

From: "Lutrin, Jessica" <jessica.lutrin@pillsburylaw.com>
Subject: RE: For review
Sent: Fri, 16 Aug 2019 14:53:25 -0500
To: "Rhode, Lynne C. (City of Jacksonville)" <rhodlc@jea.com>
[JEA - Allocation Parameters 4813-1552-4769 v.3.docx](#)
[Redline - JEA - Allocation Parameters.pdf](#)

EXHIBIT 28 *C*

[External Email - Exercise caution. DO NOT open attachments or click links from unknown senders or unexpected email.]

Hi Lynne,

Attached please find my comments to the allocation parameters (clean and a redline). I've marked a couple of items for your consideration in **yellow**. I know that you're working on an introduction, but I added a mini introduction for purposes of framing a couple of the issues in the parameters.

Please call or email with any questions.

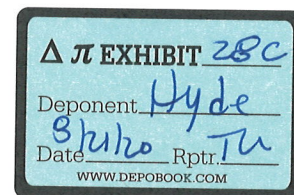
Best,
Jessica

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From: Rhode, Lynne C. (City of Jacksonville) <rhodlc@jea.com>
Sent: Friday, August 16, 2019 10:02 AM
To: Lutrin, Jessica <jessica.lutrin@pillsburylaw.com>
Subject: For review



*** EXTERNAL EMAIL ***

Under Section 3 of the *, at my sole and reasonable discretion, I (as Administrator) am directed to interpret the * and to, among other powers, determine the number of [PU] that may be purchased by a * Participant and (under Section 6) notify each employee of the maximum number of [PU] that employee may purchase. A total of 100,000 [PU] will be issued and allocated. "[PU]" means "a bookkeeping entry representing a potential right [of a * Participant] to receive a payment under this *." A Participant is an employee who makes a deferral election to purchase [PU] under the *. Also under Section 3, I may delegate any of my responsibilities to JEA's senior executive management.

In order to further the purpose of the * and in accordance with my duties as Administrator, I delegate my authority to you, as CEO, to assign to and notify each eligible employee of the maximum number of [PU] he or she may purchase, within the following parameters:

1. The maximum number of [PU] each eligible employee may purchase shall be based on two factors: (i) a base number of [PU] in accordance with the employee's position level at JEA and (ii) an increase or decrease or no change to the base number of [PU] based on the employee's performance during the most recent twelve month period prior to the time at which the allocation is determined.
2. Each employee's performance for the purpose of this allocation shall be measured by his or her assessment under the annual JEA Performance Ranking Program.
3. The position levels at JEA for the purpose of this allocation shall be: Manager, Individual, Civil Service, Director, Senior Leadership Team, Executive Leadership Team, and Chief Executive Officer. I note that temporary JEA employees are

ineligible for * participation.

4. One-hundred percent of the 100,000 [PU] available shall be allocated.

5. [PU] must be purchased as whole units.

6. Allocated units that are not purchased by the requisite deadline shall be reallocated as available for purchase on a pro-rata basis to eligible employees. [Upon notice of the number of reallocated [PU] available for purchase, eligible employees will need to complete an additional Schedule I to their executed Agreement.]

7. The allocation for the Chief Executive Officer shall be [%] of the total 100,000 Performance Units. [I have determined that the CEO has exceeded his performance metrics _____ and such [%] allocation is inclusive of both a base number of [PU] and a performance-based number of [PU].]

8. The allocation for all eligible employees at the Manager, Individual, Civil Service, Director, Senior Leadership Team, and Executive Leadership Team shall total the remaining [%] of the total 100,000 [PU].

9. No position level shall be allocated in excess of [20%] of the next highest position level allocation.

10. The base number of [PU] allocated to each eligible employee shall be based solely on his or her position level and shall be uniform for all employees within each position level.

11. The increase or decrease or no change to the base number of [PU] based on the employee's assessment under the annual JEA Performance Ranking Program shall be determined on an individual employee basis.

Lynne C. Rhode

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