

FIRST AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT

This FIRST AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT (the "First Amendment") made and entered into this 14th day of March, by and between the City of Panama City Commission (the "Commission"), Nevin J. Zimmerman, as the appointed City Attorney ("Zimmerman") and Burke Blue Hutchison Walters & Smith, P.A. ("Burke-Blue") as the "Associated Firm" as that term is used in RFP No. PC 13-116;

WHEREAS, the parties entered into the Professional Services Agreement on April 9, 2013;

WHEREAS, the parties desire to amend Paragraph 5 "Payment" by replacing the current hourly method of payment with a lump-sum retainer as set forth below;

WHEREAS, the parties desire that all other terms of the Professional Services Agreement remain unchanged.

NOW, THEREFORE, IN CONSIDERATION of the mutual covenants and agreements herein expressed, do agree as follows:

1. Paragraph 5 of the Professional Services Agreement shall be deleted in its entirety and replaced with the following:

Commencing March 1, 2014 Burke Blue will be paid a lump-sum retainer of \$20,000.00 per month (or \$240,000 annually) for "Covered Services." "Covered Services" is defined as all legal services provided for in this Agreement except (i) bond issues and long term loans and (ii) special projects as determined by the Commission. Legal services that are not included in the definition of "Covered Services" above are defined as "Non-Covered Services". The lump-sum retainer for Covered Services shall be reevaluated at the end of six months. Burke-Blue shall each month invoice the Commission the sum of \$20,000 for Covered Services.

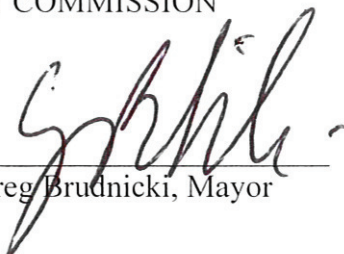
"Non-Covered Services" will be paid for as follows: (i) a fee for bond issues and loans will be negotiated and then approved by the Commission and (ii) special projects will be determined solely by the Commission and a fee will be negotiated depending on the nature of the special project and then approved by the Commission.

2. All other terms and conditions of the Professional Services Agreement shall remain unchanged except as expressly amended herein.

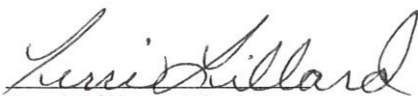
IN WITNESS WHEREOF, the parties hereunto have set their hands and seals the date and year first above written.

CITY OF PANAMA CITY
CITY COMMISSION

By:


Greg Brudnicki, Mayor

ATTEST:

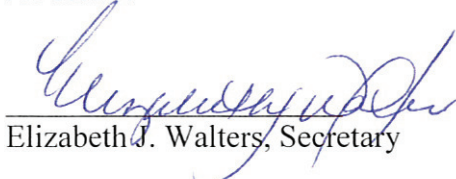

Terri Lillard, Clerk-Treasurer

BURKE, BLUE, HUTCHISON, WALTERS
& SMITH, P.A.

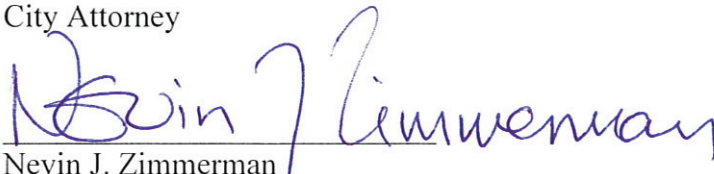
By:


Les W. Burke, President

ATTEST:


Elizabeth J. Walters, Secretary

NEVIN J. ZIMMERMAN, as appointed
City Attorney


Nevin J. Zimmerman