

Jacksonville Electric Authority
21 W. Church Street
Jacksonville, FL 32202

Date: September 20, 2019
Invoice No.: 40274178
Our Ref. No.: 123214-0101

Services through August 31, 2019

Amount due for professional services rendered regarding
General Legal Advice \$250,000.00

Total Expenses: \$14,661.93

Total Amount Due: \$264,661.93



Please reference your account number 123214-0101 and your invoice number 40274178 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

EXHIBIT 60

Professional Services Detail

06/27/19	DDW	Consider possible issues impacting represented employees with possible recapitalization.	0.30	\$160.65
06/30/19	DDW	Begin research about what constitutes direct dealing.	0.80	\$428.40
07/01/19	DDW	Analysis of statutory guidelines regarding collective bargaining and related preparations or communications, including guidance regarding unfair labor practices.	2.20	\$1,178.10
07/01/19	KEH	Conference calls with investment strategists regarding public records procedures and other matters.	1.90	\$1,235.48
07/02/19	DDW	Analysis of case law and related guidance concerning direct dealing.	0.40	\$214.20
07/02/19	KEH	Telephone conference with JP Morgan and Morgan Stanley; prepare legislation regarding revisions to pension plan and for acceleration of benefits; review issues related to retention bonds.	6.20	\$4,031.55
07/03/19	KEH	Revise drafting of legislation; meet with HR and benefits professionals regarding the same; telephone conference with counsel or utility regarding the same; discussion with GRS Consulting; review Florida law regarding employee bonuses.	6.00	\$3,901.50
07/04/19	DDW	Analyze statute and related guidance to issues address direct dealing or potential claims regarding lack of good faith bargaining.	2.00	\$1,071.00
07/05/19	DDW	Analyze parameters of permissible direct communications with employees, potential issues with same and prepare memo to address guidelines and suggestions for communication.	2.80	\$1,499.40
07/05/19	KEH	Confer with Herschel Vinyard regarding bargaining issues; telephone conference with Lynn Rhode, Kerri Stewart, Ted Powers and Robert Hosay regarding procurement issues.	2.10	\$1,365.53
07/05/19	RHH	Prepare and attend conference call with JEA leadership, counsel and Pillsbury regarding procurement, public records and board process.	0.70	\$455.18

07/05/19	RHH	Review JEA and City of Jacksonville procurement rules, ordinances and handbooks; compare to Florida law; in order to guide and provide advice regarding procurement methodology and process.	2.00	\$1,300.50
07/06/19	DDW	Prepare memorandum to address possible parameters for direct employee communications and follow up with Mr. K. Hyde regarding same.	1.00	\$535.50
07/08/19	BSMO	Review draft performance units agreement received from R. Guyer, preparing detailed comments regarding same; review and revise same; email same to K. Hyde.	1.90	\$1,429.28
07/08/19	CWL	(Transfer to new JEA) Review and consideration of matters relating to proposed bond structure and possible alternatives thereto; review email from C. Long with 2017 tax return information and filing evidence; review same; email follow up to C. Long re: need for additional information; legal and constitutional analysis relating to various structure's.	3.20	\$2,448.00
07/08/19	MGBA	Respond to questions regarding structuring "benefit bonds."	1.50	\$1,300.50
07/08/19	MN	Call with JP Morgan, Morgan Stanley, Pillsbury regarding status of procurement and review public records laws applicable in Florida.	0.30	\$96.90
07/08/19	RHH	Prepare and attend call with JP Morgan, Morgan Stanley, Pillsbury regarding status of procurement and project plan for imminent off-site work to complete procurement, and review ITN timeline and public records laws applicable in Florida.	0.70	\$455.18
07/08/19	RHH	Work on procurement terms and public records concerns; study recent law regarding these items in order to structure off-site meeting properly.	0.90	\$585.23
07/09/19	BJG	Review JEA Procurement Code and Operational Procedures; review public records materials relating to contractor exemptions.	6.90	\$4,134.83
07/09/19	CWL	(Transfer to new JEA) Legal analysis relating to certain employment benefits and matters relating thereto.	0.80	\$612.00
07/09/19	KEH	Prepare employment materials; meet with JEA executives regarding same; review public records requirements.	6.20	\$4,031.55
07/09/19	MN	Research on public records laws specific to contractors and summarized findings to R. Hosay and B. Grossman.	1.10	\$355.30

