

JEA
BOARD MINUTES
February 16, 2016

The JEA Board met in regular session on Tuesday, February 19, 2016, on the 19th Floor, 21 W. Church Street, Jacksonville, Florida. Present were Tom Petway, Ed Burr, Delores Kesler, Husein Cumber, Kelly Flanagan, Warren Jones and Alan Howard.

Agenda Item I – Welcome

- A.** The meeting was called to order at 9:30 AM by Chair Petway.
- B.** A Moment of Reflection was observed by all.
- C.** The Pledge of Allegiance was led by Chair Petway.
- D.** Adoption of Agenda – The agenda was approved on motion by Ms. Kesler and second by Mr. Jones.
- E.** The Safety Briefing was given by Paul McElroy, Managing Director/Chief Executive Officer.

Agenda Item II – Presentations and Comments

A. Comments from the Public –

- 1. Lemue White, 10418 New Berlin Road, Jacksonville, FL 32226, addressed the Board regarding solar.
- 2. Tom Larson, 887 Marshside Court, Jacksonville Beach, FL 32250, addressed the Board regarding solar.
- 3. Earl Benton, 5571 Florida Mining Boulevard, Jacksonville, FL 32257, addressed the Board regarding solar.
- 4. Barry Jacobson, 4509 NW 23rd Avenue, Suite 26, Gainesville, FL 32606, addressed the Board regarding solar.
- 5. Patrick Altier, 202 SW 23rd Avenue, Ocala, FL 34474, addressed the Board regarding solar.
- 6. Robert McAlister, 3781 Crossview Drive, Jacksonville, FL 32224, addressed the Board regarding solar.
- 7. J. Peter Wilking, 1551 Lisa Avenue, Fernandina Beach, FL 32034, addressed the Board regarding economics related to solar.
- 8. Andy Moslack, 3999-1 Starratt Road, Jacksonville, FL 32226, addressed the Board regarding solar.
- 9. Melody Shacter, 1321 North Main Street, Jacksonville, FL 32206, addressed the Board regarding solar.
- 10. David Shacter, 1321 N. Main Street, Jacksonville, FL 32206, addressed the Board regarding solar.
- 11. Kim Jowers, 463688 SR 200 #1-446, Yulee, FL 32097, addressed the Board regarding solar.
- 12. John Culver, 7220 Financial Way, Jacksonville FL 32256, addressed the Board regarding solar.

13. Mike Antheil, address not provided, addressed the Board regarding solar.
14. David E. Bruderly, 1221 Molokai Road, Jacksonville, FL 32256, addressed the Board regarding solar.
15. Paul Nicholson, 222 Oleander Street, Neptune Beach, FL 32256, addressed the Board regarding solar.
16. George Cavalos, 120 East Oakland Park Boulevard, Ft. Lauderdale, FL 33334, addressed the Board regarding solar.

Chair Petway addressed the public and stated the Board will make an informed decision regarding JEA's solar strategies at an upcoming Board Meeting. The information presented today will be for information only. The action taking place today is to call a public hearing during the March 15, 2016 JEA Board Meeting.

Mr. Burr stepped out at 10:26 AM.

Mr. McElroy noted that JEA received a number of comments in writing from a variety of constituents serving the solar and environmental communities. Staff will categorize the comments, review and identify all issues, and ensure the Board is kept apprised.

- B. Council Liaison's Comments** – The Honorable Bill Gulliford was not in attendance due to City Council business. Chair Petway thanked Council Member Gulliford for his work on the JEA Contribution Agreement.
- C. Office of the Mayor Liaison's Comment** – Dr. Johnny Gaffney reiterated that Mayor Curry cares about the Board's concerns and commended the Board for their professionalism.
- D. Nassau County's Ex-Officio Representative – Mike Mullin** – Chair Petway introduced Mr. Mike Mullin, Nassau County Ex-Officio Representative. Mr. Mullin stated he looked forward to working with the JEA Board.
- E. Sunshine Law/Public Records Statement** – Jody Brooks, Office of General Counsel (OGC), stated this Board Meeting is being held in compliance with Florida's Government in the Sunshine Law, §286.011. The complete statement can be found in section II. E. of the Board package.

Agenda Item III – For Board Consideration

- A. Consent Agenda** – used for items that require no explanation, discussion or presentation and are approved by one motion and vote. On **motion** by Secretary Kesler and second by Ms. Flanagan, item 1 on the Consent Agenda was unanimously approved and items 2 through 4 were received for information.
 1. Approval of Board Meeting Minutes January 19, 2016 – approved
 2. Monthly JEA Financial Statements – received for information

Vice Chair Burr returned at 10:29 AM.

