



Tax ID No. 94-1311126

Lynne Rhode
JEA
21 West Church Street (T-16)
Jacksonville, FL 32202

December 10, 2019
Invoice No. 8307976
Client No. 047455
Matter No. 0000003
Stephen B. Amdur
(212) 858-1000

For Professional Services Rendered and Disbursements Incurred through November 30, 2019

<u>Matter Name</u>	<u>Services</u>	<u>Disbursements</u>	<u>Balance Due</u>
Special Project	\$ 573,963.50	\$ 529.04	\$ 574,492.54
Total This Invoice:	\$ 573,963.50	\$ 529.04	\$ 574,492.54

Current charges only. Time and disbursements not yet recorded will be included in future invoices.

Prior Invoices Outstanding

<u>Invoice Number</u>	<u>Date</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total Prior Outstanding</u>
8298978	10/31/19	\$805,831.15	\$0.00	\$805,831.15
8305458	11/26/19	591,424.59	0.00	591,424.59
Total Prior Outstanding		\$1,397,255.74	\$0.00	\$1,397,255.74
Total Amount Outstanding				\$1,971,748.28

Pillsbury Winthrop Shaw Pittman LLP
31 West 52nd Street - New York, NY - 10019
Due Upon Receipt
Remittance Address
P.O. Box 30769 . New York, NY 10087-0769

Special Project

For Professional Services Rendered and Disbursements Incurred Through November 30, 2019

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
M. F. Dottori	11/01/19	Review and brief comments on APA.	0.50
S. L. Fowler	11/01/19	Review and research related to due diligence antitrust sensitivity.	0.40
J. D. Hutchings	11/01/19	Preparation of Billing and Collections Services Agreements and Schedules.	4.20
S. Vavro	11/01/19	Call with Hammond re additional JEA agreements; prepare email; doc room/review agreements.	1.50
A. D. Weissman	11/01/19	Option 1 agreements, structure issues.	6.00
V. C. Zabielski	11/01/19	Review provisions relating to transmission and distribution in this iteration of the Franchise Agreement Term Sheet; Provide comments; Update transmission services term sheet; Emails re: same with S. Vavro, S. Fowler, and A. Weissman. Continue research and work on transmission and distribution term sheets.	4.20
J. D. Hutchings	11/02/19	Preparation of Billing and Collections Services Agreements and Schedules.	1.80
S. L. Fowler	11/03/19	Review of data room to identify any additional missing agreements or related documents.	0.20
M. F. Dottori	11/04/19	Review of on Billing and Collections term sheet; internal discussion and Q&A calls with JEA term; brief review of updated Billing and Collections MSA and exhibits; comment on explanatory transmittal of Billing & Collections Term Sheet.	2.20
S. L. Fowler	11/04/19	Review agreements in the data room to determine potential regulatory issues impacting transfer; call to discuss ancillary agreement drafts; review data room to determine scope for antitrust review.	6.00
S. Vavro	11/04/19	Call with Hammond/Neely/fowler re missing agreements/memo update; update agreement summary; review comments on term sheets; research PPA payment terms and components.	4.00
A. D. Weissman	11/04/19	Option 1 agreements.	7.00
V. C. Zabielski	11/04/19	Review comments; Continue drafting distribution services term sheet; Emails re: same with S. Vavro re: same. Research content for distribution term sheet. Call with S. Vavro.	6.00
M. F. Dottori	11/05/19	Internal discussions to coordinate Term Sheet meetings; review of documents in data room; prepare template internal Doc Tracker for use in tracking Term Sheet and Ancillary	2.20

