



FOLEY & LARDNER LLP
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JLP
1-31-2020

Approved for Payment

Deputy General Counsel
City of Jacksonville

Dated: 1/31/2020

JEA
21 W. Church Street
Jacksonville, FL 32202

Date: November 15, 2019
Invoice No.: 40288884
Our Ref. No.: 123214-0101

EMAIL: lustjr@jea.com and acctpaycustsrv@jea.com
lhodges@coi.net JeanP@coj.net

Services through October 31, 2019

Amount due for professional services rendered regarding General Legal Advice	\$298,292.74
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Total Expenses:	\$13,927.87
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Amount Due:	\$312,220.61
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Please reference your account number 123214-0101 and your invoice
number 40288884 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

10/01/19	BJG	Daily check in call; calls and correspondence with L. Rhode re: confidentiality of bidder names.	0.90	\$539.33
10/01/19	DCC	Work thru revised commitments to match agreed upon form.	1.00	\$752.25
10/01/19	JMSU	Receive and review various e-mails from L. Hunt regarding updated title commitments; respond to e-mails from L. Hunt; telephone conference with L. Hunt; attention to draft title commitments; revise title commitments to reflect approved revisions received from title insurance company underwriter; attention to title commitment production.	1.20	\$265.20
10/01/19	KEH	Telephone conference with Lynn Rhode.	0.50	\$325.13
10/01/19	LBH	Attention to draft title commitments; revise title commitments to reflect approved revisions received from title insurance company underwriter; attention to title commitment production; review and inventory underlying documents and vesting deed; access title insurance company website regarding status of commitments and title search invoices; attention to outstanding title search invoices; correspond with title insurance company underwriter regarding status of commitments and estimated time of arrival of additional searches.	3.80	\$1,065.90
10/01/19	MN	Drafted memorandum regarding evaluations instructions and drafted cover letter for non disclosure agreement.	1.70	\$549.10
10/01/19	RHH	Follow up related to Council Liaison role and parameters.	0.50	\$325.13
10/01/19	RHH	Attention to calls and activity list to ensure alignment with delivery dates, bid opening and evaluation phase.	0.40	\$260.10
10/01/19	RHH	Work on evaluator instructional memorandum.	0.40	\$260.10
10/01/19	RHH	Work with procurement on bid opening and evaluation process with procurement staff; attention to emails and questions.	0.50	\$325.13
10/01/19	RHH	Work on SME memorandum.	0.40	\$260.10
10/01/19	RHH	Attention to governance and project management roles; discuss and debrief.	0.40	\$260.10

10/01/19	WCR	Review and discuss notice letters to St. Johns and Nassau County regarding interlocal agreements.	0.80	\$520.20
10/02/19	BJG	Procurement update and daily check in calls.	1.50	\$898.88
10/02/19	DCC	Check on title company status with commitments; work through issue/org list.	1.00	\$752.25
10/02/19	KEH	Telephone conferences with Herschel Vinyard and Lynn Rhode regarding procurement and [REDACTED]	1.30	\$845.33
10/02/19	LBH	Attention to revisions approved by title examiner regarding title commitment requirements and exceptions correspond with title insurance company underwriter regarding estimated completion; attention to estimated completion times for each commitment outstanding as provided by title company underwriter.	3.60	\$1,009.80
10/02/19	MN	Reviewed ITN for information on evaluation and negotiation phase to include in non disclosure agreement cover letter; continued drafting cover letter for non disclosure agreement; edited cover letter based on feedback.	1.80	\$581.40
10/02/19	RHH	Prepare and attend conference call with JEA, team and bankers regarding process questions and open items in order to have a flawless bid opening and evaluation process, address questions prepare for next steps in procurement process.	0.60	\$390.15
10/02/19	RHH	Finalize SME memorandum.	0.40	\$260.10
10/02/19	RHH	Follow up with bankers.	0.50	\$325.13
10/02/19	RHH	Finalize evaluator training memorandum.	0.50	\$325.13
10/03/19	BJG	Daily update call with client.	0.50	\$299.63
10/03/19	DCC	Review form of ten new commitments; address global issues on water rights exception and reservations; inquire on early determination on loss of right of entry.	1.40	\$1,053.15
10/03/19	DLV	Review title commitments drafts received from title company examiner regarding Beacon Hill, Highlands and St. Johns Forest; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitments.	4.50	\$1,224.00

10/03/19	JMSU	Review e-mails from L. Hunt; respond to e-mails from L. Hunt; attention to draft title commitments; revise title commitments to reflect approved revisions received from title insurance company underwriter; attention to title commitment production.	3.00	\$663.00
10/03/19	LBH	Review title commitment draft received from the title insurance company examiner regarding Beaver Street Solar, Arlington, Lovegrove, Monument and Bartram parcels; attention to title commitment production; review and inventory underlying documents and vesting deeds; issue title commitments; attention to title commitments and revisions regarding requirements and exceptions title company has agreed to revise or delete; correspond with title insurance company production assistance regarding outstanding hyperlinked title commitments; attention to tracking outstanding hyperlinked title commitments.	4.30	\$1,206.15
10/03/19	RHH	Prepare and attend telephone conference with JEA and Bank executives to prepare for receipt of bids and evaluation phase, review and debrief regarding open items.	1.30	\$845.33
10/03/19	RHH	Attention to pending memorandums.	0.50	\$325.13
10/04/19	BJG	Prepare for and attend daily update call with client; call with H. Vinyard to discuss outstanding issues; review and respond to inquiry regarding potential vendor conflicts.	1.30	\$779.03
10/04/19	CMKI	Review/consideration revised structuring memorandum and JP Morgan financial summary; conference call with Vinyard et al regarding same; Meag issues and options; telephone conference with Rhode regarding AGO issues; telephone conferences with Herschel Vinyard regarding above.	2.60	\$2,154.75
10/04/19	DLV	Review title commitments drafts received from title company examiner regarding Southeast and Julington Creek WTP; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitments.	2.90	\$788.80

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10/04/19	JMSU	Review various e-mails from L. Hunt; review title commitment draft received from title company examiner regarding Cecil Commerce Center WTP; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitment.	1.80	\$397.80
10/04/19	LBH	Review comments and mark up of commitments from D. Cook; correspond with title insurance company underwriter regarding request to delete right of entry reserved rights based on property appraiser's website information; attention to commitments regarding Saint Johns North, Northwest, Arlington East; Julington Creek, Cecil Commerce Center, and Southeast parcels; follow up with examiner regarding request for copy of ordinance referenced in commitment for Lovegrove; telephone conversation with title insurance company underwriter regarding request to delete right of entry and attention to sovereign land claims exceptions; correspond with title insurance company production manager regarding explanation for higher search fee invoices for certain parcels.	4.20	\$1,178.10
10/04/19	RHH	Attention to NDA questions.	0.40	\$260.10
10/04/19	RHH	Work on open items related to next week's bid opening and evaluation phase.	0.70	\$455.18
10/06/19	BJG	Correspondence with R. Hosay re: outstanding issues.	0.30	\$179.78
10/06/19	RHH	Attention to all pending procurement matters and Council Liaison memorandum.	1.20	\$780.30
10/07/19	BJG	Prepare for and attend bid opening meeting; conduct responsiveness review of bids; call regarding bidder NDA; discuss confidentiality of bidder names with K. Hyde and L. Rhode.	10.70	\$6,411.98
10/07/19	DCC	Work through linked commitment and various materials; update on title commitment status.	2.10	\$1,579.73
10/07/19	JMSU	Review various e-mails from L. Hunt; review title commitment draft received from title company examiner regarding West Nassau WTP; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitment.	1.50	\$331.50
10/07/19	KEH	Prepare for and attend bid openings; confer with Lynn Rhode regarding the same.	1.30	\$845.33

