

JEA
BOARD MINUTES
May 21, 2013

APPROVED BY THE JEA BOARD
AT ITS MEETING ON III A-1
AGENDA ITEM # 6/18/2013

The JEA Board held a Pre-Board Briefing at 8:30 AM on Tuesday, May 21, 2013, in the Chair's Office on the 8th Floor, 21 W. Church Street, Jacksonville, Florida. Present were Mike Hightower, Ron Townsend, Helen Albee, Peter Bower, Lisa Strange Weatherby, Wyman Winbush, Paul McElroy, Gerri Boyce, John Germany, Office of General Counsel, and Steve Patterson, Florida Times-Union. Cynthia Austin participated telephonically.

The Pre-Board Briefing discussion consisted of the following:

1. Budget Process and Pricing Philosophy – The general discussion included the long term need for increased revenue and the need to make the right business decisions.
2. Team Building – Mr. Hightower announced that with four new Members, there is value in building team dynamics. To this effort, plans are in process to schedule a facilitated workshop to focus on team building, with additional post meeting workshops to review policies and to review the Board Policy Manual. The current Board Policy Manual was distributed. A copy is in the meeting file.
3. Past Board Member Recognition – A luncheon will be scheduled within a month to recognize past Members Jim Gilmore and Ashton Hudson.
4. FY2013 JEA Performance Objectives – Mr. McElroy distributed updated FY2013 JEA Performance Objectives, including proposed weighting, for review. A copy is on file.
5. FY2013 and FY2014 Incentive Compensation – Mr. McElroy provided information on the potential payout of the FY2013 Incentive Compensation Plan, which included stretch goals. The FY2014 Incentive Compensation Plan is on today's agenda for Board consideration.
6. Appointed Compensation Study Implementation – Mr. McElroy advised the Board that the Towers/Watson Appointed Compensation Study will be completed next month and will be used to develop the matrix to bring current salaries into alignment with the market.
7. St. John's County Interlocal Agreement – Mr. McElroy advised the Board that staff is available to meet with each Member individually to review history and answer questions regarding Interlocal Agreements.
8. Mayor Brown: Confirmed to attend July 16, 2013 Pre-Board Briefing.
9. District Energy System Preliminary Official Statement – Will be distributed for review today.
10. Certificate as to Public Meetings for District Energy Systems – Signatures are required and documents will be available immediately following the Board meeting.
11. Post-Board Workshop – Change Management, Confronting Reality, Strategic Objectives and Enterprise Strategic Initiatives will be held immediately following the regular Board meeting on the 19th floor to conclude by 2:00 P.M. Lunch will be provided.
12. Upcoming Events – Schedule of upcoming JEA and Board related events were reviewed. A copy is in the meeting file.

With no action taken and no further business claiming the attention of the Board, the Pre-Board Briefing was adjourned at 9:30 AM and the Board moved to the 8th Floor Board Meeting Room for the regularly scheduled meeting.

The JEA Board met in regular session on Tuesday, May 21, 2013, in the 8th Floor Board Meeting Room, 21 W. Church Street, Jacksonville, Florida. Present were Mike Hightower, Ron Townsend, Helen Albee, Lisa Strange Weatherby, Peter Bower and Wyman Winbush. Cynthia Austin participated telephonically.

Agenda Item I – Welcome

- A. The meeting was **called to order** at 9:32 AM by Chair Hightower.
- B. A **Moment of Reflection** was observed by all.
- C. The **Pledge of Allegiance** was led by Mr. Winbush.
- D. **Adoption of Agenda** –The agenda was approved on **motion** by Mr. Townsend and second by Ms. Strange Weatherby.
- E. The **Safety Briefing** was given by Paul Steinbrecher, Director Permitting and Regulatory Conformance and Randy Stroupe, Director Electric Production.

