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**From:** Lever Jr, Chauncey W. [CLever@foley.com]  
**Sent:** 7/10/2019 5:20:21 PM  
**To:** Bramwell, Tim [TBramwell@foley.com]  
**Subject:** FW: State v. City of Orlando

Fyi—not sure you got copied on the last 2 emails—this one below and Richard/Gardner. Will forward.

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**From:** Lever Jr, Chauncey W.  
**Sent:** Wednesday, July 10, 2019 3:15 PM  
**To:** Hyde, Kevin E. <KHyde@foley.com>  
**Subject:** RE: State v. City of Orlando

The memo coming from Richard and Gardner may be helpful in explaining all of this to the JEA. Not sure we know all the facts but don't think there is a way to change the facts to achieve the primary objective.

Adding a feature that the "bond" may be redeemed at a premium or discount to the original par value sounds even more like something that a court might consider to be an ownership interest of some sort in the JEA.

No, we can't provide an unqualified opinion based on the proposed scenario.

As an aside, not likely that question of legal sufficiency could be cured with a bond validation. Would need to go to the Florida Supreme Court (after Circuit Court then directly to Supreme Court proceedings, but wouldn't be quick) and do not think the Supreme Court would validate.

Chauncey

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**From:** Hyde, Kevin E. <KHyde@foley.com>  
**Sent:** Wednesday, July 10, 2019 2:19 PM  
**To:** Lever Jr, Chauncey W. <CLever@foley.com>  
**Subject:** RE: State v. City of Orlando

As we continue to discuss the issue here is where it appears to land:

A new series of bonds will be issued. The bond resolutions are available at jea.com. See section **2.02(7) of the electric subordinated bond and section 2.02(2) of the subordinated water resolution which requires an unqualified opinion of counsel be given with each new issue.**

Employees may voluntarily choose to buy the bond. They are not required to purchase any bond. If the employees do not purchase the entire subscribed amount the bonds will be available to the general public.

The bond will pay a fixed interest rate but, depending on the change in JEA's net position, the bond may be redeemed at a premium or discount to the original par amount.

Can we provide an unqualified opinion based on this scenario?

-Kevin E. Hyde

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**From:** Lever Jr, Chauncey W. <[CLever@foley.com](mailto:CLever@foley.com)>

**Sent:** Wednesday, July 10, 2019 1:37 PM

**To:** Hyde, Kevin E. <[KHyde@foley.com](mailto:KHyde@foley.com)>

**Cc:** Bramwell, Tim <[TBramwell@foley.com](mailto:TBramwell@foley.com)>

**Subject:** State v. City of Orlando

Kevin, here is a case that deals with public purpose. Facts and circumstances are different of course because there will not be a case similar to the facts we are discussing.

Chauncey

Chauncey W. Lever, Jr.

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