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		Document status and coordinate same with S. Fowler; discuss B&C terms with J. Cochrane; brief review of responses to TSA term sheet comments for integration with B&C Agreement package; review and respond to comments on B&C Term Sheet.	
B. A. Ericson	11/05/19	Telephone call; litigation assessment.	1.20
S. L. Fowler	11/05/19	Review agreements in the data room; review of and correspondence re: ancillary agreements; input/oversight of JEA data room corporate document review.	6.50
S. Vavro	11/05/19	Update agreement review memo; comments on draft distribution term sheet; list of system operations activities; outline of Vogtle charge memo.	4.00
A. D. Weissman	11/05/19	Option 1 agreements.	4.50
A. D. Weissman	11/05/19	Litigation risk document.	2.00
V. C. Zabielski	11/05/19	Review language regarding partitioning matters, emails with S. Vavro and S. Fowler re: same; Research re: same; Review comments on Transmission term sheet, draft responses to same, circulate to team for comment; Research in support of same; Respond to questions; Finish first draft of distribution term sheet and circulate for comment.	8.50
M. F. Dottori	11/06/19	Review Management Presentation and Disclosure Schedule Letter; review additional internal comments on B&C Term Sheet; internal email exchanges regarding questions and comments on Term Sheet and rate design.	1.10
S. L. Fowler	11/06/19	Schedule calls to discuss term sheet drafts; review distribution agreement term sheet; review of data room and oversight of clean team review.	7.20
J. D. Hutchings	11/06/19	Comments on billing and collections term sheet.	0.50
S. Vavro	11/06/19	Update Vogtle charge memo; review draft term agreements; team emails.	2.50
A. D. Weissman	11/06/19	Option 1 agreements, calls.	6.50
A. D. Weissman	11/06/19	Litigation risk document.	3.00
V. C. Zabielski	11/06/19	Review comments on distribution term sheet; Update TS to team for review; Review memo on System Coordination Term Sheet, emails with re: same; Research in support of system coordination agreement; Review agenda for call and prepare for call; review documents in data room.	8.00
M. F. Dottori	11/07/19	Conference call with JEA team to work through B&C Term Sheet and comments thereon; attend weekly regulatory update call; prepare revisions to Term Sheet; comments on updated tracker for use with Ancillary Documents/Term Sheets; multiple email exchanges reviewing and responding to process points (updating Term Sheets, preparation of initial drafts of Ancillary Documents, status reporting using	3.40

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		Doc Trackers, etc.).	
B. A. Ericson	11/07/19	Review and analyze PPA and pleadings.	5.50
S. L. Fowler	11/07/19	Schedule calls to discuss term sheet drafts; review ancillary term sheets; call with JEA to discuss data room review; research to update regulatory memo re: natural gas laterals.	7.90
S. Vavro	11/07/19	Team call re B&C terms; weekly regulatory call; research system ops activities; draft outline.	4.00
A. D. Weissman	11/07/19	Regulatory issues, update call, option 1 agreements.	8.00
V. C. Zabielski	11/07/19	Continue drafting term sheets; Prepare for call; Emails re: same; Review comments on term sheet, begin updating termsheet in response to comments.	6.50
M. F. Dottori	11/08/19	Revise Billing & Collections term sheet based on call and prepare for call with JEA team; lead call with JEA to conclude first run discussion of Billing and Collections Term Sheet; follow-up discussion with S. Fowler regarding updates to the Billing & Collections term sheet; review updated Ancillary Doc Tracker; brief review of Negotiation rules.	3.40
B. A. Ericson	11/08/19	[REDACTED]	2.20
S. L. Fowler	11/08/19	Calls with JEA to discuss term sheet drafts; review of ancillary agreement term sheets; coordination of ancillary drafts.	8.50
S. Vavro	11/08/19	Call with Zabielski re system op/coordination outline; call with team re transmission term sheet; call with team re B&C agreement.	3.00
A. D. Weissman	11/08/19	Option 1 agreements.	9.00
V. C. Zabielski	11/08/19	Lead call to work through questions and discussion points related to the Transmission Agreement term sheet to help facilitate next step drafting; Discuss questions and discussion points on the Distribution Agreement term sheet; Continue research and drafting of term sheets.	6.90
M. F. Dottori	11/09/19	Prepare summary of key takeaways on terms and structure of B&C contract package following yesterday's call; comments on Doc Tracker.	0.80
A. D. Weissman	11/10/19	Work on agreements, PSC issues.	5.20
M. F. Dottori	11/11/19	Internal discussion on B&C Term Sheet and prepare updates to the same; conference call with Pillsbury team to discuss rate design and assumptions for addressing same in Vogtle charge in Consolidate Bill, Billing Determinants and points to be addressed in B&C and APA; brief review of tariff sheet (model) sent by S. Vavro following meeting.	1.80
S. L. Fowler	11/11/19	Call on rate design; communication with drafters re: time	7.40

