

LEGAL SERVICES AGREEMENT

THIS AGREEMENT, made and entered into on this 26th day of July, 2021, by and between **JACKSON COUNTY, MISSOURI**, hereinafter called "the County" and **HUSCH BLACKWELL LLP**, 4801 Main Street, Suite 1000, Kansas City, MO 64112, hereinafter called "Legal Counsel."

WITNESSETH:

WHEREAS, Legal Counsel has agreed to provide specialized legal advice and representation to a County official in accordance with the terms, conditions, and covenants as set forth in this Agreement; and,

WHEREAS, Legal Counsel and the County have agreed to be bound by the provisions hereof,

NOW THEREFORE, in consideration of the foregoing and the terms and provisions herein contained, County and Legal Counsel respectively promise, covenant and agree with each other as follows:

1. Legal Counsel shall provide specialized legal advice and representation to a County official relating to certain state court litigation involving a whistleblower complaint, as is more specifically set out in the engagement letter dated June 3, 2021, attached hereto as Exhibit A.

2. Legal Counsel shall work as an independent contractor and not as an employee of the County. Legal Counsel shall be subject to the direction of the County only as to the result to be accomplished and not as to the means and methods for accomplishing the result. Legal Counsel shall report all earnings received hereunder as

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MARY JO SPINO
COUNTY CLERK

gross income, and be responsible for its own Federal, State, and City withholding taxes and all other taxes, and operate its business independent of the business of the County except as required by this Agreement.

3. The County shall pay Legal Counsel for services rendered under this Agreement in a total amount not to exceed \$65,000.00. Legal Counsel shall bill County monthly for its services at the rates specified in Exhibit A, and County shall pay Legal Counsel promptly upon receipt of Legal Counsel's statement.

4. Legal Counsel shall also be entitled to the reimbursement of its reasonable and necessary expenses incurred in the course of its performance of services under this Agreement, provided that the total amount payable hereunder for professional fees and expenses shall not exceed \$65,000.00.

5. This Agreement shall be effective as of May 1, 2021, and shall continue until December 31, 2021, unless sooner terminated. Legal Counsel or the County may terminate this Agreement by giving five (5) days' written notice to the other party, except as otherwise provided in Paragraphs 6 or 7 of this Agreement. Termination of this Agreement shall not constitute a waiver of the rights or obligations which County or Legal Counsel may be entitled to receive or be obligated to perform under this Agreement. Should this Agreement terminate, all books, brochures, fliers, lists, and all other County materials must be delivered and returned by the Legal Counsel to the County within three (3) days of the demand of the County.

6. Legal Counsel promises, covenants, and agrees, in addition to all other provisions contained herein that during the term of this Agreement, and for a period of

six (6) months thereafter, Legal Counsel shall not do either of the following:

(a) assign any portion or the whole of this contract without the prior written consent of the County;

(b) utilize the form or substance of any Agreement or documents of every description used in any and all business operations of the County.

In the event Legal Counsel breaches this provision the County shall be entitled to collect any and all profits, gains, benefits and properties of every description received by Legal Counsel as a result of said breach. Further, the County shall be entitled to collect any and all profits, gains, benefits, and properties of every description received by Legal Counsel as a result of said breach.

7. Legal Counsel promises, covenants, and agrees to faithfully observe and perform all of the terms, provisions and requirements of this Agreement and Legal Counsel's failure to so observe and perform in accordance with said terms, provisions, and requirements of this Agreement shall represent and constitute a breach of this Agreement and in such event, Legal Counsel consents and agrees as follows:

(a) The County may without prior notice to Legal Counsel immediately terminate this Agreement; and,

(b) In addition to the foregoing, the County shall be entitled to petition and receive from any Court a temporary and/or permanent injunction against Legal Counsel; and,

(c) In addition to all of the foregoing, the County shall be entitled to collect from Legal Counsel all costs incurred by the County as a result of said breach including

reasonable attorney's fees, reasonable accountant's fees, investigation expenses, court costs and sheriff's mileage and service fees without limitation by enumeration.

8. If any covenant or other provision of this Agreement is invalid, or incapable of being enforced, by reasons of any rule of law or public policy, all other conditions and provisions of this Agreement shall nevertheless remain in full force and effect and no covenant or provision shall be deemed dependent upon any other covenant or provision unless so expressed herein.