07/09/19	RHH	Follow up on action items from team call; prepare materials and study materials in preparation for 3 day offsite meetings.	0.80	\$520.20
07/09/19	TJBR	Review term sheet and conference with Chauncey Lever and Richard Guyer.	0.80	\$489.60
07/10/19	BJG	Prepare for and attend meetings to discuss Project Freebird; review primer on applicable public records and meeting exemptions.	8.90	\$5,333.33
07/10/19	CWL	(Transfer to new JEA) Review and consideration of matters relating to potential employee benefit for bonds and issues relating thereto; legal research and analysis regarding same; consideration of alternative approaches; review legal opinion matters; email correspondence regarding same.	3.40	\$2,601.00
07/10/19	DDW	Research limits or parameters of direct communication and consider guidelines to help address same.	1.50	\$803.25
07/10/19	KEH	Attend meeting with officials and advisors to discuss employee issues.	7.90	\$5,136.98
07/10/19	MGBA	Respond to questions regarding employee benefit bonds.	0.80	\$693.60
07/10/19	MN	Researched laws pertaining to cone of silence and the statutory exemption from Sunshine Law for competitive solicitations and drafted memorandum explaining difference between the two concepts.	1.90	\$613.70
07/10/19	RHH	Prepare and attend off-site meetings.	8.10	\$5,267.03
07/11/19	BJG	Meetings regarding Project Freebird; attention to revising ITN document and preparing summary of applicable process limitations.	7.40	\$4,434.45
07/11/19	DDW	Analyze opinions of Ethics Commission to assess possible impact on planned incentives.	1.40	\$749.70
07/11/19	KEH	Meet with JEA officials to discuss employment issues.	6.90	\$4,486.73
07/11/19	RHH	Meet with JEA, Morgan Stanley, JP Morgan regarding JEA Strategic Alternatives project and work on ITN process and guidelines for and during the process.	6.00	\$3,901.50
07/12/19	BJG	Draft ITN process language; correspondence with K. Hyde regarding ITN language and rules of the road.	4.90	\$2,936.33

07/12/19	DDW	Follow up and analysis regarding possible ethics opinions or related concerns; follow up about communication of confidential information.	0.40	\$214.20
07/12/19	KEH	Participate in meetings to discuss employee issues; review documents related to same.	6.40	\$4,161.60
07/12/19	RHH	Work on ITN process and guidelines.	3.50	\$2,275.88
07/13/19	BJG	Attention to drafting ITN process and rules of the road.	2.90	\$1,737.83
07/13/19	DDW	Print and deliver information regarding proposed ITN.	2.50	\$1,338.75
07/13/19	MN	Internal correspondence with R. Hosay and B. Grossman regarding Rules of the Road document and conducted research on applicable Sunshine Law, reviewed applicable law, pulled applicable statutes and Sunshine Manual references, and drafted a proposed organization of the Rules of the Road document.	3.30	\$1,065.90
07/13/19	RHH	Review ITN drafts and study desired process to develop ITN process that accommodates the goals of JEA.	5.00	\$3,251.25
07/14/19	BJG	Complete initial drafting of ITN process language; discuss same with R. Hosay and incorporate suggested revisions; call to review and discuss ITN revisions and current document status.	11.80	\$7,071.15
07/14/19	RHH	Develop ITN process for JEA's analysis of strategic alternatives, prepare and attend calls and address emails.	3.50	\$2,275.88
07/14/19	RHH	Work on road map of activities and prohibited activities for JEA ITN process, review and study relevant JEA operational procedures and procurement code; review and study relevant Florida procurement law statutes and case law.	3.40	\$2,210.85
07/15/19	BJG	Calls to discuss ITN status and process language; revise ITN process; provide suggestions for format of procurement timeline.	5.40	\$3,235.95
07/15/19	KEH	Telephone conference with company officials; prepare review of legislation; telephone conference with Herschel Vinyard regarding the same.	4.20	\$2,731.05
07/15/19	RHH	Prepare for and attend telephone conference with Morgan Stanley and JP Morgan for detailed review of draft ITN process.	2.80	\$1,820.70

