



LEVIN • PAPANTONIO
THOMAS • MITCHELL
RAFFERTY & PROCTOR • P.A.
PROFESSIONAL CORPORATION ATTORNEYS AT LAW

Steering Committee

**School Board of Santa Rosa County,
Florida**

Proposal for BP Oil Spill Legal Services

February 25, 2011

TABLE OF CONTENTS

	Section	Page
INTRODUCTORY LETTER.....	1	1
BACKGROUND AND EXPERIENCE.....	2	3
Levin Papantonio.....		3
Weitz & Luxenberg.....		6
Baron and Budd.....		7
Hinkle & Foran.....		9
Beggs & Lane.....		10
Morgan and Morgan.....		11
DESCRIPTION OF WORK PERFORMED.....	3	14
PROPOSED ATTORNEY EMPLOYMENT CONTRACT.....	4	17
COMMON BENEFIT EXPENSES.....	5	26



**LEVIN • PAPANTONIO
THOMAS • MITCHELL
RAFFERTY & PROCTOR • P.A.**
PROFESSIONAL CORPORATION ATTORNEYS AT LAW

SCOTT C. BARNES
AMANDA S. BARR
BRIAN H. BARR
M. ROBERT BLANCHARD
BRANDON L. BOGLE
VIRGINIA M. BUCHANAN
WILLIAM F. CASH III
RACHAEL R. GILMER
KRISTIAN KRASZEWSKI
KIMBERLY R. LAMBERT
FREDRIC G. LEVIN

MARTIN H. LEVIN
ROBERT M. LOEHR
KATHERINE McFARLAND
NEIL E. McWILLIAMS, JR.
Wm. JEMISON MIMS, JR.
CLAY MITCHELL
R. LARRY MORRIS
K. LEA MORRIS
PETER J. MOUGEY
DANIEL A. NIGH
TIMOTHY M. O'BRIEN

MIKE PAPANTONIO
MARK J. PROCTOR
TROY A. RAFFERTY
MATTHEW D. SCHULTZ
W. CAMERON STEPHENSON
LEO A. THOMAS
BRETT VIGODSKY
CHRISTOPHER M. VLACHOS
AARON L. WATSON

OF COUNSEL:
ROBERT F. KENNEDY, JR.
(LICENSED ONLY IN NEW YORK)
BEN W. GORDON, JR.
LEFFERTS L. MABIE, JR. (1925-1996)
D.L. MIDDLEBROOKS (1926-1997)
DAVID H. LEVIN (1928-2002)
STANLEY B. LEVIN (1938-2009)

February 25, 2011

Office of Superintendent of Schools
5086 Canal Street
Milton, FL 32570

Re: Proposal to the School Board of Santa Rosa County, Florida
BP Oil Spill Legal Services

Dear Board Members:

The Levin Papantonio law firm welcomes the opportunity to represent the School Board of Santa Rosa County in regards to the School Board's losses due to the catastrophic explosion of the Deepwater Horizon and the subsequent BP oil spill. By way of introduction, the Levin Papantonio firm has formed a coalition with the firms of Weitz & Luxenberg, based in New York, Baron and Budd, based in Texas, Hinkle & Foran, based in Tallahassee, Beggs & Lane, based in Pensacola, and Morgan and Morgan, based in Orlando, to represent governmental entities who have suffered losses due to the tragedy in the Gulf. These losses range from lost revenue due to a reduction in property value of the citizens of Santa Rosa County to the out of pocket costs of the School Board in response to the oil spill.

The above firms have the experience and resources to pursue and fund such a case on behalf of the School Board. In fact, lawyers from Levin Papantonio, Weitz & Luxenberg, Baron and Budd, and Morgan and Morgan have been appointed by Judge Carl Barbier of the Eastern District of Louisiana to direct and coordinate the litigation on behalf of all victims with claims in federal court. Brian Barr of the Levin Papantonio firm was appointed to the Plaintiffs' Steering Committee and is one of four lawyers throughout the country named to the Plaintiffs' Executive Committee. Scott Summy of Baron and Budd serves as Co-Executive Counsel for the Plaintiffs' Steering Committee. Both Robin Greenwald of Weitz & Luxenberg and Alphonso Michael "Mike" Espy of Morgan and Morgan serve on the fifteen (15) member Plaintiffs' Steering Committee. Frank Petosa of the Morgan and Morgan firm holds leadership positions on numerous sub-committees of the Plaintiffs' Steering Committee. Each of these lawyers would be directly responsible for representing the School Board.

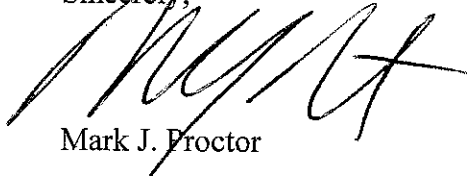
Office of Superintendent of Schools
5086 Canal Street
Milton, FL 32570

It is our belief that to allow the School Board to recover fully, it must be in a position to know how the catastrophe in the Gulf has affected the revenue of the School Board both during the actual spill and into the future. We are proposing that economic modeling will be necessary to determine and predict both the past and future losses in revenue. We have assembled a team of economic modelers that are tasked to undertake this expensive and time-intensive process. We have hired Dr. Julie Harrington of the Center for Economic Forecasting and Analysis at Florida State University. Dr. Harrington is a renowned expert on the building and implementation of economic forecasting models. Assisting Dr. Harrington is Dr. Mark Bonn of the Dedman School of Hospitality at Florida State University. We have also hired Adam Sacks of Tourism Economics, LLC. Mr. Sacks has already conducted and published studies regarding the impact of the spill on the communities on the Gulf Coast. Finally, we have hired Dr. Lance deHaven-Smith, who is a Professor of Public Administration and Policy at Florida State University. Dr. deHaven-Smith is an expert on the funding of local governments and will be critical to determine the effects of the spill on all of the School Board's revenue sources.

Understanding the complexity of the School Board's claims, we propose that the School Board be represented on a contingency fee basis. Accordingly, the School Board would not be charged any up-front costs and would only pay attorney costs and fees if we are successful in obtaining a recovery. The fee under our proposed contingency fee contract would be 20% of the School Board's recovery through settlement or legal proceedings.

Thank you for your consideration, and we look forward to speaking with you in more detail regarding our proposal.

Sincerely,



Mark J. Proctor

MJP/mp



Since its founding in 1955, the law firm of Levin, Papantonio, Thomas, Mitchell, Rafferty & Proctor, P.A., has built its reputation as one of the most successful litigation firms in the country. The lawyers of Levin, Papantonio have helped hundreds of thousands of people and have won more than one billion dollars in total settlements. The firm's many achievements and distinctions have appeared in (among others) *Time Magazine*, *George Magazine*, *Forbes Magazine*, *Florida Trend*, *US Magazine*, *American Lawyer*, *Lawyer Weekly* and *National Law Journal*.

