

December 30, 2019

**Via E-Mail**

Herschel T. Vinyard, Esq.  
Chief Administrative Officer  
JEA  
21 West Church Street  
Jacksonville, FL 32202

Re: Engagement Letter to Provide Legal Services to JEA Relating to Labor, Employment, Collective Bargaining, Procurement, Regulatory matters, Securities and General Corporate and Transactional Matters

Dear Herschel:

This is a follow up to the amended engagement letter dated November 22, 2019. And our previous updates. In the November 22, 2019 letter a cap of \$1,500,000.00 was set for expenditures for our legal services. We are to advise you when \$1,450,000.00 of the budget has been expended. Through today, our total fees are \$1,267,544.06 (billed) and \$133,675.81 (unbilled) (total of \$1,401,219.87). Given the Board's vote of December 24, 2019, to rescind the ITN process, I have asked Foley lawyers to discontinue work unless specifically requested by an authorized client representative. We will continue to provide you updates.

If further work is requested from us we will of course perform it with the expectation of being compensated for our services. If that occurs, we request revising the cap on fees to be consistent with the services we are asked to provide. I am available to discuss at your convenience.

Please direct us also whether, and to whom, we should copy a member of the Office of General Counsel on this and future correspondence.

Sincerely,

/s/

Kevin E. Hyde

KEH:car

AUSTIN  
BOSTON  
CHICAGO  
DALLAS  
DENVER

DETROIT  
HOUSTON  
JACKSONVILLE  
LOS ANGELES  
MADISON

MEXICO CITY  
MIAMI  
MILWAUKEE  
NEW YORK  
ORLANDO

SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
SILICON VALLEY  
TALLAHASSEE

TAMPA  
WASHINGTON, D.C.  
BRUSSELS  
TOKYO