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1	$1 \qquad I \underline{N} \underline{D} \underline{E} \underline{X}$
	2 Witness: JOSEPH E. ORFANO
1 JACKSONVILLE CITY COUNCIL SPECIAL INVESTIGATORY COMMITTEE ON JEA MATTER	3
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EXAMINATION UNDER OATH of JOSEPH E. ORFANO , taken at One Independent Drive, Suite 3300,	Page 5
Jacksonville, Duval County, Florida, on May 19, 2020, 5 at 2:00 p.m., before Terry T. Hurley, Registered	EXAMINATION 6 By Mr. Russell04
Professional Reporter, and Notary Public in and for the 6 State of Florida at Large.	7
7	8 EXHIBITS
8	
9	9 <u>For Identification</u>
10	10 No. 0117 No. 0217
11	11 No. 0317 No. 0419
12	12 No. 0521 No. 0640
13	13 No. 0742
14	No. 0842 14 No. 0945
15	No. 1046 15 No. 1150
16	No. 1251 16 No. 1354
17	No. 1458
18 19	17 No. 1559 No. 1663
20	18 No. 1764 No. 1864
21	19 No. 1966 No. 2067
22	20 No. 2171
23	21
24	22
25	23
Hedquist & Associates Reporters, Inc.	24
	25 Hedquist & Associates Reporters, Inc.
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<u>A P P E A R A N C E S</u>	1 JOSEPH E. ORFANO,
2	2 Having been produced and first duly sworn, testified as
2 On Robalf of Enocial Investigatory Committee	3 follows:
3 On Behalf of Special Investigatory Committee	4 EXAMINATION
4 E. LANNY RUSSELL, ESQUIRE	5 BY MR. RUSSELL:
Smith Hulsey & Busey 5 One Independent Drive, Suite 3300	6 Q Would you please tell the court reporter your
Jacksonville, Florida 32202	7 name.
6	8 A Formal name Joseph E., as in Edward, Orfano,
7 On babalf of the Office of Consume Courses	9 and spelled O-r-f-a-n-o.
7 On behalf of the Office of General Counsel	10 Q And let me get a little bit of background
8 STEPHEN J. POWELL, ESQUIRE	11 information about you Mr. Orfano.
Office of General Counsel	12 Did you attend college?
 9 117 West Duval Street, Suite 480 Jacksonville, Florida 32202 	13 A I did.
10	14 Q Did you get a degree?
	15 A I did.
11 12	
13	
14	
15 16	18 finance.
17	19 Q And just the material points. After you
18	20 graduated can you tell me about your career?
19 20	21 A I can.
20	22 I graduated from University of Notre Dame in
22	23 1982, and my first job out of college was with what is
23	24 now PNC. It was Pittsburgh National Bank. Went through
24 25	25 the training program there and became a lending officer
Hedquist & Associates Reporters, Inc.	Hedquist & Associates Reporters, Inc.

	5		7
1	in Pittsburgh.	1	power system, along with a district energy system.
2	From there I moved to Tampa, Florida and took a	2	So we issue debt under all those various
3	corporate banking job with Southeast Bank, and was with	3	entities. So I manage the debt or borrowings and also
4	them roughly another two and-a-half or three years.	4	our cash and investment holdings.
5	From there I went to work for one of my	5	I'm also responsible for cash management, and a
6	customers, which was Florida Progress Corporation in St.	6	couple of years ago I was assigned the accounts payable
7	Petersburg, which was the parent company for Florida	7	department as well.
8	Power Corporation, which is an investor-owned utility in	8	So that was a little bit I had some
9	St. Pete serving the west coast of Florida.	9	experience doing that out in Las Vegas, so my boss at
10	From there I spent approximately two years in	10	the time thought it would be a good fit, and was in that
11	Columbia, South Carolina with SCANA Corporation. All	11	role as treasurer until December of last year, 2019, and
12	caps. It doesn't stand for anything. S-C-A-N-A	12	Melissa Dykes appointed me, just after Christmas,
13	Corporation.	13	December 27, to interim chief financial officer, and I
14	And then I was recruited from SCANA out to	14	retained my treasurer title as well, and I'm in that
15	Vegas, Las Vegas, where I worked for NV Energy, which	15	position right now treasurer.
16	was the parent company for investor-owned utilities in	16	Q Who did you replace?
17	Las Vegas in Reno, Nevada. Las Vegas Utility at the	17	A Ryan Wannemacher.
18	time was referred to as Nevada Power Corporation and	18	Q Ryan Wannemacher. Okay. I remember that name.
19	Reno Sierra Pacific Power Corporation.	19	During the time you were with JEA and treasurer
20	I think they've kind of they have since been	20	from 2013 up until your recent change of initial
21	acquired.	21	responsibilities did you have a particular person you
22	Q What was your position with the Las Vegas	22	would have reported to?
23	Energy company?	23	A Yeah. Until April of 2018 I reported to
24	A I was assistant treasurer. In most of my	24	Melissa Dykes as CFO, and then Ryan Wannemacher was
25	career increasing positions of responsibility in the	25	appointed the interim CFO in April of '18, and it became
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	6		8
1	treasury department at these various utilities.	1	-
1	treasury department at these various utilities. From there I spent approximately two years in	1	full-time in the summer of 2018, roughly, and at that
1 2 3	From there I spent approximately two years in	1 2 3	full-time in the summer of 2018, roughly, and at that point prior to that point Ryan and I were colleagues
2	From there I spent approximately two years in Scottsdale, Arizona with a copper mining copper and	2	full-time in the summer of 2018, roughly, and at that point prior to that point Ryan and I were colleagues reporting to Melissa, and he became my boss that summer
2 3 4	From there I spent approximately two years in Scottsdale, Arizona with a copper mining copper and molybdenum mining company.	2 3 4	full-time in the summer of 2018, roughly, and at that point prior to that point Ryan and I were colleagues reporting to Melissa, and he became my boss that summer of '18. So I reported to Ryan between roughly August of
2 3	From there I spent approximately two years in Scottsdale, Arizona with a copper mining copper and	2 3	full-time in the summer of 2018, roughly, and at that point prior to that point Ryan and I were colleagues reporting to Melissa, and he became my boss that summer of '18. So I reported to Ryan between roughly August of '18 and December of '19.
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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 24	 From there I spent approximately two years in Scottsdale, Arizona with a copper mining copper and molybdenum mining company. THE WITNESS: I doubt she knows how to spell molybdenum. MR. RUSSELL: She's going to look it up. A And I left there that turned out to just be a big mistake. It was my first foray in quite some time outside of the utility industry, and it was a heavily leveraged mining entity, and I ended up leaving, and found out about the opportunity at JEA, and was interviewed and was offered a position as treasurer in December of 2013. So I've been with JEA for approximate almost six and-a-half years now, and was hired by Melissa Dykes in her prior capacity as chief financial officer. Q What position were you hired for? A Treasurer. Q Okay. And as treasurer of JEA, could you tell me what your day-to-day functions are? A Absolutely. I'm responsible for managing the debt and investment portfolios for our various for 	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	full-time in the summer of 2018, roughly, and at that point prior to that point Ryan and I were colleagues reporting to Melissa, and he became my boss that summer of '18. So I reported to Ryan between roughly August of '18 and December of '19. Q Did you have much direct interaction with Aaron Zahn? A Quite a bit. Q What was that about? A We had quite a number of meetings with the rating agencies. One another task of mine was maintaining the rating agency relationships for JEA, which is something I had done really throughout my career. So we were meeting quite often with them as these various issues were arising, and issues being the litigation with MEAG, the first the first I don't how do I characterize it, but MR. POWELL: If I could interject. Let's make sure I think we're all in agreement here, but let's just make sure. I'm going to remind you to stay out of MEAG THE WITNESS: Oh, that's right.

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1	THE WITNESS: I won't get into any detail at	1	Q Are you aware of anybody at JEA who ever did
2	all.	2	that, made that calculation of what the prospective
3	MR. POWELL: I know that. I'm just as a	3	payouts could be under the PUP plan if there was a sale?
4	caution.	4	A I'm not aware of any analysis that was done.
5	THE WITNESS: Right.	5	My analysis geared was geared toward creating metrics
6	MR. POWELL: Watch out for the the the	6	around value creation.
7	litigation component of JEA.	7	So when I say that, I was told to look at from
8	THE WITNESS: Understood.	8	year to year over over a ten-year period the change
9	MR. POWELL: Okay.	9	in JEA's net position and the contribution to the to
10	THE WITNESS: I I I'll just refer to it	10	the City of Jacksonville, and how how much how did
11	generally as MEAG litigation.	11	that the change plus the contribution, what was that
12	MR. POWELL: That's fine.	12	return when compared to the beginning that position.
13	THE WITNESS: Thanks, Steve.	13	So it was it was a quasi equity calculation.
14	A And we went through from that time of prior	14	Q Okay. So the component part of the PUP plan
15	board chair, Mr. Petway's, request to the board to	15	that you were looking at was going to be the source that
16	explore privatization, and the subsequent report by PFM,	16	would determine what amount of payout would be, and you
17	Public Financial Management, our our senior financial	17	were determining what the measuring the beginning
18	advisor at PFM, Michael Mace, from that point in time on	18	point was, and you
19	there there just it was obviously eliciting a a	19	A Validating it. Validating a concept that Ryan
20	significant interest from the rating agencies on just	20	had come to me or Mr. Wannemacher had come to me
21	what was going on. We we were constantly in the	21	with.
