

August 22, 2023

**Via Electronic Mail**

Randy Sterling, Executive Director  
Key West Housing Authority  
1400 Kennedy Drive  
Key West, FL 33040  
[sterling@kwha.org](mailto:sterling@kwha.org)

**Re: Engagement with GrayRobinson, P.A. for State Level Lobbying Services**

Dear Mr. Sterling:

Thank you very much for your interest in GrayRobinson, P.A. (“GrayRobinson” or “the Firm”). We appreciate the opportunity to provide state level lobbying and governmental affairs services to the Key West Housing Authority (“KWHA” or “you”). The Firm is committed to providing the highest level of service in furtherance of your goals. This letter will describe the terms under which that representation will occur, disclose the Firm’s reporting responsibilities under the law, and summarize the nature of government affairs services as compared to legal services.

**Firm Contacts for Your Representation**

You have asked that we represent KWHA before the State of Florida’s Legislative and Executive branches, with a focus on advocating for state funding via the legislative appropriations process, as well as available executive branch agency grants; full-service representation on legislative policy important to KWHA; and representation before the Executive Office of the Governor, Florida Housing Finance Corporation, and relevant state agencies.

All of GrayRobinson’s professionals are available to KWHA for the furtherance of your goals but I be the primary contact for this representation and will oversee all work on behalf of KWHA in front of the State of Florida. My partners Christopher Dawson, Angela Drzewiecki, and Jason Unger will serve as secondary contacts for this representation. Please feel free to reach out at any time, we will provide our cell phone numbers separately.

**Fees, Costs and Terms**

The initial term of our engagement is for a period of ten (10) months, from September 1, 2023 through June 30, 2024. In exchange for these scope of services, KWHA agrees to pay the Firm a discounted flat fee of \$50,000 to be paid in ten (10) monthly installments of \$5,000. 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 may be billed in addition to the monthly retainer, with prior approval. These costs may include lobbyist registration fees, travel, and other expenses incurred on your behalf. Both KWHA and the Firm have the right to terminate this contract with or without cause with sixty (60) days’ notice given.

**Lobbyist Registration and Compensation Reporting**

Florida law requires that GrayRobinson's lobbyists must register with the state prior to engaging in 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, KWHA consents for the firm's lobbyists to register to represent KWHA.

Lobbyist registration fees are as follows and will be paid by you:

- **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 KWHA 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.

### **Confidentiality**

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 strictly confidential all information about your interests and strategies. 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.

### **Distinguishing Between Lobbying and Legal Services; Conflicts**

GrayRobinson offers not only legal services but also lobbying services. The Florida Bar treats legal services differently than non-legal services, which includes lobbying and consulting. It is important to understand the distinction between those services relative to conflicts, and the scope of this representation. *This lobbyist engagement does not create an attorney/client relationship between you and our firm.* If legal services are required by KWHA, we will enter into a separate engagement.

Both lobbyists and lawyers must avoid conflict of interest. Lawyers may not accept a legal client adverse to another legal client in a legal matter, and our lobbyists will decline to accept a lobbying client involved in legal action against an existing legal or lobbying client of the Firm. However, legal services and lobbying are separate and distinct services for the purposes of evaluating conflicts, and, because lobbying frequently involves advocating for potential changes to existing law within the legislative branch or application of the law by the executive branch, the positions advanced on behalf of lobbying clients may or may not differ from legal positions taken on behalf of clients in judicial proceedings. In some instances, lobbying clients may not have a legal conflict, but they may be marketplace competitors or they may take inconsistent positions on one or more lobbying issues. We will bring any such situations to your attention immediately upon discovery and we likewise ask you to contact us immediately if you have similar concerns at any time. Whenever conditions merit, we will implement and maintain an "ethics wall" to maintain complete separation of information, strategy, and personnel associated with the affected lobbying clients.

Under the scope of representation outlined above we know of no lobbying conflicts with our current lobbying clients, and we have discussed our plan for protecting your interest from marketplace competitors via an ethics wall. If you ever have a concern about a perceived or potential conflict, or any other issue 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 it to me. If not already completed, electronic lobbyist registration forms will be sent separately from the respective entities for 2023. I appreciate your attention to this matter and look forward to working with you. Please never hesitate to contact me if we can assist you in any way.

Sincerely,



Joseph R. Salzverg



For the Key West Housing Authority:  
Randy Sterling, Executive Director

9-13-23  
Date: