
From: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Sent: Monday, May 13, 2019 4:09 PM
To: Nunziato, Christine T. - Procurement Category Manager
Cc: Selders, Elaine L.; McCollum, Jenny G. - Dir Procurement Services; Maillis, Patricia L. - Director, Employee Services; Deeb, Andrea (Atlanta)
Subject: RE: WTW - Additional Out of Scope Services
Attachments: FW: WTW Updated Analysis

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Christine:

The Competitive market analysis fees of \$25K-\$30K were focused on the compensation benchmarking review of the CEO, 13 Chief positions, and Appointed positions. The work was approved by Angie based on the attached email exchange with my colleague, Andrea Deeb. Please let me know if this provides what you need or if you have any questions.

Thanks.

David

From: Nunziato, Christine T. - Procurement Category Manager [mailto:nunzct@jea.com]
Sent: Monday, May 13, 2019 3:49 PM
To: Wathen, David (Atlanta)
Cc: Selders, Elaine L. ; McCollum, Jenny G. - Dir Procurement Services ; Nunziato, Christine T. - Procurement Category Manager
Subject: FW: WTW - Additional Out of Scope Services

Hi David. I left you a message about the Competitive Market Analysis of Long-Term Incentive Plan Designs. We were able to tie all of the charges back to the attachments with the exception of this one:

- Competitive market analysis review: \$20,000 - \$25,000

The second bullet referencing \$20-25K is described under the Long-Term Incentive Plan Design Review on page 2 but there is no fee referencing the \$20-25K total. We need this supporting documentation to attach for budget committee review and for the awards committee. Do you happen to have something with these specific fees or can you please provide it? Thank you.

- Incentive plan review project: \$33,000 - \$38,000
- Competitive market analysis review: \$20,000 - \$25,000
- First out of scope fee amendment (dated March 8, 2019): \$19,000
- Second out of scope fee amendment (dated April 22, 2019): \$30,000 - \$40,000

Total Fees \$102,000 - \$122,000

Chrissy Nunziato

Procurement Category Manager

(904) 665-8678 Office

(518) 421-3183 Cell



From: Nunziato, Christine T. - Procurement Category Manager

Sent: Monday, May 13, 2019 8:55 AM

To: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>

Cc: Selders, Elaine L. <seldel@jea.com>; McCollum, Jenny G. - Dir Procurement Services <gleejs@jea.com>

Subject: FW: WTW - Additional Out of Scope Services

Importance: High

Hi Pat. Can you please help me understand the cost breakdown as outlined below? It appears that while the Competitive Market Analysis of Long-Term Incentive Plan Designs is described below, I don't see in any of the attached documentation where the fee of \$20-25K is referenced. There are 3 pdf's attached. Amendment 1 dated January 30th refers to the fee of \$33-38K for the consulting fees and ties to the first bullet below. The second bullet referencing \$20-25K is described under the Long-Term Incentive Plan Design Review on page 2 but there is no fee referencing the \$20-25K total. We need this supporting documentation to attach for budget committee review and for the awards committee. If you'd like us to contact David Wathen we are happy to do so but need his contact information.

First out scope fee amendment dated 3/8 – 19K (attached)

Second out of scope fee amendment dated 4/22 30-40K (attached)

- Incentive plan review project: \$33,000 - \$38,000
- Competitive market analysis review: \$20,000 - \$25,000
- First out of scope fee amendment (dated March 8, 2019): \$19,000
- Second out of scope fee amendment (dated April 22, 2019): \$30,000 - \$40,000

Total Fees \$102,000 - \$122,000

Chrissy Nunziato

Procurement Category Manager

(904) 665-8678 Office

(518) 421-3183 Cell



From: Selders, Elaine L. <seldel@jea.com>

Sent: Monday, May 13, 2019 8:29 AM

To: Nunziato, Christine T. - Procurement Category Manager <nunzct@jea.com>

Subject: FW: WTW - Additional Out of Scope Services

Please review attachments and the award for Thursday. Thanks!

Elaine Selders

Purchasing Agent Senior

Direct: (904) 665-6133



From: Selders, Elaine L.

