



Tax ID No. 94-1311126

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

December 10, 2019  
Invoice No. 8307977  
Client No. 047455  
Matter No. 0000004  
Stephen B. Amdur  
(212) 858-1000

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**For Professional Services Rendered and Disbursements Incurred through November 30, 2019**

<u>Matter Name</u>	<u>Services</u>	<u>Disbursements</u>	<u>Balance Due</u>
Strategic Planning & Advice	\$ 1,159,741.00	\$ 1,341,216.99	\$ 2,500,957.99
<b>Total This Invoice:</b>	<b>\$ 1,159,741.00</b>	<b>\$ 1,341,216.99</b>	<b>\$ 2,500,957.99</b>

*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>
8302147	10/31/19	\$1,368,797.29	\$0.00	\$1,368,797.29
8305459	11/26/19	2,025,166.34	0.00	2,025,166.34
Total Prior Outstanding		\$3,393,963.63	\$0.00	\$3,393,963.63
Total Amount Outstanding				\$5,894,921.62

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**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

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**Strategic Planning & Advice**

For Professional Services Rendered and Disbursements Incurred Through November 30, 2019

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
S. B. Amdur	11/01/19	Coordination and calls with client and team; review and comment on term sheet; NDA matters; data room matters.	5.80
N. Aminolsharei	11/01/19	Daily call	0.40
D. Bradley	11/01/19	Participate in call re: Plans; subsequent follow-up.	1.40
A. F. Calcado	11/01/19	Meet with J. Platt to discuss asset purchase agreement and status of transaction; correspond with working group to follow up on treatment of outstanding bonds.	1.00
S. P. Farmer	11/01/19	Reviewing APA; emails with team.	2.40
B. E. Finch	11/01/19	Review possible updated privacy, cybersecurity needs	1.00
M. C. Hammond	11/01/19	Call with team regarding requested documents and contracts; review Agreements in data room; discuss further contract reviews.	1.90
P. J. Hunt	11/01/19	Review revised notes re: tax and securities law considerations; review comments re: performance unit plan; review email correspondence re: same and re: draft term sheet.	0.40
J. Krawitz	11/01/19	Prepare for and participate in teleconference regarding term sheet.	1.80
E. A. Kremer	11/01/19	Review and analyze draft asset purchase agreement provisions related to real property matters; review real property documents list regarding Foley proposed posting to data room.	1.30
D. E. Lillevand	11/01/19	Attend to Co-Op matters and correspondence re same.	0.30
A. C. Lima	11/01/19	Participation on daily and other calls. Review of APA term sheet, NDAs, data room materials, etc. Discussion re. Q&A.	3.00
J. Lutrin	11/01/19	Call with team; review of strawman termsheet; review and mark-up of plans and Q&As; emails regarding same.	2.60
H. McCartin	11/01/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	4.10
S. Morton	11/01/19	Reviewing Asset Purchase Agreement; Considering IT Privacy issues; Discussing with S. Farmer; Preparing first draft emails.	1.90
J. D. Murphy	11/01/19	Review and draft changes on documents; calls to discuss and advise; attendance on related matters.	8.60
D. A. Navikas	11/01/19	Attend to correspondence regarding data room antitrust review	0.50
V. T. Nunn	11/01/19	Analyze issues related to matter; draft agreements; revise documents; calls with internal team, client and other counsel; correspondence re: the foregoing.	10.00

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. S. Platt	11/01/19	Co-op research and meetings regarding same.	1.70
T. Powers	11/01/19	Manage reports and correspondence thereto.	0.30
M. Pudig	11/01/19	Participate in calls with client and members of working groups.	0.70
M. L. Sibarium	11/01/19	Correspondence regarding diligence issues.	0.20
S. B. Amdur	11/03/19	Calls with client and team; strategic matters; documentation matters.	0.40
M. C. Hammond	11/03/19	FERC analysis.	0.10
J. E. Judish	11/03/19	Review term sheet and draft Asset Purchase Agreement; make proposed revisions and comments on employment issues.	1.30
A. R. Milano	11/03/19	Review and provide comments and revisions regarding initial drafted terms of agreement.	1.80
V. T. Nunn	11/03/19	Review agreements and provide comments; correspondence on the foregoing.	1.00
T. Powers	11/03/19	Correspondence regarding Leidos use agreements.	0.20
M. T. Reese	11/03/19	Review Term Sheet and Asset Purchase Agreement; review net working capital adjustments for energy deals; attend to matter.	3.00
S. B. Amdur	11/04/19	Coordination and calls with client and team; review of background materials; calls with team.	2.40
S. P. Farmer	11/04/19	Emails regarding privacy/security review.	1.40
M. C. Hammond	11/04/19	Call with team to discuss contracts; review contracts; answer questions on Asset & Purchase Agreement clauses.	1.50
J. Krawitz	11/04/19	Review and draft comments to APA; review and draft comments to tax and securities consideration memo.	5.30
E. A. Kremer	11/04/19	Review and analyze email correspondence and attachments from local counsel regarding real property issues.	0.50
D. E. Lillevand	11/04/19	Attend conference call regarding Co-Op alternatives.	0.60
A. C. Lima	11/04/19	Participation on daily and other calls. Discussion re. regulatory process. Review of data room materials, etc. Internal discussions re. IPO/Coop and other alternatives.	4.00
J. Lutrín	11/04/19	Review and mark-up of APA; calls and emails.	4.00
J. D. Murphy	11/04/19	Review, advise on and draft amendments to documents; calls to discuss.	6.40
D. A. Navikas	11/04/19	Call Carlton Fields attorney regarding antitrust issues in due diligence; review draft purchase agreement; confer with V. Nunn regarding comments on same; revise draft of purchase agreement; correspond with M. Pudig regarding virtual data room issues; correspond with M. Hammond regarding review of the virtual data room and the purchase agreement;	5.70
R. Neely	11/04/19	Review of PPA/JOA Agreements; internal meeting with Regulatory team to discuss status of reviews.	2.30
V. T. Nunn	11/04/19	Call with internal team, client and other counsel; analyze	12.90

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. S. Platt	11/04/19	open issue; draft agreement provisions; correspondence re: the foregoing and open items. Conference call with JPM regarding co-op work stream; research regarding existing co-op structures; correspondence and telephone calls regarding scheduling group updates and processes.	3.60
T. Powers	11/04/19	Correspondence regarding Leidos use agreement.	0.20
M. T. Reese	11/04/19	Review and revise Asset Purchase Agreement; correspond with V. Nunn regarding same; confer with S. Amdur regarding same; review net working capital adjustments for utility deals; attend to matter.	10.00
M. L. Sibarium	11/04/19	Telephone call with D. Navikas.	0.10
C. Wainwright	11/04/19	Review asset purchase agreement.	2.50
S. B. Amdur	11/05/19	Coordination with team; strategic matters.	5.40
D. Bradley	11/05/19	Review data room; confer re: matters.	0.30
N. E. Burke	11/05/19	Review draft of purchase agreement; conference with V. Nunn regarding same; participate in update call.	1.80
A. F. Calcado	11/05/19	Attend weekly update call; meet with J. Platt to discuss draft asset purchase agreement; call with V. Nunn to discuss asset purchase agreement.	1.00
N. A. Fischer	11/05/19	Review issues re trade due diligence; discuss with R. Motazed. i.	0.40
M. C. Hammond	11/05/19	Review Gantt Chart and task list; respond to questions on Scampi checklist and overall review; project discussion with S. Fowler.	3.00
H. Hollingsworth	11/05/19	Weekly call with internal working group; review purchase agreement; read and respond to emails.	1.10
P. J. Hunt	11/05/19	Review emails and attachments re: plans.	0.40
J. Krawitz	11/05/19	Prepare for and participate in internal open deal items call.	0.50
E. A. Kremer	11/05/19	Review purchase agreement comments and related email correspondence from co-counsel regarding data room status; participate in status conference call; review checklist materials.	1.20
D. E. Lillevand	11/05/19	Attend IPO structuring conference call; attend co-op conference call; attend to research regarding Gun jumping issues related to proposed IPO.	2.20
A. C. Lima	11/05/19	Participation on daily and other calls. Discussion re. regulatory process. Review of APA schedules, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives.	4.00
J. Lutrin	11/05/19	Prepare for and participate in call with JEA; discussions with team regarding same; emails regarding same.	3.00
A. M. McKnight	11/05/19	Attend Scampi weekly update call.	0.20
R. Motazed. i	11/05/19	Review Asset and Purchase Sale Agreement regarding	1.60