22	news. So we we were meeting quite often.	22	MR. POWELL: Let me interject, because I think
23	Q Since we're talking about Mr. Zahn, did you	23	we're all we're all trying to get the same
24	ever discuss the Participation Unit Plan with Mr. Zahn?	24	information out, and I want to make sure that we
25	A We did.	25	don't jump back and forth between LTI and PUP
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	10		12
1	Q When was the first time you can recall doing	1	without clarity.
2	Q When was the first time you can recall doing that?	2	without clarity. So the question was did you calculate in the
2 3	Q When was the first time you can recall doing that?A Prior to prior to it being named the	23	without clarity. So the question was did you calculate in the PUP, is that correct, or was it a calculation for
2	 Q When was the first time you can recall doing that? A Prior to prior to it being named the Performance Unit Plan there were general discussions 	2	without clarity. So the question was did you calculate in the PUP, is that correct, or was it a calculation for LTI?
2 3 4 5	 Q When was the first time you can recall doing that? A Prior to prior to it being named the Performance Unit Plan there were general discussions about a long-term incentive plan that I first heard 	2 3 4 5	without clarity. So the question was did you calculate in the PUP, is that correct, or was it a calculation for LTI? THE WITNESS: That was a calculation for a
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	10		45
	13		15
1	whatever incentive compensation was going to be	1	A These firms?
2	awarded.	2	Q Yes. Who would have been involved in the
3	So Nixon Peabody was not able to provide an	3	decision to hire these firms?
4	opinion, a satisfactory opinion. There were a couple	4	A Again, I I I'm not familiar with who
5	issues there. So Nixon was against it. When I say	5	would have given the direction to hire these firms.
6	Nixon, that's short for Nixon Peabody.	6	I know McKinsey though was under a prior
7	And as as that concept was further explored	7	contract, and I came to find out that McKinsey was a
8	it would have been very difficult to to track these	8	second McKinsey contract was let through Pillsbury
9	bonds, because, first of all, there's 2000 employees,	9	Winthrop Shaw.
10	and and we had no idea, like, would there be	10	Q And in 4 there's a list of other vendors and
11	with with common stock it's so much easier, and	11	consultants, which includes the investment two
12	there's banks and transfer agents set up to administer	12	investment banks.
13	common stock. But bonds, it would it was just I	13	Would you have any involvement in the hiring of
14	think at some point it was determined that this	14	those entities?
15	long-term incentive plan would take the form of these	15	A I was not involved in the hiring, and I was
16	performance units or bonds.	16	told at the time that they were engaged that they would
17	Q Let me get back and go over some preliminary	17	be working on the ITN process.
18	stuff first.	18	Q Okay. Got it.
19	If you would look at what is exhibit the	19	Okay. The next, Exhibit 2, was just the
20	first exhibit there on your page should look like these	20	supplemental answer to these interrogatories. I gave
21	answers to interrogatories.	21	that to you in case you needed to refer to it.
22	Did you have any role in providing information	22	A Okay.
23	that was used to answer these interrogatories?	23	Q Apparently you didn't, so we can move on.
24	A Interrogatories?	24	A Okay.
25	MR. POWELL: Here, he's got it up here.	25	Q Let me ask you about the questions that I just
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	14		16
	17		10
1	A Oh, the special investigative investigatory	1	went over.
1 2		1 2	
_	A Oh, the special investigative investigatory		went over.
2	A Oh, the special investigative investigatory committee. I did. I did.	2	went over. Are you aware of any inaccuracies in those
2 3	 A Oh, the special investigative investigatory committee. I did. I did. Q Did you provide the information that's under 	2 3	went over. Are you aware of any inaccuracies in those lists, or have any other entities been discovered who
2 3 4	 A Oh, the special investigative investigatory committee. I did. I did. Q Did you provide the information that's under Interrogatory 2, which is a list of all outside 	2 3 4	went over. Are you aware of any inaccuracies in those lists, or have any other entities been discovered who should have been named in those lists?
2 3 4 5	 A Oh, the special investigative investigatory committee. I did. I did. Q Did you provide the information that's under Interrogatory 2, which is a list of all outside attorneys and law firms engaged on behalf of JEA with 	2 3 4 5	went over. Are you aware of any inaccuracies in those lists, or have any other entities been discovered who should have been named in those lists? A Well, I specifically directed or took over the
2 3 4 5 6	 A Oh, the special investigative investigatory committee. I did. I did. Q Did you provide the information that's under Interrogatory 2, which is a list of all outside attorneys and law firms engaged on behalf of JEA with respect to inquiry matters? That means basically 	2 3 4 5 6	 went over. Are you aware of any inaccuracies in those lists, or have any other entities been discovered who should have been named in those lists? A Well, I specifically directed or took over the preparation of the ITN-related engagement schedule. So
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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	 A Oh, the special investigative investigatory committee. I did. I did. Q Did you provide the information that's under Interrogatory 2, which is a list of all outside attorneys and law firms engaged on behalf of JEA with respect to inquiry matters? That means basically everything going on about the restructuring of JEA. A We explored through accounts payable every firm that appeared to to be a law firm. So I I at my direction my staff was preparing they were researching invoices pertaining to anything that looked like a a legal invoice. Q Okay. And then if we go to number three it's consultants as opposed to law firms, consultants or public relation firms that were hired by the attorneys. And did you help develop the list that's under Interrogatory 3? A I did, because I had specific knowledge about Gabriel, Roeder, Smith & Company. They're an actuary. McKinsey consulting firm, FTI, Leidos, and Intralinks. Q Why were these entities hired by the attorneys who JEA had hired? 	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	 went over. Are you aware of any inaccuracies in those lists, or have any other entities been discovered who should have been named in those lists? A Well, I specifically directed or took over the preparation of the ITN-related engagement schedule. So I I believe the list is is as current as it could be. The legal the legal fees have been a challenge, and some of these firms, including our former bond counsel, Nixon Peabody, billed quite a few months later, and when I saw the bill I saw that it was related to the PUPs specifically, so we added we added that line. That line had not been on the original schedule, but to the best of my knowledge this schedule is complete. It's been updated. I believe it's been updated a little bit since. Q Later on in the outline there's a couple that I think should have been on here, but weren't. When we get that point A Okay. Q maybe I'll remember them. A Okay.

17	19
1 MR. POWELL: Lanny, these aren't numbered. 1 JP Morgan and Morg	an Stanley have not been
2 THE WITNESS: These aren't numbered, so I'm not 2 paid. Segal Consulting has no	ot been paid. Holland &
3 sure. 3 Knight has been paid. Nixon	was paid.
4 MR. POWELL: Mine aren't numbered. 4 And then I'm not sur	e what the status is of
5 MR. RUSSELL: They go ahead right in order if 5 this 1.4 million from McKinse	y. I know it was billed
6 you want to just order them now. They follow right 6 through Pillsbury. I I think	tit's still pending.
7 in the order in which I had them stacked up. And 7 And I know FTI and Leidos ar	
8 when we get done with them thank you, Steve 8 Q Do you know if JP More	an or Morgan Stanley have
9 let's when we finish with them we will hand them 9 asserted a claim to some sort of	
10 to the court reporter and she's going to mark your 10 upon a success-based fee?	
11 set. 11 A Well, I'm familiar wi	th the engagement letter.
12 THE WITNESS: Okay. 12 Q Did it provide for it?	
13 MR. RUSSELL: So let's give her the first two. 13 A It did.	
14 THE WITNESS: These are the first two. 14 Q Do you recall I have	that coming up in a few
15 MR. RUSSELL: She can put a sticker on those. 15 minutes. Let's just wait until we	get there.
16 (Exhibit Nos. 1, 2 and 3 were marked for 16 A Okay.	-
17 identification.) 17 (Exhibit No. 4 was mar	ked for identification.)
18 Q 3 is a summary of what was paid to the 18 Q And 4 should be a Req	uest For Proposals from
19 consultants in connection with the potential restructure 19 the City for the City of Jackson	ville. The date of
20 of JEA, and the question I have about that, are any of 20 the Request For Proposals is Dec	ember 20, 2017.
21 the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts that are still shown as owing, of the 21 Are you familiar with the amounts the	nis document?
22 \$12 million to the first group of companies, is any of 22 A I'm not familiar with	the document, but I was
23 that amount disputed by JEA, do you know? 23 involved with the with the	process.
24 A I believe the Pillsbury Winthrop Shaw invoices 24 Q What was this process	? What was being done in
25 are under review by OGC. So a significant number of 25 connection with this request for -	what was the winner
Hedquist & Associates Reporters, Inc. Hedquist & Associates	Reporters, Inc.
18	20
1Pillsbury invoices have not been paid.1of this Request For Proposal goin	g to provide to the
2Milam Howard was paid.2City of Jacksonville?	
3 And, again, these amounts may have been reduced 3 A Again as it says, stra	tegic initiatives, which
4 from the from the figures you're seeing here. 4 which may have involved p	rivatization.
5 Pennington 5 Q Of JEA?	
6 MR. POWELL: Do we have a date for this 6 A Of JEA.	
7 document? Do we know when this document was 7 Q Do you know, does this	
8 generated? 8 relate to anything other than JEA	
	ve the City was looking
10 this might have been an older it doesn't have10at outsourcing its parking gar	ages, for instance. That
11 a date on it here, but 11 might have been included.	
