

BOARD OF SARPY COUNTY AND CITIES WASTEWATER AGENCY**RESOLUTION APPROVING AND AUTHORIZING CHAIR TO SIGN THE SCOPE OF
LEGAL SERVICES & PRICING SCHEDULE FOR PHASE 2 OF THE P3 PROJECT
AGREEMENT BETWEEN HUSCH BLACKWELL LLP AND THE SARPY COUNTY AND
CITIES WASTEWATER AGENCY**

WHEREAS, pursuant to the Interlocal Cooperation Act, set out at Neb. Rev. Stat. § 13-801 et seq., (hereinafter the “Act”), Sarpy County and the Cities of Papillion, Bellevue, Springfield, La Vista and Gretna entered into an agreement, (hereinafter the “Agency Formation Agreement”) and formed the interlocal agency called the Sarpy County and Cities Wastewater Agency (hereinafter the “Agency”); and,

WHEREAS, the Agency is a separate body corporate and politic under the Act; and,

WHEREAS, pursuant to Agency Formation Agreement, the powers of the Agency as a body are exercised by the Agency Board; and,

WHEREAS, the Agency previously entered into a professional services agreement with Husch Blackwell, LLP for the purposes of providing legal services and associated strategic, financial, feasibility, and marketing advice and consulting services regarding the development and implementation of the public private partnership (“P3”) process in association with the Agency (the “P3 Project”) as further detailed in said agreement; and,

WHEREAS, in accordance with such professional services agreement Husch Blackwell LLP has completed its scope of services for Phase 1 of the P3 Project and the Agency desires that Husch Blackwell LLP continue to provide legal services for Phase 2 of the P3 Project, in accordance with the terms and the Scope of Legal Services & Pricing Schedule for Phase 2, a copy of which is attached hereto; and,


WHEREAS, pursuant to Section V of the Agency Formation Agreement, the Agency Board may contract with and compensate consultants for professional services, including with those not specifically therein that the Agency finds necessary, useful, or convenient to carry out the stated purposes of the Agency, and,

WHEREAS, engaging Husch Blackwell, LLP to provide services for Phase 2 of the P3 Project is in the best interest of the Agency.

NOW, THEREFORE, BE IT RESOLVED BY THE AGENCY BOARD that this Board hereby approves and adopts the Husch Blackwell, LLP Scope of Legal Services & Pricing Schedule for Phase 2 of the P3 Project.

BE IT FURTHER RESOLVED THAT THE CHAIRMAN of this Board, is hereby authorized to sign on behalf of this Board, the Husch Blackwell, LLP Scope of Legal Services & Pricing Schedule for Phase 2, a copy of which is attached, and any other related documents, the same being approved by this Board.

The above Resolution was approved by a vote of the Sarpy County and Cities Wastewater Agency Board at a public meeting duly held in accordance with applicable law on the 24th day of July 2018.


Sarpy County and Cities Wastewater
Agency Board Chairman

Approved as to Form:


Agency Attorney

Exhibit A

Scope of Legal Services & Pricing Schedule for Phase 2

SCOPE OF LEGAL SERVICES & PRICING SCHEDULE

P3 Project Phase 2

Based on our conversations regarding Sarpy County and Cities Wastewater Agency P3 legal work, we believe the following provides fair and reasonable pricing, a well-defined scope of services and the initial budget for our Phase 2 services.

Hourly Rate Arrangement & Scope of Services

P3 Service Areas Covered in Phase 2 of the P3 Project:

- Provide legal assistance for procurement and selection of an Independent Financial Advisor for such matters occurring after the May 2, 2018 release of the Financial Advisor RFQ/P.
- Provide legal assistance in drafting and negotiation of engagement agreement between the Agency and selected Independent Financial Advisor.
- Provide legal assistance to the Agency in connection with Independent Financial Advisor’s modeling/validation/Vfm/feasibility analysis.
- Provide legal assistance in the drafting of the P3 RFQ/P.
- Assist with P3 Procurement and selection of the private project team.*
- * The drafting and negotiation of transaction documents between the Agency and selected project team will be part of the Phase 3 Scope of Services and are not included in this Phase 2 Scope of Services.

Budget for Phase 2 of the P3 Project

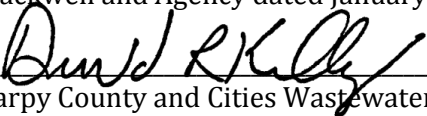
- \$125,000

Current P3 Project Hourly Rates for initial Husch Blackwell P3 Project team members:

- Charles Renner, Partner - \$550
- Todd Richardson, Partner - \$480
- Kyle Gilster, Partner - \$490
- Karin Jacoby, Senior Counsel - \$400
- Hal Daub, Senior Counsel - \$820 (role is expected to be limited)
- Adam Charlsen, Senior Counsel - \$380
- Brent Meyer, Senior Counsel - \$370
- Andrea Austin, Associate - \$340
- Casey Kidwell, Associate - \$215
- Quinn Eaton, Associate - \$215
- When needed, those resources not listed will be charged at their 2018 Standard rate.

Thank you for your consideration of our firm for Sarpy County and Cities Wastewater Agency P3 legal needs. Should you have any questions, please contact Todd Richardson at 402.964.5032 or todd.richardson@huschblackwell.com.

The above Scope of Services & Pricing Schedule are hereby approved and incorporated into the Agreement for Legal Services between Husch Blackwell and Agency dated January 23, 2018.



Sarpy County and Cities Wastewater Agency
Board Chairman