07/15/19	RHH	Prepare and attend telephone conference with Pillsbury lawyers and JEA executives regarding status of project, document review and follow up related to procurement process.	2.50	\$1,625.63
07/15/19	RHH	Work on ITN process; fit within JEA operational procedures, JEA procurement code, City of Jacksonville ordinances relevant to process, Florida statute, and Florida procurement law.	1.50	\$975.38
07/15/19	RHH	Work on rules of road to provide Morgan Stanley, JEA and JP Morgan related to ITN process, public records and public meetings.	1.30	\$845.33
07/16/19	BJG	Review revised process language received from MS team; revise rules of the road guide; discuss process with R. Hosay.	4.20	\$2,516.85
07/16/19	KEH	Review employee issues; revise documents relating to same.	3.20	\$2,080.80
07/16/19	RHH	Discuss ITN process with JEA executives.	0.50	\$325.13
07/16/19	RHH	Work on ITN process and discuss with JPM and MS; relate process and procedure to rules to follow during the process.	3.60	\$2,340.90
07/17/19	BJG	Review and revise draft ITN; discuss ITN process with S. Marth; review FAQs prepared by MS and JPM.	5.30	\$3,176.03
07/17/19	KEH	Telephone conference with Jason Gabriel regarding employment agreements; telephone conference with Lasikia Hodges and other counsel regarding employment agreements; prepare revisions to pension legislation.	2.90	\$1,885.73
07/17/19	RHH	Review and write ITN process; analyze feedback from Morgan Stanley and JP Morgan Chase; work on process rules.	1.80	\$1,170.45
07/18/19	BJG	Review and revise draft ITN.	1.30	\$779.03
07/18/19	KEH	Participate in meetings regarding employee issues; revise documents related to same.	3.80	\$2,470.95
07/18/19	RHH	Review and revert ITN process with JP Morgan and Morgan Stanley and work on process rules.	1.80	\$1,170.45
07/19/19	BJG	Call with MS to discuss ITN draft; attention to reviewing and revising ITN and FAQs; work on rules of the road.	5.40	\$3,235.95
07/19/19	CMKI	Conf call with Vinyard et al regarding Florida psc issues and strategy.	0.50	\$414.38

07/19/19	KEH	Review and revise employee communication and pension legislation; meet with JEA officials regarding same.	1.90	\$1,235.48
07/19/19	RHH	Attention to drafting and reviewing questions and answer, emails and calls regarding same; and work on ITN sections.	2.20	\$1,430.55
07/21/19	BJG	Complete initial drafting of rules of the road; review and revise ITN language.	6.80	\$4,074.90
07/22/19	BJG	Finalize rules of the road based on current ITN process; call with MS and JPM teams to discuss rules of the road, vendor outreach, and requirements of ITN process; review exhibit and defined terms lists.	4.40	\$2,636.70
07/22/19	KEH	Prepare for Board meeting; meet with JEA officials regarding the same.	2.80	\$1,820.70
07/22/19	RHH	Attention to developing process and rules of the road.	1.50	\$975.38
07/22/19	RHH	Conference with K. Hyde regarding details of transaction and steps to protect JEA and provide a thorough and fair approach to evaluating strategic alternatives.	0.50	\$325.13
07/22/19	RHH	Work with bankers and attend conference call regarding all action items remaining.	0.80	\$520.20
07/22/19	RHH	Telephone conference with H. Vinyard regarding status of ITN development and important provisions to protect JEA's interest, achieve goals, protect consumers and employees.	0.50	\$325.13
07/23/19	BJG	Review Board meeting to determine outcome and potential effect on ITN process; call with investment banking team to discuss ITN and vendor outreach.	2.90	\$1,737.83
07/23/19	DDW	Analysis of impact on possible successorship if entity moves from public to private status.	1.10	\$589.05
07/23/19	KEH	Prepare for and attend JEA Board meeting; participate in presentation to JEA Board of Directors.	3.60	\$2,340.90
07/23/19	RHH	Review and study board meeting to determine proper ITN terms.	2.00	\$1,300.50
07/23/19	RHH	Prepare and attend telephone conference with JP Morgan and Morgan Stanley regarding Project Scampi action items and development of terms.	1.00	\$650.25

