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Receipt No 605061

Jacksonville Electric Authority
21 W. Church Street
Jacksonville, FL 32202

Date: September 20, 2019
Invoice No.: 40274198
Our Ref. No.: 123214-0101

Services through August 31, 2019

Amount due for professional services rendered regarding
General Legal Advice

\$111,885.95

Amount Due:

\$111,885.95

FORM APPROVED

By


Office of General Counsel

Please reference your account number 123214 0101 and your invoice
number 40274198 with your remittance payable to Foley & Lardner LLP.
Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

Professional Services Detail

06/26/19	KEH	Telephone conference with Melissa Dykes; [REDACTED]	0.90	\$585.23
06/27/19	KEH	Meet with Melissa Dykes of JEA; review pension plans and begin preparing legislation; telephone conference with Robert Hosay regarding procurement matters.	1.90	\$1,235.48
06/28/19	KEH	Review documents related to pension plan and benefits under prior revisions to GPP.	3.20	\$2,080.80
07/03/19	REGU	Consider issues related to performance unit agreement.	0.40	\$144.50
07/07/19	REGU	Draft performance unit agreement.	3.30	\$1,192.13
07/08/19	REGU	Research "debt" and "equity" distinctions in Florida case law.	2.00	\$722.50
07/09/19	REGU	Research issues related to legality of employee benefit bonds under Florida law.	2.00	\$722.50
07/10/19	REGU	Research issues related to proposed employee benefit bond; draft email summarizing findings and analysis.	4.50	\$1,625.63
08/01/19	BJG	Meet with Jacksonville OGC; meet with JEA communications team; draft letter regarding sunshine law requirements; attend ITN daily update call; review, revise, and finalize draft ITN.	10.70	\$6,411.98
08/01/19	RHH	Work on and edit all sections of the ITN.	3.10	\$2,015.78
08/01/19	RHH	Prepare and meet with Peggy Sidman.	2.20	\$1,430.55
08/01/19	RHH	Prepare and meet with JEA executives, communications team, procurement team and others regarding status of ITN, public records, ITN steps and process, cone of silence and information dissemination.	1.70	\$1,105.43
08/01/19	RHH	Attention to rules of the road related to pre-ITN activities and post-ITN activities and communications; revise and edit consistent with updated ITN process and timeline; tend to calls and emails regarding same.	1.40	\$910.35
08/02/19	BJG	Calls with L. Rhode and Morgan Stanley team to discuss final revisions to ITN; review ITN final draft; revise and finalize Sunshine Law letter; attend ITN daily update call.	5.90	\$3,535.58

08/07/19	BJG	Prepare for and attend call with JEA procurement staff to discuss various questions.	1.20	\$719.10
08/07/19	DDW	Analyze case law addressing successorship in context of sale or similar ownership transfer.	0.30	\$160.65
08/07/19	MN	Edited letter to Attorney General regarding the performance plan.	0.50	\$161.50
08/07/19	RHH	Prepare and attend telephone conference with J. McCarthy and other procurement officials to discuss interaction between ITN process and public records requests, potential conflict issues.	0.80	\$520.20
08/07/19	RHH	Telephone conference with JEA executives regarding ITN process, decisions and directions.	0.70	\$455.18
08/08/19	BJG	Prepare for and attend update call.	0.80	\$479.40
08/08/19	JMHA	Review scope of work for independent engineer and revise agreement to meet standards of Florida public records law; review relevant statutes in § 119, Fla. Stat. for exemptions to public records.	1.90	\$815.58
08/08/19	RHH	Prepare and attend deal team call, cover necessary agenda items on call.	0.70	\$455.18
08/08/19	RHH	Attention to emails and Pillsbury questions related to JEA processes and [REDACTED]	0.50	\$325.13
08/08/19	RHH	Review issue and prepare to handle concerns of Jacksonville City Council.	0.70	\$455.18
08/09/19	BJG	Coordinate preparation of cone of silence primer and discuss same with M. Neumann.	0.70	\$419.48
08/09/19	MN	Researched cone of silence laws, drafted one-pager on cone of silence requirements, and edited document based on feedback from R. Hosay.	2.70	\$872.10
08/09/19	RHH	Prepare by reviewing materials and attend telephone conference with J. McCarthy and other JEA officials regarding ITN advertisement, Q&A, records dissemination, and communication and notification to broad range of interests in order to ensure the most amount of competition and options for JEA's assessment of strategic operational opportunities.	1.80	\$1,170.45

