

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Ohio Edison)	
Company, the Cleveland Electric)	
Illuminating Company, and the Toledo)	Case No. 17-974-EL-UNC
Edison Company's Compliance with)	
R.C. 4928.17 and the Ohio Adm. Code)	
Chapter 4901:1-37.)	

**MOTION FOR A SUBPOENA FOR FORMER FIRSTENERGY CORP. SENIOR
VICE PRESIDENT OF EXTERNAL AFFAIRS MICHAEL DOWLING TO
APPEAR AT DEPOSITION
BY
OFFICE OF THE OHIO CONSUMERS' COUNSEL**

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August 4, 2022

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This motion is to subpoena FirstEnergy Corp.'s former Senior Vice President of External Affairs, Michael Dowling. The subpoena requires Mr. Dowling to appear at deposition.¹

Mr. Dowling was terminated from his position at FirstEnergy Corp. effective October 29, 2020 because he "violated certain FirstEnergy policies and its code of conduct [and] did not maintain and promote a control environment with an appropriate tone of compliance in certain areas of FirstEnergy's business, nor sufficiently promote, monitor or enforce adherence to certain FirstEnergy policies and its code of conduct."² FirstEnergy Corp. stated that Mr. Dowling's termination stemmed from its internal investigation relating to the H.B. 6 matter.³

¹ OCC would have included a request for Mr. Dowling to bring documents to his deposition; however, the Attorney Examiner ruled (wrongly in our view) that OCC is not entitled to request documents when it filed a motion to subpoena Ms. Ebony Yeboah-Amankwah for deposition. *See* Entry (June 16, 2022).

² FirstEnergy Corp. Form 10-K at 125 (February 18, 2021).

³ *Id.*

The conduct that Mr. Dowling participated in was described by Plaintiffs' counsel in an affidavit filed in the federal securities lawsuit related to H.B. 6. The affidavit states:

* * *

4. Plaintiffs' counsel believe that the discovery received would have shown at trial that two senior executives of FirstEnergy devised and orchestrated FirstEnergy's payments to public officials in exchange for favorable legislation and regulatory action:
 - Defendant Charles E. Jones, who was FirstEnergy's Chief Executive Officer and a director at the time of the scheme and has since been terminated by the Company; and
 - Defendant Michael J. Dowling, who was FirstEnergy's Senior Vice President for External Affairs at the time of the scheme and has since been terminated by the Company.
5. Based on the discovery, Plaintiffs' counsel understand that Defendant Jones is the individual identified in the DPA [Deferred Prosecution Agreement] as "Executive 1" and that Defendant Dowling is the individual identified in the DPA as "Executive 2." The DPA describes Executive 1's and Executive 2's central roles in the events giving rise to this litigation.
6. Defendants Jones and Dowling have vehemently denied acting improperly, and neither Jones nor Dowling have been charged by the Department of Justice.⁴

OCC intends to question the deponent on topics that are reasonably calculated to lead to the discovery of admissible evidence in this corporate separation case. Among

⁴ *Jennifer L. Miller v. Michael J. Anderson, et al.*, Case No. 5:20-cv-1743 Affidavit of Jeroen Van Kwaegen and Thomas Curry (N.D. Ohio) (March 23, 2022).

these topics, OCC intends to question the deponent concerning the documents attached to this motion.

The present subpoena compels Mr. Dowling to appear for deposition. The deposition will be at OCC's offices at 65 East State Street, Suite 700, Columbus, Ohio 43215, fourteen days from the date of the subpoena (or at such alternative date and/or location that is mutually agreed upon).

This case concerns FirstEnergy's noncompliance with Ohio corporate separation requirements, including FirstEnergy's misallocations of costs related to House Bill 6, which were part of "the largest bribery money laundering scheme in Ohio history." Mr. Dowling was Senior Vice President of External Affairs at FirstEnergy Corp. through his termination on October 29, 2020.⁵

Among other things, OCC needs to question Mr. Dowling regarding what FirstEnergy described as conduct relating to the payments which resulted in misallocated costs to the FirstEnergy Ohio Utilities.⁶ OCC also needs to question Mr. Dowling about FirstEnergy's bookkeeping, which FERC described in a recent audit report:

Even more concerning, several factual assertions agreed to by FirstEnergy in DPA and the remedies FirstEnergy agreed to undertake, point towards internal controls having been possibly obfuscated or circumvented to conceal or mislead as to the actual amounts, nature, and purpose of the lobbying expenditures made, and as a result, the improper inclusion of lobbying and other nonutility costs in wholesale transmission billing rates.⁷

⁵ FirstEnergy Corp. Form 8-K (October 29, 2020).

⁶ *Jennifer L. Miller v. Michael J. Anderson, et al.*, Case No. 5:20-cv-1743 Affidavit of Jeroen Van Kwaegen and Thomas Curry (N.D. Ohio) (March 23, 2022).

⁷ *In re FirstEnergy Audit*, Docket No. FA19-1-000 at 48 (February 4, 2022) (emphasis added).

It appears that, at Mr. Jones' and Mr. Dowling's direction, FirstEnergy made various political contributions which were then improperly allocated to the FirstEnergy Utilities and improperly charged to consumers. The misallocations were for FirstEnergy political contributions to Generation Now and Hardworking Ohioans, as well as payments to Sustainability Funding Alliance, a firm associated with former PUCO Chair Sam Randazzo.⁸

Consumers were wrongly charged \$6,639,339 for FirstEnergy's improper cost allocations. FirstEnergy also improperly charged to capital accounts an additional \$7,445,573 which a PUCO auditor has recommended should be removed from rate base in future rate cases.⁹ OCC seeks information from Mr. Dowling relating to his inaction and conduct that allowed these misallocations to occur.

The PUCO has repeatedly stated that it is "determined to act in a deliberate manner, based upon facts rather than speculation."¹⁰ Signing this subpoena for OCC is part of obtaining the facts (and justice). The subpoena also would help to achieve Chair French's objective to provide "more transparency" "to lift the 'black cloud' of [the] HB 6 scandal" from over the PUCO."¹¹

Accordingly, OCC files this motion for a subpoena to Mr. Dowling, per O.A.C. 4901-1-25. This motion is more fully explained in the attached memorandum in support.

⁸ *In the Matter of the 2020 Review of the Delivery Capital Recovery Rider of the Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company*, Case No. 20-1629-EL-UNC, Audit Report, Expanded Scope (August 3, 2021).

⁹ Case No. 20-1629-EL-UNC, Audit Report, Expanded Scope at 28 (August 3, 2021).

¹⁰ *In the Matter of the Review of Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company's Compliance with R.C. 4928.17 and Ohio Adm. Code Chapter 4901:1-37*, Case No. 17-974-EL-UNC, Entry at ¶ 17 (November 4, 2020).

¹¹ J. Pelzer, *New PUCO Chair Jenifer French: more transparency needed to lift the 'black cloud' of [the] HB 6 scandal*, Cleveland.com (May 18, 2021).

Respectfully submitted,

Bruce Weston (0016973)
Ohio Consumers' Counsel

/s/ Maureen R. Willis

Maureen R. Willis (0020847)
Counsel of Record
John Finnigan (0018689)
Connor D. Semple (0101102)
Assistant Consumers' Counsel

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**BEFORE
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Company, the Cleveland Electric)	
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Edison Company's Compliance with)	
R.C. 4928.17 and the Ohio Adm. Code)	
Chapter 4901:1-37.)	

MEMORANDUM IN SUPPORT

I. INTRODUCTION

OCC files this motion, per O.A. C. 4901-1-25, to subpoena Mr. Michael Dowling. Mr. Dowling should be compelled to appear for deposition at OCC's offices at 65 East State Street, Suite 700, Columbus, Ohio 43215, fourteen days from the date of the subpoena (or alternatively at such date and/or location that is mutually agreed upon).

According to Plaintiffs counsel's affidavit in the *Miller* litigation, Mr. Jones and Mr. Dowling "devised and orchestrated FirstEnergy's payments to public officials in exchange for favorable legislation and regulatory action."¹² An audit ordered by the PUCO revealed that a significant amount of the costs for these payments was improperly allocated to the FirstEnergy Ohio Utilities.¹³ FirstEnergy Corp. reported that its internal investigation into the matter led them to terminate Mr. Dowling from the company due to his inaction and conduct related to this matter.¹⁴ Ms. Ebony Yeboah-Amankwah was

¹² *Jennifer L. Miller v. Michael J. Anderson, et al.*, Case No. 5:20-cv-1743 Affidavit of Jeroen Van Kwaegen and Thomas Curry (N.D. Ohio) (March 23, 2022).

¹³ *In the Matter of the 2020 Review of the Delivery Capital Recovery Rider of the Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company*, Case No. 20-1629-EL-UNC, Audit Report, Expanded Scope (August 3, 2021).

¹⁴ FirstEnergy Corp. Form 10-K at 125 (February 18, 2021).

“separated” at the same time as Mr. Dowling for her inaction related to the House Bill 6 matter.¹⁵ The PUCO previously granted OCC’s motion to subpoena Ms. Ebony Yehboah-Amankwah in this case and overruled Ms. Yeboah-Amankwah’s motion to quash the subpoena.¹⁶

The PUCO has stated that it is “determined to act in a deliberate manner, based upon facts rather than speculation.”¹⁷ But to take appropriate action for public protection based on facts, the PUCO *must first obtain the facts*, including by signing this subpoena for OCC.

Accordingly, the PUCO should grant OCC’s motion.

II. LAW AND ARGUMENT

A. The PUCO should grant OCC’s motion and sign OCC’s subpoena to FirstEnergy’s former Senior Vice President of External Affairs.

OCC satisfies O.A.C. 4901-1-25 for the granting of its motion for a subpoena. Essentially, the signing of the subpoena is a ministerial act for the PUCO. The Attorney Examiner should sign the subpoena when presented by OCC in person, per O.A.C. 4901-1-25(A)(2). If that signing does not occur for whatever reason, the PUCO Examiner should promptly return the signed subpoena to OCC via “United States mail,” per O.A.C. 4901-1-25(A)(1). The PUCO’s consideration of whether a subpoena is “unreasonable or oppressive” is only prompted if another party moves to quash, per O.A.C. 4901-1-25(C).

¹⁵ *Id.*

¹⁶ Entry (June 16, 2022).

¹⁷ *In the Matter of the Review of Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company’s Compliance with R.C. 4928.17 and Ohio Adm. Code Chapter 4901:1-37*, Case No. 17-974-EL-UNC, Entry at ¶ 17 (November 4, 2020).

