



Tax ID No. 94-1311126

Lynne Rhode
JEA
21 West Church Street (T-16)
Jacksonville, FL 32202

November 26, 2019
Invoice No. 8305458
Client No. 047455
Matter No. 0000003
Stephen B. Amdur
(212) 858-1000

For Professional Services Rendered and Disbursements Incurred through October 31, 2019

<u>Matter Name</u>	<u>Services</u>	<u>Disbursements</u>	<u>Balance Due</u>
Special Project	\$ 591,371.25	\$ 53.34	\$ 591,424.59
Total This Invoice:	\$ 591,371.25	\$ 53.34	\$ 591,424.59

Current charges only. Time and disbursements not yet recorded will be included in future invoices.

Prior Invoices Outstanding

<u>Invoice Number</u>	<u>Date</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total Prior Outstanding</u>
8298978	10/31/19	\$805,831.15	\$0.00	\$805,831.15
Total Prior Outstanding		\$805,831.15	\$0.00	\$805,831.15
Total Amount Outstanding				\$1,397,255.74

Pillsbury Winthrop Shaw Pittman LLP
31 West 52nd Street - New York, NY - 10019
Due Upon Receipt
Remittance Address
P.O. Box 30769 . New York, NY 10087-0769

Special Project

For Professional Services Rendered and Disbursements Incurred Through October 31, 2019

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
M. F. Dottori	10/01/19	Review structuring analysis memo from S. Vavro regarding state/regulatory precedent for potential JEA/Newco structure.	0.80
M. C. Hammond	10/01/19	Coordinate addition of citations into Option 1 document for A. Weissman.	0.80
J. D. Hutchings	10/01/19	Review memo from S. Vavro regarding deal structures and associated tariffs/agreement.	0.50
S. Vavro	10/01/19	Draft memo related to sample agreements relevant to Options 1 and 3; research Florida power operations; proof Options memo.	7.00
C. Wainwright	10/01/19	Review N. Burke material; review and respond to PLR-related inquiries; review sec. 1.141-7 and related authorities.	1.25
A. D. Weissman	10/01/19	Structuring memo, implementation agreements.	6.50
V. C. Zabielski	10/01/19	Review Purchase Agreement (PA) for plant Scherer to determine ownership percentages; Review PA for capacity by unit; Draft summary of mechanics of right of first refusal; Respond to questions posed by A. Weissman, email discussions re: same; Review deal structure memorandum drafted by Silverpoint, emails re: same.	6.20
N. E. Burke	10/02/19	Conference with E. Rojas regarding IRS interactions; update team; review most recent version of options memo; review project task list.	0.50
M. F. Dottori	10/02/19	Internal conference call to discuss advanced thinking on Vogtle structuring based on industry models and precedent; review sample agreements.	1.60
J. D. Hutchings	10/02/19	Conference call with A. Weisman et al. regarding deal structure; review sample documents from S. Vavro.	1.20
A. C. Lima	10/02/19	Participation on daily and other calls. Internal discussions and discussions with advisors re. structure.	3.50
J. D. Murphy	10/02/19	Review relevant examples and advise on issues.	2.20
R. Neely	10/02/19	Locating and adding needed citations for Project Scampi Restructuring memo.	1.50
S. Vavro	10/02/19	Conf call w/Weissman/Dottori/Zabielski/Hutchings re status of developing terms and conditions for Option 1; team email with sample agreements and review research materials.	4.00
C. Wainwright	10/02/19	Continue review of sec. 1.141-7; review JEA material.	1.25
A. D. Weissman	10/02/19	Structuring memo implementation agreement, due diligence.	11.00
V. C. Zabielski	10/02/19	Call with A. Weissman, M. Dottori, and Vavro regarding business restructuring; review sample agreements:National	3.20

