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MARK C. DUFFIE
MICHAEL J. CASSIDY
MELISSA P. GREEVY
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ANNA MARIE SOSSONG
ADAM C. ZEI
AMY L. OWEN
ROBERT J. SCHWEIGER
JASON A. STATLER
ROSEMARIE GAVIN-CASNER

OF COUNSEL

JERRY R. DUFFIE
C. ROY WEIDNER, JR.
JEFFREY B. RETTIG
MARVIN BESHORE

WRITER'S EXT. No. 136
amsossong@johnsonduffie.com

January 29, 2021

Jeffrey Stonehill, Executive Director
Intergovernmental Cooperation Authority for Harrisburg
2205 Forest Hills Drive, Suite 10
Harrisburg, PA 17112

RE: Representation Agreement

Dear Mr. Stonehill:

Thank you and the Board for the faith placed in me by my appointment as the newest Solicitor to the Intergovernmental Cooperation Authority (ICA) for Harrisburg. I look forward to helping the ICA and the City of Harrisburg achieve the goal of returning the City to solid financial footing. This letter is to set forth, in writing, the arrangements concerning the provision of my services in the representation of the ICA. My experience has taught me that any attorney/client relationship functions best when all parties are fully aware of the scope of the representation and each party's respective obligations.

The proposal submitted outlining the terms of my representation is attached hereto and incorporated herein by reference. This letter summarizes certain of the terms of that proposal. Specifically, you will be billed based upon an hourly rate for all time devoted to your case at the rate of \$175.00 per hour, except that telephone calls for minor matters and routine discussions shall not be billed. However, it is my practice to track those calls, which will be included on the monthly invoice for your information. This is helpful for both of us to identify time spent on projects generally, without reference to actual cost to the ICA. In the event that paralegal services are required, their time will be billed at \$80.00 per hour. The time charged, and for which you will be billed, includes, but shall not be limited to, time spent drafting documents, drafting letters, reviewing correspondence, reviewing and responding to emails (if such emails are more than brief communications), reviewing documents, legal research, attendance at meetings and the like.

The time will be separately itemized in our monthly billing statements. You will not be billed for routine copying costs and secretarial time. Payments are expected on all bills within 30 days of receipt, if possible.

301 MARKET STREET P.O. BOX 109 LEMOYNE, PENNSYLVANIA 17043-0109
WWW.JOHNSONDUFFIE.COM 717.761.4540 FAX: 717.761.3015

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In addition to the charges for professional legal services, you will be responsible for timely reimbursing the firm for all out-of-pocket disbursements, most likely to include filing fees or recording costs. These items shall be separately itemized on our billing statements.

You may terminate our attorney/client relationship at any time and for any reason. I reserve the right to terminate my representation of the ICA upon its failure to pay my legal fees and reimburse expenses. I reserve the right to terminate the relationship immediately in the event that cause exists under the Pennsylvania Rules of Professional Conduct, which govern attorneys' behaviors.

This letter confirms the arrangements concerning my services, fees and costs. Should you have any questions or comments about this letter or any arrangements discussed above, or during my representation, please do not hesitate to contact and discuss them with me directly. To indicate your agreement of and my representation of you consistent with these terms, please sign this representation letter where marked below and return to me.


Very truly yours,

JOHNSON, DUFFIE, STEWART & WEIDNER


Anna Marie Sossong

I have read the above agreement and it correctly sets forth the understanding with the ICA with regard to representation of the ICA by Anna Marie Sossong, Esquire and the law firm of Johnson, Duffie, Stewart & Weidner.

INTERGOVERNMENTAL COOPERATION AUTHORITY
FOR HARRISBURG

By:  _____ 1/31/21
Audry Carter, Chairman

RICHARD W. STEWART
EDMUND G. MYERS
JOHN A. STAHLER
MARK C. DUHII
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JEFFREY B. RETTIG
MARVIN BESHORI

December 28, 2020

VIA ELECTRONIC MAIL (hbgica@gmail.com)

Members of the Board
Intergovernmental Cooperation Authority for Harrisburg

Re: Proposal for Independent General Counsel

Dear Board Members:

Johnson Duffie Stewart & Weidner, P.C. ("Firm") is pleased to submit this proposal for independent general counsel services for the Intergovernmental Cooperation Authority for Harrisburg ("ICA") in response to the ICA's request for the same. The information provided herein is presented in the format of the RFP for ease in review. We will happily provide any additional information upon request.