9. Pursuant to §285.530.1, RSMo, Legal Counsel assures that it does not knowingly employ, hire for employment, or continue to employ an unauthorized alien to perform work within the State of Missouri and/or Jackson County, and shall affirm, by sworn affidavit and provision of documentation, its enrollment and participation in a federal work authorization program with respect to the employees working in connection with the contracted services. Further, Legal Counsel shall sign an affidavit, attached hereto and incorporated herein as Exhibit B, affirming that it does not knowingly employ any person who is an unauthorized alien in connection with the contracted services.

10. This Agreement incorporates the entire understanding and agreement of the parties.


(Signature page to follow)

IN WITNESS WHEREOF, the parties hereto have signed and executed this Agreement on the date first above written.

HUSCH BLACKWELL LLP

JACKSON COUNTY, MISSOURI

By 
Julianne P. Story

By 
Bryan O. Covinsky
County Counselor

Title Pastor

ATTEST:


Mary Jo Spino
Clerk of the Legislature

REVENUE CERTIFICATE

I hereby certify that there is a balance otherwise unencumbered to the credit of the appropriation to which this contract is chargeable, and a cash balance otherwise unencumbered in the treasury from which payment is to be made, each sufficient to meet the obligation of \$65,000.00 which is hereby authorized.

7-9-2021
Date


Director of Finance and Purchasing
Account No. 001-1101-56020

CT 110121010

HUSCH BLACKWELL

Julianne P. Story
Partner

Exhibit A

4801 Main Street., Suite 1000
Kansas City, MO 64112
Direct: (816) 983-8230
Fax: (816) 983-8080
Email: julianne.story@huschblackwell.com

July 30, 2019

Barbara Casamento
Office of the Jackson County Purchasing Department
Room G-1, Ground Floor, Jackson County Courthouse
415 East 12th Street
Kansas City, MO 64106
Email: bcasamento@jacksongov.org

RE: Request for Qualifications No. 29-19 | Outside Legal Counsel for the County Counselor's Office

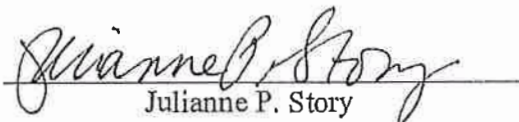
Dear Barbara:

Thank you for the opportunity to present to Jackson County our capabilities and experience in response to your request for qualifications for outside legal counsel support for the County Counselor's Office. As you look for highly qualified and experienced legal firms, it is essential that you have a committed partner to protect the County's interests and support its vision for the future. Husch Blackwell would be pleased to be that partner. Due to our firm's deep roots in Kansas City and our previous experience supporting the County, we are uniquely situated to provide services to the Jackson County Counselor's Office.

Our previous experience with county government offers prime insight and know-how in helping you with these matters. We are confident our team's extensive experience in this area makes us the right fit for the County. Our attached proposal provides information about our relevant experience and the proposed team that would handle these matters. In addition to our current work with the County, in the recent past our firm has assisted the County in real estate, benefits and other employment matters, including compliance training for County leadership.

We are happy to address any questions you may have concerning our enclosed response, and we thank you again for considering Husch Blackwell as a partner for your legal needs.

Sincerely,


Julianne P. Story

3.7.3 MANAGEMENT AND QUALIFICATIONS

3.7.3.1 HUSCH BLACKWELL SERVICES

Husch Blackwell's history embodies more than a century of legal excellence serving Kansas City, dating our founding to 1916 with the formation of Kansas City-based McCune, Caldwell & Downing, which later became Blackwell Sanders. We are a full-service law firm of more than 700 attorneys serving clients across the United States. By integrating talent and team-based service, we deliver know-how, foresight and integrated solutions. Our multidisciplinary lawyers focus on issues specific to you, and we have real-world knowledge and insight into your challenges. Because we understand the County, we can move quickly to develop effective solutions that help you meet – and exceed – your objectives.

We are large enough to offer a team of professionals with different experiences, contacts and expertise to work on your behalf; but small enough that you will have access to leadership of the firm and to top-level professionals. In selecting our core team, we align our specific expertise, experience and contacts to each issue of importance to you.

Our attorneys focus on more than 150 specialized areas of law, and Husch Blackwell teams work together, across practice specialties, to deliver comprehensive solutions to help our clients achieve their goals. Our partners, associates and legal professionals collaborate closely on client matters, so that each client benefits from the collective knowledge of the firm.

Following please find a sampling of our services most relevant to the County.

