

JEA

ITN - 127-19

NEGOTIATION STRATEGY SESSION

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Proceedings held on Wednesday, December 4, 2019,
commencing at 1:38 p.m., at the offices of JEA,
21 West Church Street, 16th Floor, Central Conference
Room, Jacksonville, Florida, before Diane M. Tropia,
FPR, a Notary Public for the State of Florida at Large.

ATTENDEES:

STEPHANIE BURCH, Deputy Chief Admin Officer, COJ.
RANDALL BARNES, Treasurer, City of Jacksonville.
ROBIN SMITH, Chief, Engineering/Construction, COJ.
JOHN MCCARTHY, VP/Chief Supply Chain Officer, DPR, JEA.
JENNY McCOLLUM, Chief Procurement Officer, DPR, JEA.
MELISSA DYKES, President, COO, SME, JEA.
LYNNE RHODE, Chief Legal Officer, JEA.
DEBRA ANDERSON, Office of Inspector General, COJ.

ATTENDEES VIA TELEPHONE:

CARLA MILLER, Ethics Director, City of Jacksonville.
ROBERT H. HOSAY, Esq., Foley & Lardner, LLP.
BENJAMIN J. GROSSMAN, Esq., Foley & Lardner, LLP.
TODD GIARDINELLI, Morgan Stanley.
STEPHEN AMDUR, Pillsbury Winthrop, LLP.

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1 P R O C E E D I N G S
December 4, 2019 1:38 p.m.

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3 MS. McCOLLUM: All right. Good afternoon,
4 everyone.

5 Before we get started, I'd like to welcome
6 everyone. We appreciate your time.

7 I just want to note -- Carla, I wasn't
8 aware you weren't going to be attending in
9 person today, so I'm going to send you the
10 confidentiality acknowledgement now via email
11 so that --

12 MS. MILLER: I already executed it and
13 sent it back to John.

14 MS. McCOLLUM: Okay. Can you just start
15 sending those to the Strategic Alternative
16 mailbox so that he and I will both have access
17 to those?

18 MS. MILLER: Sure.

19 MS. McCOLLUM: Thank you.

20 Okay. So I have handed out these to
21 everybody in the room. Those on the phone,
22 before we get started and do the names and all
23 that, I have e-mailed it to you all as well, so
24 please sign those and send those back to me.

25 All right. Lynne, do you want to --

1 MS. RHODE: You can start.

2 MS. McCOLLUM: So let's go ahead and start
3 with the roll call. We will begin. This
4 meeting is a negotiation strategy session to
5 review the next steps for ITN 127-19. We've
6 got -- we'll start with everyone around the
7 table, and then we'll go to the phone.

8 Jenny McCollum, chief procurement officer
9 and designated procurement rep.

10 MR. BARNES: Randall Barnes, treasurer,
11 City of Jacksonville.

12 MS. BURCH: Stephanie Burch, deputy chief
13 administrative officer, City of Jacksonville.

14 MR. SMITH: Robin Smith, city engineer,
15 City of Jacksonville.

16 MS. RHODE: Lynne Rhode, Office of General
17 Counsel, JEA chief legal officer.

18 MS. HILL: Miriam Hill, Office of General
19 Counsel, assistant general counsel.

20 MS. ANDERSON: Debra Anderson, Office of
21 the Inspector General.

22 MS. DYKES: Melissa Dykes, JEA's president
23 and chief operating officer, invited as a SME.

24 MS. McCOLLUM: Can we start on the phone?
25 Let's start with Foley.

1 MR. GROSSMAN: This is Ben Grossman with
2 Foley & Lardner, legal counsel to JEA.

3 MR. HOSAY: And Robert Hosay with Foley &
4 Lardner, counsel to JEA.

5 MS. McCOLLUM: Thanks, guys.

6 Morgan Stanley.

7 MR. GIARDINELLI: Todd Giardinelli with
8 Morgan Stanley, managing director.

9 MS. McCOLLUM: Thanks, Todd.

10 Anyone else?

11 MR. GIARDINELLI: Not from Morgan Stanley.

12 MS. McCOLLUM: Okay. Great. And anybody
13 from Pillsbury?

14 MR. AMDUR: You have Stephen Amdur with
15 Pillsbury Winthrop.

16 MS. McCOLLUM: Okay. And then ethics?

17 MS. MILLER: Carla Miller, ethics
18 director.

19 MS. McCOLLUM: Is there anyone else on the
20 phone?

21 (No response.)

