Uh-huh.
10	<b>Q</b> And you say, Please see attached. And what's	10	<b>Q</b> Well, why did they pick you to help them
11	attached is an executive summary?	11	respond to the council's request?
12	A Correct. Yeah.	12	A Because the inquiry was mainly related to the
13	<b>Q</b> Of what?	13	PUP plan.
14	A Councilman Diamond wrote a letter, I believe	14	<b>Q</b> And that's what Foley was engaged to do?
15	it was dated December 5th, requesting some information.	15	A Among other things, yes.
16	JEA put that together, as well as I looked at the	16	<b>Q</b> As opposed to Pillsbury?
17	document request as well to see if we had any	17	<b>A</b> No. I was the one local and so it made sense
18	responsive documents. It was a pretty healthy stack of	18	for me to put together the information. And I know
19	documents.	19	Councilman Diamond so I went and said
20	And I suggested and Lynne agreed that it would	20	<b>Q</b> And you have some familiarity with the city
21	be helpful to have an executive summary just to outline	21	council?
22	almost chronologically the plan so as to give the folks	22	A Some familiarity. About eight years of
23	in this case, Councilman Diamond and Councilman Salem	23	familiarity, yes. And so it made sense for me to help
24	and other council members, just some context. So that	24	assist with that. And I provided the information to
25	was the executive summary. And it was attached to the	25	Councilman Diamond and asked him if he had any questions
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
1	191		193
			in advance. Us flipped through the notebook and caid
	notebook that was given to those individuals in the	1	in advance. He flipped through the notebook and said
2	front.	2	no. Then we all met together on December 16th.
2 3	front. <b>Q</b> On December 16th or thereabouts?	2 3	no. Then we all met together on December 16th. <b>Q</b> Where he had some questions?
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	194	1	196
1	it's an exchange of e-mails. I'll start at the bottom.	1	deadline?
2	Bottom e-mail is David Cook forwarded, to people who are	2	<b>A</b> I think it's what you were referring earlier,
3	not identified on here, a news article in	3	which was the mayor had encouraged, directed, however
4	Jacksonville.com.	4	you phrased it, that the process be accelerated.
5	You responded on December 27th, at 5:40,	5	<b>Q</b> Were you aware that that happened, the mayor
6	saying, I can't open the article. Who is she referring	6	had done that?
7	to as the mayoral official?	7	A I think so.
8	And David Cook wrote in response, Burch.	8	<b>Q</b> Did you understand why the mayor had done
9	And says says, Carla Miller said meeting in	9	that?
10	Atlanta violated the Sunshine law, but JEA's law firm	10	A We've already talked about that. No, I don't
11	said it did not.	11	know.
12	And then you wrote at 6:19, that day, December	12	<b>Q</b> I mean, this was a JEA process, not a City of
13	27th, she is the deputy CAO.	13	Jacksonville process, right?
14	Who's the "she" referred to there?	14	A That's correct, but the mayor the mayor said
15	A I think Stephanie Burch.	15	he wanted the process to be completed quicker.
16	(Hyde's Exhibit 46B was marked for	16	<b>Q</b> And do you understand what authority he had to
17	identification.)	17	make that determination? He wasn't leading the sale
18	<b>Q</b> She's the deputy chief administrator officer	18	process, was he?
19	A Uh-huh.	19	A Well, he wasn't leading the sale process. I
20	<b>Q</b> of the City, not JEA, right?	20	don't know what technical authority he has, but the
21	A Correct.	21	mayor, in our consolidated form of government, has a lot
22	<b>Q</b> And was not was not in negotiating team?	22	of authority in nearly all matters.
23	A Should be probably was not a negotiating team	23	<b>Q</b> At least influence?
24	member.	24	A Certainly influence.
25	<b>Q</b> Okay. Carla does not understand the interplay	25	<b>Q</b> And you responded to David on December 27th, at
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
1	195		197
1	of procurement and Sunshine?	1	7:53 p.m.
1 2		1 2	
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	100	1	200
1	198	1	200
1	A I'm sure you have lawyers that work late too.	1	appointed team at JEA and his political consultants were
2	Carla has raised questions as to whether a	2	all going to make outlandish sums at the expense of the
3	member of JEA, an employee of JEA could be on the	3	citizens.
4	negotiating team. And had suggested that that issue	4	He's getting pretty outspoken here.
5	could be resolved by having members outside of JEA	5	A David is outspoken.
6	employees, whether they be in the mayor's office or	6	<b>Q</b> The Mayor is pretty smart and looks like they
7	somewhere else, to be negotiating team members.	7	thought they could ram this through the city council and
8	And so had Carla not raised that issue, I think	8	then campaign with the promise of \$1,000 to each account
9	that JEA would have had just JEA employees be the ones	9	holder and it would pass.
10	serving as negotiators.	10	The Mayor is pretty smart and looks like they
11	<b>Q</b> That's where they were headed until Carla did	11	thought, who's the "they" you think he's referring to?
12	something?	12	<b>A</b> I'm assuming the Mayor and his senior staff,
13	A Right. Uh-huh.	13	whoever would have been involved in the process.
14	<b>Q</b> But I didn't understand, All of this mayoral	14	<b>Q</b> Brian and Tim?
15	involvement by either his staff.	15	A Well, certainly Brian was at the time either
16	What does that mean, "by either his staff"?	16	CAO or chief of staff so I certainly think it would
17	A Well, I mean, I don't think the Mayor was going	17	include him, not sure about Tim. I know that Tim had
18	to be on the negotiating team, but Stephanie Burch, who	18	been involved with his campaigns.
19	is a member of his staff, was then going to be on the	19	<b>Q</b> In the mayor's campaigns?
20	negotiating team.	20	A Yes.
21	<b>Q</b> Okay. I see. And then David Cook wrote at	21	<b>Q</b> And was at the Club Continental?
22	8:02, in response to you, The optics were too bad in	22	<b>A</b> He was for a portion of that meeting, yeah.
23	light of the attempt to have the PUP plan.	23	<b>Q</b> Do you think that's a fair in your
24	And at 8:13, you responded to David and you	24	experience, do you think that's a fair characterization
25	said, I told them the PUP would kill the whole deal.	25	that that's where the Mayor was coming from, was they
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	199		201
1	Sorry I was correct.	1	thought that they could get this through the city
1 2		1 2	
	Sorry I was correct.		thought that they could get this through the city
2	Sorry I was correct. A Uh-huh.	2	thought that they could get this through the city council and then with an inducement of \$1,000 to each
23	Sorry I was correct. <b>A</b> Uh-huh. <b>Q</b> When you said, "I told them," tell me who them	2 3	thought that they could get this through the city council and then with an inducement of \$1,000 to each account holder, that they could campaign to get it
2 3 4	Sorry I was correct. <ul> <li>A Uh-huh.</li> <li>Q When you said, "I told them," tell me who them is and when did you tell them.</li> </ul>	2 3 4	thought that they could get this through the city council and then with an inducement of \$1,000 to each account holder, that they could campaign to get it passed?