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		Grid/Mass Electric Terms and Conditions for municipal aggregators , SDG&E "Rule 27" -- community choice aggregation rules, SDG&E Schedule CCA --- Transportation of electric power for CCA customers, Pepco's Electricity Supplier Coordination Tariff, Consolidated Edison -- Consolidated Utility Billing Service and Assignment Agreement.	
M. C. Hammond	10/03/19	Call with A. Weissman and S. Vavro on regulatory update call; discuss with S. Vavro, S. Fowler, and R. Neely to begin review of Document Room for relevant transmission agreements; begin agreement review.	4.30
L. B. LoBue	10/03/19	Litigation risk assessment follow-up.	1.70
T. Powers	10/03/19	Weekly regulatory update; call regarding structure; work on matters.	4.10
S. Vavro	10/03/19	Conf call w/Weissman/Neely/Fowler/Hammond; research/memo on JEA agreements; team emails.	4.00
V. C. Zabielski	10/03/19	Call with A. Weissman, M. Dottori, and Vavro regarding business restructuring; review sample agreements: National Grid/Mass Electric Terms and Conditions for municipal aggregators , SDG&E "Rule 27" -- community choice aggregation rules, SDG&E Schedule CCA --- Transportation of electric power for CCA customers, Pepco's Electricity Supplier Coordination Tariff, Consolidated Edison -- Consolidated Utility Billing Service and Assignment Agreement.	6.50
A. C. Lima	10/04/19	Discussion on deal structure.	0.50
L. B. LoBue	10/04/19	Litigation risk assessment follow-up.	0.70
J. D. Murphy	10/04/19	Advise on process and issues; draft amendments to terms.	2.70
T. Powers	10/04/19	Call with working group regarding structure; correspondence regarding same.	1.50
S. Vavro	10/04/19	Calls w/Weissman/Hammond; update research memo re possible list of JEA agreements; emails to team and FTI; review joint territory memo; work on terms & conditions outline.	6.00
V. C. Zabielski	10/04/19	Call with Silver point consulting; At request of COO of JEA, begin review agreements relating to Plant Scherer.	4.50
L. B. LoBue	10/06/19	Litigation risk assessment follow-up.	0.20
L. B. LoBue	10/07/19	Litigation risk assessment follow-up.	1.80
J. McKay	10/07/19	Litigation risk assessment.	1.20
J. D. Murphy	10/07/19	Review background documents; advise on structure; review and advise on examples.	2.30
S. Vavro	10/07/19	Calls w/Weissman/Hammond; update research memo re possible list of JEA agreements; emails to team and FTI; review joint territory memo; work on terms & conditions	5.50

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
V. C. Zabielski	10/07/19	outline. Work on outline with Stephanie Vavro, emails with A. Weissman; Research in support of TSA term sheet.	3.20
M. F. Dottori	10/08/19	Review S. Vavro Workflow-style Outline - Agreements/Terms and Conditions for Option 1 and frame out questions/issues for tomorrow's discussion of the same.	0.80
H. Hollingsworth	10/08/19	Project Scampi check in call.	0.50
J. D. Hutchings	10/08/19	Review Option 1 outline from S. Vavro.	0.70
A. C. Lima	10/08/19	Discussions on structuring.	4.00
L. B. LoBue	10/08/19	Litigation risk assessment follow-up.	0.40
J. D. Murphy	10/08/19	Review and advise on structure and related matters; review and analyze relevant background materials.	6.80
J. S. Platt	10/08/19	Participate in working group conference call; internal discussion regarding IPO.	1.10
S. Vavro	10/08/19	Team call w/Hammond/Neely/Fowler; update terms & conditions outline; review data room docs.	4.00
C. Wainwright	10/08/19	Status call; discuss PLR status, issues with N. Burke.	0.50
V. C. Zabielski	10/08/19	Review Operating Agreement; Draft analysis re: same.	4.50
M. F. Dottori	10/09/19	Internal call to discuss deal updates, work through update Option 1 and document preparation; start work on Billing and Collections Services Agreement (including compile and review models).	1.60
J. D. Hutchings	10/09/19	Conference call with A. Weissman, M. Dottori, S. Vavro and V. Zabielski regarding deal structure options.	0.80
L. B. LoBue	10/09/19	Litigation risk assessment follow-up.	2.10
J. D. Murphy	10/09/19	Review and advise on transaction issues; review and draft related terms.	4.70
S. Vavro	10/09/19	Status call w/Weissman/Hammond; search data room docs; team call with Weissman, Dottori and Hutchings.	3.00
A. D. Weissman	10/09/19	Structuring, implementation.	14.00
V. C. Zabielski	10/09/19	Finalise analysis of Operating Agreement and send same to A. Weissman; Call with legal team regarding deal structure.	4.50
N. E. Burke	10/10/19	Review structuring playbook; review correspondence regarding same.	0.50
M. F. Dottori	10/10/19	Vogtle structuring options for purposes of structuring Billing and Collections Agreement; review and prepare comments on Tax structure issues memo; follow up email to S. Gonella regarding guidance on control points in SOWs for purposes of legal review of True'd Up SOWs.	1.30
J. D. Hutchings	10/10/19	Call with M. Dottori regarding term sheet; review/edit draft memo from V. Zabielski.	0.80
A. C. Lima	10/10/19	Participation on daily and other calls. Discussions re. bids and related matters. Discussions on structuring and review of playbook.	3.50