3. Monthly FY16 Communications & Engagement Calendar and Plan Update – received for information
4. Monthly JEA Operations Report – received for information

B. Strategic Discussions/Action

1. **Real Estate Purchase & Sale Agreement for Southside Generating Station (SGS) Property – Update & Time Extension Request – Nancy Kilgo, Director Government Affairs,** presented JEA entered into a Purchase and Sale Agreement for the Southside Generating Station site in February 2015 with Elements Development of Jacksonville, LLC. Ms. Kilgo stated Elements has demonstrated much progress on the due diligence over the last year. Elements is requesting an extension of the contract length to December 2016. This extension is due to the need to complete the remaining entitlements for the development of the property, including a development agreement with the City of Jacksonville for the overall development. Ms. Kilgo stated Elements has indicated the approval of the full entitlements is essential to closing. The additional time also allows JEA and the purchaser to work with the Florida Department of Environmental Protection on the transfer of the Brownfield responsibilities to the purchaser for the development site. There was discussion about the level of binder deposits for the contract. The developer has paid a \$200,000 binder which may be applied to the purchase price upon closing or refunded in certain circumstances. There is also an extension fee of \$50,000 payable for the extension of time which is non-refundable if the purchaser elects not to close, but also applicable to the purchase price upon closing. Mr. Cumber declared a conflict of interest and filed Form 8B Memorandum of Voting Conflict for County, Municipal, and other Local Public Officers. A signed copy is in the meeting file. **On motion** by Vice Chair Burr and second by Secretary Kesler, the Board approved the extension of the purchase and sale agreement due diligence period to November 30, 2016 with closing by the end of December 2016. Also in attendance were Michael Munz, Peter Rummel, Michael Balanky, Elements Development of Jacksonville, LLC, Rick Hawthorne, counsel for Elements, along with David Edwards, JEA's counsel.
2. **JEA SolarSmart and Integration of Solar Resources – Melissa Dykes, Chief Financial Officer,** provided an overview of JEA's history with solar, the current state, and the desire for a lower carbon future. Ms. Dykes stated JEA's goal is to provide reliable, affordable, and environmentally responsible utility services. Ms. Dykes provided information on how solar behaves as a resource for Northeast Florida, as well as the contrast with the load serving obligations JEA has as a utility. Ms. Dykes stated JEA has supported the development of solar technologies since 1999 by piloting photovoltaic (PV) panel deployments at various locations within the City of Jacksonville. Board Members were provided a handout and Ms. Dykes presented an overview of Net Metering. A copy is located in the meeting file. Ms. Dykes stated the cost of solar has substantially declined and growth of JEA customer-owned systems is accelerating. Since 2009, the cost of installed solar has declined more than 70%, which indicates the beginning of a transformation in the solar market. Ms. Dykes stated the combination of these two factors presents a great time for JEA to align its policies, procedures, and pricing with the market. JEA proactively sought feedback regarding the proposed strategies from almost 40 environmental advocacy and solar industry stakeholder groups. Ms. Dykes reviewed the objectives of JEA's new solar programs which include: 1) grow JEA's solar resources by increasing the number and diversity of new utility scale solar installations in the JEA service territory; 2) expand customer offerings by identifying and implementing new value-added products made available as a result of JEA's new solar resources; and 3) align customer-owned solar pricing policies to current

market conditions and ensure that JEA treats all customers fairly. JEA will continue to engage the community and Board Members. Mr. McElroy stated the next step is to call a public hearing to occur at the March 15, 2016 JEA Board Meeting. Additional information provided by Mr. McElroy and Ms. Dykes included solar costs and value.

3. **Recommendation to Call a Public Hearing to Add New Customer Rate Options and Implement Administrative Changes to the Electric Tariff Documentation** – Melissa Dykes, Chief Financial Officer, stated in addition to the new SolarSmart option for customers, JEA is proposing additional street lighting services, administrative changes to the electric tariff document including a Distributed Generation application fee, and a modification to the Economic Development Program Rider to allow these customers to participate in SolarSmart. On **motion** by Mr. Howard and second by Mr. Cumber, Board Members held discussions regarding a Board workshop and community engagement forums. After Board Members unanimously approved to call a public hearing, Jody Brooks, Office of General Counsel, requested the Board to clarify the action taken. Mr. Jones revised the motion to state the public hearing would occur at the March 15, 2016 Board Meeting, with the Board taking action at the April 19, 2016 JEA Board Meeting; a second motion was not provided. Mr. Cumber clarified that the public hearing and vote are required to occur at the same meeting and revised the **motion**, with a second by Mr. Jones, to hold a workshop on solar at the March 15, 2016 Board Meeting, with a public hearing to take place at the April 19, 2016 Board Meeting, which will require Board action. With a vote, the Board unanimously approved.
4. **JEA Strategic Planning Update** – Vickie Cavey, Director, Strategy Development and Execution, provided a review of JEA's strategic plan and implementation. This strategic plan was launched in October 2013 and is revised and relaunched each year. This item was provided for information only.

