



Tax ID No. 94-1311126

Herschel Vinyard
JEA
21 West Church Street (T-16)
Jacksonville, FL 32202

January 17, 2020
Invoice No. 8315715
Client No. 047455
Matter No. 0000007
Stephen B. Amdur
(212) 858-1000

For Professional Services Rendered and Disbursements Incurred through December 31, 2019

<u>Matter Name</u>	<u>Services</u>	<u>Disbursements</u>	<u>Balance Due</u>
Scampi - Remedy Structuring	\$ 168,868.60	\$ 25.41	\$ 168,894.01
Total This Invoice:	\$ 168,868.60	\$ 25.41	\$ 168,894.01

Current charges only. Time and disbursements not yet recorded will be included in future invoices.

Pillsbury Winthrop Shaw Pittman LLP
31 West 52nd Street - New York, NY - 10019
Due Upon Receipt
Remittance Address
P.O. Box 30769 . New York, NY 10087-0769

Scampi - Remedy Structuring

For Professional Services Rendered and Disbursements Incurred Through December 31, 2019

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
S. B. Amdur	12/01/19	Calls with team; review and comment on draft structuring overview; coordination with team.	0.50
S. L. Fowler	12/01/19	Manage and update ancillary agreement drafts in JEA data room.	0.50
A. D. Weissman	12/01/19	Further analysis of revised responses.	7.50
M. F. Dottori	12/02/19	Prepare revisions to B&C Service/SLA schedules; attend conference call with advisor team to discuss Ancillary draft reviews; review team comments on B&C Agreement; internal discussions with deal team to discuss related issues and questions.	2.40
B. A. Ericson	12/02/19	Telephone call A. Weissman on developments; follow-up reviewing documents.	2.50
S. L. Fowler	12/02/19	Clean team review of folder 15; review of comments on ancillary agreements.	3.50
J. D. Hutchings	12/02/19	Conference call with Holland & Knight regarding revisions to services agreements; prepare revisions to Billing and Collections Services Agreement; conference call with V. Nunn and M. Dottori regarding third party service provider questions.	2.80
R. Neely	12/02/19	Corporate request to review the VDR for Clean Room or not categorization prior to opening the VDR to bidders.	2.50
A. D. Weissman	12/02/19	Further intensive work on ancillary agreements, multiple calls with V. Nunn, V. Zabielski, S. Fowler, review documents.	10.40
A. D. Weissman	12/02/19	Work on Vogtle PPA issues, telephone call with B. Ericson.	3.20
H. Worthington	12/02/19	Review of the DSA, TSA and SCA in conjunction with the APA and harmonisation effort. Amendments to the documents and drafting.	5.15
V. C. Zabielski	12/02/19	Call with Holland & Knight and PWSP team to address concerns regarding potential MEAG challenges to the transaction; Incorporate language changes in TSA, DSA, and SCA addressing concerns; Extensive discussion with V. Nunn regarding changes to the DSA, TSA, and SCA to conform with the PA; Revise Documents, extensive discussions re: same.	10.00
S. L. Fowler	12/03/19	Clean team review of folder 15; review of data room folder 21 status; ancillary agreement review.	4.10
R. Neely	12/03/19	Review all documents in Folder 15.1 of the VDR for Clean Room or not categorization prior to opening the VDR to	5.75

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		bidders (continued from 12-2-2019). Develop list of documents that should have limited or no access and forwarded to regulatory team.	
S. Vavro	12/03/19	Call w/Fowler re new JEA agreements for review; doc downloads, triage and review.	2.50
A. D. Weissman	12/03/19	Further intensive work on ancillary agreements, draft revised language, review multi redrafts, multiple calls with V. Nunn, V. Zabielski, S. Fowler.	8.40
H. Worthington	12/03/19	Review of the DSA, TSA and SCA in conjunction with the APA and harmonisation effort. Amendments to the documents and drafting.	1.58
V. C. Zabielski	12/03/19	DIscussion with V. Nunn and S. Fowler regarding changes to the DSA, TSA, and SCA; Review changes proposed by V. Nunn and provide comments; Answer questions from V. Nunn regarding agreement structure; Update drafting of TSA, DSA, and SCA. Finalise documents review changes by H. Worthington; Send final version to S. Fowler for distribution.	8.00
M. F. Dottori	12/04/19	Review and prepare comments on revised draft of Ancillary Documents, including harmonized versions of the same; confer with team regarding questions and comments on the same, including email exchanges.	2.40
S. L. Fowler	12/04/19	Review FERC regulations applicable to TSA; review revised Franchise Agreement; research for open items in TSA.	1.50
J. D. Hutchings	12/04/19	Review changes to Billings and Collections Services Agreement; review/respond to emails regarding revisions to agreement.	0.80
S. Vavro	12/04/19	Review and summary of additional JEA agreements.	2.50
A. D. Weissman	12/04/19	Review franchise agreement and transition agreement.	2.20
V. C. Zabielski	12/04/19	Call with V. Nunn regarding draft TSA, DSA, and SCA. Discussions with H. Worthington re: same.	1.90
S. L. Fowler	12/05/19	Review and finalize ancillary agreements.	3.20
S. Vavro	12/05/19	Call w/Fowler re updating agreements memo; edits to update memo/exhibits.	3.00
A. D. Weissman	12/05/19	Review remaining ancillary agreements.	2.40
S. L. Fowler	12/06/19	Review and finalize ancillary agreements.	1.80
A. D. Weissman	12/06/19	Review Executive Summary, NextEra proposal.	2.50
S. L. Fowler	12/09/19	Call re: power agreement review.	0.50
A. D. Weissman	12/09/19	Review co-op presentation.	1.20
S. Vavro	12/10/19	Updates to memo/exhibits.	4.00
A. D. Weissman	12/10/19	Review press clippings.	0.60
A. D. Weissman	12/11/19	Review management presentation, co-op issues.	2.20
S. L. Fowler	12/12/19	Review comments to ancillary agreement; review data room files re: clean team folder.	0.50

