



Tax ID No. 94-1311126

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

October 25, 2019
Invoice No. 8298596
Client No. 047455
Matter No. 0000004
Stephen B. Amdur
(212) 858-1000

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

<u>Matter Name</u>	<u>Services</u>	<u>Disbursements</u>	<u>Balance Due</u>
Strategic Planning & Advice	\$ 458,553.25	\$ 20,567.57	\$ 479,120.82
Total This Invoice:	\$ 458,553.25	\$ 20,567.57	\$ 479,120.82

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

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

Strategic Planning & Advice

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

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
S. B. Amdur	07/01/19	Coordination with team; strategic discussions.	7.80
N. Aminolsharei	07/01/19	Discussion Session with Pillsbury Internal team; meeting with all members of the team.	2.00
D. S. Baxter	07/01/19	Conference call with J. Lutrin, S. Amdur, B. Wainwright, C. Schlaefer and others re structuring options.	1.00
D. Bradley	07/01/19	Research; confer re: research.	4.60
N. E. Burke	07/01/19	Participate in discussion regarding tax issues; conference with J. Lutrin, B. Wainwright and D. Bradley regarding outstanding tax issues; research regarding same.	2.50
P. J. Hunt	07/01/19	Confer with S. Amdur, T. Powers, J. Lutrin, B. Wainwright, C. Schlaefer and others re: tax issues; review J. Lutrin notes and Treasury regulations to prepare for same.	1.60
J. Lutrin	07/01/19	Drafting documents; discussions regarding same.	8.50
T. Powers	07/01/19	Call with working group; internal meeting; manage matters.	3.60
C. V. Schlaefer	07/01/19	Conference call regarding incentives and analysis regarding same.	2.00
C. Wainwright	07/01/19	Internal conference call to discuss issues; review authorities; discuss with C. Schlaefer, N. Burke, J. Lutrin and prepare summary; review proposal.	6.00
D. Bradley	07/02/19	Research; confer re: research.	0.80
N. E. Burke	07/02/19	Participate in call with B. Wainwright, J. Lutrin and T. Powers.	1.25
P. J. Hunt	07/02/19	Review and comment on draft agreements; confer with J. Lutrin re: same and related tax issues.	3.50
J. Lutrin	07/02/19	Drafting documents; discussions with S. Amdur, T. Powers and P. Hunt regarding same.	6.70
T. Powers	07/02/19	Internal meeting; internal call and analysis regarding structure; review agreements;	2.20
M. T. Reese	07/02/19	Correspond with S. Amdur.	0.25
M. B. Roth	07/02/19	Research for D. Bradley.	2.00
C. V. Schlaefer	07/02/19	Consider potential proposal.	0.50
C. Wainwright	07/02/19	Continue review of proposal, OID regulations; discuss with J. Lutrin, N. Burke, T. Powers; continue review of authorities.	2.75
S. B. Amdur	07/03/19	Calls with client and team; structuring matters.	3.50
J. Lutrin	07/03/19	Call with T. Powers regarding open matters.	0.10
T. Powers	07/03/19	Call with Foley regarding matters; manage same; call with client.	1.10
M. T. Reese	07/03/19	Conference call with S. Amdur and others; correspondence	1.00