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08/13/19	RHH	Work on memorandum analyzing prohibition of ex parte communications and effect on city council and mayor; outline issues and begin outline of memorandum addressing applicability and questions related to certain council activities.	3.00	\$1,950.75
08/14/19	RHH	Work on analysis of ex parte communications prohibition when mayor and city council are involved and have some level of approval authority and role in ultimate decision; refine augments outline and review case law.	3.00	\$1,950.75
08/14/19	RHH	Review issues and questions related to council auditor's office; discuss process and answers to ensure full responses to auditor inquiry; follow up review and analysis of questions.	0.70	\$455.18
08/14/19	RHH	Telephone conference with JEA executive regarding ITN status, process and options.	0.40	\$260.10
08/15/19	BJG	Draft memorandum regarding applicability of cone of silence to council members; bi-weekly update call.	3.20	\$1,917.60
08/15/19	CMKI	Review/consideration of materials in preparation for PSC meeting; Meeting at PSC with ED Baez and Mark Futrell; Review/consideration draft AGO letter and related issues; Tel confs with Vinyard regarding same.	1.32	\$1,092.81
08/15/19	MN	Reviewed final version of letter to Attorney General regarding performance plan and tailored letter to insert the questions and analyses for the Florida Ethics Commission request.	1.30	\$419.90
08/16/19	BJG	Complete drafting of memorandum regarding applicability of cone of silence to city council.	2.40	\$1,438.20
08/16/19	RHH	Prepare and attend telephone conference with JP Morgan and Morgan Stanley regarding ITN process and questions related to evaluations and negotiations.	0.50	\$325.13
08/16/19	RHH	Finalize memorandum on cone of silence, tend to miscellaneous matters regarding ITN process questions, records issues, questions posed and strategy with potential bidders to promote the most competition.	3.10	\$2,015.78
08/19/19	BJG	Revise and finalize memorandum regarding application of cone of silence to Jacksonville city officials.	1.80	\$1,078.65
08/19/19	CMKI	Continued review/consideration/discussion regarding PUP issues.	0.70	\$580.13

08/21/19	BJG	Call with client to discuss addendum #1 and potential questions; review draft addendum and provide feedback; revise and update cone of silence memorandum.	1.70	\$1,018.73
08/21/19	CMKI	Continued review/consideration/discussion regarding PUP issues; tel conf with Vinyard regarding same; project issues.	0.50	\$414.38
08/21/19	JAA	Analysis of tax issues in connection with incentive compensation arrangement.	0.20	\$122.40
08/21/19	KEH	Telephone conferences with Lynn Rhode and Herschel Vinyard regarding PUP and [REDACTED]	1.30	\$845.33
08/21/19	MBK	Review of Performance Unit Plan; call with Josh Agen about application of Section 83(b); call with Herschel Vinyard, Kevin Hyde and Lynne Rhode.	1.90	\$1,526.18
08/21/19	RHH	Prepare and attend telephone conference with S. Marth, JP Morgan, Morgan Stanley, Pillsbury team and JEA team regarding questions posed on how to handle questions that may impact number of competitors, review emails, questions and draft answers.	1.00	\$650.25
08/21/19	RHH	Prepare and attend telephone conference with JEA procurement team and bankers regarding status of procurement, steps in process and Q&A.	0.70	\$455.18
08/21/19	RHH	Review and finalize memorandum for the OGC; review and incorporate comments; follow up with JEA representatives.	1.00	\$650.25
08/21/19	RHH	Prepare and attend telephone conference with J. McCarthy regarding ITN addendum process.	0.30	\$195.08
08/22/19	BJG	Prepare for and attend bi-weekly update call.	0.70	\$419.48
08/22/19	KEH	Telephone calls with Pillsbury lawyers regarding PUP.	1.40	\$910.35
08/22/19	MBK	Call with Jessica Lutrin, Ted Power and Kevin Hyde regarding PUP; analysis of PUP formula.	1.00	\$803.25
08/22/19	RHH	Work on addendum for ITN.	0.50	\$325.13
08/22/19	RHH	Prepare and attend telephone conference with JPM and MS and JEA teams regarding project plan, action items and deliverables regarding ITN.	0.80	\$520.20
08/22/19	RHH	Follow up related to ITN and cone of silence, address questions concerns and next steps.	0.70	\$455.18