INTRODUCTION

Johnson Duffie Stewart & Weidner, P.C. is a regional law firm with 22 attorneys and maintains its principal office at 301 Market Street, Lemoyne, Pennsylvania. The Firm currently has additional offices in Carlisle, Chambersburg and Wyomissing to ensure it is capable of conveniently meeting the legal needs of its clients throughout Central Pennsylvania. The Firm is rated AV® by Martindale-Hubbell, which is the highest level of professional excellence based upon ethical standards and legal ability.

As one of the oldest firms in Central Pennsylvania, we believe our team of attorneys and professionals places us in a unique position to fulfill all of the legal needs of the ICA. The Firm has roots going back to 1914 when the law firm was established at its current location in Lemoyne, Pennsylvania. Throughout the course of the intervening 106 years, we have had the privilege of representing many municipal and governmental entities throughout Central Pennsylvania, providing sound legal advice and assisting them in achieving their goals. We welcome the opportunity to establish and develop a similar professional relationship with the ICA.

Our attorneys are problem solvers and counselors, seeking practical and creative solutions to difficult issues. We take particular pride in the fact we have consistently represented our many public-sector clients with the highest level of competence, yet in a cost-effective manner as we are mindful that these public-sector clients are stewards of the finances of their respective constituents. We typically do not seek out litigation, but rather strive to counsel our clients so as to avoid litigation whenever practicable. But when needed, we have a stable of seasoned litigators

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who have experience representing government entities, handling the myriad legal issues which municipal entities face on a regular basis.

MANDATORY CONTENTS OF PROPOSAL

1. This proposal contemplates that services will be provided by Anna Marie Sossong, Esq., an experienced municipal and government attorney, from the firm offices located at 301 Market Street, Lemoyne, PA 17043. She can be reached via email at asossong@johnsonduffie.com or via the firm phone/fax indicated on this letterhead. It is the Firm's practice to respond to all client calls/emails within no more than 24 hours. In addition, communication via cell phone at non-business hours is generally acceptable as well. In short, we strive to be as available and responsive as possible. We understand that governmental clients often have immediate needs that require attorney participation and/or input.

2. Ms. Sossong, as well as any of the other firm counsel that may be involved in any ICA matter, are all Pennsylvania licensed attorneys and members in good standing of the Bar. We have represented a host of municipalities and governmental entities over the past three (3) years. A full listing of those municipalities currently represented by the firm is included in the executive summary below. In addition, none of the participating attorneys currently hold any public office nor shall they seek public office during the period of representation or for one year thereafter. The participating attorneys further warrant that they shall not be a party to any contract with the City or in any way profit from the relationship with the ICA other than through the intended agreement for solicitor services.

3. EXECUTIVE SUMMARY

Ms. Sossong has been a municipal solicitor for various municipalities for over 20 years. She was previously the solicitor for the Borough of Middletown, Lower Swatara Township Zoning Hearing Board, Millersburg Borough, and Carroll Township, Perry County and was Deputy Secretary for the Department of Health, where she was responsible for oversight of hospital, nursing home and home care entities. In the event that Ms. Sossong is not available to participate, attorneys Michael Cassidy and Adam Zei, who are the other municipal/governmental attorneys in the firm, are both available as back up. These three firm members currently represent the following:

<u>Government Agency</u>	<u>Dates of Firm Representation</u>
Cumberland County Tax Bureau	2012 to Present
Cumberland Valley S.D.	2000 to Present
Dauphin Borough	2008 to Present
Dauphin Borough Municipal Authority	2009 to Present
Franklin County DCED	2020 to Present
Goldsboro Borough	1999 to Present
Goldsboro Municipal Authority	1999 to Present
Highspire Borough	1998 to Present

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Lemoyne Borough	1998 to Present
Mechanicsburg Borough	Beginning in 2021
New Cumberland Borough	2015 to Present
Northern Lebanon County Authority	2009 to Present
West Shore Bureau of Fire	2019 Formation-Present
West Shore Regional Police Department	1995 to Present

As this client list indicates, the firm has a wide range of governmental experience that we can bring to aid the ICA in its mandate.

