From:	Cottle, Lisa A.
To:	Bielarski, Edward J
Cc:	Shalley, Nicolle M.
Subject:	RE: Draft MOU
Date:	Tuesday, February 21, 2017 11:53:17 AM
Attachments:	mou - gru purchase of biomass facility (8813050) (2).docx

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Attached are a few additional edits for your consideration. I have been conferring with my corporate partner Jonathan Birenbaum on preparation of the MOU and he had a comment in addition to the edits I sent yesterday. GREC's authorized representative should be authorized to bind the LLC, so it would not be necessary or customary to have a separate signature for the LLC Members. We suggest striking that separate signature block and requirement for LLC member approval from the MOU, as shown in the attached.

Lisa

-----Original Message-----
From: Bielarski, Edward J [mailto:BielarskiEJ@gru.com]
Sent: Monday, February 20, 2017 4:42 PM
To: Cottle, Lisa A. <LCottle@winston.com>
Cc: Shalley, Nicolle M. <shalleynm@cityofgainesville.org>
Subject: Re: Draft MOU

Folks,

I wish to continue the arbitration through closing of the deal at this point. I think it's important to continue parallel paths at this point.

Ed B

Sent from my iPad

On Feb 20, 2017, at 7:10 PM, Cottle, Lisa A. <LCottle@winston.com<mailto:LCottle@winston.com>> wrote:

Nicolle,

Thank you for these changes and for clarifying the process. Regarding your question about the effect of signing this on the pending arbitration, we intended for now that there would be no stay, but we can discuss that further. A stay at this point would require an extension of the hearing dates, given the timing. Attached are a few edits for your consideration. And I will bill my time to the general matters retention. Please let me know if I can do anything further to assist.

Best regards,
Lisa

From: Shalley, Nicolle M. [mailto:shalleynm@cityofgainesville.org]
Sent: Monday, February 20, 2017 3:29 PM
To: Cottle, Lisa A. <LCottle@winston.com<mailto:LCottle@winston.com>>; Bielarski, Edward J <BielarskiEJ@gru.com<mailto:BielarskiEJ@gru.com>>
Subject: Draft MOU

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.

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

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<MOU - GRU purchase of biomass facility_(8813050)_(1).DOCX>