07/24/19	BJG	Review and revise ITN; draft procurement definitions; calls with MS and JPM relating to ITN process; discuss ITN with J. McCarthy.	8.70	\$5,213.48
07/24/19	DDW	Analyze possible factors impacting successorship.	1.60	\$856.80
07/24/19	KEH	Review matter related to direct dealing; telephone conference with Lynn Rhode regarding retention agreements; telephone conference with Herschel Vinyard regarding PUP agreements.	1.90	\$1,235.48
07/24/19	RHH	Attend team conference call.	0.80	\$520.20
07/24/19	RHH	Attention to email and documents, review ITN and revise sections related to process and definitions, communicate and work with banker team.	1.70	\$1,105.43
07/25/19	BJG	Review and revise draft ITN; draft procurement definitions for inclusion in ITN; calls with client and MS/JPM regarding ITN and process.	10.60	\$6,352.05
07/25/19	DDW	Follow up regarding allegation of direct dealing and possible response to same.	1.40	\$749.70
07/25/19	KEH	Deal with pension issue questions; confer with John Kendrick regarding the same; calls with Mary Anne Evans regarding labor issues; calls with Melissa Dykes regarding labor issues.	2.60	\$1,690.65
07/25/19	MN	Internal correspondence with R. Hosay and B. Grossman regarding Rules of the Road and presentation deliverables.	0.80	\$258.40
07/25/19	RHH	Prepare and attend call with JEA, MS and JPM to discuss status of deliverables and goals of JEA; report on progress and work performed.	0.80	\$520.20
07/25/19	RHH	Work with banker teams regarding document preparation, process development and how to handle confidential documents. Analyze and develop process for confidential documents.	1.10	\$715.28
07/26/19	BJG	Review and revise ITN and FAQs; respond to questions from client; calls with MS team to discuss ITN revisions; calls with client regarding process.	8.20	\$4,913.85
07/26/19	JATU	Review emails regarding teams and matter.	0.20	\$135.15
07/26/19	KEH	Telephone conference with John Kendrick regarding pension issues.	0.50	\$325.13
07/26/19	RHH	Work on ITN terms and, questions and answers and other miscellaneous action items.	1.30	\$845.33

07/26/19	RHH	Prepare and attend recurring team call.	0.50	\$325.13
07/26/19	RHH	Prepare and attend phone conference with H. Vinyard and L. Rhode regarding process and legal challenges related to typical private sector business practices compared to government sector requirements for records and procurement.	0.50	\$325.13
07/28/19	MN	Drafted Rules of the Road presentation.	1.10	\$355.30
07/29/19	BJG	Attention to draft ITN and revising language; calls with client and MS team; review rules of the road and prepare presentation to JEA regarding ITN process.	4.90	\$2,936.33
07/29/19	DDW	Analyze ability to treat some topics as subject of permissive rather than mandatory bargaining.	3.10	\$1,660.05
07/29/19	KEH	Participate in call regarding ITN; research regarding Florida public ethics opinions; research regarding impact bargaining.	2.10	\$1,365.53
07/29/19	RHH	Update rules of the road and prepare JEA training.	1.30	\$845.33
07/29/19	RHH	Prepare and attend recurring team call.	0.70	\$455.18
07/29/19	RHH	Attend telephone conference with JP Morgan and Morgan Stanley regarding ITN development.	0.80	\$520.20
07/29/19	RHH	Call with banker teams to address certain ITN questions and issues.	1.00	\$650.25
07/30/19	BJG	Review ethics materials relevant to employee participation plan; call with K. Hyde to discuss details of plan, Florida ethics laws, and potentially relevant ethics opinions; review and revise ITN language; prepare for in person meetings re: Project Scampi.	4.80	\$2,876.40
07/30/19	DDW	Analyze language in respective CBA's and consider ability to address some items in effects bargaining; meeting to address same.	3.20	\$1,713.60
07/30/19	KEH	Review issues related to impact bargaining; meet with JEA officials regarding same; research regarding long term incentive plans and chapter 112.	4.80	\$3,121.20
07/30/19	MN	Statutory, case law, and ethics commission opinions research on JEA's ability to have a performance unit pool and discussion with B. Grossman and K. Hyde regarding analysis (4.10); drafted Rules of the Road presentation (4.50).	8.60	\$2,777.80
07/30/19	RHH	Prepare and attend recurring project call.	0.50	\$325.13

