

CONSTANGY

BROOKS & SMITH, LLP

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September 9, 2009

PERSONAL AND CONFIDENTIAL

David Hallman, Esquire
Nassau County Board of County
Commissioners
96135 Nassau Place
Yulee, FL 32097

Re: Service Agreement

Dear Mr. Hallman:

This will confirm that Nassau County Board of County Commissioners has engaged Constangy, Brooks & Smith, LLP, to represent it regarding general labor and employment law advice. This letter will set forth our understanding with respect to our engagement.

We look forward to representing you. Generally, I will be the primary lawyer working with you on behalf of Nassau County Board of County Commissioners, however, other attorneys in our firm may work with you, too. In an effort to keep costs to a minimum, associates and paralegals with the necessary legal skills and available time may work with us.

Our rates for advice general services are \$175.00 for partners and \$150.00 for associates. In addition to our hourly fees, we bill for out of pocket expenses and other charges, such as express delivery charges, travel, etc. We request that invoices be paid upon receipt. Pursuant to the requirements of some state bar associations, we must also inform you that we reserve the right to terminate our representation of a client for non-payment of fees and/or expenses.

Our representation of Nassau County Board of County Commissioners will not extend to representing other entities, or individuals employed by or associated with Nassau County Board of County Commissioners, unless specifically requested by Nassau County Board of County Commissioners and documented by separate written agreement. This limitation is necessary to make certain that we avoid any potential conflicts of interest which

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may exist between Nassau County Board of County Commissioners and other persons and entities.

Once again, we appreciate the opportunity to work with you. If the terms of our engagement as set forth in this letter are satisfactory, please sign the enclosed copy of this letter and return it to me.

Sincerely,


Margaret P. Zabijaka

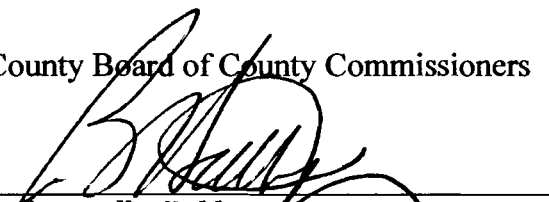
MPZ/bd

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I have read and understand the above letter setting forth our obligations concerning the payment of legal fees to the firm of CONSTANGY, BROOKS & SMITH, LLP, and agree to be bound by the terms of this letter.

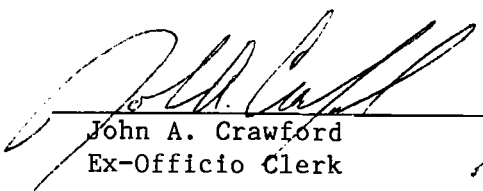
DATE: 9-16-09

Nassau County Board of County Commissioners


By: 
Barry V. Holloway

Title: Chairman, Board of County Commissioners

Attest as to Chairman's Signature:


John A. Crawford
Ex-Officio Clerk
JAC
9/17/09

Approved as to form by the
Nassau County Attorney:


David A. Hallman