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		frame and open issues; communication re: antitrust review; review JEA data room re: antitrust.	
J. D. Hutchings	11/11/19	Conference call regarding JEA rate setting.	1.40
S. Vavro	11/11/19	Review trans and system coordination agreement drafts; team call on rate and charge model.	2.50
A. D. Weissman	11/11/19	Option 1 agreement.	7.40
V. C. Zabielski	11/11/19	Finalise TSA term sheet, incorporating changes from call with client; draft of System Coordination Agreement term sheet; continue drafting transmission services agreement.	8.90
M. F. Dottori	11/12/19	Prepare consolidated notes version of B&C Term Sheet reflecting JEA team discussions, comments, responses and action items; two internal calls to discuss B&C services, approach to charges and need for APA covenant (pre-Close transition); review JEA Billing Credit & Collection (Residential/Commercial) and Billing policies to inform preparation of service descriptions; continue drafting Schedule A (services) to B&C Agreement; brief review of Radey comments on B&C Term Sheet.	3.00
S. L. Fowler	11/12/19	Call to discuss franchise agreement term sheet; call to discuss PSC concerns; email to G. Baker re: missing agreements from the document room; review of data room re: antitrust.	6.80
J. D. Hutchings	11/12/19	Work on Billing and Collections Services Agreement; call with M. Dottori regarding the same.	4.00
S. Vavro	11/12/19	Call with team re franchise agreement term sheet; meeting notes	1.00
A. D. Weissman	11/12/19	Franchise Agreements, other option 1 agreements.	7.30
V. C. Zabielski	11/12/19	Continue drafting Transmission Services Agreement; Emails re: TSA.	8.60
M. F. Dottori	11/13/19	Continued work on draft Services Schedule; review V. Blackshear comments on B&C Term Sheet; internal discussion regarding APA and Charges under B&C and related terms of B&C Agreement; review interim draft of B&C terms and conditions; review Pinnacle Billing Agreement for reference in preparing B&C contract package.	2.30
S. L. Fowler	11/13/19	Call to discuss data room and antitrust review; review of and coordination of ancillary term sheet drafts; call regarding and review of TEA information.	7.50
J. D. Hutchings	11/13/19	Prepare draft MSA and pricing schedule.	4.50
E. Kreis	11/13/19	Per S. Fowler, conduct research to find documents referred to in a JEA amended complaint.	2.50
S. Vavro	11/13/19	Team call on antitrust/TEA issues; call with Fowler re outstanding agreements/memo update.	2.50
A. D. Weissman	11/13/19	IPO issues, PSC, co-op, T&D, billing and collection.	6.70

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
V. C. Zabielski	11/13/19	Continue drafting Transmission Services Agreement; Review comments to B&CA term sheet, emails re: same. Review and incorporate comments on term sheets.	4.90
S. B. Amdur	11/14/19	Coordination and calls with client and team; review and comment on draft documentation.	7.30
D. S. Baxter	11/14/19	Discuss matter with J. Hutchings; follow-up discussions internally re same; analyze questions regarding bankruptcy remoteness, including by reference to precedent servicing agreements; provide suggestions re changes to billing and collections servicing agreement regarding same.	4.00
M. F. Dottori	11/14/19	Discussion with V. Zabielski regarding transitional elements of the T&D and Billing & Collections Agreement, together with common terms across Ancillary Contract package; internal discussion with J. Hutchings regarding remittance and account provisions in Billing & Collections Agreement and terms to mitigate bankruptcy-related risks; review team feedback on Billing & Collections Term Sheet; work on Billing Service Description; weekly regulatory call with team; telephone call with E. Rojas regarding tax considerations under the Billing & Collections Agreement; brief review of APA and Territorial Agreement; Pillsbury M&A/regulatory team call to work through preparation and coordination of APA and Ancillary Agreement.	6.40
S. L. Fowler	11/14/19	Call to discuss franchise agreement term sheet; regulatory update call; coordination with corporate group on data room review; review and research B&C related agreements; review revised APA; call with G. Baker re: adding interconnection/interchange agreements to the document room.	10.70
J. D. Hutchings	11/14/19	Prepare draft MSA and pricing schedule; meetings with M. Dottori regarding the same; weekly regulatory call; conference call with Pillsbury team regarding document status.	6.00
L. B. LoBue	11/14/19	Conduct analysis.	0.50
S. Vavro	11/14/19	Call with team re franchise agreement; weekly regulatory status call; meeting notes; review draft purchase and sale agreement.	2.50
A. D. Weissman	11/14/19	Review APA, co-ops issues, franchise agreement, weekly update call.	10.20
V. C. Zabielski	11/14/19	Continue drafting Transmission Agreement, Distribution Agreement and System Coordination Agreement. Review and comment on Asset Sale Agreement. Telecon with M. Dottori.	11.10
D. S. Baxter	11/15/19	Consider follow-up questions re bankruptcy remoteness	0.50