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. D. Murphy	11/05/19	potential CFIUS concerns; discuss with N. Fischer.	6.80
D. A. Navikas	11/05/19	Advise on agreement; draft amendments.	8.20
V. T. Nunn	11/05/19	Confer with team regarding antitrust issues; correspond with FTI regarding economic analysis; attend to correspondence regarding due diligence issues.	13.00
J. S. Platt	11/05/19	Calls with internal team, client and other counsel; analyze open issues; correspondence re: the foregoing and open items; negotiate agreement.	3.70
T. Powers	11/05/19	Participate in IPO and Co-Op conference calls; Co-Op research regarding other existing co-ops and structures; review Purchase Agreement regarding defeasance mechanics.	2.10
M. T. Reese	11/05/19	Daily call with client; calls regarding VDR; update call; correspondence regarding antitrust matters.	2.00
C. Wainwright	11/05/19	Review and revise Asset Purchase Agreement; draft purchase price adjustment definitions for net working capital adjustment; participate in weekly status call; attend to matter.	1.80
M. A. Warley	11/05/19	Prepare purchase agreement comments; review revised checklist and related materials.	3.90
R. S. Zarghamee	11/05/19	Review materials relating to electricity generation markets and JEA marketing; call regarding status of clean room review projects.	2.80
S. B. Amdur	11/06/19	Review draft Purchase Agreement; research Florida release reporting requirements.	4.30
D. Bradley	11/06/19	Calls with client and team; review of background materials; strategic discussions with team.	0.60
N. E. Burke	11/06/19	Review data room; confer re: plans.	0.50
A. F. Calcado	11/06/19	Review and respond to questions from V. Nunn regarding allocation.	0.50
H. Hollingsworth	11/06/19	Call with Greenberg Traurig to discuss treatment of outstanding bonds.	0.50
J. Krawitz	11/06/19	Communicate with working group; review data room.	2.00
E. A. Kremer	11/06/19	Research regarding COBRA liability in an asset sale; email correspondence regarding same; draft APA language regarding same.	1.50
D. E. Lillevand	11/06/19	Review and analyze local counsel markup of purchase agreement provisions regarding real property assets; review updated list of critical assets from co-counsel in connection with data room materials.	0.40
A. C. Lima	11/06/19	Co-op transaction update call.	4.00
		Participation on daily and other calls. Discussion re. regulatory process. Review of APA schedules, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives.	

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. Lutrin	11/06/19	Drafting responses; research regarding COBRA; emails regarding same, VDR review and benefit plan analysis.	1.50
H. McCartin	11/06/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	7.40
R. Motazed	11/06/19	Review Asset and Purchase Sale Agreement; summary of potential concerns.	3.50
J. D. Murphy	11/06/19	Cal to discuss issues; advise on structure; draft amendments to agreement; advise on related issues.	7.80
D. A. Navikas	11/06/19	Analyze antitrust framework for electric industry; draft outline of econometric analysis; correspond with team regarding same; confer regarding analysis of potential bidders; correspondence regarding review of virtual data room; attend conference call with team regarding antitrust issues.	8.40
V. T. Nunn	11/06/19	Calls with internal team, client and other counsel; draft agreement; analyze open issues; correspondence re: the foregoing and open items.	13.20
J. S. Platt	11/06/19	Conference call regarding Co-Op work stream with working group; telephone call regarding Bond Defeasance and review of Indentures.	2.40
T. Powers	11/06/19	Review and comment on checklist; call with client regarding data room; call regarding procurement.	1.70
M. R. Rabinowitz	11/06/19	Review and edit draft CFIUS guidance from R. Motazed.	0.40
M. L. Sibarium	11/06/19	Telephone call with Pillsbury team and client regarding data room issues; review emails regarding diligence issues.	0.80
M. A. Warley	11/06/19	Calls with dataroom review teams to discuss content, review procedures, and potential antitrust review of categories of documents; review data on potential bidders to assess potential antitrust risks; call with JEA to discuss dataroom review procedures; review additional research on potential antitrust market definitions and issues.	6.30
N. Zhang	11/06/19	Internally discuss due diligence and IP reps, and review IP reps	0.40
S. B. Amdur	11/07/19	Calls with client and team; strategic discussions.	4.10
N. E. Burke	11/07/19	Review and respond to issues regarding transfer tax.	0.50
A. K. Fiedler	11/07/19	Conference with V. Nunn regarding transaction and timing.	0.50
M. C. Hammond	11/07/19	Discuss anti-trust folder review project.	0.10
H. Hollingsworth	11/07/19	Weekly call with working group.	0.20
D. E. Lillevand	11/07/19	Attend to review of IPO and Co-Op presentation slides and conference call re same.	1.20
A. C. Lima	11/07/19	Participation on daily and other calls. Discussion re. regulatory process. Review of APA schedules, Q&As, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives.	5.50

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. Lutrin	11/07/19	Attention to emails regarding APA and benefit plans.	0.30
J. D. Murphy	11/07/19	Review and advise on debt; review and advise on related issues.	6.20
D. A. Navikas	11/07/19	Research framework for Federal Energy Regulatory Commission and Department of Justice reviews; analyze similarities and differences in FERC and DOJ antitrust reviews; review scoping document for FTI economic analysis of electric market; draft summary of economic analysis of electric market for M. Sibarium; discuss same with M. Sibarium; correspond with JEA regarding antitrust analysis of the electric and water businesses; confer with investment bankers regarding bidders and potential business overlaps; correspondence regarding economic analysis	5.30
V. T. Nunn	11/07/19	Calls with internal team, client and other counsel; call on regulatory matters; draft agreement; analyze open issues; correspondence re: the foregoing and open items.	15.70
J. S. Platt	11/07/19	Begin review of IPO slides; participate in update telephone calls.	2.50
T. Powers	11/07/19	Update call with Foley; weekly group update call; regulatory update call; correspondence regarding Leidos use agreement.	3.60
M. T. Reese	11/07/19	Attend weekly status call for Project Scampi.	0.30
M. L. Sibarium	11/07/19	Telephone calls with JEA operations team and D. Navikas; exchange emails with team.	1.00
M. A. Warley	11/07/19	Call with JEA to discuss gas and energy contracts in data room.	2.10
N. Zhang	11/07/19	Review/revise intellectual property reps	0.50
S. B. Amdur	11/08/19	Calls with client and team; strategic discussions with team; coordination of documentation matters.	2.20
P. J. Hunt	11/08/19	Review email correspondence re: benefit provisions in purchase agreement.	0.20
J. Krawitz	11/08/19	Draft language to APA regarding Buyer incentive and benefit plans; email correspondence regarding same.	0.90
D. E. Lillevand	11/08/19	Attend conference call regarding co-op matters; review and provide comments to draft IPO and gun jumping presentation and phone call with J. Platt re same.	1.80
A. C. Lima	11/08/19	Participation on daily and other calls. Discussion re. regulatory process. Review of APA schedules, Q&As, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives.	3.00
J. Lutrin	11/08/19	Draft benefits covenants for APA; emails regarding same.	0.60
A. M. McKnight	11/08/19	Correspondence with S. Amdur regarding P3 concession term sheet.	0.30
J. D. Murphy	11/08/19	Review and draft amendments to agreement.	3.40
D. A. Navikas	11/08/19	Correspond with J. Cochrane at FTI regarding antitrust	9.70

