

January 3, 2023

Stephen Mayfield, President
Florida Municipal Natural Gas Association
City of Tallahassee Utilities
435 N. Macomb Street
Tallahassee, Florida 32301
VIA EMAIL: Stephen.Mayfield@talgov.com; Billing caddison@langd.org

Re: Engagement with GrayRobinson, P.A.

Dear Mr. Mayfield:

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 the Florida Municipal Natural Gas Association ("FMNGA"). 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 consulting services as compared to legal services.

Firm Contacts for Your Representation

You have asked that we represent FMNGA before the State of Florida on issues related to the executive and legislative branches of government. This work will include assistance in the development of legislative strategy, meeting with state officials, including members of the Florida House and Senate. When available, attending FMNGA Board of Directors meetings, as well as reporting on issues of importance to the association during legislative session.

The entire team of GrayRobinson's lobbyists will be available to advance your 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 Angela Drzewiecki, who will serve as secondary contact for this representation.

Fees, Costs and Terms

In exchange for these services, FMNGA has agreed to pay the Firm \$7500 per quarter for a period of twelve (12) months beginning with an initial payment of \$7500 on January 1st and on the first day of each quarterly month thereafter (April 1st, 2023, July 1st, 2023, and October 1st, 2023). 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 FMNGA's behalf, not to exceed \$2,000. Both FMNGA and the Firm have the right to terminate this contract with or without cause with thirty (30) days' notice given.

Lobbyist Registration

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, the FMNGA consents for the Firm's lobbyists to register to represent the FMNGA.

Similarly, local governments, before which we may need to appear on your behalf, may also have their own lobbying registration and/or reporting requirements. GrayRobinson will comply with any such jurisdictional ordinances or policies, and will not commence any representation in those jurisdictions until all necessary disclosures or authorizations are filed. You agree to facilitate any required registrations with appropriate paperwork and documentation.

Compensation Reporting

Florida law requires that the fees and costs invoiced by 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, the FMNGA 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 attribute and report 50% of our fees and reimbursements as legislative branch lobbying fees, and 50% of our fees and reimbursements as executive branch lobbying fees, subject to periodic adjustment by us to reflect our best professional judgment regarding allocation of our efforts associated with this representation.

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 the FMNGA, we will enter into a separate engagement should the FMNGA decide to utilize Gray Robinson for those services. Nothing in this engagement letter requires the FMNGA to engage Gray Robinson for legal services.

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

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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. It is possible that Gray Robinson may participate in a legal matter adverse to the FMNGA, however we will make you aware of instances when they occur. 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. 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,



Ryan Matthews



For: Florida Municipal Natural Gas Association



Date

Attached: Additional Understanding Regarding Representation
Privacy Policy