

**GRAY ROBINSON**  
ATTORNEYS AT LAW

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Statewide Chair of Government Affairs  
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October 1, 2017

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FORT MYERS  
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JACKSONVILLE  
KEY WEST  
LAKELAND  
MELBOURNE  
MIAMI  
NAPLES  
ORLANDO  
TALLAHASSEE  
TAMPA

Don Butler  
County Administrator, Gulf County  
Gulf County Administration  
1000 Cecil G. Costin Sr. Blvd # 302  
Port St Joe, FL 32456

Re: Agreement with GrayRobinson, P.A.

Dear Mr. Butler:

Thank you very much for your interest in GrayRobinson, P.A. ("GrayRobinson" or "the Firm"). We appreciate the opportunity to provide governmental consulting services to Gulf County (or "you"). The Firm is committed to providing the highest level of service in furtherance of your goals. This agreement will describe the terms under which that representation will occur. This agreement supersedes and replaces that previous agreement dated February 23, 2017, a copy of which is attached here as Exhibit A.

**Firm Contacts for Your Representation**

You have asked that we represent Gulf County before the State of Florida on issues related to the executive and legislative branches of government,

The entire team of GrayRobinson's lobbyists will be available to advance Gulf County's interests. However, in order to ensure that your needs are efficiently and fully addressed, I will be the primary contact for this representation. If I should ever be unavailable, I would encourage you to contact Chris Dawson, who will serve as secondary contact for this representation.

**Fees, Costs and Terms**

In exchange for these services, Gulf County has agreed to pay the Firm \$5,000 per month beginning with an initial payment of \$5,000 on October 1, 2017 and on the first day of each month thereafter. All payments should be remitted to 301 East Pine Street #1400, Orlando, FL 32801 or via ACH transfer or other electronic transfer upon receipt of invoice. Documented, out-of-pocket costs directly attributable to the performance of this work will be billed in addition to the monthly retainer, and these costs may include travel and other expenses incurred on Gulf County's behalf. No monthly costs that in the aggregate exceed \$500 will be incurred without your prior approval. Both Gulf County and the Firm have the right to terminate this contract with or without cause with ninety (90) days' notice given. Also, by signing below, you agree that you will complete any forms necessary to comply with lobbyist registration requirements under Florida law that may arise as a result of our representation of Gulf County during the term of this contract or after its termination should reporting periods overlap.

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### **Lobbyist Registration**

Florida law requires that GrayRobinson's lobbyists must register with the state prior to engaging in any lobbying activity. Lobbyist registrations are effective when they are received by the state, and lobbying may not occur prior to proper registration. The registration and fee cycle is a calendar year beginning January 1 and ending December 31. Therefore, Gulf County consents for the firm's lobbyists to register to represent Gulf County, and Gulf County agrees to reimburse the Firm for the cost of lobbyist registrations.

Lobbyist registration fees are:

- **Legislature:** \$20 for each person from the point of registration until December 31; then renewed in January each calendar year thereafter.
- **Executive:** \$25 for each person from the point of registration until December 31; then renewed in January each calendar year thereafter.

Lobbyist registration forms will be sent under separate cover following the execution of this agreement. By signing below, you agree to complete and return these forms, which are necessary to our representation of Gulf County during the term of this contract or after its termination should reporting periods overlap. The Firm cannot commence representation until these forms are returned and properly filed with the state.

### **Compensation Reporting**

Florida law requires that the fees paid to Gray Robinson for lobbying services are reportable to the state on a quarterly basis to both the Florida Legislature and the Florida Commission on Ethics. Therefore, Gulf County consents to the quarterly disclosure of compensation paid or owed to GrayRobinson for lobbying activity as required by Chapter 2005-359, Laws of Florida. Such consent is granted so that GrayRobinson may file the specified quarterly reports, disclosing only the information required by Chapter 2005-359, Laws of Florida, and shall remain in effect as long as any GrayRobinson lawyer or non-lawyer lobbyist serves as the client's registered representative before the Legislature and any executive branch agency.

Unless you direct otherwise, the Firm will report 50% of our fees and reimbursements as Legislative Branch lobbying fees and 50% of our fees and reimbursements as Executive Branch lobbying fees, and we may adjust the percentages reported to reflect our best judgment about the amount of work performed for each branch on a quarterly basis.

### **Distinguishing Between Lobbying and Legal Services: Privileged Communications, Confidentiality and Conflicts**

GrayRobinson, offers not only legal services, but also lobbying services. It is important that you have an understanding of the distinction.

Lobbyists need not be lawyers, and lobbying services are not the practice of law. For that reason, hiring GrayRobinson as lobbyists does not create an attorney-client relationship. Many of our clients hire us also for legal services, but the scope of the two engagements will be different. The attorney-client relationship creates certain rights that may not lawfully be present in a lobbying relationship.

In order to ensure the candor and trust in our relationship that forms the basis of effective representation, it is the policy of the Firm to keep confidential all information about your interests and strategies.

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Because information is our stock in trade and because advancing your interests may depend on it, we ask that you also keep confidential any information we may share with you regarding political strategy, insight, information, or analysis.

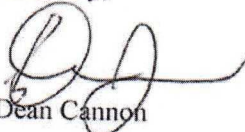
A lawyer's legal client has the additional right to prevent a court from ordering the lawyer to testify about communications between the lawyer and client concerning legal advice. A lobbyist's client has no such right in a court of law. To protect your interests, our non-lawyer lobbyists will try to remind you if you raise issues that really need a lawyer's response, and our lawyer-lobbyists will remind you which conversations will be and will not be privileged under the law.

Both lobbyists and lawyers must avoid conflict of interest situations where some outside interest may influence the exercise of independent professional judgment on your behalf. GrayRobinson has a policy of declining representation of clients when that representation would immediately create a direct conflict with other clients. However, there are certain rules that apply to legal services that do not apply to lobbying engagements, particularly the rule that prevents a lawyer from taking a position adverse to a client who has hired him or her on an unrelated matter. We cannot lobby for both sides of the same issue, but we need not consider in our lobbying work a perceived conflict that may surface when a legal client opposes a lobbying client's position on a particular legislative issue.

Under the scope of representation outlined above, we know of no conflicts with our current clients. If you ever have a concern about a perceived or potential conflict, we ask that you alert us immediately so we can address it in a mutually acceptable fashion. We will do the same.


I believe the above reflects our understanding. If it does, please sign this agreement and return to me. If not already completed, electronic lobbyist registration forms will be sent separately from the respective entities for 2017. I appreciate your attention to this matter and look forward to working with you. Please never hesitate to contact me if we can assist Gulf County in any way.

Sincerely,

  
Dean Cannon

DC

\_\_\_\_\_  
For: Gulf County

  
By: Signature

2/8/18  
\_\_\_\_\_  
Date:

Donald Butler  
\_\_\_\_\_  
Printed Name