

**Summary of Interview of Jody Brooks
taken on March 20, 2020 telephonically at the law offices of
Smith Hulsey & Busey¹ from 11:10 a.m. to 12:30 p.m.**

Jody Brooks has lived in the Fleming Island area since approximately 1996. She became a member of The Florida Bar in 2001. She initially worked for Lewis Longman and Walker. She then had several in-house positions and for a short time had her own firm.

In 2013 she joined the Office of General Counsel, and in 2016 she became the Chief Legal Officer for JEA. Jody Brooks left JEA on March 1, 2019. Her duties at JEA included retaining outside counsel to assist JEA (such retention required the approval of the General Counsel). She provided legal support to JEA managers and directors necessary to perform their work and monitored JEA's compliance with the procurement code, public records and government in the sunshine laws. I questioned Jody Brooks about JEA's compliance with sunshine and public records law. She laughed and said that was a struggle because most of JEA's senior leadership team had come from private business and did not understand these laws and thought that they made business more difficult to conduct.

Attached to this summary as Exhibit 1 is an Agreement for Professional Services Between JEA and Nixon Peabody LLP for Bond Services. This document is

¹ The interview had to be conducted telephonically because Steve Powell had been outside the country within 14 days and was not allowed to enter Jody Brooks' office building, the Administration Building for Clay County.

dated March 31, 2011 and was amended six times to increase JEA's maximum indebtedness to Nixon Peabody. Jody Brooks stated that the only work she was aware of that Nixon Peabody LLP ever did for JEA related to bond work. To her knowledge, Nixon Peabody never provided any services to JEA concerning privatization or compensation planning. Therefore, she does not know who hired Nixon Peabody to provide any such services, what services were actually provided or what conclusions (if any) were reached.

Attached as Exhibit 2 is a memorandum to the Mayor, members of the City Council and the JEA Board of Directors dated February 13, 2018. It is copied to Chief Administrative Officer, Sam Mousa, Chief of Staff, Brian Hughes and Chief Financial Officer, Mike Weinstein. The memorandum is authored by Jason Gabriel, Jody Brooks and Gayle Petrie. Jason Gabriel asked Jody Brooks to draft this memorandum because he was receiving questions from City Council and the Mayor's staff about what a JEA sale process would look like. Jody Brooks recalled that PFM was valuing JEA at about the same time this memorandum was prepared. She also remembered that at the February 14, 2018 City Council meeting there was a substantial showing of public opposition to the JEA sale.

She also recalled that the interest in privatization stalled on May 15, 2018 when JEA Board Member Husein Cumber made a motion to cease all activity concerning the privatization of JEA. See attached Exhibit 2A, "Agenda Item VII Other Business C." This motion unanimously passed.

Jody Brooks was aware of the practice of Paul McElroy and Aaron Zahn to provide briefings to each board member prior to monthly board meeting. (She was not aware of the details or if they always occurred for all board members.) Prior to each Tuesday board meeting, like each JEA board member, she received a board book. It was usually provided to her on the Friday prior to each board meeting.

One of the issues Jody Brooks recalled discussing with Aaron Zahn was a “shade” meeting of JEA’s Board to discuss cybersecurity. She told him that there was no exception to government in the sunshine law for cybersecurity discussion. However, she said JEA was able to have a cybersecurity exception put in the sunshine law. § 282.318(5), Fla. Stat. Another change in the public records laws that she recalled JEA was obtaining legislation making JEA’s customer data exempt from public records laws. § 119.0713(5)(a)(3), Fla. Stat. Both changes were enacted after she left JEA.

Attached as Exhibit 3 is the Invitation to Negotiate for Participating in Strategic Planning & Implementation Consulting Services for JEA, dated August 14, 2018. Jody Brooks was not involved in the preparation of this document or McKinsey’s work, although she was aware that McKinsey was hired for strategic planning efforts. Exhibit 4, the JEA Board Minutes for September 18, 2018 (agenda item 3.C. shows the Board approving McKinsey’s retention). She is not aware of any agreement by McKinsey to defer payment under this agreement.

Exhibit 5 is the November 26, 2018 retention letter for Pillsbury for the “Delegation of Authority Policy” for JEA and “Assistance with general JEA governance matters.” Prior to Pillsbury being retained by this letter Jody Brooks had been charged by Aaron Zahn with drafting a comprehensive delegation of authority policy for JEA. She drafted the policy in a paragraph format. Aaron Zahn did not like that and directed her to put it in a table format. She put the policy into a table format, and Aaron Zahn still did not like the document. He then directed her to engage Stephen B. Amdur with Pillsbury Winthrop Shaw Pittman LLP to assist in the preparation of the document. The table was prepared and presented to the JEA Board on January 15, 2019, but it has never been adopted by the JEA Board (Exhibit 6 – “Information Only”). Although Pillsbury’s invoice for these service (Exhibit 7) is directed to Jody Brooks it is dated March 12, 2019, which is after she had left JEA. The invoice shows Jody Brooks interacting with Pillsbury lawyers in connection with delegation of authority issues. She said Aaron Zahn had her put “corporate governance matters” in the Pillsbury engagement letter as a catch all for further advice from Pillsbury. There is one short entry involving Stephen Amdur and Aaron Zahn described as discussion of “strategic matters.” The time is .2.

Attached as Exhibit 8 are minutes from the January 15, 2019 JEA Compensation Committee meeting. Jody Brooks regularly attended Compensation Committee meetings to assist with legal issues. She recalled that either shortly after the Compensation Committee meeting on January 15, 2019 or shortly after the

Compensation Committee meeting on December 15, 2019, speaking with Aaron Zahn about his total market compensation strategy. (Exhibit 9 was presented by Aaron Zahn at the January Board meeting.) Jody Brooks recalls Aaron Zahn telling her he wanted (i) a plan by which JEA profits could be shared with employees or (ii) something like a stock option plan that would compensate employees as JEA increased in value. She also recalled that Aaron Zahn told her he expected a long term incentive program to benefit senior employees. (She could not recall if this benefit senior employees conversation occurred before or after her conversation with Aaron Zahn about JEA's long term incentive plans having profit sharing or stock option-like features.) She acknowledged these were casual conversations and recalled Aaron Zahn leaning against the whiteboard in his office while the conversations occurred. Jody Brooks also explained to Aaron Zahn that any long term incentive program would have to be offered to all employees pursuant to Florida law. She provided him a copy of the Florida Statutes § 215.425 which contains this requirement. In mid to late January, Jody Brooks informed Jason Gabriel that Office of General Counsel needed to research the question of bonus compensation for public employees because she thought it would be needed in light of Aaron Zahn's focus on/interest in the issue. She recalled working with Sean Granat and other lawyers at Office of General Counsel on this research prior to leaving JEA.

Jody Brooks was shown the JEA Long-Term Performance Unit Plan (Exhibit 10). Jody Brooks said she had never seen the long term performance unit plan or a draft of it.

Prior to the White Oak meeting on May 13, 2018 Jody Brooks recalled an on-campus meeting at which Alex Willis was present. She believes there were two Ponte Vedra meetings; however, she does not recall attending both of those meetings. The meetings at UNF are referred to as “Cascade Meetings,” which are quarterly meetings at which senior management passes on information to lower-level management.

Jody Brooks said she left JEA to avoid her reputation being “ruined.” She thought her reputation could be ruined because she believed Aaron Zahn was not qualified to run JEA. Jody Brooks was further concerned because Aaron Zahn would not pay attention to her advice. She applied for her current position the day after Aaron Zahn became the permanent CEO of JEA.

Jody Brooks will resign from the Clay County Legal Department effective April 3rd and will return to the Office of General Counsel to represent JEA on April the 6th.