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*BOARD CERTIFIED CITY, COUNTY
AND LOCAL GOVERNMENT LAW

May 4, 2020

Stephen D. Busey, Esquire
Smith Hulsey & Busey
One Independent Drive, Suite 3300
Jacksonville, FL 32202
Email: busey@smithhulsey.com

RE: Engagement of Smith Hulsey & Busey for special private counsel legal services on matters related to the future of JEA; First Amendment

Dear Mr. Busey:

This letter will serve as the First Amendment to the Engagement Letter with Smith Hulsey & Busey (the "Firm") dated December 18, 2019, with regard to the legal services described therein and provided to the City of Jacksonville, Office of General Counsel ("OGC") on behalf of the City of Jacksonville ("City") for special private legal counsel related to the future of JEA.

The Engagement Letter is hereby amended to permit the Firm to retain KLDDiscovery Ontrack, LLC, d/b/a KLDDiscovery ("KLD"), on behalf of OGC and the City, to assist and consult with the Firm and OGC with regard to identification, collection, processing, storing, and production of documents, electronic data, and information responsive to requests by the Special Investigatory Committee (the "Committee"). The retention of KLD is limited to a "**not-to-exceed**" amount of **\$10,000.00** for all of KLD's charges and fees. The Firm agrees to notify OGC when \$9,000.00 has been expended as a result of KLD's charges and fees. The Firm acknowledges that the "not-to-exceed" amount cannot be modified without a further written amendment to the Engagement Letter authorized by OGC. Accordingly, in order to prevent the disruption of KLD's services, the Firm will timely notify OGC in the event of a further amendment is required.

The Firm shall notify KLD that KLD must comply with the Jacksonville Ordinance Code and the City's travel reimbursement policy. The Firm will not reimburse KLD for any travel amount exceeding the amounts allowed by such policy. The Firm will require KLD to submit detailed monthly billings to the Firm. The Firm will review KLD's billing statements for accuracy and submit such billing statements with the Firm's monthly billing statements as required by the Engagement Letter. Within approximately thirty (30) days of OGC's receipt of proper billing statements, OGC shall pay the amount owed to KLD directly to KLD.

Additionally, pursuant to Section 119.0701, Florida Statutes, the Firm is required to comply with Florida's public records laws, specifically to:

1. Keep and maintain public records required by the City to perform the Services.
2. Upon request from the City's custodian of public records, provide the City with a copy of the requested records or allow the records to be inspected or copied within a reasonable time at a cost that does not exceed the cost provided by law.
3. Ensure that public records that are exempt or confidential and exempt from public records disclosure requirements are not disclosed, except as authorized by law.
4. Upon completion of this engagement, transfer to the City, at no cost, all public records in the Firm's possession and destroy any duplicate public records that are exempt or confidential and exempt from public records disclosure requirements.

IF THERE ARE QUESTIONS REGARDING THE APPLICATION OF CHAPTER 119, FLORIDA STATUTES, OR THE FIRM'S DUTY TO PROVIDE PUBLIC RECORDS RELATING TO THIS CONTRACT, CONTACT THE OFFICE OF GENERAL COUNSEL, 117 WEST DUVAL STREET, SUITE 480, JACKSONVILLE, FLORIDA 32202, (904) 255-5100.

Except as specifically modified by this First Amendment, the Engagement Letter remains in full force and effect.

Sincerely,



Jason R. Gabriel
General Counsel

The foregoing is approved and agreed to:

By: S. Busey
Stephen D. Busey, Esquire

Date: 5/1/2020

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Smith Hulsey & Busey
Approved:



Scott Wilson
Council President

Date: 5-4-2020


Approved:



Cheryl Brown
Director/Council Secretary

Date: 5-4-2020

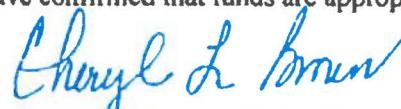
Approved:



Margaret M. Sidman
Managing Deputy General Counsel

Date: 5-4-2020

I have confirmed that funds are appropriated and can be encumbered to support this retention.



Name: Cheryl L. Brown
Title: Council Secretary

Date: 5-4-2020