22 MS. McCOLLUM: Okay. Great. Let's get
23 started.

24 If we need to evacuate, please use the
25 stairs next to the elevator. We will

1 assimilate in the parking lot across from
2 Church and Main. I know CPR if anybody needs
3 it in the room. Anyone on the phone, you're on
4 your own. And please put your cell phones on
5 silent.

6 Melissa, would you mind calling 911?

7 MS. DYKES: Not at all.

8 MS. McCOLLUM: Miriam, would you mind
9 calling security if there's an issue?

10 MS. HILL: Sure.

11 MS. McCOLLUM: Thank you.

12 Okay. So this really is just to review
13 the next steps. We talked about putting a
14 timeline together and calling the respondents,
15 so this is just a review of what our calls are
16 going to look like for the next two hours for
17 each the respondents that will continue on in
18 the process.

19 MS. RHODE: Before you get started, I'd
20 like to read into the record the acknowledgment
21 of confidentiality that has been passed out in
22 person or e-mailed to every person
23 participating in this meeting.

24 It reads: "I hereby acknowledge that, by
25 virtue of Section 286.0113 of the Florida

1 Statutes, the proceedings in this meeting are
2 exempt from the requirements for public
3 meetings set forth in Section 286.011 of the
4 Florida Statutes and Article I, Section 24(b)
5 of the Florida Constitution. I further
6 acknowledge that the records presented at this
7 meeting and the recordings of the meeting are
8 exempt at this time from the provisions of
9 Section 119.07 of the Florida Statutes and
10 Article I, Section 24(a) of the Florida
11 Constitution.

12 I also acknowledge that the City's Ethics
13 Code, (Chapter 602 of the Jacksonville
14 Ordinance Code), as well as parts of the
15 State's Ethics Code, (Chapter 112, Part III of
16 the Florida Statutes), apply to me. This
17 includes Section 602.401(b) of the Jacksonville
18 Ordinance Code, which provides that it is a
19 violation of the City's Ethics Code for an
20 officer or employee of the City or an
21 independent agency to intentionally or
22 knowingly disclose or use any confidential
23 information gained by reason of such person's
24 position for any purpose other than official
25 responsibilities.

1 I understand, acknowledge and agree that
2 the consequences of any violation by me of the
3 confidentiality applicable to the proceedings
4 in this meeting may include my being excluded
5 from any future such meetings."

6 And I'd like to get a verbal response from
7 each person in the room and on the phone,
8 please, that you have signed the agreement for
9 today's meeting and understand its contents.
10 If I may go around the room, starting with Ms.
11 McCollum.

12 MS. McCOLLUM: I agree and acknowledge.

13 MS. RHODE: Go ahead and roll call, Jenny.

14 MS. McCOLLUM: Randall.

15 MR. BARNES: I agree.

16 MS. McCOLLUM: Stephanie.

17 MS. BURCH: I agree.

18 MS. McCOLLUM: Robin.

19 MR. SMITH: Yes, I know.

20 MS. RHODE: Lynne, I acknowledge.

21 MS. HILL: I acknowledge.

22 MS. McCOLLUM: That was Miriam.

23 Debra.

24 MS. ANDERSON: I acknowledge.

25 MS. McCOLLUM: Melissa.

1 MS. DYKES: I acknowledge.

2 MS. RHODE: Could you read who is on the
3 phone, please?

4 MS. McCOLLUM: Yep. Ben.

5 MR. GROSSMAN: Ben Grossman, I
6 acknowledge.

7 MS. McCOLLUM: Robert.

8 MR. HOSAY: I have read and acknowledged.

9 MS. McCOLLUM: Todd.

10 MR. GIARDINELLI: I acknowledge.

11 MS. McCOLLUM: Stephen.

12 MR. AMDUR: I acknowledge.

13 MS. McCOLLUM: Carla.

14 MS. MILLER: I acknowledge.

15 MS. RHODE: Thank you.

16 MS. McCOLLUM: Thank you.

17 MS. RHODE: As a reminder, so this is an
18 exempt meeting, held at the request of the
19 negotiation team for the purpose of discussing
20 strategy. The documents produced herein are
21 exempt documents. As such, this meeting is
22 being recorded and transcribed by JEA. Any
23 other photographing, texting, recording, any
24 records or notes of the protected proceedings
25 and the information contained herein, except

1 for those of the Inspector General and her
2 agent acting in her official and independent
3 authority, should, as a precaution, be left in
4 the room for me to collect as part of the
5 protected record.

6 Thank you.

7 MS. McCOLLUM: Okay. Thanks, Lynne.

8 So the review of the next steps,
9 Stephanie, do you want to just kind of lead us
10 through how you're going to lead the meetings
11 and just make sure you guys are on the same
12 page and then -- and we'll see if there's any
13 open discussion after that and see if anyone on
14 the phone has anything to say.