12 MR. RUSSELL: The only date I see was: Updated 12 There were other ini	tiatives that were
13 by John McCarthy 13 unrelated to JEA.	
14 THE WITNESS: John McCarthy. 14 Q The Request For Propo 45 MD DUCCETH in Annual to the second s	
15 MR. RUSSELL: in January. 15 Orfano, requires that this who 16 Latia double should the hard. 16 acts the word. acts the word.	. ,
16 Let's double-check the back. 17 The encounter and estimation this is a set of the back.	
17 A The amounts are are relatively this is a 17 Is PFM an entity that w 19 Is because to be accessed to be accesse	orked exclusively with
 18 relatively recent file though, because I know Hopping 18 JEA in the City structure? 19 Green, for instance, removed some monthly retainers 19 A PFM, which is an acr 	
	anuma fan Dublia Financial
	onym for Public Financial
	gnificant amount of public
122 negotiated amounts Foley & Lardner was naid	•
22negotiated amounts. Foley & Lardner was paid.22Jacksonville as well.23So the law firms have largely been paid but230Okay. But they do woll.	gnificant amount of public hey represent the City of
23 So the law firms have largely been paid, but 23 Q Okay. But they do wor	gnificant amount of public hey represent the City of k directly with JEA?
23 So the law firms have largely been paid, but 23 Q Okay. But they do wor	gnificant amount of public hey represent the City of

	21		23
1	Q In connection with this Request For Proposal	1	In May, June and July there were in each of
2	and the work that was going to be done thereunder, do	2	those months a meeting of the JEA board, and there were
3	you recall a data room being created after this work was	3	a number of presentations given by Mr. Zahn and the
4	started?	4	senior leadership team at those board meetings.
5	A No, I don't.	5	Did you attend those board meetings?
6	Q Okay. So you don't recall having access to	6	A I did.
7	that data room?	7	Q Did you review the packages given to the board
8	A No, I don't.	8	members prior to those meetings?
9	Q Okay. We will skip over those.	9	A Generally not. I was reviewing them as they
10	Between December 2017 up through the present	10	were presented.
11	who are the people at JEA who are responsible for	11	Q Do you recall when you were attending those
12	approving invoices that would be submitted to JEA by the	12	meetings hearing anything that you believed was
13	consultants for the restructure of J potential	13	inaccurate? That's a broad question. Materially
14	restructure of JEA?	14	inaccurate.
15	A It was not it wouldn't have been me or my	15	A There was a significant amount of conversation
16	areas. I presume it would be and again, it's a	16	around the sales forecast, particularly for the electric
17	presumption, I don't know for a fact, but presuming it	17	utility.
18	was Ryan Wannemacher.	18	Q Say that again. I just didn't hear you.
19	(Exhibit No. 5 was marked for identification.)	19	A There was a significant amount of discussion
20	Q Okay. And the reason I ask that question, what	20	around the projections for the sales forecast for the
21	I have next in the package is a memo. It's from Jill	21	electric system in particular.
22	Luster to you asking that you approve a particular	22	Q Oh, okay.
23	Pillsbury invoice. And the memo goes on to say that you	23	A And what was called the status quo case showed
24	are the second approver.	24	a declining declining revenues and sales, unit sales
25	Do you know who the first approver would be?	25	I should say in particular, from from where we were
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	22		24
1	A Lynne Rhode.	1	at the present time, and and it created quite a few
2	Q Okay.	2	questions from the rating agencies, among others in the
2 3	Q Okay.A And I actually saw the check request executed	2 3	questions from the rating agencies, among others in the community. So there there was a considerable amount
2 3 4	 Q Okay. A And I actually saw the check request executed by Lynne Rhode, so I'm familiar with it. 	2 3 4	questions from the rating agencies, among others in the community. So there there was a considerable amount of debate.
2 3 4 5	 Q Okay. A And I actually saw the check request executed by Lynne Rhode, so I'm familiar with it. Q So you and Lynne approved the payment of bills. 	2 3 4 5	questions from the rating agencies, among others in the community. So there there was a considerable amount of debate.Q From what you're telling me, there was
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	25		27
1	MR. POWELL: Excuse me. I'm sorry.	1	Agency.
2	A My understanding was that they were on a	2	There were three meetings. Orange Park was
3	retainer, a monthly retainer to JEA, so so I was not	3	supposed to be a three-day meeting. It turned out to be
4	aware that there were specific Dalton Agency fees	4	a two-day. Day three was spent and this was July 11,
5	related to the ITN.	5	12 and 13. The 13th meeting was held at the Dalton
6	Q Okay. Do you know today as we sit here, was	6	Agency with a smaller group, and then around the 24th or
7	the Dalton Agency in fact doing things related to the	7	so we met here at Foley & Lardner. And those are the
8	ITN?	8	meetings that I attended.
9	A They they were, because we met in their	9	Subsequent research that was requested from the
10	offices on July 13th.	10	Office of Inspector General uncovered a significant
11	Q And do you know what it was that the Dalton	11	amount of offsite meetings by senior by the senior
12	Agency was doing?	12	leadership team. I'm I'm now aware of those
13	A I I don't really. I don't know exactly what	13	meetings.
14	they were doing, to tell you the truth.	14	Q The meeting in Orange Park you talked about
15	Q Were you aware that the Dalton Agency was	15	attending, those two days of meetings, was that a
16	providing to the senior leadership team at JEA talking	16	meeting at Club Continental?
17	points for use by the board in selling to the board	17	A It was.
18	recapitalization?	18	Q Who attended that meeting?
19	A At a later date through Nate Monroe's Twitter.	19	A A significant number of individuals.
20	Q Okay.	20	Q Would it have been the senior leadership team
21	A Not at the time.	21	from JEA?
22	Q I take it you never received such talking	22	A Yes.
23	points from them?	23	Q Do you recall what outside lawyers attended?
24	A I would refuse talking points.	24	A I do.
25	Q Okay.	25	Q Tell me, please.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	26		28
1	A If I can't speak to something intelligently I	1	A Pillsbury Winthrop Shaw, Foley & Lardner. I
2	shouldn't be speaking about it. My opinion.	2	don't remember anybody else.
3	Q At the time of those meetings, May, June and	3	Q Okay. Investment bankers.
4	July, were you aware that some members of the senior	4	A JP Morgan and Morgan Stanley.
5	leadership team were in fact using talking points	5	Q Okay. Can you recall any others who may have
6	provided to them by the Dalton Agency?	6	attended that meeting?
7	A I wasn't aware until I found that out in the	7	A Other than JEA, I believe Michael Munz was
8	media.	8	there from the Dalton Agency. Alan Howard was there for
9	Q Okay.	9	part of the time.
10	A It's a touchy I would just add a little side	10	Q I believe McKinsey
11	color that that's a touchy topic, because with prior	11	A McKinsey. They were there.
12	boards staff had been preparing talking points and	12	Q was there?
13	scripts for the board members, and that was viewed very	13	A Thanks for refreshing my memory. There were a
14 15	negatively.	14	lot of people there.
16	Q You said the Dalton Agency was on a retainer.Do you know who hired the Dalton Agency at JEA?	15 16	Q Can you remember you said you were there for two days?
17	 A I believe Kerri Stewart. 	17	A Two days.
18	Q And do you know what the monthly retainer was?	18	Q I've looked for and never have been able to
19	 A I I don't remember. At at some point 	19	find an agenda for these meetings.
20	l've seen it, but I I can't recall.	20	Was there materials passed out at these
21	Q There were a number of offsite, not at JEA's	21	meetings?
22	building, meetings of the senior leadership team.	22	A They were being more done by putting the
23	Did you attend some of those meetings?	23	documents on the screen on T large TV screens, but
24	A I did not. Well, I I attended the ITN	24	but there were documents produced.
25	meetings specifically in Orange Park at the Dalton	25	Q Okay.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.

	29		31
1	MR. POWELL: Lanny, before you drill deep into	1	but but McKinsey was at Orange at Club Continental
2	this can I just ask for clarification on the senior	2	as well.
3	leadership team members that you remember being	3	MR. POWELL: Lanny, just real quick.
4	there? Because you you had you said SLT	4	Do you remember if Jon Kendrick was at Club
5	members.	5	Continental?
6	THE WITNESS: Not all of the members.	6	THE WITNESS: He was.
7	MR. POWELL: My understanding has always been	7	MR. POWELL: And what about Ted Hobson?
8	of a few.	8	THE WITNESS: He was not. I don't think he was
9	THE WITNESS: Not all of the members were	9	at either meeting. I I don't recall him being at
10	there.	10	either meeting, now that you ask.
11	MR. POWELL: Do you remember specifically who	11	I I forgot about Ted because he's retired.
12	was there?	12	MR. POWELL: Those are the last two.
13	THE WITNESS: I do. Well, again, it's been a	13	THE WITNESS: But I don't believe he was. I
14	little while, but clearly Mr. Zahn, Ms. Dykes, Mr.	14	I don't remember Ted being there.
15	Wannemacher, Mr. Vinyard, Ms. Rhode, myself. Well,	15	Q I asked about an agenda. Another thing I guess
16	I'm not part of senior lead was not part of	16	I could ask about, were people did people sign in or
17	senior leadership, but	17	was there some
18	Who else would have been there?	18	A No.
19	Q Kerri Stewart?	19	Q way that you kept a record of who was there?
20	A Kerri was there.	20	A No. And there were bankers there that I never
21	Q And she's not part of the	21	met.
22	A She's part of the senior leadership team.	22	Q Okay.
23	Q So to help my thinking too, that list you just	23	A Because our municipal bankers were represented,
24	gave me, everybody's on the senior leadership team	24	but then there were what are called mergers and
25	except for you at that time.	25	acquisition bankers, and I knew a few of these bankers
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	30		32
1	Was there anybody else on the senior leadership	1	from my days with investor-owned utilities, but that
1 2	Was there anybody else on the senior leadership team that you didn't mention who wasn't there?	1 2	from my days with investor-owned utilities, but that went back many, many years.