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		regarding same.	
S. B. Amdur	07/04/19	Coordination and calls with team; preparation for meetings; review of materials.	3.00
S. B. Amdur	07/05/19	Calls with team; logistical coordination.	3.10
N. Aminolsharei	07/05/19	Call with JPM and MS	0.40
J. Lutrin	07/05/19	Call with S. Amdur and T. Powers regarding open matters.	0.40
T. Powers	07/05/19	Internal call; call with financial advisors; manage ground rules; call with client regarding meetings.	1.80
M. T. Reese	07/05/19	Participate in conference call with S. Amdur and others.	1.25
S. B. Amdur	07/07/19	Calls with client and team; strategic discussions.	2.00
D. Bradley	07/07/19	Conduct research.	0.80
T. Powers	07/07/19	Manage letters and calls.	0.50
S. B. Amdur	07/08/19	Calls with team; strategic discussions.	5.10
D. Bradley	07/08/19	Research; confer re: research.	4.20
N. E. Burke	07/08/19	Conference with J. Lutrin and B. Wainwright regarding tax issues; research regarding same; participate in call with client.	3.50
H. L. Clemons	07/08/19	Telephone conference with J. Lutrin.	0.60
J. Lutrin	07/08/19	Drafting documents; discussions regarding same.	7.00
T. Powers	07/08/19	Call with advisors regarding matters; call with client regarding matters; review letters.	4.70
M. B. Roth	07/08/19	Research for D. Bradley.	1.00
C. Wainwright	07/08/19	Review tax-exempt bond provisions (joint service area proposal).	2.00
S. B. Amdur	07/09/19	Travel to Jacksonville; strategic discussions with team.	10.00
N. Aminolsharei	07/09/19	Travel time - NY to JAX	7.00
D. Bradley	07/09/19	Review and revise employee documents.	4.50
P. J. Hunt	07/09/19	Confer with J. Lutrin re: Code; review Treasury regulations in connection with same.	1.00
J. Lutrin	07/09/19	Travel to meetings; drafting documents.	12.00
T. Powers	07/09/19	Review materials; work on matters.	2.40
S. B. Amdur	07/10/19	Meetings with team; strategic discussions with team.	11.70
N. Aminolsharei	07/10/19	Meetings and breakout sessions.	9.00
D. Bradley	07/10/19	Review and revise employee documents.	1.30
J. Lutrin	07/10/19	Travel to and from meetings; attend meetings.	12.50
T. Powers	07/10/19	Correspondence regarding matters.	0.40
C. Wainwright	07/10/19	Reveiw ABA tax section comments.	1.00
S. B. Amdur	07/11/19	Strategic discussions with client and team.	12.20
N. Aminolsharei	07/11/19	Travel time - JAX to NY.	10.00
N. Aminolsharei	07/11/19	Meetings with client.	6.50
D. Bradley	07/11/19	Review employee documents.	1.10
J. Lutrin	07/11/19	Travel to and from meetings; attend meetings.	14.20
S. B. Amdur	07/12/19	Meetings with team; review and revision of draft documentation; strategic calls with client and team; travel	15.80

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		from Jacksonville.	
D. Bradley	07/12/19	Review employee documents.	0.60
J. Lutrin	07/12/19	Travel to and from meetings; attend meetings.	13.00
S. B. Amdur	07/13/19	Calls with client and team; strategic discussions.	1.40
S. B. Amdur	07/14/19	Calls with client and team; strategic discussions.	0.50
S. B. Amdur	07/15/19	Calls with client and team; strategic matters.	4.30
N. Aminolsharei	07/15/19	Conference call and notes.	2.50
N. Aminolsharei	07/15/19	FTP server; calls with external teams on access to FTP	0.70
D. Bradley	07/15/19	Review employee documents.	1.80
P. J. Hunt	07/15/19	Review and comment on revised documents prepared by J. Lutrin.	2.00
J. Lutrin	07/15/19	Drafting documentation; discussions with P. Hunt regarding same.	5.10
T. Powers	07/15/19	Work on matters; calls with client.	2.30
S. B. Amdur	07/16/19	Calls with client and team; strategic discussions.	3.10
N. Aminolsharei	07/16/19	Review of resolutions and exhibits; provide comments to T.Powers.	2.40
D. Bradley	07/16/19	Review and revise employee documents.	0.40
P. J. Hunt	07/16/19	Further review and comment on revised documents prepared by J. Lutrin; research and meeting with J. Lutrin to discuss same.	2.50
J. Lutrin	07/16/19	Drafting documents; discussions with P. Hunt regarding same.	6.50
T. Powers	07/16/19	Calls with client and financial advisors; follow up on matters.	2.40
S. B. Amdur	07/17/19	Strategic discussions with team; documentation matters.	3.90
J. Lutrin	07/17/19	Call with Foley, JEA and OGC; preparation for same; review and mark-up of documents.	3.60
T. Powers	07/17/19	Call with client regarding matters; work on matters.	4.80
S. B. Amdur	07/18/19	Calls with team; strategic matters.	4.70
D. Bradley	07/18/19	Revise employee documents.	2.00
J. Lutrin	07/18/19	Review and mark-up of documents.	0.90
T. Powers	07/18/19	Call with client and PSC; work on matters.	3.90
S. B. Amdur	07/19/19	Coordination and calls with client and team; strategic discussions and analysis.	2.50
D. Bradley	07/19/19	Review employee documents.	1.30
J. Lutrin	07/19/19	Review and mark-up of documents; discussions with D. Bradley regarding same.	1.10
T. Powers	07/19/19	Review and comment on matters; call regarding strategic matters; call with advisors.	1.40
M. T. Reese	07/19/19	Attend to correspondence.	0.25
M. M. Welsh	07/19/19	Research.	2.50
S. B. Amdur	07/20/19	Calls with client and team; strategic discussions.	4.40
T. Powers	07/20/19	Work on matters.	4.50