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
A. D. Weissman	12/12/19	Review revisions to FA and TA, telephone call with V. Nunn.	1.60
S. L. Fowler	12/13/19	Review of data room re: clean team folder and antitrust review.	1.10
A. D. Weissman	12/13/19	Review bid submissions.	5.50
S. B. Amdur	12/14/19	Calls with team; preparation for meetings.	0.50
A. D. Weissman	12/14/19	Analysis of issues pertaining to Vogtle structure, discussions with other counsel.	3.50
S. B. Amdur	12/15/19	Coordination and calls with team; structuring discussions with team; preparation for meetings.	0.50
S. L. Fowler	12/16/19	Call re: power agreement review memorandum.	0.50
A. D. Weissman	12/16/19	Review structural options in preparation for discussions with other counsel.	4.50
S. B. Amdur	12/17/19	Calls with client and team; conference calls with respondents.	3.40
M. F. Dottori	12/17/19	Brief internal discussion with team lead regarding potential need to formulate framework for separation of water and electricity operations.	0.20
S. L. Fowler	12/17/19	Call re: power agreement review memorandum; review data room and power related agreements.	1.60
S. Vavro	12/17/19	Call w/Fowler re memo and work plan; data room doc downloads.	1.00
A. D. Weissman	12/17/19	[REDACTED]	7.00
S. B. Amdur	12/18/19	Calls with client and team; diligence discussions.	5.10
M. F. Dottori	12/18/19	Meeting with team members to discuss status of transaction, overview of bidder process, potential alternative structuring considerations and accelerated time frame targets for signing.	1.20
S. L. Fowler	12/18/19	Review of documents in clean team folder; call with regulatory team.	2.10
S. Vavro	12/18/19	Project team status call; search data room for agreements	1.50
A. D. Weissman	12/18/19	[REDACTED]	7.50
M. F. Dottori	12/19/19	Internal discussion with team member to debrief on next steps, time line and developments on bidder process; review material for potential use in separation of JEA assets for potentially separate buyers.	1.00
S. L. Fowler	12/19/19	Call with regulatory team.	0.50
J. D. Hutchings	12/19/19	Telephone call with M. Dottori regarding deal structure.	0.80
S. Vavro	12/19/19	Review JEA agreements and update memo/exhibits.	3.00
A. D. Weissman	12/19/19	Review remaining revised responses.	7.00
V. C. Zabielski	12/19/19	Call with S. Fowler.	0.50
S. B. Amdur	12/20/19	Calls with client and team; ancillary agreement discussions.	2.70

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
M. F. Dottori	12/20/19	Email exchanges with deal team addressing status of documents, their release of the same to bidders and Q&A session with OGC.	0.30
S. L. Fowler	12/20/19	Call with regulatory team re: power agreement review memo.	1.20
J. D. Hutchings	12/20/19	Call with client on Ancillary Agreement.	0.30
S. Vavro	12/20/19	Call w/Fowler re memo; downloads from doc room; review/summarize agreements.	2.00
A. D. Weissman	12/20/19	Review ancillary agreements in preparation for call with OGC, call with OGC re agreements.	4.20
V. C. Zabielski	12/20/19	EMail correspondence with V. Nunn, M. Dottori, A. Weissman re: ancillary agreements.	0.40
A. D. Weissman	12/21/19	Outline strategy going forward.	2.00
Total Hours:			188.68
Total Fees:			\$ 168,868.60

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>
S. B. Amdur	12.70
M. F. Dottori	7.50
B. A. Ericson	2.50
S. L. Fowler	22.60
J. D. Hutchings	4.70
R. Neely	8.25
S. Vavro	19.50
A. D. Weissman	83.40
H. Worthington	6.73
V. C. Zabielski	20.80
Total:	188.68

Disbursements Incurred

<u>Date</u>	<u>Type</u>	<u>Description</u>	<u>Amount</u>
12/03/19	Computer Research	Summary	\$ 25.41
Total Disbursements:			\$ 25.41

Disbursement Summary

<u>Type</u>	<u>Amount</u>
Computer Research	<u>25.41</u>
Total:	\$ 25.41

Total Due For Matter 0000007: \$ 168,894.01



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Remittance Advice

Enclose this Remittance Advice for Proper Credit

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0000007	\$ 168,868.60	\$ 25.41	\$ 168,894.01
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Payable in U.S. Dollars upon receipt.

Payment Options:

For **payment by mail**, remit to: Pillsbury Winthrop Shaw Pittman LLP, P.O. Box 30769, New York, NY 10087-0769

For Electronic Payments including **Wire Transfer, ACH, and SWIFT Payments**, send to: JP Morgan Chase Bank NA, NY, NY; ABA# [REDACTED], for credit to Pillsbury Winthrop Shaw Pittman LLP, Account Number [REDACTED].

Please include our client, matter and invoice number for proper credit.

[Additional remittance information may also be forwarded to accountsreceivable@pillsburylaw.com]