Sent: Friday, May 10, 2019 4:34 PM

To: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>

Cc: McCollum, Jenny G. - Dir Procurement Services <gleejs@jea.com>

Subject: FW: WTW - Additional Out of Scope Services

Hi Pat – I was making edits to the award and I didn't see the Competitive market analysis review pricing in the attached documents. Let me know if you have that document or if you would like for me to contact David and ask him to send it over. Thanks! Have a great weekend ☺

Elaine Selders

Purchasing Agent Senior

Direct: (904) 665-6133



From: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>

Sent: Wednesday, May 8, 2019 4:16 PM

To: Selders, Elaine L. <seldel@jea.com>; McCollum, Jenny G. - Dir Procurement Services <gleejs@jea.com>

Subject: FW: WTW - Additional Out of Scope Services

Ok. Apparently, I missed one of the amended SOWs. We are at around \$125,000.

From: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>

Sent: Wednesday, May 8, 2019 9:41 AM

To: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>

Cc: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>; Hwang, Paul (Atlanta)

<paul.hwang@willistowerswatson.com>; Meng, Patrick (Atlanta) <Patrick.Meng@willistowerswatson.com>; Kendrick, Jonathan A. (Jon) - Interim VP & HR Officer <kendja2_Old@jea.com>

Subject: RE: WTW - Additional Out of Scope Services

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Pat:

Below is a summary of the fees based on original scopes of work and amendments for out of scope work, which result in a total of \$102,000 - \$122,000, excluding out of pocket expenses. We have not incurred any out of pocket expenses to date, but there will be some for the committee meeting later this month. I think your estimate of \$78,000 is missing the Competitive Market Analysis fees and the first out of scope amendment fees noted below.

- Incentive plan review project: \$33,000 - \$38,000
- Competitive market analysis review: \$20,000 - \$25,000
- First out of scope fee amendment (dated March 8, 2019): \$19,000
- Second out of scope fee amendment (dated April 22, 2019): \$30,000 - \$40,000

Total Fees \$102,000 - \$122,000

Also, we got the update report with Aaron's edits. We will review and make applicable updates.

Please let us know if you have any questions.

Best regards,

David

From: Maillis, Patricia L. - Director, Employee Services [<mailto:mailpl@jea.com>]
Sent: Monday, May 06, 2019 10:50 AM
To: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Cc: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>; Hwang, Paul (Atlanta) <paul.hwang@willistowerswatson.com>; Meng, Patrick (Atlanta) <Patrick.Meng@willistowerswatson.com>; Kendrick, Jonathan A. (Jon) - Interim VP & HR Officer <kendja2_Old@jea.com>
Subject: RE: WTW - Additional Out of Scope Services

David,

Just finalizing everything with the procurement team. Is our estimate correct, the work is estimated, with travel, and meetings at \$78k?

I am also including our Interim Chief Human Resources Officer, Jon Kendrick.

Pat

From: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Sent: Monday, April 22, 2019 5:09 PM
To: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>
Cc: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>; Hwang, Paul (Atlanta) <paul.hwang@willistowerswatson.com>; Meng, Patrick (Atlanta) <Patrick.Meng@willistowerswatson.com>
Subject: RE: WTW - Additional Out of Scope Services

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Pat:

Amended scope of services is attached. Please let us know if you have any questions. If the amendment looks good, please sign and return a copy to us.

Thanks.

David

From: Maillis, Patricia L. - Director, Employee Services [<mailto:mailpl@jea.com>]
Sent: Thursday, April 18, 2019 5:16 PM
To: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Cc: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>; Hwang, Paul (Atlanta) <paul.hwang@willistowerswatson.com>; Meng, Patrick (Atlanta) <Patrick.Meng@willistowerswatson.com>
Subject: RE: WTW - Additional Out of Scope Services

David,

Will you be sending an amended scope of services that includes the overall cost and services or an addendum with the below added?

Please confirm you received the dates for the Compensation Committee meeting in May and June Board Meeting. They put you as optional, but you are the main event.

Also, do you have a date when the final will be provided, want to provide Aaron an update.

Pat

From: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Sent: Wednesday, April 17, 2019 5:30 PM
To: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>
Cc: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>; Hwang, Paul (Atlanta) <paul.hwang@willistowerswatson.com>; Meng, Patrick (Atlanta) <Patrick.Meng@willistowerswatson.com>
Subject: WTW - Additional Out of Scope Services

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Pat:

As I mentioned in my last email, we have out of scope services for the compensation review and incentive plan design project that we need to revisit with you. In the interest of being transparent, we wanted to provide you a detailed breakdown of the work requests that fall outside the original scope and anticipated future requests with our estimate of associated fees.