2 3 4 5	Sorry I was correct. <ul> <li>A Uh-huh.</li> <li>Q When you said, "I told them," tell me who them</li> <li>is and when did you tell them.</li> <li>A Same conversation we've earlier had, Melissa</li> </ul>	2 3 4 5	thought that they could get this through the city council and then with an inducement of \$1,000 to each account holder, that they could campaign to get it passed? A I think the mayor was confident in his ability
2 3 4 5 6	Sorry I was correct.AUh-huh.QWhen you said, "I told them," tell me who themis and when did you tell them.ASame conversation we've earlier had, MelissaDykes and Herschel Vinyard, as I've earlier testified.	2 3 4 5 6	<ul> <li>thought that they could get this through the city council and then with an inducement of \$1,000 to each account holder, that they could campaign to get it passed?</li> <li>A I think the mayor was confident in his ability to persuade the city council to at least approve a</li> </ul>
2 3 4 5 6 7	<ul> <li>Sorry I was correct.</li> <li>A Uh-huh.</li> <li>Q When you said, "I told them," tell me who them is and when did you tell them.</li> <li>A Same conversation we've earlier had, Melissa</li> <li>Dykes and Herschel Vinyard, as I've earlier testified.</li> <li>Q So that's what you're referring to</li> </ul>	2 3 4 5 6 7	thought that they could get this through the city council and then with an inducement of \$1,000 to each account holder, that they could campaign to get it passed? A I think the mayor was confident in his ability to persuade the city council to at least approve a referendum, which is what they had to approve the
2 3 4 5 6 7 8	<ul> <li>Sorry I was correct.</li> <li>A Uh-huh.</li> <li>Q When you said, "I told them," tell me who them is and when did you tell them.</li> <li>A Same conversation we've earlier had, Melissa</li> <li>Dykes and Herschel Vinyard, as I've earlier testified.</li> <li>Q So that's what you're referring to</li> <li>A Yes.</li> </ul>	2 3 4 5 6 7 8	<ul> <li>thought that they could get this through the city council and then with an inducement of \$1,000 to each account holder, that they could campaign to get it passed?</li> <li>A I think the mayor was confident in his ability to persuade the city council to at least approve a referendum, which is what they had to approve the sale and they had to the approve the referendum. And</li> </ul>
2 3 4 5 6 7 8 9	<ul> <li>Sorry I was correct.</li> <li>A Uh-huh.</li> <li>Q When you said, "I told them," tell me who them is and when did you tell them.</li> <li>A Same conversation we've earlier had, Melissa</li> <li>Dykes and Herschel Vinyard, as I've earlier testified.</li> <li>Q So that's what you're referring to</li> <li>A Yes.</li> <li>Q by those conversations?</li> </ul>	2 3 4 5 6 7 8 9	<ul> <li>thought that they could get this through the city council and then with an inducement of \$1,000 to each account holder, that they could campaign to get it passed?</li> <li>A I think the mayor was confident in his ability to persuade the city council to at least approve a referendum, which is what they had to approve the sale and they had to the approve the referendum. And that what we talked about earlier, the rebate money,</li> </ul>
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	202		204
1	This was going to be a tough sell, but JEA	1	portion was poorly conceived. Was the PUP plan poorly
2	should have done all of the community/church meetings to	2	conceived as a component of this? Yes.
3	try and develop support beforehand and at least listen	3	<b>Q</b> Well, so let's take that discussion a little
4	to folks and get their message out there.	4	bit further. What you're suggesting is that there could
5	I'd like to know who came up with the \$1,000	5	be a reasonable debate in the community about whether or
6	payment plan and whether this was discussed with certain	6	not to sell JEA?
7	community leaders in the low income areas.	7	A Oh, absolutely, yes.
8	Completely soiled this opportunity for a long	8	<b>Q</b> And reasonable people could differ about that?
9	time due to greed and arrogance.	9	A Absolutely.
10	Best, David.	10	<b>Q</b> And at some point that could be fairly debated
11	Do you agree with David's observations?	11	in the community and even voted on by the council or the
12	A Generally, yes. Uh-huh.	12	citizens?
13	<b>Q</b> And to whom do you subscribe the greed and	13	A Uh-huh. Yes.
14	arrogance that David was talking about, the JEA	14	<b>Q</b> And so you don't fault the mayor or the JEA for
15	management, the mayoral staff, who?	15	at least putting it on the table for consideration?
16	A I would probably say JEA management at that	16 17	<ul> <li>A No, I don't.</li> <li>But based on what we've been through so far.</li> </ul>
17 18	point.	18	<b>Q</b> But based on what we've been through so far today, it looks like the process was not as transparent
19	<ul> <li>Q Principally Aaron</li> <li>A Yeah.</li> </ul>	19	as it should have been and it was more truncated than it
20	Q and his folks?	20	should have been, don't you agree?
21	A Yeah. Yes.	21	<b>A</b> I agree with that. I contrast, Steve, for
22	Q Would you include Herschel in that?	22	instance, to The Better Jacksonville Plan, which was, as
23	<ul> <li>A Herschel was a member of the senior leadership</li> </ul>	23	we all in this room know, was us voting to increase our
24	team, yes. I'm not going to ascribe that motive to him,	24	taxes on ourself. And I'm convinced that the only
25	but he was a member of the senior leadership team.	25	reason that passed was because a compelling case was
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	203		205
1	Q Well, you've known Herschel a long time and	1	made as to the reason for the need for the additional
2	you're a good friend of his.	2	revenue and its uses. And because of that, people could
3	A Yes. Uh-huh.	3	get behind that. That was a very open, transparent
4	<b>Q</b> As I am.	4	process and campaign.
5	A Uh-huh.	5	<b>Q</b> Just like a half cent for the school board?
6	<b>Q</b> Were you disappointed in his role in this?	6	A Just like a half cent for the school board,
7	A That's a tough question in terms of of	7	absolutely. Yeah. Uh-huh.
8	disappointment. My opinion of Herschel's integrity	8	<b>Q</b> But 13 minutes at the end of the July 23 board
9	hasn't changed. My opinion of Herschel's abilities	9	meeting to consider the PUP plan with inaccurate data
10	haven't changed, no.	10	provided to the board before that meeting probably was
11	So I was disappointed that I was	11	not as it should have been?
12 13	disappointed in lots of the process. And I don't know all that Herschel did or did not do within this process,	12 13	A Certainly was not as much as it could have
14	but certainly he was part of the senior leadership team	14	Q Should have been?
15	in a process that failed miserably.	15	<ul> <li>A Sir, I think the results could have been very</li> </ul>
16	<b>Q</b> And was poorly conceived?	16	different had there been more discussion about it, more
17	<ul> <li>A Yeah. Depends on what we say about poorly</li> </ul>	17	understanding about it as the process went through.
18	conceived. In the sense of getting to the question of	18	<b>Q</b> Do you think that it's fair that Aaron was
19	what of whether JEA should be sold and what that	19	trying to limit transparency in getting it through the
20	could do for the City, that's a question that when I was	20	board with as little notice as possible?
21	on the city council was being debated.	21	<b>A</b> I'm not sure what you mean was it fair. Do I
22	Q It's been debated for 50 years	22	agree with that characterization?
23	A Yeah. Exactly.	23	Q Yes.
24	Q consolidating.	24	A I don't know if I do for for this reason. I
25	A So I don't know if it's it depends on what	25	don't know what forms of communication Aaron has with
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1	his particular board members. And so whether he had	1	outside specialized counsel to assist JEA in the
2	briefed them in advance or I I don't know that.	2	preparation of the resolutions and underlying documents
3	Q Well, you saw Kelly Flanagan make public	3	required for each option presented by the senior
4	statements subsequently that she didn't feel like she	4	leadership team.
5	was adequately briefed.	5	Accordingly, the scope of this memorandum does
6		6	not address the legality of the underlying documents
	. 5	_	
7	said I don't know what his relationship with and	7	drafted to implement such resolutions, as such legality
8	communication with the board members were.	8	has been confirmed confirmed and will continue to be
9	<b>Q</b> And you've seen this board package that went to	9	developed by approved special counsel to JEA appointed
10	the July 23 board meeting?	10	and supervised by the Office of General Counsel pursuant
11	A Yes, I have. Uh-huh.	11	to the course of action approved by the JEA board.
12	<b>Q</b> Approximately how many pages was it?	12	Now, again, I think you just said you've never
13	A 345 or something like that.	13	seen this before?
14	<b>Q</b> Okay. And you're aware the reports were	14	A I don't recall seeing this.
15	pretty public to the board, maybe a day or two before	15	<b>Q</b> This this appears to me, I'm just reading
16	the meeting?	16	it, that OGC is attempting to say that we have a pass
17	A Yes. Uh-huh. It's a lot of information to	17	on the legality of the memoranda that are going to be
18	digest in advance.	18	presented to the board on July 23 and we're relying
19	<b>Q</b> On a very complex subject?	19	we're OGC is relying on outside counsel to
20	A Not only complex, but a very important	20	determine.
21	subject.	21	Is that how you read that
22	<b>Q</b> Which had been limited discussion in front of	22	A Yes.
23	the board about previously to July 23?	23	<b>Q</b> footnote?
