



PAYMENT REQUEST



Date: 5/17/2018

Posting Period: 05/2018
(MM/YYYY)

From: Chief Financial Officer
(JEA Organization Name And Location)

To: Accounts Payable Department, Customer Center 6th Floor

Please Issue Payment In Favor Of:

☒ if new ☐

Payee Name: Holland & Knight
(As Shown On Payment Supporting Documentation)

Vendor Number: 909759
(As shown in Oracle, if known)

Address: PO Box 864084
House number, street name, PO Box, etc.

Site Name: R- ACH-Orlando
(As shown in Oracle, if known)

Orlando, FL 32886-4084
City, State, Zip Code

Invoice Number: 5653737

Project #	Task #	Expenditure Type (Name)	Expenditure Organization	Amount
HEC0000	003.1	Professional Services - Legal	Chief Financial Officer	281,782.92
Description: Legal Services related to Plant Vogtle				
Description:				
Description:				
Description:				
Description:				
Description:				
Description:				

Note: In accordance with the JEA Procurement Code (P-Code,) purchases in excess of \$5,000 must be accompanied by a valid JEA-issued purchase order unless exempted by the P-Code through Exemption or Directive.

Total: \$ **281,782.92**

Payment Method

- ☐ Check
☐ ACH – EFT
☒ Wire

Authorization

(Appointed Supervising Employee Signature)

Ryan Wannemacher

(Appointed Supervising Employee Printed Name)

(For ACH and Wire:)

Bank Name:
Bank City & State:
Routing / ABA:
Account #:

Special Handling Instructions:

--

Preparer Name:	Cheryl W. Mock
Preparer Signature:	

Pay Alone: <input type="checkbox"/>
Due Date: (Net 30 from rec'd if blank):

Holland & Knight

P.O. Box 864084 | Orlando, FL 32886-4084
Email accounts@hklaw.com | T 813.901.4180
Holland & Knight LLP | www.hklaw.com | EIN 59-0663819

JEA
21 W Church Street (T-16)
Jacksonville, FL 32202

April 25, 2018
Invoice: 5653737

TERMS: DUE ON RECEIPT

REMITTANCE COPY

Our Matter: 127946.00004
Plant Vogtle - MEAG PPA

FEES FOR PROFESSIONAL SERVICES:	\$	273,830.50
REIMBURSABLE COSTS:	\$	7,952.42

TOTAL DUE THIS INVOICE:	(US Dollars)	\$	281,782.92
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To expedite processing of your payment, please return remittance page(s) or include your Matter number(s) or invoice number(s) with your payment.

Approved for Payment

Assistant General Counsel
City of Jacksonville

Dated: 5/10/2012

WIRE TRANSFER INFORMATION:

Domestic and International Wires

Please indicate our Invoice Number as reference in your wire transfer

Wells Fargo Bank NA
420 Montgomery Street, San Francisco, CA 94104-1207
ABA [REDACTED]
Account # [REDACTED]

Swift Routing Number: [REDACTED] (for international wires)

For Credit to: Holland & Knight, LLP

PLEASE REMIT TO:

Holland & Knight LLP
PO Box 864084
Orlando, FL 32886-4084

If You Wish to Overnight Payment:

Holland & Knight LLP, Suite 864084
11050 Lake Underhill Road
Orlando, FL 32825-5016

Holland & Knight

P.O. Box 864084 | Orlando, FL 32886-4084
Email accountservices@hklaw.com | T 813.901.4180
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Jacksonville, FL 32202

April 25, 2018
Invoice: 5653737
Page 1

TERMS: DUE ON RECEIPT

For professional services rendered through March 31, 2018 in connection with the following:

Our Matter: 127946.00004
Plant Vogtle - MEAG PPA

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
3/1/18	J M. Cavanaugh	Correspondence with S Humes, J Donovan and M Kalpin and review and editing of PDO draft.	0.40	1,000.00	400.00
3/1/18	J. A. Maines	Telephone conference with J. Donovan.	0.60	790.00	474.00
3/1/18	J. A. Maines	Analyzing bond documents.	1.00	790.00	790.00
3/1/18	J. A. Maines	Work on ultra vires argument.	2.80	790.00	2,212.00
3/1/18	J. A. Maines	Telephone conference with K. Wiener.	0.20	790.00	158.00
3/1/18	J. A. Maines	E-mail to J. Brooks.	0.20	790.00	158.00
3/1/18	Keith M. Wiener	Continued analysis of cases and authorities regarding ultra vires issue focusing on documents, JEA Board Resolutions, Board Minutes, Memoranda submitted to the Board, and related materials regarding representations and information submitted to the Board to obtain the approvals of the PPA and proposed amendments to the PPA; receipt and review of additional JEA documents; continued review of 2014 PPA focusing on provisions as to obligations of JEA as to payments in connection with potential ultra vires argument and case research; attention to follow up documents and Board Resolutions and approvals leading up to 2014 Amended PPA ; continued analysis of JEA Charter legislation in connection with PPA, Board Resolutions, Minutes, Memoranda, presentations and Board approval of the PPA; assistance	4.90	745.00	3,650.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 2

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		regarding memorandum relating to potential legal theories; strategic planning regarding legal theories and potential arguments related to the PPA.			
3/1/18	Mark C. Kalpin	Conferences with and memos from Mr. Donovan regarding FERC PDO strategy.	0.80	950.00	760.00
3/1/18	Joseph E. Donovan	Calls with M. Kalpin and A. Maines re: outreach strategy with FERC; research on OGC and commission contacts.	2.80	805.00	2,254.00
3/1/18	David J. Stevens	Research and draft memo regarding prepayment options; conference with A. Maines and W. Vaughan regarding same.	6.10	495.00	3,019.50
3/1/18	Jacquelyn A. Thomas	Research and draft memorandum regarding whether JEA and/or MEAG exceeded their authority in entering into the Power Purchase Agreement, or other arguments to render the agreement void.	8.20	380.00	3,116.00
3/1/18	Matthew T. Covell	Research re: reasonable grounds for insecurity; Research re: UCC damages; Research re: potential remedies for repudiation; Prepare Memo to Allen Maines re: strategy.	12.80	325.00	4,160.00
3/2/18	Keith M. Wiener	Attention to an analysis of additional JEA documents including Board Resolutions, Board Minutes, and other information submitted to the Board relating Board meetings from 2011 through 2014; review additional research on Florida law as to ultra vires actions by governments resulting in determination agreements were void; review Finance and Audit Committee report; attention to JEA submissions of annual budget to City Council for approval; application of analysis of cases and authorities regarding ultra vires issue in connection with JEA Charter and documents, JEA Board Resolutions, Board Minutes, Memoranda submitted to the Board, and related materials	5.10	745.00	3,799.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 3