In addition to legal expertise, Ms. Sossong brings operational and budgetary expertise from her years with the Department of Health where she oversaw a \$36 Million budget and a staff of 300. She was also responsible for representing the Department at legislative hearings and in meetings with legislators and the Governor's Office. Also in her past is her tenure as the Deputy Director of the City of Harrisburg Office of Economic Development under Mayor Stephen R. Reed, a position she held for approximately five years. While that experience is in her remote past, Ms. Sossong has watched recent events in the City closely, noticing some similarities to events of years ago during her tenure with the City. She is a past resident of the City and, until accepting the Commonwealth position with the Department of Health, she owned and operated a City-based law practice for over 20 years.

4. STAFFING PLAN AND ATTORNEY QUALIFICATIONS

Anna Marie Sossong, Esq., senior attorney with the firm, will be the attorney primarily responsible for providing legal services to the ICA and will be the main point of contact. Adam C. Zei, an associate attorney, will serve as her backup and also provide legal services. Additionally, Michael J. Cassidy, shareholder of the Firm, will assist in the Firm's representation of the ICA as needed. Additional information follows:

Anna Marie Sossong, Esquire. Ms. Sossong is a senior associate with the firm, after having been a long-time partner in a downtown Harrisburg firm. She also worked for the Commonwealth of Pennsylvania Department of Health as Deputy Secretary. Ms. Sossong has in excess of thirty (30) years of experience representing and counseling municipalities and government entities in a wide array of areas. Previously, she was the zoning solicitor and then solicitor for the Borough of Middletown. Her prior firm represented Middletown for over 20 years. She was also solicitor to Carroll Township, Perry County and Millersburg Borough and the zoning solicitor to Lower Swatara Township. She has also represented several volunteer fire companies, including those in the Boroughs of Highspire and Steelton. She was appointed as Special Counsel to the Borough of Chambersburg for a special project involving its fire companies and Special Counsel to Franklin County for the DCED HOMES project in the Borough of Waynesboro. She is a past employee of the City of Harrisburg where she worked as the Deputy Director of the Office of Economic Development under Mayor Stephen R. Reed. For 11 years, she also owned and operated a state-funded entrepreneurial training program which operated in 28 counties.

Adam C. Zei, Esquire. Mr. Zei is an associate with the Firm and has extensive experience in the area of municipal representation. Mr. Zei has been an attorney practicing in Central Pennsylvania for over ten years and has been with the Firm since 2018. He currently serves as solicitor for Highspire Borough and the West Shore Regional Police Department as well as the

primary point of contact for the Firm's representation of Dauphin Borough and Dauphin Borough Municipal Authority. As solicitor for multiple Boroughs and other entities in the area, Mr. Zei has proven himself successful at being able to effectively recognize, address and propose potential resolutions to the many, varied issues those entities are presented with on a regular basis. Mr. Zei regularly counsels his clients on compliance with state and federal laws affecting municipal governance, operations, real estate, personnel matters, The Sunshine Act, and the Right-To-Know Law. Mr. Zei is familiar with the responsibilities frequently expected of a solicitor. Mr. Zei is also an experienced litigator who has tried numerous jury and bench trials on municipal and civil issues over the last decade and argued successfully before all appellate courts in the Commonwealth. He currently has a municipal case pending before the PA Supreme Court.

Michael J. Cassidy, Esquire. Mr. Cassidy is Vice President and shareholder of the law firm of Johnson, Duffie, Stewart & Weidner, P.C., and has served on its Management Committee since 2005. Mr. Cassidy has in excess of twenty (20) years' experience representing and counseling municipalities, municipal authorities, and public school districts in a multitude of areas. As the appointed solicitor for a number of these entities, Mr. Cassidy regularly counsels his clients on compliance with state and federal laws affecting municipal governance, operations, real estate, personnel matters, the Sunshine Act, and the Right-to-Know Law as well as advising and directing litigation when such matters arise.