Below is a list of out of scope requests received from the JEA team that we have addressed or are in the process of addressing along with the estimated fees:

- LTI (performance unit) valuation review and call
- Non-qualified deferred compensation plan research (sample document, plan administration vendors, funding approaches)
- Research and summarize the evolution of compensation plans at JEA
- Presentation material updates/additional check in calls (e.g., re-running variance analyses with pay grade midpoints).
- Gap analysis for the entire JEA employee population
- Cost modeling of the proposed STI/LTI plans
- Modernizing total rewards practices

Estimated additional fees: \$25,000-\$30,000

Below are expected future out of scope work requests and the associated fees:

- Updates based on CEO and CFO feedback
- Updates based on Committee feedback

Estimated additional fees: \$5,000-\$10,000

Based on additional out of scope work already requested and anticipated future requests, we estimate total additional fees beyond what you already approved of \$30,000-\$40,000. Please let us know if you have any questions about the out of scope requests and associated fees. If there are not questions, please let us know if you are agreeable with these additional out of scope fees.

Best regards,

David Wathen

Senior Director, Rewards

Willis Towers Watson

5 Concourse Parkway *(Please note new address and work phone number)*

Atlanta, GA 30328

Work: 678.684.0751

Cell: 404.285.9848

Email: david.wathen@willistowerswatson.com

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From: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>
Sent: Tuesday, February 12, 2019 11:29 AM
To: Deeb, Andrea (Atlanta)
Cc: Wathen, David (Atlanta); Strackbine, Scott I. - Compensation Specialist
Subject: FW: WTW Updated Analysis

Andrea,

The summary of work and estimated cost is approved. Please proceed and let us know if you need any additional information or have questions.

Pat Maillis
Director, Employee Services
JEA
21 West Church Street
Jacksonville, FL 32202
Direct: 904 665 4132
Cell: 904 703 3453

From: Hiers, Angelia R. - VP & Chief Human Resources Officer
Sent: Tuesday, February 12, 2019 11:26 AM
To: Maillis, Patricia L. - Director, Employee Services
Subject: RE: WTW Updated Analysis

Yes. This is fine.

From: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>
Sent: Tuesday, February 12, 2019 11:24 AM
To: Hiers, Angelia R. - VP & Chief Human Resources Officer <hierar@jea.com>
Subject: FW: WTW Updated Analysis
Importance: High

Please see the below summary of work from WTW. Please confirm this is the additional scope of work and agreement to cost.

pat

From: Deeb, Andrea (Atlanta) <andrea.deeb@willistowerswatson.com>
Sent: Tuesday, February 12, 2019 9:30 AM
To: Maillis, Patricia L. - Director, Employee Services <mailpl@jea.com>
Cc: Wathen, David (Atlanta) <david.wathen@willistowerswatson.com>
Subject: Updated Analysis

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Hi Pat,

As a follow-up to our call, I am confirming the competitive market analysis you would like for us to complete as part of understanding current competitiveness for the JEA population.

- For the CEO position, we will conduct a total direct compensation analysis, including base, total cash and total direct compensation. This analysis will be consistent with the methodology we used in 2017 by creating custom data cuts reflective of comparable sized investor-owned and public power utilities.
- For the 13 other Chief positions, we will review your benchmark market matches, as well as your competitive market data to independently confirm that we agree with your matches and the approach you have taken to aggregate the market references.
- For the rest of the Appointed population (approximately 260 jobs), we will rely on your aggregated market data as a valid reflection of external market practices (i.e., we are not auditing or updating your information).
- For all three of these populations, you will provide an updated incumbent data file that will allow us to match incumbent pay in each job to the aggregated market reference (by job code), and to prepare exhibits summarizing the current competitive positioning for base pay and total cash for the Appointed population, as well as total direct compensation for the Chief positions.

Estimated fees for this analysis are \$20-\$25k and will require an additional two weeks on top of the current LTI/STI work we are doing.

Please confirm that we should move forward with this additional analysis.

Best,
Andrea

Andrea S. Deeb | Managing Director, Talent and Rewards | Willis Towers Watson
O: 678-684-0544 M: 770.331.4816 | 5 Concourse Parkway 18th Floor | Atlanta, GA 30328
andrea.deeb@willistowerswatson.com

Assistant: Sharon McCoughtry | sharon.mccoughtry@willistowerswatson.com | 678-684-0634

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