2	team that you didn't mention who wasn't there?	2	went back many, many years.
2 3	team that you didn't mention who wasn't there? MR. POWELL: Who wasn't or was there?	2 3	went back many, many years. But, no, there were bankers there that I I
2 3 4	team that you didn't mention who wasn't there? MR. POWELL: Who wasn't or was there? A Was not there?	2 3 4	went back many, many years. But, no, there were bankers there that I I can't recall their names today, but there were documents
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2 3 4 5 6 7	team that you didn't mention who wasn't there? MR. POWELL: Who wasn't or was there? A Was not there? Q Who else was I understand that's everybody from the senior leadership team who was there. I'm trying to find out who	2 3 4 5 6 7	 went back many, many years. But, no, there were bankers there that I I can't recall their names today, but there were documents there. Q Can you tell me what the topics were that were discussed at Orange Park?
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	33		35
1	actually it was Ted Hobson and Julie Crawford were	1	documents.
2	assigned the co-op alternative, and presentations were	2	Q Have you provided those drafts to anybody?
3	prepared.	3	A l've indicated that I have them.
4	But at this point the IT the invitation to	4	Q They would have been covered by the request we
5	negotiate was very far down the down the path by	5	made to JEA, so I'm going to follow up with you and try
6	by that point in time.	6	to get those drafts.
7	Q Okay. And then I have a list of the offsite	7	A Sure.
8	meetings. You said they're not listed as offsite.	8	Q Do you recall at Club Continental that Tim
9	After Club Continental there was a further	9	Baker was there?
10	meeting of people at Foley & Lardner to discuss again	10	A I've heard recently in the media that he was
11	the ITN?	11	there, but I I never met him, so I wouldn't know.
12	A Yes.	12	Q Did you, in connection with what you were doing
13	Q Was it basically the same group of people?	13	in regards to the recapitalization/restructure of JEA,
14	A An expanded group.	14	ever have any interaction with anybody on the mayor's
15	Q An expanded group.	15	staff?
16	A Because there were there were analysts. I	16	A No, not not associated with the ITN. We
17	call Julie analy Julie Crawford, Victor Blackshear,	17	we are in in fairly close contact with our with
18	and John McCarthy.	18	Mr. Grivey and Mr. Barnes, but, no, there was no
19	There was there was more vetting to ensure	19	discussion around the ITN.
20	that the ITN process was being properly handled. So	20	Q Then after the Foley & Lardner meeting, which I
21	there was a lot of discussion around process, and so	21	guess would have been sometime after July can you
22	so there were groups splitting off.	22	give me an approximate time when in 2019 the Foley &
23	And that same thing was happening at the Club	23	Lardner meeting that you just described would have
24	Continental as well. There was a group assigned to look	24	occurred?
25	at the PUPs. There was a group	25	A Yeah. July 24th.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	34		36
			50
1	Q Who was in that group, if you recall?	1	Q Okay.
1 2		1 2	
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2	Q Who was in that group, if you recall?A Jon Kendrick, I believe Herschel Vinyard, Lynne	2	Q Okay.A In that timeframe.
2 3	 Q Who was in that group, if you recall? A Jon Kendrick, I believe Herschel Vinyard, Lynne Rhode, and Pillsbury's Pillsbury brought in a a 	2 3	Q Okay.A In that timeframe.Q That's fine. And after that you mentioned a
2 3 4	 Q Who was in that group, if you recall? A Jon Kendrick, I believe Herschel Vinyard, Lynne Rhode, and Pillsbury's Pillsbury brought in a a benefits attorney by the name of Jessica Lutrin. 	2 3 4	 Q Okay. A In that timeframe. Q That's fine. And after that you mentioned a meeting at the Dalton Agency.
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	37		39
1	a subject matter expert for the MEAG power power	1	meetings.
2	purchase agreement.	2	Q Okay.
3	Q Okay. I think you told me this answer already.	3	A Again, Mr. Powell's characterization is
4	It was the when the idea of something like the	4	correct. I both participated in long-term incentive
5	performance unit plan was first conceived I think you	5	plans, and prior to that point I wrote about them with
6	said in early 2019?	6	SEC reports. I'm very familiar, particularly with
7	A It was in early 2019. I didn't actually do any	7	investor-owned electric utilities, what those plans
8 9	arithmetic around it.	8 9	looked like, because I did extensive research in my past
10	MR. POWELL: And, again, I think the early 2019	10	on them.
11	was the LTI.	11	Q Well, you'll have an opportunity at the end of this interview to make corrections, and I understand
12	THE WITNESS: Oh, let's call it the LTI. It wasn't the	12	what you've said, and if I said PUP and you didn't
13	MR. POWELL: Really	13	mean you didn't understand that
14	MR. RUSSELL: There's not really a difference,	14	A I really didn't mean PUPs.
15	Steve.	15	MR. POWELL: He's talking about reading this
16	MR. POWELL: No, there is a difference at the	16	when we're done.
17	beginning with the LTI, and I and and I'm just	17	And I appreciate that, Lanny, but if we can
18	wanting Mr. Orfano not to get mixed in this	18	avoid the need to make
19	discussion, because he said earlier that that the	19	MR. RUSSELL: I'm doing that, Steve.
20	LTI morphed into the PUP, but it it it is	20	MR. POWELL: I know you are, and I
21	really important not to put words in I mean, you	21	THE WITNESS: Thanks. I appreciate that.
22	may there might be other people saying these	22	MR. POWELL: We both appreciate it.
23	things, but I just don't want Mr. Orfano to be	23	THE WITNESS: I appreciate that.
24	misspeaking. That's all I'm saying, so that we're	24	Q Okay. It was at the July 23 JEA board meeting
25	clear as to who's recounting what.	25	that I believe the PUP plan was actually approved by the
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	38		40
1	MR. RUSSELL: Right.	1	board?
2	MR. POWELL: That's all I'm asking.	2	A I believe that's correct.
3	MR. RUSSELL: My perception is that a long-term	3	Q So by then it was clearly the PUP plan?
4	incentive plan is a large group of potential plans,	4	A It was.
5	a PUP is a specific kind of long-term incentive	5	Q And from there forward until the termination of
6	plan.	6	the effort to recapitalize JEA do you know anybody at
7	MR. POWELL: Well, I think maybe you should	7	JEA who ever calculated the potential payouts under the
8	I I think it would help us all if you got his	8	PUP plan?
9	perspective on that rather than assuming yours,	9	A I'm not aware of any, and I I really didn't
10	because I think there are lots of ways to look at	10	understand the magnitude of the dollars until the
11	this, and I can tell you that Mr. Orfano has a lot	11	December 16th special investigatory committee meeting.
12	of understanding of long-term incentive plans in	12	(Exhibit No. 6 was marked for identification.)
13	general, certainly in the private sector.	13 14	Q If you look at the next document which should
14 15	So perhaps that might be fruitful. I just don't want confusion on LTI and PUPs.	14	be A Yes.
16	MR. RUSSELL: Sure. Let's see if we can	16	 A Yes. Q Resolution 2019, and I think this will be
17	straighten it out.	17	Exhibit 6 if I'm counting right, and this is what we
18	Q What you first heard talk about in talked	18	just talked about. This was the resolution that was
19	about in early 2019 was what you would perceive as a	19	opted by the board at the July 23rd meeting of the
20	long-term incentive plan.	20	board?
21	A Correct.	21	A Uh-huh.
22	Q Do you recall the time when it became a	22	MR. RUSSELL: That's all I have on that. If
23	participation unit plan? When did you first hear that	23	you hand that to her she will mark it as Exhibit 6.
24	concept?	24	Q In connection with what's now the PUP plan as
25	A Right around the time of the Club Continental	25	approved by the board, do you know how many units were
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.

	41		43
1	authorized to be issued?	1	these calculations.
2	A 30,000 l believe.	2	Q I'm sorry. You haven't seen them?
3	Q And in connection with the allocation of those	3	A I haven't seen well, up until
4	units that were authorized to be issued, would the	4	Q Until then?
5	position of the employee within JEA determine how many	5	A until then
6	of the units would be available to that employee?	6	Q Right.
7	A I recently became aware of a schedule that was	7	A I had not seen these calculations.
8	produced and and reported on by local media.	8	Q I wonder if you can help my understanding,
9	Q Do you recall who was given the authority to	9	because I'm not following this very clearly.
10	allocate the units?	10	The first line on the first page is Cumulative
11	A I believe Mr. Zahn.	11	Units Outstanding, and it says 100,000.
12	MR. POWELL: Well, I'm going to interject.	12	Does that mean that there were going to be
13	It's important, Mr. Orfano, that in asking	13	100,000 units of the PUP available at the time this
14	these answering these questions you if you	14	document was prepared?