Ms. Flanagan departed the meeting at 11:47 AM.

5. **Bi-Monthly Finance Presentation** – Melissa Dykes, Chief Financial Officer provided a presentation highlighting key financial metrics and results of JEA's Electric and Water and Sewer systems ending January 31, 2016.

In the interest of time, the Compensation Committee Report was provided by Committee Chair Kesler; however, the minutes reflect the original order of the agenda.

- C. **Other New Business** – Mr. Jones reviewed recent media reports regarding JEA employees parking in downtown parking spaces. Mr. McElroy reviewed JEA's historical plan and processes for JEA vehicles when parking downtown. Mr. McElroy advised the Board JEA is looking into acquiring additional parking spaces. Chair Petway advised that staff will be seeking parking opportunities, along with discussions on facilities. Chair Petway requested Vice Chair Burr to meet with Mr. McElroy regarding the JEA facilities and provide a report at an upcoming Board Meeting.
- D. **Old Business** – none

Agenda Item IV – Reports

- A. **Compensation Committee Report** – Delores Kesler, Committee Chair stated the Compensation Committee met on February 10, 2016.
 1. Minutes from January 5, 2016 – received for information

2. FY2016 CEO Scorecard – Paul McElroy, Chief Executive Officer – Committee Chair Kesler presented the Committee reviewed the CEO goals for gradation and stated the goals have been weighted based on the emphasis on each area. Based on feedback received at the February 10, 2016 Compensation Committee, the weights have been amended to a points system instead of a percentage. Committee Chair Kesler stated all goals are objective with the exception of “Maintain Positive and Constructive Relationships with All Key Stakeholders”, which is a subjective goal. The scoring technique will allow the Board to rate the CEO’s performance in an objective manner and place emphasis on key objectives and goals. Mr. McElroy provided additional information regarding the net revenues goal, excluding weather contingency. On **motion** by Mr. Cumber and second by Mr. Jones, the Board unanimously approved the FY2016 CEO Scorecard with the amended gradation of each goal.
- B. Managing Director/CEO’s Report** – Mr. McElroy reviewed the following items:
1. Changes in Bargaining Unit Legislative Body and Related Process Changes
 2. JEA Charter changes
 3. Update on the Clean Power Plan
 4. Other
 - a. Media requests to be directed to the Board Chair
 - b. Recent media reports regarding the water quality in Jacksonville
 - c. JEA received 904 magazine’s 2016 Companies with Heart award
- C. Chair’s Report** – Chair Petway reviewed the following items:
1. Welcomed Board Member Alan Howard
 2. Outlined JEA Committee structure as follows:
 - a. Compensation Committee: Kesler (Chair), Petway, Flanagan, Jones
 - b. Finance & Audit Committee: Flanagan (Chair), Petway, Burr, and Cumber
 - c. Government Affairs: Howard (Chair), Petway, Burr, and Jones

Agenda Item V – Closing Considerations

- A. Announcements** – Next Board Meeting – March 15, 2016 at 9:30 AM
- B. Adjournment**

With no further business claiming the attention of the Board, Chair Petway adjourned the meeting at 12:18PM.

APPROVED BY:


SECRETARY

DATE: 2-15-16

Board Meeting recorded by:

Melissa M. Charleroy

Melissa M. Charleroy

Executive Assistant

FORM 8B MEMORANDUM OF VOTING CONFLICT FOR COUNTY, MUNICIPAL, AND OTHER LOCAL PUBLIC OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME Cumber, Husein	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE JEA Board of Directors
MAILING ADDRESS 21 W. Church Street	THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF: <input checked="" type="checkbox"/> CITY <input type="checkbox"/> COUNTY <input type="checkbox"/> OTHER LOCAL AGENCY
CITY Jacksonville	COUNTY Duval
DATE ON WHICH VOTE OCCURRED February 16, 2016	NAME OF POLITICAL SUBDIVISION: MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE

WHO MUST FILE FORM 8B

This form is for use by any person serving at the county, city, or other local level of government on an appointed or elected board, council, commission, authority, or committee. It applies to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

A person holding elective or appointive county, municipal, or other local public office **MUST ABSTAIN** from voting on a measure which would inure to his or her special private gain or loss. Each elected or appointed local officer also **MUST ABSTAIN** from knowingly voting on a measure which would inure to the special gain or loss of a principal (other than a government agency) by whom he or she is retained (including the parent, subsidiary, or sibling organization of a principal by which he or she is retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. Commissioners of community redevelopment agencies (CRAs) under Sec. 163.356 or 163.357, F.S., and officers of independent special tax districts elected on a one-acre, one-vote basis are not prohibited from voting in that capacity.