10/07/19	LBH	Attention to status of outstanding commitments; inventory commitments received against commitments outstanding; review and revise commitment regarding Southeast; attention to invoices received from title company, attention to revised invoicing from title company regarding Hogans Creek Chiller Plant and Kennedy Generating Station; review title commitment draft received from title company examiner regarding Community Hall; attention to title commitment production; review and inventory underlying documents and vesting deeds; issue title commitment; access Duval County website regarding headquarters property parcels; correspond with title insurance production manager regarding ordering commitments for headquarters property; prepare hyper-linked commitments for transmission for to D. Cook for review.	4.30	\$1,206.15
10/07/19	MN	Discussed additions to Council Liaison memo with R. Hosay; began drafting memorandum on withholding bidder names.	1.20	\$387.60
10/07/19	RHH	Attention to calls with Pillsbury, JP Morgan and Morgan Stanley regarding same.	0.50	\$325.13
10/07/19	RHH	Attend to JEA Strategic Alternatives bid opening activities and real time developments in order to ensure open, transparent and effective public bid opening.	2.20	\$1,430.55
10/07/19	RHH	Debrief with JEA procurement team related to public bid opening, mandatory requirements review and evaluation.	0.50	\$325.13
10/07/19	RHH	Analysis of revealing bidder names to provide transparency over and beyond what is required under Florida law and in light of ITN providing otherwise; attention to difference scenarios, impact on ITN, public meetings and public records positions and integrity of process; multiple telephone calls and meetings to address this subject.	1.50	\$975.38
10/08/19	BJG	Calls with client; review and revise draft bid tabulation; draft notification to vendors determined not to meet mandatory requirements; draft communication relating to voluntary disclosure of bidder names; draft responses to questions received regarding ITN.	4.90	\$2,936.33

10/08/19	DCC	Work through title commitments status with title company and review numerous commitments.	3.20	\$2,407.20
10/08/19	LBH	Follow-up with title company regarding status of title search and copies of commitments; consideration of issues regarding additional revisions to title commitment; follow-up with title company regarding additional document review requests; attention to title commitment for West Nassau; transmit copy for D. Cook's review; review correspondence received from title examiner regarding requested ordinance of road closure regarding Lovegrove; transmit copy of ordinance to D. Cook for review.	2.40	\$673.20
10/08/19	MN	Discussed client's questions and comments to the Council Liaison memo with R. Hosay and B. Grossman to strategize on participation in the process; drafted modifications and additions to the Council Liaison memorandum based on feedback from R. Hosay, B. Grossman, and client and continued drafting bidder names memorandum.	3.60	\$1,162.80
10/08/19	RHH	Attention to issues related to mandatory requirements review and process, work on documentation and how to handle communications with disqualified bidders; multiple calls and follow up regarding same.	1.50	\$975.38
10/08/19	RHH	Attention to review of comments, analyze options for Council Liaison participation; work on memo.	0.50	\$325.13
10/08/19	RHH	Analyze and work on disclosing names of bidders given ITN sought to protect names, attention to communications to bidders options and scenarios, work on communications, multiple calls and discussions related to same.	1.40	\$910.35
10/08/19	RHH	Attention to matter related to bid submitted in electronic format and not in compliance with the requirements in the JEA Strategic Alternatives ITN, attention to emails and calls related to handling communications and disqualification of bidder.	1.40	\$910.35
10/08/19	RHH	Telephone conference with JEA officials regarding multiple real time procurement issues and status of ITN; attention to follow up regarding issues.	1.50	\$975.38

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10/09/19	BJG	Daily update and procurement update calls with client; draft language consenting to release of vendor name; discuss outstanding issues with client and R. Hosay.	3.70	\$2,217.23
10/09/19	DCC	Continue work on RE matters and issues related to conveyance.	4.50	\$3,385.13
10/09/19	JMSU	Attention to title commitments regarding downloading of underlying documents; review title commitment drafts received from title company examiner regarding SJRPP and Ponte Vedra WWTP; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitments.	3.70	\$817.70
10/09/19	LBH	Attention to information to be included on data chart; attention to outstanding title issues; correspond with title insurance company examiner regarding typographical errors in legal description to Ponce De Leon Commitment to be addressed; attention to inventory of commitments received against commitments outstanding; correspond with title company underwriter regarding status of commitments pending; review correspondence received from examiner regarding additional hyper-linked commitments.	2.00	\$561.00
10/09/19	RHH	Prepare and attend conference with H. Vinyard regarding status of training, requested memorandums and ITN process.	0.40	\$260.10
10/09/19	RHH	Analyze and work on issue of disclosing bidder names despite ITN anticipating otherwise, work on communication with bidders for consent and analyze how to handle confidential names, analyze impact on process.	1.90	\$1,235.48
10/09/19	RHH	Work with J. McCarthy regarding multiple ITN process action items, including but not limited to, evaluation process, records requests, evaluator public meeting, scoring matrix, negotiation team questions, handling of protests, evaluator questions, etc.	1.50	\$975.38
10/09/19	RHH	Review notice of public meeting, discuss with JEA team.	0.40	\$260.10
10/09/19	RHH	Work on NDA and questions related to same, multiple calls with bankers regarding terms and process.	0.80	\$520.20

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10/10/19	BJG	Daily update call with client; evaluator training and assistance calls; review and revise draft outline of procurement process and memo regarding participation of Council Liaison; draft response to protest email.	4.30	\$2,576.78
10/10/19	DCC	Current working through commitments; review revise same; coordinate with title company on updating & status.	3.20	\$2,407.20
10/10/19	JMSU	Review e-mails from L. Hunt regarding preparing title commitments for issuance; respond to e-mails from L. Hunt; attention to title commitments regarding downloading of underlying documents.	3.90	\$861.90
10/10/19	KEH	Telephone conference with Steve Amdur regarding corporate authority of JEA; telephone conference with Lynn Rhode, Melissa Dykes and Jessica from Pillsbury.	4.50	\$2,926.13
10/10/19	LBH	Attention to received and outstanding title commitments; review and revise commitments regarding minor edits; review commitment draft received from title company regarding Main Street; attention to title commitment production; review and inventory vesting deed; validate legal description, issue title commitment; review comments prepared by D. Cook; correspond with title company underwriter regarding request to address exceptions on specific commitments; revise and update data chart regarding outstanding commitments.	4.20	\$1,178.10
10/10/19	MBK	Review merger question and discuss with Kevin Hyde.	1.00	\$803.25
10/10/19	MN	Draft bullet point outline of procurement process and meetings that trigger sunshine law for Office of General Counsel; attended update call with Pillsbury, Foley, J. P. Morgan, and Morgan Stanley; attended call with client regarding guidance to evaluators and releasing scores.	1.70	\$549.10
10/10/19	RHH	Work with JEA general counsel on several ITN process questions and action items; debrief on each assignment with internal team.	1.50	\$975.38
10/10/19	RHH	Prepare and attend meeting with evaluators to answer any questions regarding the process.	2.90	\$1,885.73