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		regarding representations and information submitted to the Board to obtain the approvals of the PPA and proposed amendments to the PPA; receipt and initial review of 2008 PPA; analysis of 2014 PPA focusing on payment obligations of JEA relating to potential ultra vires argument and case research; attention to follow up documents and Board Resolutions and approvals regarding the 2014 Amended PPA; assistance regarding memorandum relating to potential legal theories; strategic planning regarding legal theories and potential arguments related to the PPA.			
3/2/18	J. A. Maines	Work on UCC adequate assurance issues.	4.50	790.00	3,555.00
3/2/18	David J. Stevens	Revise and finalize memo regarding prepayment option.	2.50	495.00	1,237.50
3/2/18	Jacquelyn A. Thomas	Research and draft memorandum regarding whether JEA and/or MEAG exceeded their authority in entering into the Power Purchase Agreement, or other arguments to render the agreement void.	6.10	380.00	2,318.00
3/2/18	Daniel P. Hanlon	Research Florida case law and secondary sources regarding public policy concerning contracts against public policy; review contract documents received from supervising partner in connection with research; attend strategy conference with supervising partner regarding research findings.	3.80	430.00	1,634.00
3/2/18	Matthew T. Covell	Research re: alternative performance contracts; Research re: take-or-pay contract damages remedies; Conference with Allen Maines re: strategy; Prepare Memo to Allen Maines re: same.	7.80	325.00	2,535.00
3/2/18	Denise M. Lobodinski	Review emails from J. Thomas to save documents electronically then update chart of documents received from client.	1.20	275.00	330.00
3/3/18	Keith M.	Continued review and analysis of documents,	1.80	745.00	1,341.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 4

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
	Wiener	cases, statutes, and authorities regarding ultra vires issue; assistance regarding memorandum relating to potential legal theories.			
3/3/18	J. A. Maines	Work on UCC issues essential to formulating a response to MEAG's demand for adequate assurances.	2.50	790.00	1,975.00
3/3/18	Jacquelyn A. Thomas	Research and draft memorandum regarding whether JEA and/or MEAG exceeded their authority in entering into the Power Purchase Agreement, or other arguments to render the agreement void.	4.10	380.00	1,558.00
3/3/18	Matthew T. Covell	Research re: take-or-pay contract damages remedies; Prepare Memo to Allen Maines re: same; Prepare adequate assurance letter to MEAG.	5.90	325.00	1,917.50
3/4/18	Keith M. Wiener	Assistance regarding preparation of updated memorandum relating to potential legal theories focusing on potential ultra vires argument; review and analysis of JEA documents, legislation, statutes, Florida ultra vires cases, cases involving similar Agreements as the PPA in multiple jurisdictions; review memorandum regarding JEA Prepayment Options; attention to issues as to a potential action to raise ultra vires claims, including court, type of action, joinder or intervention of MEAG, parties, standing, and related questions.	3.90	745.00	2,905.50
3/4/18	J. A. Maines	Reading research memos on ultra vires, transferability of bonds and demand for adequate assurances and e-mails regarding same.	5.40	790.00	4,266.00
3/4/18	J M. Cavanaugh	Correspondence with A Maines, S Humes and J Donovan; review memorandum on prepay and defeasance options; review revised PDO draft.	0.40	1,000.00	400.00
3/5/18	Michael L.	Phone call with Keith Wiener; review of	1.30	600.00	780.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 5

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
	Wiener	Florida law related to take or pay contracts and hell or high water provisions.			
3/5/18	J. A. Maines	Analyzing options under bond documents and jurisdiction and venue for ultra vires issue.	4.90	790.00	3,871.00
3/5/18	J. A. Maines	Meeting with clients and follow-up.	1.70	790.00	1,343.00
3/5/18	J. A. Maines	Reading legal analysis and further legal research.	5.50	790.00	4,345.00
3/5/18	Keith M. Wiener	Assistance regarding potential legal theories relating to PPA; continued review and analysis of multiple JEA documents, relevant legislation, statutes, Florida ultra vires cases, cases involving similar agreements as the PPA in multiple jurisdictions; continued research, analysis and attention to issues as to a potential action to raise ultra vires claims, including court, type of action, joinder or intervention of MEAG, parties, standing, and related questions; attention to PPA section on choice of law and submitting to venue in Georgia; attention to Florida cases and law relating to home rule, take-or-pay contracts and hell-or-high-water clauses; review certain bond documents; attention to general law and guidance on take-or-pay contracts and hell-or-high-water clauses; follow up as to additional documents, including JEA Bond Resolution referenced in the PPA.	6.10	745.00	4,544.50
3/5/18	J M. Cavanaugh	Correspondence with J Donovan and research on "Prudent Utility Practice" issues.	0.20	1,000.00	200.00
3/5/18	Joseph E. Donovan	Attention to FERC outreach issues; review PPA for Prudent Utility Practices and good faith language; coordinate with A. Maines re: same.	1.30	805.00	1,046.50
3/5/18	David J. Stevens	Calls with K. Wiener regarding strategy and arguments regarding PPA obligation.	2.30	495.00	1,138.50
3/5/18	Jacquelyn A. Thomas	Work on draft memorandum regarding whether JEA and/or MEAG exceeded their	3.10	380.00	1,178.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 6

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		authority in entering into the Power Purchase Agreement, or other arguments to render the agreement void.			
3/5/18	Jacquelyn A. Thomas	Research jurisdiction issues regarding the PPA's choice of law and venue provision if suit was brought to challenge JEA's authority to enter into the PPA; work with Attorney K. Weiner regarding research issues.	2.90	380.00	1,102.00
3/5/18	Denise M. Lobodinski	Update memo file with recent memos including A. Maines work memo file.	0.30	275.00	82.50
3/6/18	Michael L. Wiener	Phone call with Ed Vogel re: research for JEA.	0.30	600.00	180.00
3/6/18	J. A. Maines	Work on presentation to Jacksonville Mayor's office.	5.70	790.00	4,503.00
3/6/18	J. A. Maines	Legal research regarding and drafting response to MEAG demand for adequate assurances.	6.00	790.00	4,740.00
3/6/18	Keith M. Wiener	Analysis of PPA section on choice of law and submitting to venue in Georgia, potential for suit to be brought in Florida, parties, standing, whether MEAG would be necessary party and related issues; review Bond Resolution by JEA and provisions related to Contract Debts and cost of Operation and Maintenance referenced in the PPA; continued review and analysis of JEA documents, relevant legislation, statutes, ultra vires cases, cases involving similar agreements as the PPA in multiple jurisdictions; continued research, analysis and attention to issues as to a potential action to raise ultra vires claims; attention to Florida home rule, take-or-pay contracts and hell-or-high-water clauses, Florida cases and related matters; communications with H&K Florida bond attorneys regarding the PPA, Florida home rule, take-or-pay and hell-or-high-water clauses in connection with power purchase	6.40	745.00	4,768.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 7