Under R.C. 4903.082, parties must be given ample rights of discovery. The Ohio Supreme Court recently affirmed OCC and NOPEC’s broad statutory rights to discovery (as intervenors), when it reversed the PUCO’s decision in the FirstEnergy Advisors case. Discovery rights are also in O.A.C. 4901-1-16 et seq. The PUCO denied motions to compel discovery among other things, in the case.¹⁸ The Court directed the PUCO to rule on the discovery motions before issuing a decision on the matters before it.¹⁹

Requiring Mr. Dowling to testify at deposition will help establish how and why FirstEnergy improperly misallocated House Bill 6 costs to the FirstEnergy Ohio Utilities. The evidence obtained to date establishes that FirstEnergy improperly charged the FirstEnergy Utilities for several items. One item was a portion of the \$60 million in payments to Generation Now to benefit a legislator for help in passing House Bill 6.²⁰ Another item was “a FirstEnergy Corp. payment of \$4,333,333, made on January 2, 2019 under a consulting agreement with Sustainability Funding Alliance (“SFA”), which the U.S. Attorney/FirstEnergy deferred prosecution agreement indicates was political spending in support of House Bill 6.”²¹

¹⁸ *In re Suvon LLC*, 2021 WL 4783198, 2021-Ohio-3630 (October 14, 2021).

¹⁹ *Id.* at ¶ 41.

²⁰ *In the Matter of the Review of the Political and Charitable Spending by Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company*, Deposition of Santino Fanelli at 129-130 (March 9, 2021) (testifying that political and charitable spending costs involving Generation Now payments were allocated to the Ohio companies); *see also In the Matter of the 2020 Review of the Delivery Capital Recovery Rider of Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company*, Case No. 20-1629-EL-RDR, Compliance Audit of the 2020 Delivery Capital Recovery (DCR) Riders of Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company, Expanded Audit Report at Table 24 at 27 (Auditor finding that a payment of \$355,800 to Generation Now was “unsupported” but nonetheless classified in part as capital investment and charged to FirstEnergy consumers through the 2017 Rider DCR and the Pole attachment charges) (August 3, 2021).

²¹ *In the Matter of the Review of the Political and Charitable Spending by Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company*, Case No. 20-1502-EL-UNC, Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company’s Supplemental Response to the September 15, 2020 Show Cause Entry at 1 (August 6, 2021).

The PUCO should grant OCC's motion for a subpoena to require Mr. Dowling to testify at deposition.

III. CONCLUSION

The PUCO should sign OCC's subpoena toward giving Ohioans the benefit of a proper investigation of FirstEnergy's apparent corporate separation violations related to House Bill 6. OCC's requested subpoena to FirstEnergy's former Senior Vice President of External Affairs is needed to obtain crucial information for case preparation toward reaching justice in this proceeding.

Respectfully submitted,

Bruce Weston (0016973)
Ohio Consumers' Counsel

/s/ Maureen R. Willis
Maureen R. Willis (0020847)
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(willing to accept service by e-mail)

CERTIFICATE OF SERVICE

I hereby certify that a copy of this Motion was served on the persons stated below
via electric transmission this 4th day of August 2022.

/s/ Maureen R. Willis
Maureen R. Willis
Senior Counsel

The PUCO's e-filing system will electronically serve notice of the filing of this document
on the following parties:

SERVICE LIST

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STATE OF OHIO
PUBLIC UTILITIES COMMISSION
180 E. EAST BROAD STREET
COLUMBUS OHIO 43266-0573

Michael DeWine
GOVERNOR



PUBLIC UTILITIES COMMISSION OF OHIO
SUBPOENA

TO: Mr. Michael Dowling
6360 Meadowsweet Ave. NW
Canton, Ohio 44718

Upon application of the Office of the Ohio Consumers' Counsel ("OCC"), Mr. Michael Dowling, former Senior Vice President of External Affairs of FirstEnergy Corp., is hereby required to appear for deposition at OCC's office at 65 East State Street, Suite 700, Columbus, Ohio 43215 fourteen days of the date of this subpoena or at such alternative time and/or location as is mutually agreed.

This subpoena is issued in connection with the proceeding entitled: "In the Matter of the Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company's Compliance with R.C. 4928.17 and the Ohio Adm. Code Chapter 4901:1-37, Case No. 17-974-EL-UNC."

Dated at Columbus, Ohio, this _____ day of August 2022.

PUCO Attorney Examiner

NOTICE: If you are not a party or an officer, agent, or employee of a party to this proceeding, then witness fees for attending under this subpoena are to be paid by the party at whose request the witness is summoned. Every copy of this subpoena for the witness must contain this notice.

**The following documents, though originally marked confidential,
are public documents pursuant to OCC's disclosure notices
provided for under its protective agreement
with FirstEnergy.**

STATE & FEDERAL COMMISSIONER CONTACTS
AS OF January 10, 2020

	JONES	BELCHER	STRAH	DOWLING	BILTZ
MD COMMISSIONERS					
Jason Stanek, Chairman	10/29/18	--	--	11/11/18	10/29/19
Michael Richard	10/29/18	--	6/27/17	11/11/18	10/29/18
Anthony O'Donnell	--	--	--	11/11/18	7/22/19
Odogwu Obi Linton	10/29/18	--	--	10/29/18	--
Mindy L. Herman	--	--	--	--	6/24/19
NJ COMMISSIONERS					
Joseph L. Fiordaliso, President	2/26/18	2/1/19	--	7/23/19	10/29/19
Bob Gordon	--	--	--	11/18/19	11/18/19
Diane Solomon	2/26/18	--	--	2/26/18	11/19/19
Mary-Anna Holden	10/10/15	--	--	11/11/18	11/18/19
Upendra Chivukula	2/26/18	--	--	2/26/18	--
OH COMMISSIONERS					
Sam Randazzo, Chairman	9/23/19	--	2/12/17	9/23/19	11/18/19
Larry Friedeman	--	--	6/27/17	10/26/17	11/18/19
Dennis Deters	--	--	--	10/2/19	11/18/19
Beth Trombold	2/15/15	--	6/27/17	2/10/19	11/18/19
Dan Conway	--	--	6/27/17	2/10/19	11/18/19
PA COMMISSIONERS					
Gladys Brown, Chairman	4/28/15	--	--	11/18/19	11/18/19
David Sweet, Vice Chairman	--	--	--	--	--
John F. Coleman, Jr.	--	--	--	11/18/19	11/18/19
Andrew Place	--	--	--	--	10/29/19
Ralph Yanora	--	--	--	--	--
WV COMMISSIONERS					
Charlotte Lane, Chairman	--	--	--	7/29/19	11/18/19
Brooks F. McCabe, Jr.	8/10/16	--	6/27/17	7/29/19	11/19/19
Renee Larrick	--	--	--	--	--
FERC COMMISSIONERS					
Neil Chatterjee, Chairman	5/22/19	--	--	5/22/19	--
Richard Glick	5/22/19	--	--	5/22/19	11/18/19
Bernard McNamee	--	--	--	--	--

Short Message Report


Conversations: 1	Participants: 2
Total Messages: 8	Date Range: 11/15/2019

Outline of Conversations



NODISPLAY 8 messages on 11/15/2019 • Charles Jones • Michael Dowling

Messages in chronological order (times are shown in GMT -05:00)

	NODISPLAY	
MD	Michael Dowling I spoke with Sam today. Told me 2024 issue will be handled next Thursday (November 21).	11/15/2019, 2:01 PM
CJ	Charles Jones Great. Any idea yet on the "handle"?	2:04 PM
MD	Michael Dowling ??	2:18 PM
CJ	Charles Jones Handled next Thursday. How handled?	2:19 PM
CJ	Charles Jones I got it in 80% of EEI meetings.	2:19 PM
MD	Michael Dowling Yeah. We spoke today because he wanted to know what we said to Steve Fleishman. Steve has a call into Sam and Sam wanted to understand what we told Steve before Sam called him back. I got the sense from talking to Irene that 2024 came up a lot. In any event, he's going to make the requirement to file go away, but I do not know specifically how he plans to do it.	2:22 PM
CJ	Charles Jones I told Fleishman that "I have zero worry about a rate decrease in 2024". Told him that I knew generically that Sam, Staff, and Legislature are looking at changes to how future rate making might be done, but I don't know details.	2:25 PM
MD	Michael Dowling That's exactly what Irene told me. Great.	2:29 PM

From: "Dowling, Michael J." <dowlingm@firstenergycorp.com>

To: "Biltz, Justin T" <jbiltz@firstenergycorp.com>

Subject: Re: [EXTERNAL] Google Alert - Ohio "consumers counsel"

Date: Mon, 1 Jul 2019 11:19:19 +0000

Importance: Normal

I spoke with Same a few times yesterday - mostly on HB6, but we also discussed DMR and what we are recommending to Sam.

Michael J. Dowling
Senior VP, External Affairs
FirstEnergy
330-384-5761 office
330-283-1180 mobile

On Jul 1, 2019, at 7:05 AM, Biltz, Justin T <jbiltz@firstenergycorp.com> wrote:

I will be on the phone as well. I agree, we are going to need to call all the commissioners and several staff.

Sent from my iPad

On Jun 30, 2019, at 6:19 PM, Dowling, Michael J. <dowlingm@firstenergycorp.com> wrote:

Are you ready for tomorrow morning cej meeting. I'll call in. Regardless of decision, we need to talk to PUCO staff and Sam.

Michael J. Dowling
Sr. Vice President, External Affairs
330-384-5761

Begin forwarded message:

From: Google Alerts <googlealerts-noreply@google.com>

Date: June 30, 2019 at 5:31:19 PM EDT

To: dowlingm@firstenergycorp.com

Subject: [EXTERNAL] Google Alert - Ohio "consumers counsel"



Ohio "consumers counsel"

As-it-happens update · June 30, 2019

NEWS

Fix PUCO so it serves all Ohioans, not just the state's utilities: editorial

cleveland.com

Meanwhile, the General Assembly has slashed the budget of **Ohio's Consumers' Counsel**, which the legislature created in 1976 to be Ohio residential ...

F **T** [Flag as irrelevant](#)

Why House Bill 6 to bail out **Ohio** nuclear plants is likely headed to passage:

Thomas Suddes

cleveland.com

Why House Bill 6 to bail out **Ohio** nuclear plants is likely headed to passage: ... The **Consumers' Counsel** is the state agency that represents **Ohio's** ...

F **T** [Flag as irrelevant](#)

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From: "Dowling, Michael J." <dowlingm@firstenergycorp.com>

To: "Sam Randazzo" <sam@mwncmh.com>

Subject: Fwd: EE Case - Patrick Donlon

Date: Mon, 05 Dec 2016 23:12:51 -0000

Importance: Normal

Attachments: Donlon_Testimony.pdf; ATT00001.htm

Sam - this is the kind of crap that drives me crazy and makes the puco look bad (and opens them up to legitimate criticism). I discussed this issue with AH last week. And here we are.