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		analysis; correspond with A. Lima regarding negotiation instructions; review draft of same; attend conference call with JEA regarding antitrust analysis of electric business; attend conference call with FTI regarding analysis of water and wastewater material in the virtual data room; research exemption from HSR notification for transactions subject to agency approval; correspond with team regarding antitrust review of the virtual data room; draft memorandum regarding antitrust issues in due diligence; draft clean team agreement for Project Scampi; correspond with investment banks regarding clean teams in virtual data room; correspondence regarding nondisclosure agreement.	
V. T. Nunn	11/08/19	Calls with internal team, client and other counsel; draft agreement; review data room items; analyze open issues; correspondence re: the foregoing and other matters.	8.50
J. S. Platt	11/08/19	Review IPO slide comments; conference call with Foley regarding co-ops; conference call with Greenburg regarding defeasance.	3.50
T. Powers	11/08/19	Daily update call; correspondence with client regarding matters; call regarding Q&A; correspondence regarding VDR.	1.40
M. T. Reese	11/08/19	Correspond with S. Amdur regarding P3 proposal; attend to matter.	0.50
C. Wainwright	11/08/19	Review purchase agreement comments.	1.30
M. A. Warley	11/08/19	Review contracts spreadsheet to identify documents for clean team sequestration.	6.30
S. B. Amdur	11/09/19	Calls with client and team; review of background material; strategic discussions with team.	3.20
A. M. McKnight	11/09/19	Call with S. Amdur and M. Reese; call with M. Reese; review P3 concession proposal; research concession precedents.	3.00
V. T. Nunn	11/09/19	Draft agreement; review and analyze open issues.	14.00
M. T. Reese	11/09/19	Participate in conference call regarding P3 proposal; review same; confer and correspond regarding same; attend to transaction.	3.00
V. T. Nunn	11/10/19	Draft agreement; review and analyze open issues; correspondence re: the foregoing.	11.80
M. T. Reese	11/10/19	Review materials on Florida P3 transactions.	2.00
S. B. Amdur	11/11/19	Calls with team; review of draft documentation; strategic discussions with team.	0.70
H. Hollingsworth	11/11/19	Communicate with internal working group RE purchase agreement.	0.60
D. E. Lillevand	11/11/19	Review comments to updated IPO presentation.	0.40
A. C. Lima	11/11/19	Review of APA, concession materials etc. Internal	1.00



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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
H. McCartin	11/11/19	discussions re. IPO/Coop and other alternatives. Working on matter; participate in calls with client and members of internal working group; due diligence review.	8.50
A. M. McKnight	11/11/19	Review JEA P3 proposal and concession precedents.	4.00
J. D. Murphy	11/11/19	Review and draft agreement.	14.50
D. A. Navikas	11/11/19	Review Project Scampi nondisclosure agreement; draft clean team agreement; correspond with M. Sibarium regarding nondisclosure and clean team agreements; research antitrust economists and econometric analyses used in electric industry; correspond JEA regarding antitrust analysis of electric business; correspond with M. Sibarium regarding antitrust issues in due diligence	5.10
V. T. Nunn	11/11/19	Draft and revise agreement; review and analyze open issues; correspondence re: the foregoing and ongoing matters; calls with internal team, client and other counsel.	22.00
J. S. Platt	11/11/19	Discussions and conference calls regarding IPO and Co-Op slides.	1.30
T. Powers	11/11/19	Review IPO slides; review and comment on VDR items; manage same.	0.80
M. T. Reese	11/11/19	Review precedent for P3 concession; confer with D. Welch regarding draft term sheet for P3 concession; correspond with A. McKnight regarding same.	2.50
M. L. Sibarium	11/11/19	Telephone call with D. Navikas; review emails from D. Navikas regarding interview with client regarding gas purchasing/sale; exchange emails with D. Navikas regarding expert witnesses.	0.60
M. A. Warley	11/11/19	Review and edit draft clean team agreement; review contracts in data room for potential antitrust concerns and clean team sequestration.	6.20
S. B. Amdur	11/12/19	Calls with client and team; review of background materials.	2.90
D. Bradley	11/12/19	Review data room; revise data room folder and actions document.	0.40
N. E. Burke	11/12/19	Conference with J. Platt and B. Wainwright regarding tax exempt bond issues.	0.50
S. P. Farmer	11/12/19	Email regarding security representations.	2.60
B. E. Finch	11/12/19	Follow up on sales agreement language	1.20
M. C. Hammond	11/12/19	Meet with S. Fowler to discuss antitrust review of Data Room documents prior to opening data room to bidders; review data room.	0.80
H. Hollingsworth	11/12/19	Communicate with internal working group.	0.90
J. E. Judish	11/12/19	Review and respond emails re asset purchase agreement provisions; research WARN Act provisions; emails re same.	1.10
E. A. Kremer	11/12/19	Review current issues regarding transaction and real property materials; review and respond regarding analysis of	0.60

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
D. E. Lillevand	11/12/19	conveyance documents for transfer of leased assets. Attend to review of IPO and private placement slides and correspondence re same.	1.20
A. C. Lima	11/12/19	Participation on daily and other calls. Discussion re. regulatory process. Review of APA and its schedules, Q&As, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives.	6.00
J. Lutrín	11/12/19	Attention to emails regarding APA.	0.20
H. McCartin	11/12/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	5.10
J. D. Murphy	11/12/19	Review and draft amendments to agreement.	5.60
D. A. Navikas	11/12/19	Attend conference call with attorneys from Pennington regarding antitrust review of water and wastewater material in the virtual data room; revise memorandum regarding antitrust issues in due diligence; correspond regarding analysis of the electric system; review virtual data room materials for antitrust sensitivity; confer regarding management of the virtual data room; correspond with M. Sibarium regarding antitrust precautions taken in the virtual data room	5.30
V. T. Nunn	11/12/19	Draft and revise agreement; review and analyze open issues; correspondence re: the foregoing and ongoing matters; calls with internal team, client and other counsel; review data room responses.	18.30
J. S. Platt	11/12/19	Conference calls regarding IPO presentations and research regarding same; review slides for presentation.	2.50
T. Powers	11/12/19	Daily update call with client; call regarding data room; manage diligence; review private placement matters; correspondence regarding antitrust matters.	3.20
M. T. Reese	11/12/19	Review precedents for P3 concessions; participate in internal status conference call.	1.00
M. L. Sibarium	11/12/19	Edit diligence antitrust memo; exchange emails with D. Navikas regarding same and follow up calls with client.	1.40
C. Wainwright	11/12/19	Continue review of purchase agreement.	1.50
D. Welch	11/12/19	Review template Concession Agreement and prepare Term Sheet for P3 Concession and Lease Agreement.	7.10
S. B. Amdur	11/13/19	Calls with team; strategic discussions with team; review of background materials.	4.40
N. E. Burke	11/13/19	Conference with J. Platt regarding tax consequences of alternative scenarios.	0.30
M. C. Hammond	11/13/19	Review Information Request Tracker and identify contracts and agreements.	1.00
H. Hollingsworth	11/13/19	Discuss data room information with N. Burke; review data room.	0.20