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		agreements, authority of JEA to enter PPA, ultra vires claims, and related issues; review Florida cases regarding take-or-pay contracts; attention to general law and guidance on take-or-pay contracts and hell-or-high-water clauses; preparation of communications regarding issues as to potential ultra-vires claims.			
3/6/18	Woodrow W. Vaughan	Privatization review under PDA and other debt; contact with Nixon Peabody on same.	1.10	810.00	891.00
3/6/18	Joseph E. Donovan	Attention to PPA terms imposing Prudent Utility Practices obligations; analyze impact; draft email to A. Maines re: same.	1.80	805.00	1,449.00
3/6/18	David J. Stevens	Conference with W. Vaughan regarding strategy; review and research JEA documents and options regarding PPA and asset sales; conference with W. Vaughan.	7.20	495.00	3,564.00
3/6/18	Jacquelyn A. Thomas	Research jurisdiction issues regarding the PPA's choice of law and venue provision if suit was brought to challenge JEA's authority to enter into the PPA; participate in telephone conference with Attorneys K. Weiner and E. Vogel regarding research issues; draft memo regarding jurisdiction issues.	6.10	380.00	2,318.00
3/6/18	Denise M. Lobodinski	Review email from J. Thomas then telephone call with Fulton County superior court clerk's office to determine that there is not an additional lawsuit filed against the Georgia Public Service Commission in February 2018 then confer with J. Thomas; review email from L. Ratliff to update A. Maines correspondence work file and review email from J. Thomas to add document to electronic file then update chart of documents received from client.	0.90	275.00	247.50
3/6/18	Rachel L. Hradecky	FL Law research for D. Stevens.	0.50	225.00	112.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 8

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
3/7/18	Michael L. Wiener	Review of case law. Emails with Keith Wiener. Phone call with Ed Vogel.	1.20	600.00	720.00
3/7/18	Woodrow W. Vaughan	Meeting with D. Stevens on Asset Sale issues; conference call with Nixon Peabody on same; conference call with Nixon Peabody to discuss PPA, contract debt and various issues relating to PPA obligations; follow-up conference with D. Stevens on same; review and revisions to email memo to Maines on PPA; meeting with D. Stevens on same.	2.20	810.00	1,782.00
3/7/18	Keith M. Wiener	Continued analysis of JEA documents, financial statements, privatization report referencing PPA and Plant Vogtle obligations, budget submissions to City of Jacksonville for approval and line item for and referencing PPA and Plant Vogtle payments, legislation, statutes, ultra vires cases, cases involving similar agreements as the PPA in other jurisdictions; review research regarding PPA section on choice of law and submitting to venue in Georgia, potential for suit to be brought in Florida, parties, standing, whether MEAG would be necessary party and related issues; attention to Bond Resolution by JEA and provisions related to Contract Debts and cost of Operation and Maintenance referenced in the PPA; continued analysis and attention to issues as to a potential action to raise ultra vires claims; multiple communications with and analysis by H&K Florida bond attorneys regarding the PPA, Florida home rule, take-or-pay and hell-or-high-water clauses in connection with power purchase agreements, authority of JEA to enter PPA, ultra vires claims, and related issues; preparation of communications regarding analysis and issues as to potential ultra-vires claims.	2.90	745.00	2,160.50
3/7/18	J. A. Maines	Further legal research on further assurances and revising proposed response to MEAG's e-mails concerning same and prepare for	6.80	790.00	5,372.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 9

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		meeting with Mayor's office.			
3/7/18	Joseph E. Donovan	Call with A. Maines re: open items on PDO and conversations with client; internal conversations with team; attention to FERC outreach strategy.	2.10	805.00	1,690.50
3/7/18	Edward W. Vogel	Telephone conferences with K. Wiener; review of Charter and PPA.	2.50	795.00	1,987.50
3/7/18	David J. Stevens	Conferences with W. Vaughan and calls with Nixon Peabody regarding JEA Power Purchase Agreement; review comments.	2.40	495.00	1,188.00
3/7/18	Jacquelyn A. Thomas	Research additional jurisdiction issues regarding whether the City of Jacksonville or Attorney General could file suit in Florida challenging JEA's authority to enter into the PPA; draft analysis regarding jurisdiction issues.	1.50	380.00	570.00
3/8/18	J M. Cavanaugh	Review draft JEA letter to MEAG and discuss with J Donovan.	0.20	1,000.00	200.00
3/8/18	Keith M. Wiener	Continued analysis of issues as to a potential action to raise ultra vires claims; preparation regarding arguments for potential claims, arguments against ultra vires claims and issues; review of Petition for Judicial Review filed by Georgia Watch versus Georgia PSC in Fulton County, Ga. Superior Court; attention to JEA documents, legislation, statutes, ultra vires cases concerning similar agreements as the PPA; analysis of cases regarding potential for suit to be brought in Florida, parties, standing, whether MEAG would be necessary party and related issues; continued analysis of Bond Resolution by JEA and provisions related to Contract Debts and cost of Operation and Maintenance referenced in the PPA; communications with and analysis by public finance and bond attorneys regarding the PPA, Florida home rule, take-or-pay and hell-or-high-water clauses in	5.70	745.00	4,246.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 10

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		connection with power purchase agreements, authority of JEA to enter PPA, ultra vires claims, and related issues; strategic planning.			
3/8/18	J. A. Maines	Preparation for appearance at and, travel to and from and meeting at JEA; further revision to MEAG response letter; legal research on jurisdiction and ultra vires arguments; receipt and review of bond transcript CDs.	9.00	790.00	7,110.00
3/8/18	Joseph E. Donovan	Emails and call with A. Maines regarding his meetings with the client on authorization to proceed with FERC outreach; email team re: same.	1.00	805.00	805.00
3/8/18	David J. Stevens	Call with K. Wiener regarding JEA powers and litigation arguments; call with K. Wiener regarding ultra vires arguments; review documents statutes and case law.	3.70	495.00	1,831.50
3/8/18	Jacquelyn A. Thomas	Draft and send email response to Attorney A. Maines regarding JEA's best and worst ultra vires arguments; work with Attorney K. Weiner regarding jurisdiction arguments; research additional jurisdiction arguments regarding proper parties and venue.	3.70	380.00	1,406.00
3/8/18	Matthew T. Covell	Review and revise adequate assurance letter; Prepare emails to Allen Maines re: same.	1.10	325.00	357.50
3/9/18	Keith M. Wiener	Review letter to MEAG responding to MEAG's demand for assurance JEA will meet its obligations; review and analysis of Validation Order, pleadings and related bond documents and resolutions filed in Fulton County, Georgia Superior Court in validation proceedings regarding the Department of Energy Loan in connection with the PPA, focusing on JEA Answer, JEA allegations asserted and found by the court in the Order, opinion of legal counsel for JEA and Jacksonville concerning the PPA and authority of JEA and related matters; analysis of draft Petition to FERC and potential impact	4.90	745.00	3,650.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 11

