



## PAYMENT REQUEST



Date: 9/10/2019

Posting Period: 09/2019

From: Treasury Services, T-14

(JEA Organization Name And Location)

To: Accounts Payable Department, Customer Center 6<sup>th</sup> FloorPlease Issue Payment In Favor Of:☒ if new ☐

Payee Name: Nixon Peabody, LLP

(As Shown On Payment Supporting Documentation)

Vendor Number: 919349

(As shown in Oracle, if available)

Address: P O Box 28012

(House number, street name, PO Box, etc.)

Site Name: New York

(As shown in Oracle, if available)

New York, NY 10087-8012

(City, State, Zip Code)

Invoice Number: 10114853

Project #	Task #	Expenditure Type (Name)	Expenditure Organization	Amount
HEC0100	003.1	Professional Services - Misc. 2002	Treasury	54,800.00
Inv #10114853 DTD 08-28-2019 JEA General Professional Services Rendered through July 31, Description: 2019 EMPLOYEE INCENTIVE PLANS				
Description:				
Description:				
Description:				
Description:				
Description:				
Description:				
Total: \$				54,800.00

Payment Method

- ☐ Check  
☒ ACH - EFT  
☐ Wire

Authorization

Joseph E. Orfano, Treasurer

(Appointed Signature and Printed Name)

Celeste Stevens

(Preparer Signature and Printed Name)

(For ACH and Wire:)

Bank Name: JPMorgan Chase Bank  
 Bank City & State: Rochester, NY  
 Routing / ABA:   
 Account #:

Special Handling Instructions:

Due Upon Receipt

Preparer Name: Above

Preparer Signature: Above

Payee Name: Nixon Peabody, LLP

Pay Alone:

Due Date: (Net 30 from rec'd if blank):

Due Upon Receipt

Due Date:

Due Upon Receipt

Invoice No.:

10114853

PH 9/10/19



**NIXON  
PEABODY**

#919349

NIXON PEABODY  
ATTORNEYS AT LAW  
NIXONPEABODY.COM  
@NIXONPEABODYLLP

FEDERAL I.D. NO. 16-0764720

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

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

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**MATTER NO.: 000001**

**GENERAL – EMPLOYEE INCENTIVE PLANS**

**For Professional Fees:**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
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.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
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

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
04/22/19	T. McCord	1.00	to discuss incentive plans. 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.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
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**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
<b><u>Partners</u></b>			
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
<b>Partners Totals</b>		<b>81.30</b>	<b>47,300.00</b>
<b><u>Associates</u></b>			
D. Song	250.00	30.00	7,500.00
<b>Total All Timekeepers:</b>		<b>111.30</b>	<b>\$54,800.00</b>

**TOTAL FOR MATTER -- GENERAL:** \$54,800.00

HEC0100 003.1 Professional Services - Misc 2002

PH  
9/16/19

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

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

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](mailto:ClientPayments@nixonpeabody.com). Thank you.

**Check - mail to:** **NIXON PEABODY LLP**  
**PO BOX 28012**  
**NEW YORK, NY 10087-8012**

Invoice(s)  
Paid:

**Electronic Payment:** Bank Name: JPMorgan Chase Bank  
(Wire/ACH) 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](http://www.nixonpeabody.com/payment)  
Phone: (617) 345-1100

## Hahn, Robert L. - Bond Administration Specialist

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**From:** Wannemacher, Ryan F. - Chief Financial Officer  
**Sent:** Monday, September 9, 2019 5:02 PM  
**To:** Hahn, Robert L. - Bond Administration Specialist  
**Cc:** Orfano, Joseph E. - Treasurer  
**Subject:** Re: Legal Invoice for Employee Incentive Plan work

Yes, they were looking at the possibility of providing an employee bond purchase plan as part of the contemplated total market compensation strategy the comp committee was pursuing.

Please process as bond related work.

Thanks  
Ryan

Get [Outlook for iOS](#)

On Mon, Sep 9, 2019 at 4:19 PM -0400, "Hahn, Robert L. - Bond Administration Specialist" <[hahnrl@jea.com](mailto:hahnrl@jea.com)> wrote:

Ryan, please see the attached \$54,800.00 Nixon Peabody invoice for legal services provided through July 31 with respect to JEA employee incentive plans. I initially routed this through Jon Kendrick, but he said his group was not involved with this scope of work. Joe agreed with Jon that I should send this to you for payment before A/P shuts down in a couple weeks for FYE. Thanks.

**Robert Hahn | JEA**  
Bond Administration Specialist  
Direct: (904) 665-6795  
Fax: (904) 665-8334

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**From:** Kendrick, Jonathan A. - VP & Chief Human Resources Officer <[kendja@jea.com](mailto:kendja@jea.com)>  
**Sent:** Tuesday, September 3, 2019 11:45 AM  
**To:** Hahn, Robert L. - Bond Administration Specialist <[hahnrl@jea.com](mailto:hahnrl@jea.com)>; Orfano, Joseph E. - Treasurer <[orfaje@jea.com](mailto:orfaje@jea.com)>  
**Subject:** FW: Legal Invoice for Employee Incentive Plan work

Gentlemen,

Apparently, it wasn't an HR item. I don't know who involved Joe in this – maybe Aaron or Melissa?

Thanks.

Jon

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**From:** Maillis, Patricia L. - Director, Employee Services <[mailpl@jea.com](mailto:mailpl@jea.com)>  
**Sent:** Tuesday, September 3, 2019 11:16 AM  
**To:** Kendrick, Jonathan A. - VP & Chief Human Resources Officer <[kendja@jea.com](mailto:kendja@jea.com)>  
**Subject:** RE: Legal Invoice for Employee Incentive Plan work



I did not work with Nixon Peabody at all during this time. I believe this is work that was led by Ryan W and Joe Orfano independent of HR.

Pat

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**From:** Kendrick, Jonathan A. - VP & Chief Human Resources Officer <[kendja@jea.com](mailto:kendja@jea.com)>

**Sent:** Tuesday, September 3, 2019 11:01 AM

**To:** Maillis, Patricia L. - Director, Employee Services <[mailpl@jea.com](mailto:mailpl@jea.com)>

**Cc:** Hahn, Robert L. - Bond Administration Specialist <[hahnrl@jea.com](mailto:hahnrl@jea.com)>

**Subject:** FW: Legal Invoice for Employee Incentive Plan work

Pat,

Please review and provide approval if appropriate.

Thanks.

Jon

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**From:** Hahn, Robert L. - Bond Administration Specialist <[hahnrl@jea.com](mailto:hahnrl@jea.com)>

**Sent:** Thursday, August 29, 2019 4:03 PM

**To:** Kendrick, Jonathan A. - VP & Chief Human Resources Officer <[kendja@jea.com](mailto:kendja@jea.com)>

**Cc:** Orfano, Joseph E. - Treasurer <[orfaje@jea.com](mailto:orfaje@jea.com)>

**Subject:** Legal Invoice for Employee Incentive Plan work

Hi, Jon.

Our attorneys at Nixon Peabody have presented the attached billing statement for their work through July 31, 2019 relating to the development of employee incentive plans. Nixon has been engaged as bond counsel, but this work is not a "Treasury" item that Joe Orfano would approve. Please confirm that this is something that would fall under your purview and that you will approve and process for payment, or advise me as to whom I should forward it. Thank you.

**Robert Hahn**

Bond Administration Specialist

Direct: (904) 665-6795

Fax: (904) 665-8334

