

GRAY ROBINSON
ATTORNEYS AT LAW

Dean Cannon
Statewide Chairman of Government Affairs and
Executive Vice President

850-577-9090

DEAN.CANNON@GRAY-ROBINSON.COM

301 SOUTH BRONOUGH STREET
SUITE 600
POST OFFICE BOX 11189 (32302-3189)
TALLAHASSEE, FLORIDA 32301
TEL 850-577-9090
FAX 850-577-3311
gray-robinson.com

BOCA RATON
FORT LAUDERDALE
FORT MYERS
GAINESVILLE
JACKSONVILLE
KEY WEST
LAKELAND
MELBOURNE
MIAMI
NAPLES
ORLANDO
TALLAHASSEE
TAMPA

December 13, 2016

Mr. Jacob Williams
General Manager and CEO
Florida Municipal Power Agency
8553 Commodity Circle
Orlando, Florida 32819

Re: Agreement with GrayRobinson, P.A.

Dear Mr. Williams:

Thank you very much for your continued interest in GrayRobinson, P.A. ("GrayRobinson" or "the Firm"). We appreciate the opportunity to provide governmental consulting services to the Florida Municipal Power Association, ("FMPA" 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.

You have asked that we represent FMPA's interests in state government relations on issues of priority to FMPA. This work will include representation before executive agencies, identification of legislative priorities, formulation of strategy, research, providing testimony or other information to committees or officials, communications with elected officials and staff on behalf of FMPA and reporting on the status of work and pending issues to FMPA.

The entire team of GrayRobinson's lobbyists will be available to advance FMPA'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 Joseph Salzverg, who will serve as secondary contact for this representation.

In exchange for these services, FMPA has agreed to pay the Firm \$40,000 annually with the initial payment of \$20,000 received on October 1, 2016 and the remaining \$20,000 due on May 1, 2017. All payments should be remitted to 301 S. Bronough St., Suite 600, Tallahassee, FL 32301, 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 FMPA's behalf. No monthly costs that in the aggregate exceed \$500 will be incurred without your prior approval. Both FMPA and the Firm have the right to terminate this contract with or without cause with thirty (30) 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 FMPA during the term of this contract or after its termination should reporting periods overlap.

Unless you direct otherwise, the Firm will report 60% of our fees and reimbursements as Legislative Branch lobbying fees and costs and 40% as Executive Branch lobbying fees and costs. All payments are subject to public disclosure per Florida Statute.

GrayRobinson has a policy of declining representation of clients when that representation would immediately create a direct conflict with other clients. You have retained GrayRobinson for representation as outlined above, and we know of no conflicts with our current clients. If you ever have a concern about 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. 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. 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, subject to compliance with Florida Public Records laws, including without limitation, Ch. 119, Florida Statutes.

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 2016. I expect 2017 registrations, which will require new approval, to go out the first week of January 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 FMPA in any way.

Sincerely,

Dean Cannon

GM & CEO
For: Florida Municipal Power Association
Agency
By: Jacob A. Williams
Signature

12/13/16
Date
Jacob Williams
Printed Name