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		on PPA and potential ultra vires claims; continued review of Petition for Judicial Review filed by Georgia Watch versus Georgia PSC in Fulton County, Ga. Superior Court; analysis of issues as to a potential action to raise ultra vires claims; preparation regarding arguments for potential claims, arguments against ultra vires claims and issues; review JEA documents, legislation, statutes, ultra vires cases concerning similar agreements as the PPA; analysis of cases regarding potential for suit to be brought in Florida, parties, standing, whether MEAG would be necessary party and related issues; continued analysis of Bond Resolution by JEA and provisions related to Contract Debts and cost of Operation and Maintenance referenced in the PPA; communications with and analysis by public finance and bond attorneys regarding the PPA, Florida home rule, statutes and laws related to JEA, take-or-pay and hell-or-high-water clauses in connection with power purchase agreements, authority of JEA to enter PPA, ultra vires claims, and related issues; preparation regarding outline of potential legal theories as to ultra vires claims, venue, parties, standing, and attention to arguments against such a claim; strategic planning.			
3/9/18	J M. Cavanaugh	Correspondence with J Donovan and M Kalpin regarding FERC PDO filing.	0.20	1,000.00	200.00
3/9/18	Stephen J. Humes	Review response to MEAG letter; confer with J. Donovan and M. Kalpin on prep for pre-application meeting at FERC; attention to updated draft FERC petition; consider legal issues raised by M. Kalpin concerning FERC PDO risk.	1.90	950.00	1,805.00
3/9/18	J. A. Maines	Sending response to MEAG letter and soliciting comments with regard thereto.	1.10	790.00	869.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 12

JEA
127946.00004

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3/9/18	J. A. Maines	Review of documents and bond transcripts.	3.80	790.00	3,002.00
3/9/18	J. A. Maines	E-mails regarding filing fees.	0.10	790.00	79.00
3/9/18	J. A. Maines	Work on ultra vires issues in light of prior Fulton Superior lawsuit validating JEA and the bonds at issue.	0.80	790.00	632.00
3/9/18	J. A. Maines	Reading newly filed lawsuits in opposition to the Public Service Commission's decision to proceed with Plant Vogtle.	0.40	790.00	316.00
3/9/18	Mark C. Kalpin	Conferences with, memos from and memos to Mr. Donovan regarding FERC meeting; additional research regarding draft PDO.	2.10	950.00	1,995.00
3/9/18	Joseph E. Donovan	Outreach to FERC staff; continued review of draft PDO; coordinate with team on review and next steps.	2.10	805.00	1,690.50
3/9/18	David J. Stevens	Research ultra vires argument; conference with K. Wiener regarding ultra vires theory; call with K. Wiener regarding validation and opinions; research DOE Loan Guarantee transcript.	6.40	495.00	3,168.00
3/9/18	Jacquelyn A. Thomas	Work with Attorney K. Weiner regarding draft response to additional ultra vires questions; research Florida law on declaratory judgments and choice-of-law analysis.	1.70	380.00	646.00
3/10/18	J M. Cavanaugh	Correspondence with J Donovan and M Kalpin; review JEA judgment, opinion and revised draft PDO.	0.20	1,000.00	200.00
3/10/18	Keith M. Wiener	Analysis of Validation Order, pleadings and related bond documents and resolutions filed in Fulton County, Georgia Superior Court in validation proceedings regarding the Department of Energy Loan in connection with the PPA, focusing on JEA Answer, JEA allegations asserted and found by the court in the Order, opinion of legal counsel for JEA and Jacksonville concerning the PPA and authority of JEA and related matters; analysis	1.60	745.00	1,192.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 13

JEA
127946.00004

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		of issues as to a potential action to raise ultra vires claims; preparation regarding arguments for potential ultra vires claims and arguments, and arguments against ultra vires claims and issues; attention to the 2008-2010 PPA and amended 2014 PPA, Florida home rule, statutes and laws related to JEA, take-or-pay and hell-or-high-water clauses in connection with power purchase agreements, authority of JEA to enter PPA, ultra vires claims, and related issues.			
3/10/18	J. A. Maines	Review of documents.	2.80	790.00	2,212.00
3/10/18	J. A. Maines	Evaluating issue preclusion in ultra vires issue.	1.40	790.00	1,106.00
3/10/18	J. A. Maines	Reading transcripts.	0.80	790.00	632.00
3/10/18	Mark C. Kalpin	Research regarding PDO issues; revising of draft PDO.	2.10	950.00	1,995.00
3/10/18	David J. Stevens	Research ultra vires theory; review documents, statutes and case law.	4.50	495.00	2,227.50
3/11/18	Keith M. Wiener	Attention to the question of issue preclusion regarding the Validation Order, pleadings and related bond documents and resolutions filed in Fulton County, Georgia Superior Court in validation proceedings regarding the Department of Energy Loan in connection with the PPA, focusing on JEA Answer, JEA allegations asserted and found by the court in the Order, opinion of legal counsel for JEA and Jacksonville concerning the PPA and authority of JEA and related matters; continued analysis of issues as to a potential action to raise ultra vires claims; attention to arguments for and against potential ultra vires claims.	1.40	745.00	1,043.00
3/11/18	Joseph E. Donovan	Review emails and comments from M. Kalpin; organize for Monday outreach to FERC.	0.80	805.00	644.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 14

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
3/12/18	Stephen J. Humes	Discuss FERC issues and preparation for FERC pre-filing meeting with J. Donovan and M. Kalpin.	0.50	950.00	475.00
3/12/18	J M. Cavanaugh	Correspondence with M Kalpin and J Donovan regarding FERC strategy; review revised draft letter and PDO with additional case law.	0.80	1,000.00	800.00
3/12/18	Keith M. Wiener	Receive and initial review of additional bond documents related to 2010 and 2015 MEAG Bond Validations, Validation Judgments, Answers of JEA filed with court, legal opinions by JEA counsel and City of Jacksonville counsel, and related documents; analysis of issues as to issue preclusion regarding the Validation Order, pleadings and related bond documents and resolutions filed in Fulton County, Georgia Superior Court in validation proceedings in connection with the PPA, focusing on JEA Answer, JEA allegations asserted and found by the court in the Order, opinion of legal counsel for JEA and Jacksonville concerning the PPA and authority of JEA and related matters; continued analysis of issues as to a potential action to raise ultra vires claims; attention to arguments for and against potential ultra vires claims.	4.60	745.00	3,427.00
3/12/18	Mark C. Kalpin	Conferences with Mr. Donovan regarding draft PDO; review and revising of same; preparation for FERC meeting.	2.60	950.00	2,470.00
3/12/18	Joseph E. Donovan	Further outreach to FERC contacts; modify draft petition; prepare PowerPoint presentation on talking points; internal coordination on meetings.	7.10	805.00	5,715.50
3/12/18	David J. Stevens	Research bond documents, case law and statutes regarding ultra vires arguments; conference with J. Thomas.	7.00	495.00	3,465.00
3/12/18	Jacquelyn A.	Draft response to substantive, procedural, and	3.10	380.00	1,178.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 15