For purposes of this law, a "relative" includes only the officer's father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with the officer as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

* * * * *

ELECTED OFFICERS:

In addition to abstaining from voting in the situations described above, you must disclose the conflict:

PRIOR TO THE VOTE BEING TAKEN by publicly stating to the assembly the nature of your interest in the measure on which you are abstaining from voting; *and*

WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

* * * * *

APPOINTED OFFICERS:

Although you must abstain from voting in the situations described above, you are not prohibited by Section 112.3143 from otherwise participating in these matters. However, you must disclose the nature of the conflict before making any attempt to influence the decision, whether orally or in writing and whether made by you or at your direction.

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes. (Continued on page 2)

APPOINTED OFFICERS (continued)

- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15-days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF LOCAL OFFICER'S INTEREST

I, Husein Cumber, hereby disclose that on February 16, 20 16 :

(a) A measure came or will come before my agency which (check one or more)

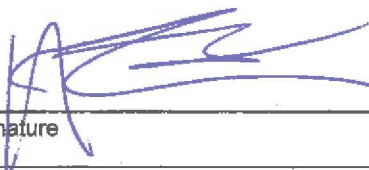
- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____ ;
- inured to the special gain or loss of my relative, _____ ;
- inured to the special gain or loss of Florida East Coast Industries, by whom I am retained; or
- inured to the special gain or loss of _____, which is the parent subsidiary, or sibling organization or subsidiary of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

Item B1 of the Agenda - Real Estate Purchase and Sale Agreement for Southside Generating Station (SGS) Property.

If disclosure of specific information would violate confidentiality or privilege pursuant to law or rules governing attorneys, a public officer, who is also an attorney, may comply with the disclosure requirements of this section by disclosing the nature of the interest in such a way as to provide the public with notice of the conflict.

2/16/2016
Date Filed


Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.



III.B.1.
2/14/2016

Building Community
AGENDA ITEM SUMMARY

February 5, 2016

SUBJECT: REAL ESTATE PURCHASE & SALE AGREEMENT FOR SOUTHSIDE GENERATING STATION (SGS) PROPERTY - UPDATE & TIME EXTENSION REQUEST

Purpose: Information Only Action Required Advice/Direction

Issue: JEA entered into a Purchase and Sale Agreement for the Southside Generating Station site in February 2015 with Elements Development of Jacksonville, LLC. The contract included a due diligence period of 365 days with one 45-day extension. Elements has asked to extend the contract length to 2016 year end due to the need to complete the remaining entitlements for the development of the property, including a development agreement with the City of Jacksonville for the overall development. Elements has indicated that approval of the full entitlements is essential to closing.

Significance: Contractually, the purchaser may elect to extend the due diligence period 45 days and has indicated the desire to extend. The 45-day extension would end on March 28, 2016 with 30 days to close by April 27, 2016. The purchaser has asked to extend the due diligence period and closing to the end of the year with no additional deposit. The current deposit in escrow is \$200,000.

Effect: The extension would allow the opportunity for the purchaser and JEA to complete the sale. The purchaser needs to complete the remaining entitlements, including a development agreement with the City for the overall development.

Cost or Benefit: Approval of the extension would maintain the existing contract and allow the purchaser to complete approvals needed, increasing the likelihood of closing. The additional time would also allow more time for JEA and the purchaser to work with the Florida Department of Environmental Protection (FDEP) on the transfer of the Brownfield responsibilities to the Purchaser for the development site.

Recommended Board action: Staff recommends the Board approve the extension of the purchase and sale agreement due diligence period to November 30, 2016 with closing by end of December.