Agenda Item II – Presentations and Comments

- A. **Lineman Awards – Ron Kersten, Manager Distribution Maintenance presented the following awards to the Board:**
 - 1. Perfect Score at the 13th Annual American Public Power Association (APPA) Lineworkers Rodeo in Kissimmee, FL – Mr. Kersten presented a plaque to JEA's Team # 117, recognizing them for achieving a perfect score at the APPA Rodeo in April. Team members included Robert Hess, Brian Gregg, Alan Singley and Tracy Haas.
 - 2. 13th Annual Florida Municipal Electric Association (FMEA) Lineman Competition in Jacksonville, FL – Mr. Kersten thanked the Board for the opportunity to recognize JEA's participants and for the opportunity to host the event. Mr. Kersten recognized Ricky Erixton, Director Electric Transmission and Substation Maintenance, for his leadership in coordinating this event across internal functions as well as with other Jacksonville agencies within a limited timeframe. JEA stepped up to host this event when the original hosting utility had to cancel. After pointing out the trophies (hardware) JEA brought home from this competition, Mr. Kersten introduced each team member in the audience: David Poncher, Mike Corbitt, Robert Hess, Brian Gregg, JJ Sabo, Greg Johnson, Pat Banks, Clay Cook, and Lonnie Barr, and acknowledged others not able to attend today's meeting: Jeremy Whittemore, Dan Prescott, Larry Sparks, Alan Singley, Tommy Hayes, and Gary Griffin. Afterward, members of Team 108, "The Dream Team", (Corbitt, Hess, Gregg, and Whittemore) presented the Board with a check in the amount of \$3,000.00 for their first place finish in the Journeyman competition.
- B. **Arbor Day Foundation Tree Line USA Utility Award and Tree Trimming Education** – Mike Robinson, Forester, introduced team members, Kim Wheeler, Joe Anderson, Scott Souder, Joe Dunbar, Landall Bemby, Paul Traylor, and Greg Preston. Mr. Robinson reviewed the Best Management Practices that JEA met to receive this award. This is the second consecutive year JEA has earned this designation.

Mr. Robinson then briefly covered JEA's tree trimming goals and explained why and how JEA addresses tree trimming and vegetation management.

- C. **United Way Tour of Thanks** – Melissa Fulmore-Hardwick, Manager Business Analyst Oracle and United Way Chair, introduced Alecia Givens, Resource Development Manager, United Way and Kim Namey, Vice President, Resource Development, United Way. Ms. Givens and Ms. Namey provided a presentation on JEA's 2013 United Way Campaign which raised over \$357,934 through employee contributions and fund raising efforts.
- D. **Comments from the Public** – none
- E. **Council Liaison's Comments** – Council Member Stephen Joost was not present.

Agenda Item III – For Board Consideration

- A. **Consent Agenda** – used for items that require no explanation, discussion or presentation and are approved by one motion and vote. Upon **motion** by Mr. Townsend and second by Ms. Strange Weatherby, item 1 on the Consent Agenda was unanimously approved and items 2, 3, 4, 5, and 6 were received for information.
 - 1. Approval of Board Meeting Minutes April 16, 2012 – approved.
 - 2. Team Resistance Robotics Update – received for information.
 - 3. Monthly JEA Operations Report – received for information.
 - 4. Monthly Financial Review – received for information.
 - 5. Monthly FY13 Communications & Community Outreach Plan Update – received for information.
 - 6. JEA FY13 Community Engagement Calendar – received for information.
- B. **Strategic Discussions/ Action**
 - 1. FY2013 Pay for Performance Plan – On **motion** by Mr. Townsend and second by Ms. Strange Weatherby, the Board unanimously approved the Performance Pay Program for the remainder of the current fiscal year using the three metrics of Safety, O&M Budget, and Customer Satisfaction and authorized the CEO to develop the framework for a proposed performance program for FY2014, to be presented along with the budget. If JEA employees meet the Safety, O&M, and Customer Satisfaction goals, the estimated savings would be \$23.2M, with a payout of less than \$3M.
 - 2. Bi-Monthly Operations Presentation
 - a. Mike Brost, VP/GM Electric Systems reviewed the operations metrics results through April 30, 2013 relating to the Customer Satisfaction Initiative, Safety metrics and Electric System performance objectives.
 - b. Brian Roche, VP/GM Water & Wastewater Systems reviewed Water and Wastewater performance objective results and provided details on construction impact on treatment efficiency at the Buckman Wastewater Treatment Facility. Buckman Biological Nutrient Removal improvements will be completed by calendar year end 2013.

At 10:42 a.m., Ms. Austin excused herself telephonically from the meeting following the Operations presentation.

3. FY2014 Budget Presentation – Melissa Dykes, Chief Financial Officer, provided an executive summary, including key strategic initiatives and major budget assumptions for the FY2014 operating and capital budget, which will be presented to the Board for final approval at the June meeting. Budget assumptions include no Electric or Water and Sewer rate adjustments in FY2014 and financial metrics that are within Pricing Philosophy guidelines.

