FEDERAL I.D. NO. 16-0764720

NIXON PEABODY
ATTORNEYS AT LAW

NIXONPEABODY.COM
@NIXONPEABODYLLP

Tower 46
55 West 46th Street
New York, NY 10036
TEL: (212) 940-3000
FAX: (212) 940-3111

JEA
21 West Church Street
14 FL.
Jacksonville, FL 32202

August 28, 2019
Invoice No. 10114853
Account: 059985
Terms: Due Upon Receipt

FOR PROFESSIONAL SERVICES RENDERED through July 31, 2019, including:

MATTER NO.: 000001 **GENERAL – EMPLOYEE INCENTIVE PLANS**

For Professional Fees:

Date	Timekeeper	Hours	Description of Services
03/22/19	B. Rothchild	1.50	Discuss question requiring research on Florida statutes with J. Orfano (JEA) and with E. Columbo; review information regarding the question to be researched.
03/22/19	E. Columbo	1.30	Call with J Orfano and B Rothchild regarding payment of incentive based bonuses; Confer with D Deaton and B Rothchild; discuss research assignment with O. Mao.
03/24/19	B. Rothchild	1.50	Review research regarding Florida law question and communicate with E. Columbo and D. Deaton regarding question.
03/24/19	E. Columbo	2.00	Research regarding payment of incentive driven bonuses for employees. Confer with B Rothchild.
03/26/19	E. Columbo	1.50	Research on payment of bonuses under Florida law.
03/27/19	E. Columbo	2.00	Call with B Rothchild, R Wannemacher and J Orfano to discuss employee bonus programs. Research on Florida law matters.
03/28/19	B. Rothchild	1.30	Review Florida law issues regarding performance incentive plan for employees.
03/28/19	D. Deaton	1.10	Telephone calls with E. Columbo and B. Rothchild.
03/28/19	E. Columbo	1.50	Review State v JEA; call with D Deaton; review charter and code of ethics.
03/29/19	B. Rothchild	1.60	Discuss Florida law issues regarding performance incentive plan for employees with E. Columbo, D. Deaton and A. McMahon and review related documentation.
03/29/19	D. Deaton	1.30	Telephone call with E. Columbo and A. McMahon. Telephone call with B. Rothchild.

Date	Timekeeper	Hours	Description of Services
03/29/19	E. Columbo	2.00	Call with B Rothchild, D Deaton and A McMahon to discuss Florida law on validation and public purpose. Additional research.
04/01/19	B. Rothchild	1.10	Review information regarding performance incentive bonuses.
04/02/19	B. Rothchild	0.80	Participate on call with E. Columbo and with J. Orfano and R. Wannemacher (JEA) regarding performance incentive plan; review related information.
04/02/19	D. Deaton	1.10	Participate in scheduled call. Telephone call with E. Columbo and B. Rothchild.
04/02/19	E. Columbo	2.00	Research on bond issuance authority; call with R. Wannemacher; Orfano D Deaton and B Rothchild.
04/11/19	B. Rothchild	0.70	Discuss Florida law assignment with E. Columbo and D. Song and review related information following discussion.
04/11/19	E. Columbo	0.80	Call with D Song and B Rothchild to discuss research assignment on employee bonuses and incentive payment plans.
04/12/19	B. Rothchild	0.30	Talk to B. Alcala regarding NP experience with performance incentive plans for employees.
04/12/19	D. Song	7.50	Research regarding bonuses for municipal employees in Florida for E. Columbo and B. Rothchild.
04/15/19	B. Rothchild	0.60	Discuss NP experience with employee performance incentive plans with D. Rosenthal and T. McCord and review related information.
04/15/19	D. Song	6.60	Research and draft memo regarding bonuses for municipal employees in Florida for E. Columbo and B. Rothchild.
04/16/19	B. Rothchild	0.80	Discuss current discussions and next steps with R. Wannemacher (JEA) regarding possible performance incentive plan; respond to D. Song questions regarding research being performed regarding performance incentive plan.
04/17/19	B. Rothchild	0.30	Review, information from D. Song regarding research relating to possible performance incentive plan to be put in place by JEA.
04/17/19	D. Song	10.20	Research and draft memo regarding employee incentive programs for municipal employees in Florida for E. Columbo and B. Rothchild.
04/18/19	B. Rothchild	0.60	Review performance incentive plan research information.
04/19/19	B. Rothchild	0.70	Review research information regarding long-term incentive plan.
04/22/19	D. Rosenthal	0.60	Telephone conference with clients regarding incentive arrangements. Confer with B. Rothchild and E. Columbo.
04/22/19	B. Rothchild	1.00	Discuss possible long-term performance incentive plan with E. Columbo, D. Rosenthal, T. McCord, R. Wannemacher, L. Rhode and H. Vinyard (JEA) and have follow-up discussion with E. Columbo and with D. Rosenthal and with R. Wannemacher and E. Columbo.
04/22/19	E. Columbo	0.60	Call with JEA, B. Rothchild, T. McCord and D. Rosenthal

