

**OFFICE OF GENERAL COUNSEL  
CITY OF JACKSONVILLE**

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GENERAL COUNSEL



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\*BOARD CERTIFIED CITY, COUNTY  
AND LOCAL GOVERNMENT LAW

January 30, 2020

Kevin E. Hyde, Partner  
Foley & Larnder, LLP  
1 Independent Drive, Suite 1300  
Jacksonville, FL 32202

Via Email: [khyde@foley.com](mailto:khyde@foley.com)

**RE: First Amendment, Final Payment and Notice of Termination regarding Legal Engagement between the Office of General Counsel, City of Jacksonville ("OGC") and Foley & Lardner LLP ("Firm") dated July 22, 2019, relating to Labor, Employment, Collective Bargaining, Procurement, Regulatory Matters, Securities and General Corporate and Transactional Matters (the "Engagement Letter"). All terms and phrases shall have the meanings given to them in the Engagement Letter.**

Dear Mr. Hyde:

This letter shall serve as the First Amendment, Final Payment and OGC's Notice of Termination of the Engagement Letter. OGC's termination of the Engagement Letter shall be effective on February 7, 2020.

For the purpose of paying all unpaid and approved final invoices to date, the parties agree to increase and amend the "not-to-exceed" maximum indebtedness amount referenced in the Engagement Letter to a "not-to-exceed" amount of \$1,361,786.48 ("Final Maximum Indebtedness Amount"). The Final Maximum Indebtedness Amount represents all invoices paid by JEA to date and all JEA and OGC approved unpaid Firm invoices to date, as listed below:

- Invoices paid by JEA as of January 30, 2020: \$111,885.95
- Approved unpaid invoices as of January 30, 2020: \$1,249,900.53 (the "Final Payment Amount").

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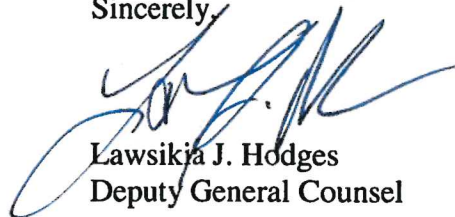
The Firm agrees that the Final Payment Amount represents all final amounts owed by JEA to the Firm under the Engagement Letter. JEA will make the Final Payment Amount on or before January 31, 2020.

We appreciate you removing all billable time entries related to the "Long-Term Incentive Plan a/k/a Performance Unit Plan" from the unpaid invoices referenced above, which totaled approximately \$115,000. And, thank you for confirming that no third party consultants were retained by the Firm to perform work under the Engagement Letter terms.

As you know, the City Council has convened a Special Committee to investigate JEA's Performance Unit Plan and decision to pursue privatization. Accordingly, please preserve all records created or received by the Firm under the Engagement Letter. Additionally, the Firm may be needed to assist our office with fulfilling public records requests related to such records, and the Firm may also be required by City Council and OGC to provide records, information and testimony regarding the legal services provided to JEA.

The parties may execute this amendment by electronic signatures and such electronic signatures shall be deemed originals. We thank you in advance for the Firm's cooperation.

Sincerely,



Lawsikia J. Hodges  
Deputy General Counsel

[Signature page to immediately follow]

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The foregoing is approved and agreed to:

Foley & Lardner, LLP

By:   
Kevin E. Hyde, Partner


Date: 1/30/2020

Approved:

By:   
Jon Phillips  
Deputy General Counsel

Date: 1-31-20

Approved:

By:   
Sean Granat  
Deputy General Counsel

Date: 1/30/2020

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

  
Joseph E. Orfano  
Interim Chief Financial Officer

Date: 1/31/2020

cc: Jean Pimental, Office Manager  
Melissa H. Dykes, Interim Managing Director & CEO  
Herschel Vinyard, Chief Administrative Officer  
Jason Gabriel, General Counsel, City of Jacksonville