

Exhibit B

FIFTH AMENDMENT TO AGREEMENT FOR LEGAL SERVICES

This Fifth Amendment to Agreement For Legal Services ("Fifth Amendment") is made by and between the State Board of Administration of Florida (the "Board") and Haynes and Boone, LLP, a Texas limited liability partnership (the "Attorneys") as of January 1, 2020.

Whereas the Board and the Firm entered into an Agreement for Legal Services dated as of January 1, 2010, (the "Original Agreement"), which was amended by that certain First Amendment to Agreement for Legal Services dated January 25, 2012 (the "First Amendment"), and further amended by that certain Second Amendment to Agreement for Legal Services dated May 14, 2014 (the "Second Amendment"), and further amended by that certain Third Amendment to Agreement for Legal Services dated effective as of January 1, 2016 (the "Third Amendment"), and further amended by that certain Fourth Amendment to Agreement for Legal Services dated effective as of January 1, 2018 (the "Fourth Amendment"; the Original Agreement, the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment being jointly referred to herein as the "Agreement"); and

Whereas the Agreement expired on December 31, 2019; and

Whereas Exhibit A to the Agreement established the hourly Professional Fees that the Board would pay to the Firm, and

Whereas the Board and the Firm have agreed to renew and reinstate the Agreement and to increase the hourly Professional Fees set forth in Exhibit A to the Agreement.

Now Therefore, for and in consideration of this Fifth Amendment and other good and valuable consideration, the Board and the Firm agree as follows:

- 1) Exhibit A to the Agreement is hereby amended and replaced in its entirety by the Exhibit A attached to this Fifth Amendment. The Board's General Counsel's Office may approve other members of the Firm to provide services under this Agreement and the hourly rate that the Board shall pay for such services without a further amendment to this Agreement.
- 2) The Professional Fee increase provided by this Fifth Amendment shall be applicable to all of the services the Firm provides to the Board on or after January 1, 2020, and shall continue to apply until the expiration of the Agreement.
- 3) The first sentence in Article V.A. of the Agreement is modified to provide that the Agreement, as modified by this Fifth Amendment, shall remain in effect indefinitely, unless terminated by one of the parties.
- 4) Except as modified by this Fifth Amendment, the Agreement shall remain in full force and effect and the Board and the Firm hereby reaffirm and ratify the Agreement.
- 5) Consistent with the Florida Transparency in Contracting Initiative, the Board posts certain operational contracts on its website, and this Agreement, as redacted and attached hereto as Exhibit B, will be one of the agreements posted. With the

exception of any information the Firm has specifically identified and redacted from this Agreement as set forth in Exhibit B, the Firm hereby agrees that the Board is authorized to post this Agreement and a description of the contents of the Agreement on the Board's website. In addition, the parties may from time to time during the term of the Agreement enter into one or more amendments or addenda to this Agreement. With the exception of any information the Firm has specifically identified and redacted from any such amendment or addenda at the time the Firm delivers an executed counterpart of such to the Board, the Firm hereby agrees that the Board is authorized to post any such amendment or addendum and a description of the contents thereof on the Board's website. The Firm hereby understands, acknowledges and agrees that the redaction of any such information does not mean that such redacted information is protected from disclosure pursuant to a public records request under Chapter 119, Florida Statutes, or as otherwise required by law or a court or authority of competent jurisdiction.

In Witness Whereof, the parties have caused this Fifth Amendment to be executed by their fully authorized representatives.

**STATE BOARD OF ADMINISTRATION
OF FLORIDA**

BY: _____

A _____

E _____

Date _____

HAYNES AND BOONE, LLP

BY _____

Date _____

Approved as to legality:

Paul W. Groom II
Deputy General Counsel

Exhibit A

Timekeeper Name	Title	Rate
Amiel, Paul H.	Senior Partner (15 Years +)	\$
Anigian, Richard D.	Senior Partner (15 Years +)	\$
Bryant, Brack	Senior Partner (15 Years +)	\$
Christensen, Troy	Senior Partner (15 Years +)	\$
Colson, Randall E.	Senior Partner (15 Years +)	\$
DePompei, Mike	Senior Partner (15 Years +)	\$
Dorrill, Jeff	Senior Partner (15 Years +)	\$
Erickson, Mark	Senior Partner (15 Years +)	\$
Fields, David L.	Senior Partner (15 Years +)	\$
Fijolek, Richard M.	Senior Partner (15 Years +)	\$
Lichtman, Sam	Senior Partner (15 Years +)	\$
Martin, Ernest	Senior Partner (15 Years +)	\$
McGinnis, Ellen	Senior Partner (15 Years +)	\$
Mendoza, Mary S.	Senior Partner (15 Years +)	\$
Odette, Vicki	Senior Partner (15 Years +)	\$
Peck, Ian T.	Senior Partner (15 Years +)	\$
Powers, Timothy E.	Senior Partner (15 Years +)	\$
Schindel, Matthew	Senior Partner (15 Years +)	\$
Schleimer, Walter F	Senior Partner (15 Years +)	\$
Skidmore, Micah	Senior Partner (15 Years +)	\$
Sungaila, M C	Senior Partner (15 Years +)	\$
Wetzel, Susan A.	Senior Partner (15 Years +)	\$
Wilson, Taylor H.	Senior Partner (15 Years +)	\$
Breazeale, Elizabeth	Senior Counsel (15 Years +)	\$
Civins, Jeff	Senior Counsel (15 Years +)	\$
Collins, John M.	Senior Counsel (15 Years +)	\$
McKinney, Carrie G.	Senior Counsel (15 Years +)	\$
Fohn, Polly B	Partner (Less than 15 years)	\$
Hall, Evan K.	Partner (Less than 15 years)	\$
Jones, Charlie M.	Partner (Less than 15 years)	\$
Kang, Christopher	Counsel (5 Years +)	\$
Dubose, Natalie	Senior Associate (5 Years +)	\$
Guthrie, Andrew	Senior Associate (5 Years +)	\$
Holdbrook, Bradley	Senior Associate (5 Years +)	\$
Konopka, Christopher	Senior Associate (5 Years +)	\$
Ross, Bailey	Senior Associate (5 Years +)	\$
Staab, David	Senior Associate (5 Years +)	\$
Cranford, Mary Claire	Associate (Less than 5 years)	\$
Ethridge, Amanda	Associate (Less than 5 years)	\$
Ortbahn, Kate	Associate (Less than 5 years)	\$
Parks, Brittany	Associate (Less than 5 years)	\$
Pulido, Marco	Associate (Less than 5 years)	\$
Troia, Matt	Associate (Less than 5 years)	\$
Zhang, Mei	Associate (Less than 5 years)	\$
Duerson, Lyn	Paralegal	\$
Meuhlen, Michelle	Paralegal	\$

Mills, Michele G.	Paralegal	\$	
Morzak, Kimberly	Paralegal	\$	
Rodriguez, Christina T.	Paralegal	\$	
Rusinko, Kenneth J.	Paralegal	\$	
Schmauch, Lauren P.	Paralegal	\$	
Johnson, Wanda	Case Clerk	\$	
Burge, Steven	Consultant	\$	