

K18-404

AMENDMENT NO. 2 TO THE PROFESSIONAL SERVICES AGREEMENT

BETWEEN

THE CITY OF NEW ORLEANS

AND

DENTONS US LLP

AND

WILKERSON & ASSOCIATES, PLC

THIS SECOND AMENDMENT (the “**Amendment**”) is entered into by and between the City of New Orleans, through the Council of the City of New Orleans (the “**Council**”) , represented by Jason R. Williams, Council President (as the “**City**”) and the law firms of Dentons US LLP (“**Dentons**”), represented by Clinton A. Vince, Shareholder Partner, and Wilkerson & Associates, PLC (“**Wilkerson**”), represented by Walter J. Wilkerson, President (Dentons and Wilkerson collectively referred to as the “**Contractors**” or “**Contractor**”). The City and the Contractors may sometimes be collectively referred to as the “**Parties.**” This Amendment is made effective as of January 1st, 2018 (the “**Effective Date**”).

RECITALS

WHEREAS, on January 1st, 2017, the City and the Contractors entered into a professional services agreement under which the Contractors agreed to be retained as special counsel to the City Council to provide electric and/or natural gas regulatory consulting services (the “**Agreement**”);

WHEREAS, the Parties amended the Agreement once to increase the compensation of the Contractor for additional work;

WHEREAS, on December 14, 2017, the Council adopted Motion M-17-611 under which the President of the Council was authorized to sign this Amendment to extend the term of the Agreement, as amended, and to increase the compensation for continuity of services; and

WHEREAS, the City and the Contractor, each having the authority to do so, now desire to enter this Amendment to extend the term of the Agreement, as amended, and to increase the compensation for the purpose of continuity of services.

NOW THEREFORE, for good and valuable consideration, the Parties amend the Agreement, as amended, as follow:

1. **Extension.** In accordance with Paragraph B under Article IV of the Agreement, the term is extended for 1 year from the Effective Date through December 31, 2018.
2. **Compensation.** The maximum aggregate compensations payable to the Contractors as described in Article II of the Agreement is increased as follows:
 - Dentons: \$3,037,500 to a new total amount not-to-exceed \$6,575,000; and
 - Wilkerson: \$600,000 to a new total amount not-to-exceed \$1,200,000.
3. **Convicted Felon Statement.** The Contractor swears that it complies with City Code § 2-8(c). No principal, member, or officer of the Contractor has, within the preceding 5

years, been convicted of, or pled guilty to, a felony under state or federal statutes for embezzlement, theft of public funds, bribery, or falsification or destruction of public records.

4. **Non-Solicitation Statement.** The Contractor swears that it has not employed or retained any company or person, other than a bona fide employee working solely for it, to solicit or secure this Amendment. The Contractor has not paid or agreed to pay any person, other than a bona fide employee working for it, any fee, commission, percentage, gift, or any other consideration contingent upon or resulting from this Amendment.

5. **Prior Terms Binding.** Except as otherwise provided by this Amendment, the terms and conditions of the Agreement remain in full force and effect.

6. **Electronic Signature and Delivery.** The Parties agree that a manually signed copy of this Amendment and any other document(s) attached to this Amendment delivered by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Amendment. No legally binding obligation shall be created with respect to a party until such party has delivered or caused to be delivered a manually signed copy of this Amendment.

IN WITNESS WHEREOF, the Parties, through their duly authorized representatives, execute this Amendment.

CITY OF NEW ORLEANS

BY:  _____
Jason Rogers Williams, Council President

Executed on the 4 of April, 2018.

APPROVED:

Law Department

By:  _____

Printed Name: Ashley Beanel

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[DENTONS AND WILKERSON SIGNATURES CONTAINED ON NEXT PAGES]

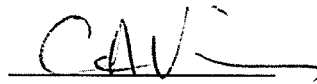
Dentons US LLP

By: Clinton A. Vince, Esq.

Shareholder, Partner

1900 K. Street, NW

Washington, DC 20006-1102

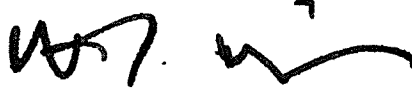
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Federal ID Number

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[WILKERSON SIGNATURE CONTAINED ON NEXT PAGE]

Wilkerson & Associates, PLC



By: Walter J. Wilkerson, Esq.

President

650 Poydras Street, Suite 1913

New Orleans, LA 70130-7200

72-4427044

Federal ID Number

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[END OF AMENDMENT]