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		matters and provide responses to same.	
M. F. Dottori	11/15/19	Email exchanges with team regarding various issues and questions on the Ancillary Documents, including Billing Determinants, contract governance regime, securitization points, indemnity coverage from Newco, treatment of all Newco fees in B&C agreement; review and comment on recommended bankruptcy remoteness provisions of the B&C terms and conditions; brief review of Fidelity Express Walk-In Payment agreement to assess applicability to B&C services; revisions to Schedule A (Services overview and related cross-functional terms); update Collections service description.	2.60
S. L. Fowler	11/15/19	Communication with L. LoBue re: risk review of ROFR; research of COJ and Community Commitment issues; coordination/review/communication re: TSA and APA; call on Draft Supporting Materials; research/communication re: B&C agreement.	7.60
J. D. Hutchings	11/15/19	Call with E. Rojas regarding billing and collections term sheet; prepare draft Billing and Collections Services Agreement and related Schedules.	4.70
L. B. LoBue	11/15/19	Conduct analysis.	4.50
R. Neely	11/15/19	Reviewing questions and beginning research on questions relating to Project J's PPAs, bond offerings, bond indentures, and DOE loan guarantees for the JEA interest in Vogtle 3 & 4.	0.80
S. Vavro	11/15/19	Review draft TSA; review comments on draft term sheets.	1.00
A. D. Weissman	11/15/19	Work on agreements, IPO issues, telephone calls with V. Nunnes re APA.	8.50
V. C. Zabielski	11/15/19	Finalise draft of Transmission Agreement, harmonize with Purchase and Sale agreement; Emails re: same.	8.10
J. D. Hutchings	11/16/19	Revisions to Billing and Collections Services Agreement.	1.20
A. D. Weissman	11/16/19	IPO issues.	0.60
M. F. Dottori	11/17/19	Email exchanges with E. Rojas concerning comments on Term Sheet with focus on factoring; review action item responses from JEA team on Term Sheet; continued work on Services Schedule (Schedule A-1).	2.50
S. L. Fowler	11/17/19	Communication and coordination re: updates to B&C and System Coordination Agreement term sheet.	0.40
R. Neely	11/17/19	Continuing research on questions relating to Project J's PPAs, bond offerings, bond indentures, and DOE loan guarantees.	2.00
A. D. Weissman	11/17/19	Option 1 agreements.	1.20
D. S. Baxter	11/18/19	Review correspondence re financing statement matters relating to bankruptcy remoteness.	0.30

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
M. F. Dottori	11/18/19	Review Billing Determinant feedback from S. Vavro; review updated JEA team comments on B&C Term Sheet; prepare and send for internal review revised draft of Schedule A package for B&C Agreement; brief review of updated Territorial Agreement for alignment of terminology; review and prepare comments on Charges schedule to B&C Agreement; internal emails regarding status of Ancillary Document preparation; discuss comments and changes to B&C Agreement and touchpoints with covenants in APA with J. Hutchings; conference call with E. Rojas to work through factoring and guidelines for protecting tax treatment.	3.20
S. L. Fowler	11/18/19	Call to discuss distribution agreement term sheet; schedule call to discussion system coordination agreement; revise, post, and distribute transmission agreement; antitrust review of documents; research related to FPSC securities regulations.	8.90
J. D. Hutchings	11/18/19	Further work on Billing and Collections Services Agreement and Schedules.	4.40
R. B. Ross	11/18/19	Review FERC jurisdiction to review IPO structure elements.	0.80
S. Vavro	11/18/19	Call with team re agreement memo; call with team re distribution agreement term sheet; review comments on draft agreements/term sheets; reserve capacity notes.	2.50
A. D. Weissman	11/18/19	Work on DSA, billing determinations, MS IPO draft presentation, research Florida PUC code provisions on issuance of securities, coordinate document production.	12.50
V. C. Zabielski	11/18/19	Continue drafting System Coordination Agreement; Telecon with Client re: distribution agreement; Incorporate comments; Emails with team members re: same. Emails with E. Rojas re: tax provisions in agreements. Incorporate comments into TSA.	11.60
M. F. Dottori	11/19/19	Call with deal team to discuss progress and status of preparation of Ancillary Documents and projected time line; finalize Billing & Collections Agreement contract package with focus on MSA, harmonizing Schedule A-1 (Service Descriptions) with the MSA and Schedule B (SLAs); discussion of final pre-circulation points on the same with J. Hutchings; review latest draft of APA.	4.90
B. A. Ericson	11/19/19	Continue to review pleadings.	1.70
S. L. Fowler	11/19/19	Call to discuss ancillary agreement status; call to discuss system coordination agreement term sheet; antitrust review; review distribution agreement.	8.10
J. D. Hutchings	11/19/19	Finalize draft Billing and Collections Services Agreement and Schedules.	2.60
R. Neely	11/19/19	Continuing research on questions relating to Project J's	3.30