The attorneys at Levin, Papantonio have dealt with some of the largest mass tort cases in American history and despite the firm's national presence, the lawyers of Levin, Papantonio remain dedicated and focused on Northwest Florida. Among the firm's many areas of practice is its environmental litigation department. Levin, Papantonio's environmental litigation department was established over a decade ago and since its inception, the firm has become a leader both locally and nationwide in complex environmental litigation.

Levin, Papantonio maintains a full time environmental litigation department composed of attorneys, investigators, paralegals and other staff persons. Over the years, Levin, Papantonio has handled numerous large-scale environmental cases locally and across the country. These cases have involved complex scientific issues, thousands of exhibits and required enormous financial and staff resources to pursue. The firm has litigated against some of the largest corporations including: Conoco-Phillips, International Paper Company, Raytheon Company, E.I. du Pont de Nemours and Company and the St. Joe Company.

In 2007, after an eight-week trial, Levin, Papantonio received a jury verdict for a West Virginia community with an estimated value in excess of \$380 million. That case concerned a community that had been contaminated by arsenic, cadmium and lead emitted from a zinc smelter operated by the DuPont Company. The jury determined that the injured class members were entitled to property remediation and a medical monitoring program, both to be funded by DuPont. DuPont subsequently appealed the jury verdict to the West Virginia Supreme Court of Appeals where it was conditionally affirmed pending resolution of one remaining issue to be re-tried. A settlement was finally reached in late 2010 resolving the case. In 2008, the Levin, Papantonio trial team that worked on the case against DuPont was selected as a finalist by the Public Justice Foundation for its Trial Lawyer of the Year Award.

The Levin, Papantonio environmental department litigated a groundwater contamination case against Conoco Phillips stemming from a former fertilizer manufacturing facility it operated in Pensacola, Florida. That case resulted in a settlement for the class of property owners and residents seeking property damages and medical monitoring. Another groundwater case the firm is currently involved in is against the Raytheon Company in St. Petersburg, Florida. That case involves a class of property owners who allege that the groundwater beneath their homes has been contaminated by vinyl chloride, trichloroethylene ("TCE") and 1, 4-dioxane released from a facility owned and operated by Raytheon.

Over the years, the firm's environmental department has handled a wide range of cases stemming from groundwater contamination, soil contamination, air pollution and contamination of surface waters. The firm's experienced environmental attorneys include the former general counsel of the Florida Department of Natural Resources, now called the Florida Department of Environmental Protection, and the founders of a non-profit natural resource protection organization. In addition, Robert F. Kennedy, Jr., an unfaltering defender of the environment is Of Counsel with the Levin, Papantonio firm.

The Levin, Papantonio firm is at the forefront of the BP Oil Spill Litigation having been appointed to both the Plaintiffs' Steering Committee ("PSC") as well as the Plaintiffs' Executive Committee ("PEC"). Brian Barr, a shareholder with the firm, was appointed to both the PSC and the PEC by Judge Carl Barbier, the judge who is overseeing all cases stemming from the oil spill disaster. Judge Barbier was selected to handle the consolidated Multi-District Litigation ("MDL") in the Eastern District of Louisiana. All BP Oil Spill cases will be centralized before Judge Barbier for the coordinated handling of generally applicable pre-trial issues. Judge Barbier will also be presiding over the trials of certain issues that are significant to all oil spill cases such as the general allocation of fault amongst the defendants and the availability of punitive damages.

The PSC and PEC are comprised of attorneys from around the country who represent those impacted by the BP Oil Spill. Hundreds of attorneys submitted applications from which Judge Barbier made his selections. Brian Barr was appointed to the fifteen member PSC as well as the 4 member PEC. Mr. Barr is the only Florida attorney appointed to the four member PEC. As a member of the PEC, Mr. Barr has been authorized by the Court to coordinate and direct the efforts to pursue justice against BP and the other defendants for all victims of this tragedy. Because of Mr. Barr's positions on both the PSC and PEC, our firm is uniquely positioned to ensure our clients' rights are fully protected and advocated before Judge Barbier. The ability to lead this litigation will allow us to ensure that our clients' unique concerns are advocated.

The BP Oil Spill is an unprecedented disaster, both economically and ecologically. The Levin, Papantonio firm's experience and infrastructure allows us to represent a wide range of clients from both the private and public sectors. Our clients are located from the panhandle through the Florida Keys. We represent municipalities, hotels, restaurants, tourist attractions, seafood distributors, wholesalers and retailers as

well as financial institutions and other business interests impacted by this far-reaching disaster. The Florida Restaurant & Lodging Association ("FRLA"), one of the most influential trade associations in the state, hired Levin, Papantonio to represent them with regard to the BP Oil spill. The FRLA represents the interests of the entire hospitality industry including lodging establishments, restaurants and suppliers to the industry. The firm also represents the Naval Aviation Museum and the Joe Patti Seafood Company, two of Pensacola's most renowned institutions.

WEITZ & LUXENBERG P.C.

Weitz & Luxenberg, PC, is a plaintiffs' law firm preeminent in complex litigation and mass torts since 1986, with offices in New York, New Jersey and California. With more than 70 attorneys, organized by practice area, and a specialized support staff of over 300, the team has successfully represented thousands of clients nationwide in individual and class action cases involving environmental and toxic pollution, asbestos, products liability, defective medical devices and pharmaceuticals, and general negligence/personal injury. The firm also has forged an alliance with famed environmental activist Erin Brockovich, who has been active in the firm's outreach efforts in communities affected by environmental pollution and corporate malfeasance nationwide, and who has visited communities in the Gulf since the oil spill. Weitz & Luxenberg has co-counseled with this consortium of attorneys for decades.

Robin Greenwald heads the firm's Environmental and Toxic Torts Unit. She is a leading environmental attorney in the country who has been practicing environmental law for more than 25 years. Ms. Greenwald has experience litigating against BP as plaintiffs' liaison counsel for MDL 1358, the multi-district litigation against the petroleum industry, including BP, for contaminating groundwater around the country with the gasoline additive MTBE. In that MDL, Ms. Greenwald had regular dealings with counsel for BP in the Deepwater Horizon litigation. That litigation was settled in 2008 for over \$450 million. Ms. Greenwald (together with two other WL attorneys and attorneys from Baron & Budd) were finalists for the 2009 Public Justice Trial Lawyer of the Year award for the MDL 1358 MTBE litigation.

