From: Shalley, Nicolle M.
To: Cottle, Lisa A.; Bielarski, Edward J
Subject: Draft MOU
Date: Monday, February 20, 2017 6:28:56 PM
Attachments: mou - gru purchase of biomass facility.docx

Hello Ed and Lisa –

Attached are my questions/revisions (in track changes format) to the February 20th draft. I am available to discuss should either of you have questions. Most importantly, these drafts are public records and my understanding from Ed is that this MOU initially serves to put GRU management's basic terms of offer into writing for submission to GREC. If GREC agrees, they will execute and Ed will take to the Utility Advisory Board and City Commission. The MOU is not reducing the confidential discussions (held under the NDA) to writing. It is simply one side (GRU) trying to get an offer "on the table" to see if there is real interest in continuing to the next step. You will see I inserted a great deal of public records language, that is because we want both sides to understand clearly how this will work if a deal moves forward -- neither Ed nor I desire (nor do we believe the UAB or CCOM would tolerate) bringing forward largely redacted documents to the public meetings. However, we understand some specific information may be exempt under the public records law and the party providing it should have the opportunity to protect it.

I understand that while I was on vacation last week, Ed desired to move forward with drafting this MOU and called upon Lisa under the "general matters" retention that we have with Winston and Strawn. Since I am back, I am happy to pick this up and work on it with Ed and call upon Lisa only as needed. Lisa, please bill your time on this to the "general matters" and not to the GREC Arbitration. Thank you.

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