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August 26, 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; Fifth Amendment

Dear Mr. Busey:

This letter will serve as the Fifth 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 increase the fees permitted of 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 increased to a "**not-to-exceed**" amount of **\$20,000.00** for all of KLD's charges and fees. The Firm agrees to notify OGC when \$19,000.00 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.

All other terms of the retention of KLD shall continue in effect under the First Amendment. Except as specifically modified by this Fifth 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
Smith Hulsey & Busey
Approved:

Date: AUGUST 26, 2020

Sam Newby
Sam Newby
Acting Council President

Date: 8/27/2020

Approved:

Cheryl Brown
Cheryl Brown
Director/Council Secretary

Date: 8/27/2020

Approved:

Margaret M. Sidman
Margaret M. Sidman
Managing Deputy General Counsel

Date: 8/27/2020

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

Cheryl Brown
Name: Cheryl L. Brown
Title: Director/Council Secretary

Date: 8/27/2020