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
	Thomas	jurisdictional questions regarding ultra vires argument; review email exchange regarding City of Jacksonville general counsel office's 2015 JEA legal opinion letter.			
3/12/18	Adrianne M. Waddell	Pull case law and FERC orders for petition.	1.50	475.00	712.50
3/12/18	Gladys E. Crooke	Load transcripts to system; coordinate copying CDs.	3.00	350.00	1,050.00
3/13/18	Stephen J. Humes	Review and revise updated draft of FERC Petition for Declaratory Order and confer with M. Kalpin, J. Donovan and M. Cavanaugh on same; review and offer revisions to PowerPoint presentation and messaging plan for FERC meeting and advise J. Donovan, M. Kalpin and M. Cavanaugh on same.	4.30	950.00	4,085.00
3/13/18	J M. Cavanaugh	Review and comment on revised draft PDO and review research summary, correspondence with S Humes and M Kalpin.	1.30	1,000.00	1,300.00
3/13/18	Keith M. Wiener	Review of Memorandum regarding impact of FERC Petition on potential default of the PPA; continued analysis of additional bond documents related to 2010 and 2015 MEAG Bond Validations, Validation Judgments, Answers of JEA filed with court, legal opinions by JEA counsel and City of Jacksonville counsel, and related documents; attention to issues as to issue preclusion regarding the Validation Order, pleadings and related bond documents and resolutions filed in Fulton County, Georgia Superior Court in validation proceedings in connection with the PPA; attention to issues as to a potential action to raise ultra vires claims.	2.90	745.00	2,160.50
3/13/18	Mark C. Kalpin	Revising of draft PDO; research regarding same; prepare for meeting with FERC.	4.20	950.00	3,990.00
3/13/18	Joseph E. Donovan	Attention to presentation for FERC; review edits to draft petition.	5.10	805.00	4,105.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 16

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
3/13/18	David J. Stevens	Research consequences of FERC petition; draft memo regarding same; emails regarding validation filing.	6.80	495.00	3,366.00
3/13/18	Jacquelyn A. Thomas	Travel to and from Fulton County Superior Court; obtain copies of 2015 Validation Petition, JEA's Answer to Petition, 2010 Validation Order, 2008 Validation Petition and Order, and 2008 Original PPA; organize documents.	2.90	380.00	1,102.00
3/13/18	Jonathan Spital	Review FERC petition; conference with J. Thomas regarding research assignment.	1.20	380.00	456.00
3/14/18	J M. Cavanaugh	Review draft PDO and power point slides; meeting with P McElroy to discuss FERC strategy and overview of MEAG issues; attend FERC meetings with J Donovan, M Kalpin and P McElroy of JEA; correspondence with A Maines.	5.30	1,000.00	5,300.00
3/14/18	Stephen J. Humes	Review and comment on revised presentation materials for FERC meeting; discuss results of FERC meetings with M. Cavanaugh and consider strategy issues.	1.30	950.00	1,235.00
3/14/18	J. A. Maines	Work assignments to identify possible options available to MEAG if FERC petition filed.	1.30	790.00	1,027.00
3/14/18	Keith M. Wiener	Review and continued analysis of additional bond documents related to 2010 and 2015 MEAG Bond Validations, Validation Judgments, Answers filed by JEA, legal opinions by JEA and City of Jacksonville counsel, and related documents; review Florida law as to issues regarding issue preclusion based on the Validation Judgments and Orders of court in Georgia and statements made to court by JEA in pleadings and related bond documents filed in Fulton County. Georgia Superior Court in the validation proceedings in connection with the PPA; attention to issues as to a potential action to raise ultra vires claims based on the 2010 and	3.40	745.00	2,533.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 17

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		2015 Bond documents and Validation Judgments.			
3/14/18	Mark C. Kalpin	Meetings with FERC regarding draft Petition for Declaratory Order; meeting with JEA regarding same; travel to DC regarding same.	8.10	950.00	7,695.00
3/14/18	Joseph E. Donovan	Prepare for and attend meetings at FERC; meet with P. McElroy to prepare; revise presentation.	8.80	805.00	7,084.00
3/14/18	David J. Stevens	Review 2010 and 2015 bond transcripts and documents; research ultra vires arguments.	4.50	495.00	2,227.50
3/14/18	Denise M. Lobodinski	Conference with J. Thomas regarding validation proceeding documents including original power purchase agreement to then save in electronic file.	0.70	275.00	192.50
3/15/18	J. A. Maines	E-mails and reading memo from J. Spital.	0.40	790.00	316.00
3/15/18	Keith M. Wiener	Attention to issues related to FERC Petition and whether it would require Dispute Resolution or permit immediate suit against JEA under the PPA; review and analysis of Sections 501 and 801 of the PPA in connection with determining if FERC Petition would mandate MEAG has to go through dispute resolution process under 801 or could immediately sue for injunction as an "event of default" under 501; attention to issue whether a dispute as to performance under Section 801 is the same as an event of default under Section 501; attention to issue preclusion based on the Validation Judgments and Orders of court in Georgia and statements made to court by JEA in pleadings and related bond documents filed in Fulton County, Georgia Superior Court in the validation proceedings in connection with the PPA; continued analysis of issues as to a potential action to raise ultra vires claims based on the 2010 and 2015 Bond documents and Validation Judgments.	1.60	745.00	1,192.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 18

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
3/15/18	Joseph E. Donovan	Attention to wrap up and follow up from FERC meetings; coordinate with team.	1.00	805.00	805.00
3/15/18	David J. Stevens	Conference with J. Spital regarding status of JEA matter; review DOE loan transcript and MEAG bond transcript.	3.70	495.00	1,831.50
3/15/18	Jonathan Spital	Meeting with D. Stephens regarding case orientation and strategy; reviewing memoranda and bond documents; preparing analysis of same.	6.60	380.00	2,508.00
3/16/18	Keith M. Wiener	Continued analysis of issue preclusion based on the Validation Judgments and Orders of court in Georgia and statements made to court by JEA in pleadings and related bond documents filed in Fulton County, Georgia Superior Court in the validation proceedings in connection with the PPA; communications regarding meeting with FERC in DC; attention to issues regarding ultra vires claims based on additional information and documents.	2.20	745.00	1,639.00
3/16/18	Joseph E. Donovan	Attention to internal emails from team on FERC status and conversations.	1.10	805.00	885.50
3/16/18	David J. Stevens	Review DOE loan transcript; call with K. Wiener regarding status of FERC petition.	1.20	495.00	594.00
3/16/18	Jacquelyn A. Thomas	Work with Attorney K. Weiner regarding issue/claim preclusion of the ultra vires argument based on Fulton Superior Court's Validation Judgments.	0.40	380.00	152.00
3/16/18	Jonathan Spital	Conducting legal research and analysis regarding applicability of dispute resolution provision.	4.00	380.00	1,520.00
3/16/18	Matthew T. Covell	Prepare email to Allen Maines re: take or pay contracts.	0.50	325.00	162.50
3/16/18	Jacqueline Norton	Researched specialized databases to locate sources and cases on dispute-resolution clauses in contracts under Georgia law for J.	0.50	225.00	112.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 19