15 MS. BURCH: Sure. So just going to thank
16 the respondents for the submission of their
17 revised reply, let them know that we'd like to
18 continue to negotiate with them regarding their
19 proposal and their ability to meet the ITN
20 selection criteria. So we wanted to give their
21 team guidance on the timing going forward.

22 So we're going to -- I would -- I don't
23 want to say immediately, but this afternoon we
24 will give them access to the data room where
25 they will have the ability to engage in

1 question and answer with the -- with JEA in
2 accordance with the process. So it will follow
3 the same process as Q and A did previously. So
4 they will need to send anything that they have
5 to one group to the DPRs for them to facilitate
6 that. The DPR will follow up with the team
7 separately to coordinate that Q and A period.

8 Management presentations will take place
9 next week in Atlanta. The DPR will also follow
10 up with them separately regarding scheduling
11 and logistics for those management
12 presentations. And then to let them know that
13 we're targeting receipt of marked-up agreements
14 the first week in January and then a submission
15 of updated revised replies the second full week
16 in January.

17 So we want to -- we're also letting them
18 know that we'd like to target a transaction
19 announcement, which means signed documents, by
20 the end of January. So we know that it's fast
21 and aggressive, but we appreciate them working
22 with us on that timeline. So confirmatory due
23 diligence will take place during January.

24 And, at that point, I will say we wanted
25 to give them a little bit more feedback about

1 their revised responses, and so at that point I
2 will turn it over to Todd Giardinelli at Morgan
3 Stanley to provide further feedback on their
4 revised responses. And I realize it may not be
5 everybody, but there will be a few that he
6 needs to give some targeted feedback to.

7 MS. McCOLLUM: Y'all good with that?

8 MR. SMITH: Sounds good to me.

9 MR. BARNES: That sounds good to me. My
10 only question would be: Should we or do we
11 have a date certain we would want to have them
12 provide responses by and also the targeted
13 date? Is there a specific date at the end of
14 January that we're targeting?

15 MS. BURCH: I think the idea is -- yes, we
16 have that internally, but I think the idea is
17 to keep it sort of flexible for us in case
18 conditions change at some point along the way.
19 So if we're at least giving them a week in
20 January when we're expecting it, you know, they
21 will have that to target, and as we get closer
22 we can certainly narrow that down for them.

23 MR. BARNES: Okay.

24 MS. BURCH: But I think it's important for
25 us to maintain as much flexibility in the

1 process as possible because who knows what's
2 going to happen next week. We don't know if
3 everyone's going to attend or if some people
4 will drop and, you know, maybe we don't like
5 what we get from Q and A and the rest of this
6 month, and, you know, I don't know where it
7 goes.

8 MR. BARNES: I agree. I just wanted to
9 make sure we're not trying to hit any kind of
10 board meeting date or anything like that.

11 MS. BURCH: Yeah. I think internally
12 that's what it is. We want to meet that board
13 meeting date, but I think the JEA board can be
14 flexible with changing their date if they need
15 to.

16 MR. BARNES: Okay.

17 MS. BURCH: So I prefer maintaining just
18 keeping it at this week, we're expecting --

19 MR. SMITH: Setting an expectation without
20 being too specific about it.

21 MS. BURCH: Exactly.

22 MR. SMITH: That's okay.

23 MR. BARNES: I agree with that approach.

24 MS. BURCH: Okay.

25 MS. McCOLLUM: Great.

1 MS. BURCH: Todd.

2 MS. McCOLLUM: Yeah, Todd, do you want to
3 walk us through your thoughts?

4 MR. GIARDINELLI: Sure. That all makes
5 sense. The bidders may ask if they're going to
6 get a -- what would be typically called a
7 "process letter." I don't know if you have any
8 views on whether that will be sent.

9 MS. BURCH: I mean, I think we're saying
10 that the DPRs are going to reach out to them
11 regarding scheduling and logistics and all of
12 that as we move forward. So, you know, I don't
13 know if they want to call it a process letter
14 or communication or whatever, but I think we
15 can just simply state that the DPRs will be in
16 touch with them about it.

17 MR. GIARDINELLI: Great.

18 MS. McCOLLUM: I'll work on the back end
19 to figure out how we communicate that.

20 MR. GIARDINELLI: So I think what we're
21 doing -- what we'll do based on the
22 conversation yesterday is provide each of the
23 bidders, I think probably with the exception of
24 the top bidder who doesn't need any valuation
25 guidance, just a view in terms of where they

1 stand and give certain levels of encouragement
2 based on the feedback that we received from the
3 negotiating team yesterday, in terms of giving
4 people guidance in terms of where they need to
5 be to be successful in the transaction.