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10/10/19	RHH	Work on legal analysis and memorandums related to public meetings compliance, public records compliance, attention to multiple public records requests intertwined with ITN process and confidential information, Jacksonville council and IG participation in ITN, bidder name confidentiality and evaluation scoring confidentiality.	2.30	\$1,495.58
10/10/19	RHH	Attention to emails and calls regarding pending activities related to records, meetings and the ITN process.	1.00	\$650.25
10/11/19	BJG	Daily update call; call with client to prepare for evaluation team meeting and shortlist; revise materials for evaluation team meeting; discuss potential competitive range with Chief Procurement Officer; attention to outstanding workstreams and issues.	5.90	\$3,535.58
10/11/19	DCC	Telephone calls with EC (JEA) and EK (PW) regarding status of due diligence, data room postings, Rayonier deed reservation and interlocal agreements; review new commitments.	2.30	\$1,730.18
10/11/19	DLV	Review title commitment draft received from title company examiner regarding Northside Generating Station; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitment.	2.40	\$652.80
10/11/19	JMSU	Review various e-mails from L. Hunt; attention to title commitments regarding downloading of underlying documents; respond to various e-mails from L. Hunt.	2.20	\$486.20
10/11/19	KEH	Telephone conference with Robert Hosay regarding procurement matters.	1.20	\$780.30

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10/11/19	LBH	Review title commitment draft received from title company examiner regarding Cedar; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitment; attention to title commitments and revisions regarding requirements and exceptions; correspond with title insurance company production assistance regarding outstanding hyper-linked title commitments; attention to tracking outstanding hyper-linked title commitments; correspond with underwriter regarding deadline and request for plan of action; attention to outstanding title search invoices.	2.70	\$757.35
10/11/19	REGU	Consider issues related to potential merger; research same.	0.40	\$144.50
10/11/19	RHH	Telephone conference with JEA executives to review pending action items and analyze new questions.	0.50	\$325.13
10/11/19	RHH	Work on all activities related to ending evaluator phase of ITN and preparing to move to the negotiation phase.	4.40	\$2,861.10
10/11/19	RHH	Work on SIM, analyze relevant portions regarding process.	0.80	\$520.20
10/11/19	RHH	Work with L. Rhode regarding all open items and items to analyze regarding the ITN process, public records, public meetings and upcoming end of evaluator phase.	0.80	\$520.20
10/11/19	RHH	Conference with J. Gabriel regarding overall ITN process, public records exemptions, and evaluator meetings.	0.50	\$325.13
10/13/19	BJG	Correspondence with banks regarding access to virtual data room; review VDR documents.	0.80	\$479.40
10/14/19	BJG	Prepare for and attend evaluator meeting; attend daily check-in call; prepare notice of intent to negotiate; discuss conduct of meeting and next steps with JEA staff.	9.60	\$5,752.80
10/14/19	CMKI	Review/consideration revised structure playbook and related issues and materials; telephone conferences and communications with Vinyard, Clark, Weissman et al regarding same.	1.80	\$1,491.75

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10/14/19	DCC	Calls with Title Company on status, treatment on soverge lands/mineral rights exceptions and reinsurance requirements/approaches; work through 5 new commitments; update status chart.	3.20	\$2,407.20
10/14/19	JMSU	Receive and review e-mails from L. Hunt regarding additional Title Commitments; review title commitment draft received from title company examiner regarding Bartram WTP, Deerwood 3 and Ponce De Leon WWTP; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitment.	2.90	\$640.90
10/14/19	KEH	Telephone conference with Stephen Amdur regarding corporate structure.	1.00	\$650.25
10/14/19	LBH	Review revised title commitment regarding deleted exceptions; draft revised commitment and upload to inventory; prepare comparison document regarding versions and transmit same to D. Cook; review title commitment draft received from title company examiner regarding Deep Creek Solar and Brierwood; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitments; attention to title commitments and revisions regarding requirements and exceptions; correspond with title insurance company production assistance regarding outstanding hyperlinked title commitments; attention to tracking outstanding hyperlinked title commitments; telephone conversation with underwriter and D. Cook regarding project status and expected turn times.	5.00	\$1,402.50
10/14/19	MN	Drafted memorandum on bidder names and researched legislative history on the public works exemption for bidder names; drafted public records memorandum.	4.00	\$1,292.00
10/14/19	REGU	Research legality of utility merger under state and local laws; draft summary regarding findings.	6.50	\$2,348.13
10/14/19	RHH	Prepare and review materials for Councilmember and IG educational meetings.	0.50	\$325.13
10/14/19	RHH	Finalize bid opening script.	0.40	\$260.10
10/14/19	RHH	Attention to real time meeting process questions and issues; support activity related to public meeting of evaluators.	1.60	\$1,040.40

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10/14/19	RHH	Review notice of intent to negotiate to be posted and attention to non-disclosure of bidder name.	0.50	\$325.13
10/14/19	RHH	Attention to agenda and script of procurement meeting.	1.00	\$650.25
10/14/19	RHH	Prepare and attend conference calls with L. Rhode and H. Vinyard related to questions posed about process, negotiations, records and meetings.	0.70	\$455.18
10/14/19	RHH	Review relevant portions of the SIM.	0.70	\$455.18
10/14/19	RHH	Prepare for meeting with L. Hodges to address procurement questions, meetings and records questions.	0.50	\$325.13
10/15/19	BJG	Attend daily check-in call and NDA discussion; review and revise memorandum regarding confidentiality of bidder names; review and revise Council Liaison memo; draft responses to public records requests; draft notification language for non-shortlisted vendors.	6.30	\$3,775.28
10/15/19	CMKI	Continued review/consideration updated and revised structure playbook; telephone conference with Weissman regarding project issues; structure issues; team conference call regarding deal structure and procurement issues; telephone conferences with Vinyard regarding above.	3.80	\$3,149.25
10/15/19	CWL	Review and consideration of municipal law matters relating to establishment of not for profit entity as subsidiary or instrumentality of governmental body and related issues.	0.60	\$459.00
10/15/19	DCC	Attend to real estate due diligence.	1.80	\$1,354.05
10/15/19	EFD	Analyze relevant provisions of city code pertaining to city council and referendum approval requirement for sale.	0.50	\$350.63
10/15/19	GFD	Preliminary conference with Kevin Hyde regarding Pillsbury request for analysis of potential merger structure for possible transaction as well as other alternative structures in light of M&A issues created by asset-sale structure; preliminary legal analysis of issue; telephone call with Jarrod Murphy of Pillsbury regarding request for assistance analyzing potential alternative structures that may be available for structure of transaction because of business and legal issues created by traditional asset sale; preparation of issues checklist to guide further research and analysis.	4.60	\$4,105.50

