

JEA

ITN - 127-19

NEGOTIATION SESSION

NEXTERA ENERGY

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Proceedings held on Wednesday, December 4, 2019,
commencing at 2:01 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.

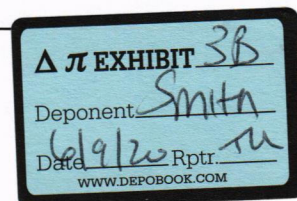
ATTENDEES:

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.
BENJAMIN J. GROSSMAN, Esq., Foley & Lardner, LLP.
TODD GIARDINELLI, Morgan Stanley.
STEPHEN AMDUR, Pillsbury Winthrop, LLP.
MARK HICKSON, NextEra Energy.
BRIAN CHUNG, NextEra Energy.

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P R O C E E D I N G S

December 4, 2019 2:01 p.m.

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MS. McCOLLUM: All right. We are going to get started. We are going to do a roll call just so we can make sure everyone understands that we are recording this meeting and transcribing it.

This is a negotiation session to discuss the next steps for ITN 127-19.

I'm Jenny McCollum. I'm the chief procurement officer for JEA and designated procurement rep. And we're going to go around the room, and then we'll do the phone.

MR. BARNES: Randall Barnes, treasurer for the City of Jacksonville.

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

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

MS. RHODE: Lynne Rhode, JEA, chief legal officer.

MS. ANDERSON: Debra Anderson, Office of Inspector General.

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

1 MS. McCOLLUM: Thank you.

2 Let's go to the phone. Can we start with
3 NextEra, please?

4 MR. HICKSON: Mark Hickson, NextEra.

5 MR. CHUNG: Brian Chung, NextEra Energy.

6 MS. McCOLLUM: Thanks, guys.

7 Ben from Foley. Who else from Foley?

8 MR. GROSSMAN: From Foley & Lardner, this
9 is Ben Grossman.

10 MS. McCOLLUM: Thanks, Ben.

11 Anyone else?

12 MS. MILLER: Carla Miller, ethics.

13 MS. McCOLLUM: Pillsbury?

14 MR. AMDUR: Stephen Amdur from Pillsbury
15 Winthrop.

16 MS. McCOLLUM: Is there anyone else on the
17 phone that I'm missing?

18 MR. GIARDINELLI: Todd Giardinelli from
19 Morgan Stanley.

20 MS. McCOLLUM: Thanks, Todd.

21 Before we get started, I'm going to
22 actually pass it over to Lynne, and then we'll
23 do a safety briefing and go through the
24 process.

25 MS. RHODE: I'd like for everyone in the

1 room and on the phone to acknowledge that you
2 have received an acknowledgment of
3 confidentiality. I'm going to read that
4 statement for the record.

5 "I hereby acknowledge that, by virtue of
6 Section 286.0113 of the Florida Statutes, the
7 proceedings in this meeting are exempt from the
8 requirements for public meetings set forth in
9 Section 286.011 of the Florida Statutes and
10 Article I, Section 24(b) of the Florida
11 Constitution. I further acknowledge that the
12 records presented at this meeting and the
13 recordings of the meeting are exempt at this
14 time from the provisions of Section 119.07 of
15 the Florida Statutes and Article I, Section
16 24(a) of the Florida Constitution.

17 I also acknowledge that the City's Ethics
18 Code, (Chapter 602 of the Jacksonville
19 Ordinance Code), as well as parts of the
20 State's Ethics Code, (Chapter 112, Part III of
21 the Florida Statutes), apply to me. This
22 includes Section 602.401(b) of the Jacksonville
23 Ordinance Code, which provides that it is a
24 violation of the City's Ethics Code for an
25 officer or employee of the City or an

1 independent agency to intentionally or
2 knowingly disclose or use any confidential
3 information gained by reason of such person's
4 position for any purpose other than official
5 responsibilities.

6 "I understand, acknowledge and agree that
7 the consequences of any violation by me of the
8 confidentiality applicable to the proceedings
9 in this meeting may include my being excluded
10 from any future such meetings."

11 Jenny, if you could do roll call for an
12 acknowledgment that they have read and signed
13 this acknowledgment of confidentiality?