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Spital.			
3/19/18	J M. Cavanaugh	Correspondence with J Donovan regarding FERC Commissioner meetings schedule.	0.10	1,000.00	100.00
3/19/18	Keith M. Wiener	Research and attention to potential issue preclusion or estoppel issues in connection with the Validation Judgments and Orders of court in Georgia and statements made to court by JEA in pleadings and related bond documents filed in Georgia Superior Court in the validation proceedings in connection with the PPA; continued analysis of issues regarding ultra vires claims based on additional information and documents in connection with potential issue preclusion or estoppel defense.	1.60	745.00	1,192.00
3/19/18	Mark C. Kalpin	Memos from and memos to Mr. Donovan regarding FERC meeting.	0.40	950.00	380.00
3/19/18	David J. Stevens	Review documents for issues relevant to ultra vires argument.	1.30	495.00	643.50
3/19/18	Jonathan Spital	Conducting legal research and analysis regarding enforceability of dispute resolution provision to injunctive relief.	3.00	380.00	1,140.00
3/20/18	J. A. Maines	Review of documents.	1.70	790.00	1,343.00
3/20/18	Keith M. Wiener	Continued analysis and research regarding potential issue preclusion or estoppel issues in connection with the Validation Judgments and Orders of court in Georgia and statements made to court by JEA in pleadings and related bond documents filed in Georgia Superior Court in the validation proceedings in connection with the PPA; attention to outline of potential ultra vires claims in connection with potential issue preclusion or estoppel defense under Florida law.	1.10	745.00	819.50
3/20/18	David J. Stevens	Emails regarding current status.	0.30	495.00	148.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 20

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
3/21/18	J M. Cavanaugh	Correspondence with J Donovan and A Maines regarding FERC strategy and timing.	0.20	1,000.00	200.00
3/21/18	Keith M. Wiener	Attention to cases for updated outline of potential ultra vires claims in connection with potential issue preclusion or estoppel defense under Florida law; research and analysis relating to potential issues as to issue preclusion or estoppel in Florida based on Validation Judgments and Orders of Court in Georgia and pleadings by JEA, legal opinions on behalf of JEA and related bond documents filed in Georgia Superior Court in the validation proceedings in connection with the PPA.	1.90	745.00	1,415.50
3/21/18	Joseph E. Donovan	Attention to FERC outreach; internal coordination.	1.00	805.00	805.00
3/21/18	Jacquelyn A. Thomas	Work on draft outline of JEA's best ultra vires arguments; research whether issue preclusion applies to certain arguments based on Georgia bond validation judgment.	2.50	380.00	950.00
3/21/18	Daniel P. Hanlon	Research federal and florida law relating to jurisdiction of florida courts to consider and rule on issues of bond judgment in georgia courts; attend strategy conference with supervising partner regarding research findings and potential case strategy; research florida law regarding collateral estoppel issues.	4.00	430.00	1,720.00
3/22/18	Keith M. Wiener	Attention to updated outline of potential ultra vires claims regarding the PPA; review research of cases and statutes in connection with potential issue preclusion or estoppel defense under Florida law; analysis of research regarding ultra vires arguments and issue preclusion focusing on Validation Judgments and Orders of Court in Georgia, pleadings by JEA filed in Georgia Bond Validation of MEAG bonds, and related bond	1.80	745.00	1,341.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 21

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		documents filed in Georgia Superior Court in connection with the PPA.			
3/22/18	Joseph E. Donovan	Outreach to FERC chairman office for meetings; coordinate with M. Kalpin re: same.	0.40	805.00	322.00
3/23/18	J. A. Maines	Review of bond documents.	2.20	790.00	1,738.00
3/23/18	Mark C. Kalpin	Conference with Mr. Donovan regarding potential FERC meeting and revising of draft PDO.	0.30	950.00	285.00
3/23/18	Joseph E. Donovan	Outreach to FERC Chairman's office; internal coordination on next steps; call with M. Kalpin.	0.60	805.00	483.00
3/26/18	J. A. Maines	Calls to J. Donovan and J. Brooks.	0.30	790.00	237.00
3/26/18	Mark C. Kalpin	Additional research regarding FERC jurisdictional issues and Mobile-Sierra doctrine; conference with Mr. Donovan regarding same.	2.10	950.00	1,995.00
3/26/18	Joseph E. Donovan	Coordination with M. Kalpin on FERC outreach and next steps.	0.50	805.00	402.50
3/27/18	J. A. Maines	Telephone call with and message to J. Donovan.	0.40	790.00	316.00
3/27/18	J. A. Maines	Conferences with J. Thomas regarding legal research on ultra vires.	0.80	790.00	632.00
3/27/18	J. A. Maines	Telephone conference with J. Brooks.	0.30	790.00	237.00
3/27/18	J. A. Maines	Reviewing past legal research memos.	1.90	790.00	1,501.00
3/27/18	Keith M. Wiener	Analysis of Florida cases relating to issues regarding actions by local government found void as against public policy; assistance regarding updating and adding to outline of potential ultra vires claims regarding the PPA, Florida cases finding actions and agreements by local governments void as against public policy and related arguments for consideration concerning the PPA; review research as to arguments supporting void as against public	2.90	745.00	2,160.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 22

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		policy and agreements held as ultra vires; strategic planning; review updated memorandum of outline of potential claims and arguments.			
3/27/18	Joseph E. Donovan	Outreach to FERC chairman's office; coordinate with M. Kalpin re next steps.	0.30	805.00	241.50
3/27/18	Jacquelyn A. Thomas	Research whether the PPA is unconscionable under Florida law; research void for public policy arguments; work on draft outline of JEA's best ultra vires arguments.	7.20	380.00	2,736.00
3/27/18	Denise M. Lobodinski	Update A. Maines correspondence work file.	0.30	275.00	82.50
3/28/18	J M. Cavanaugh	Correspondence on scheduling FERC commissioner meetings.	0.20	1,000.00	200.00
3/28/18	J. A. Maines	Review of documents.	1.30	790.00	1,027.00
3/28/18	Keith M. Wiener	Review latest update to memorandum of outline of potential claims and arguments relating to potential ultra vires claims regarding the PPA, Florida cases finding actions and agreements by local governments void as against public policy and related arguments for consideration concerning the PPA; attention to cases regarding actions by local government found void as against public policy; continued assistance regarding potential arguments supporting void as against public policy and agreements held as ultra vires.	1.70	745.00	1,266.50
3/28/18	Mark C. Kalpin	Conferences with Mr. Donovan regarding FERC Commissioner meetings; conferences with FERC regarding same.	1.60	950.00	1,520.00
3/28/18	Joseph E. Donovan	Call with Commissioner Chatterjee's office; outreach to Commissioners Powelson and Glick; coordinate with M. Kalpin.	1.50	805.00	1,207.50
3/28/18	David J. Stevens	Emails regarding Contract Debt and additional debt	0.80	495.00	396.00

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 23

JEA
127946.00004

<u>Date</u>	<u>Professional</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
3/28/18	Jonathan Spital	Conducting legal research and analysis regarding possible claims and defenses.	2.00	380.00	760.00
3/29/18	J M. Cavanaugh	Correspondence with M Kalpin, S Humes and J Donovan regarding Commissioner meetings and strategy; research in nuclear cost talking points.	0.50	1,000.00	500.00
3/29/18	J. A. Maines	Call from J. Donovan.	0.20	790.00	158.00
3/29/18	J. A. Maines	Message to J. Brooks regarding FERC meetings.	0.10	790.00	79.00
3/29/18	Mark C. Kalpin	Scheduling of FERC Comissioner meetings.	0.50	950.00	475.00
3/29/18	Joseph E. Donovan	Additional coordination with Commissioner Chatterjee's and Chairman McIntyre's offices; internal coordination with M. Kalpin and M. Cavanaugh.	1.50	805.00	1,207.50
3/30/18	Stephen J. Humes	Review revised FERC slide presentation and comment on same for M. Kalpin.	1.70	950.00	1,615.00
3/30/18	J M. Cavanaugh	Correspondence with J Donovan, S Humes and M Kalpin on FERC strategy; research and draft nuclear plant cost talking points for Commissioner meetings.	1.00	1,000.00	1,000.00
3/30/18	J. A. Maines	E-mails.	0.20	790.00	158.00
3/30/18	Mark C. Kalpin	Revising FERC presentation slides; drafting of notice to FERC staff; review of Mobile-Sierra doctrine issues.	3.20	950.00	3,040.00
3/30/18	Joseph E. Donovan	Review revised PowerPoint presentation for upcoming FERC meetings; coordinate open issues with S. Humes and M. Kalpin.	0.90	805.00	724.50
TOTAL FEES FOR PROFESSIONAL SERVICES:				\$	273,830.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 24