Judge Barbier named Ms. Greenwald to the Plaintiffs' Steering Committee for the Deepwater Horizon oil spill litigation, MDL 2179. She has been involved in BP oil spill issues from the outset, spending many months in Gulf Coast communities following the explosion. Weitz & Luxenberg has filed economic loss lawsuits on behalf of Gulf Coast residents and businesses with Levin Papantonio, as well as lawsuits on behalf of Menhaden fisherman and hundreds of Vietnamese fishermen along the Gulf. W&L also represents hundreds of Vessel of Opportunity and other clean up workers who participated in the efforts to stop the ill effects of oil on the environment and who have suffered physical injuries from exposure to the oil and oil dispersants.

On the PSC, Ms. Greenwald spearheads the master pleadings and the briefing issues relating to these master complaints. She also works alongside Brian Barr, Scott Summy and others on the environmental sampling and analyses and environmental science expert aspects of the litigation. Moreover, Ms. Greenwald leads the health impacts experts group for the litigation. Finally, together with Levin Papantonio, W&L also worked to identify economic modeling experts for the State of Florida and to develop the economic model that will form the basis for losses by the school board and other businesses and governmental entities throughout the State. W&L also has an attorney working full time in New Orleans assisting in the review of documents for the depositions and trial scheduled for February 2012.



Baron & Budd is nationally known for its three decades of protecting the environment and exposed populations from toxic chemicals. The Firm's driving mission is "Protecting What's Right," a commitment to holding responsible the corporations that foul our air, water, workplaces, and neighborhoods. The philosophy is put into practice every day by the 50 attorneys and 200 staff members who help make B&B a success by many measures. It is one of the largest national trial firms in the country with an unprecedented track record in successfully litigating products liability, class actions, mass torts, and complex environmental litigation cases throughout the United States. It makes a real difference in people's lives — achieving cleaner drinking water for communities across the United States and forcing removal of toxic chemicals from neighborhoods and workplaces.

In addition, Baron & Budd has a long-standing presence in the Gulf States. Its primary office is in Texas with offices located in Louisiana and Florida.

Scott Summy is the section head of Baron & Budd's Water Contamination & Environmental Litigation Practice. Mr. Summy has dedicated his career to environmental law, having represented thousands of individuals and over 200 public entities (including the State of New Mexico) in dozens of environmental litigation cases around the United States against some of the largest companies in the world, including BP and its related entities ("BP"). His team's efforts have been extremely effective, generating recoveries in excess of \$1 billion for clients in environmental cases. Mr. Summy and many of the members of his team have been publicly recognized for their work in environmental law.¹

Russell Budd is the managing partner of Baron & Budd and has worked for 30 years to make the firm what it is today — a formidable force in environmental litigation and protection of natural resources. Mr. Budd has led the national field in asbestos litigation, insisting that injured workers have access to courts and receive compensation for their injuries. As chair and member of several asbestos creditors' bankruptcy committees, Mr. Budd successfully resolved over 100,000 victims' claims with some of Wall Street's biggest companies. He has shaped the world of asbestos litigation true to the Firm's philosophy that victims of corporate wrongdoing should be allowed to pursue

¹ D Magazine, "Best Lawyers in Dallas" (2003-2008); Texas Monthly, "Texas Super Lawyer" (2003-2010); *The Best Lawyers in America* (2006-2011 editions); "The American Trial Lawyers Association's Top 100 Trial Lawyers" (2008-2009); and The California Lawyer Attorney's of the Year Award for Environmental Law (2001). In 2009, Mr. Summy and his team were Finalists for the Public Justice Trial Lawyer of the Year Award for their work in the *In Re: Methyl Tertiary Butyl Ether ("MTBE") Products Liability Litigation*; MDL No. 1358. They were recognized for, "Making Big Oil Clean Up its Dangerous Mess."

legal remedies. Notably, Mr. Budd was a chief negotiator of a \$4 billion national settlement with Halliburton that established a trust fund to protect present and future asbestos victims throughout the United States - the largest asbestos trust fund of its kind anywhere in the world. He has committed his career, significant resources, and political influence to holding responsible any company that exposes the public to dangerous substances.

Mr. Summy and B&B are playing a prominent role in the Deepwater Horizon MDL proceedings. As Co-Executive Counsel for the Plaintiffs' Steering Committee, Mr. Summy coordinates the activities of the 15-member Plaintiffs' Steering Committee. Mr. Summy, along with the Executive Counsel, have established work groups that will identify test trial cases (model cases) and will identify experts on damages, including economic loss damages. A seat on the committee provides Mr. Summy with the opportunity to shape the direction of the case as well as guarantee that clients don't get lost in the multitude of claims filed in the MDL.

In addition, Mr. Summy and B&B were retained by the State of Louisiana's designated Trustees in connection with issues related to Deepwater Horizon Oil Spill. As counsel to the State of Louisiana, Mr. Summy and the firm will provide a comprehensive evaluation of environmental and economic damage and will work with BP to ensure that the state is fairly compensated for damage to its natural resources and economy.

Baron & Budd has also teamed with Florida law firms to develop litigation strategies for businesses and other entities affected by the Oil Spill. Our team includes experienced litigators, industry experts, economists, and other experts that can fully address the Oil Spill's impact on your business.

Finally, B&B represents hundreds of hotels, condominium owners, restaurants, other commercial businesses and individuals through out the Gulf Coast.

INKLE & FORAN

ATTORNEYS AT LAW

Donald M. Hinkle is the founding partner of Hinkle & Foran of Tallahassee, Florida, where he has practiced law for 30 years. His practice is limited to catastrophic injury cases and mass torts. He graduated with honors from the Florida State University College of Law in 1980 and has since practiced civil trial law in Tallahassee. He has served as President of the Tallahassee Chapter of the American Board of Trial Advocates (ABOTA), The Capital City Justice Association and The Tallahassee Bar Association. He is Board Certified as a Civil Trial Lawyer by both the Florida Bar and the National Board of Trial Advocacy. He is listed as one of the Best Lawyers In America within the field of civil trial law and was designated as "Lawyer of the Year" for 2010. The Florida Justice Association has awarded Mr. Hinkle the "Crystal Eagle Award" for lifetime achievements and support, and he was honored with the Civility Award by the American Board of Trial Advocates. He is AV rated by Martindale-Hubbell, was selected by Law & Leading Attorney's in the area of Personal Injury Law and both Florida Trend and Florida Monthly have identified Mr. Hinkle as one of the top civil trial lawyers in the State of Florida.

Mr. Hinkle has obtained jury verdicts in excess of one million dollars in medical malpractice, automobile accident, premises liability, product liability and civil rights cases. His mass tort efforts include the representation of hundreds of women injured by the Dalkon Shield IUD, a nationwide group of consumers injured or killed by manufactured Ltryptophan and other product defect and toxic exposure claims. His firm served as co-counsel in Florida's successful groundbreaking case against the tobacco industry. Mr. Hinkle is active with numerous charitable and civic organizations and has endowed a professorship at the Florida State University College of Law and the Donald Hinkle Fund at the Community Foundation of North Florida. A fourth generation Floridian, he was born and raised in Tallahassee.

