



November 12, 2019

**Privileged and Confidential**

Re: Communications with the Florida Public Service Commission.

Ladies and Gentlemen:

In response to requests from certain participants (the "Participants") in JEA's Invitation to Negotiate (#127-19) For Strategic Alternatives (the "ITN") and the confidentiality agreements entered into, or to be entered into, by and between JEA and the Participants (the "NDAs") regarding the evaluation and negotiation of a potential transaction between a Participant and JEA, pursuant to the ITN (the "Potential Transaction"), JEA hereby consents to the Participants engaging in discussions (such discussions, "Regulatory Consultations") with the Florida Public Service Commission ("FPSC") through the following individuals designated by the FPSC as point persons for regulatory consultations regarding the ITN:

Mr. Mark Futrell, Deputy Executive Director, Technical; and  
Ms. Mary Anne Helton, Deputy General Counsel

Consistent with the terms of the NDAs, no Participant may, and each Participant agrees to cause its affiliates and Representatives not to, disclose any Evaluation Material (as such term is defined in the NDA) to the FPSC. Each Regulatory Consultation may involve discussions around matters specific to such Participant and otherwise publicly available information. The consent granted hereunder is subject to each Participant's agreement that, in the course of its Regulatory Consultations with the FPSC, such Participant agrees that it will not solicit, and will advise staff not to disclose, any information related to any communications or meetings the FPSC has had or may have with (i) JEA or its representatives, or (ii) any other Participant.

The consent granted hereunder to pursue Regulatory Consultations shall be effective from the date hereof, through and until the earlier of (1) the final cessation of negotiations between a Participant or its affiliate and JEA regarding a Potential Transaction, or (2) the execution and delivery of one or more definitive agreements between a Participant or its affiliate and JEA, memorializing a Potential Transaction. Notwithstanding the foregoing, if JEA implements standardized communications with the FPSC as part of the ITN process, JEA may modify this consent to be in accordance with the ITN process by giving you five (5) days prior written notice of such modification.

Please let us know if you have any questions.


Sincerely,

JEA

By:   
Name: Jenny McCollum  
Title: Chief Procurement Officer

Acknowledged and Accepted:

By:   
Name: John Kim  
Title: Assistant Secretary

By:   
Name: Jorathon Laurie  
Title: Treasurer