24	A l'm sorry.	24	A Yes.
25	<b>Q</b> Which had been limited discussion with the	25	<b>Q</b> And you I take it, you said you haven't seen
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	207		209
	board prior to July 23rd?	1	this before, you haven't had any discussion with either
1	board prior to July 25rd:	•	this before, you haven't had any discussion with either
2	<b>A</b> I'm not sure of all the discussion prior to	2	Lawsikia, Lynne or Jason why they would memorialize on
		-	
2	<b>A</b> I'm not sure of all the discussion prior to	2	Lawsikia, Lynne or Jason why they would memorialize on
2 3	<b>A</b> I'm not sure of all the discussion prior to that, but I'll accept your characterization.	2 3	Lawsikia, Lynne or Jason why they would memorialize on the eve of the July 23 board meeting that the OGC had
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1	240	1	212
1	210 I I don't know the specific answer. Maybe we thought	1	responsive, but I think you can take issue on
2	in going through it, it wasn't responsive to one of the	2	whether this particular letter is responsive. We're
3	requests. I can certainly explain it.	3	happy to talk about it, we're not hiding from it,
4	MS. NOLLER: And, actually, Steve, what what	4	but I think it's it's a debatable question
5	you guys had told me was 68 is not a multi-page	5	whether it's responsive.
6	document. It's a one page e-mail that you guys just	6	BY MR. BUSEY:
7		7	
8	sent me.	_	
9	MR. BUSEY: Well, then we're not communicating	8	Hicks at The Southern Group, dated October 3, 2019.
10	because I'm looking at a three-page letter, an	9	Apparently Foley is engaging The Southern Group pursuant
11	engagement letter between The Southern Group and	10 11	to this letter.
12	Foley & Lardner, dated October 3, 2019.		A Yes.
	MS. NOLLER: Ah, I have it as 67. I apologize.	12	Q To do what?
13	I must have misheard Kevin earlier, Kevin Blodgett.	13	A It they were going to provide services,
14	I'm with you.	14	primarily city council relations.
15	BY MR. BUSEY:	15	Q Primarily what?
16	<b>Q</b> All right. And either, Lisa or Kevin, I'm just	16	A What I've put in here, governmental and public
17	trying to find out how come we got stuff from OGC	17	affairs, but primarily interaction with the city council
18	through Nelson Mullins that we didn't get directly from	18	lobbying.
19	you. And I sincerely doubt, Kevin, if you did the	19	Q Well, I'm reading the first sentence. I am
20	document search, so I'm just trying to figure out where	20	writing to confirm that you and The Southern Group have
21	the disconnect is.	21	been retained on behalf of JEA
22	A I don't know.	22	A Yes.
23	Q Who did you rely on to do the document search?	23	<b>Q</b> for the purpose of assisting Foley & Lardner
24	A Primarily my legal assistants. I was involved,	24	in providing governmental and public affair services
25	but my paralegal, Susan Coleman.	25	related to the ITN issued by JEA on August 2.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	211		213
1	• Okay We've gotten a lot of it and there's	1	A Pight
1	<b>Q</b> Okay. We've gotten a lot of it and there's	1	<ul> <li>A Right.</li> <li>O So was the engagement limited to the ITN</li> </ul>
2	just a lot of stuff that Nelson Mullins apparently	2	<b>Q</b> So was the engagement limited to the ITN
	just a lot of stuff that Nelson Mullins apparently received from Foley weeks ago, gave it to OGC and we're		<b>Q</b> So was the engagement limited to the ITN process?
2 3 4	just a lot of stuff that Nelson Mullins apparently received from Foley weeks ago, gave it to OGC and we're just now getting it and it was not provided to us by	2 3 4	<ul> <li>Q So was the engagement limited to the ITN</li> <li>process?</li> <li>A Yes, yes. When I said it was going to be city</li> </ul>
2 3 4 5	just a lot of stuff that Nelson Mullins apparently received from Foley weeks ago, gave it to OGC and we're just now getting it and it was not provided to us by your office in response to our questions. And it	2 3 4 5	<ul> <li>Q So was the engagement limited to the ITN</li> <li>process?</li> <li>A Yes, yes. When I said it was going to be city</li> <li>council lobbying, it was related to the ITN process</li> </ul>
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2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	just a lot of stuff that Nelson Mullins apparently received from Foley weeks ago, gave it to OGC and we're just now getting it and it was not provided to us by your office in response to our questions. And it appears to be a disparity behind there and I just you can't explain it without going through at this point? <b>A</b> No. <b>Q</b> All right. Well, let's look at what we MS. NOLLER: Which Steve? MR. BUSEY: Yes, ma'am. MS. NOLLER: Which request from Lanny Russell's August 7th letter are you contending that this would be responsive to? Just so we can follow up, please. MR. RUSSELL: Sure, Lisa. This is Lanny. It's specifically covered by the documents relating to the Foley's bills. This the cost of Southern Group was passed through on the Foley bills to JEA. MR. BUSEY: Well, let's let's go ahead and talk about it. MS. NOLLER: Well, we produced well, we produced the invoices and that's what's called for	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	<ul> <li>Q So was the engagement limited to the ITN process?</li> <li>A Yes, yes. When I said it was going to be city council lobbying, it was related to the ITN process issued by JEA because, again, ultimately this would have had to go to the city council.</li> <li>Q So you're telling me that the purpose of</li> <li>Foley's engagement with The Southern Group was to get Southern Group's assistance in getting this ITN process through city council?</li> <li>A That would be part of their governmental affairs work, yes.</li> <li>Q Their, who's their?</li> <li>A They being Southern Southern Group.</li> <li>Q Why is Foley hiring The Southern Group for that rather than JEA?</li> <li>A I can't remember if it was Sherry Hall or Carey Stewart asked us to do to do the engagement. They have used apparently other times that they have used their counsel to employ</li> <li>Q Wait a minute, I lost the pronouns. They used their counsel?</li> </ul>

	214		216
1	<b>Q</b> Well, yeah, we've seen that with McKinsey in	1	(Hyde's Exhibit 67 was marked for
2	this case. Pillsbury	2	identification.)
3	MS. NOLLER: I'm sorry, what?	3	<b>Q</b> you're referring to?
4	<b>Q</b> We've seen that with McKinsey in this case.	4	A Yes. Uh-huh.
5	Pillsbury hired McKinsey. Were you aware of that? Is	5	<b>Q</b> You said there had been some questions about
6	that what you're referring?	6	how this has come about, what are you referring to?
7	A I wasn't no, I wasn't aware I wasn't	7	A How the how the engagement of Deno I keep
8	referring to that specifically. I don't know how	8	saying Deno, I associated him with The Southern Group
9	McKinsey was specifically retained.	9	how The Southern Group had been engaged to do work with
10	<b>Q</b> Why didn't you just tell JEA to go hire them	10	JEA.
11	yourself? Why do you need us to do this? I don't	11	And I what I'm trying to remember right now
12	understand why Foley's involved.	12	is how this timing worked with the issues that later
13	A I've we've done that representing other	13	arose about the land deal that Deno Hicks had with Aaron
14	public agencies. I ask whether it met their procurement	14	Zahn. So I don't I don't know how the how the
15	code for us to do this and they said it did and so we	15	timing of that worked. I just remember that Deno
16	made we did the arrangement and then we terminated	16	called or not called, he e-mailed and said, We're
17	this about a week later.	17	going to terminate this contract.
18	<b>Q</b> When you say "we terminated this"?	18	<b>Q</b> You remember the conversation?
19	A The arrangement was terminated.	19	A Well, here's the e-mail.
20	Q Foley	20	<b>Q</b> You said you remember that Deno called, that's
21	A Foley and Deno of Deno Hicks, who is the	21	why I
22	local manager of The Southern Group, term terminated	22	A I can't remember if he called or he e-mailed,
23	the relationship.	23	but remember getting communication that it was going to
24	<b>Q</b> About a week later, October the 11th of so?	24	be terminated.
25	A Yeah. Uh-huh. They had done the engagement	25	<b>Q</b> And you don't recall whether that termination
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	215		217
1	was to go back, notice he says effective date of the	1	on or about October the 11th was before or after it hit
2	engagement is July 23rd. So I don't want to suggest it	2	the fan that Deno was in bed with Aaron?
3	had only been for a week. I'm saying between October	3	A I don't remember exactly when that was.
4	3rd and I think October 11th was when the engagement was	4	<b>Q</b> So if you don't remember when that was, then
5	terminated.	5	wouldn't it seem strange to you if you if you had
6	<b>Q</b> So why did it take six months excuse me, 60	6	heard that news, that a week after you had entered this
7	days for Foley to engage The Southern Group if they had	7	engagement with Deno, that he just simply cancelled it
8	been rendering services since July 23?	8	without telling you why?