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10/15/19	JMSU	Receive and review various e-mails from L. Hunt regarding additional Title Commitments; review title commitment draft received from title company examiner regarding Fairfax WTP, Jullington Creek Plantation WWTP and Headquarters 41 Laura Street; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitment.	1.70	\$375.70
10/15/19	KEH	Telephone conference with Lynne Rhode and Melissa Dykes; meet with corporate counsel regarding structure of possible transaction, if any.	1.40	\$910.35
10/15/19	LBH	Review title commitment comments received from D. Cook and revise commitments; correspond with title insurance company underwriter regarding request to revise commitments; correspond with title insurance company production assistance regarding outstanding hyper-linked title commitments; attention to tracking outstanding hyper-linked title commitments; telephone conversation with title insurance company underwriter regarding attention to revised commitments and status of project; attention to revisions approved by title company underwriter regarding sovereign lands and restrictions; produce revised commitment and transmit to E. Connolly regarding commitments to be uploaded to website.	3.30	\$925.65
10/15/19	MN	Continued drafting and editing public records and meetings exemptions memorandum based on additional questions; coordination of all memorandums drafted for JEA.	4.00	\$1,292.00
10/15/19	REGU	Consider issues related to various possible types of transactions; research applicability of same.	4.10	\$1,481.13
10/15/19	RHH	Attention to NDA and process letter drafts, review and editing; calls related to same.	0.90	\$585.23
10/15/19	RHH	Attention to review of materials relevant to meetings with Inspector General, Councilmember Becton and OGC representatives, and Ethics Officer.	0.70	\$455.18
10/15/19	RHH	Attention to issue related to FPL recruiting JEA lineman.	0.50	\$325.13
10/15/19	RHH	Review multiple records requests and work on proposed responses.	0.80	\$520.20

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10/15/19	RHH	Attention to request related to Councilmember Salem request for information and access to the process.	0.50	\$325.13
10/15/19	RHH	Work on multiple open items, including but not limited to, Council Liaison memorandum, ITN negotiations process letter, non-disclosure agreement, bidder names memorandum.	1.50	\$975.38
10/15/19	RHH	Conference call and debrief study of Vogtle approach.	1.80	\$1,170.45
10/15/19	RHH	Attention to First Amendment Foundation public records request.	0.50	\$325.13
10/16/19	BJG	Attend process letter, procurement update, and daily check-in calls; review and revise process letter; attention to outstanding memos; discussions with J. McCarthy and L. Rhode.	4.60	\$2,756.55
10/16/19	CMKI	Continued review/consideration/discussion regarding project issues and strategy; PSC issues; structural issues; telephone conferences and communications with Vinyard, Clark et al regarding same.	1.00	\$828.75
10/16/19	EEA	Telephone conversation with Hershel Vinyard. Review of documents.	0.80	\$401.20
10/16/19	GFD	Continue research and analysis of issues raised by Pillsbury regarding potential alternative structures available to JEA for potential transaction.	4.60	\$4,105.50
10/16/19	JCI	Review title commitment drafts received from title company examiner regarding Beacon Hill and Highlands; attention to title commitment production; review and inventory underlying documents and vesting deeds.	2.90	\$788.80
10/16/19	JMSU	Receive and review various e-mails from L. Hunt regarding additional Title Commitments; review title commitment draft received from title company examiner regarding Hendricks WTP, McDuff WTP, Marietta WTP, Westlake WTP, and Mayport WTP; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitment.	4.00	\$884.00

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10/16/19	LBH	Validate links on commitments that are uploaded on data website; review title commitment drafts received from title company examiner regarding Westlake Solar and Southwest Water Treatment Plant; attention to title commitment production; review and inventory underlying documents and vesting deeds; issue title commitments for D. Cook review; attention to title commitments and revisions regarding approved and revised title commitments; correspond with title insurance company production assistant regarding outstanding hyper-linked title commitments; attention to tracking outstanding hyper-linked title commitments; correspond with title insurance company underwriter regarding review of sovereign land and reservation exception status.	6.30	\$1,767.15
10/16/19	MN	Attended procurement update call with client; discuss outstanding items and next steps with R. Hosay and B. Grossman, phone correspondence with J. McCollum and J. McCarthy regarding negotiation team instructions memorandum.	2.80	\$904.40
10/16/19	REGU	Research legality of transfer of assets pursuant to Florida Constitution and statutes; draft memo summarizing research.	5.80	\$2,095.25
10/16/19	RHH	On site attention to multiple meetings and process issues with JEA team.	1.40	\$910.35
10/16/19	RHH	Attention to FPL lineman recruitment initiative; analyze issue and determine any potential impact on procurement and determine how to mitigate any risk.	0.90	\$585.23
10/16/19	RHH	Prepare and attend meeting with City of Jacksonville Inspector General, Ethics Officer, General Counsel and JEA team regarding ITN process, meetings and records.	1.20	\$780.30
10/16/19	RHH	Review action items and attend procurement update call.	0.60	\$390.15
10/16/19	RHH	Work on process letter and attend multiple calls to discuss and finalize same.	1.20	\$780.30
10/16/19	RHH	Research and analyze whether negotiators are exempt from disclosure; study exemptions and compare to anticipated process.	0.90	\$585.23
10/16/19	RHH	Review and finalize responses to public records requests.	0.80	\$520.20

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10/16/19	RHH	Work on negotiators appointment letter and training memorandum.	0.80	\$520.20
10/16/19	RHH	Attention to conflict of interest checklist and review of process related to eliminating any potential conflicts of interests.	0.70	\$455.18
10/17/19	BJG	Attend meetings with JEA staff and OGC to discuss conduct of ITN process; daily check-in, process letter, and weekly update calls with client.	7.50	\$4,494.38
10/17/19	EEA	Telephone conversation with Hershel Vinyard.	0.30	\$150.45
10/17/19	GFD	Complete preliminary analysis of merger/formation of subsidiary issue; conference with Richard Guyer; update research project checklist.	2.30	\$2,052.75
10/17/19	JCI	Attention to production of title commitments.	2.20	\$598.40
10/17/19	JMSU	Review various e-mails from L. Hunt; attention to title commitments regarding downloading of underlying documents; attention to revisions to title commitments; respond to various e-mails from L. Hunt; telephone conference with L. Hunt regarding Title Commitments.	2.10	\$464.10
10/17/19	LBH	Correspond with title insurance company underwriter regarding underwriter's review of sovereign lands and reservation of entry exceptions per specific commitments; review and revise specific commitments per underwriter's review; upload revised commitment for production; issue title commitments for D. Cook review; attention to outstanding hyper-linked title commitments; transmit commitments to E. Connolly to be uploaded to data website.	5.00	\$1,402.50
10/17/19	MN	Drafted and edited negotiation team instructions memorandum.	2.30	\$742.90
10/17/19	RHH	On-site at JEA to attend to numerous activities related to the ITN, including but not limited to, public records requests, public meetings compliance, negotiator appointments, conflict due diligence and interviews, training for those involved in procurement, NDA terms and negotiations, ethics checklist and review, confidential information memorandum (CIP) materials review.	3.50	\$2,275.88