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
L. B. LoBue	10/10/19	Litigation risk assessment follow-up.	1.90
J. McKay	10/10/19	Litigation risk assessment.	1.20
J. D. Murphy	10/10/19	Review relevant examples; draft terms; advise on related issues.	3.70
J. S. Platt	10/10/19	Discuss IPO review.	0.20
T. Powers	10/10/19	Call with working group regarding regulatory update.	0.80
A. D. Weissman	10/10/19	Playbook, structuring.	12.00
V. C. Zabielski	10/10/19	Draft memorandum on tax issue, research tax code; send draft to legal team.	6.20
N. E. Burke	10/11/19	Review memorandum regarding PPA options; conference with A. Weissman regarding same; conference with B. Wainwright and E. Rojas regarding options.	2.25
M. F. Dottori	10/11/19	Review tax structuring memo to assess go-forward structure of Vogtle; internal conference call to discuss preparation of and details for term sheet on structure for PSC; follow up discussion concerning terms for Billing and Collection Agreement; review precedent agreements and frame out key terms (and questions) for Billing and Collection Agreement.	3.20
J. D. Hutchings	10/11/19	Review/edit memo with deal structure tax considerations; conference call with A. Weissman, M. Dottori, S. Vavro, N. Burke and B. Wainwright regarding tax considerations and high level term sheet; follow-up call with M. Dottori regarding the same.	2.30
A. C. Lima	10/11/19	Participation on daily and other calls. Discussions re. bids and related matters. Review of process letter, NDA, etc. Discussions on structuring and review of playbook.	3.00
L. B. LoBue	10/11/19	Litigation risk assessment follow-up.	2.70
J. McKay	10/11/19	Conference with L. LoBue; mark up draft.	0.80
J. D. Murphy	10/11/19	Review relevant agreements; review terms; advise on matters relating thereto.	4.20
J. S. Platt	10/11/19	Tax/structuring conference call; telephone call with A. Weissman regarding structuring; review structure.	4.20
S. Vavro	10/11/19	Funding calculations; call w/Hammond re agreement list/contract review; call with Weissman, Burke, Dottori, Hutchings re tax issues Option 1; rate structure/tariff research; review JEA agreements for reg/transfer issues.	4.50
C. Wainwright	10/11/19	Review revised memoranda; discuss memoranda, PLR issues with N. Burke.	2.75
A. D. Weissman	10/11/19	Implementation agreements, tax issues, telephone calls with M. Dyfres, H. Vinyard, S. Amdur, Option 1 Agreement team, tax team, Justin Platt, work on timeline, Option 2.	14.60
V. C. Zabielski	10/11/19	Draft memorandum to pose options to tax counsel; Review comments on Memorandum, update same; Review purchase power adjustment clause, discussions with S. Vavro re:	2.10