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
D. E. Lillevand	11/13/19	Attend phone conference regarding co-op matters; attend phone conference on IPO and related regulatory matters and follow up conference call re same; review private placement presentations slides and provide comments re same; review updates to IPO presentation slides.	3.60
A. C. Lima	11/13/19	Participation on daily and other calls. Discussion re. regulatory process. Review of APA and its schedules, Q&As, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives. Discussion re. management presentations.	6.00
J. Lutrin	11/13/19	Call with team regarding APA; call with L. Rhode; emails regarding same.	1.30
H. McCartin	11/13/19	JEA daily call; emails re matter.	1.50
J. D. Murphy	11/13/19	Review and draft amendments to agreement.	10.60
D. A. Navikas	11/13/19	Attend conference call regarding antitrust assessment of material contracts for the water and wastewater businesses; attend conference call regarding antitrust assessment of JEA's electric business; prepare for discuss of JEA's relationship with TEA; prepare summary of notes regarding same; attend call with J. Cochrane at FTI regarding economic analysis; review negotiation phase instruction letter; correspond with A. Lima regarding same; correspond with M. Lyde-Cajuste regarding virtual data room issues;	5.80
V. T. Nunn	11/13/19	Draft and revise agreement; review and analyze open issues; correspondence re: the foregoing and ongoing matters; calls with internal team, client and other counsel; call with client team.	17.90
J. S. Platt	11/13/19	Conference calls and internal telephone calls regarding presentation materials and process; research regarding co-op funding issue; telephone calls regarding co-op regulatory issue.	5.70
T. Powers	11/13/19	Call with client regarding update; review and comment on Clean Team Agreement; manage diligence; correspondence regarding antitrust matters; manage Q&A responses.	3.80
M. T. Reese	11/13/19	Review draft term sheet for P3 concession; confer with D. Welch regarding same; attend to transaction.	1.30
M. L. Sibarium	11/13/19	Exchange emails with D. Navikas regarding upcoming client interviews and economist retention issues; telephone call with D. Navikas; exchange emails with A. Lima.	0.40
C. Wainwright	11/13/19	Discuss tax and structural issues with N. Burke; review options analysis.	1.80
M. A. Warley	11/13/19	Calls with JEA and review team regarding antitrust sensitivity of documents in data room; call with JEA to discuss mechanics of electricity and natural gas markets and	5.90

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		constraints; review of contracts in dataroom for antitrust sensitivity and clean room sequestration.	
D. Welch	11/13/19	Prepare first draft of P3 Concession and Lease Agreement Term Sheet; Correspond with M. Reese and A. McKnight.	5.40
R. S. Zarghamee	11/13/19	Project Scampi: review negotiating guidelines.	0.10
L. T. Crowley	11/14/19	Conference with J. Park regarding Westinghouse contract issue.	0.10
S. P. Farmer	11/14/19	Reviewing updated APA; email to V. Nunn.	2.30
M. C. Hammond	11/14/19	Continue review of Information Request Tracker and identify contracts and agreements.	1.60
H. Hollingsworth	11/14/19	Weekly conference call with working group; review data room; review draft purchase agreement.	1.20
J. E. Judish	11/14/19	Review and draft additional revisions to employment aspects of Asset Purchase Agreement.	0.70
J. Krawitz	11/14/19	Review and draft comments to APSA; email correspondence regarding same.	2.70
D. E. Lillevand	11/14/19	Attend to updates to private placement slides; attend to co-op matters and attend to conference call re same.	1.10
A. C. Lima	11/14/19	Participation on daily and other calls. Discussion re. regulatory process. Review of APA and its schedules, Q&As, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives. Discussion re. management presentations.	7.00
J. Lutrin	11/14/19	Review and mark-up of APA: emails regarding same.	0.80
H. McCartin	11/14/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	8.40
A. M. McKnight	11/14/19	Revise draft of term sheet for P3 concession transaction.	5.20
S. Morton	11/14/19	Reviewing Asset Purchase and Sale Agreement; Reverting to S. Farmer.	0.20
J. D. Murphy	11/14/19	Review draft agreement; call to discuss conditions and consents.	6.50
S. Narayan	11/14/19	Review agreement and definitions, correspond with team.	0.80
D. A. Navikas	11/14/19	Analyze antitrust issues in draft asset purchase agreement; correspond with team regarding same; discuss electric system information in virtual data room with team; analyze antitrust implications of JEA's wholesale electric activity	
R. Neely	11/14/19	Review and search of compiled lists of JEA contracts relating to billing and collections services hired by JEA.	4.30
V. T. Nunn	11/14/19	Discuss agreement and revisions; review and analyze open issues; correspondence re: the foregoing and ongoing matters; calls with internal team, client and other counsel.	8.40
J. S. Platt	11/14/19	Conference calls regarding IPO/Co-Op with working group; draft regulatory slides for IPO; telephone call with Foley regarding Co-Op issues; telephone call with JPM regarding	3.30

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		Co-Op funding issue.	
T. Powers	11/14/19	Daily call with client; call with advisors; regulatory calls; manage Q&A responses.	2.80
M. T. Reese	11/14/19	Review P3 concession term sheet; attend status call.	0.50
M. L. Sibarium	11/14/19	Emails with D. Navakis and team; email with S. Amdur regarding antitrust covenant.	0.60
C. Wainwright	11/14/19	Review revised purchase agreement draft.	2.80
D. Welch	11/14/19	Discuss draft with M. Reese and A. McKnight; Revise draft of Term Sheet and circulate for internal review.	4.90
R. S. Zarghamee	11/14/19	Project Scampi: Review draft Purchase Agreement.	0.30
S. B. Amdur	11/15/19	Calls with client and team; strategic discussions with team; structuring matters.	5.30
M. C. Hammond	11/15/19	Discuss antitrust review; put plan into place.	0.80
E. Kreis	11/15/19	Research to find purchase agreements.	0.50
A. C. Lima	11/15/19	Participation on daily and other calls. Discussion re. regulatory process. Review of APA, Q&As etc.	1.00
H. McCartin	11/15/19	Material contracts review.	8.70
A. M. McKnight	11/15/19	Review and further revise term sheet for P3 concession structure.	2.50
J. D. Murphy	11/15/19	Review and advise on issues relating to transaction.	2.20
D. A. Navikas	11/15/19	Draft summary of client call on JEA's relationship with TEA; correspond with M. Sibarium and A. Weissman regarding antitrust analysis of JEA electric system; correspond regarding bidder question on HSR Act analysis	1.50
V. T. Nunn	11/15/19	Call with client team; correspondence re: open items; calls with internal team, client and other counsel; analyze open issues and comments on agreements.	4.10
J. S. Platt	11/15/19	Conference calls regarding IPO/Co-Op slides.	2.50
T. Powers	11/15/19	Update call with client; call with Banks regarding management presentations; review and comment on ITN matters.	1.00
M. T. Reese	11/15/19	Review and revise P3 term sheet; review precedents; confer and correspond with A. McKnight and D. Welch regarding same; confer with H. McCartin regarding data room access; attend to matter.	6.50
M. T. Reese	11/16/19	Review draft term sheet for P3 concession; correspond with D. Welch regarding same; attend to matter.	1.00
D. Welch	11/16/19	Review M. Reese comments to P3 Term Sheet; Revise draft of P3 Term Sheet; Correspond with team.	5.10
J. D. Murphy	11/17/19	Review and advise on agreement.	3.10
V. T. Nunn	11/17/19	Analyze and revise agreements; review documents; correspondence with internal team.	8.10
M. T. Reese	11/17/19	Review and revise P3 term sheet; correspond with D. Welch regarding same; correspond with G. Watson regarding	5.00

