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**From:** Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>  
**Sent:** Thursday, April 18, 2019 10:32 PM  
**To:** Maillis, Patricia L. - Director, Employee Services  
**Cc:** Deeb, Andrea (Atlanta); Hwang, Paul (Atlanta); Meng, Patrick (Atlanta)  
**Subject:** RE: WTW - Additional Out of Scope Services

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Pat:

Yes, we will send you an amended SOW that details the out of scope work and fees. Also, we did get the committee meeting invite for May 28 and the one originally scheduled for May 21 has been cancelled. We are holding June 25 for the Board meeting, but have not actually received a formal calendar invite. Should we have one from Aaron's assistant for that day?

Also, the final version of the meeting materials should be completed and sent to you on Monday of next week.

Please let us know if you have any questions.

Best regards,

David

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**From:** Maillis, Patricia L. - Director, Employee Services [mailto:mailpl@jea.com]  
**Sent:** Thursday, April 18, 2019 5:16 PM  
**To:** Wathen, David (Atlanta)  
**Cc:** Deeb, Andrea (Atlanta) ; Hwang, Paul (Atlanta) ; Meng, Patrick (Atlanta)  
**Subject:** RE: WTW - Additional Out of Scope Services

David,

Will you be sending an amended scope of services that includes the overall cost and services or an addendum with the below added?

Please confirm you received the dates for the Compensation Committee meeting in May and June Board Meeting. They put you as optional, but you are the main event.

Also, do you have a date when the final will be provided, want to provide Aaron an update.

Pat

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**From:** Wathen, David (Atlanta) <[david.wathen@willistowerswatson.com](mailto:david.wathen@willistowerswatson.com)>  
**Sent:** Wednesday, April 17, 2019 5:30 PM  
**To:** Maillis, Patricia L. - Director, Employee Services <[mailpl@jea.com](mailto:mailpl@jea.com)>

**Cc:** Deeb, Andrea (Atlanta) <[andrea.deeb@willistowerswatson.com](mailto:andrea.deeb@willistowerswatson.com)>; Hwang, Paul (Atlanta) <[paul.hwang@willistowerswatson.com](mailto:paul.hwang@willistowerswatson.com)>; Meng, Patrick (Atlanta) <[Patrick.Meng@willistowerswatson.com](mailto:Patrick.Meng@willistowerswatson.com)>  
**Subject:** WTW - Additional Out of Scope Services

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Pat:

As I mentioned in my last email, we have out of scope services for the compensation review and incentive plan design project that we need to revisit with you. In the interest of being transparent, we wanted to provide you a detailed breakdown of the work requests that fall outside the original scope and anticipated future requests with our estimate of associated fees.

Below is a list of out of scope requests received from the JEA team that we have addressed or are in the process of addressing along with the estimated fees:

- LTI (performance unit) valuation review and call
- Non-qualified deferred compensation plan research (sample document, plan administration vendors, funding approaches)
- Research and summarize the evolution of compensation plans at JEA
- Presentation material updates/additional check in calls (e.g., re-running variance analyses with pay grade midpoints).
- Gap analysis for the entire JEA employee population
- Cost modeling of the proposed STI/LTI plans
- Modernizing total rewards practices

**Estimated additional fees: \$25,000-\$30,000**

Below are expected future out of scope work requests and the associated fees:

- Updates based on CEO and CFO feedback
- Updates based on Committee feedback

**Estimated additional fees: \$5,000-\$10,000**

Based on additional out of scope work already requested and anticipated future requests, we estimate total additional fees beyond what you already approved of \$30,000-\$40,000. Please let us know if you have any questions about the out of scope requests and associated fees. If there are not questions, please let us know if you are agreeable with these additional out of scope fees.

Best regards,

**David Wathen**  
Senior Director, Rewards

**Willis Towers Watson**  
5 Concourse Parkway *(Please note new address and work phone number)*  
Atlanta, GA 30328

Work: 678.684.0751  
Cell: 404.285.9848  
Email: [david.wathen@willistowerswatson.com](mailto:david.wathen@willistowerswatson.com)

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