9	A Because we were trying to get an engagement	9	A Well, what I'm saying, Steve, is I don't
10	letter and I was delayed in doing it to them. We were	10	remember exactly when the newspaper began reporting
11	engaged in a lot of other things.	11	this this business argument Deno Hicks had with Aaron
12	Q We, Foley?	12	Zahn. It's likely to be in around this time. I'm
13	A We, Foley engaged in a lot of other things	13	saying, as I sit here today, I don't remember when that
14	related to the ITN, so it was a delay on my part.	14	is or when that was.
15	Q And then why was your relation Foley's	15	<b>Q</b> I hear you. And I'm saying, if you hadn't
16	relationship with Southern Group terminated merely a	16	heard of it, this would be a pretty strange thing,
17	week later?	17	wouldn't it, if you hadn't heard about that?
18	A I think it was at the request of Deno Hicks	18	A Probably so.
19	that it be terminated, the entire relationship be	19	Q Suggests that you probably had heard about it?
20	terminated. I think some questions had arisen as to how	20	A Yeah. I'm just not going to say I know with
21	the procurement could come about and so it was	21	specificity the exact date I heard about the land
22	terminated.	22	business arrangement between the two.
23	<b>Q</b> I'll show you what we marked as 67. Is that	23	<b>Q</b> I understand. That's the value of cross
24	the termination	24	examination.
25	A Uh-huh.	25	And looking at Exhibit 67
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.

	218	1	220
1	A Uh-huh.	1	Morgan and JEA, dated July 24th, 2019. This is the day
2	<b>Q</b> the termination of your arrangement with	2	after the June 23 board meeting. It is 12 pages long,
3	Southern Group was at least by October the 11th?	3	single spaced, small print.
4	A Yes.	4	Have you seen this before?
5	Q Let me show you what we marked as Exhibit 48,	5	A No.
6	which is a composite of invoices from The Southern Group	6	(Hyde's Exhibit 49 was marked for
7	to Foley & Lardner.	7	identification.)
8	A Uh-huh. Uh-huh.	8	<b>Q</b> Had you ever you've never seen it?
9	(Hyde's Exhibit 48 was marked for	9	A No.
10	identification.)	10	<b>Q</b> Do you have any J.P. Morgan, were they at
11	<b>Q</b> And the first page is for professional services	11	the Club Continental meeting on July 10th?
12	rendered in July. And the second page is for	12	A Representatives of J.P. Morgan were.
13	professionals services rendered in August. The third	13	Q Not Mr. Morgan himself?
14	page is professional services rendered in September.	14	A No.
15	And the fourth page is professional services rendered in	15	<b>Q</b> Do you think that this 12-page engagement
16	October. September and August and October are all the	16	letter was written between July 23 and July 24?
17	same amount, \$7500 a month.	17	<b>A</b> I have no idea. My guess is, no, but I'm not
18	A Right.	18	going to opine on something that I don't have knowledge
19	<b>Q</b> If you terminated them on October 11th, why are	19	of.
20	you paying them or did you pay them for the entire	20	<b>Q</b> And you don't know why it was not executed
21	month of October?	21	until after the board meeting?
22	<b>A</b> I I don't know if they were paid. My guess,	22	A I do not.
23	that's all this is, is it was a retainer agreement and	23	<b>Q</b> Were you aware that the board authorized the
24	so they probably billed on the 1st of the month, prior	24	JEA senior leadership team on July 23 to hire
25	to the time that it was it was terminated. For	25	professionals?
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	219		221
1	instance, if you look here on the last page, it says,	1	A There were one of the resolutions you
2	Invoice Date, 10/1, so they're billing for the whole	2	showed me, it talked about hiring consultants and
3	month, 7500 for the month and showing it's not due till	3	professionals, yes.
4	10/31.	4	<b>Q</b> So do we take from that that the board wasn't
5	<b>Q</b> And what did The Southern Group do for you	5	authorized to hire consultants and professionals prior
6	for Foley	6	to July 23 for the ITN process?
7	A It's	7	A I have to look at the resolution board, but
8	<b>Q</b> in July, August and September and October	8	the resolution, I think, did authorize that to be done
9	well, September, that justified \$7500 a month during	9	so that's a fair assumption, as to a reason for waiting
10	that time frame?	10	until July 24th.
11	<b>A</b> It said they were retained on behalf of JEA for	11	<b>Q</b> Even though J.P. Morgan and Morgan Stanley were
12	assisting us. And I I don't know exactly all that	12	working prior to July 24th?
13	they did. The main thing that I would have looked for	13	A Yes.
14	them to do was to assist with city council	14	<b>Q</b> Let me show you what we marked as Exhibit 51.
		15	Have you seen this document before?
15	relationships.		• • • • • • • • • • • •
16	<b>Q</b> Well, you were on the scene, did they do that	16	A I'm not sure. I don't remember the substance
16 17	<b>Q</b> Well, you were on the scene, did they do that during the time frame?	17	of this document.
16 17 18	<ul><li>Q Well, you were on the scene, did they do that during the time frame?</li><li>A I don't know exactly all that they did.</li></ul>	17 18	of this document. (Hyde's Exhibit 51 was marked for
16 17 18 19	<ul> <li>Q Well, you were on the scene, did they do that during the time frame?</li> <li>A I don't know exactly all that they did.</li> <li>Q And they didn't break their services down any</li> </ul>	17 18 19	of this document. (Hyde's Exhibit 51 was marked for identification.)
16 17 18 19 20	<ul> <li>Q Well, you were on the scene, did they do that during the time frame?</li> <li>A I don't know exactly all that they did.</li> <li>Q And they didn't break their services down any more further than that?</li> </ul>	17 18 19 20	of this document. (Hyde's Exhibit 51 was marked for identification.) <b>Q</b> The document is entitled Project Scampi,
16 17 18 19 20 21	<ul> <li>Q Well, you were on the scene, did they do that during the time frame?</li> <li>A I don't know exactly all that they did.</li> <li>Q And they didn't break their services down any more further than that?</li> <li>A No, it was a flat fee retainer.</li> </ul>	17 18 19 20 21	of this document. (Hyde's Exhibit 51 was marked for identification.) <b>Q</b> The document is entitled Project Scampi, Organizational Materials, July 31, 2019. And it says on
16 17 18 19 20 21 22	<ul> <li>Q Well, you were on the scene, did they do that during the time frame?</li> <li>A I don't know exactly all that they did.</li> <li>Q And they didn't break their services down any more further than that?</li> <li>A No, it was a flat fee retainer.</li> <li>Q Good work, if you can get it.</li> </ul>	17 18 19 20 21 22	of this document. (Hyde's Exhibit 51 was marked for identification.) <b>Q</b> The document is entitled Project Scampi, Organizational Materials, July 31, 2019. And it says on the front page, J.P. Morgan and Morgan Stanley.
16 17 18 19 20 21 22 23	<ul> <li>Q Well, you were on the scene, did they do that during the time frame?</li> <li>A I don't know exactly all that they did.</li> <li>Q And they didn't break their services down any more further than that?</li> <li>A No, it was a flat fee retainer.</li> <li>Q Good work, if you can get it.</li> <li>A It is.</li> </ul>	17 18 19 20 21 22 23	of this document. (Hyde's Exhibit 51 was marked for identification.) <b>Q</b> The document is entitled Project Scampi, Organizational Materials, July 31, 2019. And it says on the front page, J.P. Morgan and Morgan Stanley. <b>A</b> Uh-huh.
16 17 18 19 20 21 22 23 24	<ul> <li>Q Well, you were on the scene, did they do that</li> <li>during the time frame?</li> <li>A I don't know exactly all that they did.</li> <li>Q And they didn't break their services down any</li> <li>more further than that?</li> <li>A No, it was a flat fee retainer.</li> <li>Q Good work, if you can get it.</li> <li>A I t is.</li> <li>Q Let me show you what we've marked as Exhibit</li> </ul>	<ol> <li>17</li> <li>18</li> <li>19</li> <li>20</li> <li>21</li> <li>22</li> <li>23</li> <li>24</li> </ol>	of this document. (Hyde's Exhibit 51 was marked for identification.) <b>Q</b> The document is entitled Project Scampi, Organizational Materials, July 31, 2019. And it says on the front page, J.P. Morgan and Morgan Stanley. <b>A</b> Uh-huh. <b>Q</b> And the second page of the document says, July
16 17 18 19 20 21 22 23	<ul> <li>Q Well, you were on the scene, did they do that during the time frame?</li> <li>A I don't know exactly all that they did.</li> <li>Q And they didn't break their services down any more further than that?</li> <li>A No, it was a flat fee retainer.</li> <li>Q Good work, if you can get it.</li> <li>A It is.</li> </ul>	17 18 19 20 21 22 23	of this document. (Hyde's Exhibit 51 was marked for identification.) <b>Q</b> The document is entitled Project Scampi, Organizational Materials, July 31, 2019. And it says on the front page, J.P. Morgan and Morgan Stanley. <b>A</b> Uh-huh.