JEA
127946.00004

Professional Summary through March 31, 2018:

<u>Professional</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J M. Cavanaugh	Partner	11.00	1,000.00	11,000.00
J. A. Maines	Partner	79.10	790.00	62,489.00
Keith M. Wiener	Partner	70.40	745.00	52,448.00
Michael L. Wiener	Partner	2.80	600.00	1,680.00
Stephen J. Humes	Partner	9.70	950.00	9,215.00
Woodrow W. Vaughan	Partner	3.30	810.00	2,673.00
Joseph E. Donovan	Partner	41.70	805.00	33,568.50
Mark C. Kalpin	Partner	28.00	950.00	26,600.00
Edward W. Vogel	Partner	2.50	795.00	1,987.50
David J. Stevens	Sr Counsel	60.70	495.00	30,046.50
Adrianne M. Waddell	Associate	1.50	475.00	712.50
Daniel P. Hanlon	Associate	7.80	430.00	3,354.00
Jacquelyn A. Thomas	Associate	53.50	380.00	20,330.00
Jonathan Spital	Associate	16.80	380.00	6,384.00
Matthew T. Covell	Attorney	28.10	325.00	9,132.50
Denise M. Lobodinski	Paralegal	3.40	275.00	935.00
Gladys E. Crooke	Paralegal	3.00	350.00	1,050.00
Jacqueline Norton	Miscellaneous	0.50	225.00	112.50
Rachel L. Hradecky	Miscellaneous	0.50	225.00	112.50
				<u>273,830.50</u>

Reimbursable costs through March 31, 2018:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/5/18	VENDOR: J. Allen Maines INVOICE#: 2352539203141305 DATE:	398.66
3/12/2018	J. Allen Maines: Dinner; Allen Maines dinner with Jody	

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 25

JEA
127946.00004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Brooks at Ruth's Chris Steak House on March 5, 2018 to discuss client-related matter.; 03/05/2018	
3/9/18	Federal Express- Invoice 6-120-47317 - Municipal Electric Authority - 03/12/18	8.77
3/13/18	VENDOR: Thomas, Jacquelyn A. INVOICE#: 2371533704020902 DATE: 3/21/2018 Jacquelyn A Thomas; Miscellaneous; Obtain copies of documents from court; 03/13/2018	148.00
3/14/18	VENDOR: J. Michael Cavanaugh INVOICE#: 2358281803161307 DATE: 3/14/2018 J Michael Cavanaugh; Lunch; Working lunch meeting; 03/14/2018	40.63
3/14/18	VENDOR: Kalpin, Mark C. INVOICE#: 2366524103230902 DATE: 3/19/2018 Mark C. Kalpin; Taxi; Meeting in DC - Taxi from Ronald Reagan National Airport to DC office; 03/14/2018	19.44
3/14/18	VENDOR: Donovan, Joseph E. INVOICE#: 2366499403290900 DATE: 3/19/2018 Joseph E Donovan; Taxi; Attend FERC meeting on behalf of client in DC.; 03/14/2018	29.32
3/14/18	VENDOR: Donovan, Joseph E. INVOICE#: 2366499403290900 DATE: 3/19/2018 Joseph E Donovan; Taxi; Attend FERC meeting on behalf of client in DC.; 03/14/2018	32.91
3/15/18	VENDOR: Kalpin, Mark C. INVOICE#: 2366524103230902 DATE: 3/19/2018 Mark C. Kalpin; Parking; Meeting in DC - Parking at Boston Logan Airport; 03/15/2018	80.00
	Photocopy	51.24
	Westlaw	7,143.45
	TOTAL REIMBURSABLE COSTS:	\$ 7,952.42
	FEES FOR PROFESSIONAL SERVICES:	\$ 273,830.50

Holland & Knight

April 25, 2018
Invoice: 5653737
Page 26

JEA
127946.00004

REIMBURSABLE COSTS:		\$	7,952.42
TOTAL DUE THIS INVOICE:	(US Dollars)	\$	<u>281,782.92</u>

OUTSTANDING INVOICE SUMMARY:

<u>Date</u>	<u>Invoice No.</u>	<u>Balance</u>
3/13/18	5642390	234,135.11

TOTAL OUTSTANDING INVOICE(S):	<u>\$234,135.11</u>
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TOTAL DUE:	\$ <u>515,918.03</u>
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Holland & Knight

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Holland & Knight LLP | www.hklaw.com

Woodrow W. Vaughan, III
404.817.8574
Woody.Vaughan@hklaw.com

August 28, 2017

Via E-mail (broojl@jea.com)

Jody L. Brooks
Chief Legal Officer
JEA
21 West Church Street (T-16)
Jacksonville, Florida 32202

Re: Engagement of legal services - Jacksonville Electric Authority

Dear Jody:

Thank you for retaining Holland & Knight LLP to represent the Jacksonville Electric Authority ("JEA") in connection with certain obligations of the JEA under an Amended and Restated Power Purchase Agreement ("PPA") with the Municipal Electric Authority of Georgia ("MEAG") relating to Units 3 & 4, located at Plant Vogtle. Our engagement began August 27, 2017. We look forward to serving your needs in this matter and to establishing a mutually satisfactory relationship.

The purpose of this letter is to confirm our engagement as counsel and to provide you certain information concerning our fees, billing and collection policies, and other terms that will govern our relationship. Although we do not wish to be overly formal in our relationship with you, we have found it a helpful practice to confirm with our clients the nature and terms of our representation. Attached to this letter are our firm's standard terms of engagement. Please review these and let me know if you have any questions concerning our policies. Our fees for this transaction will be based on our current standard hourly rates, which shall be billed monthly.

As you are aware, the Georgia Power Company ("GPC") and its affiliate, Southern Nuclear Operating Company ("SNOC") have significant involvement with the overall construction and ownership of Units 3 & 4 at Plant Vogtle. While we do not currently represent these entities, we call to your attention that we do currently represent the parent company to GPC, Southern Company, and certain other affiliates thereof on unrelated matters. We believe that neither Southern Company, nor its affiliates which we currently represent, are adverse to the JEA on this matter. However, this letter is also to confirm our request to you, on behalf of our existing client

Anchorage | Atlanta | Austin | Boston | Charlotte | Chicago | Dallas | Denver | Fort Lauderdale | Houston | Jacksonville | Lakeland
Los Angeles | Miami | New York | Orlando | Portland | San Francisco | Stamford | Tallahassee | Tampa | Tysons
Washington, D.C. | West Palm Beach

HOLLAND & KNIGHT LLP

TERMS OF ENGAGEMENT

We appreciate your decision to retain Holland & Knight LLP as your legal counsel.