Michael J. Dowling
Sr. Vice President, External Affairs
330-384-5761

Begin forwarded message:

From: "Biltz, Justin T" <jbiltz@firstenergycorp.com>

To: "Dowling, Michael J." <dowlingm@firstenergycorp.com>

Cc: "Mendenhall, Kelley E" <mendenhallk@firstenergycorp.com>, "Greal, Anne M" <agreal@firstenergycorp.com>

Subject: RE: EE Case - Patrick Donlon

Attached is Patrick Donlon's testimony in our EE case which just got filed. As expected, he recommended a 3% cost cap on energy efficiency programs costs and shared savings. This would produce a cost cap of \$80 million per year for us, which would not even cover our projected program costs, let alone allow us to collect any shared savings.

Our team continues to pursue settlement with the other parties in the EE case. We have some parties that have agreed to sign on in support of a settlement and we are assessing which remaining parties may sign on or not oppose. The hearing is currently scheduled to start next Monday, December 12.

Let me know if you have any questions.

Justin Biltz
Director, State Regulatory Affairs - Ohio
100 E. Broad St, Suite 2225
Columbus, Ohio 43215
(O): 614-358-0142 (C): 330-515-1564
Email: jbiltz@firstenergycorp.com

From: Dowling, Michael J.

Sent: Wednesday, November 30, 2016 11:53 AM

To: Biltz, Justin T <jbiltz@firstenergycorp.com>

Cc: Mendenhall, Kelley E <mendenhallk@firstenergycorp.com>; Greal, Anne M <agreal@firstenergycorp.com>

Subject: Re: EE Case - Patrick Donlon

Okay. Thanks. Proceed.

Michael J. Dowling
Sr. Vice President, External Affairs
330-384-5761

On Nov 30, 2016, at 10:22 AM, Biltz, Justin T <jbiltz@firstenergycorp.com> wrote:

I just got a call from Patrick Donlon regarding our EE case. He said the Staff's position has not changed on the cost cap, meaning that they want a cost cap and it has to include both program costs and shared savings. I reminded him that we share their concern about the rising costs of EE programs, which was a central component of our efforts in SB310. Then I took another run at why the cost cap they are proposing doesn't make sense, and particularly why it makes no sense to include shared savings in the cost cap when it is already subject to a cap. He said Staff is committed to their position and they will litigate the issue. Their testimony is due on Monday, December 5. If we were to file a settlement with the other parties in the case before Monday, Staff may ask for an extension of time in order to review the settlement and file testimony on it. They may also oppose other elements of our stipulation. Patrick is going to be the Staff's witness.

I will update Legal, Rates, and EE regarding the Staff's position.

Justin Biltz
Director, State Regulatory Affairs - Ohio
100 E. Broad St, Suite 2225
Columbus, Ohio 43215
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Short Message Report

Conversations: 1	Participants: 2
Total Messages: 6	Date Range: 11/21/2019

Outline of Conversations



NODISPLAY 6 messages on 11/21/2019 • Charles Jones • Michael Dowling

Messages in chronological order (times are shown in GMT -05:00)

NODISPLAY

MD **Michael Dowling** 11/21/2019, 10:07 AM

Today is our day for action on the 2024 issue. The public mtg is later today - 3 pm.

CJ **Charles Jones** 10:08 AM

OK. Let me know what they do.

CJ **Charles Jones** 10:11 AM

Probably too late but if Sam can make a public statement like “ The requirement was an arbitrary decision. It should be up to the utilities to decide when to have rate cases, so long as they remain in compliance with the SEET test requirements.”

MD **Michael Dowling** 12:37 PM

On it.

MD **Michael Dowling** 5:07 PM

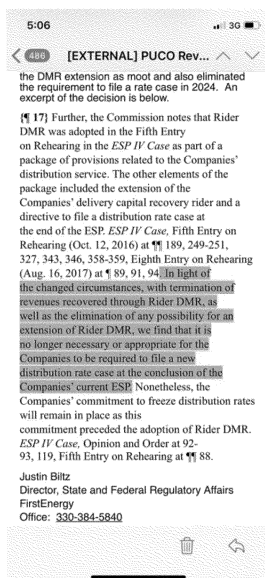


Image: RE [EXTERNAL] PUCO Revised Agenda for November 21, 2019.jpeg (120 KB)

CJ **Charles Jones** 5:17 PM

Got it. 👍.

Item 1

Modification of agreement with Sustainability Funding Alliance

Year Four (2016)	\$1,733,333 (increase by \$600,000)
Year Five (2017)	\$2,866,666 (increase by \$600,000)
Year Six (2018)	\$2,866,666 (increase by \$600,000)
Year Seven (2019)	\$1,733,333 (increase by \$600,000)

New

Year Eight (2020)	\$900,000
Year Nine (2021)	\$800,000
Year Ten (2022)	\$700,000
Year Eleven (2023)	\$600,000
Year Twelve (2024)	\$600,000

\$600,000 per year (2016 through 2024) not contingent on ESP/PPA outcome acceptable to FE and payment underwritten by independent third party.

Item 2

Ms. Vespoli, Mr. Dowling, Mr. Evans, Mr. Vegas, Mr. Frohle, Mr. Pine and Mr. Randazzo will jointly meet with President of the Senate, Speaker of the House and Governor to explain ESP/PPA related need to pass legislation extending SB 310 streamlined opt out to “mercantile customers” effective 1/1/17 with streamlined opt out applicable to AER, EE/PDR and opt out also applicable to any AER, EE/PDR requirements approved by the PUCO (including any requirements established as part of an ESP, MRO or any other PUCO process).

{C48819: }

From: "Dowling, Michael J." <dowlingm@firstenergycorp.com>

To: "Mikkelsen, Eileen M." <mikkelsene@firstenergycorp.com>

Cc: "Strah, Steven E." <sestrah@firstenergycorp.com>

Subject: Re: Ohio HB 6 - Decoupling Talking Points.docx

Date: Fri, 19 Apr 2019 19:49:22 -0000

Importance: Normal

Thanks, Eileen. Steve, I know you want the financials, but a little more background on how we got to where we are. Shortly after all the Ohio utilities met with Speaker Householder, we received a draft copy of the legislation. The draft legislation (and ultimately the as-introduced legislation) eliminated Ohio's energy efficiency mandate, creating a significant annual financial hole for us by foreclosing our ability to continue recovery of Lost Distribution Revenue (LDR). Before the bill was introduced, we developed various ways to address the problem that would ensure our ability to continue recover LDR. Some of our LDR fixes were considered to be politically problematic (by the Speaker's office) because the solutions made it clear we would continue to recover LDR. After some back and forth with the Speaker's office, we landed on the decoupling language that was included in the as-introduced bill.

Michael J. Dowling
Senior VP, External Affairs
FirstEnergy
330-384-5761 office
330-283-1180 mobile

On Apr 19, 2019, at 3:08 PM, Mikkelsen, Eileen M. <mikkelsene@firstenergycorp.com> wrote:

Steve,

I am happy to catch up with you next week. I did discuss this with Jason Lisowski and Jon Taylor prior to the external affairs folks work to include this language in the bill. Both Jason and Jon supported the idea.

We also shared the plan with Steve, Irene and Ollie at our monthly regulatory update meeting. The team did prepare a revenue comparison over the planning period. Importantly, the bill was moving and we were faced with losing collection of lost distribution revenue in the future and were looking for a solution that we could tuck into the bill that wouldn't raise a lot of attention but would protect us financially. I will set something up to discuss in more detail next week. Thank you.

Sent from my iPhone

On Apr 19, 2019, at 2:49 PM, Strah, Steven E. <sestrah@firstenergycorp.com> wrote:

Mike/Eileen - -

I greatly appreciate the attached update and completely understand the "under the radar" aspect. I also understand the approach we be a good thing for customers and the company. I did have a couple questions.

Was there a financial analysis performed on the plan? How does it fit with our current financial plan? How does it impact our 6%-8% growth rate? Myself and the Finance team have seen nothing....I believe....I might be missing something. Perhaps Sonny or someone could reach out to me next week and provide a verbal briefing. Thanks.

From: Dowling, Michael J.

Sent: Monday, April 15, 2019 4:52 PM

To: Strah, Steven E. <sestrah@firstenergycorp.com>; Prezelj, Irene M. <prezelji@firstenergycorp.com>; Taylor, Jon <taylorj@firstenergycorp.com>; Staub, Steven R <sstaub@firstenergycorp.com>; Jones, Charles E. <jonesc@firstenergycorp.com>; Yeboah-Amankwah, Ebony <eyeboah@firstenergycorp.com>; Bingaman, Bradley A <bbingaman@firstenergycorp.com>; Knipe, Brian J <bknipe@firstenergycorp.com>
Cc: Bailey, Joel D. <baileyj@firstenergycorp.com>; Biltz, Justin T <jbiltz@firstenergycorp.com>; Pine, Ty <tpine@firstenergycorp.com>; Mikkelsen, Eileen M. <mikkelsene@firstenergycorp.com>
Subject: Ohio HB 6 - Decoupling Talking Points.docx

Attached are talking points prepared by our Corp. Comm. team with help from Rates, Legal and External Affairs on decoupling language which we proposed be included in the recently-introduced Ohio Clean Energy Bill (House Bill 6). The bill is also attached and the decoupling language appears on lines 517-557. To date, we haven't seen any media articles that have referenced the language. We'd like it to remain "under the radar" as long as possible, but we know the language will inevitably be questioned and discussed. We are educating legislators and others using the attached talking points. Considering the interest in this legislation, the varying degrees of support for the decoupling language from Ohio's other EDUs, and the upcoming earnings call, we wanted you to be aware of the language and have the talking points.

Please let me know if you have any questions.

Short Message Report


Conversations: 1	Participants: 2
Total Messages: 5	Date Range: 6/19/2019

Outline of Conversations



NODISPLAY 5 messages on 6/19/2019 • Asim Haque • Michael Dowling

Messages in chronological order (times are shown in GMT -04:00)**NODISPLAY**

- AH **Asim Haque** 6/19/2019, 10:25 AM
Remember me fondly my friend. It was the regulator that annoyed you the most, that simultaneously gave you the most: DMR and grid modernization spend. I should have a small picture in memoriam within those hallowed halls in Akron.
- MD **Michael Dowling** 10:29 AM
Are you talking about your just found to be illegal DMR?
- MD **Michael Dowling** 10:29 AM

- AH **Asim Haque** 10:30 AM
Correct. And knowing that it would likely be found illegal and could not be refunded, I knew you would hold onto the funds. It's up to Chair Randazzo now to find a path for you.
- AH **Asim Haque** 10:46 AM
I'm kidding around with you albeit my timing is probably bad. In all seriousness, 4-3 decision. It was a lot of work so I feel bad it was overturned.

