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June 21, 2018

VIA E-MAIL

Al Hadeed, County Attorney
Flagler County Attorney's Office
1769 E. Moody Boulevard
Building 2, Third Floor
Bunnell, FL 32110

Re: Retention of Bell & Roper, P.A. for matters involving Flagler County
Sheriff's Operations Center Building Investigation/Litigation

Dear Mr. Hadeed:

You have inquired as to whether our firm is available to serve as counsel to the Flagler County Board of County Commissioners ("County") with respect to any anticipated litigation which may arise out of the issues surrounding the alleged conditions at the Flagler County Sheriff's Operations Center building, including the investigation of said matter and handling of any claims or litigation which may arise therefrom.

As I advised, our firm would be available to serve as counsel to the County with respect to this assignment. If the County wishes to retain our services, this letter will serve to confirm the terms of our engagement. It also provides information concerning our fees, billing, and collection policies, and other terms which will govern our attorney-client relationship. We do not wish to be overly formal, but

have found it helpful to confirm the nature and terms of our representation at the outset. Of course, we welcome any questions as to the terms below, or any aspect of the attorney-client relationship.

Communication: We believe communication is essential to the attorney-client relationship and our efforts on the County's behalf. In this regard, we will endeavor to provide the County and you with regular status updates, and will otherwise inform you of key events or occurrences throughout the course of this litigation and our representation. We will be available promptly to assist the County with respect to all aspects of this matter, including those tasks which you or the Board may direct or authorize. Of course, we welcome any feedback, questions, or other communications at any time, and fully encourage the same.

Staffing Philosophy: We will designate a primary partner (Michael J. Roper) and associate (Jennifer C. Barron) to work on this assignment and will endeavor to staff the matter economically and efficiently to ensure that a balance is struck between the efficiency which a more experienced lawyer may bring to the task and the advantages of having the task performed by an associate or paralegal.

Billing: Our hourly rates for work performed by members of the firm on this matter are as follows: \$180/hour for partners, \$145/hour for associates, and \$90/hour for paralegals. We bill our time in 1/10 hour increments (6 minutes). We prepare and submit our bills on a monthly basis. We charge for all time spent representing the County's interests, including but not limited to: telephone calls and conferences with your representatives, co-counsel, opposing counsel, consultants (if any) and others; conferences amongst our legal and paralegal personnel; legal research; responding to County's requests for information; preparation of letters, pleadings and other documents; attendance at depositions, hearings, meetings, mediations, closings, trials, and other proceedings; and travel. Our rates are then applied to each task. Our invoices will be itemized and include a brief description of the task, the amount of time spent on the task, and the total fee for the task. Each invoice is payable upon receipt. Should we receive a payment at a time when more than one invoice is outstanding, we will apply that payment to the oldest, outstanding bill. We would need your direction as to whom we should submit our monthly bills.

Al Hadeed, County Attorney
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Costs: The County will be responsible for all reasonable charges and costs we incur in the course of this representation and will be responsible for reimbursing us for any actual costs advanced on the County's behalf. We are committed to remaining at the cutting edge of computer and communications technology so as to provide you with a competitive advantage. Our charges will include, but are not limited to: charges for copying (\$0.15 per page); facsimiles; messenger services; computer research services; airfare, car rental, lodging, and meals for out-of-town trips; and court filings. These charges may also include any applicable sales or service tax. Receipts will be provided upon request.

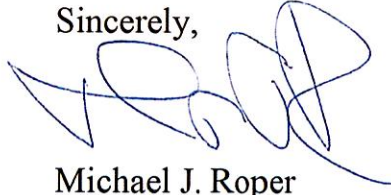
Completion of Representation: Upon completion of the matter to which this representation applies, or otherwise upon the earlier termination of our relationship, the attorney-client relationship will end unless we have expressly agreed to a continuation with respect to other matters. The County's retention of our firm is, of course, terminable at will. However, termination of our services will not relieve the County's obligation to pay fees and expenses incurred prior to termination.

Again, we sincerely appreciate your confidence in our firm and look forward to serving as counsel and assisting the County with respect to this assignment. If the terms of engagement set forth above are acceptable and the County does, indeed, wish to finalize our retention, please have a duly authorized representative sign below where indicated, and return a copy of this letter to us for our file. Once retained, we are available to assist you in any way regarding this matter.

Al Hadeed, County Attorney
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We thank you for your kind consideration of our firm and look forward to working with you.

Sincerely,



Michael J. Roper

MJR/ph

Signed and approved on behalf of Flagler County Board of County Commissioners:

Signature:  Date: 7/16/18
On behalf of Flagler County
Board of County Commissioners
Effective 7/09/18

Print Name: ALBERT J. HADEED

Title/Office: County Attorney