

**Scott A. Remington**  
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October 18, 2018

**Via Email**

Chairman Don J. Gaetz  
c/o Susan Skelton ([sskelton@myfloridatriumph.com](mailto:sskelton@myfloridatriumph.com))  
Triumph Gulf Coast, Inc.  
P.O. Box 12007  
Tallahassee, FL 32317

RE: Engagement Letter - Litigation Counsel Services for Triumph Gulf Coast, Inc.

Dear Chairman Gaetz,

On behalf of the firm we would like to express our appreciation for being asked to serve as Litigation Counsel to the Triumph Board. This engagement letter is intended to set forth the terms and conditions under which Clark Partington will provide litigation legal services to Triumph Gulf Coast, Inc.

**Scope of Representation - Litigation Counsel Services**

When approved by the Board, the firm will act as litigation counsel to Triumph in the event of certain unusual and unexpected circumstances, providing the following services:

- A. Represent the Board and its Directors in any litigation arising from activities and functions of Triumph Gulf Coast.
- B. Represent Directors in any regulatory or statutory matter arising from their functions as Directors of Triumph Gulf Coast

**Legal fees and costs - Litigation Counsel Services**

Litigation Counsel Services will be charged on an hourly basis and will be discounted from the firm's standard hourly rates. All senior partner rates will be capped at \$400 per hour regardless of their customary rates. Junior partner and senior associate rates will be \$300 to \$350 per hour. Associate rates will be capped at \$175 to \$200 per hour. Rates will be reviewed annually but not changed without the consent of the parties hereto.

Scott A. Remington	\$400.00
A. Alan Manning	\$350.00
Douglas A. Bates	\$350.00
Sr. Partners	\$400.00
Jr. Partners/Sr. Associates	\$300.00-350.00
Associates	\$175.00-200.00

**Term of Engagement - Litigation Counsel Services**

12 months beginning November 1, 2018 and renewable annually for successive twelve (12) month terms unless otherwise cancelled by either party.

**Review of Representation**

The Chairman will meet regularly to confer with the designated representative of the firm to ensure that the terms and compensation agreement under this engagement adequately address the duties assigned (whether presently contemplated or not) and otherwise protect the rights, responsibilities and obligations of the parties. No change will be made in this representation agreement without the consent of both parties. This agreement may be terminated by either party upon thirty (30) days written notice.

**Conflict Counsel Services**

The Chairman and the Treasurer will comprise a committee of the Board to select conflict counsel to represent the Board in the event of a conflict involving Triumph Gulf Coast's counsel and a potential grantee. Expenditure of any funds for conflict counsel shall be approved by the Board.

**Case Management**

I will be your primary source of contact on this matter. My full contact information is below:

Scott A. Remington  
sremington@clarkpartington.com  
Direct Dial: 850-432-2399; Cell Phone: 850-384-4364

We strive to keep our clients fully informed as to the status of their matters. However, do not hesitate to contact me at any time to discuss the status of this matter or any other legal issue that may arise. My direct telephone number is 850-432-2399 and my email address is [sremington@clarkpartington.com](mailto:sremington@clarkpartington.com).

**Conclusion**

Although I believe the foregoing information covers the essential elements of our engagement, if you would like for me to explain any of the provisions in more detail, I would be pleased to do so. Otherwise, if the terms of this letter are acceptable to you, please sign and date in the spaces provided below and return an executed copy to our office.

The effective date of our engagement will be November 1, 2018. Thank you for this assignment and your continued confidence in our firm. We appreciate the opportunity to assist you with respect to this matter and look forward to working with you to resolve the matter.

Very truly yours,

Scott A. Remington

cc: Susan Skelton  
A. Alan Manning, Esq.

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**Don J. Gaetz**, *Chair of Triumph Gulf Coast, Inc.*

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Date