From: Shalley, Nicolle M.
To: Orlando, Annie
Cc: Baxley, Robin L.; Bielarski, Edward J
Subject: RE: Question from UAB Member Sandy Campbell
Date: Thursday, February 02, 2017 11:44:46 AM

Hello Ms. Orlando – An agenda mod was submitted to the City Commission asking them to continue the item to the 16th, so that the UAB can hear the item on the 15th.

Nicolle M. Shalley
City Attorney
City of Gainesville
352-393-8747 (phone)

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From: Orlando, Annie
Sent: Thursday, February 02, 2017 11:24 AM
To: Shalley, Nicolle M.
Cc: Baxley, Robin L.; Bielarski, Edward J
Subject: Re: Question from UAB Member Sandy Campbell

I''m not sure if Sandy has responded but after reading this thread, I am requesting for this item to be removed from today's agenda and to add it to the UAB's agenda for our next meeting.

Thanks,
Annie

Sent from my iPad

On Jan 30, 2017, at 1:45 PM, Shalley, Nicolle M. <shalleynm@cityofgainesville.org> wrote:

> Hello Members of the Utility Advisory Board –
>
> In response to Member Campbell's question below, when Ms. McNeill left employment with the City on January 5, she left with me information concerning the firm that she and CFO Justin Locke selected (after reviewing firms in late 2015/early

2016) to assist with a pre-pay or some other type transaction involving the GREC facility.

As you may be aware, following mediation in late October, Mr. Bielarski and Mr. Gordon began discussions concerning a mutually beneficial transaction. This Office has not been a party to those discussions to-date. However, very recently, Mr. Bielarski spoke with me about the progress of such discussions and we discussed some key transactional issues (such as, but not limited to, acquisition and financing structures, permitting and tax) that would require specialized assistance from outside legal counsel. Mr. Bielarski indicated that such work may need to progress quickly. Mr. Bielarski and Mr. Locke confirmed that they continued to recommend use of the Norton firm and I spoke with the lead partner of the firm, Rick Weber, to confirm their interest, qualifications, experience, no conflicts, etc… in doing such work.

This Office has no objection to asking the Commission to continue this item to February 16, in order for the UAB to hear the item at its meeting on February 15. But I will defer to Mr. Bielarski as to timing and Mr. Locke as to availability (as he would be the one to speak to the selection of this particular firm). For my part (as I will be out of the Office the week of February 13th), I can confirm that, if a transaction moves forward, there will be the need for timely outside legal expertise for these (and perhaps other) transactional issues and that this large, national firm that GRU Management recommends appears to have the depth and requisite expertise to assist GRU Management with any transaction they structure and present to the UAB and City Commission for consideration.

Feel free to call or email me if you have any further questions, please do not "reply all" to this email. Thank you.

Nicolle M. Shalley
City Attorney
City of Gainesville
352-393-8747 (phone)

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From: Baxley, Robin L.

Sent: Monday, January 30, 2017 12:34 PM
To: Shalley, Nicolle M.; Bielarski, Edward J
Cc: DL_Utility Advisory Board
Subject: Question from UAB Member Sandy Campbell
Importance: High

Please see below for a question from Sandy Campbell.

Robin Baxley
Office Coordinator
General Manager's Office
Gainesville Regional Utilities
352-393-1032

From: Campbell,Sandy [mailto:sandy.campbell@ent.ufl.edu]
Sent: Monday, January 30, 2017 11:38 AM
To: Baxley, Robin L.
Subject: can you forward please..
Importance: High

RETENTION OF NORTON ROSE FULBRIGHT TO ADVISE THE CITY IN THE REVIEW OF LEGAL ISSUES ASSOCIATED WITH A POTENTIAL PURCHASE OR OTHER BENEFICIAL TRANSACTION INVOLVING THE GAINESVILLE RENEWABLE ENERGY CENTER FACILITY (NB)
City of Gainesville Page 6 Printed on 1/ 26/17 at 1:02 pm
City Commission Meeting Agenda February 2, 2017

Robin,
Will you please forward to the UAB board members with a cc to Nicolle Shalley and Ed?

Dear Members of the UAB,

I was reviewing upcoming meetings of the CC and the UAB and saw the above agenda item on the CC meeting scheduled for 2/2/17. To my knowledge this has not been reviewed or presented to the UAB. It was my understanding that items such as this would go before the UAB for recommendation to the CC unless there was a time constraint. I assume that this was in discussion for a period of time given the notation that interviews have been held.

Ms. Shalley, Ed,

Can you help me understand how this skipped the UAB?

Sincerely,

Sandy Campbell