C. **Other New Business** – none

D. **Old Business** – none

Agenda Item IV – Reports

- A. **Finance and Audit Committee Report** – Committee Chair, Ron Townsend reviewed the most recent Finance and Audit Committee Agenda, bringing items to the Board for action and information.
1. Approval of Minutes from March 11, 2013 meeting – On **motion** by Mr. Hightower and second by Mr. Bower, the minutes were unanimously approved.
 2. FY2014 Budget Presentation – was received for information and will be brought for final Board approval at the June 18, 2013, scheduled Board meeting.
 3. Audit/ERM – Quarterly Update – received for information.
 4. Ethics Officer Quarterly Report – received for information.
 5. Treasury Services Activities
 - c. Electric System and Water and Sewer System Reserve Fund Quarterly Report – received for information.
 - d. JEA Refunding Update Including Pricing Results of JEA Electric System Revenue Bonds, Series Three 2013B and Subordinated Revenue Bonds, 2013 Series C – received for information
 - e. Resolution Authorizing the Issuance of Additional Electric System Refunding Debt – Ms. Strange Weatherby declared a conflict of interest and filed Form 8B Memorandum of Voting Conflict for County, Municipal, and other Local Public Officers. A signed copy is in the meeting file. On **motion** by Mr. Hightower and second by Mr. Bower, the Board unanimously adopted Resolution 2013-07 and authorized the Managing Director/CEO to take any and all actions required to request City Council to approve the debt authorized pursuant to the authorizing resolution.
 - f. JEA Early Debt Retirement Strategy – on **motion** by Ms. Albee and second by Mr. Hightower, the Board unanimously delegated to the Managing Director/CEO and Chief Financial Officer, the authority to approve and execute all related actions necessary for the early retirement of debt for the Electric System, St. Johns Power Park System, Bulk Power Supply System, Water and Sewer System, and District Energy System, subject to the Annual Budget and related Budget Ordinance.
 - g. JEA FY2012 Annual Disclosure Report for Water and Sewer System and District Energy System – On **motion** by Ms. Strange Weatherby and second by Mr. Hightower, the board unanimously authorized and approved (i) the FY2012 Annual Disclosure Report for Water and Sewer System and District Energy

System in substantially the form submitted, and such changes as are approved by the Managing Director/CEO of JEA and (ii) the filing and use of the Annual Disclosure Report, as described.

- h. JEA FY2013 Debt Parameter Resolutions for Water and Sewer System 2013 Series A and 2013 Series B and Subordinated 2013 Series A Refunding Bonds – Ms. Strange Weatherby declared a conflict of interest and filed Form 8B Memorandum of Voting Conflict for County, Municipal, and other Local Public Officers. A signed copy is in the meeting file. On **motion** by Ms. Albee and second by Mr. Hightower, the Board unanimously approved and adopted Resolution 2013-8 and Resolution 2013-9 to provide the Managing Director/CEO the authorization to price and execute the Water and Sewer System Revenue Bonds, 2013 Series A and 2013 Series, and Water and Sewer System Subordinated Revenue Bond, 2013 Series A fixed rate refunding transactions within the stated parameters.
 - i. Water and Sewer Bond Resolution Amendments Relating to Surety Policies and Investments – received for information.
 - j. Resolution 2013-06: Revising Delegation Criteria to Refund the District Energy System Bonds – Ms. Strange Weatherby declared a conflict of interest and filed Form 8B Memorandum of Voting Conflict for County, Municipal, and other Local Public Officers. A signed copy is in the meeting file. On **motion** by Ms. Albee and second by Mr. Bower, the Board unanimously approved and adopted Resolution 2013-06 that will provide the Managing Director/CEO with the ability to determine whether to issue all or a portion of the 2013 Series A Bonds as Federally Taxable Bonds.
- 6. Florida Public Utilities Base Rate Adjustment – was received for information and will be brought to the full Board in June 2013 for action.
 - 7. Chief Information Officer Report – was received for information.
 - 8. Update on District Energy System Service of Shands Hospital – was received for information.
 - 9. Committee Discussion Sessions
 - a. The Committee met with Doris Champ, Director Audit Services.
 - b. The Committee met with Mike Pattillo, Ernst & Young.
 - c. Council Auditor's Office representatives were not present to meet with the Committee.
 - 10. Announcements
 - 11. Next Meeting, August 12, 2013, 8:00 AM
- B. Managing Director/CEO's Report** – Mr. McElroy remarked to Members that during the Strategic Planning Initiatives Workshop they might notice one initiative is Developing Unbeatable Talent. The hardware and success of JEA's linemen and apprentices at recent competitions is one example of reaching that goal, as is the recognition for Tree Trimming Excellence and the success and generosity of employees during the United Way Campaign.
- C. Chair's Report** – none

Agenda Item V – Closing Considerations

A. Announcements – Ms. Albee commended Mr. McElroy and staff, specifically Kris Rosenhauer, for responding to and working with Springfield Preservation and Revitalization Council (SPAR) to address recent issues.

B. Adjournment

With no further business claiming the attention of the Board, Chair Hightower adjourned the regular meeting at 11:00 A.M.