BEGGS & LANE

Our firm adopted the name Beggs & Lane in 1975, but we uphold a legacy that extends back over 125 years as one of the oldest law firms in the State of Florida. Beggs & Lane represents governmental agencies and municipalities throughout Northwest Florida. J. Nixon Daniel, III of the firm has tried numerous Northwest Florida cases.

Florida legal pioneers William A. Blount and Alexander Clement Blount, Jr., formed the firm of Blount & Blount in 1883, and a partnership advocacy of Northwest Florida businesses and individuals has stood strong ever since. The firm's founding father, William A. Blount, is credited with rewriting Florida statutory law and producing the codification of the Florida Statutes of 1892. The U.S. Supreme Court adjourned upon his death, and Corpus Juris honored him as the leading Florida lawyer of his time.

In the years since its founding, Beggs & Lane has continued its long tradition of legal excellence, producing, among other notable attorneys, a Florida Supreme Court Justice and a Chief Judge for the U.S. District Court in the Northern District of Florida. We currently count among our partners a former U.S. Attorney, a former Assistant U.S. Attorney and numerous Board Certified attorneys in various practice areas. Although times have changed, we continue to provide skilled, dynamic legal services to Florida's leading companies and people with a broad range of legal needs, with a special expertise in litigating environmental cases.

Beggs & Lane represents clients in trial, regulatory and transactional matters related to contaminated property, hazardous waste management and cleanup, wetlands and land use, and has represented clients in enforcement actions and consent order negotiations with the Florida Department of Environmental Protection and the U.S. Environmental Protection Agency. Beggs & Lane was a member of the class action legal team representing the plaintiffs in *Samples v. Conoco, et al* and *Williams v. Conoco, et al*, involving property damage and medical monitoring claims. Beggs & Lane has served as counsel to many governmental agencies and municipalities, including the Santa Rosa Island Authority and the Escambia County Clerk of the Court.



Morgan & Morgan is a leading civil trial law firm representing consumers and commercial clients nationwide. With 175 lawyers, and almost 1000 employees, Morgan & Morgan is the largest plaintiffs' firm in the State of Florida and one of the largest in the nation. Morgan & Morgan's principal office is in Orlando, Florida, but the firm has offices throughout Florida and has offices in Georgia, Mississippi, and Tennessee. Morgan & Morgan's experienced team of attorneys handle all types consumer protection claims, and is staffed and equipped to deal with complex, document-intensive litigation. Morgan & Morgan also has a Business Trial Group that represents business owners and individuals and is dedicated to preserving and protecting business, investment, and other commercial rights and interests.

Morgan & Morgan's dedicated National Consumer Class Action and Mass Tort Department staffed with lawyers committed to representing large numbers of individuals in MDL proceedings and class action cases throughout the country. After the April 20, 2010, Deepwater Horizon explosion and oil spill, the firm established an interdisciplinary Oil Spill Practice Group to assist businesses, individuals and governmental agencies that suffered financial losses as a result of oil spill. The interdisciplinary Oil Spill Practice Group is led by the Consumer Class Action & Mass Tort Department together with the firm's Business Trial Group, Maritime Litigation Group and the Mississippi litigation practice. Morgan and Morgan has many clients throughout the gulf region who were impacted by the oil spill and the firm was among the first to file claims arising from the oil spill in south and coastal Florida.

The principal members of Morgan & Morgan's interdisciplinary Oil Spill Practice Group are:

Scott Wm Weinstein Mr. Weinstein practices in Morgan & Morgan's Fort Myers, Florida office. Mr. Weinstein serves as the Managing Partner of the firm's National Consumer Class Action and Mass Tort Department, handling mass tort litigation, consumer class action litigation and complex commercial litigation nationwide. Mr. Weinstein has broad experience and is nationally known in the areas of consumer protection, pharmaceutical and medical device litigation, and cases involving food-borne illnesses. He has served in leadership positions in many consumer class actions in State and Federal Courts around the country as well as in Multi-District Litigation where he was appointed Co-Lead and Liaison Counsel in the case *In re: Denture Cream Products Liability Litigation*, MDL No. 2051 (Southern District of Florida) and to Plaintiffs' Steering Committees in several cases including *In re: Heparin Products Liability Litigation*, MDL No. 1953 (Northern District of Ohio); *In re: Digitek Products Liability*

Litigation, MDL No 1968 (Southern District of West Virginia); *In re: Total Body Formula Products Liability Litigation*, MDL No. 1985 (Northern District of Alabama); *In re: Bayer Corp. Combination Aspirin Products Marketing and Sales Practices Litigation*, MDL No. 2023 (Eastern District of New York); and *In re: Chinese-Manufactured Drywall Products Liability Litigation*, MDL No. 2047 (Eastern District of Louisiana).

Mr. Weinstein was educated at the University of Florida, earning a B.S. degree in 1982 and a Juris Doctorate degree in 1985. He was inducted into Florida Blue Key while at the University of Florida. He currently serves as a member of the Florida Bar Board of Governors. He is Past President of the Lee County (Florida) Bar Association, Past Chair of The Florida Bar Grievance Committee "A" Twentieth Judicial Circuit, a member of the Twentieth Judicial Circuit Peer Review Committee, and Past President of the Naples/Fort Myers Chapter, American Board of Trial Advocates ("ABOTA"). He is "AV" rated by Martindale-Hubbell and in 2009 was selected as a member of the "Florida Legal Elite."

Alphonso Michael "Mike" Espy A partner practicing in Morgan and Morgan's Mississippi office, Mr. Espy is a member of the Mississippi State Bar Association and all Federal Courts in Mississippi; he served as Regional Managing Attorney for Central Mississippi Legal Services, handling all sorts of civil litigation matters for income-eligible clients in a five county area; he was Assistant Secretary of State in charge of Mississippi's public lands, which included all public properties above the mean high tide mark. Notably, Mr. Espy was the first African American Assistant Secretary of State in Mississippi history. Mr. Espy served the State of Mississippi as Assistant Attorney General, Director of the Office of Consumer Protection where he managed and litigated cases arising from consumer fraud. He drafted the fraud prevention legislation which was adopted into the Mississippi Code. Mr. Espy was the first African American to serve as an Assistant Attorney General in Mississippi history.