	222		224
1	Did you go to a July 31 work in session?	1	A That's the way I interpret it.
2	A I'm listed as I don't recall specifically,	2	<b>Q</b> Show you what we've marked as Exhibit 52.
3	but it I do recall a meeting in our office where	3	(Hyde's Exhibit 52 was marked for
4	various of the advisors were there and so it's	4	identification.)
5	possible.	5	MS. NOLLER: 52?
6	<b>Q</b> Well, you said	6	THE WITNESS: Yeah, 5-2.
7	A I I let me clarify. I participated in	7	MS. NOLLER: Thank you.
8	very few of the meetings dealing with the actual ITN	8	BY MR. BUSEY:
9	process. I was dealing with the labor issues primarily,	9	<b>Q</b> All right. This is entitled Overview of
10	including doing collective bargaining in or around this	10	Competitive Bid Process
11	time.	11	A Uh-huh.
12	So I I don't want to say, Steve, that I	12	<b>Q</b> JEA. And right here on the front cover, it
13	guaranteed I was or was not there. I I don't recall.	13	says, Kevin Hyde, Foley & Lardner.
14	I see that I'm listed and I recall that there were	14	A Yeah. Uh-huh.
15	meetings in our offices, but as it related to the ITN, I	15	<b>Q</b> So have you seen this document before?
16	was kind of the relationship partner, but not intimately	16	A I believe so, yeah.
17	involved in the the specific issues dealing with the	17	<b>Q</b> It's refreshing. And what's the purpose of the
18	ITN.	18	document?
19	<b>Q</b> And who's Benjamin Grossman?	19	<b>A</b> It was to to distill into one place how this
20	A He is a sen what we call senior counsel in	20	process how the ITN process could go about. So it
21	our Tallahassee office, works very closely with Robert	21	was intended to could be used as presentation to a
22	Hosay.	22	board or others to just kind of explain how the process
23	<b>Q</b> And how come Chris Kise is not on this list, on	23	worked.
24	page 2 of Exhibit 51?	24	And so one of the reasons that I'm on there is
25	A Chris was not involved in any meaningful way	25	because I'm local, whereas Robert and Ben were not, and
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
4	223	4	225
1	in the ITN process. The other reason	1	I had more experience going out to, whether it be city
2	in the ITN process. The other reason THE WITNESS: Let's go off the record for just	2	I had more experience going out to, whether it be city council or board meetings, to talk about in public
2 3	in the ITN process. The other reason THE WITNESS: Let's go off the record for just a second.	2 3	I had more experience going out to, whether it be city council or board meetings, to talk about in public settings, make presentations.
2 3 4	in the ITN process. The other reason THE WITNESS: Let's go off the record for just a second. (Off-the-record discussion.)	2 3 4	I had more experience going out to, whether it be city council or board meetings, to talk about in public settings, make presentations. The main thing this was doing was to kind of
2 3 4 5	in the ITN process. The other reason THE WITNESS: Let's go off the record for just a second. (Off-the-record discussion.) BY MR. BUSEY:	2 3 4 5	I had more experience going out to, whether it be city council or board meetings, to talk about in public settings, make presentations. The main thing this was doing was to kind of set forth a time line.
2 3 4 5 6	<pre>in the ITN process. The other reason     THE WITNESS: Let's go off the record for just     a second.     (Off-the-record discussion.) BY MR. BUSEY:     Q Looking at the page 3 of Exhibit 51, there's a</pre>	2 3 4 5 6	I had more experience going out to, whether it be city council or board meetings, to talk about in public settings, make presentations. The main thing this was doing was to kind of set forth a time line. Q For whose benefit?
2 3 4 5 6 7	<pre>in the ITN process. The other reason THE WITNESS: Let's go off the record for just a second. (Off-the-record discussion.) BY MR. BUSEY: Q Looking at the page 3 of Exhibit 51, there's a section that says, Key Consideration Questions. And in</pre>	2 3 4 5 6 7	<ul> <li>I had more experience going out to, whether it be city council or board meetings, to talk about in public settings, make presentations.</li> <li>The main thing this was doing was to kind of set forth a time line.</li> <li>Q For whose benefit?</li> <li>A I I think primarily the city council going</li> </ul>
2 3 4 5 6 7 8	<pre>in the ITN process. The other reason THE WITNESS: Let's go off the record for just a second. (Off-the-record discussion.) BY MR. BUSEY: Q Looking at the page 3 of Exhibit 51, there's a section that says, Key Consideration Questions. And in the bullet points among key considerations, there's four</pre>	2 3 4 5 6 7 8	<ul> <li>I had more experience going out to, whether it be city council or board meetings, to talk about in public settings, make presentations.</li> <li>The main thing this was doing was to kind of set forth a time line.</li> <li>Q For whose benefit?</li> <li>A I I think primarily the city council going on. There was a meeting I can't remember if it was a</li> </ul>
2 3 4 5 6 7 8 9	<ul> <li>in the ITN process. The other reason THE WITNESS: Let's go off the record for just a second. (Off-the-record discussion.)</li> <li>BY MR. BUSEY:</li> <li>Q Looking at the page 3 of Exhibit 51, there's a section that says, Key Consideration Questions. And in the bullet points among key considerations, there's four that say, Does JEA have the support of city council, the</li> </ul>	2 3 4 5 6 7	<ul> <li>I had more experience going out to, whether it be city council or board meetings, to talk about in public settings, make presentations.</li> <li>The main thing this was doing was to kind of set forth a time line.</li> <li>Q For whose benefit?</li> <li>A I I think primarily the city council going on. There was a meeting I can't remember if it was a committee meeting or maybe the whole city council, but</li> </ul>
2 3 4 5 6 7 8	<pre>in the ITN process. The other reason         THE WITNESS: Let's go off the record for just         a second.         (Off-the-record discussion.) BY MR. BUSEY:         Q Looking at the page 3 of Exhibit 51, there's a section that says, Key Consideration Questions. And in the bullet points among key considerations, there's four that say, Does JEA have the support of city council, the Jacksonville mayor and other local leadership?</pre>	2 3 4 5 6 7 8 9	<ul> <li>I had more experience going out to, whether it be city council or board meetings, to talk about in public settings, make presentations.</li> <li>The main thing this was doing was to kind of set forth a time line.</li> <li>Q For whose benefit?</li> <li>A I I think primarily the city council going on. There was a meeting I can't remember if it was a</li> </ul>
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1	this	1	A Say to anyone. Could be news media, say it in
2	A Okay.	2	a public meeting. The analogy that I would give and the
3	Q Keep going.	3	way I always thought about it was when I was on city
4	A Got it.	4	council and we were considering land use matters, you
5	<b>Q</b> Got it?	5	had to be very careful about what you said outside of
6	A Yep. Uh-huh.	6	the City meeting or while something was in a quasi
7	<b>Q</b> And the page is titled How the How is the	7	judicial proceeding.
8	Integrity of the ITN Process Ensured.	8	I think that's what Jason's talking about here
9	And the first paragraph says, Cone of silence,	9	because, ultimately, the city council was the approving
10	prohibition of ex-parte communication between potential	10	authority on this ITN.
11	bidders and JEA and its representatives.	11	<b>Q</b> Well, let me show you what we've marked as
12	Did you participate in any discussions at all	12	Exhibit 54, which is a document entitled JEA Invitation
13	regarding the cone of silence and who were or were not	13	to Negotiate, 127-19, for Strategic Alternatives.
14	representatives of JEA?	14	A Uh-huh.
15	A I participated in discussions related to the	15	(Hyde's Exhibit 54 was marked for
16	cone of silence. I don't know if it was specific as to	16	identification.)
17	the question you just asked. But one of the questions	17	<b>Q</b> This is the invitation dated August 2, 2019
18	that that came up, I recall, with city council	18	A Okay.
19	members is what involvement could they have? How did	19	Q to which you previously referred.