For additional information, contact: Nancy Kilgo Veasey 904-509-5021

Submitted by: *[Signature]* PEM/MB/HNV

[Signature]

MISSION

Helping our community through high performance and water solutions

VISION

High performance water solutions for a sustainable future

VALUES

- Integrity
- Innovation
- Accountability
- Teamwork

Commitments to Action

- Earn Customer Loyalty
- Deliver Business Excellence
- Develop an Unbeatable Team

III B.1.
2/16/2016



INTER-OFFICE MEMORANDUM
February 5, 2016

SUBJECT: REAL ESTATE PURCHASE & SALE AGREEMENT FOR SOUTHSIDE
GENERATING STATION (SGS) PROPERTY - UPDATE & TIME EXTENSION
REQUEST

FROM: Paul E. McElroy, Managing Director/CEO

TO: JEA Board of Directors

BACKGROUND:

JEA entered into a Purchase and Sale Agreement for the Southside Generating Station site in February 2015 with Elements Development of Jacksonville, LLC. The contract included a due diligence period of 365 days with one 45-day extension. Elements has asked to extend the contract length to 2016 year end due to the need to complete the remaining entitlements for the development of the property, including a development agreement with the City of Jacksonville for the overall development. Elements has indicated that approval of the full entitlements is essential to closing.

DISCUSSION:

Approval of the extension would maintain the existing contract and allow the purchaser to complete approvals needed, increasing the likelihood of closing. The additional time would also allow more time for JEA and the purchaser to work with the Florida Department of Environmental Protection (FDEP) on the transfer of the Brownfield responsibilities to the Purchaser for the development site. The purchaser has asked to extend the due diligence period and closing to the end of the year with no additional deposit. The current deposit in escrow is \$200,000.

RECOMMENDATION:

Staff recommends the Board approve the extension of the purchase and sale agreement due diligence period to November 30, 2016 with closing by end of December.

PEM/MRH/NKV

Paul E. McElroy, Managing Director/CEO

III. B. 1.
2/11/2016

DMP&H
DRIVER MCAFEE
PEEK & HAWTHORNE

One Independent Drive
Suite 1200
Jacksonville, Florida 32202

P (904) 301.1269
F (904) 301.1279
www.dmphlaw.com

February 9, 2016

VIA E-mail and FEDEX

Nancy Kilgo
JEA
21 West Church Street, T-11
Jacksonville, FL 32202
kilgna@jea.com

David J. Edwards, Esq.
Edwards, Cohen, Dawson, Mangu & Noble, P.A.
200 West Forsyth Street, Ste. 1300
Jacksonville, FL 32202
dedwards@edcolaw.com

**Re: Purchase and Sale Agreement dated February 11, 2015, between JEA, a body politic and corporate ("Seller") and ELEMENTS DEVELOPMENT OF JACKSONVILLE, LLC, a Florida limited liability company ("Purchaser"), as amended (the "Agreement") for property known as the JEA Southside Generating Station Site, as more particularly described in the Agreement
File No. 11959.00002**

Dear Nancy and David:

I am writing on behalf of the Purchaser under the Agreement. As you know, Purchaser has expended considerable time and money to obtain project entitlements and to complete its due diligence on the contemplated development of the former JEA South Side Generating Station site (the "Project"). In fact, in addition to the deposit under the Agreement, the Purchaser has spent close to one million dollars so far on the development and is still working diligently through the entitlement process. Of particular note were issues presented in obtaining transportation concurrency for the Project and solving the issues presented by the transition from the Downtown DRI to the mobility fee system. The Purchaser spent the time and money necessary to solve an issue that would have stalled not only the Project but other large scale downtown mixed use projects as well. This issue was not anticipated by any parties to the Agreement when the RFP was originally awarded to the Purchaser.

To date the Purchaser has received numerous governmental approvals in pursuit of the Project including an Allocation of Development Rights Agreement, a Notice of Proposed Change to the

Consolidated Downtown DRI and access agreements with the school board to modify access to the Project. Additional approvals that are required to permit development of the Project to move forward include a Redevelopment Agreement with the City of Jacksonville and a modification to the existing Brownfield Site Rehabilitation Agreement.

As a consequence of the complexity of the issues in the permitting to date, particularly the DRI issue, Purchaser's entitlement timeline has been delayed beyond what was originally anticipated but the Purchaser remains steadfastly engaged in procuring the remaining entitlements for the Project. To that end, at the JEA Board meeting on February 16, 2016, Purchaser will request an extension of the Inspection Period until November 30, 2016 with a Closing Date 30 days thereafter in order to allow the Purchaser the necessary time to obtain the various governmental approvals required to develop the Project. We have also discussed this issue with the Administration of the City of Jacksonville as well as the CEO of the Downtown Investment Authority and they have indicated their concurrence with this request.

Please do not hesitate to contact me if you have any questions.

Sincerely,



Richard W. Hawthorne

Enclosure

CC: Michael F. Balanky (via e-mail: mbalanky@chaseproperties.com)
Jason S. Lichtstein (via e-mail: Jason.Lichtstein@akerman.com)