In 1986, Mr. Espy became the first African American Member of Congress from Mississippi since Reconstruction, serving the state's Second Congressional "Delta" District. In this capacity, Mr. Espy served on the House of Representative's Budget and Agriculture Committees; as Chairman of the Subcommittee on Cotton, Rice and Sugar; Chairman of the Domestic Hunger Committee, and a member of the Select Committee on Hunger; he authored a Bill signed into law by President Reagan creating the Economic Development District including Louisiana, Mississippi, Arkansas, Tennessee, Missouri, and Illinois.

In 1996, Mr. Espy became the nation's 25th Secretary of Agriculture, serving the Clinton Administration and responsible for managing 124,000 employees and a \$63 Billion budget. He personally negotiated GATT and NAFTA treaties, reorganized the Department of Agriculture, reformed the meat and poultry inspection systems and emphasized conservation, forestry and wetlands restoration.

In September, 2010, Mr. Espy was one of fifteen attorneys chosen to serve on the Plaintiffs' Steering Committee of Gulf Oil Spill MDL, *In Re: Oil Spill by the Oil Rig*

"Deepwater Horizon" in the Gulf Of Mexico, April 20, 2010, MDL No. 2179 (Eastern District of Louisiana). Mr. Espy also serves in a leadership position on numerous sub-committees of the Plaintiffs' Steering Committee of Gulf Oil Spill MDL.

Frank M. Petosa Mr. Petosa is located in Morgan and Morgan's Davie office and he coordinates the firms' interdisciplinary Oil Spill Practice Group. Mr. Petosa also holds leadership positions on numerous sub-committees of the Plaintiffs' Steering Committee of Gulf Oil Spill MDL.

Mr. Petosa is a Past President of the Florida Justice Association and a Past Chair and Trustee of the Florida Justice Political Action Committee. In addition, he previously served as Chair of the Nursing Home and Auto Insurance Committees and Fundraising Chair for the Florida Justice Association. He also served as a member of the Florida Justice Association's Medical Liability and Arbitration Committees. Mr. Petosa has frequently lectured at Florida Justice Association and American Association for Justice seminars throughout the country on a variety of topics relating to medical malpractice, nursing home and personal injury litigation. He has also testified extensively before Florida Senate and House committees on a wide range of issues impacting the civil justice system and in opposition to tort reform. Mr. Petosa is also a Fellow of the American Bar Foundation, a member of the Southern Trial Lawyers Association and a member of the National Citizens Coalition for Nursing Home Reform. In 2009 and 2010, Mr. Petosa was named a Florida Super Lawyer.

Mr. Petosa was admitted to the Florida Bar in 1993. He graduated from the University of Florida with a B.A. degree in 1989 and a Juris Doctorate degree with honors in 1992.



Levin Papantonio, Weitz & Luxenberg, Baron and Budd, Hinkle & Foran, Beggs & Lane, and Morgan and Morgan (the "Consortium") have invested thousands of attorney hours in investigating the Deepwater Horizon disaster, subsequent oil spill, and its effect on the Gulf Coast. From day one, the Consortium has remained committed to representing local businesses and residents against those responsible for the oil spill.

The Consortium is at the forefront of the BP Oil Spill Litigation, with representatives from Levin Papantonio, Weitz & Luxenberg, Baron and Budd, and Morgan and Morgan having been appointed to the Plaintiffs' Steering Committee ("PSC") and Plaintiffs' Executive Committee ("PEC"). Brian Barr, from Levin Papantonio, and Scott Summy of Baron and Budd were both appointed to the PSC and PEC by Judge Carl Barbier, the judge who is overseeing all cases stemming from the oil spill disaster. Both Robin Greenwald of Weitz & Luxenberg and Alphonso Michael "Mike" Espy of Morgan and Morgan have been appointed to the Plaintiffs' Steering Committee. Finally, Frank Petosa of Morgan and Morgan holds leadership positions on numerous sub-committees of the Plaintiffs' Steering Committee. These appointments give the consortium of firms a unique position in ensuring our clients' rights are fully protected and advocated before the court.

Through his appointment to the PSC and PEC, Brian Barr coordinates and directs various aspects of the Multi-District Litigation ("MDL") before Judge Barbier. Mr. Barr works closely with the experts retained in the MDL, regularly receives and reviews scientific data, and has unrestricted access to the documents, sampling, and other data produced by the defendants. In addition, Mr. Barr regularly meets with other members of the PSC and PEC to determine the best course of action for those affected by the oil spill.

Robin Greenwald leads the PSC with regard to the master pleadings and the briefing issues related to the master complaints in the MDL. She also works closely with other members of the PSC on the environmental sampling and analyses, as well as the environmental science expert aspects of the litigation. She also leads the health impacts experts group for the Multi-District Litigation.

Scott Summy coordinates the actions of the Plaintiffs' Steering Committee and has assisted the Executive Counsel in establishing workgroups to identify experts on damages and test cases for trial.

In addition to the Multi-District Litigation before Judge Barbier, the Levin Papantonio firm has filed two separate class action lawsuits against the BP entities and other companies responsible for the oil spill disaster. On April 30, 2010, the firm filed a

class action lawsuit representing local businesses in connection with their economic losses due to the oil spill. The businesses represented include commercial fishermen, seafood distributors, a property management company, and several other businesses that make a living through their use of the Gulf of Mexico. This case, titled *Joe Patti Seafood Company, et al. v. Transocean, Ltd., et al.*, is part of the consolidated MDL proceedings pending before Judge Barbier in the Eastern District of Louisiana.

On June 12, 2010, the Levin Papantonio law firm filed a class action complaint against BP's various entities under the civil federal RICO statute, 18 U.S.C. §1964 and the Florida Civil Remedies for Criminal Practices Act, FLA. STAT. ANN. §772.104 (commonly referred to as "Florida Civil RICO" or "Florida RICO"). It is Levin Papantonio's position that our clients' damages were caused by BP's scheme to secure billions of dollars in profits by committing a pattern of criminal predicate acts, including mail and wire fraud through submissions in the permitting process for offshore drilling. We are seeking treble damages on behalf of the proposed class of plaintiffs under the federal and Florida RICO statutes, as well as temporary, preliminary and permanent injunctive relief under the Florida RICO statute. The RICO case, referred to as *Robert L. Rinke v. BP, P.L.C., et al.*, has also been consolidated in the MDL court for pre-trial purposes.

In addition to the class actions filed by the Levin Papantonio firm, Weitz & Luxenberg has filed economic loss lawsuits on behalf of Menhaden fishermen and hundreds of Vietnamese fishermen along the Gulf. Additionally, the firm represents numerous clean up workers and individuals hired through the Vessel of Opportunity program that have suffered physical injuries from exposure to the oil and oil dispersants.