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
M. F. Dottori	10/12/19	same; Complete first draft of Billing and Collections Agreement summary.	2.00
J. D. Hutchings	10/12/19	Review sample billing and collections SOW.	0.70
M. F. Dottori	10/13/19	Finalize Billing and Collections Agreement summary and send to team for review.	0.50
J. D. Hutchings	10/13/19	Review/edit Billings and Collections Agreement summary document.	2.30
A. D. Weissman	10/13/19	Structuring issues, emails with S. Amdur.	5.40
V. C. Zabielski	10/13/19	Review summary of the B&C Agreement.	0.50
N. E. Burke	10/14/19	Review proposed billings and collections agreement; review correspondence regarding purchase structure.	1.00
M. F. Dottori	10/14/19	Review and respond to emails concerning Billing and Collections summary, tax considerations (for structuring) and status.	0.40
A. C. Lima	10/14/19	Participation on daily and other calls. Discussions re. bids and related matters. Review of process letter, CIP, NDA, charts, etc. Discussions on structuring and review of playbook.	3.00
J. McKay	10/14/19	Emails regarding opinion.	0.40
J. D. Murphy	10/14/19	Review and advise on relevant issues; draft terms.	4.60
J. S. Platt	10/14/19	Review scenario materials and discuss internally.	1.20
S. Vavro	10/14/19	In-person meetings with Weissman/Fowler/Hammond/Neely/Navarkis on JEA matters; research on tariff/PPA adjustment clause formats, review team memos and agreement review.	7.00
C. Wainwright	10/14/19	Review N. Burke PLR status summary, issues and discuss with N. Burke; review revised transaction summary and related material.	1.00
A. D. Weissman	10/14/19	Playbook, structuring memo, work on agreements.	7.00
V. C. Zabielski	10/14/19	Emails with legal team re: tax treatment and billing under Option 1.	0.50
M. F. Dottori	10/15/19	Review OSA precedent to inform contract structuring of JEA Newco agreements; review T&D contract summary and provide feedback and comments; email exchanges to address structuring considerations and integration of T&D terms with Billing and Collections terms.	1.50
E. A. Kremer	10/15/19	Review and analyze structural overview breakdown.	0.50
A. C. Lima	10/15/19	Discussions on structuring and review of play book.	2.00
J. D. Murphy	10/15/19	Review and advise on issues; call to discuss related matters; review relevant precedents; correspondence on related matters.	9.75
J. S. Platt	10/15/19	Draft Scenario 2 for structuring memorandum; attend group conference call.	2.50

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
T. Powers	10/15/19	Call regarding structuring.	1.00
S. Vavro	10/15/19	Review T&C outlines/emails; review JEA agreements and update Excel summaries and missing agreement list.	4.50
C. Wainwright	10/15/19	Continue review of transaction summary and related material.	1.50
A. D. Weissman	10/15/19	Revise structuring memo, work on agreements, calls with Kise and Clark, conference call on structuring.	6.00
V. C. Zabielski	10/15/19	Research transmission and distribution agreements; Retrieve PSEG Services agreement, review same; Begin drafting T&D term sheet; Discussions with research librarian M. Roth re: same; Research interconnection agreement examples, send same to legal team; Draft first draft of T&D agreement summary and send to legal team; Draft responses to questions from M. Dottori.	8.10
M. F. Dottori	10/16/19	Review updated structuring documents and draft of A. Weissman Option 1 memo regarding the same; email exchanges with team regarding changes, next steps and additional items to be addressed for preparation of term sheets.	1.60
J. D. Hutchings	10/16/19	Review email and Option 1 draft from A. Weissman.	0.50
A. C. Lima	10/16/19	Discussions on structuring and review of play book.	1.00
J. D. Murphy	10/16/19	Review and advise on agreements; draft terms.	6.20
J. S. Platt	10/16/19	Conference call regarding new scenarios; draft Vogtle scenario.	3.50
S. Vavro	10/16/19	Review JEA/FP&L transmission-related agreements and update Excel summary table; edit draft Option 1 memo.	4.50
A. D. Weissman	10/16/19	Draft Option 1 write-up for Commission staff.	11.60
V. C. Zabielski	10/16/19	Continue drafting T&D term sheet, research and emails re: same.	5.60
M. F. Dottori	10/17/19	Internal discussion of questions concerning Option 1 Agreements memo; prepare comments on Option 1 Agreements memo in advance of discussion of the same with JEA and send to team for integration with other comments; discussion with A. Weissman to prepare for JEA call; attend conference call with S. Clarke, M. Dykes, H. Vinyard et. al. and Pillsbury team to work through Option 1 approach and document framework; follow-up discussion with A. Weissman; prepare additional language for Billing and Collections Services summary per discussion with A. Weissman; debrief conference call with A. Weissman and J. Hutchings; brief review of Transmission document models.	4.80
J. D. Hutchings	10/17/19	Call with M. Dottori regarding Option 1 document; prepare edits to same; conference call with A. Weissman and M. Dottori regarding next steps in preparing term sheets and	2.10