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10/17/19	RHH	Prepare and attend Voglte teleconference to determine proper approach in process letter and negotiations; debrief with bank representatives and JEA team to nail down options.	1.50	\$975.38
10/18/19	BJG	Daily check-in call with client; meetings with client to discuss process moving forward; review and revise negotiation memo and conflict certification.	6.80	\$4,074.90
10/18/19	CMKI	Continued review/consideration draft option one description and related issues and materials; draft psc protocol; telephone conferences and communications with Vinyard, Weissman, Clark et al regarding same.	1.30	\$1,077.38
10/18/19	DCC	Update reports on data room; continue review of new and revised commitments; review/revise updates to property checklists.	2.30	\$1,730.18
10/18/19	JMSU	Review e-mails from L. Hunt regarding finalizing title commitments; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitment; telephone conferences with L. Hunt regarding status of title commitments.	3.00	\$663.00
10/18/19	KEH	Work with Herschel Vinyard and Robert Hosay on procurement issues.	1.20	\$780.30
10/18/19	LBH	Finalize commitments and transmit same to E. Connolly to be uploaded to data website; attention to title commitments and revisions regarding requirements and exceptions title company has agreed to revise or delete; correspond with title insurance company production assistance regarding outstanding hyper-linked title commitments; attention to tracking outstanding hyper-linked title commitments.	4.40	\$1,234.20
10/18/19	MN	Internal strategy discussion with R. Hosay on the ability of the bankers to participate in the procurement process as negotiators and conducted statutory and case law research on same; reviewed negotiation memorandum from J. McCollum and provided feedback on content; drafted certification of review and conflict of interest forms.	4.20	\$1,356.60
10/18/19	REGU	Research issues related to sale; draft memo summarizing research.	3.00	\$1,083.75

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10/18/19	RHH	On-site at JEA to work with JEA and bank representatives on data room information, negotiator appointments and due diligence, JEA board presentation, process letter, CIP, public records, public meetings and ITN process.	4.10	\$2,666.03
10/19/19	KEH	Review presentation for October 22, 2019 Board meeting.	1.80	\$1,170.45
10/19/19	REGU	Draft memo summarizing research regarding sale of JEA.	3.70	\$1,336.63
10/19/19	RHH	Attention to emails and calls related to finalizing data room documents, NDAs, public records requests and negotiator conflict clearance.	0.50	\$325.13
10/19/19	RHH	Research and analysis related to negotiator appointments.	0.80	\$520.20
10/19/19	RHH	Review confidential information presentation (CIP), revise and discuss.	0.50	\$325.13
10/19/19	RHH	Attention to calls with K. Hyde regarding Board meeting agenda and presentation.	0.40	\$260.10
10/19/19	RHH	Review and finalize Board presentation.	0.50	\$325.13
10/20/19	MN	Continued editing and drafting conflict of interest certification.	1.20	\$387.60
10/20/19	REGU	Review and revise memo summarizing research regarding ITN.	4.20	\$1,517.25
10/21/19	BJG	Daily update call with client; review conflict of interest ethics laws and prepare draft conflict clearance memoranda for proposed negotiators; review and revise Council Liaison memo; draft responses to inquiries received regarding RFP process.	7.90	\$4,734.08
10/21/19	CMKI	Continued review/consideration/discussion revised working draft option 1 and psc protocol issues and materials; telephone conferences and communications with Clark, Weissman et al regarding same.	1.30	\$1,077.38
10/21/19	DCC	Work on RE review project; analysis of chiller plant issue, lack of documentation; review and revise title commitments.	3.10	\$2,331.98

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10/21/19	GFD	Continue drafting and revision of memo addressing legal research at request of Pillsbury related to JEA's ability to create a wholly owned subsidiary for the purpose of structuring a sale transaction as a merger; follow-up conference with Kevin Hyde regarding conclusion of legal research and conclusions.	3.50	\$3,123.75
10/21/19	LBH	Correspond with title insurance company underwriter regarding outstanding title issues; correspond with E. Connolly regarding additional information for San Marco Chiller Plant; access Duval County Recorder's website regarding recorded easement information; attention to title search invoices; attention to outstanding title commitments.	3.20	\$897.60
10/21/19	MN	Discussion with R. Hosay and B. Grossman on additions to Council Liaison memorandum and public records exemptions memorandum and draft updates to the memorandums; reviewed and provided feedback on the memorandum to procurement file prepared by K. Hyde.	3.60	\$1,162.80
10/21/19	RHH	Work on and revise public records and meetings memorandum.	0.50	\$325.13
10/21/19	RHH	Multiple coordination and activity calls with JEA executives.	1.00	\$650.25
10/21/19	RHH	Work on negotiator training topics and memorandum.	0.70	\$455.18
10/21/19	RHH	Revise Council Liaison memorandum regarding multiple topics; prepare for Becton meeting.	0.90	\$585.23
10/21/19	RHH	Attention to IG, negotiator and ethics officer training and questions.	1.10	\$715.28
10/21/19	RHH	Attention to status and review of CIP and NDA terms.	0.50	\$325.13
10/22/19	BJG	Daily update call with client; update conflict of interest memos; attention to various outstanding issues.	3.70	\$2,217.23
10/22/19	CMKI	Continued review/consideration/discussion revised working draft option 1 and psc protocol issues and materials.	1.00	\$828.75
10/22/19	DCC	Work through recent set of commitments; telephone calls with title company on status and treatment of issues; review Chiller Agreement issue for San Marco Place.	3.60	\$2,708.10

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10/22/19	JMSU	Review e-mails from L. Hunt regarding additional title commitments; respond to e-mails from L. Hunt.	5.10	\$1,127.10
10/22/19	KEH	Attend JEA Board meeting as requested by client; telephone conference with Herschel Vinyard and Lynn Rhode regarding revision to various memos.	2.90	\$1,885.73
10/22/19	LBH	Review title commitment draft received from title company examiner regarding Buckman Water Treatment Plant; attention to title commitment production; review and inventory underlying documents and vesting deed; issue title commitment; review and revise draft title commitments; transmit revised commitments to D. Cook to review; inventory outstanding commitments to be reviewed by D. Cook; inventory outstanding commitments due to be hyper-linked by title company; inventory commitments pending review by title insurance company underwriter regarding sovereign lands and right of entry issues; telephone conversation with title insurance company underwriter regarding San Marco Chiller plant issue with unrecorded easement document; transmit San Marco Chiller Agreement to D. Cook for review.	3.20	\$897.60
10/22/19	MN	Discussed modifications and additions to public records exemptions memorandum and certification of conflict of interest with R. Hosay; edited conflict certification document based on L. Rhode's feedback.	1.30	\$419.90
10/22/19	RHH	Attention to CCP's request to file a motion to supplement the record, review motion and discuss and analyze. Meet with H. Vinyard and S. Hall regarding Councilmember involvement in the ITN process, review and analyze Florida law.	1.90	\$1,235.48
10/22/19	RHH	Prepare and attend JEA board meeting; debrief related to presentation made and data room population.	1.10	\$715.28
10/22/19	RHH	Triage of multiple procurement and public records and meetings issues while on-site at JEA.	1.10	\$715.28
10/22/19	RHH	Attention to review of edits to process letter and impact on ITN process, review and discuss Voglte scenarios.	0.70	\$455.18