Short Message Report

Conversations: 1	Participants: 2
Total Messages: 2	Date Range: 6/21/2019

Outline of Conversations



NODISPLAY 2 messages on 6/21/2019 • Chuck E. Jones • Michael Dowling

Messages in chronological order (times are shown in GMT -04:00)**NODISPLAY**

MD

Michael Dowling

6/21/2019, 12:47 PM

Saw the text John Kiani just sent to you and me re/ 10 versus 6 year extension. We had a call on this this morning. We are doing the right things to get us in a position to be successful. At some pint I may ask you to chime in again with the Speaker, but not yet.

MD

Michael Dowling

3:22 PM

Justin and I spoke to Sam on the DMR issues. PUCO will not ask for reconsideration but he's cool if we do.

Short Message Report

Conversations: 1	Participants: 2
Total Messages: 12	Date Range: 7/1/2019

Outline of Conversations



NODISPLAY 12 messages on 7/1/2019 • Charles Jones • Michael Dowling

Messages in chronological order (times are shown in GMT -04:00)**NODISPLAY**MD **Michael Dowling** 7/1/2019, 11:47 AM

Just sent this text to internal FE team.

I talked to Sam R just now. He indicated that based on our OSC reconsideration decision this morning that the PUCO would like to issue an entry making it subject to refund. I asked him to hold off to see if we can make a tariff filing - so we are proactively doing it as opposed to reacting to a PUCO action. He liked that and asked that we work with Tammy T (and that Tammy would like bring in Greg Price). I spoke with Eileen about this and she has plans in motion. I wanted to send a text to ensure we're all on the same page. Doug Colafella is on this text. Eileen is working with Doug to revise the media statement. Thanks all.

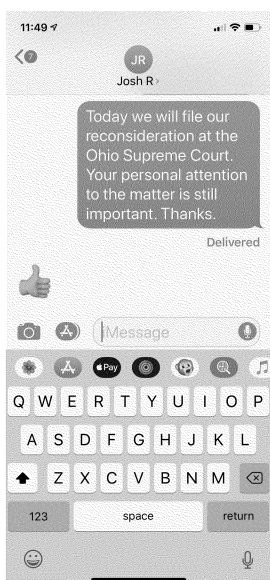
MD **Michael Dowling** 11:49 AM

Image: Image-1.jpeg (312 KB)

CJ **Charles Jones** 11:50 AM

I agree. Good work. Got this from Gary Grant this AM:

Please let me know when you have a moment to discuss this account

MD **Michael Dowling** 9:05 PM

Just had long convo with JHusted just now. Senate President called John twice during our two calls and he called me back twice. All is well. JH is working on the 10 years. He's afraid it's going to end up being 8. Talk later

CJ **Charles Jones** 9:07 PM

Matt needs to close the 10 with Larry and you or him with JH.

MD **Michael Dowling** 9:07 PM

Oh - he called me to talk about Bickle and wants to squeeze Kiani on fes BoD seat.

CJ **Charles Jones** 9:08 PM

But 8 is better than 6. He should squeeze Kiani before bill is passed.

MD	Michael Dowling He's calling him tomorrow.	9:08 PM
CJ	Charles Jones I'm playing golf with Matt at Scioto tomorrow.	9:08 PM
MD	Michael Dowling I'm not giving Kiani a heads up.	9:09 PM
CJ	Charles Jones I agree. He'll call me or you as soon as it happens.	9:09 PM
MD	Michael Dowling No doubt.	9:12 PM

Short Message Report

Conversations: 1	Participants: 2
Total Messages: 3	Date Range: 6/19/2020

Outline of Conversations



NODISPLAY 3 messages on 6/19/2020 • Michael Dowling • Sam Randazzo

Messages in chronological order (times are shown in GMT -04:00)**NODISPLAY**

MD **Michael Dowling** 6/19/2020, 2:07 PM

Attachment: Ohio LDR and Decoupling Talking Points 6.19.20 Final.docx (170 KB)

SR **Sam Randazzo** 3:21 PM

Got - understand the concern at a greater level of detail - I have no knowledge suggesting that your people should be freaking out. I am giving staff the range to do what the staff should be doing knowing that we commissioners make the final call. I think this is a necessary improvement in the way the PUCO has worked in the past. It is different and not without risks. Your efforts to keep me aware of potential implications is helpful to ensure the change that is needed does not produce unfair, unnecessary or unlawful outcomes. Keep advancing your position through the process.

Thanks and enjoy your weekend.

MD **Michael Dowling** 3:29 PM

Thank you.

Short Message Report



Conversations: 1	Participants: 3
Total Messages: 16	Date Range: 10/26/2018

Outline of Conversations



NODISPLAY 16 messages on 10/26/2018 • +13302854513 • Charles Jones • Michael Dowling

Messages in chronological order (times are shown in GMT -04:00)

	NODISPLAY	
MD	Michael Dowling I've sent u a couple emails. Nothing u need to look at before the earnings call.	10/26/2018, 8:11 AM
MD	Michael Dowling Nice job on call. Here's text I sent to Asim after the first DPM question. Hope you're well. Just got a question about taxes and DPM on our earnings call. I think Chuck handled it well. Just wanted you to know I was't bluffing about the interest in DPM from investors perspective. Sounds like we are very close to finishing the crossing of i's and crossing of t's. Thanks.	10:50 AM
#	+13302854513 	11:14 AM
MD	Michael Dowling Can I still call Mr. Murray on the Householder \$100k matter?	11:26 AM
#	+13302854513 When you say "I" you mean you call or me call?	11:28 AM
MD	Michael Dowling Sorry. I mean u. He'll take my call but won't say yes to me. Mike Carey has all the paperwork.	11:29 AM
#	+13302854513 I'm on it.	11:29 AM
MD	Michael Dowling Tx	11:30 AM
MD	Michael Dowling Mike C told me Bob is going to do \$100k. If this ceo thing doesn't work out for u, we have a spot for you in External Affairs.	1:38 PM
#	+13302854513 Tell Mike C to take credit with LH too.	2:09 PM
MD	Michael Dowling Already did.	2:12 PM
MD	Michael Dowling Pros	2:12 PM
#	+13302854513 I know you guys are pros, didn't mean to insult you, just talked to Barb, you wanted to relay the news to meet Pursley to.	2:27 PM
MD	Michael Dowling	2:31 PM

I knew u weren't suggesting otherwise. I was just bragging

+13302854513 2:32 PM
Bob says the money has already been wired

MD **Michael Dowling** 2:33 PM
Boom

Short Message Report

Conversations: 1	Participants: 6
Total Messages: 4	Date Range: 7/1/2019

Outline of Conversations



NODISPLAY 4 messages on 7/1/2019 • Doug Colafella • Ebony Yeboah-Amankwah • Eileen M. Mikkelsen
• Justin Biltz • Michael Dowling • Robert Reffner

Messages in chronological order (times are shown in GMT -04:00)**NODISPLAY**

- MD **Michael Dowling** 7/1/2019, 11:46 AM
I talked to Sam R just now. He indicated that based on our OSC reconsideration decision this morning that the PUCO would like to issue an entry making it subject to refund. I asked him to hold off to see if we can make a tariff filing - so we are proactively doing it as opposed to reacting to a PUCO action. He liked that and asked that we work with Tammy T (and that Tammy would like bring in Greg Price). I spoke with Eileen about this and she has plans in motion. I wanted to send a text to ensure we're all on the same page. Doug Colafella is on this text. Eileen is working with Doug to revise the media statement. Thanks all.
- EM **Eileen M. Mikkelsen** 11:49 AM
Sonny is working with Brian to draft language and Sonny will reach out to Tammy at Staff.
- DC **Doug Colafella** 12:10 PM
Doug here, I talked to EMM and just emailed a slightly revised statement to the group
- EM **Eileen M. Mikkelsen** 1:24 PM
Sonny talked to Tammy and Don Howard from staff. Our plan is in line with their thinking. There was some back and forth on language.

Short Message Report

Conversations: 1	Participants: 2
Total Messages: 31	Date Range: 6/19/2019

Outline of Conversations



NODISPLAY 31 messages on 6/19/2019 • Charles Jones • Michael Dowling

Messages in chronological order (times are shown in GMT -04:00)



NODISPLAY

- CJ **Charles Jones** 6/19/2019, 6:36 AM
Trump
Chuck

Bob Paduchik called and asked if I wanted to be a sponsor of Trump's visit to Cleveland next month I'd go up to \$25,000 if it would help FE
Let me know

Also I would like to send Senator Capito a thank you note, could you have your assistant send me an address
Thanks for yesterday
John Blicke
John, Let me check with Mike and Joel but my initial reaction is to keep your powder dry for now. FE will get no credit at this event and its a long way til November of 2020 so there will be ample opportunities in the future. We may decide to host or co-host something ourselves and if you your contribution would make better sense then. Ill
- CJ **Charles Jones** 6:36 AM
From Blicke and my response. ?? Can you guys get him Shelly's address where we know she'll get his note.
- MD **Michael Dowling** 6:41 AM
Good advice. As for the letter, I'll handle. I'm going to suggest to John that he send his letter to Mike Eckard (or give to me and I'll get it to Mike E). We'll hand-deliver it to his CoS and she'll get it.
- CJ **Charles Jones** 6:41 AM
👍 You take it from here.
- CJ **Charles Jones** 6:43 AM
You may want to give Bob P a heads up we are telling our friends to keep their powder dry for now.
- MD **Michael Dowling** 6:46 AM
I will. I talked to Bob y'day and told him our participation would be highly unlikely for this event but that I'd discuss w/you. He didn't push me and I'm kind of surprised he asked you about it. When Bob and I spoke y'day, I suggested he call u directly because he had a personal question on tickets.
- CJ **Charles Jones** 7:03 AM
Bob hasn't talked to me directly about it. He called John Blicke himself.
- MD **Michael Dowling** 7:07 AM
Ah. Okay. He asked me about getting two tix for All Star game and I suggested he call you directly on that.
- CJ **Charles Jones** 7:10 AM
I can make sure he gets them. You want to go? The "Big Guy" from Columbus is coming.
- MD **Michael Dowling** 7:12 AM

I heard he's coming. I can't attend, but thanks. If all goes well in Columbus I will be in SC that week.

CJ **Charles Jones** 7:13 AM
OK.

MD **Michael Dowling** 7:26 AM
Just learned that SEET will be in Senate's next budget version (which should be out today). This is significant news. Means our language is in the House passed version and will be in the Senate passed version. Dolan was the most helpful.

CJ **Charles Jones** 8:02 AM
How close are they getting to moving the budget?