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		agreements for Option 1.	
E. A. Kremer	10/17/19	Review further revised process letter and CIP regarding diligence and structuring issues related to real property assets affected by MEAG/Vogtle alternative proposals.	0.40
J. D. Murphy	10/17/19	Review and advise on response; correspondence on issues.	3.50
J. S. Platt	10/17/19	Participate in Structuring conference calls; revise Structuring Memorandum.	3.60
S. Vavro	10/17/19	Edits to Option 1 memo; team call re contract review; review FTI regulatory report and ITN reply letter; research/emails re capacity margin requirements/FL utility admin code/statute.	4.50
C. Wainwright	10/17/19	Begin review of A. Weissman summary of agreements and tariffs and relevant IRS material.	1.50
A. D. Weissman	10/17/19	Option 1 Agreements.	10.40
V. C. Zabielski	10/17/19	Continue drafting T&D term sheet, research and emails re: same. Finalise term sheet draft and send to legal team.	6.20
		Discussions re: franchise agreement.	
M. F. Dottori	10/18/19	Conference call with team to discuss, substance and content of term sheet preparation of all ancillary agreements (Billing & Collections, Transmission Services, Franchise Agreement, Territorial Agreement, etc.); email exchange regarding ancillary document process; review sample Billing and Collection Agreements for purposes of preparing term sheet; brief review of final, updated Option 1 memo.	1.80
J. D. Hutchings	10/18/19	Review emails regarding JEA documents; conference call with team regarding next steps.	1.00
A. C. Lima	10/18/19	Discussions on structuring and review of playbook.	0.50
S. Vavro	10/18/19	Edit contract review memo outline; review transmission-related agreements; project emails.	3.00
C. Wainwright	10/18/19	Continue review of A. Weissman summary of agreements and tariffs, sec. 1.141-7.	0.75
A. D. Weissman	10/18/19	Work on Option 1 Agreements.	5.20
V. C. Zabielski	10/18/19	Review questions regarding Reserve Margin and how to incorporate concept into Option 1, research re: same. Draft response to questions. Review and redline working draft of memorandum.	6.90
J. D. Hutchings	10/19/19	Review ConEd billing and collections agreement; begin work on term sheet.	1.10
M. F. Dottori	10/20/19	Telephone call with J. Hutchings regarding preparation of Billing/Collections Term Sheet; review and prepare comments on initial structure (template) for the same and illustrative provisions for the same.	1.30
J. D. Hutchings	10/20/19	Prepare term sheet for billings and collections services.	6.80
A. D. Weissman	10/20/19	Option 1 Agreements.	1.50
M. F. Dottori	10/21/19	Review and preliminary comments on first draft of	1.70

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		Billing/Collections Term Sheet; review email correspondence and revised Vogtle structuring; emails to Pillsbury team and A. Weissman regarding coordination of agreement term sheets.	
S. Vavro	10/21/19	Review JEA agreements; team emails and draft insert for memo; rate design research; review terms and condition outline and memo comments.	3.00
C. Wainwright	10/21/19	Review A. Weissman summary of agreements and tariffs, sec. 1.141-7.	1.50
A. D. Weissman	10/21/19	Option 1 Agreements, staff discussion draft, telephone calls with S. Clark.	8.20
V. C. Zabielski	10/21/19	Review latest draft of option 1 Agreements memo incorporating S. Clark's comments; Review first draft of the term sheet for billing and collections issues; Begin drafting new version of transmission services agreement.	4.50
M. F. Dottori	10/22/19	Email exchanges with team regarding rates and charges and model rate structures, including legacy JEA structure; confer with A. Weissman on appropriate models for Transmission Services Agreements; review comments on initial draft of Billing and Collections Term Sheet and follow-up with questions concerning the same; review E. Rojas (tax) comments on Option 1 Agreements memo in preparation for tomorrow's call regarding the same; prepare comments on revised draft of Billings and Collections Term Sheet; internal discussion to work through changes, questions and next steps on Billing and Collections Term Sheet.	4.00
J. D. Hutchings	10/22/19	Review updated draft of term sheet; call with M. Dottori regarding the same; further revisions to the term sheet.	1.80
L. B. LoBue	10/22/19	Follow-up to litigation risk assessment.	0.20
J. D. Murphy	10/22/19	Review and advise on and draft relevant terms; calls to discuss.	8.70
S. Vavro	10/22/19	Draft agreement review memo section; research transmission issues; review Option 1 memo.	4.50
C. Wainwright	10/22/19	Review E. Rojas comments on summary of agreements and tariffs, sec. 1.141-7.	0.75
A. D. Weissman	10/22/19	Option 1 Agreements, meeting with PSC staff, process letter.	12.00
V. C. Zabielski	10/22/19	Research a transmission services agreements; Draft answers to A. Weissman's questions; Emails with M. Reese; Research;	2.50
S. B. Amdur	10/23/19	Coordination and calls with team; strategic discussions with team.	1.60
M. F. Dottori	10/23/19	Conference call with team to JEA team to discuss preparation of materials and talking points for PSC meeting on the transaction; coordinate with team regarding document	3.10