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10/22/19	RHH	Prepare and meet with JEA team regarding procurement award process and timing of negotiations, award and board meeting; study JEA code and Florida law regarding same.	1.10	\$715.28
10/22/19	RHH	Attention to multiple public records requests, review, analyze and propose response to ensure compliance with Florida law.	0.80	\$520.20
10/22/19	RHH	Work on conflict review of 3 proposed negotiators, analyze and prepare and review memorandums.	1.80	\$1,170.45
10/23/19	BJG	Daily update and procurement update calls; calls with L. Rhode and J. McCarthy; update conflict screening memos; review questions from Pillsbury and provide guidance.	4.40	\$2,636.70
10/23/19	CMKI	Continued review/consideration/discussion revised working draft option 1 and psc protocol issues and materials; team conf call regarding same; psc and project issues and strategy; telephone conferences with Vinyard, Clark et al regarding same.	2.40	\$1,989.00
10/23/19	DCC	Attention to corrected and revised title commitments; update to schedule.	2.30	\$1,730.18
10/23/19	GFD	Prepare for and participate in conference call with Pillsbury team to address Pillsbury's questions about potential structuring options for sale of JEA.	1.20	\$1,071.00
10/23/19	KEH	Telephone conference with subject matter expert regarding co-ops.	0.50	\$325.13
10/23/19	LBH	Review San Marco Chilled Water Service Agreement regarding D. Cook's easement comments; correspond with title insurance company underwriter regarding request to record memorandum or entire agreement to capture granting of easements; attention to commitments to be transmitted for uploading; attention to title commitment production; attention to title commitments and revisions regarding requirements and exceptions title company has agreed to revise or delete; correspond with title insurance company underwriter regarding status of outstanding hyper-linked title commitment; attention to tracking outstanding underwriting requests to review and revise certain requirements and exceptions.	4.50	\$1,262.25

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10/23/19	MN	Discussion with R. Hosay on additional issues and questions to be included in Council Liaison memorandum and drafted changes and additions.	0.40	\$129.20
10/23/19	REGU	Conference call to discuss conclusions from memorandum; analyze research.	1.50	\$541.88
10/23/19	RHH	On site triage of numerous procurement, public records and public meetings matters; review with JEA executives.	2.80	\$1,820.70
10/23/19	RHH	Work on negotiator training materials, review with JEA procurement team.	0.60	\$390.15
10/23/19	RHH	Work on instruction sheet for ITN respondents.	0.50	\$325.13
10/23/19	RHH	Attention to data room materials and how to handle public records and meetings; review materials and analyze status of records.	0.70	\$455.18
10/23/19	RHH	Review engineering report; discuss with procurement team.	0.40	\$260.10
10/23/19	RHH	Prepare for and meet with Councilman Becton.	1.80	\$1,170.45
10/23/19	TMMU	Initial discussion and analysis on cooperative option.	0.90	\$608.18
10/23/19	TMS	Prepared for and participated in conference call with Mr. Hyde regarding potential conversion of client to a co-operative.	0.50	\$344.25
10/24/19	BJG	Meet with JEA staff to discuss negotiation team appointment; daily check-in and weekly update calls; discuss IPO and co-op options with Pillsbury team; discuss indemnification provision with L. Rhode and M. Hill; review proposed communications from Pillsbury and provide feedback.	8.70	\$5,213.48
10/24/19	CMKI	Continued review/consideration/discussion revised working draft option 1 and psc protocol issues and materials; weekly update call with Vinyard et al regarding same; project issues and strategy; telephone conferences and communications with Vinyard et al regarding same.	2.00	\$1,657.50
10/24/19	DCC	Attention to data room regarding real estate; work on issue/status list.	2.70	\$2,031.08
10/24/19	DLV	Confer with L. Hunt regarding revisions to commitments based on underwriter approval.	0.30	\$81.60

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10/24/19	GFD	Research issues posed by Pillsbury relating to potential options of IPO and creation of cooperative; participate in conference call with Pillsbury team to provide results of legal analysis.	2.50	\$2,231.25
10/24/19	JW	Review gun jumping issues regarding Sunshine Law.	0.90	\$550.80
10/24/19	LBH	Review correspondence received from title insurance company underwriter regarding guidance for sovereign land requirements and right of entry exceptions.	4.10	\$1,150.05
10/24/19	REGU	Research issues related to transaction structure; conference call to discuss potential transaction structures.	3.40	\$1,228.25
10/24/19	RHH	Work on negotiator training memorandum.	0.40	\$260.10
10/24/19	RHH	Attention to CIP review.	0.70	\$455.18
10/24/19	RHH	Attention to FPL initiative to sell share of power plant and request for NDA.	0.40	\$260.10
10/24/19	RHH	Attention to real time and ad hoc questions regarding negotiator appointments and first negotiation team meeting.	0.50	\$325.13
10/24/19	RHH	Attention to review of indemnification agreement for negotiators; research and analyze Florida law regarding waiver of sovereign immunity if contractually indemnify; research for updates or changes to Florida Supreme Court law; attention to calls and emails.	1.40	\$910.35
10/24/19	RHH	Prepare and attend call with Pillsbury regarding questions presented related to conflicts in federal law and state law regarding IPO SEC process, IPO analysis and process for JEA, CO-OP analysis regarding Florida requirements in statute and regulatory scheme; follow up analysis related to public records analysis and legislative activity required to address concerns with IPO and CO-OP options.	2.30	\$1,495.58
10/24/19	TMMU	Preparation for and telephone conference with Pillsbury regarding JEA strategic options and cooperative issues.	2.50	\$1,689.38

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10/24/19	TMS	Prepared for and participated in conference call with co-counsel regarding potential conversion of client to a co-operative; researched cooperative rules and regulations to determine potential hurdles to achievement of conversion and various related issues.	2.00	\$1,377.00
10/25/19	BJG	Daily check-in and Q&A Review calls; calls with Pillsbury to discuss vendor communications; draft communication language for J. McCarthy; review second set of questions and outline responses to questions assigned to Foley; discuss negotiator conflict clearance with R. Hosay and L. Rhode.	5.80	\$3,475.65
10/25/19	DLV	Confer with L. Hunt; review commitments based on underwriter approvals.	4.00	\$1,088.00
10/25/19	JCI	Attention to production of title commitments.	1.10	\$299.20
10/25/19	LBH	Attention to commitments to be transmitted for uploading; attention to title commitment production; attention to title commitments and revisions regarding requirements and exceptions title company has agreed to revise or delete; attention to tracking outstanding underwriting requests to review and revise certain requirements and exceptions.	3.30	\$925.65
10/25/19	RHH	Work on negotiation team appointment and all items related thereto.	0.90	\$585.23
10/25/19	RHH	Prepare and attend call with JEA regarding updates, status and action items.	0.50	\$325.13
10/25/19	RHH	Attention to desire to update bidders as to data room and status of negotiations; work with procurement, Pillsbury, and JEA to solve issue.	1.40	\$910.35
10/26/19	DCC	Review uploaded documents; analysis on ROFR status in title commitments; review developer agreement and cost-share agreement.	1.80	\$1,354.05
10/28/19	BJG	Call with NextEra, Pillsbury, and procurement representatives to discuss NDA; follow-up discussions regarding NDA; review ethics opinions and begin outlining memo regarding ethics laws provisions; discuss assorted outstanding topics with L. Rhode and J. McCarthy.	6.30	\$3,775.28
10/28/19	JMSU	Receive and review e-mail from L. Hunt regarding Schedule B II exception; telephone conference with L. Hunt regarding status of title work.	0.30	\$66.30

