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mike.huey@gray-robinson.com

CONFIDENTIAL – ATTORNEY-CLIENT PRIVILEGED

Transmittal via Email

December 11, 2019

David Verinder, President and CEO
Sarasota Memorial Hospital
1700 S. Tamiami Trail
Sarasota, FL 34239

Re: 2020 Legislative and Executive Branch Lobbying Representation

Dear David:

Thank you for your continued confidence in our legislative and executive branch lobbying representation of Sarasota Memorial Hospital (SMH). Legislative "lobbying" is defined by statute to mean influencing or attempting to influence legislative action or non-action through oral or written communication or an attempt to obtain the goodwill of a member or employee of the Legislature. Executive branch "lobbying" is also defined by statute and means seeking, on behalf of another person or entity, to influence an agency in the area of policy or procurement or an attempt to obtain the goodwill of an agency official or employee. Our representation under this engagement is solely confined to lobbying services (described above) pertaining to SMH issues.

Pursuant to the Florida Legislature's Joint Legislative Auditing Committee guidelines on the application of executive and legislative branch lobbying registrations and reporting of fees and costs, we will be registering to represent you before the legislative branch as well as the executive branch. Fees for registration regarding these branches are:

Legislative Branch:	$20.00 per principal; and
Executive Brach:	$25.00 per principal.

Our fee for this scope of work will be $65,000.00, payable in equal monthly installments beginning January 1, 2020 through December 1, 2020. Since the majority of our services occur in the legislative arena, we, as agreed, will be reporting 80 percent of our fees and reimbursements as legislative lobbying fees and costs and 20 percent as executive branch lobbying fees and reimbursements.

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In addition to our fee, all out-of-pocket expenses incurred on SMH's behalf including, but not limited to, long-distance telephone charges, lobbyist registration costs, copying (at the rate of $.20/page), express mail charges, and necessary travel, meals and lodging, etc., will be billed as these charges are incurred. We will endeavor to keep such expenses to a minimum and we will contact you for prior approval before incurring any expenses in excess of $250.00.

We have attached a copy of the firm's Additional Understanding Regarding Representation. All conditions in that document are incorporated by reference as part of this engagement letter. As we are sure you recognize, we have a legitimate business concern in being paid in a timely fashion. Also attached is our firm's Private Policy statement. Please review this statement and give us a call if you have any questions or need additional information.

If the scope of this representation should significantly change, we and SMH agree to revisit the fee arrangement. If these terms are acceptable to you, please sign this letter below and return to me at your earliest convenience. We look forward to continuing our relationship with you and the other SMH folks.

WE UNDERSTAND THAT IF WE HAVE QUESTIONS REGARDING THE APPLICATION OF CHAPTER 119, FLORIDA STATUTES, TO OUR DUTY TO PROVIDE PUBLIC RECORDS RELATING TO THIS CONTRACT, WE SHOULD CONTACT SARASOTA MEMORIAL'S CHIEF LEGAL OFFICER AS REPRESENTATIVE FOR CUSTODIAN OF PUBLIC RECORDS AT 941-917-4881, carolann-kalish@smh.com, 1700 South Tamiami Trail, Sarasota, FL 34239.

Sincerely,

J. Michael Huey

JMH/cg
Attachments

ACCEPTED BY:

SARASOTA MEMORIAL HOSPITAL

Date: 12/19/2019

By: _____
Its C.L.O.

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Additional Understanding Regarding Representation

Payment of Invoices

In the event that our invoices are not timely paid, or that payment terms satisfactory to us are not established, we reserve the right to renegotiate the terms of this engagement and/or to pursue our other remedies, including the right to charge you interest of 1½% per month for any invoice which has not been paid within 30 days of the date the invoice is mailed or emailed to you. We also reserve the right to withdraw as your counsel in the event you fail to honor your agreement with respect to our legal fees or for any just reason as permitted or required under the Florida Code of Professional Responsibility or as permitted by the rules of courts of the State of Florida. In the event of our withdrawal, you will promptly pay for all services rendered by us prior to the date of withdrawal.

Electronic Data

This will serve as our disclosure that the Firm does presently and will continue to maintain confidential and privileged information in electronic form. This practice will be followed in our work on this matter. The Firm does take measures that it understands to be reasonable and consistent with current business practices to protect that information.

Outcome or Result

We will strive to do our best to meet your needs in this and other any matter we subsequently undertake for you. Either at the commencement, or during the course of our representation, we may express opinions or beliefs concerning the litigation or various courses of action and the results that might be anticipated. Any such statement made by any attorney, consultant or employee of our Firm is intended to be an expression of opinion only, based on information available to us at the time, and should not be construed as a promise or guarantee. We cannot and do not make any representations, warranties or guarantees concerning the outcome of this or any representation we undertake. We will give you our best advice, render opinions, and seek to obtain the desired result. In this regard, it is most important that we communicate regularly.

File Retention

Following the termination of the representation/engagement, any otherwise nonpublic information you have supplied to the Firm (unless previously removed or destroyed by specific request) will be retained by us and kept confidential in accordance with applicable rules of professional conduct, and the Firm reserves the right to send such materials to off-site storage at any time. Any retrieval of material once the file is closed may incur an expense for which you will be responsible. The Firm's retention policy provides that we retain stored and closed files for a period of ten (10) years after which they may be destroyed. Thus, if there are any documents which you need from those we possess, we recommend that you obtain them at the conclusion of our work on this matter. Failure to do so will waive and indemnify the Firm from any liability for the destruction of materials.

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PRIVACY POLICY

Attorneys, like other professionals who advise on personal financial matters, are now required by a new federal law to inform their clients of their policies regarding privacy of client information. Attorneys have been, and continue to be, bound by professional standards of confidentiality that are even more stringent than those required by this new law. Therefore, we have always protected your right to privacy and do not take lightly the confidence you place in us.

In the course of providing our clients with financial and tax planning and preparation services, employment counseling, bankruptcy activities, certain real estate services, and other certain financial services, we receive significant personal financial information about you either from you or with your authorization. If you are a current or former client of GrayRobinson, P.A. you should know that all information that we receive about you is held in extreme confidence, and is not released to any person or entity outside of this law firm, except as agreed upon by you, or as required under applicable law.

We retain records relating to professional services that we provide so that we are better able to assist you with your professional needs and, in some cases, to comply with professional guidelines. In order to guard your non-public personal information, we maintain physical, electronic, and procedural safeguards that comply with our professional standards.

Please call if you have any questions regarding this matter. Your privacy, our professional ethics, and the ability to provide you with quality legal services are very important to us.