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		PPAs, bond offerings, bond indentures, and DOE loan guarantees.	
R. B. Ross	11/19/19	Continue research on FERC authorizations for IPO structuring.	0.70
S. Vavro	11/19/19	Call with team re system coordination term sheet; meeting notes; review draft distribution agreement; review TEA agreements.	2.50
A. D. Weissman	11/19/19	Review revised APA, IPO call, telephone call with M. Dyhen, review SCA, TSA, discuss tax issues with Ed Rojas, coordination of document review, billing determinations, DSA	13.40
V. C. Zabielski	11/19/19	Continue drafting System Coordination Agreement; Review comments on term sheets, prepare for and lead telecon with Client and consultants re: same; Incorporate comments. Update sections of TSA and DSA to ensure consistency.	11.50
M. F. Dottori	11/20/19	Updates to Schedule B to B&C Agreement; respond to emails regarding status of document preparation.	0.40
S. L. Fowler	11/20/19	Coordination re: revised ancillary agreement drafts and red team review; antitrust review of electric system folder.	6.50
R. Neely	11/20/19	Completing research on questions relating to Project J's PPAs, bond offerings, bond indentures, and DOE loan guarantees for the JEA interest in Vogtle 3 & 4.	1.80
R. B. Ross	11/20/19	Continue research FPA 203/204 issues for IPO timing.	0.50
S. Vavro	11/20/19	Review draft system coord agreement; review current agreement drafts; draft TEA insert.	2.00
A. D. Weissman	11/20/19	Co-op preparation, IPO call, FTI comments on billing, collection agreements, emails with M. Dottorio and J. Hutchings, further work on tax issues.	8.80
V. C. Zabielski	11/20/19	Finalize System Coordination Agreement; Update Distribution Services and Transmission Services Agreements based on telecon with team.	10.30
M. F. Dottori	11/21/19	Review and prepare internal discussion points on comments on the Billing & Collections Agreement comments from JEA team; review and prepare high level comments on Transmission Agreement, Distribution Agreement; weekly call with JEA Regulatory team; review updated drafts (and comments on) Franchise Agreement, Territorial Agreement and APA.	3.30
S. L. Fowler	11/21/19	Coordination and review of ancillary agreements; correspondence re: SJRPP status.	1.30
J. D. Hutchings	11/21/19	Review other ancillary agreements; weekly regulatory call.	1.20
R. Neely	11/21/19	Research relating to Project J Bonds, Series 2019A regarding security interests in the Project J MEAG/Vogtle PPA payments and JEA required annual disclosure statements.	1.00