10/28/19	LBH	Attention to request for examiner to provide information regarding reference to purchase option and right of first refusal provided in exception for Julington Creek Plantation commitment; revise commitment and correspond with D. Cook regarding revisions based on title examiner's comments; attention to outstanding title requests; correspond with title insurance company underwriter regarding status of outstanding title commitments and request for turn time.	1.60	\$448.80
10/28/19	RHH	Working on negotiator appointments and legal analysis regarding conflict of interest and assessment of voting conflict class exemption; study relevant law; follow up discussions and analysis.	1.10	\$715.28
10/28/19	RHH	Prepare and attend telephone conference regarding terms of the NDA and desire to discuss transaction with regulators; debrief with JEA and Pillsbury teams; follow up calls and action items related to same; study current terms and analyze proposed framework for all vendors and potential impact on ITN process.	2.10	\$1,365.53
10/29/19	BJG	Calls with L. Rhode and A. Zahn; review ethics materials received from L. Rhode; continue drafting ethics opinion request memo.	1.50	\$898.88
10/29/19	LBH	Review correspondence received from E. Connolly regarding status of uploaded title commitments; attention to outstanding title requests.	0.30	\$84.15
10/29/19	RHH	Attention to emails and telephone calls regarding appointment of negotiation team, conflict review process and negotiator meeting to launch data room; analyze different options for moving forward if conflict of interest becomes a concern; study relevant ethics commission opinions.	1.70	\$1,105.43
10/29/19	RHH	Attention to status of NDA terms with bidders who haven't agreed to terms; review proposed language.	0.40	\$260.10
10/29/19	RHH	Attention to preparing and interviewing Alan Howard regarding negotiator role for JEA ITN; review relevant ethics statutes, rules and cases.	0.80	\$520.20

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10/30/19	BJG	Daily check-in call; call with procurement team and L. Rhode; procurement update call; NDA discussions with respondent and Pillsbury team; IPO/co-op call; call to discuss potential consent to respondent discussions with FERC and FPSC; continue drafting ethics opinion request.	4.70	\$2,816.48
10/30/19	CMKI	Review/consideration updated option documents; Nextera draft letter requests regarding FERC/PSC contact; rate design memorandum and excel sheet; related issues and materials; conference call regarding rate design issues; project issues; telephone conferences and communications with Vinyard, Clark, Weissman et al regarding above.	3.10	\$2,569.13
10/30/19	DCC	Telephone call with client on transfer taxes; brief analysis of exemptions.	0.50	\$376.13
10/30/19	GFD	Follow up with Olin Shivers, Foley tax partner, regarding Florida law tax issue raised by Pillsbury; prepare for and participate with JPMorgan and Pillsbury to discuss legal issues impacting analysis of various options available to JEA.	1.50	\$1,338.75
10/30/19	JWA	Address documentary stamp tax issues.	1.70	\$1,040.40
10/30/19	LBH	Review all commitments to confirm comments by D. Cook are to be addressed by title insurance company underwriter or by further legal review, and document same.; correspond with title insurance company underwriter regarding outstanding request; correspond with E. Connolly regarding downtown headquarters prior policy and existing leases; review correspondence and attachments received from title examiner regarding Buckman Street property.	3.70	\$1,037.85
10/30/19	MN	Attended procurement update call.	0.30	\$96.90
10/30/19	OGS	Tax review and analysis of tax characterization of proposed subsidiary of JEA.	0.80	\$571.20
10/30/19	RHH	Attend call with counsel and advisors regarding PSC and FERC access and FPLs desire to communicate with regulators.	0.70	\$455.18
10/30/19	RHH	Work on ethics commission factual statements for negotiation team advisory opinion.	0.80	\$520.20

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10/30/19	RHH	Prepare and attend telephone conference with JEA, Pillsbury, JP Morgan and Morgan Stanley regarding IPO and CO-OP analysis; review action items and items to analyze related to public records exemptions related to the IPO process, Florida Constitution obstacles and other miscellaneous questions regarding the ITN process.	1.00	\$650.25
10/30/19	RHH	Attention to status of negotiation team activities and document review.	0.70	\$455.18
10/30/19	RHH	Prepare and attend telephone conference with JEA and Pillsbury regarding NDA status and plan to handle terms with outstanding NDA issues; review terms of outstanding NDA offers.	1.00	\$650.25
10/30/19	RHH	Telephone conference with JEA procurement regarding activities and action items, report on status and work on all outstanding procurement action items.	0.50	\$325.13
10/30/19	TMS	Prepared for and participate in conference call with co-counsel clients and others in which matters related to IPO and sunshine law issues were discussed.	1.00	\$688.50
10/30/19	WCR	Discuss transfer tax issues.	0.30	\$195.08
10/31/19	BJG	Daily check-in and weekly update calls with client; review and revise negotiation memo; review additional materials regarding ethics laws; complete drafting of ethics opinion request; calls with L. Rhode and J. McCarthy; draft responses to Q&A and begin reviewing Q&A responses.	8.30	\$4,973.78
10/31/19	CMKI	Continued review/consideration psc contact issues; tel conf with Clark and Deason regarding same; protocol development; tel conf with Dykes and Vineyard regarding same; project issues; review/consideration revised draft franchise agreement template, term sheet document and related issues and materials; review/consideration draft fpac meeting outline; weekly conf call regarding project issues; telephone conferences and communications with Vineyard, Clark, Weissman et al regarding above.	3.80	\$3,149.25
10/31/19	JWA	Address documentary stamp tax issues.	2.20	\$1,346.40
10/31/19	LBH	Download and prepare commitments for title insurance company underwriter's review.	1.00	\$280.50

10/31/19	MN	Reviewed clients' negotiation instructions memorandum and provided edits and additions to new version of memorandum.	2.30	\$742.90
10/31/19	RHH	Attention to NDA consent for Nextera; attention to emails and calls.	0.80	\$520.20
10/31/19	RHH	Work on and finalize draft of request for advisory opinion from the Florida Ethics Commission regarding service of Dykes, Vinyard and Pope as the negotiation team for the JEA Strategic Alternatives ITN.	2.30	\$1,495.58
10/31/19	RHH	Attention to Q&A review, calls and emails.	1.00	\$650.25
Services Total:			561.90	\$298,292.74

