



OFFICE OF THE COUNTY ATTORNEY

MITCHELL O. PALMER, COUNTY ATTORNEY*
William E. Clague, Assistant County Attorney
Sarah A. Schenk, Assistant County Attorney**
Christopher M. De Carlo, Assistant County Attorney
Geoffrey K. Nichols, Assistant County Attorney
Pamela J. D'Agostino, Assistant County Attorney
Anne M. Morris, Assistant County Attorney
Katharine M. Zamboni, Assistant County Attorney
Alexandria C. Nicodemi, Assistant County Attorney

MEMORANDUM

Date: February 28, 2018

To: Robert Smith, Director, Public Safety Department

Through: Mitchell O. Palmer, County Attorney *MOP 2/28/18*

From: Anne Morris, Assistant County Attorney *amm*

RE: **Termination Agreement with Change Healthcare Technology Enabled Services, LLC; CAO Matter No. 2018-0106.**

This memorandum is in response to the above referenced Request for Legal Services in which you asked this Office to review a proposed termination agreement with Change Healthcare Technology Enabled Services, LLC ("Termination Agreement").

Per your request, I have reviewed the Termination Agreement and made the appropriate changes to the draft you submitted. While this Office typically does not approve of agreements that are to be interpreted by non-Florida law, given the nature of the Termination Agreement and the time constraints on this matter, this Office has no reason to recommend against the language in the Agreement regarding the application of Georgia law. Attached to this memorandum is a redlined version of the Termination Agreement that is now in legally sufficient form to be placed on a future Board agenda for consideration. This Office has no opinion on the business judgement of entering into this Termination Agreement.

This completes my response to your Request for Legal Services. As always, should you have any related questions, please do not hesitate to contact me.

Enclosures

Copies to: Ed Hunzeker, County Administrator
Dan Schlandt, Deputy County Administrator

* Board Certified in Construction Law

** Board Certified in City, County, & Local Government Law