The Consortium has retained several experts with extensive backgrounds in economic modeling, tourism, and government funding. Dr. Julie Harrington is an economist at Florida State University and the Director of the Center for Economic Forecasting and Analysis. Dr. Harrington works with statistical and economic input-output modeling software and has performed economic impact analyses for the Economic Development Council and numerous companies. She will develop economic modeling based upon projections as to where the Florida economy would have been but for the oil spill, a baseline against which damage will be measured.

Dr. Mark Bonn is perhaps the foremost authority on Florida tourism and has provided marketing and economic research for over 21 Florida counties and Tourism and Development Councils throughout the state. Dr. Bonn is the Dedman Professor in Services Management at Florida State University's Dedman School of Hospitality. He has published over 50 articles in the area of hospitality and tourism, including sustainable tourism, and is the only academic in the Florida Tourism Hall of Fame. Dr. Bonn can address the effects of the oil spill and perceptions of pollution on Florida tourism in the past as well as the future, and changes in tourism patterns that may result from the oil spill and public perception of its effects.

Dr. Lance deHaven-Smith is Florida's foremost expert on local government and local government finance. He is a professor in the Askew School of Public Administration and Policy at Florida State University and the author of numerous books and articles on Florida government and, in particular, local government. He is a Director of Research at the Center for Florida Excellence and Local Government. Dr. deHaven-Smith will consult regarding the taxing basis of each particular entity represented, as well as the interaction with revenues derived from the State of Florida.

Adam Sacks is the founder and Managing Director of Tourism Economics, an Oxford Economics company dedicated to analytically-based consulting to the tourism sector, and the author of the report Potential Impact of the Gulf Oil Spill on Tourism. He is an authority on measuring the economic impact of tourism activity, both broadly and for specific initiatives and projects. He has also implemented the UN-sanctioned methodology for measuring the economic impact of tourism for over a dozen countries and seven states. Mr. Sacks is a frequent speaker on issues related to tourism market analysis and will provide information relating to the effect of the Gulf oil spill on the local tourism industry.

All of our experts are prepared to offer opinions on the effects of the oil spill within the next several weeks. Using the economic modeling provided by the experts, we will be able to calculate growth rates when determining our clients' damages into future years. This information will not only be used during litigation, but to also support claims for damages submitted to BP.

Finally, the Consortium has formed a team to assist our clients in preparing and submitting interim and final claims to BP. This team offers guidance to our clients with regards to their potential claims, including information on the document requirements and the best avenue for recovery. Through our involvement with the claims process, we are able to immediately begin calculating our clients' damages and use this information to prepare for future settlement negotiations and/or litigation.

ENGAGEMENT AND CONTINGENCY FEE AGREEMENT

This AGREEMENT is made this _____ day of _____, 2011, by and between the School Board of Santa Rosa County, Florida ("the Governmental Entity") and the law firms of Weitz & Luxenberg, P.C., a New York professional corporation, Levin, Papantonio, Thomas, Mitchell, Rafferty & Proctor, P.A., a professional corporation located in Pensacola, Florida, Hinkle & Foran, P.A., a professional corporation located in Tallahassee, Florida, Baron and Budd, P.C., a professional corporation located in Dallas, Texas, Morgan and Morgan, P.A., a professional association located in Orlando, Florida, and Beggs & Lane, located in Pensacola Florida (collectively "Special Counsel").

EVENT CAUSING HARM:

On April 20, 2010, the *Deepwater Horizon* (a semi-submersible Mobile Offshore Drilling Unit) exploded in the Gulf of Mexico, resulting in the death of eleven persons and injury to many others. Over the ensuing four months, it is estimated that more than 200 million gallons of petroleum were released into the Gulf of Mexico.

HARM CAUSED:

As a result of the Deepwater Horizon Incident, commercial seafood harvesting in much of the Gulf of Mexico was federally forbidden, and petroleum products began washing ashore along and near the Florida seashore. As a result of these events, tourism within the area of the Governmental Entity was (and continues to be) significantly reduced; commercial entities and occupations of every kind have experienced (and continue to experience) large reductions in revenue; and the market value of real estate in the impacted areas have declined. Each of these damages, among many other forms of injury resulting from the Deepwater Horizon Incident, has caused (and continues to cause) loss of revenue to the Governmental Entity.

NEED FOR PRIVATE COUNSEL

The Governmental Entity intends to pursue a cause of action against all parties potentially responsible for the Deepwater Horizon Incident ("Defendants") to recover damages sustained (and to be sustained) by the Governmental Entity ("Litigation"). However, the Litigation likely will entail numerous complex factual and legal issues, and require the expenditure of substantial human and financial resources, the Governmental Entity is not in a position to expend or risk. Because of the immense allocation of resources necessary to properly undertake and pursue the Litigation, the Governmental Entity seeks to limit its exposure in such Litigation by retaining the services of Special Counsel to assist the Governmental Entity.

SCOPE OF SERVICES/CASE HANDLING

Special Counsel are retained to provide legal services to the Governmental Entity for the purpose of seeking any and all damages that the Governmental Entity is entitled to recover from the Defendants as a result of the Litigation.

Paul R. Green with Johnson & Green, P.A. a professional association located in Milton, Florida, as the chief legal officer for the Governmental Entity ("Government Counsel"), is charged with representing the Governmental Entity in legal proceedings with respect to which it has an interest and will retain final authority over all aspects of the Litigation, and Special Counsel shall report to and abide by the directions of Government Counsel.

As provided herein, Special Counsel is authorized to take all appropriate legal action to prosecute the Litigation and participate in settlement negotiations with approval of Government Counsel. Government Counsel will monitor, review and participate as counsel in the prosecution of all aspects of the Litigation. Special Counsel shall consult in advance with, and obtain the prior approval of, Government Counsel concerning all substantive matters related to the Litigation, including, but not limited to, the pleadings and dispositive motions, discovery and selection of consultants and experts.

Special Counsel shall provide Government Counsel with copies of all material correspondence, pleadings, and discovery requests and responses related to the Litigation.

Special Counsel shall communicate with the Governmental Entity departments through Government Counsel unless alternative arrangements are made in advance between Special Counsel and Government Counsel.

Special Counsel shall provide sufficient resources, including attorney time and capital for payment of expenses to prosecute the Litigation faithfully and with due diligence. Legal services under this Agreement shall be performed only by competent personnel under the supervision and in the employment of Special Counsel or retained by Special Counsel as consultants with the prior approval of Government Counsel.

Special Counsel agrees to maintain contemporaneous expense records. Special Counsel shall upon request submit expense records to Government Counsel setting forth all expenses incurred on behalf of the Governmental Entity in pursuing the Litigation.

