



Tax ID No. 94-1311126

Jody Brooks
JEA
21 West Church Street (T-16)
Jacksonville, FL 32202

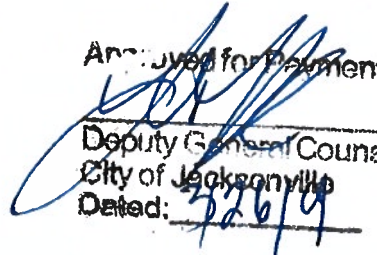
March 12, 2019
Invoice No. 8253747
Client No. 047455
Matter No. 0000001
Stephen B. Amdur
(212) 858-1000

For Professional Services Rendered and Disbursements Incurred through February 28, 2019

<u>Matter Name</u>	<u>Services</u>	<u>Disbursements</u>	<u>Balance Due</u>
Internal Governance Matters	\$ 77,571.50	\$ 34.24	\$ 77,605.74
Total This Invoice:	\$ 77,571.50	\$ 34.24	\$ 77,605.74

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

Pillsbury Winthrop Shaw Pittman LLP
1540 Broadway - New York, NY - 10036-4039
Due Upon Receipt
Remittance Address
P.O. Box 30769 . New York, NY 10087-0769

Approved for Payment

Deputy General Counsel
City of Jacksonville
Dated: 3/26/19

Internal Governance Matters

For Professional Services Rendered and Disbursements Incurred Through February 28, 2019

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
A. M. McKnight	11/16/18	Call with S. Amdur regarding governance policy and delegation of authority project.	0.30
A. M. McKnight	11/19/18	Call with J. Brooks and S. Amdur.	0.30
S. B. Amdur	11/26/18	Call with client and team; review of background materials.	0.50
N. Aminolsharei	11/26/18	Find precedents and form documents doe DoA Policy and the Corporate Governance Policy; Touch base with multiple Pillsbury attorneys with related experience; Research and due diligence in connection with the JEA Charter	3.50
D. K. Kaile	11/26/18	Review query regarding governance materials and delegation of authority policies and review board policy manual in connection therewith; research forms regarding governance policies and delegation policies and update form regarding latter.	2.20
A. M. McKnight	11/26/18	Call with S. Amdur and N. Aminolsharei.	0.30
S. D. Wong	11/26/18	Corporate governance matters.	0.10
S. B. Amdur	11/27/18	Coordination and calls with client and team; delegation of authority policy.	0.70
N. Aminolsharei	11/27/18	Draft the Corporate Governance Policy; consult JEA Charter, Florida Constitutional Laws, JEA website, etc.	4.00
D. K. Kaile	11/27/18	Review draft delegation of authority policy and sample governance policies and transmit same.	1.50
A. M. McKnight	11/27/18	Call with N. Aminolsharei; review JEA charter; review form documents and send examples of corporate governance policies to N. Aminolsharei; review complaint and email N. Aminolsharei and S. Amdur regarding same.	3.00
S. B. Amdur	11/28/18	Coordination with team.	0.20
N. Aminolsharei	11/28/18	Read JEA complaint and summarize the grounds of the arguments made by JEA regarding ultra vires action and no authority; Provide annotated summary to S. Amdur and A. McKnight; Edit and continue drafting Corporate Governance Policy;	6.10
A. M. McKnight	11/28/18	Attention to correspondence with S. Amdur and N. Aminolsharei; review governance policy and send comments on same to N. Aminolsharei.	2.30
S. B. Amdur	11/29/18	Coordination and calls with team; background research.	0.40
N. Aminolsharei	11/29/18	Revise Corporate Governance Policy based on A. McKnight's comments; Discussion with P. Baumgaertner and S. Amdur; Start research in connection with the DoA Policy	3.20