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
S. Vavro	11/21/19	Weekly regulatory call; review auxiliary agreements and comments.	1.00
A. D. Weissman	11/21/19	IPO issues, regulation, update call, review co-op presentation, further work on co-op issues.	8.70
V. C. Zabielski	11/21/19	Review JEA's comments on territorial agreement, Franchise Agreement, DSA, TSA, Drafting.	3.90
M. F. Dottori	11/22/19	Review JEA comments on Billing and Collections Agreement; prepare high level list of key points for discussion on the same; participate in all hands call to work through APA and Ancillary Documents.	5.00
B. A. Ericson	11/22/19	Review documents on bond offerings and draft email with preliminary analysis and thoughts on next steps in fact investigation and research.	1.60
S. L. Fowler	11/22/19	Review and comment on current ancillary agreements; call to discuss APA and ancillary agreements.	7.20
J. D. Hutchings	11/22/19	All hands call to review documents.	4.80
R. Neely	11/22/19	Research on questions relating to Project J Bonds, Series 2019A regarding security interests in the Project J MEAG/Vogtle PPA payments and JEA required annual disclosure statements.	2.30
S. Vavro	11/22/19	Review comments on auxiliary agreements; team call; meeting notes.	1.50
A. D. Weissman	11/22/19	Review draft APA, APA conference call; JEA comments on SCA and billings collection.	4.20
S. L. Fowler	11/23/19	Correspondence and coordination related to ancillary agreement drafts.	0.20
J. D. Hutchings	11/23/19	Prepare revised drafts of main body of Billing and Collections Services Agreement and Schedule C thereto.	1.50
M. F. Dottori	11/24/19	Review and comment on B&C terms and conditions and Schedule C; revise Schedule A suite to conform to terms and conditions.	1.70
S. L. Fowler	11/24/19	Correspondence and review re: ancillary agreements.	0.50
J. D. Hutchings	11/24/19	Prepare revisions to Billing and Collections Services Agreement.	1.30
A. D. Weissman	11/24/19	Work on agreement description, review gas regulatory issues, FCC.	1.20
V. C. Zabielski	11/24/19	Revise and update agreements, email discussions re: same.	4.20
M. F. Dottori	11/25/19	Conference call to discuss TSA terms and alignment with B&C Agreement regarding pricing and payment terms; finalize B&C contract package forward for uploading to data room; email exchanges addressing client questions on B&C Agreement (factoring and contract structure); brief review of revised draft of APA.	2.80
S. L. Fowler	11/25/19	Review, comment, coordination re: ancillary agreements;	5.10

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		upload/review ancillary agreements; draft Schedule A section for APA.	
J. D. Hutchings	11/25/19	Calls regarding ancillary documents; finalize revisions to Billing and Collections Services Agreement.	1.80
R. Neely	11/25/19	Research and analysis of MEAG Annual Information Statement and JEA Annual Disclosure Statement for Electric System plus numerous other documents regarding questions relating to Project J Bonds, Series 2019A Questions related to security interests in the Project J MEAG/Vogtle PPA payments and JEA required annual disclosure statements. Summarized findings.	2.30
R. B. Ross	11/25/19	Review FERC rules regarding IPOs.	3.50
A. D. Weissman	11/25/19	Review next round of draft ancillary agreements, coordinate document review.	3.40
V. C. Zabielski	11/25/19	Call re: contract alignment. Revise TAS, SCA, and DSA.	6.80
M. F. Dottori	11/26/19	Review TSA, DSA and SCA to identify areas for harmonization across Ancillary Documents.	1.20
S. L. Fowler	11/26/19	Update data room folder re: current ancillary agreement staffs and redlines; review of comments and drafts; research natural gas pipeline jurisdictional status; review agreements in data room uploaded by G. Baker.	3.10
A. D. Weissman	11/26/19	Review A. Howard memo, SME instruction, status review of revised responses.	2.70
H. Worthington	11/26/19	Review of the System Coordination Agreement.	1.20
V. C. Zabielski	11/26/19	Incorporate comments on redlines.	4.30
M. F. Dottori	11/27/19	Internal call to discuss harmonization of B&C, TSA, DSA and SCA.	0.50
S. L. Fowler	11/27/19	Update data room folder re: current ancillary agreement staffs and redlines; call with and correspondence related to red team review.	2.20
J. D. Hutchings	11/27/19	Conference call with M. Dottori and V. Zabielski regarding harmonization of services agreements.	0.50
A. D. Weissman	11/27/19	Work on revised responses, executive summary, coordinate red team review.	7.40
H. Worthington	11/27/19	Review and harmonisation of transaction documents. Internal call and discussions.	3.30
V. C. Zabielski	11/27/19	Call with team to discuss harmonization of agreements; Continue drafting.	3.60
A. D. Weissman	11/28/19	Continued review of revised responses, work on scenario analysts.	2.70
H. Worthington	11/28/19	Review of the transaction documents and harmonisation. Updates to documents.	3.70
V. C. Zabielski	11/28/19	Review DSA, TSA, and SCA for consistency; discussions with team re: same; Drafting.	2.60