EMPLOYMENT

Our team includes labor and employment attorneys positioned to help organizations navigate a full range of matters and compliance issues unique to the governmental environment and subject to social and political scrutiny. Our experience includes general labor and employment matters, employee benefits, immigration, compensation, discrimination, wage and hour, internal revenue and collective bargaining issues.

Our attorneys have successfully defended numerous discrimination and other employment litigation matters for companies and other organizations. In addition, our attorneys have earned national reputations for the effective design and use of alternative dispute resolution procedures. We proactively counsel clients to implement policies and procedures that ensure compliance and avoid litigation, as well as provide training for staff, administration and leadership.

Our team has experience in the full range of employment litigation matters, including but not limited to:

- Nationwide class and collective actions, both in Wage and Hour and other contexts
- Nationwide defense of employment discrimination, harassment and retaliation claims
- Nationwide defense of OSHA citations, with a rapid response capability for fatalities and catastrophic accidents
- Contract-based litigation involving the employment relationship: enforcement and defense of restrictive covenants and actions concerning protection of trade secret and other confidential information

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In addition to our litigation defense practice, our work also includes:

PREVENTATIVE/COUNSELING

Identifying and eliminating potential risks can help avert legal troubles. Our team counsels employers locally, regionally and nationally on:

- State-of-the-art policy development and implementation
- Implementation of a “best practices” approach to employee management
- Day-to-day support of management at all levels on employee relations issues
- Counseling and training on legal and regulatory developments
- Design and implementation of affirmative action programs
- Employment Eligibility Verification (I-9) investigations
- Collective bargaining agreement negotiation
- Investigation of employee misconduct and whistleblower activity
- Occupational Safety and Health Administration (OSHA) and Mine Safety and Health Administration (MSHA) guidance
- Compliance audits:
 - Employee handbooks, policies and practices
 - Leave laws
 - I-9
 - National Labor Relations Act (NLRA)/National Labor Relations Board (NLRB)
 - Safety (OSHA/MSHA)
 - Wage and Hour

EMPLOYEE BENEFITS

In the ever-changing landscape of Employee Retirement Income Security Act (ERISA)/Employee Benefits, the stakes are high and the issues complex. Because of our experience and deep knowledge of the field, individuals and entities rely on our team to represent them in litigation over alleged nonpayment of benefits and breaches of fiduciary duties.

Our ERISA/Employee Benefits practice is devoted to defending fully insured and self-insured welfare plans, pension plans, plan administrators, plan sponsors, employers, fiduciaries, third-party administrators, insurance agencies, trustees, benefit associations, insurance companies and plan participants. The diversity of our practice allows us to understand the interests of all parties to the employee benefits relationship.

Our attorneys have obtained favorable rulings at the trial and appellate levels, negotiated favorable settlements, successfully resolved cases through mediation, and negotiated consent decrees with the Department of Labor (DOL).

Our expansive ERISA/Employee Benefits Litigation practice includes:

- Defending health plans in litigation brought by medical providers against plan participants and beneficiaries for unpaid medical bills
- Defending third-party administrators, health plans, sponsoring employers, plan administrators and plan trustees in matters involving the DOL
- Defending ERISA class actions brought by plan participants against plan sponsors and administrators
- Defending third-party administrators against lawsuits brought by plan participants and plan sponsors

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- Defending insurers against claims for plan benefits
- Representing plan sponsors, administrators and participants in pre-lawsuit disputes with plan participants, beneficiaries and the DOL
- Pursuing subrogation claims on behalf of self-insured health plans

We believe it is important for employee benefit clients to maintain a proactive approach to employee benefits litigation issues. We actively guide plan sponsors and administrators through the administrative claim level and in litigation. We are frequent speakers at seminars on ERISA litigation and attend national ERISA litigation seminars.

LITIGATION

Husch Blackwell's litigators assert and defend client interests in virtually all types of litigation. We feature over 300 litigators across 19 offices and are capable of taking on the most complex of matters. Clients trust us to understand their objectives and their unique ways of working and to develop solutions that are practical, efficient and comprehensive in scope. Husch Blackwell is committed to resolving disputes for clients as efficiently and cost-effectively as possible, and we strive to obtain resolutions that keep clients moving forward with minimal disruption.

Our trial and appellate attorneys are known for skillfully exploring creative options to achieve favorable results inside and outside the courtroom. Alternative dispute resolution is a particular strength, but when trial is the best or only option, our attorneys are fierce advocates. We also embrace innovative technologies such as machine learning and customized client litigation portals that increase efficiency, reduce legal spend and result in superior outcomes.