MD **Michael Dowling** 8:04 AM
Senate will probably move it late tonight or tomorrow morning - then it goes to conference.

MD **Michael Dowling** 9:11 AM
Looks like Ohio Supreme Court's decision on our DMR case is out. What I'm seeing doesn't look good, but wait for Legal to let you know.

CJ **Charles Jones** 9:15 AM
What doesn't look good?

CJ **Charles Jones** 9:16 AM
Stock will take a dump today even though it's not retroactive. Their remedy will be remand it back to PUCO so hopefully Sam can fix it.

MD **Michael Dowling** 9:17 AM
I may have spoke too soon. Hang on.

MD **Michael Dowling** 9:17 AM
I'm reading some good things. I'm heading to FE legal now.

CJ **Charles Jones** 9:26 AM
Sam should make AEP pay \$100M.

MD **Michael Dowling** 9:33 AM
It's a 4-3 loss for FE.

MD **Michael Dowling** 9:34 AM
Awful timing with our SEET test language.

MD **Michael Dowling** 10:15 AM
Bob P tells me that the WH is going with Danly (current FERC general Counsel) but is keeping Neil as chair. Don't know when it will be announced. Also, he told me that Perry is out 8/1/19

CJ **Charles Jones** 10:17 AM
He told me the same things yesterday. I got him covered on 2 tickets for All Star festivities. Big Guy dumped me. Taking his family on vacation during recess.

MD **Michael Dowling** 10:53 AM
Senate just pulled SEET from their budget but indicated they'd let it in during conference.

CJ **Charles Jones** 10:54 AM
We need it more than ever.

MD **Michael Dowling** 3:00 PM
[REDACTED] *

CJ **Charles Jones** 3:01 PM
Sorry to hear. Keep me informed.

MD **Michael Dowling** 3:01 PM
Will do.

MD **Michael Dowling** 8:12 PM
Senate kept SEET in - thanks to ty and Sam Randazzo. Story later.

CJ **Charles Jones** 8:13 PM
Can't wait to talk tomorrow. Need Sam to save DMR.

*OCC has provided redactions to protect personal information

Short Message Report

Conversations: 1	Participants: 3
Total Messages: 8	Date Range: 11/8/2018

Outline of Conversations



NODISPLAY 8 messages on 11/8/2018 Charles Jones Charles Jones Jr Michael Dowling

Messages in chronological order (times are shown in GMT -05:00)



NODISPLAY



Charles Jones

11/8/2018, 7:09 AM

Conversation with Matt this morning. He sent me the first line:

The #1 priority is to have some good and realistic choices in mind for PUCO Chairman. Like quickly.

I'm good with Asim staying.

Shut the f*** up.*

Not!!! My number 1 is Jason. My number 2 is Jason.

Come up with some other too. I agree.
He may have conflict issues like Howard did.
But I'm pushing

When he gets there I want him to offer Asim a job as his assistant. How did we let that happen?
Has he lobbied or worked directly at the Commission?

He has worked a few cases for AEP. But not many.

Jim Trakas? Not sure how Husted/DeWine would feel about him. Kasich trashed him unfairly.
He would be 1000% loyal.

No doubt about that. Has some history on the House Utilities Committee.
Shannon Jones
Not sure she's do it.

I'm thinking - but this is yours and Mike's swim lane. She is Leila's choice so by default not mine.
When I asked around my take was too much of a independent thinker even though she might have been friendly to us. Trakas has been a loyal R, got in that race for Larry, deserves to be rehabilitated.
We need someone who can think out of the box to solve problems as opposed to being imbedded in regulatory morass. Need to be thinking about a second one when Asim resigns.
Having said all that, in case I didn't say it, Jason is my number 1.

MD

Michael Dowling

7:12 AM

I'm reading between the lines your first choice is Jason. Got it.



Charles Jones

4:53 PM

Sam being a d***? *

Redacted for Attorney-Client Privilege
Redacted for Attorney-Client Privilege

From Ebony.

MD

Michael Dowling

4:55 PM

I haven't talked to Sam. Let me check into it.

MD

Michael Dowling

7:45 PM

*Redactions for profane or foul language have been made

Sam isn't negotiating for IEU. One of his guys, Frank Darr is on point. They want a side deal and we can't do it as it would open up our current esp and others wanted to do the same. IEU always holds out for a last squeeze on us. [Redacted for Attorney-Client Privilege]

[Redacted for Attorney-Client Privilege] Still, Sam and I are texting now and will talk soon. Sit tight.

Charles Jones 8:08 PM
Ebony is ticked about something. I'll deal with it.

MD Michael Dowling 8:09 PM
??

MD Michael Dowling 8:25 PM
I gotcha. [Redacted for Attorney-Client Privilege]
[Redacted for Attorney-Client Privilege] Not sure why they discussed with Ebony but I don't care. I did not share the text u sent me with anyone and I wasn't on speaker phone. Who knows and who cares. We are working it. Eileen and Frank Darr are talking tonight. Sam said they could live with establishing a process to discuss some esp issues. He was also fishing to see if the other industrials group got a side deal.

Short Message Report


Conversations: 1	Participants: 3
Total Messages: 6	Date Range: 12/18/2018

Outline of Conversations



NODISPLAY 6 messages on 12/18/2018 • Charles Jones Jr • Michael Dowling • Sam Randazzo

Messages in chronological order (times are shown in GMT -05:00)

 NODISPLAY		
SR	Sam Randazzo 2019 1,633,333 2020 600,000 2021 600,000 2022 600,000 2023 600,000 2024 300,000 Total 4,333,333 Thanks for the visit. Good to see both of you.	12/18/2018, 9:53 PM
MD	Michael Dowling Got it, Sam. Good seeing you as well. Thanks for the hospitality. Cool condo.	9:55 PM
CJ	Charles Jones Jr Sam, Do you send an invoice every year?	10:30 PM
SR	Sam Randazzo Yes - the current cycle has me sending an invoice for the scheduled annual payment in Juke or July. And there is an existing PO number associated with the invoice.	10:32 PM
CJ	Charles Jones Jr You send it to Brad Bingaman?	10:33 PM
SR	Sam Randazzo I believe Brad is the person who received and processed the invoice last year (2018). In the past, we actually split the payment into two invoices to stay, I think, within payment authorization limits. I don't know if there has been any change. Prior to that, Ebony received the invoices.	10:37 PM

Short Message Report

Conversations: 1	Participants: 3
Total Messages: 6	Date Range: 12/19/2018

Outline of Conversations



NODISPLAY 6 messages on 12/19/2018 • Charles Jones Jr • Michael Dowling • Sam Randazzo

Messages in chronological order (times are shown in GMT -05:00)



NODISPLAY

SR **Sam Randazzo** 12/19/2018, 8:29 AM
I checked this morning and Brad did handle the most recent invoices.

CJ **Charles Jones Jr** 9:02 AM
We're gonna get this handled this year, paid in full, no discount. Don't forget about us or Hurricane Chuck may show up on your doorstep! Of course, no guarantee he won't show up sometime anyway.



Image: IMG_6002.jpeg (53 KB)

SR **Sam Randazzo** 9:05 AM
Made me laugh - you guys are welcome anytime and any wherel can open the door. Let me know how you want me to structure the invoices. Thanks

SR **Sam Randazzo** 10:47 AM
I think I said this last night but just in case - if asked by the administration to go for the Chair spot, I would say yes.

CJ **Charles Jones Jr** 10:59 AM
Forget it - we're not settling up with you then. Just kidding. 😊 You did say it and we know you wouldn't blind side us. When the Gov Elect asked me about attributes I listed integrity, work ethic, creativity, thick skin, circumspection in public statements. You fit all of those. The #1 thing I emphasized was stability in leadership there which is what prompted the debate between me and Mike as to how many Chair's Kasich had. I would only ask that if you do it, make a commitment to do it through his first term so that the entire organization can stabilize. It's been very difficult with the revolving door that's been there. To only do it for a year or so, the State and FE would be better off with Jason and you helping make him successful.

SR **Sam Randazzo** 11:13 AM
Thanks for the humor.

Should I be asked, I would commit to serve a full term and agree to leave early/resign promptly if asked to do so. I always ask Commissioner applicants this question. I agree with your comments on a need to stabilize the agency and have said this in public presentations. I think the need for stabilization extends to the legislature and the executive branch. There are a lot or well-intended people but they don't know enough about the subject and details to translate their good intentions into useful action steps.

Blindsiding people in this business is a quick way to get blindsided yourself.

My willingness to serve a supportive role with Jason remains.

Short Message Report

Conversations: 1	Participants: 3
Total Messages: 12	Date Range: 1/2/2019

Outline of Conversations



NODISPLAY 12 messages on 1/2/2019 • Charles Jones • Charles Jones Jr • Michael Dowling

Messages in chronological order (times are shown in GMT -05:00)



NODISPLAY

- MD **Michael Dowling** 1/2/2019, 9:18 AM
Chuck - this text came to me this morning from Sam Randazzo. His mtg with Gov.-elect is this Friday and I suspect, absent any problem, things will go down as we've discussed, with Jason getting AH's seat as soon as AH leaves. In any event, pls see Sam's mssg re: meeting with us soon in Akron.
Mike, I would like to come to Akron on 1/10, 1/11, 1/14 or 1/15 to get a better understanding of the "hole" (size, shape, life expectancy and so on). Also, I would like to discuss a couple concepts that I landed on after our recent meeting. If Chuck is available to discuss concepts, that would be a plus. If none of the above days work, get me a couple that do, please.

Thanks
- CJ **Charles Jones** 9:23 AM
Monday 1/14 after Comp Committee which ends at 4:45 or non on Tuesday after the Board meeting. So you're saying Sam as Chair and Jason on later?
- MD **Michael Dowling** 9:37 AM
That's their plan, but nothing certain until Sam's meeting. Four people in DeWine world, you, Sam and I know about this.
- CJ **Charles Jones** 9:38 AM
OK. Any word on Speaker?
- MD **Michael Dowling** 9:47 AM
Not really. They had the republican caucus vote after Christmas and Ryan Smith received 34 votes - a big number for RS. But LH and his team did not attend the vote, are calling it a sham, and are saying the real vote for Speaker happens on Jan 7. That means LH is counting on big D support on Jan. 7. If not he's toast and the gig is up. I talked to Anthony DiVitis yesterday. He doesn't know what LH has up his sleeve, but he's not counting him out. I'm actually not sure what to think. I know RS has scheduled a private reception for family and friends on Jan 7. Idk.
- MD **Michael Dowling** 10:18 AM
Sam is available both dates - Monday after comp committee and Tuesday after BoD. He wants to know your preference.
- CJ **Charles Jones** 10:21 AM
No preference. Let's do Monday. Meet him outside the office?
- MD **Michael Dowling** 10:26 AM
Okay - Monday. Is there anyone internally you'd like to include? I'll ask him about his location preference. My guess is that he's on point to figure out what we need and to report back as to how it should be/could be fixed.
- CJ **Charles Jones** 10:27 AM
I think just you and me. Don't want too many on the inside right now. That's probably his preference also.
- MD **Michael Dowling** 10:27 AM

Probably.