Professional Services Summary

Service Provider	Initials	Title	Hours	Rate	Dollars
Christopher M. Kise	CMKI	Partner	24.10	\$828.75	\$19,972.89
Chauncey W. Lever, Jr.	CWL	Partner	0.60	\$765.00	\$459.00
David C. Cook	DCC	Partner	40.00	\$752.25	\$30,090.04
Emily F. Magee	EFD	Partner	0.50	\$701.26	\$350.63
Gardner F. Davis	GFD	Partner	20.20	\$892.50	\$18,028.50
John J. Wolfel	JW	Partner	0.90	\$612.00	\$550.80
Kevin E. Hyde	KEH	Partner	18.60	\$650.25	\$12,094.65
Michael B. Kirwan	MBK	Partner	1.40	\$803.26	\$1,124.55
Olin G. Shivers	OGS	Partner	0.80	\$714.00	\$571.20
Robert H. Hosay	RHH	Partner	116.20	\$650.25	\$75,559.37
Timothy M. Spear	TMS	Partner	3.50	\$688.50	\$2,409.75
W. Christopher Rabil	WCR	Partner	1.10	\$650.25	\$715.28
Joshua A. Agen	JAA	Of Counsel	0.80	\$612.00	\$492.60
Thomas M. Mullooly	TMMU	Of Counsel	3.40	\$675.75	\$2,297.56
Benjamin J. Grossman	BJG	Senior Counsel	120.90	\$599.25	\$72,449.42
Joanna A. White	JWA	Senior Counsel	3.90	\$612.00	\$2,386.80
Mallory Neumann	MN	Associate	40.00	\$323.00	\$12,920.00
Richard E. Guyer	REGU	Associate	36.60	\$361.25	\$13,221.77
Debra L. Vincent	DLV	Paralegal	14.10	\$272.00	\$3,835.20
John C. Isaachsen	JCI	Paralegal	6.20	\$272.00	\$1,686.40
Juanita M. Sullivan	JMSU	Paralegal	36.40	\$221.00	\$8,044.40
Lisa B. Hunt	LBH	Paralegal	80.40	\$280.50	\$22,552.20
Jonathan P. Steverson	JPS	Lobbyist	0.00	\$518.50	\$0.00

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Erika E. Alba	EEA	Other	1.10	\$501.50	\$551.65
Totals			561.90		\$298,292.74

Expenses Incurred

Description	Amount
Electronic Legal Research Services	\$2,990.50
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE 19-066.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE 19-016.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - 7898055 19-021 REVISED.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE 19-035.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEES 19-036.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE 19-042.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEES 19-060.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE 19-064.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE FTA 19-022.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - 19-023 TITLE SEARCH FEE.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE FTA 19-028.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - 19-046 TITLE SEARCH FEE.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE 19-061.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE FTA 19-070.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE FTA 19-072.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - FTA 19-077 TITLE SEARCH FEE.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE FTA 19-081.	\$250.00
VENDOR: ROBERT H. HOSAY - TRAVEL FROM AIRPORT TO HOTEL. - 10/15/19 (TAXI/CAR SERVICE).	\$63.81
TRANSPORTATION / TRAVEL EXPENSES -- VENDOR: BENJAMIN J. GROSSMAN - MEETINGS FROM TALLAHASSEE TO JACKSONVILLE AND BACK - 10/17/19-10/18/19 (MILEAGE, PARKING). \$209.08 Original - New Parking 5+10+10	\$209.08

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Our Ref. No.: 123214-0101
 Invoice No.: 40288884

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 Foley & Lardner LLP
 November 15, 2019

MEALS -- VENDOR: BENJAMIN J. GROSSMAN 10/18/19 MEETINGS -- BENJAMIN J. GROSSMAN. Original \$17.22	\$14.00
TRANSPORTATION / TRAVEL EXPENSES -- VENDOR: BENJAMIN J. GROSSMAN - MEETING IN JAX FROM TALLAHASSEE AND BACK - 10/14/19 (MILEAGE, PARKING).	\$199.08
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH FEE.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
CONSULTANT FEES - VENDOR: SOUTHERN STRATEGY GROUP, INC. - LOBBYING FEE. \$7,500.00	\$0.00
CONSULTANT FEES - VENDOR: SOUTHERN STRATEGY GROUP, INC. - LOBBYING. \$7,500.00	\$0.00
CONSULTANT FEES - VENDOR: SOUTHERN STRATEGY GROUP, INC. - LOBBYING. \$7,500.00	\$0.00
CONSULTANT FEES - VENDOR: SOUTHERN STRATEGY GROUP, INC. - LOBBYING FEES. \$2,177.00	\$0.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
TRANSPORTATION / TRAVEL EXPENSES -- VENDOR: BENJAMIN J. GROSSMAN - FROM TALLAHASSEE TO JAX AND BACK FOR TRAINING - 10/10/19 (MILEAGE, PARKING).	\$194.08
TRANSPORTATION / TRAVEL EXPENSES -- VENDOR: BENJAMIN J. GROSSMAN - FROM TALLAHASSEE TO JAX AND BACK - 10/07/19 (MILEAGE, PARKING).	\$199.08
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00

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November 15, 2019

SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
SEARCH FEES - VENDOR: FIDELITY NATIONAL TITLE INSURANCE COMPANY - TITLE SEARCH.	\$250.00
TRANSPORTATION / TRAVEL EXPENSES -- FROM:: TALLAHASSEE, FL, USA TO:: JACKSONVILLE, FL, USA TO:: TALLAHASSEE, FL, USA -- VENDOR: BENJAMIN J. GROSSMAN - FROM TALLAHASSEE TO JACKSONVILLE AND BACK JEA - 10/24/19 (MILEAGE).	\$191.61
MEALS -- VENDOR: BENJAMIN J. GROSSMAN 10/24/19 FROM TALLAHASSEE TO JACKSONVILLE AND BACK JEA -- BENJAMIN J. GROSSMAN. \$16.70	\$14.00
MEALS -- VENDOR: ROBERT H. HOSAY 10/22/19 TRIP TO JACKSONVILLE TO ATTEND MEETINGS WITH JEA. -- ROBERT H. HOSAY.	\$57.20
MEALS -- VENDOR: ROBERT H. HOSAY 10/23/19 TRIP TO JACKSONVILLE TO ATTEND MEETINGS WITH JEA. -- ROBERT H. HOSAY.	\$9.69
TRANSPORTATION / TRAVEL EXPENSES -- VENDOR: ROBERT H. HOSAY - TRIP TO JACKSONVILLE TO ATTEND MEETINGS WITH JEA. - 10/16/19-10/22/19 (LODGING, HOTEL - INTERNET, TAXI/CAR SERVICE). \$795.40	\$412.00
TRANSPORTATION / TRAVEL EXPENSES -- VENDOR: ROBERT H. HOSAY - TRAVEL FROM NASHVILLE TO JACKSONVILLE TO ATTEND JEA MEETINGS. FLIGHT CHANGE COST INCURRED DUE TO UNFORESEEN SCHEDULE CHANGE. - NASHVILLE TN - JACKSONVILLE FL - 10/15/19 (AIRFARE). \$612.00 Original - New \$140.00	\$140.00
TRANSPORTATION / TRAVEL EXPENSES -- VENDOR: BENJAMIN J. GROSSMAN - MEETINGS - 10/17/19 (LODGING).	\$223.74
MEALS -- VENDOR: BENJAMIN J. GROSSMAN 10/17/19 MEETINGS -- BENJAMIN J. GROSSMAN. \$27.50	\$10.00
Expenses Incurred Total	\$13,927.87



FOLEY & LARDNER LLP
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JACKSONVILLE, FL 32202-5017
TELEPHONE (904) 359-2000
FACSIMILE (904) 359-8700
WWW.FOLEY.COM

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Date: November 15, 2019
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111 North Orange Avenue
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