15	if you are answering with after-acquired knowledge,	15	MR. POWELL: Lanny, it's a little un I
16	and by after I mean after December 16th, it's	16	mean, I mean, you're asking I mean, I'm just
17	important that you clarify that. And if you knew	17	I'm just for the interest of everybody, you're
18	something in August of 2019 it's important to know	18	asking him about how a document was prepared that he
19	that as well. Actually for everything.	19	doesn't know anything about. I mean, you can ask
20	A I believe Mr. Zahn, by virtue of the	20	him can't you just ask him more, you know,
21	resolution, was given authorization to allocate shares,	21	clearer and almost fairer questions?
22	but I didn't become aware of a proposed allocation until	22 23	MR. RUSSELL: That was very fair. I showed him
23 24	weeks ago, a couple of weeks ago.	23	the number that said the cumulative units
24 25	Q And in connection with the THE WITNESS: Thank you.	24	outstanding to see if that would change his recollection about the number of units that could be
23	Hedquist & Associates Reporters, Inc.	25	Hedquist & Associates Reporters, Inc.
	42		44
1	Q PUP plan there was a document the next in	1	issued.
2		2	
	your package long-term performance unit agreement.	-	MR. POWELL: Okay. That's clear. Because
3	your package long-term performance unit agreement. (Exhibit No. 7 was marked for identification.)	3	MR. POWELL: Okay. That's clear. Because earlier you said something about 30,000.
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3	(Exhibit No. 7 was marked for identification.)	3	earlier you said something about 30,000.
3 4	(Exhibit No. 7 was marked for identification.)Q Are you familiar with this document?	3 4	earlier you said something about 30,000. MR. RUSSELL: That's the question I just asked.
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3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	 (Exhibit No. 7 was marked for identification.) Q Are you familiar with this document? A Generally. Q Did you ever execute this document? A I did not. Q Was there a particular reason you did not? A The documents had not been finalized. This is a draft. Q Let me show you the next this was 7, and the next will become 8. (Exhibit No. 8 was marked for identification.) Q This, I understand, is a spreadsheet that was prepared by Mr. Wannemacher. Have you ever seen this spreadsheet before? A Only recently within the last two or three weeks. Q How did you come to see it within the last two or three weeks? A It was again I believe it was obtained by the council auditor. Q Okay. 	3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	 earlier you said something about 30,000. MR. RUSSELL: That's the question I just asked. MR. POWELL: No, it's not. I mean, I don't know why you're not just rolling through this in a straightforward fashion. A Yeah, I just I can't I can't answer that. My my understanding was that it was 10,000 a year for three years, or 30,000 to be awarded. Q And from this document that you saw recently were you able to determine what amounts could be distributed under the PUP plan? A No. Q No, you didn't do it. Do you know if it can be done from this document? MR. POWELL: Number 8 document; right? A This is Number 8 document? Q I don't know. Just tell me. A If I spend some time. You know, I'm at heart an analyst, so if I studied this I'm certain I would be able, but I can't I can't give you an immediate response to this.

	45		47
1	43 Are you familiar with that?	1	bond work, is it?
2	 A There are whiteboards in virtually every, if 	2	A It is not, and this amount was included in our
3	not all, senior leadership team members' offices.	3	ITN-related expenses. This was the invoice that
4	Q And have you ever heard that the calculation of	4	surfaced fairly late in the summertime, the end of
5	a potential payout was put on a whiteboard at JEA?	5	August.
6	A I'm not aware of that.	6	Q The end of August of 2019?
7	(Exhibit No. 9 was marked for identification.)	7	A '19.
8	Q Let's look at Exhibit 9, please, which is a	8	Q Okay. Well, that's the date of the invoice.
9	small chart.	9	A That's the date, but I I don't recall seeing
10	Have you seen this document before?	10	this for a while. That might have been the date, but
11	 A Only recently. 	11	their billing was a little bit on a lag.
12	Q How did you come to see this document?	12	Q Okay. And the document shows in some of the
13	A Within the last week. Parts of this were	13	highlighted portions, Mr. Orfano, you having discussions
14	included in a Twitter, so I went to the document itself.	14	with lawyers at Nixon Peabody?
15	Q Do you understand the document to show the	15	A Correct.
16	allocation of PUPs to various different positions in	16	Q And those were discussions about a long-term
17	JEA?	17	incentive plan?
18	A I do. I studied this at length.	18	A That's correct.
19	Q And to whom was the greatest amount of PUPs	19	Q And Nixon Peabody was doing legal research to
20	going in the JEA structure?	20	see if such a plan could be done legally for JEA?
21	A Executives.	21	A That's correct.
22	Q And what was that percentage?	22	Q And you were actually involved quite a bit in
23	A 40 percent.	23	terms of talking with Nixon Peabody up through about
24	Q And what percent would bargaining units	24	let's see, I could be wrong April 2019, and then it
25	receive?	25	seems, Mr. Orfano, you stopped talking to Nixon Peabody.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	46		48
1	46 A 1 percent.	1	48 Is there a reason for that?
1 2		1 2	
	A 1 percent.		Is there a reason for that?
2	A 1 percent.Q And bargaining units, that's the frontline of	2	Is there a reason for that? A For one reason or another they, Mr. Wannemacher
2 3	A 1 percent.Q And bargaining units, that's the frontline of the JEA, the people that are doing the work?	2 3	Is there a reason for that? A For one reason or another they, Mr. Wannemacher and Mr. Zahn, just decided to keep me involved with our
2 3 4	 A 1 percent. Q And bargaining units, that's the frontline of the JEA, the people that are doing the work? A There's about five different bargaining units. 	2 3 4	Is there a reason for that? A For one reason or another they, Mr. Wannemacher and Mr. Zahn, just decided to keep me involved with our bond matters, and and they would proceed with this on
2 3 4 5	 A 1 percent. Q And bargaining units, that's the frontline of the JEA, the people that are doing the work? A There's about five different bargaining units. Q Okay. 	2 3 4 5	Is there a reason for that? A For one reason or another they, Mr. Wannemacher and Mr. Zahn, just decided to keep me involved with our bond matters, and and they would proceed with this on their own. They never really discussed their reason.
2 3 4 5 6	 A 1 percent. Q And bargaining units, that's the frontline of the JEA, the people that are doing the work? A There's about five different bargaining units. Q Okay. A There's also a Professional Employees 	2 3 4 5 6	Is there a reason for that? A For one reason or another they, Mr. Wannemacher and Mr. Zahn, just decided to keep me involved with our bond matters, and and they would proceed with this on their own. They never really discussed their reason. Q But it was a specific directive of Mr. Zahn
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	49		51
1	They were upset that Nixon was not providing	1	Q So you believe there wasn't a new engagement
2	them with with a path forward. Again, this is my	2	letter?
3	opinion how they how I viewed the situation.	3	A I don't believe there was.
4	Q Did you ever see the memorandum that was the	4	Q Okay.
5	work product of Nixon Peabody?	5	A No, because I believe the payment was made by
6	A I did not. I've since read it within the	6	my treasury depart we were the responsible party, as
7	last again, the last two or three weeks. There's	7	opposed to at that at the time.
8	been quite a bit of information that's come about in the	8	Q Okay.
9	last two or three weeks. There's no coincidence that	9	MR. POWELL: Lanny, you're talking about
10	I'm looking at it right now, I don't believe.	10	payment of the August 28, 2019 invoice?
11	Q Well, having now read it, what's the conclusion	11	MR. RUSSELL: Yes.
12	of Nixon Peabody in regards to the plan that JEA was	12	A I believe I believe my recollection is we
13	presenting?	13	paid that invoice out of treasury.
14	A They didn't believe it was lawful.	14	(Exhibit No. 12 was marked for identification.)
15	Q And do you know if the plan that Nixon Peabody	15	Q The next document I have, which will become
16	was looking at was in the nature of what became the PUP	16	Number 12, is an invoice from Foley & Lardner dated
17	plan?	17	September 20, 2019.
18	A It's hard to say. I can't tell you	18	MR. POWELL: Sorry. Help me out. What's
19	specifically, because as bond counsel they were focussed	19	Number 11? You're going back and forth invoices and
20	on a specific path toward issuing JEA bonds right	20	you're not using numbers, and so I haven't seen
21	right up until the Club Continental meetings. So I I	21	these until today and I'm just trying to keep up.
22	I would again call it more broadly defined as the	22	MR. RUSSELL: Do you want us to stop and number
23	long-term incentive plan.	23	them?
24	Q Yeah, that's what they called it, long-term	24	MR. POWELL: No, I got it. Number 12 is the
25	incentive plan.	25	Foley invoice of September 20, 2019; right?
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	50		52
1	MR. RUSSELL: That will be 11, please.	1	MR. RUSSELL: Yes.
2	(Exhibit No. 11 was marked for identification.)	2	MR. POWELL: Okay.