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
S. B. Amdur	07/21/19	Coordination and calls with client and team; documentation matters.	2.80
T. Powers	07/21/19	Work on matters; calls regarding same.	2.30
S. B. Amdur	07/22/19	Coordination and calls with client and team; documentation matters.	12.70
J. Lutrin	07/22/19	Calls with JEA.	0.50
T. Powers	07/22/19	Work on matters; calls regarding same.	9.80
S. B. Amdur	07/23/19	Coordination with team; documentation matters; board matters.	7.80
N. Aminolsharei	07/23/19	Review of revised ITN.	4.00
T. Powers	07/23/19	Work on matters; review Board meeting; review ITN; calls regarding same.	11.70
S. B. Amdur	07/24/19	Calls with team; engagement matters.	2.30
N. Aminolsharei	07/24/19	Review of revised ITN; Provide comments to T.Powers; revise working group list.	7.60
T. Powers	07/24/19	Work on matters; review ITN.	5.50
S. B. Amdur	07/25/19	Calls with team; strategic discussions.	1.10
N. Aminolsharei	07/25/19	Review and draft due diligence request list	4.10
A. J. Lauria	07/25/19	Review covenant; discuss under same with J. Lutrin; review email to client regarding same.	0.70
J. Lutrin	07/25/19	Drafting guidance; discussions regarding same.	2.30
T. Powers	07/25/19	Work on matters; correspondence with parties; call with client regarding matters.	4.40
R. C. Rizzo	07/25/19	Consider and discuss with J. Lutrin contract requirements.	0.40
S. B. Amdur	07/26/19	Coordination and calls with team; strategic discussions.	2.60
N. Aminolsharei	07/26/19	Revise due diligence request list based on comments from T. Powers.	4.80
D. Bradley	07/26/19	Review employee documents.	0.30
P. J. Hunt	07/26/19	Research and confer with J. Lutrin re: tax impact of proposed pension legislation.	1.20
T. Powers	07/26/19	Daily call with client; manage matters; call with group.	2.90
S. B. Amdur	07/27/19	Coordination and calls with client and team; review and comment on documentation.	1.10
J. Lutrin	07/27/19	Review of diligence request list; emails regarding same and pension tax question.	0.50
T. Powers	07/27/19	Work on matters.	1.20
S. B. Amdur	07/28/19	Coordination with team; strategic matters.	0.30
S. B. Amdur	07/29/19	Coordination and calls with client and team; strategic discussions.	2.50
N. Aminolsharei	07/29/19	Revise and consolidate due diligence request list.	3.50
N. Aminolsharei	07/29/19	Daily calls; Revise due diligence request further; ITN discussion call.	2.90
D. Bradley	07/29/19	Review agenda materials.	1.30
K. Kasny	07/29/19	Research.	1.00

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. Lutrin	07/29/19	Emails regarding July board meeting materials.	0.20
T. Powers	07/29/19	Call with client regarding matters; work on matters.	3.90
S. B. Amdur	07/30/19	Coordination with team; travel to Jacksonville; preparation for meetings; calls with team.	7.00
N. Aminolsharei	07/30/19	Additional revisions to due diligence request list.	1.30
N. Aminolsharei	07/30/19	Review of updated and revised ITN; provide comments for incorporation.	6.80
N. Aminolsharei	07/30/19	Daily call	0.40
A. F. Calcado	07/30/19	Review draft invitation to negotiate; circulate comments to T. Powers.	4.20
J. Lutrin	07/30/19	Review of ITN; call with L. Rhode regarding same; drafting rider to same.	1.10
T. Powers	07/30/19	Work on matters; calls regarding matters; travel to Jacksonville.	13.20
S. B. Amdur	07/31/19	Coordination and calls with team; review and comment on draft documentation; meetings with team; travel from Jacksonville.	16.00
D. Bradley	07/31/19	Review agenda materials.	0.20
J. Lutrin	07/31/19	Calls and emails with L. Rhode.	0.20
E. M. Nye	07/31/19	Search for agreements.	1.90
T. Powers	07/31/19	Meetings in Jacksonville; work on matters; call regarding matters. travel back to New York.	17.40
Total Hours:			512.35
Total Fees:			\$ 458,553.25

