

# UNITED STATES DISTRICT COURT

MIDDLE

DISTRICT OF

FLORIDA

TO:

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

## SUBPOENA TO TESTIFY BEFORE GRAND JURY

SUBPOENA FOR:

PERSON       DOCUMENT(S) OR OBJECT(S)

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

PLACE  United States District Court 300 North Hogan Street, Suite 9-150 Jacksonville, Florida 32202-4271	COURTROOM 8th Floor  DATE AND TIME 05/20/20, 9:30 a.m.
--	--

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

SEE ATTACHMENT. PLEASE PROVIDE IN ELECTRONIC FORMAT.

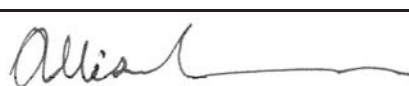
If you have any questions regarding this subpoena, please contact Special Agent Robert Blythe, Federal Bureau of Investigation, at 904-248-7464.

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



Please see additional information on reverse.

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

CLERK  ELIZABETH WARREN  (By) Deputy Clerk  	DATE  04/21/20
---	----------------------

This subpoena is issued on application of the United States of America  Maria Chapa Lopez United States Attorney	NAME, ADDRESS AND PHONE NUMBER OF ASSISTANT U.S. ATTORNEY A. Tysen Duva 300 N. Hogan Street, Room 700 Jacksonville, Florida 32202 Phone: 904-301-6300
---	---

\* If not applicable, enter "none".

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

\*\*\*

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

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

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

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



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

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

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

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

Reply to: Jacksonville, Florida

April 21, 2020

Custodian of Records

Re: Certificate of Authentication of Business Records

Dear Sir/Madam:

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

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

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

Attachment

**DECLARATION OF AUTHENTICATION OF BUSINESS RECORDS**

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

(company or business)

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

List of records provided:

---

---

---

---

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

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

---

---

---

\_\_\_\_\_  
Name and Signature

\_\_\_\_\_  
Date