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
A. M. McKnight	11/29/18	Review responses from N. Aminolsharei on governance policy and email regarding same.	0.30
S. B. Amdur	11/30/18	Coordination and calls with team; review and revision of draft governance documentation.	0.70
N. Aminolsharei	11/30/18	Draft the Delegation of Authority Policy. Ensure all internal internal directives, the JEA Charter, the Corporate Governance Policy, the Board Manual, and the JEA website all match the authority categories.	6.10
S. B. Amdur	12/02/18	Coordination with team; review and comment on draft delegation of authority policy.	2.80
N. Aminolsharei	12/02/18	Revise the Delegation of Authority Policy based on comments from S. Amdur and A. McKnight	0.60
A. M. McKnight	12/02/18	Review delegation of authority policy and provide comments on same to N. Aminolsharei.	0.60
S. B. Amdur	12/03/18	Coordination and correspondence with team; review and revision of draft documentation.	0.90
N. Aminolsharei	12/03/18	Respond to A. McKnight's comments and questions to the draft Delegation of Authority Policy. Revise the DoA. Provide new versions and redlines to S. Amdur and A. McKnight.	3.10
A. M. McKnight	12/03/18	Review delegation of authority table and email N. Aminolsharei regarding same.	0.40
S. B. Amdur	12/11/18	Coordination and calls with team.	0.10
S. B. Amdur	12/12/18	Coordination with team.	0.10
S. B. Amdur	12/14/18	Call with team; delegation of authority policy.	0.50
N. Aminolsharei	12/14/18	Catch-up call with J. Brooks, S. Amdur, and A. McKnight. Review of recent Board item materials; discuss next steps	2.00
A. M. McKnight	12/14/18	Call with J. Brooks, S. Amdur and N. Aminolsharei.	0.40
N. Aminolsharei	12/17/18	Review documents sent over by J. Brooks. Begin revising Delegation of Authority.	2.10
S. B. Amdur	12/18/18	Call with A. Zahn; strategic matters.	0.20
N. Aminolsharei	12/20/18	Revise the Delegation of Authority Policy. Estate, and General Procurement. Read JEA bylaws. Add and edit the table per discussion with J. Brooks and S. Amdur. Revise the Delegation of Authority Policy. Read all Management Directives and Procurement Codes: Byproducts, Fuels, Real Estate, and General Procurement. Read JEA bylaws. Add and edit the table per discussion with J. Brooks and S. Amdur.	4.50
A. M. McKnight	12/20/18	Attention to correspondence with N. Aminolsharei and S. Amdur regarding delegation of authority policy.	0.20
N. Aminolsharei	12/21/18	Revise the Delegation of Authority Policy. Read all Management Directives and Procurement Codes: Byproducts, Fuels, Real Estate, and General Procurement.	6.20

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		Read JEA bylaws. Add and edit the table per discussion with J. Brooks and S. Amdur.	
A. M. McKnight	01/02/19	Review Delegation of Authority Policy and provide comments on same to N. Aminolsharie.	3.20
N. Aminolshariei	01/07/19	Revise Delegation of Authority Policy - Respond to A. McKnight's questions and concerns in detail. Provide additional information and incorporate more items from the JEA original draft and directives.	6.80
S. B. Amdur	01/08/19	Coordination and correspondence with team; governance matters.	0.50
A. M. McKnight	01/08/19	Attention to correspondence from N. Aminolsharie regarding delegation of authority policy; email S. Amdur regarding same.	1.00
N. Aminolshariei	01/09/19	Revise DoA Policy based on review and comments from S. Amdur and A. McKnight. Reformat. Double check all items. Respond to questions from A. McKnight. Draft cover letter identifying open issues requiring confirmation by JEA. Provide revised draft of DoA Policy to Ms. Brooks.	4.50
N. Aminolshariei	01/14/19	Check in with Ms. Brooks on whether she has reviewed the DoA Policy and whether she has any questions or comments - phone call as well as e-mail.	0.20
N. Aminolshariei	01/15/19	Review Ms. Brooks' comments to draft DoA Policy. Respond to questions.	1.30
Total Hours:			77.90
Total Fees:			\$ 77,571.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>
S. B. Amdur	7.60
N. Aminolshariei	54.20
D. K. Kaile	3.70
A. M. McKnight	12.30
S. D. Wong	0.10
Total:	77.90

Disbursements Incurred

Client No. 047455
Matter No. 0000001
Stephen B. Amdur

March 12, 2019
Invoice No. 8253747
Page 5

<u>Date</u>	<u>Type</u>	<u>Description</u>	<u>Amount</u>
01/09/19	Document Processing	Summary	\$ 18.00
11/30/18	Travel and Local Transportation	VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-379921; DATE: 12/11/2018 Travel expenses, N. Aminolsharei, NYC/NYC, 11/30/18	16.24
Total Disbursements:			\$ 34.24

Disbursement Summary

<u>Type</u>	<u>Amount</u>
Document Processing	18.00
Travel and Local Transportation	<u>16.24</u>
Total:	\$ 34.24

Total Due For Matter 0000001: \$ 77,605.74