The efficiency and effectiveness of our case management capabilities are well attested. Both in 2017 and 2018, our firm's Litigation Department was honored by the Association of Corporate Counsel with its prestigious Value Champion Award, an accolade that recognizes collaborations that delivered substantial value to client organizations by cutting spending, improving predictability and achieving better legal results.

Our dedicated practice teams handle the following kinds of litigation, among others:

- Antitrust
- Appellate
- Bankruptcy Litigation
- Class Action
- Commercial Litigation
- Consumer Financial Litigation
- E-Discovery
- Environmental
- Fiduciary Litigation
- Government Contracts
- Insurance
- Intellectual Property
- International Trade & Supply Chain
- Labor & Employment
- Product Liability & Toxic Tort
- Securities Litigation
- White Collar & Investigations

PUBLIC LAW AND CIVIL RIGHTS

Husch Blackwell's Public Law team advises local governments, elected and appointed officials, and businesses on complicated matters of public law. We draw on our industry experience, skilled advocacy and political relationships to assist clients with government-related projects and disputes from beginning to end. Our team understands the political complexities of representing the government and those who do business with the government. Our innovative solutions respect those realities while advancing client interests effectively and efficiently.

Husch Blackwell has decades of experience representing clients in government contract disputes, high-stakes investigations and key regulatory, administrative and legislative initiatives. Our lawyers and professionals have worked inside federal, state and local agencies, as well as the U.S. Justice Department and Congress.

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Husch Blackwell's team is intimately familiar with civil rights and other constitutional claims and defenses. As attorneys who have worked for both government entities as well as for private law firms, the team understands the full array of defenses and immunities available to government entities and individuals.

We have years of experience representing both government entities and government officials in various civil rights disputes, including equal protection and due process constitutional challenges under Section 1983, as well as cases involving questions of qualified immunity, police misconduct, and the First Amendment.

Our guidance to clients in the public law sector includes:

- Civil rights litigation
- Condemnation representation
- Constitutional tort disputes
- Easement drafting and negotiation
- Election law litigation
- Investigations
- Municipal financing
- Open Meetings Act
- Public contracting
- Public Information Act

LAND USE AND REAL ESTATE

From public-private partnerships to small land-use deals, we understand the positive impact our clients' real estate, development and construction projects have on the economy and communities. Whether a project requires local government connections, a deep understanding of financing and tax credits, document analysis and drafting, or experienced litigators, we stand by our clients to help them seize opportunities and overcome obstacles. No matter the size or complexity of the project, the nearly 100 lawyers on Husch Blackwell's Real Estate, Development & Construction team have the experience and bandwidth to drive client success.

Husch Blackwell steers clients through the maze of restrictions that govern the use of private property. Our Land Use team, one of the most experienced in the central corridor of the country, includes attorneys with broad experience in local government, civic affairs and business. We draw on these multiple perspectives and relationships in crafting strategic solutions that advance our clients' projects.

We act as negotiator, representing clients before city councils, zoning boards of adjustment, planning commissions, local governing bodies and state and local agencies. Common matters include zoning, special use, code compliance, sale and lease of municipal lands, and creative development projects involving public-private cooperation.

We are actively involved in all facets of urban development. This includes zoning, special use, code compliance and creative development projects involving the sale and lease of municipal lands and the cooperation of municipal governments and the private sector.

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TAXATION

The world of taxes is exceedingly complex and ever-changing. Guiding clients through everything from corporate tax planning and federal tax disputes to estate and gift tax avoidance and tax-exempt financing, Husch Blackwell's Taxation team works with multinational and domestic companies, their executives, their owners, other individuals and estates to address immediate needs and plan for what's to come.

Our taxation attorneys are subject-matter authorities with decades of experience in tax law. We regularly represent clients in federal, international and state and local tax dispute resolution and tax planning matters. The group also includes seasoned attorneys with experience defending taxpayers in criminal tax matters. Additionally, our attorneys assist clients with obtaining tax credits and counsel tax-exempt entities, including public charities and private foundations, on a broad range of income tax matters and on securing and maintaining tax-exempt status.

