

From: [Selders, Elaine L.](#)
To: [Nunziato, Christine T.](#) - Procurement Category Manager; [McCollum, Jenny G.](#) - Dir Procurement Services
Subject: FW: WTW - Additional Out of Scope Services
Date: Friday, May 10, 2019 3:58:09 PM
Attachments: [20190308 JEA Incentive Plan Design SOW Amendment 1.pdf](#)
[20190422 JEA Incentive Plan Design SOW Amendment 2.pdf](#)
[Scope of Work signed 02.05.2019.pdf](#)

I updated the award as Pat requested to \$125K. The three attachments total \$97K so I believe we are missing the Competitive market analysis review at \$25K. Please review and let me know if you are ok with the \$125K.

• Incentive plan review project:	\$33,000 - \$38,000
• Competitive market analysis review:	\$20,000 - \$25,000
• First out of scope fee amendment (dated March 8, 2019):	\$19,000
• Second out of scope fee amendment (dated April 22, 2019):	\$30,000 - \$40,000
 Total Fees	 \$102,000 - \$122,000

Elaine Selders

Purchasing Agent Senior
Direct: (904) 665-6133

From: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>
Sent: Wednesday, May 8, 2019 4:16 PM
To: Selders, Elaine L. <seldel@jea.com>; McCollum, Jenny G. - Dir Procurement Services
<gleejs@jea.com>
Subject: FW: WTW - Additional Out of Scope Services

Ok. Apparently, I missed one of the amended SOWs. We are at around \$125,000.

From: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Sent: Wednesday, May 8, 2019 9:41 AM
To: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>
Cc: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>; Hwang, Paul (Atlanta) <paul.hwang@willistowerswatson.com>; Meng, Patrick (Atlanta) <Patrick.Meng@willistowerswatson.com>; Kendrick, Jonathan A. (Jon) - Interim VP & HR Officer <kendja2_Old@jea.com>
Subject: RE: WTW - Additional Out of Scope Services

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Pat:

Below is a summary of the fees based on original scopes of work and amendments for out of scope work, which result in a total of \$102,000 - \$122,000, excluding out of pocket expenses. We have not incurred any out of pocket expenses to date, but there will be some for the committee meeting later this month. I think your estimate of \$78,000 is missing the Competitive Market Analysis fees and the first out of scope amendment fees noted below.

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• Competitive market analysis review:	\$20,000 - \$25,000
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 Total Fees	 \$102,000 - \$122,000

Also, we got the update report with Aaron's edits. We will review and make applicable updates.

Please let us know if you have any questions.

Best regards,

David

From: Maillis, Patricia L. - Director, Employee Services [<mailto:mailpl@jea.com>]
Sent: Monday, May 06, 2019 10:50 AM
To: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Cc: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>; Hwang, Paul (Atlanta) <paul.hwang@willistowerswatson.com>; Meng, Patrick (Atlanta) <Patrick.Meng@willistowerswatson.com>; Kendrick, Jonathan A. (Jon) - Interim VP & HR Officer <kendja2_Old@jea.com>
Subject: RE: WTW - Additional Out of Scope Services

David,

Just finalizing everything with the procurement team. Is our estimate correct, the work is estimated, with travel, and meetings at \$78k?

I am also including our Interim Chief Human Resources Officer, Jon Kendrick.

Pat

From: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Sent: Monday, April 22, 2019 5:09 PM
To: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>
Cc: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>; Hwang, Paul (Atlanta) <paul.hwang@willistowerswatson.com>; Meng, Patrick (Atlanta) <Patrick.Meng@willistowerswatson.com>
Subject: RE: WTW - Additional Out of Scope Services

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Pat:

Amended scope of services is attached. Please let us know if you have any questions. If the amendment looks good, please sign and return a copy to us.

Thanks.

David

From: Maillis, Patricia L. - Director, Employee Services [<mailto:mailpl@jea.com>]
Sent: Thursday, April 18, 2019 5:16 PM
To: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Cc: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>; Hwang, Paul (Atlanta) <paul.hwang@willistowerswatson.com>; Meng, Patrick (Atlanta) <Patrick.Meng@willistowerswatson.com>
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

From: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Sent: Wednesday, April 17, 2019 5:30 PM
To: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>
Cc: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>; Hwang, Paul (Atlanta) <paul.hwang@willistowerswatson.com>; Meng, Patrick (Atlanta) <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

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