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. M. Simon	11/17/19	timing; attend to matter. Review financing and financing cooperation language and comment on same; email correspondence with V Nunn regarding same	0.50
D. Welch	11/17/19	Revise draft of P3 Term Sheet.	1.30
R. S. Zarghamee	11/17/19	Project Scampi: Review PSA; respond to V. Nunn e-mail.	0.60
S. B. Amdur	11/18/19	Coordination and calls with client and team; review and revision of draft documentation.	4.50
N. Aminolsharei	11/18/19	NDA review; populate column with JEA obligations in a column in NDA chart; provide to T. Powers.	6.20
N. E. Burke	11/18/19	Correspondence regarding transfer and real estate taxes.	0.50
S. P. Farmer	11/18/19	Reviewing emails; privacy issues.	2.70
N. A. Fischer	11/18/19	Review emails re revised agreement and trade clauses.	0.40
M. C. Hammond	11/18/19	Call to discuss issues; draft work plan for Antitrust Review; send template for document list to review; begin review.	5.20
P. J. Hunt	11/18/19	Review latest draft of purchase agreement; review Foley summary of benefit plan portability.	0.50
J. E. Judish	11/18/19	Consult re WARN Act issues; review and propose changes to revised asset purchase agreement.	0.70
J. Krawitz	11/18/19	Review revised APSA and draft comments to same; email correspondence regarding same; review benefit plans matrix and email correspondence regarding same.	1.00
E. A. Kremer	11/18/19	Review and provide comments to real estate related provisions of draft asset purchase agreement; prepare for and participate in conference call with Foley real estate counsel team regarding real property and transfer tax issues; analyze results of conference call with respect to real property diligence room issues.	2.50
D. E. Lillevand	11/18/19	Attend IPO presentation matters and correspondence re same.	0.60
A. C. Lima	11/18/19	Participation on daily and other calls. Discussion re. regulatory process. Review of APA and its schedules, Q&As, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives. Discussion re. management presentations.	4.00
J. Lutrin	11/18/19	Review of benefit plan portability analysis; discussions with J. Krawitz regarding same and APA; emails regarding same.	1.20
H. McCartin	11/18/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	6.20
A. R. Milano	11/18/19	Review drafted terms of agreement for compliance with labor and employment law and correspond re same.	0.80
S. Morton	11/18/19	Reviewing Asset Purchase and Sale Agreement; Reverting to S. Farmer on same.	0.40
R. Motazedi	11/18/19	Review and revise foreign ownership provision in APA.	2.20

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. D. Murphy	11/18/19	Review and draft amendments to agreement.	10.80
D. A. Navikas	11/18/19	Confer regarding antitrust analysis of due diligence materials; correspond with attorneys at Foley regarding state-law issue; review draft purchase agreement; correspond with V. Nunn regarding same	2.50
R. Neely	11/18/19	Internal teleconference meeting of regulatory team to discuss status.	0.50
V. T. Nunn	11/18/19	Revise draft agreement; correspondence re: the foregoing and open items; calls with client, internal team and other counsel.	14.00
J. S. Platt	11/18/19	Review and comment on Co-op presentation; participate in update conference call regarding IPO.	2.00
T. Powers	11/18/19	Daily call with client; call with client regarding VDR; manage diligence; call regarding Distribution Agreement.	1.20
M. Pudig	11/18/19	Participate in call with client and members of working group.	1.80
M. R. Rabinowitz	11/18/19	Discuss foreign person representation with R. Motazedi and review draft response concerning same.	0.50
M. T. Reese	11/18/19	Review changes to APA; correspond with team regarding same; attend to correspondence regarding APA changes; confer and correspond with team regarding term sheet for P3 concession; attend to matter.	2.50
M. L. Sibarium	11/18/19	Emails with D. Navikas and A. Lim.	0.10
C. Wainwright	11/18/19	Review latest purchase agreement draft; discuss tax and related issues.	1.50
G. Watson	11/18/19	Consider various emails. Attend call. Review draft term sheet. Prepare email of comments on term sheet. Emails in/out.	3.80
D. Welch	11/18/19	Review P3 Term Sheet; Correspond internally with respect to draft.	0.50
R. S. Zarghamee	11/18/19	Review e-mail re: PSA.	0.10
S. B. Amdur	11/19/19	Calls with client and team; documentation matters; strategic discussions.	4.90
N. Aminolsharei	11/19/19	Revise and update NDA review chart based on comments from T. Powers; review MEAG NDAs and joinders and summarize key terms to be added to the chart; provide finalized spreadsheet to L. Rhode.	5.50
N. Aminolsharei	11/19/19	Attend VDR Review weekly update call; pillsbury internal update call.	0.60
D. Bradley	11/19/19	Review data room; confer re: missing documents.	0.20
N. E. Burke	11/19/19	Correspondence regarding taxes.	0.50
A. F. Calcado	11/19/19	Attend weekly update call; review revised asset purchase agreement.	0.50
B. E. Finch	11/19/19	Review latest sale documents	1.10

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
M. C. Hammond	11/19/19	Continue reviewing list of documents for antitrust issues; review documents.	3.20
H. Hollingsworth	11/19/19	Communicate with working group RE tax call; weekly internal call.	0.70
E. A. Kremer	11/19/19	Review updates regarding real property issues.	0.20
D. E. Lillevand	11/19/19	Review test the waters and other IPO related publicity matters and review gun jumping slides; attend conference call regarding IPO transaction matters.	2.10
A. C. Lima	11/19/19	Participation on daily and other calls. Discussion re. regulatory process. Review of APA and its schedules, Q&As, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives. Discussion re. management presentations. Review of concession term sheet and internal discussions.	6.00
J. Lutrin	11/19/19	Review of benefit plan portability analysis; emails regarding same.	0.40
H. McCartin	11/19/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	5.40
A. M. McKnight	11/19/19	Attend weekly Scampi update call.	0.30
J. D. Murphy	11/19/19	Advise on agreement; calls to discuss.	2.00
D. A. Navikas	11/19/19	Revise clean team agreement	1.80
V. T. Nunn	11/19/19	Revise draft agreements; review documents; correspondence with internal team; calls with client, internal team and other counsel.	13.80
J. S. Platt	11/19/19	Review and provide comments on IPO-Co-op presentation; participate in update conference call.	1.50
T. Powers	11/19/19	Call with client regarding VDR; manage same; review Vogtle NDA matters.	3.20
M. T. Reese	11/19/19	Review comments on term sheet; confer with D. Welch regarding revisions to same.	0.50
M. A. Warley	11/19/19	Review contracts in dataroom; prepare list of documents requiring clean team sequestration.	5.80
G. Watson	11/19/19	Consider response to email; review.	0.80
D. Welch	11/19/19	Revise draft of P3 term sheet.	2.60
S. B. Amdur	11/20/19	Coordination with team; strategic matters; documentation matters.	7.30
N. E. Burke	11/20/19	Conference with team regarding bid proposal; review bid proposal; conference with team regarding taxes imposed.	2.30
M. C. Hammond	11/20/19	Continue reviewing documents for review concerns; complete review of additional documents; identify documents to put in the clean team folder.	7.80
H. Hollingsworth	11/20/19	Call with client RE taxes; communicate with working group.	0.60
P. J. Hunt	11/20/19	Review revised draft of benefit plan portability analysis.	0.30
K. Kasny	11/20/19	Research and obtain precedent purchase agreements.	1.10