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
M. F. Dottori	11/29/19	Review and comment on harmonized drafts of TSA, SCA, DSA and B&C Agreements; review of FTI and M. Dykes comments on drafts of Ancillary Documents.	1.20
S. L. Fowler	11/29/19	Review and manage coordination of revised ancillary agreements in JEA data room and associated correspondence.	0.80
A. D. Weissman	11/29/19	Analyze revised responses, clarification requests.	7.20
H. Worthington	11/29/19	Final reviews of the transaction documents and finalising the harmonisation process in advance of uploading final form documents to data room.	1.80
V. C. Zabielski	11/29/19	Finalise drafts of DSA, TSA, and SCA; discussions with team re: same; Review and incorporate comments.	3.90
S. Vavro	11/30/19	Team emails/doc downloads.	0.30
A. D. Weissman	11/30/19	Continued review of revised responses.	6.20
V. C. Zabielski	11/30/19	Review comments on TSA, DSA, and SCA. Revising drafts to incorporate.	2.50
Total Hours:			641.30
Total Fees:			\$ 573,963.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>
S. B. Amdur	7.30
D. S. Baxter	4.80
M. F. Dottori	56.40
B. A. Ericson	12.20
S. L. Fowler	121.00
J. D. Hutchings	46.40
E. Kreis	2.50
L. B. LoBue	5.00
R. Neely	13.50
R. B. Ross	5.50
S. Vavro	38.30
A. D. Weissman	171.50
H. Worthington	10.00
V. C. Zabielski	146.90
Total:	641.30

Disbursements Incurred

<u>Date</u>	<u>Type</u>	<u>Description</u>	<u>Amount</u>
11/28/19	Document Processing	Summary	\$ 371.85
11/01/19	Meals - Working	Meal(s), NY, 52 Gu Sushi, J. Murphy	42.23
11/11/19	Meals - Working	Meal(s), NY, 52 Gu Sushi, J. Murphy	42.23
11/12/19	Meals - Working	Meal(s), NY, Souvlaki GR (Midtown) (W 56th St), J. Murphy	30.50
11/13/19	Meals - Working	Meal(s), NY, Toloache (W 50th St), J. Murphy	42.23
Total Disbursements:			\$ 529.04

Disbursement Summary

<u>Type</u>	<u>Amount</u>
Document Processing	371.85
Meals - Working	<u>157.19</u>
Total:	\$ 529.04

Total Due For Matter 0000003: \$ 574,492.54



Tax ID No. 94-1311126

Lynne Rhode
JEA
21 West Church Street (T-16)
Jacksonville, FL 32202

December 10, 2019
Invoice No. 8307976
Client No. 047455
Matter No. 0000003
Stephen B. Amdur
(212) 858-1000

Remittance Advice

Enclose this Remittance Advice for Proper Credit

<u>Matter Number</u>	<u>Services</u>	<u>Disbursements</u>	<u>Balance Due</u>
0000003	\$ 573,963.50	\$ 529.04	\$ 574,492.54
Total This Invoice:	\$ 573,963.50	\$ 529.04	\$ 574,492.54

Prior Invoices Outstanding

<u>Invoice Number</u>	<u>Date</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total Prior Outstanding</u>
8298978	10/31/19	\$805,831.15	\$0.00	\$805,831.15
8305458	11/26/19	591,424.59	0.00	591,424.59
Total Prior Outstanding		\$1,397,255.74	\$0.00	\$1,397,255.74
Total Amount Outstanding				\$1,971,748.28

Payable in U.S. Dollars upon receipt.

Payment Options:

For **payment by mail**, remit to: Pillsbury Winthrop Shaw Pittman LLP, P.O. Box 30769, New York, NY 10087-0769

For Electronic Payments including **Wire Transfer, ACH, and SWIFT Payments**, send to: JP Morgan Chase Bank NA, NY, NY; ABA# [REDACTED], for credit to Pillsbury Winthrop Shaw Pittman LLP, Account Number [REDACTED].

Please include our client, matter and invoice number for proper credit.

[Additional remittance information may also be forwarded to accountsreceivable@pillsburylaw.com]