MD **Michael Dowling**

11:29 AM

From Sam.

Probably best if it is you and Chuck. If more is required, I can follow up. I don't think that we will get into the weeds. That can come once we get comfortable with a conceptual framework.

MD **Michael Dowling**

11:30 AM

Let me know where you'd like me to meet. Outside the office is good with Sam.

Short Message Report


Conversations: 1	Participants: 3
Total Messages: 20	Date Range: 1/18/2019

Outline of Conversations





NODISPLAY 20 messages on 1/18/2019 Charles Jones Charles Jones Jr Michael Dowling


Messages in chronological order (times are shown in GMT -05:00)

 **NODISPLAY**


MD **Michael Dowling** 1/18/2019, 8:43 AM
Honest to God, Pat McCormick - of all people - apparently has an issue on his personnel test. And I'm told the section he has a serious issues with is the area they call "the sex, drugs and rock-n-roll" section of it. !! Bob P knows what it is but he wants to tell me in-person. This is all after great news from CL on his mtg with CoS - where he committed to getting Pat if that's what CL wants.

 **Charles Jones** 8:45 AM
I don't believe it. Fake news that someone is putting out.

 **Charles Jones** 8:45 AM
He worked for the Senate.


 **Charles Jones** 8:46 AM
I'm assuming someone got the word to Jason?

MD **Michael Dowling** 8:47 AM
Yes on Jason. Both Matt and I spoke to Jason. I'll send you list of applicants. Sam has a clear field.


 **Charles Jones** 8:48 AM
OK.

MD **Michael Dowling** 8:48 AM
I've had 2 calls today with DeWine guys - urgency now is to s***or get off the pot on Jason. Tell him what his problem is and let him address it! Now.*

MD **Michael Dowling** 8:49 AM
Jason or not - we need to get Asim out of there and another DeWine person in there.

 **Charles Jones** 8:51 AM
There is no problem other than Jason fired the husband of someone who deserved fired and the BS Labor Dept issue. All manufactured to get him out of Sam's way. Once Sam is announced, we need him to help with Jason. Sounds like he already did but will need more. Ask Corey what's going on with Pat. He'll tell you.

MD **Michael Dowling** 8:54 AM
Josh Rubin told me that once Sam is in, DeWine will lean on him on everything including who should be the next commissioner. That said, Josh also said: "Jason has a high hurdle to clear and I don't know if he will be able to clear it."

 **Charles Jones** 8:57 AM
It's called Jon Husted but hopefully you lowered that hurdle yesterday.

MD **Michael Dowling** 8:59 AM
Yes

MD **Michael Dowling** 5:02 PM

*Redactions for profane or foul language have been made

Same old s***in DC-land. Catastrophe (with client help) is messing with Pat McCormick. He keeps pushing NRG guy and we keep killing him. And he keeps messing with Pat.*

12. **Charles Jones** 5:08 PM
If David Hill is qualified, we should push Tony Alexander.

12. **Charles Jones** 5:09 PM
He would do it.

12. **Charles Jones** 5:10 PM
Time to get Manchen and Murkowski to weigh in on him?

MD **Michael Dowling** 5:11 PM
Murkowski has.

12. **Charles Jones** 5:11 PM
Joe is the ranking D on that committee now

12. **Charles Jones** 5:11 PM
But they probably wouldn't care what he thinks

MD **Michael Dowling** 5:26 PM
Right. Murkowski is key.

Short Message Report

Conversations: 1	Participants: 3
Total Messages: 6	Date Range: 1/28/2019

Outline of Conversations



NODISPLAY 6 messages on 1/28/2019 • Charles Jones • Charles Jones Jr • Michael Dowling

Messages in chronological order (times are shown in GMT -05:00)



NODISPLAY

MD **Michael Dowling** 1/28/2019, 11:50 AM
Chuck - Justin and I just finished a good meeting with Sam Randazzo on the way to solve the 2024 issue. No one internal knows we met with him.

CJ **Charles Jones** 11:52 AM
Any word on his status?

MD **Michael Dowling** 11:52 AM
Also, I wanted to let you know that [REDACTED].
[REDACTED] We will miss your Super Bowl party. Sorry. *

MD **Michael Dowling** 11:54 AM
Jon H called me this morning on the fes news of last week. No issues there. I asked how the weekend landed. He said no decision but that he had a great conversation with Gov this morning. Jon said AEP lunches keep missing their intended mark and is making them look bad.

CJ **Charles Jones** 1:03 PM
FYI:

CJ **Charles Jones** 1:03 PM
Hey buddy.

Let me k ow when ur gonna be in dc. Love to grab a beer.

Tim Ryan

*OCC has provided redactions to protect personal information

Short Message Report


Conversations: 1	Participants: 3
Total Messages: 12	Date Range: 1/31/2019

Outline of Conversations



NODISPLAY 12 messages on 1/31/2019 • Charles Jones • Charles Jones Jr • Michael Dowling

Messages in chronological order (times are shown in GMT -05:00)

	NODISPLAY	
MD	Michael Dowling I'm here.	1/31/2019, 6:39 AM
CJ	Charles Jones Stop up	6:39 AM
MD	Michael Dowling Nominating Council has been delayed and is now in Executive Session.	9:10 AM
MD	Michael Dowling Check email	9:40 AM
CJ	Charles Jones Any word?	11:45 AM
MD	Michael Dowling Not yet. Hoping soon. You'll be my first call.	11:45 AM
MD	Michael Dowling That bullet grazed the temple.	12:33 PM
CJ	Charles Jones Forced DeWine/Husted to perform battlefield triage. It's a rough game.	12:35 PM
MD	Michael Dowling When this is over - which may be as early as tomorrow - gov is likely to call you. Josh is begging me to ask that you act surprised to everything he says to you.	12:40 PM
CJ	Charles Jones I will be surprised since I have no idea what he'll want to talk about.	12:42 PM
MD	Michael Dowling From Justin: I will send an email in a minute, but Sam got the most votes. He got 11 votes which was unanimous because Shannon Jones was absent from the vote. The other three candidates are Gene Krebs (8 votes), Dennis Deters (7 votes), and Bryce McKenney (6 votes).	12:54 PM
MD	Michael Dowling Last night, Sen Manchin told Mike Eckard that he would reach out to Sen Murkowski to coordinate support for Pat. Today, after a conversation I had with Corey, we agreed it made sense for Manchin to call Mulvanie. Mike Eckard is making that request of Joe today. Wanted u to know in case he calls you.	2:25 PM

Short Message Report

Conversations: 1	Participants: 2
Total Messages: 6	Date Range: 7/23/2019

Outline of Conversations



NODISPLAY 6 messages on 7/23/2019 Charles Jones Jr Sam Randazzo

Messages in chronological order (times are shown in GMT -04:00)



NODISPLAY



Charles Jones Jr

7/23/2019, 3:16 PM

Thanks for your leadership on a very challenging issue. There are 2000 Ohio families that will sleep better tonight. This is a good insurance policy for all Ohio electric customers too. It's great to have real leadership in our State. Please call if you get a moment.

SR

Sam Randazzo

3:22 PM

Thanks Chuck - I am in a hearing on a wind farm that will likely go late. I will call.



Charles Jones Jr

4:11 PM

Evans is having a monument built to go in front of the plants!

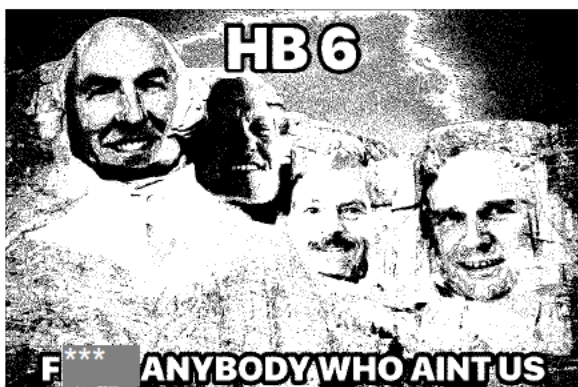


Image: Image-1.jpg (235 KB)

SR

Sam Randazzo

4:13 PM

Ha - I get the small space again.



Charles Jones Jr

4:14 PM

Not in my book - your the only one without a big head.

SR

Sam Randazzo

4:15 PM

Funny.

*Redactions for profane or foul language have been made.

Short Message Report

Conversations: 1	Participants: 7
Total Messages: 3	Date Range: 11/29/2015

Outline of Conversations



chat290693100407714331 3 messages on 11/29/2015 • Ebony Yeboah • Eileen Mikkelsen • Kelley E Mendenhall • Leila Vespoli • Mark Hayden Cell • Michael Dowling • William R. Ridmann

Messages in chronological order (times are shown in GMT -05:00)



chat290693100407714331

-
- MD **Michael Dowling** 11/29/2015, 3:18 PM
Sam is on board with the agreement. We agreed to \$500k additional in years 2016-19 and \$600k in years 2020-2024 Agreement is NOT contingent on acceptable ESP/PPA outcome. We agreed to jointly meet with Senate President and House Speaker, but not with Governor on the issue described in Item 2.
- EM **Eileen Mikkelsen** 3:18 PM
Great
- EY **Ebony Yeboah** 3:19 PM
That is super. I will send language soon. There may be issues with what we are willing to agree to

Consulting Services Agreement Term Sheet
Second Amended Attachment A to General Terms and Conditions

This agreement is a Second Amendment to Attachment A of the Consulting Services Agreement Term Sheet Attachment A to General Terms and Conditions, executed January 8, 2013 by and between FirstEnergy Service Company ("FESC") and Sustainability Funding Alliance of Ohio, Inc.