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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. Krawitz	11/20/19	Review representations and warranties provisions and email J. Lutrin regarding same.	0.40
D. E. Lillevand	11/20/19	Review IPO and co-op presentations and prepare for working group conference call.	2.10
A. C. Lima	11/20/19	Participation on daily and other calls. Discussion re. regulatory process. Review of APA and its schedules, Q&As, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives. Discussion re. management presentations. Review of concession term sheet and internal discussions.	5.00
J. Lutrin	11/20/19	Review of APA; call with M. Dykes regarding COBRA; emails regarding same.	0.40
H. McCartin	11/20/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	7.80
A. M. McKnight	11/20/19	Call with M. Reese and D. Welch; revise term sheet.	9.20
J. D. Murphy	11/20/19	Review and advise on documents and issues.	3.20
D. A. Navikas	11/20/19	Meet with M. Sibarium and M. Warley regarding antitrust analysis; conduct antitrust review of virtual data room material; draft clean team agreement; review antitrust analysis of material agreements; correspond with M. Warley and others regarding same	6.50
V. T. Nunn	11/20/19	Analyze and revise agreements; review documents; correspondence re: the foregoing; attend calls with client, internal team and other counsel.	14.50
J. S. Platt	11/20/19	Review updated Co-op presentation; participate in conference call in preparation for IPO/Co-op presentations.	3.30
T. Powers	11/20/19	Correspondence regarding VDR; correspondence regarding Clean Team Agreement; manage VDR.	1.00
M. T. Reese	11/20/19	Review and revise P3 Concession Term Sheet; correspond with D. Welch regarding same; meet with team to discuss; confer with A. McKnight regarding same; confer with N. Burke P3/not-for-profit financing and related tax issues; confer with A. Weissman regarding regulatory approvals for P3 Concession Term Sheet; attend to matter.	3.50
R. L. Rodriguez	11/20/19	Conduct security filings research.	1.10
M. L. Sibarium	11/20/19	Review/comment on draft clean team agreement; conference with D. Navikas and M. Warley regarding edits to same and status.	0.60
C. Wainwright	11/20/19	Discuss public-private partnership proposal and related issues with N. Burke; review private activity bond private use rules	1.80
M. A. Warley	11/20/19	Discuss follow-up issues relating to clean team sequestration with D. Navikas; update list of documents requiring clean team sequestration; discuss clean team agreement with M.	3.90

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
D. Welch	11/20/19	Sibarium and D. Navikas. Discuss JEA transaction generally and P3 Term Sheet with team; Review written comments to P3 Term Sheet; Prepare summary list of outstanding items in draft P3 Term Sheet.	3.00
S. B. Amdur	11/21/19	Calls with team; structuring discussions with client and team; review and comment on draft documentation.	8.90
N. Aminolsharei	11/21/19	IPO and Co-Op Calls; material contract call with M. Dykes and L. Rhode; review of the Plant Scherer Agreement.	8.20
N. E. Burke	11/21/19	Conference with A. McKnight and M. Reese regarding proposal from bidder; correspondence regarding same; correspondence regarding issues.	1.50
M. C. Hammond	11/21/19	Follow-up on St. John's River Power Plant Decommissioning Agreements.	0.30
A. D. Hardiman	11/21/19	Review and analyze insurance policy materials in Data Room and draft memo re: same	3.30
H. Hollingsworth	11/21/19	Communicate with internal working group; weekly check in call.	0.40
P. J. Hunt	11/21/19	Review email correspondence re: employment and benefits provisions in draft purchase agreement.	0.20
J. Krawitz	11/21/19	Review and draft responses to questions regarding HR/benefits.	1.30
E. A. Kremer	11/21/19	Email correspondence with real estate co-counsel regarding transfer issues; analyze the same; conference call with Foley co-counsel regarding transfer documentation and due diligence issues; review and analyze issues regarding the same under draft APSA; review structuring and documentation issues regarding easements; email correspondence with Foley co-counsel regarding possible structures for the same.	1.50
D. E. Lillevand	11/21/19	Attend IPO presentation meeting; attend co-operative presentation meeting; attend to follow up questions regarding gun jumping matters.	4.80
A. C. Lima	11/21/19	Participation on IPO and Coop discussions. Participation on daily and other calls. Review of APA and its schedules, data room materials, etc. Internal discussions re. IPO/Coop and other alternatives. Review of concession term sheet and internal discussions.	11.00
J. Lutrin	11/21/19	Review of APA comments; emails regarding same.	0.80
H. McCartin	11/21/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	4.50
A. M. McKnight	11/21/19	Call with N. Burke and M. Reese; further revise term sheet and send to M. Reese.	4.50
J. D. Murphy	11/21/19	Review and advise on documents and issues.	3.50
D. A. Navikas	11/21/19	Advise on antitrust precautions in due diligence process;	3.00

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		correspond with JP Morgan and Morgan Stanley bankers regarding addition of "clean team" folders to the virtual data room; review antitrust analysis of documents in the virtual data room; revise clean team agreement; correspond with A. Lima regarding same	
V. T. Nunn	11/21/19	Attend structuring calls; analyze and revise agreements; review documents; correspondence with internal team, client and other counsel; calls re: the foregoing and open items.	15.20
J. S. Platt	11/21/19	Attend to IPO and Co-Op presentations and follow-ups; conference call regarding same.	6.40
T. Powers	11/21/19	Correspondence regarding VDR; manage same.	0.50
M. Pudig	11/21/19	Attend calls with working group.	5.80
M. T. Reese	11/21/19	Confer and correspond with N. Burke and A. McKnight regarding proposed tax-exempt financing for P3 concession; review and revise term sheet for P3 concession; confer with D. Welch regarding same; attend to matter.	3.80
R. C. Reimers	11/21/19	Assist in review of insurance and risk management documentation.	0.50
C. Wainwright	11/21/19	Continue review of public-private partnership proposal and considerations.	1.50
M. A. Warley	11/21/19	Discuss antitrust review of energy documents with S. Fowler; finalize instructions and review spreadsheets for creation of clean team folders and protecting associated documents.	2.20
D. Welch	11/21/19	Revise draft of P3 Term Sheet per M. Reese comments.	1.00
C. Wing	11/21/19	Review community commitment agreements; review asset purchase agreement; draft diligence summary.	5.20
S. B. Amdur	11/22/19	Calls with team; strategic discussions and review.	7.70
N. Aminolsharei	11/22/19	Attend calls: Management Presentation call and procurement update call.	1.10
N. E. Burke	11/22/19	Conference regarding refund issues.	0.80
J. Krawitz	11/22/19	Client teleconference regarding APSA open issues.	0.60
A. C. Lima	11/22/19	Conference call to discuss APA and ancillary agreements. Review of concession term sheet and internal discussions. Review of Clean Team Agreement and internal discussions.	5.50
J. Lutrin	11/22/19	Prepare for and participate in call regarding APA; follow-up discussions with J. Krawitz; call with team regarding employment issues.	1.90
H. McCartin	11/22/19	Procurement call.	1.00
A. M. McKnight	11/22/19	Email comments to term sheet.	0.30
J. D. Murphy	11/22/19	Calls to review and discuss agreement; attendance on related matters.	9.20
D. A. Navikas	11/22/19	Revise clean team agreement; correspond with A. Lima and others regarding same; correspond with JEA regarding draft	1.50

