

RESOLUTION [####-##]

**A RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER AND
MANAGING DIRECTOR TO TAKE ANY AND ALL ACTION TO PURSUE [THE
NON-UTILITY RESPONSE]**

WHEREAS, the Board believes that it is in the best interest of JEA to pursue [the non-traditional utility response].

BE IT RESOLVED, by the Board that:

1. The Board authorizes the Chief Executive Officer and Managing Director or his designee to take any and all action to maximize the four core values of JEA of customer, community, environmental, and financial through a competitive process including, but not limited to, engaging accountants, consultants, financial advisors, and legal advisors.
2. This resolution shall be effective immediately upon its adoption.

Dated this 23rd day of July 2019.

JEA

By: _____

April Green, Chair

Secretary

Form Approved:

Office of General Counsel

RESOLUTION [####-##]

A RESOLUTION APPROVING EMPLOYEE PROTECTION AND RETENTION PLAN AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR TO TAKE ANY AND ALL ACTION TO PURSUE THE IMPLEMENTATION OF THE EMPLOYEE PROTECTION AND RETENTION PLAN

WHEREAS, the Board believes that it is in the best interest of JEA to adopt an employee protection and retention program in connection with [the non-traditional utility response]; and

WHEREAS, the Board has reviewed the summary of the terms and conditions of the employee protection and retention program attached hereto as Exhibit [●] (the “Employee Protection and Retention Summary”).

BE IT RESOLVED, by the Board that:

1. The Chief Executive Officer and Managing Director (the “CEO”) or his designee shall have the authority to (i) execute with each full-time employee who is actively employed with JEA on the date hereof and each full-time attorney from the Office of the General Counsel of the City of Jacksonville who is dedicated exclusively to JEA an employee protection and retention program agreement on the terms and conditions set forth on the Employee Protection and Retention Summary (the “Form Employee Retention Agreement”), (ii) in consultation with the Office of General Counsel, make technical and clerical amendments to the Form Employee Retention Agreement, all of which do not increase the financial obligations or liability of JEA under the Form Employee Retention Agreement, and (iii) take, or cause to be taken, any and all action and to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all documents that the CEO or his designee deems necessary or advisable to carry out the intent of this resolution.
2. This resolution shall be effective immediately upon its adoption.

Dated this 23rd day of July 2019.

JEA

By: _____
April Green, Chair

Secretary

Form Approved:

Office of General Counsel

RESOLUTION [####-##]

A RESOLUTION APPROVING LONG-TERM PERFORMANCE UNIT PLAN AND RELATED DOCUMENTATION AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR TO TAKE ANY AND ALL ACTION TO PURSUE THE IMPLEMENTATION OF THE LONG-TERM PERFORMANCE UNIT PLAN AND RELATED DOCUMENTATION

WHEREAS, the Board believes that it is in the best interest of JEA to adopt a long-term performance plan in connection with [the non-traditional utility response]; and

WHEREAS, the Board has reviewed the summary of the terms and conditions of the long-term performance plan attached hereto as Exhibit [●] (the “Long-Term Performance Plan Summary”).

BE IT RESOLVED, by the Board that:

1. The Chief Executive Officer and Managing Director (the “CEO”) or his designee shall have the authority to (i) implement a long-term performance unit plan on the terms and conditions set forth on the Long-Term Performance Plan Summary (the “Long-Term Performance Plan”), (ii) execute with each full-time employee and each full-time attorney from the Office of the General Counsel of the City of Jacksonville who is dedicated exclusively to JEA a purchase agreement under the Long-Term Performance Plan on the terms and conditions set forth in the Long-Term Performance Plan Summary (the “Form Purchase Agreement”), (iii) in consultation with the Office of General Counsel, make technical and clerical amendments to the Long-Term Performance Plan and/or the Form Purchase Agreement, all of which do not increase the financial obligations or liability of JEA under the Long-Term Performance Plan and/or the Form Purchase Agreement, and (iv) take, or cause to be taken, any and all action and to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all documents that the CEO or his designee deems necessary or advisable to carry out the intent of this resolution.
2. The Chair of the Compensation Committee of the Board be, and hereby is, appointed as the administrator of the Long-Term Performance Plan with full power and authority to administer the Long-Term Performance Plan in accordance with the terms therewith.
3. The 2019 Redemption Price Schedule under the Long-Term Performance Plan for the Performance Units to be purchased by Participants in January 2020 attached hereto as Exhibit [●] is hereby approved.
4. This resolution shall be effective immediately upon its adoption.