07/30/19	RHH	Work on ethics issue regarding employment matters related to Florida Ethics Commission.	0.50	\$325.13
07/30/19	RHH	Prepare for and travel for meeting with MS and JPM teams.	1.00	\$650.25
07/31/19	BJG	Meetings regarding Project Scampi; review and revise draft ITN.	10.30	\$6,172.28
07/31/19	CMKI	Review/consideration/revision of draft talking points; tel conf with Vinyard regarding same; project issues.	1.00	\$828.75
07/31/19	DDW	Assess case law and guidance regarding impact bargaining and obligations or risks associated with failure to properly bargain.	1.70	\$910.35
07/31/19	KEH	Meet with investment bankers, Pillsbury counsel and JEA officials to discuss procurement and labor issues.	5.20	\$3,381.30
07/31/19	MN	Continued drafting JEA presentation.	6.40	\$2,067.20
07/31/19	RHH	Prepare and attend on site meetings to draft ITN; multiple meetings, phone conferences, analysis and drafting of terms.	7.00	\$4,551.75
08/01/19	KEH	Review and revise ITN for procurement and public record issues; telephone conference with JEA officials regarding labor procedures.	1.20	\$780.30
08/02/19	JATU	Review email to JEA team.	0.10	\$67.58
08/02/19	KEH	Various calls with company officials regarding pension and collective bargaining matters; research regarding the same; work on issues related to request for Ethics advisory committee letter.	4.20	\$2,731.05
08/05/19	DDW	Assess potential issues with successorship based on questions from union arising during bargaining and related to possible impact bargaining.	1.00	\$535.50
08/05/19	KEH	Work on various matters related to proposed pension legislation, retention agreement, and respond to questions related to bargaining; tc with JEA officials regarding the same.	6.30	\$4,096.58
08/06/19	CMKI	Review/consideration revised PSC talking points; tel conf with Vinyard regarding same; PSC meeting issues; venue issue; project issues and strategy.	1.00	\$828.75

08/06/19	KEH	Work on pension legislation; conference with Jim Rizzo and city pension office regarding the same; prepare memo regarding the same. Prepare memorandum regarding successorship.	4.30	\$2,796.08
08/07/19	KEH	Participate in negotiations with LIUNA; prepare proposed advisory opinion; finalize proposed pension legislation.	6.70	\$4,356.68
08/08/19	KEH	Review and prepare successorship language; telephone conference with John Kendrick regarding collective bargaining negotiations; confer with MaryAnne Evans regarding the same.	2.70	\$1,755.68
08/09/19	KEH	Represent JEA in collective bargaining negotiations; follow up with company on various union proposals.	6.30	\$4,096.58
08/12/19	CMKI	Review/consideration Vogtle roadmap memorandum; counsel conf call with Vinyard regarding same; project issues; tel conf with Vinyard et al regarding project issues; psc issues.	1.30	\$1,077.38
08/12/19	KEH	Participate in negotiations with various unions of JEA; meet with JEA officials regarding the same.	7.10	\$4,616.78
08/13/19	KEH	Prepare for and represent JEA at shade meeting; follow up with issues related to collective bargaining; prepare language related to collective bargaining provisions.	2.80	\$1,820.70
08/14/19	CMKI	Tel conf with Weissman regarding PSC meeting issues and strategy; review/consideration summary of prior PSC meeting issues.	0.50	\$414.38
08/14/19	KEH	Telephone conference with Herschel Vinyard and others regarding performance unit plan.	0.60	\$390.15
08/14/19	MBCO	Review and analysis regarding securities implications of JEA proposal.	0.40	\$265.20
08/15/19	CMKI	Review/consideration of materials in preparation for PSC meeting; Meeting at PSC with ED Baez and Mark Futrell; Review/consideration draft AGO letter and related issues; Tel confs with Vinyard regarding same.	0.88	\$730.44
08/15/19	MBK	Review and comment on draft letter to Attorney General regarding performance unit plan.	3.40	\$2,731.05
08/16/19	CMKI	Counsel conf call with Vinyard et al regarding PSC issues; project issues; Tel confs with Vinyard regarding same; AGO issue.	0.80	\$663.00