This document explains how we work, our obligations to you, your obligations to us, what we will do on your behalf, and how our charges will be determined and billed. Experience has shown that an understanding of these matters will contribute to a better relationship between us, and that in turn makes our efforts more productive.

Our engagement and the services that we will provide to you are limited to the matter identified in the accompanying letter. Any changes in the scope of our representation as described in the letter must be approved in writing. We will provide services of a strictly legal nature related to the matters described in that letter. You will provide us with the factual information and materials we require to perform the services identified in the letter, and you will make such business or technical decisions and determinations as are appropriate. You will not rely on us for business, investment, or accounting decisions, or expect us to investigate the character or credit of persons or entities with whom you may be dealing, unless otherwise specified in the letter.

We cannot guarantee the outcome of any matter. Any expression of our professional judgment regarding your matter or the potential outcome is, of course, limited by our knowledge of the facts and based on the law at the time of expression. It is also subject to any unknown or uncertain factors or conditions beyond our control.

Confidentiality and Related Matters

Regarding the ethics of our profession that will govern our representation, several points deserve emphasis. As a matter of professional responsibility, we are required to hold confidential all information relating to the representation of our clients, subject to certain exceptions that we will discuss with you. This professional obligation and the legal privilege for attorney-client communications exist to encourage candid and complete communication between a client and his lawyer. We can perform truly beneficial services for a client only if we are aware of all information that might be relevant to our representation. Consequently, we trust that our attorney-client relationship with you will be based on mutual confidence and unrestrained communication that will facilitate our proper representation of you.

Additionally, you should be aware that, in instances in which we represent a corporation or other entity, our client relationship is with the entity and not with its individual executives, shareholders, directors, members, managers, partners, or persons in similar positions, or with its parent, subsidiaries, or other affiliates. In those cases, our professional responsibilities are owed only to that entity, alone, and no conflict of interest will be asserted by you because we represent persons with respect to interests that are adverse to individual persons or business organizations who have a relationship with you. That is to say, unless the letter accompanying this document indicates otherwise, Holland & Knight's attorney-client relationship with the entity does not give rise to an attorney-client relationship with the parent, subsidiaries or other affiliates of the entity, and representation of the entity in this matter will not give rise to any conflict of interest in the event other clients of the firm are adverse to the parent, subsidiaries or other affiliates of the entity. Of course, we can also represent individual executives, shareholders, directors, members, managers, partners, and other persons related to the entity in matters that do not conflict with the interests of the entity, but any such representation will be the subject of a separate engagement letter. Similarly, when we represent a party on an insured claim, we represent the insured, not the insurer, even though we may be approved, selected, or paid by the insurer.

The firm attempts to achieve efficiencies and savings for its clients by managing the firm's administrative operations (e.g., file storage, document duplication, word processing, accounting/billing) in the most efficient manner possible, including outsourcing certain functions to third parties. Outsourcing in this manner may require the firm to allow access by third parties to your confidential information, and in some cases, these third parties may be located outside the United States. The firm will follow applicable legal ethics rules with regard to such outsourcing and protection of confidential information.

retaining the appropriate service providers. Even if we do so, however, you will be responsible for paying all fees and expenses directly to the service providers or reimbursing us for these expenses.

The firm attempts to achieve efficiencies and savings for its clients when dealing with independent contractors. The firm may be able to obtain a reduced charge from the contractor if the firm provides certain functions, such as billing, collection, equipment, space, facilities, or clerical help. For these administrative and coordination services, the firm may charge an administrative fee, which will be separately disclosed to you.

Billing. We bill periodically throughout the engagement for a particular matter, and our periodic statements are due when rendered. If our fees are based primarily on the amount of our time devoted to the matter, our statements will be rendered monthly. In instances in which we represent more than one person with respect to a matter, each person that we represent is jointly and severally liable for our fees and expenses with respect to the representation. Our statements contain a concise summary of each matter for which legal services are rendered and a fee is charged.

If a statement remains unpaid for more than 30 days, you will be contacted by an H&K representative inquiring why it is unpaid. Additionally, if a statement has not been paid within 30 days from its date, the firm may impose an interest charge of 1.25 percent per month (a 15 percent annual percentage rate) from the 30th day after the date of the statement until it is paid in full. Interest charges apply to specific monthly statements on an individual statement basis. Any payments made on past due statements are applied first to the oldest outstanding statement.

It is the firm's policy that if an invoice remains unpaid for more than 90 days, absent extraordinary circumstances and subject to legal ethics constraints, H&K's representation will cease, and you hereby authorize us to withdraw from all representation of you. Any unapplied deposits will be applied to outstanding balances. Generally, the firm will not recommence its representation or accept new work from you until your account is brought current and a new deposit for fees and costs, in an amount that the firm determines, is paid to it.

In addition, if you do not pay H&K's statements as they become due, the firm may require a substantial partial payment and delivery of an interest-bearing promissory note as part of any arrangement under which it may, in its discretion, agree to continue its representation. Any such promissory note will serve merely as evidence of your obligation, and shall not be regarded as payment.

If allowed by applicable law, H&K is entitled to reasonable attorneys' fees and court costs if collection activities are necessary. In addition, H&K shall have all general, possessory, or retaining liens, and all special or charging liens, recognized by law.

Payment of our fees and costs is not contingent on the ultimate outcome of our representation, unless we have expressly agreed in writing to a contingent fee.

Questions About Our Bills. We invite you to discuss freely with us any questions that you have concerning a fee charged for any matter. We want our clients to be satisfied with both the quality of our services and the reasonableness of the fees that we charge for those services. We will attempt to provide as much billing information as you require and in such customary form that you desire, and are willing to discuss with you any of the various billing formats we have available that best suits your needs.

Relationships with Other Clients

Because we are a large, full-service law firm with offices located in various cities we may be (and often are) asked to represent a client with respect to interests that are adverse to those of another client who is represented by the firm in connection with another matter. Just as you would not wish to be prevented in an appropriate situation from retaining a law firm that competes with Holland & Knight LLP, our firm wishes to be able to consider the representation of other persons or entities that may be competitors in your industry or who may have interests that are adverse to yours, but with respect to matters that are unrelated in any way to our representation of you. The ethics that govern us permit us to accept such multiple representations, assuming certain conditions are met, as set forth below.

During the term of this engagement, we will not accept representation of another client to pursue interests that are directly adverse to your interests unless and until we make full disclosure to you of all the relevant facts, circumstances, and implications of our undertaking the two representations, and confirm to you in good faith that we have done so and that the following criteria are met: (i) there is no substantial relationship between any matter in which we are representing or have represented you and the matter for the other client; (ii) any confidential information that we have received from you will not be available to the lawyers and other Holland & Knight LLP