6 MS. BURCH: That sounds good.

7 MS. McCOLLUM: Okay. You guys are good
8 with that?

9 MR. BARNES: Yes.

10 MR. SMITH: Uh-huh.

11 MS. McCOLLUM: Is there any open
12 discussion we want to have prior to the calls?
13 We have about ten minutes or so before we need
14 to dial into the first one.

15 MR. SMITH: I would like to discuss our
16 travel arrangements.

17 MS. BURCH: So yeah. So I've been talking
18 separately with Jenny about that. So I'll
19 handle it through the mayor's office for all
20 three of us, so you don't need to worry about
21 it. If you have people in your department
22 concerned or whatever, just let them know that
23 we'll --

24 MR. SMITH: So as far as -- you know, are
25 we there Monday morning, are we --

1 MS. BURCH: It will be later on Monday.

2 MR. SMITH: So Monday is a travel day?

3 MS. McCOLLUM: It can be a half work day.

4 MS. BURCH: Yeah.

5 MS. McCOLLUM: It can be whatever works
6 with your schedule as long as you can get there
7 Monday.

8 MR. SMITH: Are we anticipating one of the
9 presentations happening on Monday?

10 MS. BURCH: No. Not till Tuesday. We
11 just have to get there Monday night.

12 MR. SMITH: And then Tuesday, Wednesday,
13 Thursday. What about Friday?

14 MS. BURCH: Friday, I think, is still up
15 in the air.

16 MR. SMITH: Depending on the scheduling?

17 MS. BURCH: Yeah. It depends on schedule.

18 MR. SMITH: Okay.

19 MS. BURCH: As soon as we get it nailed
20 down, we'll let you guys know. Jenny will let
21 you guys know.

22 MS. McCOLLUM: And we'll reach out to the
23 respondents after these calls.

24 MR. SMITH: Okay.

25 MS. BURCH: But don't worry about your

1 travel paperwork. We'll handle it through the
2 mayor's office.

3 MR. BARNES: Thank you, Jenny.

4 MS. McCOLLUM: Anyone else on the phone
5 have any open discussion?

6 (No response.)

7 MS. McCOLLUM: Anyone else in the room?

8 MS. RHODE: So I'm going to go around and
9 see if each person -- and, Jenny, if you can
10 help me with a roll call again.

11 MS. McCOLLUM: Sure.

12 MS. RHODE: If each person in the room has
13 any protected notes that I need to collect.
14 And for those on the phone, you could just say
15 if you do, and we'll get them from you. If you
16 could just do a roll call again, Jenny, that
17 would be great, first starting with people in
18 the room.

19 MS. McCOLLUM: Jenny McCollum, no
20 protected notes.

21 MR. BARNES: Randall Barnes, no notes.

22 MS. BURCH: Stephanie Burch. I do, but I
23 need them for the rest of the calls, so I'll
24 give it to you at the end of the calls if
25 that's okay.

1 MS. RHODE: Yes.

2 MS. BURCH: Okay.

3 MR. SMITH: Robin Smith. I don't have any
4 notes.

5 MS. HILL: Miriam Hill, I don't have any
6 notes.

7 MS. ANDERSON: No.

8 MS. DYKES: Melissa Dykes, no notes.
9 Forgive my doodles on yesterday's.

10 MS. McCOLLUM: Lynne, do you have any?

11 MS. RHODE: I do not.

12 MS. McCOLLUM: On the phone, Ben?

13 MR. GROSSMAN: I do not.

14 MS. McCOLLUM: Thank you.
15 Robert.

16 MR. HOSAY: No notes.

17 MS. McCOLLUM: Thank you.
18 Todd.

19 MR. GIARDINELLI: No.

20 MS. McCOLLUM: Stephen.

21 MR. AMDUR: No notes.

22 MS. McCOLLUM: Carla.

23 MS. MILLER: Nope.

24 MS. McCOLLUM: Great.

25 MS. RHODE: Thank you all.

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MS. McCOLLUM: This meeting is adjourned.
(The foregoing proceedings were adjourned
at 1:54 p.m.)

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CERTIFICATE OF REPORTER

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

I, Diane M. Tropa, Florida Professional Reporter, certify that I was authorized to and did stenographically report the foregoing proceedings and that the transcript is a true and complete record of my stenographic notes.

DATED this 4th day of January 2020.

Diane M. Tropa
Florida Professional Reporter

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