20	the cone of silence apply to them, if at all?	20	<ul> <li>A Right. It's a portion of it it looks like.</li> <li>C This is an execute wayle right.</li> </ul>
21	<ul> <li>Q And what was the answer to that question?</li> <li>That is order to assume the integrity of the</li> </ul>	21	Q This is an excerpt, you're right.
22 23	A That in order to ensure the integrity of the	22 23	A Yes. Uh-huh.
23	process, it should be very limited as to who could	23 24	<b>Q</b> And I'm referring to the third page of the
24	participate in the process and what information could flow out from that process.	24 25	excerpt, which is numbered page 29.           A         Uh-huh.
23	Hedquist & Associates Reporters, Inc.	23	Hedquist & Associates Reporters, Inc.
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1	<b>Q</b> Let me show you what we've marked as Exhibit	1	<b>Q</b> And it talks about the limitations on
2	53. And it's and it's a memorandum from Jason	2	communications in part 2.11.
3	Gabriel to council members, dated September 24th, 2019,	3	A Yes, I see that.
4	explaining the cone of silence.	4	<b>Q</b> And it says, Ex-Parte communication strictly
5	A Okay.	5	prohibited. Ex-party communication is defined as any
6	(Hyde's Exhibit 53 was marked for	6	inappropriate communication concerning the ITN between a
7	identification.)	7	firm submitting a reply and a JEA representative.
8	<b>Q</b> Have you seen this before?	8	Now, do you know how a JEA representative is
9	A I don't believe so.	9	defined? This is a communication between a bidder and a
10	<b>Q</b> Lock back on page on Exhibit 53, Jason is	10	JEA representative, right?
11	explaining in the memorandum the cone of silence.	11	A Yes. This is limited to that instance. And,
12	A Uh-huh.	12	no, I don't know how limited they are defining
13	<b>Q</b> And in the second paragraph, under Roman	13	representatives, JEA representatives.
14	numeral II, he says, There are two essential ITN	14	<b>Q</b> But you do see that it's communication between
15	communication restrictions during the cone of silence	15	the bidder and a representative
16	period. 1, communications with vendors or respondents	16	A Yes. Uh-huh.
17	to the ITN; and, 2, communications regarding the merits	17	<b>Q</b> not between a city council person and a
18	of the ITN terms.	18	media person?
19	When when he says, "2, communications	19	A This document is addressing a different issue
20	regarding the merits of the ITN terms," do you know	20	than Jason's prior memo.
21	who communications with whom he's referring?	21	Q Okay. Help me clear it up.
22	A I think, as explained on the next page, he's	22	A Okay. Notice that Exhibit 53 is specifically
23	really talking about what what could council members	23	addressed to city council members and what their role is
24	say while the ITN process was going on.	24 25	and what their communication can be. And he addresses
25	Q Say to whom?	25	in paragraph 2, the communication with vendors and
	Hedquist & Associates Reporters, Inc.	<b> </b>	Hedquist & Associates Reporters, Inc.

<u> </u>			
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1	representatives, but this is specifically directed as to	1	couldn't talk to the media, that would be different
2	what can a city council member say and do during this	2	communication?
3	process?	3	A No. Steve, what I'm saying is that these
4	Whereas, Exhibit 54 is talking about contact	4	Jason's memo, Exhibit 54, was to say to the council
5	because notice on the first page, it says, to all	5	member, here are the parameters of your communication.
6	qualified and interested parties and talks about is	6	And that question had arisen as could they talk to the
7	pleased to present this opportunity described herein,	7	media.
8	which is the ITN.	8	And the example I gave you on land use is that
9	So I interpret this, and I believe it's	9	you always had to be very careful as it didn't look like
10	directed toward those who may seek to reply to the ITN.	10	you prejudged your opinion and what was always used in
11	So it's different audiences.	11	prejudging your opinion is statements made to the media
12	<b>Q</b> So you think 54 is directed to bidders?	12	so that was the caution.
13	A Yes. Yeah.	13	Exhibit 54 and Exhibit 55 are saying to those
14	<b>Q</b> So let me show you what we've marked as Exhibit	14	who would reply, don't be talking to these JEA
15	55. Have you seen this before? It's a JEA Procurement	15	representatives. And in particular 55 is saying that
16	Department Bid Section, Addendum Number 2 to I27-19.	16	includes the mayor, his immediate staff and members of
17	A l've not seen this.	17	the city council.
18	(Hyde's Exhibit 55 was marked for	18	Q Okay. Okay. That doesn't that's
19	identification.)	19	communications between the bidders and those folks?
20	<b>Q</b> And the addendum is a clarification of Section	20	A Yes.
21	2.11, which we've just referred to.	21	<b>Q</b> And the whole idea in the procurement context
22	A Uh-huh.	22	is you have a bidding process. You don't want to have
23	<b>Q</b> And the first sentence says, Ex-Parte	23	bidders learn about other bidders' stuff?
24	communication is strictly prohibited. Ex-parte	24	<b>A</b> Or influence the people while the bid process
25	communication is any communication concerning this ITN	25	is going on.
	Hedquist & Associates Reporters, Inc.	_	Hedquist & Associates Reporters, Inc.
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1	during the time period beginning when the ITN was	1	<b>Q</b> All right. Do you know the what was the
2	released on August 2 through the time of an award	2	impetus for Exhibit 55?
3	regarding the solicitation, between a firm or other	3	A No.
4	agency submitting the bid and any JEA board member	4	<b>Q</b> And you were unaware of it prior to me showing
5	employee, agent or representatives.	5	it to you?
6	So that's the communication this is the	6	A Yes.
7	JEA is talking now. This is communication between the	7	Q Let me show you what we've marked as 59.
8	bidder and a JEA representative, right?	8	(Hyde's Exhibit 59 was marked for
9	A Yes.	9	identification.)
10	<b>Q</b> And the next sentence goes on, it says,	10	MS. NOLLER: 5-9?
11	Defines JEA representative, includes the mayor and City	11	MR. BUSEY: 5-9.
12	of Jacksonville council members and their immediate	12	THE WITNESS: Yes.
13	staff.	13	MS. NOLLER: Thank you.
14	But still that's a communication between the	14	BY MR. BUSEY:
15	bidder and any of those people, isn't it?	15	<b>Q</b> Do you recognize that? The it's the
16	A Yes.	16	letterhead of Office of General Counsel.
17	<b>Q</b> That doesn't that prohibit any of the JEA	17	A Uh-huh.
18	representatives from talking to their wives?	18	<b>Q</b> And it's a letter to the board of commission on
19	A No, no.	19	ethics?
20	Q So it's communication between a bidder and	20	A I'm familiar with the topic. I don't know if
21	JEA	21	I've ever seen the actual document. And the topic was
22 23	<ul><li>A Yes.</li><li>Q or JEA representative?</li></ul>	22	who could serve as a negotiation team member. I did not
1 23	<b>Q</b> or JEA representative?	23	draft this.
		24	• Did it as to the othics commission to your
24	A Yes.	24	<b>Q</b> Did it go to the ethics commission, to your
		24 25	Q Did it go to the ethics commission, to your knowledge? Hedquist & Associates Reporters, Inc.

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1	А	I I don't know.	1	recorded his time, he didn't know what the billing
2	Q	And the questions to the commission are posed	2	number was?
3		op of page 5. Do you know if the commission	3	A Exactly. I I do that. If I don't know what
4		ponded to this?	4	the billing number is, I'll make myself a note and then
5	Α	I don't know.	5	when I see the pro forma, I then transfer it.
6	Q	Do you know whether the request that we marked	6	<b>Q</b> And you see the previous entry, July 10th, BJG,
7		bit 59 was ever withdrawn by the City before it	7	who is that?
8		ponded to by the commission?	8	A Benjamin Grossman, Tallahassee.
9	A	I don't know.	9	<b>Q</b> And he makes reference to Project Freebird.
10	Q	Let me show you what we marked as Exhibit 60.	10	Do you know where the term Freebird or Scampi
11	- 6-0.		11	came from?