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08/28/19	DCC	Prepare for and attend meeting with client for overview of RE portfolio/due diligence issues; review ROFR/Purchase Options with respect to certain franchises; telephone call with Pillsbury counsel/JEA attorney.	3.20	\$2,407.20
08/28/19	KEH	Multiple telephone conferences with Lynn Rhode and Herschel Vinyard regarding pension legislation and PUPs; research regarding the same.	0.90	\$585.23
08/28/19	MN	Attended call with client to discuss Addendum 2 to the ITN regarding answers to received questions and public records requests; internal discussion with R. Hosay regarding the contents of the presentation to the Board regarding the ITN process and cone of silence; began drafting presentation.	1.30	\$419.90
08/28/19	RHH	Review and work on question and answers submitted as part of ITN process and questions that have become apparent since release of ITN, address public records request issues and questions, review potential ethics questions regarding bidders, contractors and consultants, review and address calendars to accommodate current activities.	0.90	\$585.23
08/28/19	RHH	Organize and begin preparation for JEA board meeting presentation, review and analyze ITN process for proper presentation.	0.50	\$325.13
08/28/19	RHH	Review interlocal terms and conditions regarding valuation of assets.	0.50	\$325.13
08/29/19	BJG	Review Addendum 2; update call with client and team; discuss interlocal agreement issues with R. Hosay.	2.10	\$1,258.43
08/29/19	DCC	Draft revise notes on RE projects; prepare for and attend team call on due diligence; calls with title company on costs /timing and related matters.	3.30	\$2,482.43
08/29/19	KEH	Review 112.215 for compliance with deferred compensation program.	1.10	\$715.28
08/29/19	MBK	Review FS 112.215(3); call with Jessica Lutrin regarding same.	0.50	\$401.63
08/29/19	RHH	Analyze, review and edit Addendum #2.	0.40	\$260.10
08/29/19	RHH	Telephone conference with JEA General Counsel regarding public records requests related to ITN and ITN Q&A process.	0.20	\$130.05

Professional Services Summary

Service Provider	Initials	Title	Hours	Rate	Dollars
Christopher M. Kise	CMKI	Partner	2.52	\$828.30	\$2,087.32
David C. Cook	DCC	Partner	14.10	\$752.25	\$10,606.73
John A. Tucker	JATU	Partner	0.10	\$675.80	\$67.58
Kevin E. Hyde	KEH	Partner	19.50	\$650.25	\$12,679.92
Michael B. Kirwan	MBK	Partner	5.40	\$803.25	\$4,337.56
Robert H. Hosay	RHH	Partner	64.60	\$650.25	\$42,006.31
W. Christopher Rabil	WCR	Partner	1.70	\$650.25	\$1,105.43
Dabney D. Ware	DDW	Of Counsel	8.10	\$535.50	\$4,337.55
Joshua A. Agen	JAA	Of Counsel	0.20	\$612.00	\$122.40
Benjamin J. Grossman	BJG	Senior Counsel	41.80	\$599.25	\$25,048.71
Joshua M. Hawkes	JMHA	Associate	1.90	\$429.25	\$815.58
Mallory Neumann	MN	Associate	13.20	\$323.00	\$4,263.60
Richard E. Guyer	REGU	Associate	12.20	\$361.25	\$4,407.26
Totals			185.32		\$111,885.95
