

January 8, 2020

Ms. Melissa Dykes
Interim Managing Director and CEO
JEA
21 West Church Street
Jacksonville, FL 32202

SUBJECT: WILLIS TOWERS WATSON ROLE IN JEA LONG-TERM INCENTIVE PLAN DESIGN

Ms. Dykes:

Based on recent media articles published over the last several weeks, we feel it is imperative to clarify Willis Towers Watson's role in the development of the JEA long-term incentive plan.

Willis Towers Watson provided JEA Management a draft discussion document for the June 18, 2019 Compensation Committee meeting. The document was not a fully developed long-term incentive plan design but a strawman design that required further discussion and refinement, a discussion that Willis Towers Watson never had with the Compensation Committee and/or full Board as was initially planned.

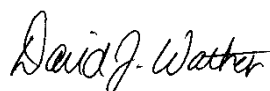
Several months have passed and we learned via various media stories that a final long-term incentive plan design had been developed. Based on our reading of the media stories, the final plan design is one Willis Towers Watson never would have proposed nor endorsed, yet we are identified in the media as being involved with the final long-term incentive plan design as we were the compensation consultant engaged by JEA.

In turn, JEA's web site contains a Willis Towers Watson document dated June 18, 2019, labeled, "Compensation Program Appendix for Compensation Committee Meeting" that while similar to the final version of the document we prepared and delivered for the June 18, 2019 Compensation Committee meeting, has material changes made to it. For example, the final document provided Management was labeled "Discussion Draft" and confidential and proprietary and we removed Willis Towers Watson survey market data because the document was intended for a public meeting of the Compensation Committee. The document on JEA's web site does not state that it is a "Discussion Draft" and it contains the Willis Towers Watson survey market data which is for use by survey participants only and being in the public domain is in violation of our survey participant agreements. Willis Towers Watson was not contacted by JEA Management nor was permission requested to make modifications to our document. The disclosure of our intellectual capital and confidential information violates the contractual Terms and Conditions entered into by JEA and Willis Towers Watson. Please immediately remove that document from JEA's web site.

Willis Towers Watson provided preliminary help in the development of the long-term incentive plan, but we do not support the final plan design as developed. Regarding current and future inquiries as to who assisted JEA with the development of the final long-term incentive plan, we request that you do not indicate that Willis Towers Watson provided support to JEA in the development of the final long-term incentive plan design.

We greatly appreciate your understanding and compliance given the sensitive nature of this matter.

Sincerely,



David J. Wathen
Utility Industry Compensation Practice Leader

cc: Camille Lee Johnson – Chair, Compensation Committee, JEA
Jon Kendrick – Vice President and Chief Human Resources Officer, JEA
Patricia Mallis – Director, Employee Services, JEA
Andrea Deeb – Willis Towers Watson