WITNESSETH:

Reference is hereby made to that certain Consulting Services Agreement Term Sheet Attachment A to General Terms and Conditions, executed January 8, 2013 by and between FirstEnergy Service Company ("FESC") and Sustainability Funding Alliance of Ohio, Inc. ("SFS") (the "Consulting Agreement") and that certain Consulting Services Agreement Term Sheet Amended Attachment A to General Terms and Conditions (the "Amended Attachment A").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, FESC and SFS hereby agree as follows:

1. The payment provisions set forth on the Amended Attachment A are hereby amended and restated in their entirety as follows:

Primary Payments: Annual amount paid monthly to SFS by FESC via Purchase Order Number 55116871, amended as may be necessary and covering the full initial term as follows:

Year One	\$300,000 (\$25,000 per month) – paid in full
Year Two	\$300,000 (\$25,000 per month) – paid in full
Year Three	\$900,000 (\$41,666 per month plus a one-time payment of \$400,000) ¹ – paid in full
Year Four	\$500,000 (\$41,666 per month)
Year Five	\$500,000 (\$41,666 per month)

Supplemental Term
and Payments:

Regardless of any existing provisions in the above-referenced Consulting Agreement, the payment amounts specified in this Supplemental Term and Payments provision as well as the one-

¹ The one-time payment for Year Three shall be made by FESC on or before June 1, 2015.

time payment specified above for Year Three shall be immediately and fully due and payable without any reduction in the event FESC elects to terminate the Consulting Agreement. FESC may, at any time, make full payment of the annual amounts set forth below to fully satisfy its payment obligations and thereby terminate any further payment obligation associated with such Supplemental Term and Payments provision. The additional annual amount which shall be fully paid to SFS by FESC in each year of the supplemental term via a conforming Purchase Order is as follows:²

Year Four (2016)	\$1,383,333
Year Five (2017)	\$2,766,666
Year Six (2018)	\$2,766,666
Year Seven (2019)	\$1,633,333
Year Eight (2020)	\$600,000
Year Nine (2021)	\$600,000
Year Ten (2022)	\$600,000
Year Eleven (2023)	\$600,000
Year Twelve (2024)	\$300,000

2. FirstEnergy Service Company executives will participate jointly with the Sustainability Funding Alliance of Ohio, Inc. in meetings with the President of the Senate and Speaker of the House to explain needed adjustments to Senate Bill 310 streamlined opt out to “mercantile customers” for an effective date of January 1, 2017

3. Except as expressly provided herein, all other terms and conditions of the Consulting Agreement shall remain in full force and effect in accordance with the original terms thereof.

IN WITNESS WHEREOF, FESC and SFS have executed this Consulting Services Agreement Term Sheet Amended Attachment A to General Terms and Conditions..

FirstEnergy Service Company

Sustainability Funding Alliance of Ohio, Inc.

Date: _____

Date: _____

² The Supplemental Term and Payments shall be paid by FESC pursuant to a conforming purchase order issued by FESC. The first annual amount shall be paid by FESC on or before July 1, 2016. Each subsequent annual amount shall be paid by FESC on or before July 1 of each year in the supplemental period. SFS and FESC acknowledge that the one-time payment specified above for year three and the annual supplemental amounts specified above are associated with responsibilities undertaken by SFS from the commencement of the original term of the Consulting Agreement.

Sustainability Funding Alliance of Ohio, Inc. Monthly Invoice

One-Time Invoice – Payable by June 1, 2015

PO Number 55116871

Accounting Information: 550100 502849 SC00 503023 317001

To: **FirstEnergy**
Attn: Judy Proffit (A-GO-15)
76 South Main Street
Akron Ohio 44308

From **Sustainability Funding Alliance of Ohio, Inc.**
1101 Broadview Ave.
Columbus, Ohio 43212
EIN: 271594519

One-Time Payment Amount \$400,000

Total Amount Due \$400,000

Remit Payment To:

Sustainability Funding Alliance of Ohio, Inc.
1101 Broadview Ave.
Columbus, Ohio 43212
EIN: 271594519

{C47338: }

Sustainability Funding Alliance of Ohio, Inc.
1101 Broadview Ave, Columbus Ohio 43212
(614) 395-4268 <http://www.sustain-ohio.com>

Sustainability Funding Alliance of Ohio, Inc. Supplemental Invoice

May 5, 2016

PO Number 55116871 as conformed to reflect Supplemental Payments

Accounting Information: 550100 502849 SC00 503023 317001

To: **FirstEnergy**
Attn: Ebony L. Yeboah
76 South Main Street
Akron Ohio 44308

From **Sustainability Funding Alliance of Ohio, Inc.**
645 S. Grant Ave.
Columbus, Ohio 43206
EIN: 271594519

Supplemental Payment \$1,383,333

Total Supplemental Amount Due June 1, 2016 \$1,383,333

Remit Payment To:

Sustainability Funding Alliance of Ohio, Inc.
645 S. Grant Ave.
Columbus, Ohio 43206
EIN: 271594519

{C49950:}
Sustainability Funding Alliance of Ohio, Inc.
1101 Broadview Ave, Columbus Ohio 43212
(614) 395-4268 <http://www.sustain-ohio.com>

From: "Yeboah, Ebony L" <eyeboah@firstenergycorp.com>

To: Sam Randazzo <sam@mwncmh.com>, "Vespoli, Leila L." <vespolil@firstenergycorp.com>, "Dowling, Michael J." <dowlingm@firstenergycorp.com>, "Ridmann, William R." <wrridmann@firstenergycorp.com>

Subject: RE: CONFIDENTIAL SETTLEMENT DISCUSSIONS

Date: Thu, 26 Mar 2015 12:19:40 +0000

Importance: Normal

Sam, Thanks for the update. As we discussed and agreed any provisions for IEU-Ohio pertaining to the ESP must be in our filed settlement or filed separately as a "side agreement". I appreciate that your email below discusses ESP disputes and a number of unrelated disputes that we are working to resolve. I think the email (although clear to me because I was on a call with you) can be read to blend the matters. I also think further email can further confuse the matters. I would prefer to have weekly calls to update the group. If you are agreeable, we can work out a good regular day/time. Thanks.

Ebony L. Yeboah | Executive Director, State & FERC Legal Affairs | FirstEnergy Service Company
330-384-5969 | eyeboah@firstenergycorp.com | 76 S. Main Street, Akron,

-----Original Message-----

From: Sam Randazzo [mailto:sam@mwncmh.com]

Sent: Wednesday, March 25, 2015 6:43 PM

To: Vespoli, Leila L.; Dowling, Michael J.; Ridmann, William R.; Yeboah, Ebony L

Subject: CONFIDENTIAL SETTLEMENT DISCUSSIONS

Good afternoon:

The purpose of this message is to update you regarding our progress (discussions with participating IEU members).

We hosted a confidential group conference call earlier today. We provided some context and then described (conceptually) provisions that may allow IEU to resolve a number of disputes including issues contested in the pending ESP proceeding. We provided our recommendation on next steps and then requested guidance on whether to move from concepts to a more detailed arrangement. There was support for and no opposition to our recommendation to move forward to see if acceptable details can be developed with the understanding that the details need to be approved and that we would help individual accounts evaluate their individual impact (which we have begun to do proactively).

There were some concerns expressed about the potential for the actual cost of PPA (during the entire term of the rider) going above FE's estimate and I believe this is something that will not go away as we move forward. In my earlier discussions with you, I tried to head this issue off at the pass through a suggestion that the PPA total revenue charges to customers not exceed the FE estimate for the ESP term.

If FE does not proactively address this legitimate concern in some fashion, I believe the PUCO will come up with its own way of making sure the PPA costs don't make sense relative to the benefits. Just a cautionary note here.

As previously indicated, we are also doing one on one sessions with IEU members that were not able to participate in the group call.

So far, we have encountered no surprises and we now have formal authority to move forward on a more

detailed arrangement (which will need to be reviewed and approved by the participating IEU members).
Going from concepts to details is a necessary way for us to progress.

There is some potential for IEU members reaching out to FE representatives to see if they can learn more about our discussions. As indicated above, we have kept things conceptual (bucket of dollars rather than a specific dollar amount, for example) to manage the risk that individual IEU members will start counting other members' benefits. It is important that we remain the only channel of information if you want this to work. So, please proactively give whatever instructions you can give internally to manage this risk.

I have done this stuff for about 40 years and feel confident we can keep things on a constructive track absent risks created by external lines of communication, member stupidity or some combination.

Outside the group discussions and as indicated above, we are working with individual IEU members to help them quantify their individual costs/benefits. We have already assembled this information so we will get through this important phase rapidly.

The group will behave rationally once members see, in quantitative terms, a self interest advantage (regardless of the group's litigation position) and the votes of individual members control the outcome.

Let me know if you have any questions about this report (positive in my opinion).

Best regards,

Sam

Sent from my iPad Mini
Sam Randazzo
sam@mwncmh.com
614.395.4268

** This message has been scanned by a BARRACUDA SPAM & VIRUS FIREWALL and verified virus free **

From: Sam Randazzo <sam@mwncmh.com>

To: "dowlingm@firstenergycorp.com" <dowlingm@firstenergycorp.com>

Subject: CONFIDENTIAL -- Follow Up

Date: Sun, 29 Nov 2015 13:20:28 +0000

Importance: Normal

Attachments: Settlement_Concept_-_FE_ESP-PPA_(C48819x9C7CA).docx

Mike, I have been doing a lot of thinking over the last 24 hours. I don't see a practical way to modify the settlement document in a fashion that will address the risks we see in the previously noted provisions of the current draft settlement. So, I tried to come up with an alternative.

Based on my discussion with the FE team on Saturday, my "reading between the lines" and the time crunch, I have prepared the attached document. The attached file contains two straight forward items that I believe will allow IEU-Ohio to continue to be non-opposing party if the items are acceptable to FE.

The first item involves a modification to our existing understanding. The modification increases the dollars, extends the term and provides certainty for a portion of the dollars (payment occurs regardless of what happens).

The second item leverages an existing understanding regarding the expansion of the SB 310 streamlined opt out provision to "mercantile customers" and calls for a joint meeting with Ohio leaders to jointly request the legislation. The "ask" is expanded a bit to make the streamlined opt out applicable to the renewable mandate and to also makes the opt out effective with regard to any requirements established by the PUCO.

I hope this is useful. I will expect your call at Noon today unless I hear otherwise.

Thanks

Sam

Sam Randazzo

McNees Wallace & Nurick LLC

sam@mwncmh.com (614) 395-4268

** This message has been scanned by a BARRACUDA SPAM & VIRUS FIREWALL and verified virus free **

Item 1

Modification of agreement with Sustainability Funding Alliance

Year Four (2016)	\$1,733,333 (increase by \$600,000)
Year Five (2017)	\$2,866,666 (increase by \$600,000)
Year Six (2018)	\$2,866,666 (increase by \$600,000)
Year Seven (2019)	\$1,733,333 (increase by \$600,000)

New

Year Eight (2020)	\$900,000
Year Nine (2021)	\$800,000
Year Ten (2022)	\$700,000
Year Eleven (2023)	\$600,000
Year Twelve (2024)	\$600,000

\$600,000 per year (2016 through 2024) not contingent on ESP/PPA outcome acceptable to FE and payment underwritten by independent third party.