CONTINGENT FEE

For such professional services, the Governmental Entity agrees to pay Special Counsel attorneys' fees and costs incurred. The attorneys' fees shall be a 20% contingency fee of any recovery obtained by Special Counsel whether such recovery occurs as a result of settlement, pre-litigation or post litigation, or through a legal proceeding filed in state and/or federal court that results in a judicial award, jury award or settlement. Government Counsel shall share in these fees. Government Counsel shall receive 10% of the attorneys' fees awarded to Special Counsel.

All fees will be calculated on the total gross amount recovered before reduction of costs and expenditures.

In the event that a court-awarded fee is collected which exceeds the contingency fee percentages as set forth above, the court-awarded fee shall apply in lieu of the above amounts.

This employment is upon a contingent fee basis and unless a recovery is made there will be no obligation by the Governmental Entity to pay attorneys' fees to Special Counsel or Government Counsel.

COSTS

This employment is on a contingent basis and, unless a recovery is made, there will be no obligation by the Governmental Entity to pay costs incurred by Special Counsel and Government Counsel. If a recovery is made, then the Governmental Entity will be responsible for all costs and expenses incurred in the handling of the Governmental Entity's case, in addition to the attorneys' fees noted above. However, the Governmental Entity's responsibility for paying costs shall not exceed the gross recovery amount.

Costs shall include, but not be limited to, cash and non-cash expenditures for filing fees; subpoenas; depositions; witness fees; in-house and outside investigation services; expert witness fees; Multi-District Litigation (MDL) assessments; Lexis/Nexis/Westlaw and other computer research and on-line service costs; photographs; in-house and outside photocopies; facsimiles; long-distance telephone calls; postage and federal express, UPS and other overnight service charges; mediation fees; travel costs; out-of-town hotel, food and transportation charges; in-house and outside trial exhibits; in-house and outside multi-media services; and all other costs necessary for performance of legal services.

In addition to the above listed individual costs, Special Counsel also charges common benefit costs to the Governmental Entity in cases where Special Counsel represents multiple clients in similar litigation (such as this case involving the BP oil disaster). Common benefit costs are costs expended by Special Counsel for the common benefit of a group of clients. For example, if a deposition of a defendant expert witness is taken in one case, and this deposition can be used for and/or benefit the claims of many other clients, Special Counsel classifies these costs as common benefit costs. Similarly, if Special Counsel spends \$30,000 to hire an expert to reach an opinion on a topic affecting many clients, then instead of charging the entire \$30,000 to the first client who utilizes this expert, Special Counsel spreads the costs among all clients in the group. Thus, if Special Counsel has 1,000 clients being represented in similar litigation, each client is charged \$30 of the expert fee instead of the first client being charged \$30,000. By using this common benefit cost system, no one client has to solely bear the costs which actually benefit the group as a whole, and many of the most substantial costs of litigation can be shared equally by all. Common benefit costs include any and all costs which can benefit a group of clients. For example, to the extent charges benefit a group of clients, common benefit charges may include postage, faxes, telephone, copies, experts, investigation,

computer research, transportation, and many of the costs incurred in actually trying one client's case before a jury.

All costs advanced on behalf of the Governmental Entity, whether individually and/or common benefit, shall bear interest at the prime rate as published by the Wall Street Journal until such time as the costs are paid by the Governmental Entity.

Unless a recovery is made there will be no obligation by the Governmental Entity to pay costs or interest incurred by Special Counsel or Government Counsel.

NATURE OF RELATIONSHIP:

The Governmental Entity acknowledges that by this Agreement, Special Counsel and Government Counsel are retained as attorneys and that neither Special Counsel, Government Counsel nor their members or employees become officers or employees of the Governmental Entity. Special Counsel and Government Counsel shall be deemed at all times to be independent contractors and shall be wholly responsible for the manner in which they perform the services required of them by the terms of this Agreement. Special Counsel and Government Counsel shall be liable for any act or acts of their own, or their agents or employees, and nothing contained herein shall be construed as creating the relationship of employer and employee between the Governmental Entity, Special Counsel and Government Counsel or their agents and employees.

ASSIGNMENT:

This Agreement may not be assigned by Special Counsel. Special Counsel are expressly employed because of their unique skills, ability and experience and therefore it is understood that no substitution or assignment may be made unless the Governmental Entity expressly approves such substitution or assignment.

SUBCONTRACTING:

Special Counsel are prohibited from subcontracting this Agreement or services unless such subcontracting is agreed to in writing by the Governmental Entity. No party on the basis of this Agreement shall in any way contract on behalf of or in the name of the other party of this Agreement. Any violation of this provision shall confer no right on any party and shall be void.

CONFIDENTIALITY:

Special Counsel understand and agree that, in the performance of this Agreement, Special Counsel may have access to private or confidential information, which may be owned or controlled by the Governmental Entity or any officer or employee thereof and that such information may contain proprietary or confidential details, whose disclosure to third

parties may be damaging to the Governmental Entity or prohibited by law. Special Counsel agree that such information shall be held in confidence and used only in performance of the Agreement and shall not be furnished to others by Special Counsel except as authorized by the Governmental Entity or as required by law.

RETENTION OF CLIENT FILE

The Governmental Entity understands that Special Counsel will only retain the Governmental Entity's file for a period of six years after the case is completed. After the six-year period, the entire file will be discarded, and Special Counsel will not retain a copy of any portion of the file. Thus, it is the Governmental Entity's responsibility to seek the return of all original documents immediately after the case is completed, and to request a copy of any portions of the file the Governmental Entity wishes to retain. If the Governmental Entity waits more than six years to request the file, then no portion of the file will be in existence at that time.

FORUM AND CHOICE OF LAW:

Any actions arising out of this Agreement shall be governed by the laws of Florida.

MODIFICATION:

This Agreement shall not be modified, nor may compliance with its terms be waived, except by written instrument executed and approved by Special Counsel and the Governmental Entity (or its designee).

LEGAL CONSTRUCTION

In case any provision, or any portion of any provision, contained in this Agreement shall for any reason be held to be invalid, illegal and/or unenforceable in any respect, such invalidity, illegality and/or unenforceability shall not affect the validity and/or enforceability of any other provision or portion thereof, and this Agreement shall be construed as if such invalid, illegal and/or unenforceable provision or portion thereof was never contained herein.

ENTIRE AGREEMENT:

This contract sets forth the entire Agreement between the parties, and supersedes all other oral or written provisions.

RECEIPT OF DOCUMENTS

The undersigned Governmental Entity has, before signing this contract, received and read

The Statement of Client's Rights and understands each of the rights set forth therein. The undersigned Governmental Entity has signed the statement and received a signed copy to refer to while being represented by Special Counsel.

Signed this _____ day of _____, 2011.