Dated this 23rd day of July 2019.

JEA
By: _____
April Green, Chair

Secretary

Form Approved:

Office of General Counsel

RESOLUTION [####-##]

A RESOLUTION APPROVING EXECUTIVE EMPLOYMENT AGREEMENTS AND AUTHORIZING THE [BOARD] AND THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR, AS APPLICABLE, TO TAKE ANY AND ALL ACTION TO EXECUTE THE CEO AND NON-CEO EXECUTIVE EMPLOYMENT AGREEMENTS

WHEREAS, the Board believes that it is in the best interest of JEA to enter into employment agreements with JEA's [senior executive management team]; and

WHEREAS, the Board has reviewed the employment agreement with JEA's Chief Executive Officer and Managing Director in substantially the form attached hereto as Exhibit [●] (the "Form CEO Employment Agreement") and the employment agreement with JEA's [senior executive management team] (other than the CEO) in substantially the form attached hereto as Exhibit [●] (the "Form Non-CEO Executive Employment Agreement").

BE IT RESOLVED, by the Board that:

1. The [Board] shall have the authority to (i) execute an employment agreement with JEA's Chief Executive Officer and Managing Director in substantially the form attached hereto as the Form CEO Employment Agreement, (ii) in consultation with the Office of General Counsel, make technical and clerical amendments to the Form CEO Employment Agreement, all of which do not increase the financial obligations or liability of JEA under the Form CEO Employment Agreement, and (iii) take, or cause to be taken, any and all action and to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all documents that the [Board] deems necessary or advisable to carry out the intent of this resolution.
2. The Chief Executive Officer and Managing Director (the "CEO") or his designee shall have the authority to (i) execute employment agreements with JEA's [senior management team] (other than the CEO) in substantially the form attached hereto as the Form Non-CEO Executive Employment Agreement, (ii) in consultation with the Office of General Counsel, make technical and clerical amendments to the Form Non-CEO Executive Employment Agreement, all of which do not increase the financial obligations or liability of JEA under the Form Non-CEO Executive Employment Agreement, and (iii) take, or cause to be taken, any and all action and to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all documents that the CEO or his designee deems necessary or advisable to carry out the intent of this resolution.
3. This resolution shall be effective immediately upon its adoption.

Dated this 23rd day of July 2019.

JEA
By: _____
April Green, Chair

Secretary

Form Approved:

Office of General Counsel

RESOLUTION [####-##]

A RESOLUTION APPROVING EMPLOYEE TERMINATIONS AND SEPARATION AGREEMENTS AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR TO TAKE ANY AND ALL ACTION TO AFFECT THE EMPLOYEE TERMINATIONS AND EXECUTE THE SEPARATION AGREEMENTS

WHEREAS, the Board believes that it is in the best interest of JEA to terminate the employment of, and enter into [separation agreements] with, [574 JEA employees] (the “Impacted Employees”) in connection with the [traditional utility response]; and

WHEREAS, the Board has reviewed the summary of the terms and conditions of the separation of the employees attached hereto as Exhibit [●] (the “Employee Separation Summary”).

BE IT RESOLVED, by the Board that:

1. The Chief Executive Officer and Managing Director (the “CEO”) or his designee shall have authority to (i) terminate the employment of the Impacted Employees and execute [separation agreements] with the Impacted Employees on the terms and conditions set forth in the Employee Separation Summary (the “Form Separation Agreement”), (ii) in consultation with the Office of General Counsel, make technical and clerical amendments to the Form Separation Agreement, all of which do not increase the financial obligations or liability of JEA under the Form Separation Agreement, and (iii) take, or cause to be taken, any and all action and to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all documents that the CEO or his designee deems necessary or advisable to carry out the intent of this resolution.
2. This resolution shall be effective immediately upon its adoption.

Dated this 23rd day of July, 2019.