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>
S. B. Amdur	155.20
N. Aminolsharei	75.90
D. S. Baxter	1.00
D. Bradley	25.20
N. E. Burke	7.25
A. F. Calcado	4.20
H. L. Clemons	0.60
P. J. Hunt	11.80
K. Kasny	1.00
A. J. Lauria	0.70
J. Lutrin	96.40
E. M. Nye	1.90

<u>Timekeeper</u>	<u>Hours</u>
T. Powers	108.30
M. T. Reese	2.75
R. C. Rizzo	0.40
M. B. Roth	3.00
C. V. Schlaefel	2.50
C. Wainwright	11.75
M. M. Welsh	2.50
Total:	512.35

Disbursements Incurred

<u>Date</u>	<u>Type</u>	<u>Description</u>	<u>Amount</u>
07/31/19	Computer Research	Summary	\$ 12,383.48
07/25/19	Document Processing	Summary	537.45
06/11/19	Reproductions	Summary	6.15
07/30/19	Taxi Service	Summary	521.36
06/11/19	Color Copy	06/2019 Document Printing Charges, Job # 17, T. Powers	14.00
07/09/19	Color Copy	07/2019 Document Printing Charges, Job # 5, J. Lutrin	150.00
07/19/19	Color Copy	07/2019 Document Printing Charges, Job # 10, T. Powers	5.20
07/30/19	Color Copy	07/2019 Document Printing Charges, Job # 9, D. Bradley	897.60
06/21/19	Travel and Local Transportation	VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-398992; DATE: 8/9/2019 Travel expenses, S. Amdur, NYC/NYC, 6/11/19	188.59
07/01/19	Travel and Local Transportation	VENDOR: Lutrin, Jessica (E18572); INVOICE#: NY-399073; DATE: 8/12/2019 Travel expenses, J. Lutrin, NY/NY, 7/1/19	15.96
07/02/19	Travel and Local Transportation	VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-396912; DATE: 7/18/2019 Airfare and travel expenses, S. Amdur, NYC/Jacksonville, FL, 7/9/19	1,456.92
07/05/19	Travel and Local Transportation	VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-396516; DATE: 7/12/2019 Airfare, N. Aminolsharei, Newark, NJ/Jacksonville, FL, 7/12/19	460.60
07/08/19	Travel and Local Transportation	VENDOR: Lutrin, Jessica (E18572); INVOICE#: NY-397027; DATE: 7/19/2019	1,112.86

07/09/19	Travel and Local Transportation	Airfare and travel expenses, J. Lutrini, NY/Jacksonville, FL, 7/9/19-7/12/19 VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-396820; DATE: 7/16/2019	91.68
07/09/19	Travel and Local Transportation	Travel expenses, S. Amdur, NYC/NYC, 7/9/19 VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-397200; DATE: 7/22/2019	575.01
07/11/19	Travel and Local Transportation	Travel expenses, N. Aminolsharei, NY/NYC, 7/9/19-7/12/19 VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-398535; DATE: 8/8/2019	215.00
07/24/19	Travel and Local Transportation	Airfare, N. Aminolsharei, Jacksonville, FL/NYC, 7/11/19 VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-398540; DATE: 8/8/2019	45.12
07/26/19	Travel and Local Transportation	Travel expenses, N. Aminolsharei, NYC/NYC, 7/24/19-7/31/19 VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-398418; DATE: 7/31/2019	911.03
07/29/19	Travel and Local Transportation	Airfare and travel expenses, S. Amdur, MI/Jacksonville, FL, 7/30/19 VENDOR: Powers, Ted (E60142); INVOICE#: NY-398505; DATE: 8/5/2019	979.56
		Airfare and travel expenses, T. Powers, NYC/Jacksonville, FL, 7/30/19	
Total Disbursements:			\$ 20,567.57

Disbursement Summary

<u>Type</u>	<u>Amount</u>
Color Copying	1,066.80
Computer Research	12,383.48
Document Processing	537.45
Reproductions	6.15
Taxi Service	521.36
Travel and Local Transportation	<u>6,052.33</u>
Total:	\$ 20,567.57

Total Due For Matter 0000004: \$ 479,120.82



Tax ID No. 94-1311126

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

October 25, 2019
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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	\$ 458,553.25	\$ 20,567.57	\$ 479,120.82
Total This Invoice:	\$ 458,553.25	\$ 20,567.57	\$ 479,120.82

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; [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]