Item 2

Ms. Vespoli, Mr. Dowling, Mr. Evans, Mr. Vegas, Mr. Frohle, Mr. Pine and Mr. Randazzo will jointly meet with President of the Senate, Speaker of the House and Governor to explain ESP/PPA related need to pass legislation extending SB 310 streamlined opt out to “mercantile customers” effective 1/1/17 with streamlined opt out applicable to AER, EE/PDR and opt out also applicable to any AER, EE/PDR requirements approved by the PUCO (including any requirements established as part of an ESP, MRO or any other PUCO process).

{C48819: }

Consulting Services Agreement Term Sheet

Second Amended Attachment A to General Terms and Conditions

This agreement is a Second ~~Amendment~~ to Attachment A of the Consulting Services Agreement Term Sheet Attachment A to General Terms and Conditions, executed January 8, 2013 by and between FirstEnergy Service Company (“FESC”) and Sustainability Funding Alliance of Ohio, Inc (“SFS”) (~~the “Amended Consulting Agreement”~~).

WITNESSETH:

Reference is hereby made to that certain Consulting Services Agreement Term Sheet Attachment A to General Terms and Conditions, executed January 8, 2013 by and between FirstEnergy Service Company (“FESC”) and Sustainability Funding Alliance of Ohio, Inc. (“SFS”) (the “Consulting Agreement”) and that certain Consulting Services Agreement Term Sheet Amended Attachment A to General Terms and Conditions (the “Amended Attachment A”).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, FESC and SFS hereby agree as follows:

1. The payment provisions set forth on the ~~first page of the Consulting Agreement~~ Amended Attachment A are hereby amended and restated in their entirety as follows:

Primary Payments:	Annual amount paid monthly to SFSA by FESC via Purchase Order Number 55116871, amended as may be necessary and covering the full initial term as follows:	
	Year One	\$300,000 (\$25,000 per month) – paid in full
	Year Two	\$300,000 (\$25,000 per month) – paid in full
	Year Three	\$900,000 (\$41, 666 per month plus a one-time payment of \$400,000) ¹ <u>– paid in full</u>
	Year Four	\$500,000 (\$41,666 per month)
	Year Five	\$500,000 (\$41,666 per month)

Supplemental Term and Payments: Regardless of any existing provisions in the above-referenced Consulting Agreement, the payment amounts specified in this Supplemental Term and Payments provision as well as the one-

¹ The one-time payment for Year Three shall be made by FESC on or before June 1, 2015.

time payment specified above for Year Three shall be immediately and fully due and payable without any reduction in the event FESC elects to terminate the Consulting Agreement, and FESC may, at any time, make full payment of the annual amounts set forth below to fully satisfy its payment obligations and thereby terminate any further payment obligation associated with such Supplemental Term and Payments provision. The additional annual amount which shall be fully paid to SFSA by FESC in each year of the supplemental term via a conforming Purchase Order is as follows:²

Year Four (2016)	\$1,133,333
Year Five (2017)	\$2,726,666
Year Six (2018)	\$2,726,666
Year Seven (2019)	\$1,633,333
Year Eight (2020)	\$600,000
Year Nine (2021)	\$600,000
Year Ten (2022)	\$600,000
Year Eleven (2023)	\$600,000
Year Twelve (2024)	\$300,000

2. FirstEnergy Service Company executives will participate jointly with the Sustainability Funding Alliance of Ohio, Inc. in meetings with the President of the Senate and Speaker of the House to explain needed adjustments to Senate Bill 310 streamlined opt out to “mercantile customers” for an effective date of January 1, 2017

2.3. Except as expressly provided herein, all other terms and conditions of the Consulting Agreement shall remain in full force and effect in accordance with the original terms thereof.

IN WITNESS WHEREOF, FESC and SFS have executed this Consulting Services Agreement Term Sheet Amended Attachment A to General Terms and Conditions..

FirstEnergy Service Company

Sustainability Funding Alliance of Ohio, Inc.

Date: _____

Date: _____

² The Supplemental Term and Payments shall be paid by FESC pursuant to a conforming purchase order issued by FESC. The first annual amount shall be paid by FESC on or before July 1, 2016. Each subsequent annual amount shall be paid by FESC on or before July 1 of each year in the supplemental period. SFS and FESC acknowledge that the one-time payment specified above for year three and the annual supplemental amounts specified above are associated with responsibilities undertaken by SFS from the commencement of the original term of the Consulting Agreement.

From: "Dowling, Michael J." <dowlingm@firstenergycorp.com>

To: "Ridmann, William R." <wrridmann@firstenergycorp.com>

Cc: "Yeboah, Ebony L" <eyeboah@firstenergycorp.com>, "Vespoli, Leila L." <vespolil@firstenergycorp.com>

Subject: Re: Status of Open Items -Randazzo

Date: Thu, 21 May 2015 12:19:00 +0000

Importance: Normal

agree - would like to hear what he thinks about aep's filing and other general matters.

Michael J. Dowling
Senior Vice President, External Affairs
330-384-5761

On May 21, 2015, at 8:13 AM, Ridmann, William R. <wrridmann@firstenergycorp.com> wrote:

Although I didn't think we needed the meeting, I don't think it would hurt to just get a better understanding of the process going forward so there are no surprises.

William R. Ridmann
Vice President, Rates & Regulatory Affairs
FirstEnergy Service Corp.
330-761-4154

From: Yeboah, Ebony L
Sent: Wednesday, May 20, 2015 9:38 PM
To: Vespoli, Leila L.; Ridmann, William R.; Dowling, Michael J.
Subject: Status of Open Items -Randazzo

We are scheduled to have one of our regularly scheduled meetings with Sam tomorrow at 2pm. I believe we have completed (except payment) each of our open items (see below) with Sam and the meeting tomorrow can be cancelled. I suggested to Sam yesterday that we should cancel the meeting and he preferred to make it a game day decision. I asked whether he believed anything was open in which to discuss and he said he was not aware of anything in which to discuss. Should I follow up tomorrow morning to cancel the meeting?

Previously Open Items

1. ESP – We completed the language to be inserted in our next Stipulation to add additional ELR language and new transmission language. Sam has agreed to submit a letter indicating that he would not offer any witness and his testimony should be deemed withdrawn. He did not really want to withdraw his testimony and argued that not providing a witness to sponsor it should be sufficient. I agreed that in the real world it should be sufficient but that we really wanted him to officially withdraw it so no one tried anything "funny" later. He agreed to do it but noted his letter would somehow signal that the withdraw was based on a supplemental stipulation to come. I have to think about how to handle a discovery request for the language. I am thinking we will have to surrender it in advance of filing the actual supplemental stipulation. We should probably discuss.
2. Lincoln Electric – We have agreed to the language for the settlement agreement. We now just need to execute the agreement and make payment. I will ensure that this is completed.

3. Consulting Agreement – We have agreed to language. We now just need to make payment of \$400k by June 1st. I will ensure that this is completed

Ebony L. Yeboah

Executive Director, State & FERC Legal Affairs

FirstEnergy Service Company

76 S. Main Street, Akron, Ohio

330-384-5969

eyeboah@firstenergycorp.com

From: Sam Randazzo <[REDACTED]>

To: "Ebony L. Yeboah ([REDACTED])" <[REDACTED]>

Cc: "[REDACTED]" <[REDACTED]>

Subject: CONFIDENTIAL -- Sustainability Supplemental Payments Due July 1, 2016

Date: Thu, 30 Jun 2016 14:53:56 +0000

Importance: Normal

Attachments: June_2016_Supplemental_Invoice_B_(C50384x9C7CA).docx;
June_2016_Supplemental_Invoice_A_(C50383x9C7CA).docx

Ebony, thanks for the follow up this morning.

Attached are the two invoices you asked me to send to divide the 2016 supplemental payment into two equal parts (invoice A and invoice B).

Going forward, it is my understanding that you would like to split the future annual supplemental payments (currently due in full on or about January 1) into two equal payments due on or about January 1 and July 1 of each year (for the balance of the supplemental term which runs through 2024). I note that this may not be necessary beyond year four of the supplemental term given the annual supplemental amount due in each year beyond the fourth year. So please let me know if you want to continue to divide the annual payment into two equal instalments for the years beyond year four (beyond 2019).

Given the due date of the attached invoices, I am including information below that will allow FE to wire transfer the 2016 supplemental payments.

Bank Name: Chase Bank

Routing #: [REDACTED]

Account #: [REDACTED]

Account Name: Sustainability Funding Alliance of Ohio

Please let me know if you have any questions regarding the attached invoices or otherwise. Also, please clarify the going forward request and let me know if you want/need the annual supplemental payments divided into two equal parts for years 2020 through 2024 (current annual amount due in each of these years is \$600,000 or less).

I hope you have a great and safe 4th of July.

Best regards,

Sam

Sam Randazzo
McNees Wallace & Nurick LLC
(founded 1935)

21 E. State Street, 17th Floor, Columbus, Ohio 43215

[REDACTED] (office), [REDACTED] (fax) [REDACTED] (cell) [REDACTED] (e-mail)

From: Sam Randazzo

Sent: Thursday, June 30, 2016 9:48 AM

*Redactions have been made by FirstEnergy.

Confidential

FE_PUCO_0000168

To: Ebony L. Yeboah [REDACTED]

Cc: [REDACTED]

Subject: CONFIDENTIAL -- Sustainability Supplemental Payments Due June 1, 2016

Good morning Ebony:

Just checking in on the status of the attached invoice sent via the e-mail below (the June 1 date should have been July 1).

Also, has the PO been modified to reflect the supplemental payments?

Best regards,

Sam

Sam Randazzo
McNees Wallace & Nurick LLC
(founded 1935)

21 E. State Street, 17th Floor, Columbus, Ohio 43215

[REDACTED] (office), [REDACTED] (cell) [REDACTED] (e-mail)

From: Sam Randazzo

Sent: Thursday, May 5, 2016 11:20 AM

To: Ebony L. Yeboah [REDACTED]

Cc: [REDACTED]

Subject: CONFIDENTIAL -- Sustainability Supplemental Payments Due June 1, 2016

Ebony, attached is an invoice for the June 1, 2016 supplemental payment. I have been encouraged to send the invoice. Please let me know if you have any questions.

Best regards,

Sam

Sam Randazzo
McNees Wallace & Nurick LLC

** This message has been scanned by a BARRACUDA SPAM & VIRUS FIREWALL and verified virus free **

*Redactions have been made by FirstEnergy.

Confidential

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in

Case No(s). 17-0974-EL-UNC

Summary: Motion Motion for a Subpoena for Former FirstEnergy Corp. Senior Vice President of External Affairs Michael Dowling to Appear at Deposition by Office of the Ohio Consumers' Counsel electronically filed by Mrs. Tracy J. Greene on behalf of Willis, Maureen R.