12	A	Uh-huh.	12	<b>A</b> I don't specifically. I think Freebird came
13		(Hyde's Exhibit 60 was marked for	13	from Lynyrd Skynyrd connotation and Scampi came from
14	identific		14	Jumbo Shrimp, but
15	Q	This is Foley's bill to JEA	15	<b>Q</b> That's speculation on your part or anybody ever
16	A	Uh-huh.	16	tell you that?
17	Q	for the period of July and August	17	A No, it's speculation.
18	A	Right.	18	Q You never had a conversation with anybody at
19	Q	or a portion of August?	19	JEA as to why and who selected those names?
20	A	Uh-huh.	20	A No.
21	Q	Did you see this bill before it went out?	21	<b>Q</b> You're smiling. So I take it it's just as a
22	A	Yeah, I would see the bills. And it looks when	22	matter of amusement to you?
23		te was issued, this would be prior to me issuing	23	A Well, it's amusing because I wasn't involved
24		bills, removing information, if any, related to	24	and I find it kind of humorous because you name projects
25	the PU		25	like that, but I know it's done, but
		Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
		235		237
1	Q	And the revised bills simply eliminated the	1	<b>Q</b> But you didn't know why it was done in this
2	entries i	related to the PUP?	2	instance?
3	А	Related entries altogether.	3	A No.
4	Q	And so if you looked at the revised bill, you	4	<b>Q</b> I mean, typically the reason that transactional
5		ot see what had been eliminated?	_	
6	coula no		5	lawyers name a project like that in an emanate world is
-		It's not a strike through or anything like	5 6	lawyers name a project like that in an emanate world is because they're trying to put a code name on it to keep
7	Α			
_	Α	It's not a strike through or anything like	6	because they're trying to put a code name on it to keep
7	<b>A</b> that. J	It's not a strike through or anything like ust would the entry was removed.	6 7	because they're trying to put a code name on it to keep it from being well-known; isn't that right?
7 8	<b>A</b> that. J <b>Q</b>	It's not a strike through or anything like ust would the entry was removed. So the answer to my question is yes?	6 7 8	<ul><li>because they're trying to put a code name on it to keep</li><li>it from being well-known; isn't that right?</li><li>A That's one of the reasons it could be done.</li></ul>
7 8 9	A that. J Q A	It's not a strike through or anything like ust would the entry was removed. So the answer to my question is yes? Yes.	6 7 8 9	<ul> <li>because they're trying to put a code name on it to keep</li> <li>it from being well-known; isn't that right?</li> <li>A That's one of the reasons it could be done.</li> <li>Q Uh-huh. And was that a reason it was done in</li> </ul>
7 8 9 10	A that. J Q A Q	It's not a strike through or anything like ust would the entry was removed. So the answer to my question is yes? Yes. Look at page 4 of Exhibit 60.	6 7 8 9 10	<ul> <li>because they're trying to put a code name on it to keep it from being well-known; isn't that right?</li> <li>A That's one of the reasons it could be done.</li> <li>Q Uh-huh. And was that a reason it was done in this instance?</li> </ul>
7 8 9 10 11	A that. J Q A Q A	I t's not a strike through or anything like ust would the entry was removed. So the answer to my question is yes? Yes. Look at page 4 of Exhibit 60. Okay. And specifically with the entries in July 10th,	6 7 8 9 10 11	<ul> <li>because they're trying to put a code name on it to keep it from being well-known; isn't that right?</li> <li>A That's one of the reasons it could be done.</li> <li>Q Uh-huh. And was that a reason it was done in this instance?</li> <li>A I don't know.</li> </ul>
7 8 9 10 11 12	A that. J Q A Q A Q	I t's not a strike through or anything like ust would the entry was removed. So the answer to my question is yes? Yes. Look at page 4 of Exhibit 60. Okay. And specifically with the entries in July 10th,	6 7 8 9 10 11 12	<ul> <li>because they're trying to put a code name on it to keep it from being well-known; isn't that right?</li> <li>A That's one of the reasons it could be done.</li> <li>Q Uh-huh. And was that a reason it was done in this instance?</li> <li>A I don't know.</li> <li>Q An idea to make it less transparent?</li> </ul>
7 8 9 10 11 12 13	A that. J Q A Q A Q who is C	I t's not a strike through or anything like ust would the entry was removed. So the answer to my question is yes? Yes. Look at page 4 of Exhibit 60. Okay. And specifically with the entries in July 10th, CWL?	6 7 8 9 10 11 12 13	<ul> <li>because they're trying to put a code name on it to keep it from being well-known; isn't that right?</li> <li>A That's one of the reasons it could be done.</li> <li>Q Uh-huh. And was that a reason it was done in this instance?</li> <li>A I don't know.</li> <li>Q An idea to make it less transparent?</li> <li>A I don't know, Steve. You've asked me do I know</li> </ul>
7 8 9 10 11 12 13 14	A that. J Q A Q A Q who is C A Q	I t's not a strike through or anything like ust would the entry was removed. So the answer to my question is yes? Yes. Look at page 4 of Exhibit 60. Okay. And specifically with the entries in July 10th, CWL? Chauncey Lever.	6 7 8 9 10 11 12 13 14	<ul> <li>because they're trying to put a code name on it to keep it from being well-known; isn't that right?</li> <li>A That's one of the reasons it could be done.</li> <li>Q Uh-huh. And was that a reason it was done in this instance?</li> <li>A I don't know.</li> <li>Q An idea to make it less transparent?</li> <li>A I don't know, Steve. You've asked me do I know how it was named and I don't know.</li> </ul>
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1	<b>A</b> We differ in how we write time entries.	1	identification.)
2	<b>Q</b> That's an okay time entry from your point of	2	<b>Q</b> And Michael Kirwan's is \$800 an hour?
3	view in describing what you did for eight hours	3	A Yes.
4	A Yeah.	4	<b>Q</b> Why is he so much more than you? Isn't it
5	<b>Q</b> talk about employee issues?	5	obvious you're more senior of a lawyer than he is?
6	A Yes.	6	A If anything, by a year maybe or something like
7	<b>Q</b> Do you think that's fairly descriptive of what	7	that. Michael works in very specialized areas of
8	you did for eight hours?	8	securities. And, unfortunately, labor lawyers aren't
9	A Yes, I do. Because I know what we did that	9	valued on a rate basis as much as a securities lawyer.
10	day. We sat around, talking about primarily how	10	<b>Q</b> Michael was the one that was complaining that
11	what's the impact going to be on collective bargaining	11	the payout was not capped?
12	which was going to be coming up and then the retention	12	A Correct. He wrote those e-mails.
13	agreement.	13	<b>Q</b> So that may be conservative, \$800 an hour.
14	<b>Q</b> And you did the same thing again for seven	14	So without going through the balance of your
15	hours the next day?	15	bills, you Foley billed something in the neighborhood
16	A Yeah.	16	of \$1.2 million for its time from beginning of July
17	<b>Q</b> And what did who is RHH?	17	through
18	A Robert Hosay.	18	A Probably our last entry was late December.
19	<b>Q</b> And his time entry was prepare and attend	19	Q December?
20	offsite meetings, eight hours.	20	A Yeah.
21	A Uh-huh.	21	<b>Q</b> And with the exception of \$136,000 that you
22	<b>Q</b> Is that an adequate time description for \$5,000	22	said was attributable to the PUP, the balance of those
23	of time to go to a meeting?	23	fees were relating to the ITN?
24	A It depends on the when the bill was reviewed	24	A Not only the ITN. For instance, I spent lot of
25	by the client, they accepted it.	25	time my personal time doing collective bargaining. I
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	239		241
1	Q How come they don't accept ours like that?	1	spent a lot of time drafting the pension legislation and
2	MR. BUSEY: Sean, will you share that?	2	working with the auditors or the actuaries on that so
3	<ul> <li>A Peggy may be a harder grader.</li> <li>C You have a time entry on Why 17th for \$1900.</li> </ul>	3	there were other issues than just the ITN.
	Q You have a time entry on July 17th for \$1800.	4	<b>Q</b> And you gave up your time on the PUP because,
5 6	A Uh-huh.	5 6	as you described it, it was a busted deal?
7	<b>Q</b> Telephone conference with Jason Gabriel regarding employment agreements.	7	<ul><li>A Yes.</li><li>Q The ITN was a busted deal too, wasn't it?</li></ul>
8	A Uh-huh.	8	<ul> <li>A The decision was made not to pursue going</li> </ul>
9	Q What employment agreements?	9	forward.
10	<ul> <li>A I think it was related to the the senior</li> </ul>	10	<b>Q</b> On both?
11	leadership team employment agreements.	11	A Yes. Uh-huh.
12	<b>Q</b> And your bill for July and part of August was	12	Q The PUP?
