

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

BRADEN K. BALL, JR.
GEOFFREY P. BRODERSEN
MAUREEN DUIGNAN
Board Certified Criminal Trial Lawyer
Also Licensed In New York
CHARLES L. HOFFMAN, JR.
LL.M. in Taxation
DANNY L. KEPNER
Board Certified Civil Trial Lawyer
LOUIS A. ("TRIP") MAYGARDEN, III
Also Licensed In Alabama
JILL K. SATTERWHITE
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STEPHEN B. SHELL
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STEPHEN B. SHELL

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OF COUNSEL:
THURSTON A. SHELL
FLETCHER FLEMING

ROLLIN D. DAVIS, JR.
(1932-2002)
M.J. MENGE
(1936-2007)

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32502

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

December 3, 2013

VIA HAND DELIVERY

Executive Committee Members
Community Maritime Park Associates, Inc.
c/o Edward E. Spears, Executive Director
Fifth Floor of City Hall
222 West Main Street
Pensacola, Florida 32502

Re: Proposal for Legal Services – CMPA General Counsel

Dear Executive Committee Members:

Shell, Fleming, Davis & Menge (the "Firm") is pleased to submit this proposal to provide legal services to Community Maritime Park Associates, Inc. ("CMPA"). Specifically, this Firm proposes that the CMPA hire our firm to serve as its general counsel on a contract basis. Our firm is well suited to meet the general legal needs of the CMPA, as we bring significant experience in a variety of fields, including contracts and commercial law, real estate, construction, and land use.

Although we work as a team to provide legal support across practice areas, we are pleased to propose Trip Maygarden as the primary provider of legal services for the CMPA. As general counsel, Trip would attend CMPA meetings (and other appointments as requested), function as parliamentarian at CMPA meetings, and advise the CMPA on the various legal issues it encounters as it oversees the development and management of the Maritime Park. It is expected that Trip will be required to negotiate, draft, review, and implement CMPA contracts and policies. In short, Trip will serve the CMPA by drafting routine legal documents and providing timely advice on the broad range of legal issues that confront the CMPA.

With this proposal, this Firm is only offering to perform general legal services comparable to those performed by general counsel for a private corporation. It is not agreeing to handle litigation or transactional matters. This Firm may be willing to represent the CMPA in connection with such matters, but the terms and conditions associated with such representation must be separately negotiated.

This Firm will bill the CMPA for professional services at our public agency discounted hourly billing rate. Trip Maygarden's hourly rate will be \$175/hour. If confronted with a particularly complex or time-consuming matter, it may be to your advantage for one of our other attorneys or paralegals to assist from time to time. The hourly rate of associates will not exceed \$175/hour, whereas the maximum hourly rate of partners will not exceed \$250/hour. Paralegals will be charged at \$75/hour. The above-mentioned rates will apply to any and all time spent rendering services to the CMPA including, without limitation, legal research, drafting documents, drafting correspondence, speaking on the telephone, and attending meetings. The hourly rates set forth herein will be offered for a term of one (1) year, commencing immediately upon the CMPA's acceptance of this proposal. At the expiration of the term, these rates shall be subject to negotiation and adjustment. It is believed that Trip (or any other attorney assuming this representation) will be required to spend five to ten hours becoming acquainted with the various legal issues currently confronting the CMPA, together with any pertinent legal documents. The cost associated with the time spent "getting up to speed" will be capped at \$1,500. A separate fee schedule is attached for your convenience.

The Firm charges separately for certain costs incurred in the course of representation, as well as any disbursements made to third parties on a client's behalf. Such costs and disbursements include, for example, overnight delivery and messenger services, long distance charges, copying costs, and travel-related expenses. No travel-related expenses will be assessed for travel within the confines of Escambia County, Florida.

We will bill you on a monthly basis for services performed and costs incurred. Payment is due within thirty (30) days of the date an invoice is rendered. Past due amounts will be shown on the invoice.

The representation provided by the Firm is mutually cancelable with a thirty (30) day notice by either party. The Firm reserves the right to withdraw from representation for failure of the client to timely pay fees, costs, and disbursements in accordance with the fee arrangement described in this letter, or for any other reason permitted by the applicable Rules of Professional Conduct.

I believe that this letter outlines in reasonable detail our proposal as to this representation. Our representation will conform to the terms set forth herein. If you have any questions about any of the foregoing, please do not hesitate to contact me.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE

A handwritten signature in blue ink, appearing to read "Stephen B. Shell", is written over the printed name.

Stephen B. Shell

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December 3, 2013

FEE SCHEDULE

HOURLY RATES

Trip Maygarden (Primary Attorney)	\$175/hour
Partners	\$250/hour
Associates	\$175/hour
Paralegals	\$75/hour

NOTE: It is anticipated that Mr. Maygarden will provide the vast majority of the legal services required by the CMPA, though his paralegal will assist as needed. Other hourly rates are being disclosed for informational purposes and because it may be to the CMPA's advantage to utilize additional members of the firm when confronted by a particularly complex or time-consuming matter.

ANTICIPATED UP-FRONT FEES

Hourly, not to exceed \$1,500

NOTE: This item refers to time spent becoming acquainted with the various legal issues currently confronting the CMPA and pertinent legal documents.