2 3	(Exhibit No. 11 was marked for identification.)Q Is Nixon Peabody still bond counsel for JEA?	2 3	MR. POWELL: Okay.Q Were you also responsible for approving Foley's
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1 MR. RUSSELL: Mes doing fine. The only one 2 Lardner is use of 10. MR. RUSSELL: The going to go back to Number 3 MR. RUSSELL: The going to go back to Number 4 6 document you're on and the number and we're good. 6 7 And that will help ne out. Im mostly interested in 7 8 MR. COVELL: Tark's poing to go back to Number 13 is a 10 9 Add that will help ne out. Im mostly interested in 10 9 Add that will help ne out. Im mostly interested in 10 9 Add that was the last entry on the Number Alls was the last entry on the Nuon Peabody. 10 MR. RUSSELL: He's doing just fine. 11 A July 23.21 (Sector authorized the consider rating with the signerment, tetres, after they were interest af		53		55
3 MR. RUSSELL: The going to go back to Number	1	bill, the first time entry on this bill by Foley &	1	MR. RUSSELL: He's doing fine. The only one
4 Steve. Tim poing to go back to Number 4 record let's go off a second. We're going off. 5 MR. ROWELL: That's fine. Just indicate what 6 (Biscassion of the record.) 6 Monon understanding what he's being asked 9 Mr. POWELL: even go back on. Number 13 is a 10 MR. RUSSELL: He's doing just fine. 10 Mr. POWELL: even go back on. Number 13 is a 11 O. Number 10 is the built from Nuon Peabody. 11 A Just 32, 2019 letter to Mr. Zahn from somebody. 12 Wind was the last entry on the Nuon Peabody. 11 A Just 32, 2019 letter to Mr. Zahn from somebody. 13 built, state? 11 A Just 32, 2019 letter to Mr. Zahn from somebody. 14 A Just 32, 2019 letter to Mr. Zahn from somebody. 11 A Just 32, 2019 letter to Mr. Zahn from somebody. 15 O. Thank you. Mit and the decision to fire field 12 Stanley and JP Korgan engagement letters after they water 16 a Lardner to work on the recaptalization of JEA Mit and the same to go ou know what date the IAb bend of 16 a Lardner to work on the recaptalization of JEA Out work on the recaptalization of JEA? 17 A I beliewe drif	2	Lardner is June of '19.		that's confused
5 MR, POVELL: That's fine. Just indicate what 6 (Discussion off the record) 6 document you're on and the number and we're goad. 7 July 23, 2019 letter to Mr. Zahn from somebody. 8 Mr. Orfano understanding what he's being asked 8 BY MR, RUSSELL: 9 Q. Area you familiar with this agreement, 10 MR, RUSSELL: 10 MR, RUSSELL: He's doing just fine. 10 Mr. orfano: 11 Q. Thank you. Who made the decision to hire folgy 13 Bill, is date? 13 bill, is date? 13 Cong term incentive ghan? 14 A. July 2nd. 14 Q. Doy u know what date the JEA heard of 15 G. Thank you. Who made the decision to hire folgy 15 decision of JEA 16 A. Tim not: worw. 18 O poy u know whore thers work on the recordsilvation of JEA and the 17 Lip stem: incentive ghan? 19 on the same day? 20 A. Yes. 20 A. I don't know how that's concelvable. 21 Q. Doy u know where therschel Vinyard worked 22 don't know concelvable. 22 A. I con't know how that's stached to Number 13; A. I con't know how that's face achanged? 23 A. I con't know 24 Q. Doy uo know what services Morgan Stanley? <t< th=""><th>3</th><th colspan="2">MR. RUSSELL: I'm going to jump around on you,</th><th>MR. POWELL: Lanny, if you go back in this</th></t<>	3	MR. RUSSELL: I'm going to jump around on you,		MR. POWELL: Lanny, if you go back in this
6 document you're on and the number and we're good. 6 MR. POWELL: We can go back on. Number 13 is a July 23, 2019 letter to Mr. Zahn from somebody. 7 And that will help me out. Tim mostly interested in MR. POWELL: We can go back on. Number 13 is a July 23, 2019 letter to Mr. Zahn from somebody. 9 about. BY MR. RUSSELL: He's doing just fine. 11 0 Number 10 is the bill from Nixon Peabody. 12 bill, its date? 13 bill its date? 14 A July 27, d1 15 0 Thank you. Who made the decision to hire Foley. 16 0 Thank you. Who made the decision to hire Foley. 17 long-term incentive plan? 13 a 18 A July 27, d1. 14 A Do you know what diet the JEA based of 17 long-term incentive plan? 13 C Do you know whot Mis letter could be prepared 19 0 Is Herschel Winyard now at JEA? 20 A I don't know whow this letter could be prepared 19 0 Do you know whet Herschel Winyard worked 22 A I don't know whow this letter could be prepared 19 0 Do you know whow th	4	Steve. I'm going to go back to Number		record let's go off a second. We're going off.
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Hedquist & Associates Reporters, Inc. Hedquist & Associates Reporters, Inc.	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24	right. You said you've never seen the Nixon Peabody memorandum? A I don't recall ever seeing it. Q Thank you. MR. POWELL: Which is attached to Number 11; correct? MR. RUSSELL: Yes. MR. POWELL: That's where I lost you earlier. You never mentioned the memo. A You never mentioned the memo itself, but I don't ever MR. POWELL: Ever. A I don't recall ever seeing either a draft or a final version of that. (Exhibit No. 13 was marked for identification.) MR. RUSSELL: 12 is the invoice. And Number 13, Steve, will be the Morgan MR. POWELL: Don't direct this to me. Just indicate what it is. I'm the only one here with an unnumbered set of documents. MR. RUSSELL: He doesn't have numbers either. MR. POWELL: Don't talk to me. Talk to	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24	 A I believe so. Q Do you know if any of those drafts have been produced in connection with requests to produce? A I do not know. Q Were you involved in the negotiation, yourself, of this letter? A No. Q Who was? A I believe Mr. Zahn and Mr. Wannemacher. Q Do you know what services Morgan Stanley provided in connection with JEA's strategic planning? A They would have had significant input in preparation of the invitation to negotiate. Analytical the both the oversight of analytical work by the outside consultants, and also analytical the preparation of a model themselves, and then ultimately evaluation of proposal of of responses received, and just guidance throughout the whole, whether it was an ITN or there was a specific task around the initial public offering, what I referred to earlier as the IPO, initial public offering, and co-op alternative.

		57			59)
1	they're s	spelled out in the engagement letter.	1	Α	It did.	
2	Q	Do you recall the engagement letter providing a	2	Q	And is JP Morgan making a claim for breakup	
3	fee would	d be paid to Morgan Stanley for opinion fees?	3	fees?		
4	Α	Yes.	4	Α	Not to my knowledge.	
5	Q	Is Morgan Stanley claiming JEA owes it money	5	Q	Since this matter broke up, would a breakup fee	
6	for opinio	on fees?	6	be due?		
7	Α	To my knowledge, that fairness opinion, I don't	7	Α	No.	
8	recall a	draft ever being provided.	8	Q	Why not?	
9	Q	Okay. And okay. And the document also	9	Α	In in the world of mergers and acquisitions	
10		that fees would be paid in connection	10	a break	up fee would be due and payable if a definitive	
11	breakup	fees would be paid.	11	merger	agreement were executed and then one party bac	cked
12		Do you know if Morgan Stanley is claiming from	12	out.		
13	JEA a bre	eakup fee?	13	Q	Okay. Thank you.	
14	Α	Not to my knowledge.	14	Α	And again, that's based on my prior knowledge	
15		MR. RUSSELL: That was 13, the Morgan Stanley	15		ers and acquisitions in the investor-owned	
16	enga	agement letter.	16	utilities		
17		Steve, the next one, 14.	17	•	(Exhibit No. 15 was marked for identification.)	
18	4	MR. POWELL: Lanny, talk to Mr. Orfano. He	18	Q	What was your involvement in the ITN process?	
19	does	sn't have numbers either.	19	A	There were specific well, I reviewed the	
20		MR. RUSSELL: He's got the document already.	20		locument, but there were specific sections that	
21 22		MR. POWELL: I know.	21 22		ith JEA, just information regarding JEA that we	
22	VOU	MR. RUSSELL: Steve, I'm just trying to help Bud.	22		ct checking and ensuring that the document was a e as possible.	as
23	you,	MR. POWELL: I don't need your help. I need	23	Q	So you actually participated in drafting some	
25	VOU	to be clear with Mr. Orfano, because that's all	25		ocument?	
20	you	Hedquist & Associates Reporters, Inc.	20	or this ut	Hedquist & Associates Reporters, Inc.	
		58			60)
1	I car	e about. Okay?	1	Α	Input into certain sections.	
2		MR. RUSSELL: Okay. I won't talk to you	2		MR. POWELL: Sorry. So our record is clear, is	
3	anyn	nore.	3	this	now Number 15 that you're asking him about?	
4		MR. POWELL: That's it.	4	Hon	estly. Because you talk about this document,	
5		(Exhibit No. 14 was marked for identification.)	5	Lanr	ny. You haven't identified the invitation to	
6	Q	Do you have the next exhibit in front of you,	6	nego	otiate that he's got in front of him and he's	
7	sir?		7	look	ing at.	
8	Α	Yes, sir.	8		Its's your record, man. I'm just trying to	
9	Q	This is the JP Morgan engagement letter?	9	help	you out now.	
10	Α	It is.	10		So is this Number what?	
11	Q	And it was executed on July 24, 2019. Like the	11		MR. RUSSELL: Do you want me to talk to you	
12		Morgan Stanley agreement, was this document	12	now	, Steve?	
13		ect of negotiation and drafting that occurred	13		MR. POWELL: Is this Number 15?	
14 15	before Ju		14 15		THE WITNESS: 15.	
16	A Q	I believe so. And were you involved in that?	16	Nur	MR. POWELL: I asked you a question. Is this nber 15, the ITN?	
17	A	No.	17	Null	MR. RUSSELL: Correct. This comes after 14.	
18	Q	Who was?	18		MR. POWELL: You know, dude, you can't just	
19	A	Mr. Zahn and Mr. Wannemacher.	19	mov	re from document to document, ask the guy about	
20	Q	Okay. And like the Morgan Stanley document,	20		uments, not identify the document by title or	
21		locument include opinion fees?	21		ber and then expect your record to be clear.	