JEA
By: _____
April Green, Chair

Secretary

Form Approved:

Office of General Counsel

RESOLUTION [####-##]

A RESOLUTION APPROVING THE REQUEST FOR INTRODUCTION OF PENSION REVISION LEGISLATION TO THE CITY COUNCIL AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR TO TAKE ANY AND ALL ACTION TO PURSUE THE INTRODUCTION OF THE LEGISLATION

WHEREAS, the Board believes that it is in the best interest of JEA to request for introduction pension revision legislation to the City Council of the City of Jacksonville substantially in the form attached hereto as Exhibit [●] (the “Pension Legislation”); and

WHEREAS, the Board has reviewed the Pension Legislation.

BE IT RESOLVED, by the Board that:

1. The (i) Board authorizes the request for introduction of the Pension Legislation, (ii) in consultation with the Office of General Counsel, the Chief Executive Officer and Managing Director (the “CEO”) or his designee shall have authority to make technical and clerical amendments to the Pension Legislation, all of which do not increase the financial obligations or liability of JEA under the Pension Legislation, and (iii) the CEO or his designee shall have authority to take, or cause to be taken, any and all action and to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all documents that the CEO or his designee deems necessary or advisable to carry out the intent of this resolution.
2. This resolution shall be effective immediately upon its adoption.

Dated this 23rd day of July, 2019.

JEA
By: _____
April Green, Chair

Secretary

Form Approved:

Office of General Counsel

RESOLUTION [####-##]

**A RESOLUTION APPROVING JEA HEADQUARTER LEASE AGREEMENT
TERMINATION AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER AND
MANAGING DIRECTOR TO TAKE ANY AND ALL ACTION TO PURSUE THE
LEASE AGREEMENT TERMINATION**

WHEREAS, JEA entered into a lease agreement with Ryan Companies US, Inc. on July 11, 2019 (the "Lease Agreement") for new JEA headquarters;

WHEREAS, JEA may terminate the Lease Agreement by providing written notice in advance to Ryan Companies US, Inc. ("Ryan Companies"); and

WHEREAS, the Board believes that it is in the best interest of JEA to terminate the Lease Agreement.

BE IT RESOLVED, by the Board that:

1. The Chief Executive Officer and Managing Director (the "CEO") or his designee shall have authority to (i) notify the Ryan Companies under the Lease Agreement that JEA intends to terminate the Lease Agreement in accordance with the terms of the Lease Agreement and (ii) take, or cause to be taken, any and all action and to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all documents that the CEO or his designee deems necessary or advisable to carry out the intent of this resolution.
2. This resolution shall be effective immediately upon its adoption.

Dated this 23rd day of July, 2019.

JEA
By: _____
April Green, Chair

Secretary

Form Approved:

Office of General Counsel

RESOLUTION [####-##][MAY NEED SUBSTANTIVE CHANGE]

**A RESOLUTION INSTRUCTING THE CHIEF EXECUTIVE OFFICER AND
MANAGING DIRECTOR NOT TO TERMINATE THE NEW HEADQUARTERS
LEASE AGREEMENT ABSENT FURTHER DIRECTION FROM THE BOARD AND
AUTHORIZING THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR
TO TAKE ANY AND ALL ACTION TO CARRY OUT THE INTENT OF THIS
RESOLUTION**

WHEREAS, JEA entered into a lease agreement with Ryan Companies US, Inc. on July 11, 2019 (the “Lease Agreement”) for new JEA headquarters;

WHEREAS, JEA may terminate the Lease Agreement within a ninety (90) day termination period as provided in the Lease Agreement (the “Termination Period”) by providing written notice in advance to Ryan Companies US, Inc. (“Ryan Companies”); and

WHEREAS, the Board believes that it is in the best interest of JEA to proceed with and not terminate the Lease Agreement.

BE IT RESOLVED, by the Board that:

1. The Chief Executive Officer and Managing Director (the “CEO”) or his designee shall cause JEA to proceed with compliance of all obligations under the Lease Agreement and not, absent further direction from the Board within the Termination Period, take steps to terminate the Lease Agreement and (ii) take, or cause to be taken, any and all action and to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all documents that the CEO or his designee deems necessary or advisable to carry out the intent of this resolution.
2. This resolution shall be effective immediately upon its adoption.

Dated this 23rd day of July, 2019.

JEA
By: _____
April Green, Chair

Secretary

Form Approved:

Office of General Counsel