13	about a quarter of a million dollars.	13	A Right.
14	A Yes, a lot of work was performed.	14	<b>Q</b> And the ITN?
15	Q Doing what?	15	A Yep.
16	A It's described in the	16	<b>Q</b> So my question was: The ITN was a busted deal
17	<b>Q</b> But it was largely ITN or the PUP?	17	as well as the PUP, wasn't it?
18	A Oh, it was largely ITN. I've already told you	18	A In the sense it didn't go forward, yes.
19	what we had charged and written off for the PUP.	19	Uh-huh.
20	<b>Q</b> And I'm going to show you what we marked as	20	<b>Q</b> So how does that distinguish how do you
21	Exhibit 61. If you look at the last page, I'm just	21	distinguish between the two, that you will not charge at
22	interested on your hourly rates. Your hourly rate is	22	all for your busted deal on the PUP, but you're going to
23	\$650 an hour?	23	charge 100 percent for your busted deal on the ITN?
24	A Yes.	24	A Because, A, as the billing partner and as the
1		25	
25	(Hyde's Exhibit 61 was marked for	25	one who primarily performed the work, I could make that
24		24	A Because, A, as the billing partner and as the

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1	personal decision to delete my time and it was largely	1	sorry, Steve, you're cutting out again.
2	my time. I'm not going	2	Q Even Brian Hughes or Sam Mousa?
3	<b>Q</b> The PUP time?	3	A Talking about this ITN process?
4	<b>A</b> The PUP time. I'm not going to do that for all	4	Q Yes.
5	of my partners. The work was done. Whether the process	5	<b>A</b> I'm not aware of any of that.
6	completed it or not is another issue, but the work was	6	<b>Q</b> In your judgment, did the PUP that was
7	done.	7	presented to the JEA board on July 23, 2019, satisfy
8	Q SoI	8	the requirement of Section 215.425 of the Florida
9	<b>A</b> I made the business decision to write off the	9	statutes?
10	PUP time at the request of and in conjunction with the	10	A Let me clarify what you're saying. Is you're
11	Office of General Counsel. It was a fair request and I	11	talking about the summary plan which was presented or
12	agreed to it.	12	the as ultimately developed?
13	<b>Q</b> And it was easier for you to agree to that than	13	<b>Q</b> If if the answer to the question makes a
14	to agree to write off the time for the ITN?	14	difference, then both.
15	A Yes.	15	A It's what I would say is it's my opinion
16	<b>Q</b> Because it was your time?	16	is thoroughly discussed in my memo, particularly the
17	A Yes. Uh-huh.	17	October 21 memo.
18	<b>Q</b> Did the Office of General Counsel ask you to	18	<b>Q</b> So is that a yes?
19	write off any time related to the busted ITN?	19	A Yes.
20	<b>A</b> I don't recall any specific time entries that	20	<b>Q</b> Are you aware of you or any Foley Lardner
21	they asked us to write off.	21	Foley & Lardner lawyer discussing the ITN process or the
22	<b>Q</b> Or any time at all?	22	PUP with any member of the JEA board?
23	<b>A</b> Right. And the reason I'm hesitating is there	23	<b>A</b> I'm not aware of that.
24	may have been when I reviewed the bills, I may have	24	<b>Q</b> In the November 5 meeting that you've described
25	revised a time down in some areas, but, no, I don't	25	to us with you and members of OGC
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	243		245
4		1	
1	remember Office of General Counsel specifically asking		A Uh-huh.
2	remember Office of General Counsel specifically asking me to write off time on any particular matters, other	2	<ul> <li>A Uh-huh.</li> <li>Q I'm informed that Jason asked folks in the</li> </ul>
-	remember Office of General Counsel specifically asking me to write off time on any particular matters, other than the PUP.		
2	me to write off time on any particular matters, other	2	<b>Q</b> I'm informed that Jason asked folks in the
2 3	me to write off time on any particular matters, other than the PUP.	2 3	<b>Q</b> I'm informed that Jason asked folks in the room if anybody had run the numbers of what a payout
2 3 4	me to write off time on any particular matters, other than the PUP. MR. BUSEY: Okay. Off the record.	2 3 4	<b>Q</b> I'm informed that Jason asked folks in the room if anybody had run the numbers of what a payout would look like under the PUP plan.
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	246		248
1	MS. NOLLER: Steve, I just have two quick	1	REPORTER'S CERTIFICATE
2	things. One, we'll reserve signature, please.	2	
3	MR. BUSEY: Okay.	3	STATE OF FLORIDA COUNTY OF DUVAL
4	MS. NOLLER: And, second, you had mentioned or	5	
5	referred to a Florida ethics statute and	6	I, Terrie L. Cook, RPR, CRR, FPR, certify that I
6	characterized it as as requiring a duty for Kevin	7	was authorized to and did stenographically report the
7	to have elevated his concerns that he expressed to	8	interview of KEVIN E. HYDE; that a review of the
8	certain members of the senior leadership team.	9	transcript was requested; and that the foregoing
9	And I've reviewed Rule 4-1.13, organization as	10 11	transcript, pages 1 through 249 is a true record of my stenographic notes.
10	a client, and I think it's fair to say that the rule	12	stenographic notes.
11	says, quote, The lawyer shall proceed as is	13	I further certify that I am not a relative,
12	reasonably necessary in the best interest of the	14	employee, attorney, or counsel of any of the parties,
13	organization, end quote.	15	nor am I a relative or employee of any of the parties'
14		16	attorney or counsel connected with the action, nor am I
	And the comment says that, It is up to the	17	financially interested in the action.
15	discretion of the lawyer, i.e., Kevin here and it	18 19	DATED on September 4, 2020.
16	may be necessary to elevate, but he does not have a	20	DATED on September 4, 2020.
17	duty to do so.		
18	And given the nature of your questions, I	21	
19	thought it was important to clarify that for the		
20	record. So thank you.	22	
21	MR. BUSEY: Thanks for coming.		
22	THE WITNESS: Thank you. Absolutely. Have a	23	Terrie L. Cook, RPR, CRR, FPR
23	great weekend.	24	
24	(Witness excused.)		
25	(The interview was concluded at 4:32 p.m.)	25	
	Hedquist & Associates Reporters, Inc. 247		Hedquist & Associates Reporters, Inc.
1 2	CERTIFICATE OF OATH STATE OF FLORIDA)	1 2	249 E R R A T A S H E E T DO NOT WRITE ON TRANSCRIPT - ENTER CHANGES In Re: JACKSONVILLE CITY COUNCIL
3 4	COUNTY OF DUVAL )	3	SPECIAL INVESTIGATORY COMMITTEE ON JEA MATTER
5 6	I, Terrie L. Cook, RPR, CRR, FPR, Notary Public, State of Florida, certify that KEVIN E. HYDE,	4	INTERVIEW OF KEVIN E. HYDE
7 8	personally appeared before me on August 21, 2020, and was duly sworn.	5	TAKEN - August 21, 2020
9		6	PAGE NUMBER LINE NUMBER CHANGE/REASON
10 11	WITNESS my hand and official seal on September 4, 2020, Jacksonville, Duval County, Florida.	-	The nonber energies enance, reason
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16 17 18 19 20 21 22 23 24	Notary Public-State of Florida Hedquist & Associates Reporters, Inc.	9 10 11 12 13 14 15 16 17 18	under penalties of perjury, I declare that I have read
16 17 18 19 20 21 22 23 24	Notary Public-State of Florida Hedquist & Associates Reporters, Inc.	9 10 11 12 13 14 15 16 17 18 19 20	the foregoing document and that the facts stated in it
16 17 18 19 20 21 22 23 24	Notary Public-State of Florida Hedquist & Associates Reporters, Inc.	9 10 11 12 13 14 15 16 17 18 19 20 21	under penalties of perjury, I declare that I have read the foregoing document and that the facts stated in it are true.
16 17 18 19 20 21 22 23 24	Notary Public-State of Florida	9 10 11 12 13 14 15 16 17 18 19 20 21 22	the foregoing document and that the facts stated in it are true.
16 17 18 19 20 21 22 23 24	Notary Public-State of Florida Hedquist & Associates Reporters, Inc.	9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24	the foregoing document and that the facts stated in it
16 17 18 19 20 21 22 23 24	Notary Public-State of Florida Hedquist & Associates Reporters, Inc.	9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	the foregoing document and that the facts stated in it are true.

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