22	A	Yes, fairness opinion.	22		Lanny, I don't understand what you're missing	
23	Q	Fairness opinion. There was none rendered, so	23	here		
24	that's not		24		MR. RUSSELL: I haven't asked him about the	
25		And did it provide for breakup fees?	25	docu	ument yet. He picked it up.	
			1			

	61			63
1	MR. POWELL: He was looking at it.	1	Q	As an evaluator
2	MR. RUSSELL: I didn't tell him to. I haven't	2		MR. RUSSELL: I think we're done with 15.
3	asked him a question about the document.	3		(Exhibit No. 16 was marked for identification.)
4	MR. POWELL: This is not an inquisition.	4	Q	Next document you have is an evaluator score
5	MR. RUSSELL: It isn't. He started looking at	5		whibit 16. And let me just make sure I have all
6	it. I just asked him what	6	the evalu	
7	MR. POWELL: Mr. Orfano, you've been referring	7		Julie Crawford as an evaluator?
8	to what's now document Number 15 in the course of	8	Α	Correct.
9	your last few answers; correct?	9	Q	I'll mess up his name. Sean Eads
10	THE WITNESS: Correct.	10	A	Eads.
11	MR. POWELL: Okay. And now that's clear, isn't	11	Q	was an evaluator?
12	it? Yes?	12	A	That's correct.
13	THE WITNESS: Very.	13	Q	Jim Jon Kendrick was an evaluator?
14	MR. POWELL: All right. Number 15.	14	A	That's correct.
15	BY MR. RUSSELL:	15	Q	And you were an evaluator?
16	Q I asked you what involvement you had in the	16	A	That's correct.
17	preparation of the document.	17	Q	And then I think also Jordan Pope was an
18	A I would call it review, because we oversee the	18	evaluator	-
19	preparation of an annual rating agency presentation. We	19	Α	That's correct.
20	make pulling facts and figures from the rating agency	20	Q	Okay. In connection with doing the evaluations
21	presentation.	21	that were	e done in this document, what instructions were
22	I also oversee the preparation of our annual	22	you giver	
23	disclosure reports, or ADR's, for each system. So we	23	A	We were instructed to well, we were given
24	wanted to ensure that the information contained in this	24	we were	e given this matrix, and to evaluate the proposals
25	document was consistent with what we've disclosed to the	25		n this specific matrix.
	Hedquist & Associates Reporters, Inc.			Hedquist & Associates Reporters, Inc.
	<u>^</u>			
	62			64
1	۵۷ public.	1	Q	64 But were you given any directions on how to
1 2		1 2		
	public.	_	actually o	But were you given any directions on how to
2	public. Q Okay. This document Number 15, I'm going to	2	actually o	But were you given any directions on how to do the scoring in the document, how you would
23	 public. Q Okay. This document Number 15, I'm going to ask a specific question about the document. Did it 	2 3	actually of write the A	But were you given any directions on how to do the scoring in the document, how you would bid issue, whatever it would be?
2 3 4	public. Q Okay. This document Number 15, I'm going to ask a specific question about the document. Did it explain in this document was there in this document a	2 3 4	actually of write the A guide. I	But were you given any directions on how to do the scoring in the document, how you would bid issue, whatever it would be? I believe that there was a separate scoring
2 3 4 5	QOkay. This document Number 15, I'm going toask a specific question about the document. Did itexplain in this document was there in this document aprohibition against bidders speaking to people at JEA	2 3 4 5	actually of write the A guide. I	But were you given any directions on how to do the scoring in the document, how you would bid issue, whatever it would be? I believe that there was a separate scoring do recall seeing another document that we used
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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	 public. Q Okay. This document Number 15, I'm going to ask a specific question about the document. Did it explain in this document was there in this document a prohibition against bidders speaking to people at JEA who were not designated to be spoken to by bidders? A That's my under yeah, that's my knowledge. Q Are you aware of any bidders who violated that prohibition? A No. Q Okay. Were you involved in the evaluation of the bids that came out of Exhibit 15? A Yes. Q And what was your role there? A I was one of the evaluators. Q Were you one in connection with the ITN actual process itself, were you one of the subject matter experts who appeared and spoke to the bidders? A No. Q Do you recall in the invitation to negotiate, Exhibit 15 A 15. 	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	actually of write the A guide. I as a bas Q A Q completin approxim A Q you perm A repo Q looking a doesn't h	But were you given any directions on how to do the scoring in the document, how you would bid issue, whatever it would be? I believe that there was a separate scoring do recall seeing another document that we used is for evaluating the proposals. How were you selected to become an evaluator? It really wasn't delineated. Do you recall the amount of time you spent ng your evaluation of these bidders, hately? Approximately two and-a-half days. In connection with doing the evaluation were nitted to talk to other evaluators? No. MR. RUSSELL: Give Exhibit 16 to the court rter. (Exhibit No. 17 was marked for identification.) And 17 is a table of bidder code names, and in t those names, Mr. Orfano, I see that Reply 13 ave a name. It says Respondent A. Do you know why that was?
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	 public. Q Okay. This document Number 15, I'm going to ask a specific question about the document. Did it explain in this document was there in this document a prohibition against bidders speaking to people at JEA who were not designated to be spoken to by bidders? A That's my under yeah, that's my knowledge. Q Are you aware of any bidders who violated that prohibition? A No. Q Okay. Were you involved in the evaluation of the bids that came out of Exhibit 15? A Yes. Q And what was your role there? A I was one of the evaluators. Q Were you one in connection with the ITN actual process itself, were you one of the subject matter experts who appeared and spoke to the bidders? A No. Q Do you recall in the invitation to negotiate, Exhibit 15 A 15. Q if the satisfaction of the plant vogtle 	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	actually of write the A guide. I as a bas Q A Q completin approxim A Q you perm A repo Q looking a doesn't h	But were you given any directions on how to do the scoring in the document, how you would bid issue, whatever it would be? I believe that there was a separate scoring do recall seeing another document that we used is for evaluating the proposals. How were you selected to become an evaluator? It really wasn't delineated. Do you recall the amount of time you spent ng your evaluation of these bidders, nately? Approximately two and-a-half days. In connection with doing the evaluation were nitted to talk to other evaluators? No. MR. RUSSELL: Give Exhibit 16 to the court rter. (Exhibit No. 17 was marked for identification.) And 17 is a table of bidder code names, and in t those names, Mr. Orfano, I see that Reply 13 have a name. It says Respondent A. Do you know why that was? My recollection is that they had not provided
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24	 public. Q Okay. This document Number 15, I'm going to ask a specific question about the document. Did it explain in this document was there in this document a prohibition against bidders speaking to people at JEA who were not designated to be spoken to by bidders? A That's my under yeah, that's my knowledge. Q Are you aware of any bidders who violated that prohibition? A NO. Q Okay. Were you involved in the evaluation of the bids that came out of Exhibit 15? A Yes. Q And what was your role there? A I was one of the evaluators. Q Were you one in connection with the ITN actual process itself, were you one of the subject matter experts who appeared and spoke to the bidders? A NO. Q Do you recall in the invitation to negotiate, Exhibit 15 A 15. Q if the satisfaction of the plant vogtle liability was a condition of a bid? 	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24	actually of write the A guide. I as a bas Q A Q completin approxim A Q you perm A repo Q looking a doesn't h	But were you given any directions on how to do the scoring in the document, how you would bid issue, whatever it would be? I believe that there was a separate scoring do recall seeing another document that we used is for evaluating the proposals. How were you selected to become an evaluator? It really wasn't delineated. Do you recall the amount of time you spent ing your evaluation of these bidders, nately? Approximately two and-a-half days. In connection with doing the evaluation were nitted to talk to other evaluators? No. MR. RUSSELL: Give Exhibit 16 to the court rter. (Exhibit No. 17 was marked for identification.) And 17 is a table of bidder code names, and in t those names, Mr. Orfano, I see that Reply 13 nave a name. It says Respondent A. Do you know why that was? My recollection is that they had not provided norization to release their name.
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	 public. Q Okay. This document Number 15, I'm going to ask a specific question about the document. Did it explain in this document was there in this document a prohibition against bidders speaking to people at JEA who were not designated to be spoken to by bidders? A That's my under yeah, that's my knowledge. Q Are you aware of any bidders who violated that prohibition? A No. Q Okay. Were you involved in the evaluation of the bids that came out of Exhibit 15? A Yes. Q And what was your role there? A I was one of the evaluators. Q Were you one in connection with the ITN actual process itself, were you one of the subject matter experts who appeared and spoke to the bidders? A No. Q Do you recall in the invitation to negotiate, Exhibit 15 A 15. Q if the satisfaction of the plant vogtle 	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	actually of write the A guide. I as a bas Q A Q completin approxim A Q you perm A repo Q looking a doesn't h	But were you given any directions on how to do the scoring in the document, how you would bid issue, whatever it would be? I believe that there was a separate scoring do recall seeing another document that we used is for evaluating the proposals. How were you selected to become an evaluator? It really wasn't delineated. Do you recall the amount of time you spent ng your evaluation of these bidders, nately? Approximately two and-a-half days. In connection with doing the evaluation were nitted to talk to other evaluators? No. MR. RUSSELL: Give Exhibit 16 to the court rter. (Exhibit No. 17 was marked for identification.) And 17 is a table of bidder code names, and in t those names, Mr. Orfano, I see that Reply 13 have a name. It says Respondent A. Do you know why that was? My recollection is that they had not provided

	65		67
1	Q And the next document, which will be 18, is the	1	Q Okay. Do you recall when that was?
2	average bidder score sheet?	2	A November 2019, approximately.