5. **FEE PROPOSAL** All legal services will be charged at the rate of \$175.00 per hour for work performed and \$80.00 per hour for paralegals if their services are required. An hourly rate will be applied to all time spent addressing ICA matters including, but not limited to, attendance at meetings, negotiations and public testimony, as well as all time spent on legal research, telephone calls, writing and reviewing documents including emails, and travel. The Firm will bill in increments of 1/10th of an hour. We do not propose billing a monthly retainer, but instead propose billing on an hourly basis as the needs of the ICA dictate. In the future, we would consider alternate arrangements such as a monthly retainer or alternate rate schedule for specific matters, such as litigation, once the time commitments have been established.

The firm will not bill for short telephone conferences with the Executive Director to discuss upcoming matters or to provide guidance or advice. We have found it cost-effective for the client, and a preferred legal approach for us, to encourage discussion of upcoming issues without the concern of incurring costs. A short conversation can frequently prevent a future expensive legal matter. Matters involving more complex or lengthy discussion will be billed as above.

Generally, it is the Firm's practice not to bill municipal clients for more than one attorney's attendance at meetings, depositions, court appearances, internal investigations and witness interviews, to the extent we typically have no more than one attorney attending such events. There may be occasions, however, where, given the complexity of the situation at hand, it is necessary to have more than one attorney in attendance at these and other events. If we believe it is necessary to have more than one attorney in attendance at any such event, we will obtain prior approval from the ICA before billing the ICA for more than one attorney in attendance.

It is our practice not to charge for regular overhead costs of the Firm such as telephone calls, photocopying, transportation, messenger services, postage, etc. On occasion, due to the size of a file, we will retain the services of a private imaging and copying firm, in which case, we will charge the cost of those services to the client for the work performed. In addition, there may

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be circumstances where documents must be sent via special courier or in a time-sensitive manner, in which case we will pass along any associated cost to the client. In either case, we will obtain prior approval from the ICA before incurring any such cost.

The cost proposal set forth above is effective through the entire term of the engagement from the date of this letter through calendar year 2022.

6. REFERENCES

Client

Lemoyne Borough
Cindy L. Foster, Borough Manager – 717.737.6843

Highspire Borough
Mark Stonbraker, Borough Manager

Attorney

Anna Marie Sossong.

Adam C. Zei

7. No member of the firm of JDSW is the subject of any ongoing investigation, nor is anyone a defendant in any litigation, nor has anyone been subject to any professional disciplinary action over the past five (5) years.

8. POTENTIAL CONFLICTS

We are not aware of any existing conflicts of interest which would prevent the Firm from rendering services to or representing the ICA as its Solicitor. However, it must be disclosed that Anna Marie Sossong has had past business and personal relationships with both the Executive Director, Mr. Stonehill, as well as current Board member, Kathy Speaker MacNett, who is a partner in Ms. Sossong's previous law firm. We do not believe that either of these relationships will interfere in the provision of superior legal expertise to the ICA.

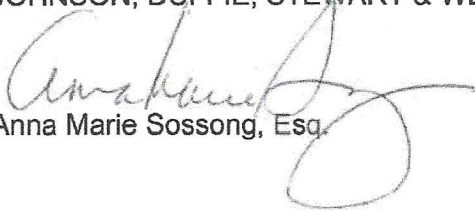
CONCLUSION

We are happy to meet with the ICA to discuss the Firm's qualifications in greater detail. Ms. Sossong, as well as the other attorneys that may be involved in the representation will be available for such a meeting, if you wish. If you desire any additional information, please advise, and we will provide the same to you promptly.

The Firm finds it both an honor and a pleasure to represent governmental entities in pursuit of the achievement of their goals. We would welcome the opportunity to represent the ICA in the capacity of solicitor. Thank you for your kind consideration.

Very truly yours,

JOHNSON, DUFFIE, STEWART & WEIDNER


Anna Marie Sossong, Esq.