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
V. T. Nunn	11/22/19	clean team agreement Analyze and draft documents related to matter; calls with internal team and client related to matter; calls with other counsel; review open items; revise documents.	17.80
J. S. Platt	11/22/19	Catch-up internally on IPO/Co-op Presentations.	0.50
T. Powers	11/22/19	Correspondence regarding Clean Team Agreement; correspondence regarding VDR.	1.00
M. Pudig	11/22/19	Attend call with working group.	0.50
M. T. Reese	11/22/19	Review and revise term sheet for P3 concession; correspond regarding same; participate in conference call to review Asset Purchase Agreement and ancillary documents; review and revise term sheet for P3 concession in accordance with revisions to Asset Purchase Agreement; confer and correspond with D. Welch regarding same; attend to matter.	7.70
D. Welch	11/22/19	Discuss comments to Term Sheet; Revise draft Term Sheet per comments; Group document review call.	4.50
V. T. Nunn	11/23/19	Revise draft agreement.	3.00
M. T. Reese	11/23/19	Review redline of term sheet; correspond regarding same.	0.30
D. Welch	11/23/19	Prepare comparison of P3 Term Sheet draft against previous internal drafts.	0.20
S. B. Amdur	11/24/19	Coordination and calls with client and team; documentation matters.	1.50
M. C. Hammond	11/24/19	Send update on FCC analysis.	0.10
J. D. Murphy	11/24/19	Draft amendments to agreement.	4.80
V. T. Nunn	11/24/19	Correspondence re: open items; review comments and revise drafts of agreement; analyze responses to follow-up questions.	10.40
S. B. Amdur	11/25/19	Calls with client and team; strategic matters.	1.70
D. Bradley	11/25/19	Review data room; revise data room folder and actions document.	0.50
J. Krawitz	11/25/19	Review and draft comments to APSA; email correspondence regarding same.	2.50
J. Lutrin	11/25/19	Review and mark-up of APA; discussions with J. Krawitz regarding same; emails regarding same.	1.10
H. McCartin	11/25/19	Working on matter; participate in calls with client and members of internal working group; due diligence review.	7.20
J. D. Murphy	11/25/19	Draft amendments to agreement; calls to discuss related issues.	6.80
V. T. Nunn	11/25/19	Calls with client, internal team and other counsel; draft documents; analyze open issues; correspondence re: the foregoing; review drafts.	15.30
T. Powers	11/25/19	Manage VDR clean up; daily call with client; review Clean Team agreement.	3.40
S. B. Amdur	11/26/19	Calls with client and team; strategic discussions.	2.20

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<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
N. Aminolsharei	11/26/19	Attend Rules of the Road update call; VDR update call; Pillsbury internal update call.	1.10
D. Bradley	11/26/19	Review data room.	0.60
B. B. Eckford	11/26/19	Review and revision of bid documents.	6.30
H. Hollingsworth	11/26/19	Internal conference call RE status of transaction.	0.20
J. E. Judish	11/26/19	Participate in call on union issues.	0.50
J. Krawitz	11/26/19	Participate in weekly internal status call and email correspondence regarding same; prepare for and participate in teleconference regarding union issues.	1.10
J. Lutrin	11/26/19	Prepare for and participate in call regarding union issues; review and mark-up of APA; emails regarding same.	0.80
H. McCartin	11/26/19	Working on matter; participate in calls with client and members of internal working group; purchase agreement review.	5.70
A. R. Milano	11/26/19	Telephone conference re potential labor law issues impacting transaction.	0.50
D. A. Navikas	11/26/19	Review draft purchase agreement; propose revisions to draft purchase agreement; conduct antitrust review of due diligence material for virtual data room; attend conference call regarding virtual data room; confer with M. Warley regarding antitrust analysis of documents	3.80
V. T. Nunn	11/26/19	Calls with client, internal team and other counsel; review and revise documents; draft documents; analyze open issues; correspondence re: the foregoing.	13.70
T. Powers	11/26/19	Correspondence regarding NDAs; call with client and advisors regarding process; daily update call with client; call regarding VDR; review materials.	3.50
M. Pudig	11/26/19	Attend calls with working groups.	0.60
M. T. Reese	11/26/19	Attend weekly status call; confer with D. Welch regarding comments on term sheet.	0.30
M. L. Sibarium	11/26/19	Conference with D. Navikas regarding status; review emails from D. Navikas.	0.20
E. Storm	11/26/19	Correspondence with D. Navikas re HSR terms in draft merger agreement.	0.10
M. A. Warley	11/26/19	Call with team regarding potentially competitively sensitive information in data room.	0.60
S. B. Amdur	11/27/19	Calls with client and team; strategic discussions with team.	3.40
N. Aminolsharei	11/27/19	Attend Procurement update call.	0.50
B. B. Eckford	11/27/19	Drafting bid documents.	5.20
H. McCartin	11/27/19	Working on matter; participate in calls with client and members of internal working group; purchase agreement review.	4.60
D. A. Navikas	11/27/19	Conduct antitrust review of due diligence materials in virtual data room; correspond with bankers and Pillsbury team	2.00

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
V. T. Nunn	11/27/19	regarding same Calls to discuss open items; correspondence with internal team, other counsel and client; review materials and drafts; provide comments to the foregoing.	8.30
T. Powers	11/27/19	Daily update call with client; call with H&K; call with client; call with group regarding Procurement update; correspondence regarding bids.	3.70
M. Pudig	11/27/19	Attend call with working group.	0.50
S. B. Amdur	11/28/19	Review of revised draft responses; strategic discussions with team.	1.00
V. T. Nunn	11/28/19	Read and summarize materials; correspondence regarding the foregoing.	4.50
S. B. Amdur	11/29/19	Calls with team; review of responses; clarification questions.	3.90
V. T. Nunn	11/29/19	Review and revise documents; correspondence on open questions; draft summaries; create issue lists.	9.10
T. Powers	11/29/19	Correspondence regarding bids.	0.40
M. T. Reese	11/29/19	Correspond with team regarding questions on P3 concession proposal; attend to transaction.	1.00
D. Welch	11/29/19	Coordinate conference with JPM and Morgan Stanley with respect to P3 Term Sheet.	0.90
S. B. Amdur	11/30/19	Calls with team; strategic discussions.	1.20
V. T. Nunn	11/30/19	Review documents and provide comments; review materials and summaries; analyze issues related to the foregoing; correspondence with internal team.	11.80
<b>Total Hours:</b>			1,295.80
<b>Total Fees:</b>			<b>\$ 1,159,741.00</b>

**Timekeeper Summary**

<u>Timekeeper</u>	<u>Hours</u>
S. B. Amdur	89.30
N. Aminolsharei	23.60
D. Bradley	4.00
N. E. Burke	9.20
A. F. Calcado	3.00
L. T. Crowley	0.10
B. B. Eckford	11.50
S. P. Farmer	11.40
A. K. Fiedler	0.50
B. E. Finch	3.30

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<u>Timekeeper</u>	<u>Hours</u>
N. A. Fischer	0.80
M. C. Hammond	27.40
A. D. Hardiman	3.30
H. Hollingsworth	6.60
P. J. Hunt	2.00
J. E. Judish	4.30
K. Kasny	1.10
J. Krawitz	20.10
E. Kreis	0.50
E. A. Kremer	9.30
D. E. Lillevand	22.40
A. C. Lima	76.00
J. Lutrin	20.90
H. McCartin	86.10
A. M. McKnight	29.50
A. R. Milano	3.10
S. Morton	2.50
R. Motazed	7.30
J. D. Murphy	122.00
S. Narayan	0.80
D. A. Navikas	83.10
R. Neely	7.10
V. T. Nunn	330.30
J. S. Platt	46.40
T. Powers	39.00
M. Pudig	9.90
M. R. Rabinowitz	0.90
M. T. Reese	58.20
R. C. Reimers	0.50
R. L. Rodriguez	1.10
M. L. Sibarium	6.00
J. M. Simon	0.50
E. Storm	0.10
C. Wainwright	16.50
M. A. Warley	43.20
G. Watson	4.60
D. Welch	36.50
C. Wing	5.20
R. S. Zarghamee	3.90