3	A Yes, sir.	3	Q And was that after the PUP had been postponed?
4	Q And Respondent A, if I'm reading this right,	4	A I can't recall specifically.
5	shows that it was ranked its score was number one?	5	Q And the PUP, after being postponed, without
6	A I'm sorry. I'm not following.	6	recalling specifically, it was subsequently terminated?
7	Q Look at Reply 13, next to it says Respondent A.	7	A It was.
8	A 13. Okay.	8	MR. RUSSELL: The next document is a Nelson
9	Q If you go across you'll see its rank in terms	9	Mullins report, and I don't have any questions for
10	of bidding is number one.	10	that, so we're not going to mark it, and you can
11	Was the name of that bidder subsequently	11	remove it from your package.
12	authorized to be released?	12	MR. POWELL: Okay.
13	A That's a good question. I'm not certain it was	13	MR. RUSSELL: I'll put it over here.
14	ever they ever authorized that.	14	THE WITNESS: Thank you.
15	Q Do you know if that entity identified here as	15	(Exhibit No. 20 was marked for identification.)
16	Respondent A, after being ranked number one in the	16	Q And the next document should be a single-page
17	initial screening, did it continue with the process and	17	e-mail authored by you, Mr. Orfano?
18	make a bid?	18	A Yes.
19	A I I don't recall.	19	Q And it's to Alyssa B. Petersen.
20	Q Okay.	20	Who is Alyssa Petersen?
21	A And I'm under confidentiality as to Respondent	21	A At the time she was a financial associate.
22	A.	22	Q Okay. And the date of this e-mail is
23	Q Okay.	23	August 15, and you're quoting, I guess, or relaying what
24	A And I believe I'm still bound by that	24	Mr. Zahn had told you about what would happen with the
25	confidentiality.	25	money received from the privatization or sale of JEA?
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	66		68
1	MR. RUSSELL: That's all I have on 18.	1	A Yes. Generally familiar with the e-mail.
2	(Exhibit No. 19 was marked for identification.)	2	Q When it says that "CEO Aaron Zahn says", was
3	Q The next document, which will be Exhibit 19, is	3	this something he said to you particularly, or to a
4	an ADP letter of intent.	4	group?
5	Are you familiar with this letter, Mr. Orfano?	5	A I think after the point in time that this was
6	A No, I'm not.	6	written the mayor's comment became clear to me, and
7	Q Were you aware of any effort by JEA to begin in	7	but but I believe this is generally correct, that the
8	October of 2019 outsourcing its payroll?	8	City would be able to eliminate both their general
9	A I was in an initial meeting.	9	enterprise and better Jax. They had about 2.2 billion
10	Q What was the purpose of JEA outsourcing its	10	of debt outstanding, which would which would free up
11	executive actually let me be precise the payroll	11	that money in annual debt service payments.
12 13	for appointed employees?	12	So I believe I took that quote right from a
14	A My understanding at the time was that it could	13 14	news story. I don't recall specifically why I would
14	be outsourced more economically than processing	14	have sent this e-mail.Q That was my next question. What motivated you
16	appointed payroll internally.Q Do you know if the ADP outsourcing had anything	16	Q That was my next question. What motivated you at this point in time?
17	to do with the performance unit plan?	17	A I don't know.
18	A Not specifically.	18	Q Okay. And the quote now that I think you just
19	Q Well, then generally.	19	recognized, I didn't see it until now, was actually the
20	A Generally I understand that they could have	20	mayor's quote.
21	accommodated the processing of the performance units.	21	Was Aaron Zahn repeating what Mayor Curry had
22	Q And did there come a point in time when JEA	22	said, or did you see the article?
23	stopped pursuing outsourcing of appointed employees	23	A I saw the article, but I don't remember Aaron
24	payroll?	24	talking specifically about it.
25	A Yes.	25	Q Okay. And you don't have a recollection of
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.

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1	what motivated you to say it in this memo at this time?	1	Q No. If you don't know, just tell me you don't
2	A Apologies. I don't recall why I would have.	2	know.
3	MR. POWELL: Let me ask this so I'm clear,	3	A Yeah, I don't know.
4	Mr. Orfano. Is is the entire is is is	4	Q So when they well, I think you answered the
5	all of the text of the e-mail a lift from a	5	question.
6	newspaper article?	6	A What I do know I'll tell you what I do know.
7	THE WITNESS: I believe so, but it's it's	7	Q Okay.
8	I believe that I would have been able to	8	A Because I think it's more pertinent
9	substantiate this well, I have to believe this	9	information, is that the bidders could have proposed
10	was all media driven. I wouldn't have quoted Mayor	10	taking on that liability, assuming that liability, or
11	Curry without seeing something specifically about	11	bidding as if the City was going to take that on.
12	it.	12	Q And those two choices would have affected the
13	In fact, I do recall going and looking at I	13	relative ranking of those bids. It makes a lot of
14	forget what. It could have been it was a media	14	difference in terms of the value to the City.
15	story, because the mayor was talking specifically	15	A Absolutely.
16	about debt reduction.	16	Q And did one of the bidders, do you recall,
17	MR. POWELL: Well, I just I just want to	17	decline to accept the plant vogtle liability?
18	give make sure it's clear so there's no confusion	18	A At what point in time? As part of the initial
19	down the road, because somebody picking this up	19	evaluation?
20	and and reading it without asking	20	Q No. I think it was part of the final bid.
21	THE WITNESS: I don't.	21	A I don't recall. Not being involved in that
22	MR. POWELL: Hold on, Mr. Orfano.	22	negotiation process, I don't know.
23	THE WITNESS: Sorry.	23	(Exhibit No. 21 was marked for identification.)
24	MR. POWELL: Somebody picking up your e-mail,	24	Q Look at, please this will be Exhibit 21. It
25	Number 20, and reading it could read this that CEO	25	says Project Freebird.
	Hedquist & Associates Reporters, Inc.		Hedquist & Associates Reporters, Inc.
	70		72
1	Aaron Zahn said to you.	1	Are you familiar with this document?
		-	
2	And so my question is, is this is all of the	2	A I recall having seen it.
2 3	And so my question is, is this is all of the text of this essentially a lift from a newspaper	2 3	A I recall having seen it.Q Do you recall the circumstances? Did you see
			-
3	text of this essentially a lift from a newspaper	3	Q Do you recall the circumstances? Did you see
3 4	text of this essentially a lift from a newspaper article that you, for reasons that you can't now	3 4	Q Do you recall the circumstances? Did you see it at perhaps the meeting at Club Continental?
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	73	1	REPORTER'S DEPOSITION CERTIFICATE
1	MR. RUSSELL: I don't have any questions for	•	
2	the last exhibit. We will go off the record.	2	
3	(The examination concluded at 4:45 p.m.)	3	STATE OF FLORIDA)
4	· · · ·		
5		4	COUNTY OF DUVAL)
5		5	
6		•	I, Terry T. Hurley, Registered Professional
7		6	Reporter, certify that I was authorized to and did stenographically report the deposition of JOSEPH ORFANO;
8		7	that a review of the transcript was requested; and that
9		8	the transcript is a true and complete record of my stenographic notes.
10		0	stenographic hotes.
11		9	I further certify that I am not a relative,
12		10	employee, attorney, or counsel of any of the parties, nor am I a relative or employee of any of the parties'
			attorney or counsel connected with the action, nor am I
13		11	financially interested in the action.
14		12	DATED this 20th day of May 2020.
15		40	
16		13	
17		14	
18		15	
19			Terry T. Hurley, RPR
20		16 17	
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20	Hedquist & Associates Reporters, Inc.	25	
	74		Hedquist & Associates Reporters, Inc.
			76
1	CERTIFICATE OF OATH		
2			1 ERRATA SHEET
3			2 DO NOT WRITE ON TRANSCRIPT - ENTER CHANGES HERE
4			3 In re: Jacksonville City Council/Special Investigatory Committee on JEA Matter
5	STATE OF FLORIDA)		4 Date of deposition: May 19, 2020
6			5 PAGE NO. LINE NO. CHANGE REASON
7	COUNTY OF DUVAL)		6
8			7
9	The content of the site of the thet		8
10	I, the undersigned authority, certify that		9
	JOSEPH E. ORFANO personally appeared before me and was		
11			10
12	duly sworn.		11
12 13	duly sworn.		11
12 13 14	duly sworn. WITNESS my hand and official seal this 21st day		11
12 13 14 15	duly sworn.		11
12 13 14	duly sworn. WITNESS my hand and official seal this 21st day		11
12 13 14 15 16	duly sworn. WITNESS my hand and official seal this 21st day		11
12 13 14 15	duly sworn. WITNESS my hand and official seal this 21st day		11
12 13 14 15 16 17	duly sworn. WITNESS my hand and official seal this 21st day		11
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12 13 14 15 16 17 18	duly sworn. WITNESS my hand and official seal this 21st day		11
12 13 14 15 16 17 18 19	duly sworn. WITNESS my hand and official seal this 21st day of May 2020.		11 12 13 14 15 16 17 18 19 20 21
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