Following a brief break, Board members and staff relocated and gathered at 11:15 A.M. on the 19th floor for a Post-Board Workshop on JEA's Strategic Plan – Confronting Reality. Present were Mike Hightower, Ron Townsend, Lisa Strange Weatherby, Peter Bower, Helen Albee, Wyman Winbush and Paul McElroy. Ms. Austin was able to join the meeting as noted below. Staff included Mike Brost, Brian Roche, Ted Hobson, Angie Hiers, Wanyonyi Kendrick, Melissa Dykes, Monica Whiting, Vickie Cavey, Nancy Kilgo, Wayne Young, Shelia Pressley, Bruce Doueck, Bruce Dugan, Steve McInall, and Karl Hankin. Bill Kemp, Managing Director, Economists.com and Dr. Robert Miles, President, Corporate Transformation Resources, LLC, were the presenters.

Mr. Kemp reviewed the Strategic Planning Flowchart where Strategic Assessment is close to completion. Today's workshop should result in Board validation of steps taken to date, moving towards Strategy Launch in June and the initialization of Strategy Execution by September 2013. Workshops are scheduled for Board validation in July (Enterprise Strategic Initiatives) and September (Performance Targets and Budgets).

With interactive discussion, Mr. Kemp led the group through Confronting JEA's Business Reality by reviewing the External Change Drivers identified during February's Vision 2025 Workshop, as well as the results of Benchmarking and Performance Assessments accomplished through sessions with the Extended Senior Management Teams from each business area: Electric Systems, Water Systems, Shared Services, Customer Experience, Compliance, Finance, Human Resources, Public Affairs, Technology Services and JEA Capability Gaps.

Ms. Austin joined the workshop at 12:4 PM, during the above Technology Services discussion.

Vickie Cavey provided a strawman of JEA's refreshed Mission, Vision, Strategic Objectives and Values for discussion and feedback. A final version will be presented for approval by July.

Dr. Miles reviewed, and the attendees discussed the results of Change Readiness and Organizational Effectiveness interviews held with all officers and selected directors with long JEA experience. Information gathered will provide insight on challenges of managing strategic change at JEA and highlight any issues that should be addressed on the internal dynamics of JEA's leadership team.

A strawman of three strategic initiatives; Win Customer Loyalty, Deliver Business Excellence and Develop an Unbeatable Team were discussed.

The next step, Operationalizing the Initiatives, was reviewed by Dr. Miles. This will be accomplished through Accelerated Corporate Transformation (ACT). Important outcomes from ACT include:

- Clearly understood strategic vision and direction
- Focused, aligned and engaged organization
- Robust and effective management process
- Enduring shift in culture and leadership practices

Following a wrap-up and review, and with no further business claiming the attention of the Members, the Post-Board Workshop was adjourned at 2:00 P.M.

APPROVED BY:



SECRETARY

DATE: _____

6/18/13

Board Meeting recorded by:



Jeanne Ryan
Executive Assistant

FORM 8B MEMORANDUM OF VOTING CONFLICT FOR COUNTY, MUNICIPAL, AND OTHER LOCAL PUBLIC OFFICERS

| | | | |
|-------------------------------------------------------------|-----------------|----------------------------------------------------------------------------------------------------------------------|--|
| LAST NAME—FIRST NAME—MIDDLE NAME Weatherby, Lisa Strange | | NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE JEA Board | |
| MAILING ADDRESS 21 W. Church Street | | THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF: | |
| CITY Jacksonville | COUNTY Duval | <input checked="" type="checkbox"/> CITY <input type="checkbox"/> COUNTY <input type="checkbox"/> OTHER LOCAL AGENCY | |
| DATE ON WHICH VOTE OCCURRED 5/21/2013 II-A-5h | | NAME OF POLITICAL SUBDIVISION: | |
| | | MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE | |

WHO MUST FILE FORM 8B

This form is for use by any person serving at the county, city, or other local level of government on an appointed or elected board, council, commission, authority, or committee. It applies equally to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing the reverse side and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

A person holding elective or appointive county, municipal, or other local public office **MUST ABSTAIN** from voting on a measure which inures to his or her special private gain or loss. Each elected or appointed local officer also is prohibited from knowingly voting on a measure which inures to the special gain or loss of a principal (other than a government agency) by whom he or she is retained (including the parent organization or subsidiary of a corporate principal by which he or she is retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. Commissioners of community redevelopment agencies under Sec. 163.356 or 163.357, F.S., and officers of independent special tax districts elected on a one-acre, one-vote basis are not prohibited from voting in that capacity.

For purposes of this law, a "relative" includes only the officer's father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with the officer as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

ELECTED OFFICERS:

In addition to abstaining from voting in the situations described above, you must disclose the conflict:

PRIOR TO THE VOTE BEING TAKEN by publicly stating to the assembly the nature of your interest in the measure on which you are abstaining from voting; *and*

WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

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