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		preparation deadlines; follow-up with corporate team regarding potential need for Transition Services Agreement and projected duration between sign and Close; prepare straw SLA metrics for Billing and Collections Services for inclusion in Term Sheet; internal discussion on potential SLAs for Billing and Collections Services; continue rework and revisions to Term Sheet.	
J. D. Hutchings	10/23/19	Conference call with JEA team regarding PSC discussions and related matters; work on billing and collections term sheet; call with M. Dottori regarding the same.	4.60
A. C. Lima	10/23/19	Internal discussions / meetings re. alternative structures.	3.00
L. B. LoBue	10/23/19	Follow-up to litigation risk assessment.	0.20
J. D. Murphy	10/23/19	Review and advise on structure and related matters; review and draft amendments; calls to discuss.	6.70
J. S. Platt	10/23/19	Telephone calls regarding energy term sheets and review certain agreements.	1.30
S. Vavro	10/23/19	Call with Hammond/Fowler re agreement memo, additional contracts for review; review latest CIP draft; review transmission agreements; research T&D agreement provisions.	4.00
C. Wainwright	10/23/19	Review additional PLR material; begin review of term sheet template.	1.50
V. C. Zabielski	10/23/19	Continue drafting Term Sheet, research re: same; Emails with legal team re: same.	2.50
M. F. Dottori	10/24/19	Internal call to prepare to address agenda items for JEA call; attend weekly JEA Regulatory call; participate on extended call with E. Rojas and team to work through tax implications of rates structuring; revise and update term sheet and straw SLA matrix and send to internal team for review and input together with explanatory transmittal; email exchanges with team regarding ancillary document preparation and schedule.	4.30
J. D. Hutchings	10/24/19	Work on billing and collections term sheet; review SLAs; conference call with M. Dottori and A. Weissman regarding term sheet; regulatory call with JEA team.	3.40
A. C. Lima	10/24/19	Internal discussions / meetings re. alternative structures. Conf. call with Florida counsel and others.	3.00
J. D. Murphy	10/24/19	Advise on issues and discuss; review amendments and advise; email correspondence.	4.75
J. S. Platt	10/24/19	Telephone calls regarding Energy Agreement Precedents.	1.50
J. S. Platt	10/24/19	Conference call with Foley regarding IPO/CO-OP; numerous conference calls regarding project status.	2.50
T. Powers	10/24/19	Call with group regarding structuring matters.	0.60
S. Vavro	10/24/19	Call with Weissman/Platt/Zabielski/FTI re transmission issues; update lists of missing agreements; research on T&D	3.00