<u>Timekeeper</u>	<u>Hours</u>
N. Zhang	<u>0.90</u>
<b>Total:</b>	<b>1,295.80</b>

**Disbursements Incurred**

<u>Date</u>	<u>Type</u>	<u>Description</u>	<u>Amount</u>
11/18/19	Computer Research	Summary	\$ 1,171.62
11/29/19	Document Processing	Summary	1,270.35
11/27/19	Reproductions	Summary	75.61
10/29/19	Meals - Working	VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-405358; DATE: 11/18/2019 Meal(s), NYC, S. Amdur, 10/29/19	30.00
11/06/19	Meals - Working	Meal(s), NY, Dig Inn - 55th Street, M. Pudig	17.65
11/06/19	Meals - Working	Meal(s), NY, Darbar (46th st), N. Aminolsharei	39.22
11/07/19	Meals - Working	Meal(s), NY, Akdeniz, N. Aminolsharei	39.10
11/12/19	Meals - Working	Meal(s), NY, Antalia Mediterranean Turkish Restaurant, D. Welch	21.68
11/13/19	Meals - Working	Meal(s), NY, Naya Express, D. Welch	20.42
11/14/19	Meals - Working	Meal(s), NY, ABA Turkish Restaurant, N. Aminolsharei	32.86
11/15/19	Meals - Working	VENDOR: McCartin, Harriet (E60388); INVOICE#: NY-406532; DATE: 11/21/2019 Meal(s), New York, NY, H. McCartin, 11/15/19	17.41
11/16/19	Meals - Working	Meal(s), NY, Al Horno Lean Mexican (47th St), D. Welch	21.57
11/21/19	Meals - Working	Meal(s), NY, Global Kitchen (Ave of the Americas), S. Amdur	23.65
11/21/19	Meals - Working	VENDOR: Wing, Christopher (E18939); INVOICE#: NY-010038175026; DATE: 12/2/2019 Meals, Brooklyn, C. Wing, 11/21/19	21.93
11/22/19	Meals - Working	Meal(s), NY, Amadeus Pizza (Formerly Ray's Pizza - 8th Ave), S. Amdur	38.95
09/18/19	Professional Services	VENDOR: Intralinks, Inc.; INVOICE#: INV00719471; DATE: 9/18/2019 Project Scampi Virtual Data Room 02Aug19, S. Amdur	104,541.14
11/04/19	Professional Services	VENDOR: Leidos Engineering, LLC; INVOICE#: INV-0005579127; DATE: 11/4/2019 JEA Electric Water & Waste for	333,856.01



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11/18/19	Professional Services	period 9/30 through 11/3/19, S. Amdur VENDOR: Intralinks, Inc.; INVOICE#: INV00772849; DATE: 11/18/2019 Project Scampi Virtual Data Room 02Aug19, S. Amdur	10,321.22
11/25/19	Professional Services	VENDOR: FTI Consulting, Inc. / MA; INVOICE#: 7530463; DATE: 11/25/2019 JEA Regulatory Adv - 19; charges thru 10/31/19, S. Amdur	289,232.99
11/27/19	Professional Services	VENDOR: McKinsey & Company, Inc.; INVOICE#: USG-2858DE-6058; DATE: 11/27/2019 Professional fees for the support to develop Strategic Plan for JEA - November 2019, S. Amdur	600,000.00
11/06/19	Travel and Local Transportation	VENDOR: Arcuri, Elizabeth A. (E19707); INVOICE#: NY-010037637566; DATE: 11/11/2019 Travel Expenses, E. Arcuri, NYC/NYC, 11/06/19-11/06/19	15.96
11/06/19	Travel and Local Transportation	VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-010037654291; DATE: 11/11/2019 Travel Expenses, N. Aminolsharei, NYC/NYC, 11/06/19-11/06/19	24.72
11/06/19	Travel and Local Transportation	VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-405937; DATE: 11/18/2019 Travel expenses, S. Amdur, NYC/NYC, 11/6/19	19.76
11/07/19	Travel and Local Transportation	VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-010037674488; DATE: 11/15/2019 Travel Expenses, N. Aminolsharei, NYC/NYC, 11/07/19-11/07/19	27.49
11/11/19	Travel and Local Transportation	VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-010037762752; DATE: 11/19/2019 Travel Expenses, N. Aminolsharei, NYC/NYC, 11/11/19-11/11/19	22.92
11/14/19	Travel and Local Transportation	VENDOR: Platt, Justin S. (E60206); INVOICE#: NY-406387; DATE: 11/20/2019 Travel expenses, J. Platt, NYC/Pelham, NY, 11/14/19	67.90
11/15/19	Travel and Local Transportation	VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-406433; DATE: 12/3/2019 Travel expenses, S. Amdur, NYC/NYC, 11/15/19	40.18
11/20/19	Travel and Local Transportation	VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-010037975927; DATE: 11/26/2019 Travel Expenses, S. Amdur, NYC/NYC, 11/18/19-11/18/19	37.82

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11/21/19	Travel and Local Transportation	VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-010038098377; DATE: 11/25/2019 Travel Expenses, N. Aminolsharei, NYC/NYC, 11/21/19-11/21/19	37.29
11/21/19	Travel and Local Transportation	VENDOR: Wing, Christopher (E18939); INVOICE#: NY-010038175026; DATE: 12/2/2019 Travel Expenses, C. Wing, NYC/NYC, 11/21/19-11/21/19	78.41
11/22/19	Travel and Local Transportation	VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-010038059704; DATE: 11/25/2019 Travel Expenses, S. Amdur, NYC/NYC, 11/21/19-11/21/19	51.16
<b>Total Disbursements:</b>			<b>\$ 1,341,216.99</b>

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**Disbursement Summary**

<u>Type</u>	<u>Amount</u>
Computer Research	1,171.62
Document Processing	1,270.35
Meals - Working	324.44
Professional Services	1,337,951.36
Reproductions	75.61
Travel and Local Transportation	423.61
<b>Total:</b>	<b>\$ 1,341,216.99</b>

**Total Due For Matter 0000004: \$ 2,500,957.99**



Tax ID No. 94-1311126

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

December 10, 2019  
Invoice No. 8307977  
Client No. 047455  
Matter No. 0000004  
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>
0000004	\$ 1,159,741.00	\$ 1,341,216.99	\$ 2,500,957.99
<b>Total This Invoice:</b>	<b>\$ 1,159,741.00</b>	<b>\$ 1,341,216.99</b>	<b>\$ 2,500,957.99</b>

#### Prior Invoices Outstanding

<u>Invoice Number</u>	<u>Date</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Total Prior Outstanding</u>
8302147	10/31/19	\$1,368,797.29	\$0.00	\$1,368,797.29
8305459	11/26/19	2,025,166.34	0.00	2,025,166.34
Total Prior Outstanding		\$3,393,963.63	\$0.00	\$3,393,963.63
Total Amount Outstanding				\$5,894,921.62

*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; ABA# [REDACTED], for credit to Pillsbury Winthrop Shaw Pittman LLP, Account Number [REDACTED]

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

[Additional remittance information may also be forwarded to [accountsreceivable@pillsburylaw.com](mailto:accountsreceivable@pillsburylaw.com)]