Date	Timekeeper	Hours	Description of Services
			to discuss incentive plans.
04/22/19	T. McCord	1.00	Prepare for and conference with H. Vineyard and R. Wannemacher. Provide information regarding potential retention incentive compensation alternatives.
05/12/19	B. Rothchild	0.40	Communicate with E. Columbo by providing notes regarding key points in memo being drafted for long term incentive plan.
05/13/19	B. Rothchild	2.00	Review City of Jacksonville statutes and related information regarding memo with respect to long-term incentive plan; communicate with E. Columbo regarding memo.
05/13/19	D. Deaton	0.50	Telephone call with E. Columbo.
05/13/19	E. Columbo	2.00	Review and revise memo in long-term incentive compensation program. Call with D. Deaton. Conference with B. Rothchild.
05/14/19	E. Columbo	3.50	Review and revise memo for long-term incentive compensation plan; call with B Rothchild; call with D Deaton.
05/15/19	B. Rothchild	2.20	Review draft long-term incentive plan memo, communicate with E. Columbo regarding general comments, review research materials, mark changes to memo.
05/15/19	D. Deaton	0.80	Conference calls with E. Columbo and B. Rothchild regarding memorandum.
05/15/19	E. Columbo	3.00	Review and revise memo on incentive bonus programs.
05/16/19	B. Rothchild	1.50	Review and provide comments to long-term employee incentive plan memo.
05/16/19	D. Deaton	5.40	Review and comment on memorandum. Telephone calls with JEA and B. Rothchild. Telephone call with R. Wannemacher. Telephone call with E. Columbo.
05/16/19	E. Columbo	3.00	Review and further revise memo on employee incentive plans under Florida law.
05/17/19	B. Rothchild	1.30	Review and provide comments to long-term incentive program memo.
05/17/19	D. Song	5.70	Review and format citations and footnotes in the research memo.
05/18/19	B. Rothchild	1.00	Review and provide comments to long-term incentive plan memo.
05/19/19	D. Deaton	1.20	Review of memorandum.
05/19/19	E. Columbo	1.50	Review comments to memo; emails with D Deaton and B Rothchild; review sources for memo.
05/20/19	B. Rothchild	0.60	Review and provide comments and sign-off on long-term incentive plan memo.
05/20/19	D. Deaton	0.90	Telephone call with E. Columbo and B. Rothchild.
05/20/19	E. Columbo	1.50	Revise memo; review comments from proofreader.
06/30/19	D. Deaton	1.40	Telephone call with E. Columbo and B. Rothchild. Telephone call with E. Columbo.

Date	Timekeeper	Hours	Description of Services
06/30/19	E. Columbo	3.50	Call with M Dykes, A Zahn and R Wannemacher. Call with D Deaton and B Rothchild, call with R Wannemacher. Review long term compensation plan.
07/01/19	B. Rothchild	3.30	Review proposed terms for employee benefit bonds; review memo from office of general counsel regarding compensation plans; review other documentation relating to possible issuance of bonds for purposes of employee benefits; discuss issues with E. Columbo and with D. Deaton.
07/01/19	E. Columbo	2.00	Call with H Vinyard, call with R Wannemacher and B Rothchild. Review memo from OGC; review memo from NP; research on conflicts of issue and validity of bonds. Call with D. Deaton and B Rothchild.
07/02/19	B. Rothchild	3.00	Review statutes and other research material regarding possible use of bonds for benefits plan for employees; discuss issues with E. Columbo and with R. Wannemacher (JEA).
07/02/19	D. Deaton	0.50	Telephone call with E. Columbo.
07/02/19	E. Columbo	3.70	Review statutes and other research material regarding the issuance of JEA Revenue bonds from the electric and the water and sewer system bonds to provide an additional benefit plan for employees; discuss issues with B Rothchild, D Deaton, B Flanagan, H. Vinyard and with R. Wannemacher (JEA).

TOTAL HOURS: 111.30

TOTAL FEES: $54,800.00

TIMEKEEPER SUMMARY

Timekeeper	Rate	Hours	Fees
Partners			
D. Rosenthal	625.00	0.60	375.00
B. Rothchild	500.00	28.10	14,050.00
D. Deaton	625.00	14.20	8,875.00
E. Columbo	625.00	37.40	23,375.00
T. McCord	625.00	1.00	625.00
Partners Totals		**81.30**	**47,300.00**
Associates			
D. Song	250.00	30.00	7,500.00
Total All Timekeepers:		**111.30**	**$54,800.00**

TOTAL FOR MATTER -- GENERAL: $54,800.00

******Nixon Peabody LLP Remittance Information ******
FEDERAL I.D. NO. 16-0764720

Client: 059985	JEA 21 West Church Street 14 FL. Jacksonville, FL 32202
Matter:	000001
Invoice Number:	10114853
Date of Invoice:	08/28/19
Terms:	Due Upon Receipt
Invoice Amount:	$ 54,800.00

Nixon Peabody LLP is pleased to offer three payment options: check, electronic funds transfer, and credit card. **To ensure prompt application of your payment, please reference the invoice number(s) with your payment by returning this page with your check, or by including the invoice number in the addenda information of your electronic funds transfer.** Questions may be directed to 617-345-1100 or to ClientPayments@nixonpeabody.com. Thank you.

Check - mail to:

NIXON PEABODY LLP
PO BOX 28012
NEW YORK, NY 10087-8012

Invoice(s) Paid: _____

Electronic Payment: (Wire/ACH)

Bank Name:	JPMorgan Chase Bank 1 South Clinton Ave. Rochester, NY 14604
ABA Routing #:	[redacted]
Account Name:	Nixon Peabody LLP
Account #:	[redacted]
SWIFT Code:	[redacted]
Invoice(s) Paid:	*Please include in electronic payment's addenda information.*

Credit Card:

www.nixonpeabody.com/payment
Phone: (617) 345-1100