

April 22, 2019

Ms. Patricia Mallis
Director, Employee Services
JEA
21 West Church Street
Jacksonville, FL 32202

SUBJECT: AMENDMENT TO PROPOSAL FOR INCENTIVE PLAN REVIEW AND DESIGN

Dear Pat:

We appreciate the opportunity to support JEA ("JEA") with a review of the short-term incentive plan design, competitive market review of long-term incentive design practices and development of a strawman long-term incentive plan design. This statement of work is an amendment to the original agreement between JEA and Willis Towers Watson executed January 31, 2019. This amendment addresses out of scope services requested by JEA in support of the incentive plan review project and the associated fees.

Requested Out of Scope Services

Below is a list of out of scope requests received from the JEA team that we have addressed or are currently addressing:

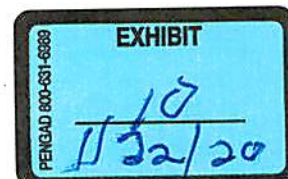
- LTI (performance unit) valuation review and call
- Non-qualified deferred compensation plan research (sample document, plan administration vendors, funding approaches)
- Research and summarize the evolution of compensation plans at JEA
- Presentation material updates/additional check in calls (e.g., 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

We estimate the additional fees for these out of scope requests associated with the incentive plan review and design project to be \$25,000-\$30,000.

Likewise, we summarize below the expected future out of scope work requests and associated fees:

- Committee meeting materials updates based on CEO and CFO feedback
- Committee meeting materials updates based Committee feedback

We estimate the additional fees for these future out of scope requests associated with the incentive plan review and design project to be \$5,000-\$10,000.



FEES AND EXPENSES

Willis Towers Watson's consulting fees are based on the services and assumptions described above. The additional fees to cover the out of scope services on this project are estimated to be \$30,000 to \$40,000, inclusive of Willis Towers Watson's 7% technology and administrative fee. To the extent that out-of-pocket expenses are incurred (e.g., travel and lodging), they will be billed to JEA in addition to consulting fees as detailed in the Terms and Conditions of Engagement.

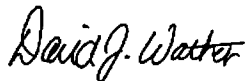
TERMS AND CONDITIONS OF ENGAGEMENT

The out of scope services described in this amended scope of work and any other services that Willis Towers Watson provides to JEA are subject to the Terms and Conditions of Engagement signed on May 5, 2011.

IN CLOSING

If this amendment addressing the out of scope services is acceptable to you, please sign and return to us, retaining a copy for your records. If you have any questions now or during the course of our engagement, please contact me at 678-684-0751.

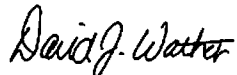
Thank you,



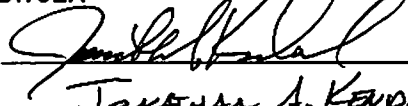
David J. Wathen
Utility Industry Compensation Practice Leader

cc: Andrea Deeb, Willis Towers Watson

AGREED AND ACCEPTED BY: WILLIS TOWERS WATSON US LLC

Signature: 
Printed Name: David J. Wathen
Title: Managing Director
Date: April 22, 2019

AGREED AND ACCEPTED BY: JEA

Signature: 
Printed Name: JONATHAN A. KENDRICK
Title: WT VP & CHRO
Date: 5/9/2019