LEVIN, PAPANTONIO, THOMAS, MITCHELL, RAFFERTY & PROCTOR, P.A. By: _____ Date: _____	THE GOVERNMENTAL ENTITY By: _____ Date: _____
WEITZ & LUXENBERG, P.C. By: _____ Date: _____	HINKLE & FORAN, P.A. By: _____ Date: _____
BARON AND BUDD, P.C. By: _____ Date: _____	MORGAN AND MORGAN, P.A. By: _____ Date: _____
BEGGS & LANE By: _____ Date: _____	

STATEMENT OF CLIENT'S RIGHTS

Before you, the prospective the Governmental Entity, arrange a contingency fee agreement with a lawyer, you should understand this statement of your rights as a client. This statement is not a part of the actual contract between you and your lawyer but as a prospective client, you should be aware of these rights:

1. There is no legal requirement that a lawyer charge a client a set fee or a percentage of money recovered in a case. You, the client, have the right to talk with your lawyer about the proposed fee and to bargain about the rate or percentage as in any other contract. If you do not reach an agreement with one (1) lawyer, you may talk with other lawyers.
2. Any contingent fee contract must be in writing and you have three (3) business days to reconsider the contract. You may cancel the contract without any reason if you notify your lawyer in writing within three (3) business days of signing the contract. If you withdraw from the contract within the first three (3) business days you do not owe the lawyer a fee, although you may be responsible for the lawyer's actual costs during that time. If your lawyer begins to represent you, your lawyer may not withdraw from the case without giving you notice, delivering necessary papers to you, and allowing you time to employ another lawyer. Often, your lawyer must obtain court approval before withdrawing from a case. If you discharge your lawyer without good cause after the 3-day period, you may have to pay a fee for the work the lawyer has done.
3. Before hiring a lawyer, you the client have the right to know about the lawyer's education, training, and experience. If you ask, the lawyer should tell you specifically about the lawyer's actual experience dealing with cases similar to yours. If you ask, the lawyer should provide information about special training or knowledge and give you this information in writing if you request it.
4. Before signing a contingent fee contract with you, a lawyer must advise you whether the lawyer intends to handle your case alone or whether other lawyers will be helping with the case. If your lawyer intends to refer the case to other lawyers, the lawyer should tell you what kind of fee sharing arrangement will be made with the other lawyers. If lawyers from different Special Counsels will represent you, at least one lawyer from each Special Counsel must sign the contingent fee contract.
5. If your lawyer intends to refer your case to another lawyer, or counsel with other lawyers, your lawyer should tell you about that at the beginning. If your lawyer

costs, you may ask reasonable questions about how the money will be or has been spent and how much of it remains unspent. Your lawyer should give a reasonable estimate about future necessary costs. If your lawyer agrees to lend or advance you money to prepare or research the case, you have the right to know periodically how much money your lawyer has spent on your behalf. You also have the right to decide, after consulting with your lawyer, how much money is to be spent to prepare a case. If you pay the expenses, you have the right to decide how much to spend. Your lawyer should also inform you whether the fee will be based on the gross amount recovered or on the amount recovered minus the costs.

7. You, the client, have the right to be told by your lawyer about possible adverse consequences if you lose the case. Those adverse consequences might include money that you might have to pay to your lawyer for costs, and liability you might have for attorney's fees, costs, and expenses to the other side.

8. You, the client, have the right to receive and approve a closing statement at the end of the case before you pay any money. This statement must list all of the financial details of the entire case, including the amount recovered, all expenses, and a precise statement of your lawyer's fee. Until you approve the closing statement, you need not pay any money to anyone, including your lawyer. You also have the right to have every lawyer or Special Counsel working on your case sign this closing statement.

9. You, the client, have the right to ask your lawyer at reasonable intervals how the case is progressing and to have these questions answered to the best of your lawyer's ability.

10. You, the client, have the right to make the final decision regarding settlement of a case. Your lawyer must notify you of all offers of settlement before and after the trial. Offers during the trial must be immediately communicated and you should consult with your lawyer regarding whether to accept a settlement. However, you must make the final decision to accept or reject a settlement.

or illegal fee, you, the client, have the right to report the matter to The Florida Bar, the agency that oversees the practice and behavior of all lawyers in Florida. For information on how to reach The Florida Bar, call 850-561-5600, or contact the local bar association. Any disagreement between you and your lawyer about a fee can be taken to court and you may wish to hire another lawyer to help you resolve this disagreement. Usually fee disputes must be handled in a separate lawsuit, unless your fee contract provides for arbitration. You can request, but may not require, that a provision for arbitration (under Chapter 682, Florida Statutes, or under the fee arbitration rule of the Rules Regulating The Florida Bar) be included in your fee contract.

APPROVED BY:

<p>LEVIN, PAPANTONIO, THOMAS, MITCHELL, RAFFERTY & PROCTOR, P.A.</p> <p>By: _____ Date: _____</p>	<p>THE GOVERNMENTAL ENTITY</p> <p>By: _____ Date: _____</p>
<p>WEITZ & LUXENBERG, P.C.</p> <p>By: _____ Date: _____</p>	<p>HINKLE & FORAN, P.A.</p> <p>By: _____ Date: _____</p>
<p>BARON AND BUDD, P.C.</p> <p>By: _____ Date: _____</p>	<p>MORGAN AND MORGAN, P.A.</p> <p>By: _____ Date: _____</p>
<p>BEGGS & LANE</p> <p>By: _____ Date: _____</p>	



COMMON BENEFIT COSTS

As described in detail on page 3 of the enclosed Engagement and Contingency Fee Agreement, Special Counsel may charge certain common benefit expenses to the School Board of Santa Rosa County, Florida, when such expenses are to the benefit of multiple clients. For example, if a deposition of a defendant expert witness is taken in one case, and this deposition can be used for and/or benefit the claims of many other clients, Special Counsel classifies these costs as common benefit costs. Economic modeling experts, such as those already retained by Special Counsel and more fully described in the attached letter, are classified as common benefit costs. Therefore, if Special Counsel spends \$30,000.00 to hire an expert to reach an opinion on a topic affecting multiple clients, then instead of charging the entire \$30,000.00 to the first client who utilizes the expert, Special Counsel spreads the costs among all clients in the group. If Special Counsel has 1,000 clients being represented in similar litigation, each client is charged \$30.00 of the expert fee instead of the first client being charged \$30,000.00. By using this common benefit system, the School Board will not solely bear costs which actually benefit the group as a whole, and many of the substantial costs of litigation can be shared equally by all. Common benefit costs include any and all costs which can benefit a group of clients. For example, to the extent charges benefit a group of clients, common benefit charges may include postage, faxes, telephone, copies, experts, investigation, computer research, transportation, and many of the costs incurred in actually trying one client's case before a jury.