08/16/19	KEH	Telephone conference with investment bankers regarding exemption of trade secret information; telephone conference with Melissa Dykes regarding bargaining procedures.	1.20	\$780.30
08/16/19	MBCO	Review and analysis regarding securities law implications of JEA proposal; emails with M. Kirwan regarding analysis.	1.10	\$729.30
Services Total:			406.38	\$250,000.00

Professional Services Summary

Service Provider	Initials	Title	Hours	Rate	Dollars
Belinda Morgan	BSMO	Partner	1.90	\$752.25	\$1,429.28
Christopher M. Kise	CMKI	Partner	5.98	\$828.94	\$4,957.08
Chauncey W. Lever, Jr.	CWL	Partner	7.40	\$765.00	\$5,661.00
John A. Tucker	JATU	Partner	0.30	\$675.77	\$202.73
Kevin E. Hyde	KEH	Partner	126.50	\$650.25	\$82,256.70
Melissa B. Coffey	MBCO	Partner	1.50	\$663.00	\$994.50
Michael B. Kirwan	MBK	Partner	3.40	\$803.25	\$2,731.05
Michael G. Bailey	MGBA	Partner	2.30	\$867.00	\$1,994.10
Robert H. Hosay	RHH	Partner	78.40	\$650.25	\$50,979.71
Dabney D. Ware	DDW	Of Counsel	28.40	\$535.50	\$15,208.20
Benjamin J. Grossman	BJG	Senior Counsel	126.00	\$599.25	\$75,505.55
Timothy J. Bramwell	TJBR	Senior Counsel	0.80	\$612.00	\$489.60
Mallory Neumann	MN	Associate	23.50	\$323.00	\$7,590.50
Totals			406.38		\$250,000.00

Expenses Incurred

Description	Amount
Electronic Legal Research Services	\$125.00
Meals	\$991.13
Staff Overtime	\$22.50
Tickets & Events	\$11,572.03
Transportation / Travel Expenses	\$1,951.27
Expenses Incurred Total	\$14,661.93

Certain services and expenses, which involve payments made to third parties, include an additional charge based upon our internal costs with respect to those services and expenses.



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Jacksonville Electric Authority

Date: September 20, 2019
Invoice No.: 40274178
Our Ref. No.: 123214-0101

Remittance Advice

Current Invoice:

09/20/19 - 40274178	\$264,661.93
Total Amount Due:	\$264,661.93

Should you wish to remit your payment via check, please mail checks to:

Foley & Lardner LLP
111 North Orange Avenue
Suite 1800
Orlando, FL 32801-2386

Should you wish to remit your payment via ACH or WIRE transfer, please include invoice number: 40274178 as an addenda or reference with payment and forward to:

Foley & Lardner LLP
U.S. Bank NA
777 East Wisconsin Avenue
Milwaukee WI. 53202-5306
ABA No.: 075000022
Acct. No.: 112031389
Swift Code: USBKUS44IMT
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Please send remittance advice and questions to AccountsReceivable@Foley.com