14 MS. McCOLLUM: Just real quick, so they --
15 it's the same thing. I've got a -- sorry about
16 my tardiness. I'm going to print those. So
17 let's start on the phone. And I believe this
18 excludes the respondents; they have their own
19 agreement?

20 MS. RHODE: Correct.

21 MS. McCOLLUM: So just on the phone,
22 please acknowledge. Let's start with Foley.

23 MR. GROSSMAN: This is Ben Grossman. I
24 have.

25 MS. McCOLLUM: Thanks, Ben.

1 Pillsbury.

2 MR. AMDUR: Yes, we have.

3 MS. McCOLLUM: Great.

4 Morgan Stanley.

5 MR. GIARDINELLI: Todd Giardinelli. Yes,
6 we have.

7 MS. McCOLLUM: And Carla Miller.

8 MS. MILLER: Yes, I have.

9 MS. McCOLLUM: Okay. Great.

10 Can we do that roll call at the end?

11 MS. RHODE: Yes, no problem.

12 MS. McCOLLUM: Okay. Great. I don't want
13 to waste our time. We don't have much time.

14 So just a safety briefing for those in the
15 room. If we need to evacuate, we will meet at
16 the parking lot across from Church and Main.
17 Let's use the stairs next to the elevator. If
18 there's a need for CPR, I'm CPR certified. The
19 JEA team will make the emergency call to 911
20 and to the security. Melissa and I will handle
21 those. And I think that's about it. We're
22 ready to get started.

23 So, Stephanie, I think I'm going to pass
24 it over to you.

25 MS. BURCH: Thanks, Jenny.

1 So thanks for joining us on the call this
2 afternoon. We wanted to let you know that we
3 appreciate your submission of your revised
4 reply. We would like to continue to negotiate
5 with you regarding your proposal and its
6 ability to meet the JEA selection criteria as
7 laid out in the ITN. We wanted to give you
8 some guidance on our targeted timing going
9 forward.

10 So you will be provided access to a
11 comprehensive data room and will have the
12 ability to engage in Q and A with JEA in
13 accordance with the process that was previously
14 followed. And so a DPR, a designated
15 procurement representative, will follow up with
16 you separately to coordinate that process with
17 you, but that access will be provided sometime
18 this afternoon to you, to the data room.

19 Additionally, the management presentations
20 are going to take place next week in Atlanta,
21 Georgia. So, again, a DPR will follow up later
22 today regarding scheduling and logistics for
23 that meeting, and then we're targeting receipt
24 of marked-up agreements the first week in
25 January, and then a submission of updated

1 revised replies the second week in January.

2 And when I say the first week and second
3 week, I'm talking the first full week of
4 January, which is the week of January 6th, and
5 then the week after that would be the second
6 full week in January for submission of updated
7 revised replies. So we'd really like to target
8 a transaction announcement, for example, signed
9 documents, at the end of January. We know that
10 it's fast and aggressive, but we appreciate you
11 working with us on this timeline. And just as
12 a last point, wanted to let you know that
13 confirmatory due diligence will take place
14 during January.

15 And so, with that said, at this point I
16 will turn it over to Todd Giardinelli from
17 Morgan Stanley to see if he has any feedback to
18 provide on your revised replies.

19 MR. GIARDINELLI: Thanks, Stephanie.

20 The only thing we would add on behalf of
21 the negotiation team is that we agree. We
22 appreciate the work you guys have done and
23 appreciate the amount of effort that will go
24 into getting to a -- getting through this
25 timeline. And the only thing I would add is

1 that it's obviously a competitive process, but
2 we're writing you back because our belief is
3 that you could be successful in the
4 transaction.

5 MR. HICKSON: This is Mark Hickson.

6 Can I ask questions now?

7 MS. BURCH: You can. I'm not sure how
8 much we can answer, but you can.

9 MR. HICKSON: In the last phase, you
10 guys -- for the folks that you invited to
11 participate in the next round, you published
12 the names of the other nine folks. Do you
13 intend to do something similar to that for this
14 process?