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
C. Wainwright	10/24/19	agreement provisions and rate design. Complete review of term sheet template; discuss transaction alternatives with N. Burke; review sec. 1.141-7.	2.50
A. D. Weissman	10/24/19	Regulatory call, tax issues, Option 1 Agreements, anti-trust.	9.50
M. F. Dottori	10/25/19	Internal to debrief on tax call with JEA team revisions to Billing and Collections Term Sheet and preparation of contract package; conference call with R. Wannemacher, V. Blackshear and A. Weissman to discuss rate design; prepare updates and revisions to SLA schedule to Billing and Collection schedule; conference call with A. Weissman to work through current draft of Billing and Collections Terms.	5.40
J. D. Hutchings	10/25/19	Call with M. Dottori regarding billing and collections term sheet; further work on term sheet; weekly regulatory call; follow-up call with A. Weissman and M. Dottori.	3.70
J. D. Murphy	10/25/19	Call; review and advise on related issues.	1.00
J. S. Platt	10/25/19	Telephone calls regarding Transmission Agreement.	0.60
S. Vavro	10/25/19	Status call w/Weissman/Platt/Zabielski; call w/Fowler re agreement review issues; review newly located agreements.	3.00
C. Wainwright	10/25/19	Review short-term and related exceptions in sec. 1.141-7; review E. Rojas comments.	1.50
V. C. Zabielski	10/25/19	Research current state of electricity choice referendum in Florida; Discussions with team re: same; Review updated master agreement list; Review three three Vogtle-related transmission agreements and update term sheet; Review Amendment #3 for Reservation of JEA Surplus.	3.60
M. F. Dottori	10/26/19	Finalize internal draft off Billing and Collections Term Sheet and SLA schedule based on internal discussions and comments and circulate for final review before being sent to JEA team together with explanatory transmittal; work on service description for Billing and Collections Services Agreement.	2.40
V. C. Zabielski	10/26/19	Review current JEA rate summary, emails with S. Vavaro.	0.50
M. F. Dottori	10/27/19	Work on Statement for Billing and Collections Services.	1.50
J. D. Hutchings	10/27/19	Prepare draft Billing and Collections Services Agreement.	3.80
S. Vavro	10/27/19	Call w/Fowler; edit agreement review memo and review agreements from data room; research rate design issues.	2.50
M. F. Dottori	10/28/19	Initial review of Billing and Collections MSA; work on Billing and Collections Services descriptions; review email exchanges regarding rate structure and related tax considerations.	2.50
J. D. Hutchings	10/28/19	Prepare draft Billing and Collections Services Agreement; call with M. Dottori regarding the same; brief review of APA term sheet.	3.90
J. D. Murphy	10/28/19	Review and advise on structure; draft terms; correspondence.	7.60

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
S. Vavro	10/28/19	Call w/JEA personnel and Weissman/Zabielski re operations-related issues and follow-up call with Pillsbury team; draft meeting notes; review Southern T tariff; outline network vs point-to- point service characteristics; review draft franchise agreement.	6.00
C. Wainwright	10/28/19	Continue review of private use issues raised by proposed transactions, sec. 1.141-7 and related authorities; review term sheet template.	2.50
A. D. Weissman	10/28/19	Call with JEA operating team, work on transmission issues, tax issues, regulatory issues.	10.00
V. C. Zabielski	10/28/19	JEA Operational Discussion / Conference call with Client, preps re: same; Project update call with A. Weissman and S. Vavro. Review Southern OATT, update term sheet. Research sample bills from JEA, PSEG to see how line item charges are currently handles.	3.90
J. D. Hutchings	10/29/19	Review spreadsheet on charges methodology.	0.20
J. D. Murphy	10/29/19	Review and advise on terms; draft amendments.	7.00
S. Vavro	10/29/19	Calls w/Fowler re trans research/issues; review trans term sheet; prep memo on OATT tariff provisions; review antitrust memo; rate design email.	5.00
A. D. Weissman	10/29/19	Work on tax issues, Franchise Agreement.	5.50
V. C. Zabielski	10/29/19	Review first draft of Franchise Agreement Term Sheet; Finalise version of Term Sheet and send to S. Vavro for review. Incorporate comments. Develop options for existing Southern TSA; Send new Transmission Term sheet to legal team.	5.10
N. E. Burke	10/30/19	Participate in call regarding charging of customers under PPA.	1.25
M. F. Dottori	10/30/19	Review interim draft of Billing and Collection Service MSA; work on payment processing and Billing portion of services description and cross-functional services description for Billing and Collections; attention to email exchanges concerning ancillary agreements.	3.20
J. D. Hutchings	10/30/19	Conference call regarding JEA charge calculation methodology.	1.30
J. D. Murphy	10/30/19	Calls to discuss issues; review draft; draft amendments.	6.40
S. Vavro	10/30/19	Response to team transmission-related issues/questions; conference call w/JEA and others re Vogtle charge rate design; draft of call notes; rate design research; memo on uncollectibles.	5.00
C. Wainwright	10/30/19	Review rate mechanics example; conference call to discuss rate computations, alternatives; review meeting notes.	2.75
V. C. Zabielski	10/30/19	Research how transmission losses are handled under TSAs; Discussions with team re: power output variations. Begin	3.20

