



Tax ID No. 94-1311126

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

December 10, 2019
Invoice No. 8309050
Client No. 047455
Matter No. 0000005
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>
Contract Review Matters	\$ 283,715.00	\$ 0.00	\$ 283,715.00
Total This Invoice:	\$ 283,715.00	\$ 0.00	\$ 283,715.00

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>
8306003	11/26/19	\$484,848.35	\$0.00	\$484,848.35
Total Prior Outstanding		\$484,848.35	\$0.00	\$484,848.35
Total Amount Outstanding				\$768,563.35

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

Contract Review Matters

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

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
H. Heeter	11/01/19	Review and catalog employee diligence documents.	3.40
A. R. Milano	11/01/19	Review and provide comments and revisions regarding initial drafted terms of agreement.	0.90
H. Heeter	11/02/19	Review and catalog employee diligence documents.	3.60
H. McCartin	11/04/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	5.30
T. Powers	11/04/19	Manage diligence review.	0.40
M. Pudig	11/04/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	6.20
N. Aminolsharei	11/05/19	Attend daily call; attend VDR update call; discuss items to be sent to S. McInall.	0.80
N. Aminolsharei	11/05/19	Internal call	0.60
N. Aminolsharei	11/05/19	Conduct due diligence	1.20
H. McCartin	11/05/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	6.20
M. Pudig	11/05/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	7.70
J. E. Siekiersky	11/05/19	Work on matters.	1.20
N. Aminolsharei	11/06/19	Attend due diligence call, procurement call, and data room call.	1.20
N. Aminolsharei	11/06/19	Revise Working Group List; phone call with bankers; correspondence with team and provide blacklines; circulate to larger group.	0.70
N. Aminolsharei	11/06/19	Conduct due diligence	9.60
A. N. Calhoun	11/06/19	Work on matter.	7.20
M. Doster	11/06/19	Work on matter.	7.80
H. Heeter	11/06/19	Work on matter.	10.80
T. Powers	11/06/19	Manage material contract diligence; manage NDA review; review NDAs.	1.90
M. Pudig	11/06/19	Review material contracts in dataroom.	14.10
J. E. Siekiersky	11/06/19	Work on matters.	0.60
N. Aminolsharei	11/07/19	Attend daily call and weekly update call (internal); conduct due diligence; review NDA spreadsheet and discuss with T. O'toole NDAs that are currently active under which JEA has received confidential information; discuss with H. McCartin outstanding items in the data room.	9.50
A. N. Calhoun	11/07/19	Work on matter.	5.10
M. Doster	11/07/19	Work on matter.	7.50
H. Heeter	11/07/19	Work on matter.	10.70
H. McCartin	11/07/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	7.50

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
T. N. O'Toole	11/07/19	Finding material agreements associated with active Non-Disclosure Agreements.	4.20
M. Pudig	11/07/19	Review material contracts in dataroom.	9.30
A. N. Calhoun	11/08/19	Work on matter	4.30
M. Doster	11/08/19	Work on matter.	7.60
H. Heeter	11/08/19	Work on matter.	6.30
M. Pudig	11/08/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	6.20
J. E. Siekiersky	11/08/19	Work on matters.	1.00
H. Heeter	11/09/19	Work on matter.	7.00
M. Pudig	11/09/19	Review material contracts in dataroom.	3.50
M. Pudig	11/10/19	Review material contracts in dataroom.	3.60
N. Aminolsharei	11/11/19	Revise chart for outstanding documents and empty folders per T. Powers comments; follow up with all specialist firms and banks to provide comments; conduct due diligence on material contracts.	5.60
A. N. Calhoun	11/11/19	Work on matter.	7.30
M. Doster	11/11/19	Work on matter.	6.20
J. Glidden	11/11/19	Work on matter.	9.40
H. Heeter	11/11/19	Work on matter.	3.40
M. Pudig	11/11/19	Review material contracts in dataroom.	5.60
S. B. Amdur	11/12/19	Calls with client and team; review of background materials.	0.40
N. Aminolsharei	11/12/19	Attend daily call; Internal call; Call with S. McInall and banking teams; Coordinate and follow-up with Hopping Green, Carlton Fields, Pennington and JPM/MS teams on the empty folders chart and provide to S. McInall; conduct due diligence review of the material contracts; Provide summaries of the interlocal agreements; review and double-check to confirm the accuracy of reviews conducted by the contract attorneys; provide revised spreadsheet after confirmation/rereview to M. Pudig;	8.20
A. N. Calhoun	11/12/19	Work on matter.	2.00
M. Doster	11/12/19	Work on matter.	3.20
J. Glidden	11/12/19	Work on matter.	4.70
H. Heeter	11/12/19	Work on matter.	2.00
M. Pudig	11/12/19	Review material contracts in dataroom.	7.20
N. Aminolsharei	11/13/19	Attend daily call; Procurement call; Correspondence regarding questions about documents contained in district energy folders; continue due diligence on material agreements (double-checking folders/subfolders reviewed by contract attorneys).	8.70
J. Glidden	11/13/19	Work on matter.	1.00
M. Pudig	11/13/19	Review material contracts in dataroom.	1.00
J. E. Siekiersky	11/13/19	Work on matters.	1.00
S. B. Amdur	11/14/19	Calls with team; review of background materials; research and review of documentation.	1.00