Our public finance attorneys, combined, have more than 100 years of experience in public finance transactions and have been involved in various capacities in more than 2,500 bond transactions involving over \$35 billion of bonds. In our capacity as bond counsel, we have rendered thousands of approving bond opinions involving tax-exempt bond issues on behalf of state agencies and local government units, including cities, counties, towns, villages, school districts, community development authorities, housing authorities and special purpose districts. These issues have involved tax-exempt industrial revenue bonds, public-utility revenue bonds, multifamily housing bonds, qualified 501(c) (3) bonds, general obligation bonds and public-private partnerships. We also have significant experience with both tax-exempt and taxable lease revenue bond structures and TIF financings. In addition to serving as bond counsel, our public finance attorneys have also acted as disclosure counsel for underwriters, borrowers, trustees, issuers, and credit facility and liquidity facility providers in numerous tax-exempt and taxable bond issues.

Many of our tax attorneys hold accounting degrees and are CPAs; some have advanced law degrees in tax. Others have been with the Internal Revenue Service, the Tax Division of the U.S. Department of Justice or Big Four accounting firms. They work closely with attorneys in our corporate and real estate transactions and business law practices to develop and implement optimal tax planning strategies for complex corporate transactions such as acquisitions, mergers, divestitures and other reorganizations.

We keep abreast of changes in the law and industry trends so we can keep clients informed of developments that affect their business. We are committed to a personalized approach that relates the goals of the client to the intricacies of tax law to develop the best strategy in each situation.

Our guidance to clients includes:

- Federal tax planning
- Tax controversy
- Salt and local taxation (SALT)
- Tax-exempt organizations
- Tax credits
- Estate and gift tax

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BANKRUPTCY

Husch Blackwell has extensive experience advising all the major constituencies involved in bankruptcy proceedings and non-bankruptcy restructurings, including debtors, trustees, secured creditors, creditors committees, suppliers, lessors, landlords, franchisors, purchasers and equity holders.

As national and regional counsel, we manage insolvency and creditors' rights matters in jurisdictions across the country and internationally. Our case management system is tailored to clients' information and reporting needs and allows secure, 24/7 access to case information. We have developed and managed a network of local counsel to ensure clients receive the best, most cost-effective legal representation.

Our team has experience in complex financial restructurings and liquidations, and we have represented clients in some of the largest and most complex bankruptcy cases filed in recent years. We can advise you on all aspects of litigation in state and federal courts. Along with representing clients in enforcing loan documents, leases and contract actions, we participate in alternative dispute resolution. This approach often enables clients to reduce litigation costs and to resolve differences quickly.

Our guidance to clients in the insolvency and bankruptcy sector includes:

- Bankruptcy
- Commercial dispute resolution and litigation
- Creditors' rights and extraordinary remedies
- Insurance insolvency
- International insolvency
- National and regional lead counsel
- Workout and out-of-court restructurings

WORK AUTHORIZATION AFFIDAVIT

As a condition for any service provided to the County, a business entity shall, by sworn affidavit and provision of documentation, affirm its enrollment and participation in a federal work authorization program with respect to the employees working in connection with the contracted services.

Business entity, as defined in section 285.525, RSMo pertaining to section 285.530, RSMo, is any person or group of persons performing or engaging in any activity, enterprise, profession, or occupation for gain, benefit, advantage, or livelihood. The term "business entity" shall include but not be limited to self-employed individuals, partnerships, corporations, contractors, and subcontractors. The term "business entity" shall include any business entity that possesses a business permit, license, or tax certificate issued by the state, any business entity that is exempt by law from obtaining such a business permit, and any business entity that is operating unlawfully without such a business permit.

Every such business entity shall complete the following affidavit affirming that it does not knowingly employ any person who is an unauthorized alien in connection with the contracted services. The completed affidavit must be returned as a part of the contract documentation.

This affidavit affirms that **HUSCH BLACKWELL LLP**, is enrolled in, and is currently participating in, E-verify or any other equivalent electronic verification of work authorization operated by the United States Department of Homeland Security under the Immigration Reform and Control Act of 1986 (IRCA); and, **HUSCH BLACKWELL LLP**, does not knowingly employ any person who is an unauthorized alien in conjunction with the contracted services.

In Affirmation thereof, the facts stated above are true and correct. (The undersigned understands that false statements made in this filing are subject to the penalties provided under section 575.040, RSMo.)

Julianne P. Story
Authorized Representative's Signature
Partner
Title

Julianne P. Story
Printed Name
July 20, 2021
Date

Subscribed and sworn before me this 20th day of July, 2021. I am commissioned as a notary public within the County of Jackson, State of Missouri, and my commission expires on July 14, 2023.

Melissa A. Gingell
Signature of Notary

July 20, 2021
Date