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
M. F. Dottori	10/31/19	drafting separate distribution term sheet. Complete first draft of Billings Services descriptions (schedule A-1) and Schedule A (cross functional services and general service terms); telephone call with A. Weissman to debrief on rate design call and prepare for this afternoon's regulatory call; high level review of current drafts of term sheets; attend afternoon regulatory call with JEA team; discuss call with J. Hutchings to assess impact on terms of Billings and Collections and discuss initial draft of Services Agreement and Billing Services; follow-up email exchanges with A. Weissman regarding term sheet review process; brief review of draft APA.	4.80
J. D. Hutchings	10/31/19	Review correspondence and related attachments regarding franchise agreement and related documents; call with M. Dottori regarding billing and collections services agreement.	1.70
J. D. Murphy	10/31/19	Calls to discuss transaction; review documents and revise.	4.10
S. Vavro	10/31/19	Regulatory update conf call and notes; docs to data room; review franchise agreement outline.	3.00
C. Wainwright	10/31/19	Review client comments on term sheet template; begin review of asset purchase agreement.	2.25
V. C. Zabielski	10/31/19	Review update of master list of agreements; Review memorandum re: existing agreements for impact on term sheets; Research distribution agreements.	3.60
Total Hours:			660.75
Total Fees:			\$ 591,371.25

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>
S. B. Amdur	1.60
N. E. Burke	5.50
M. F. Dottori	56.10
M. C. Hammond	5.10
H. Hollingsworth	0.50
J. D. Hutchings	45.20
E. A. Kremer	0.90
A. C. Lima	27.00
L. B. LoBue	11.90
J. McKay	3.60
J. D. Murphy	96.90

<u>Timekeeper</u>	<u>Hours</u>
R. Neely	1.50
J. S. Platt	22.20
T. Powers	8.00
S. Vavro	100.50
C. Wainwright	25.75
A. D. Weissman	150.40
V. C. Zabielski	98.10
Total:	660.75

Disbursements Incurred

<u>Date</u>	<u>Type</u>	<u>Description</u>	<u>Amount</u>
10/15/19	Document Processing	Summary	\$ 21.00
10/21/19	Meals - Working	Meal(s), NY, Akura Sushi, N. Aminolsharei	32.34
Total Disbursements:			\$ 53.34

Disbursement Summary

<u>Type</u>	<u>Amount</u>
Document Processing	21.00
Meals - Working	32.34
Total:	\$ 53.34

Total Due For Matter 0000003: \$ 591,424.59



Tax ID No. 94-1311126

Lynne Rhode
JEA
21 West Church Street (T-16)
Jacksonville, FL 32202

November 26, 2019
Invoice No. 8305458
Client No. 047455
Matter No. 0000003
Stephen B. Amdur
(212) 858-1000

Remittance Advice

Enclose this Remittance Advice for Proper Credit

<u>Matter Number</u>	<u>Services</u>	<u>Disbursements</u>	<u>Balance Due</u>
0000003	\$ 591,371.25	\$ 53.34	\$ 591,424.59
Total This Invoice:	\$ 591,371.25	\$ 53.34	\$ 591,424.59

Prior Invoices Outstanding

<u>Invoice Number</u>	<u>Date</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total Prior Outstanding</u>
8298978	10/31/19	\$805,831.15	\$0.00	\$805,831.15
Total Prior Outstanding		\$805,831.15	\$0.00	\$805,831.15
Total Amount Outstanding				\$1,397,255.74

Payable in U.S. Dollars upon receipt.

Payment Options:

For **payment by mail**, remit to: Pillsbury Winthrop Shaw Pittman LLP, P.O. Box 30769, New York, NY 10087-0769

For Electronic Payments including **Wire Transfer, ACH, and SWIFT Payments**, send to: JP Morgan Chase Bank NA, NY, NY; (██████████), for credit to Pillsbury Winthrop Shaw Pittman LLP, Account Number ██████████.

Please include our client, matter and invoice number for proper credit.

[Additional remittance information may also be forwarded to accountsreceivable@pillsburylaw.com]