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
N. Aminolsharei	11/14/19	Attend calls; Conduct due diligence on new PPAs uploaded to the data room; discuss next steps and outstanding items as well as respective deliverables with T. Powers and H. McCartin; correspondence with team on access to file sharing service and download of documents; correspondence with Pennington on questions from L. Rhode; review of questions on ITN and provide response.	9.50
A. R. Milano	11/14/19	Review and revise latest draft terms of agreement relating to labor and employment.	0.40
T. Powers	11/14/19	Manage material contracts review; manage community agreement review.	0.60
M. Pudig	11/14/19	Participate in calls with client and members of working group; review material contracts in dataroom.	4.40
J. E. Siekiersky	11/14/19	Work on matters.	3.50
S. B. Amdur	11/15/19	Calls with team.	0.60
N. Aminolsharei	11/15/19	Conduct due diligence; Correspondence with S. McInall on Carlton Fields review and clean-up comments; Send material contracts spreadsheet to JEA.	8.30
M. Pudig	11/15/19	Review material contracts in dataroom.	5.60
T. Powers	11/18/19	Follow up on material contracts; follow up on community commitments.	0.30
M. Pudig	11/19/19	Participate in call with client and members of working group; review material contracts in dataroom.	3.20
M. Pudig	11/20/19	Participate in call with client and members of working group; review material contracts in dataroom.	4.80
H. McCartin	11/21/19	Material Contracts Review.	1.50
H. McCartin	11/22/19	Material Contracts Review	3.00
S. B. Amdur	11/25/19	Calls with client team; strategic discussions.	0.80
M. Pudig	11/25/19	Provide contract review time to working group.	0.60
S. B. Amdur	11/26/19	Calls with client and team; strategic discussions with team; calls regarding documentation.	1.40
H. Heeter	11/26/19	Review and catalog employee diligence documents.	1.30
H. McCartin	11/26/19	Material Contract Review.	1.00
T. Powers	11/26/19	Manage material contract review.	0.60
T. Powers	11/27/19	Review and revise community commitments memo; review documents regarding same.	3.00

Total Hours: 317.00
Total Fees: \$ 283,715.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>
S. B. Amdur	4.20
N. Aminolsharei	63.90
A. N. Calhoun	25.90
M. Doster	32.30
J. Glidden	15.10
H. Heeter	48.50
H. McCartin	24.50
A. R. Milano	1.30
T. N. O'Toole	4.20
T. Powers	6.80
M. Pudig	83.00
J. E. Siekiersky	7.30
Total:	317.00

Total Due For Matter 0000005: \$ 283,715.00



Tax ID No. 94-1311126

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

December 10, 2019
Invoice No. 8309050
Client No. 047455
Matter No. 0000005
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>
0000005	\$ 283,715.00	\$ 0.00	\$ 283,715.00
Total This Invoice:	\$ 283,715.00	\$ 0.00	\$ 283,715.00

Prior Invoices Outstanding

<u>Invoice Number</u>	<u>Date</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total Prior Outstanding</u>
8306003	11/26/19	\$484,848.35	\$0.00	\$484,848.35
Total Prior Outstanding		\$484,848.35	\$0.00	\$484,848.35
Total Amount Outstanding				\$768,563.35

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]