15 MS. BURCH: We do not.

16 MR. HICKSON: Okay. So is there any way
17 to get -- I mean, it's typical, as Todd knows,
18 in these processes to get some sort of guidance
19 at this point as to like is -- you know, half
20 the people from the last round, how our bid
21 stacks up relative to others. Are we getting
22 no guidance, and we're expected to spend
23 millions of dollars between now and mid-January
24 without knowing where we stand?

25 MS. BURCH: So, Mark, I think the guidance

1 is what Todd has already provided to you, is
2 that you are competitive in this process.

3 MR. HICKSON: Okay. So if we don't move
4 at all on our price and we otherwise sign an
5 agreement that's acceptable to you, that means
6 that we transact or we are able to announce
7 that deal without having moved? Is that what
8 I'm hearing?

9 MS. BURCH: There's still a lot of
10 negotiations to take place between now and
11 then, so we can't answer that today.

12 MR. HICKSON: Okay. I just -- somehow
13 we're going to have to get some additional
14 guidance because we're going to gear up lawyers
15 and all that good stuff, and it's probably
16 going to cost us millions of dollars, so some
17 additional color or guidance on, you know, is
18 it two parties, is it four parties, is it six
19 parties, and where we sit and whether you guys
20 have any preferences.

21 You asked us a lot of questions in terms
22 of, you know, that you might be thinking about
23 multiple packages. I don't know if you have a
24 preference as far as the packages, and so
25 having to get -- getting some understanding of

1 that would be helpful to us because otherwise
2 we just have our head in the sand, and we're
3 doing diligence and doing management meetings
4 and spending millions of dollars only to find
5 out that something else is happening in
6 January, so I hope you guys can appreciate
7 that.

8 MS. BURCH: We absolutely do, Mark. And
9 that is the point of us continuing the
10 negotiations with you all, so that we can have
11 those conversations. Today, we can't. We've
12 only got 20 minutes for the call. So that is
13 not on the agenda today, but as we move forward
14 there will be plenty of opportunity for
15 questions and answers and additional
16 conversations to continue the negotiation.

17 MR. HICKSON: Okay. It's just a question
18 that I submitted basically on Saturday or
19 Sunday, and we'll just submit it again and just
20 see -- put it back in the queue, I guess.

21 MS. BURCH: Okay.

22 MR. HICKSON: Since you're expecting a
23 markup of the document, some document -- I'm
24 not sure what document you're referring to, but
25 some document that's the first week of January,

1 I suspect that we're going to get the document
2 to look at some time soon?

3 MS. BURCH: Yes, you will sometime soon.

4 MS. McCOLLUM: This is Jenny McCollum.

5 So procurement is -- we plan to make some
6 additional calls to give you guys some times.
7 We need to schedule management presentations
8 and do some things along that nature to get
9 everyone set up for next week, and we are going
10 to be sending out a timeline. So you'll get
11 some additional information from procurement.

12 MR. HICKSON: Okay. I can't stress the
13 importance -- understate the importance of, if
14 we're going to turn a document to you the week
15 of January 6th, of getting that document in our
16 hand by no later than next week, including the
17 schedules.

18 MS. McCOLLUM: Understood.

19 MS. BURCH: Understood.

20 MR. HICKSON: Okay. I don't have anything
21 else.

22 MS. BURCH: All right. Well, we thank you
23 so much for your submission, and we look
24 forward to talking to you further.

25 MS. RHODE: Jenny, if we could just

1 acknowledge that the people around the room
2 have received the acknowledgment of
3 confidentiality and signed it.

4 MS. McCOLLUM: Yep. Jenny McCollum, I
5 have acknowledged.

6 MR. BARNES: Randall Barnes, I
7 acknowledge.

8 MS. BURCH: Stephanie Burch, I
9 acknowledge.

10 MR. SMITH: Robin Smith, I have read and
11 acknowledge.

12 MS. RHODE: Lynne Rhode, I acknowledge.

13 MS. ANDERSON: Debra Anderson, I
14 acknowledge.

15 MS. DYKES: Melissa Dykes, I acknowledge.

16 MS. McCOLLUM: Thank you.

17 Meeting is adjourned.

18 Thanks, everyone, for your time.

19 (The foregoing proceedings were adjourned
20 at 2:16 p.m.)

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