



ADVENTURERS LEAGUE™



DEMAGOGUE

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With the Banite coup recently foiled, election day in Phlan has finally arrived. But the Lord of Darkness needs a new representative. Barrett Sokol, his hand squarely on the pulse of today's Phlan, requires additional vetting and may need your assistance.

A 4-hour adventure for 11th-16th level characters

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INTRODUCTION

Welcome to *Sovereignty: Demagogue*, a D&D Adventurers League™ adventure, part of the official D&D Adventurers League™ organized play system.

This adventure is designed for three to seven 11th-16th level characters, and is optimized for five characters with an average party level (APL) of 15. Characters outside this level range cannot participate in this adventure. The adventure takes place in the city of Phlan in the Moonsea region of the Forgotten Realms.

Adjusting this Adventure

This adventure provides suggestions in making adjustments for smaller or larger groups, characters of higher or lower levels, and characters that are otherwise a bit more powerful than the adventure is optimized for. You're not bound to these adjustments; they're here for your convenience.

To figure out whether you should consider adjusting the adventure, add up the total levels of all the characters and divide the total by the number of characters (rounding .5 or greater up; .4 or less down). This is the group's APL. To approximate the **party strength** for the adventure, consult the following table.

DETERMINING PARTY STRENGTH

Party Composition	Party Strength
3-4 characters, APL less than	Very Weak
3-4 characters, APL equivalent	Weak
3-4 characters, APL greater than	Average
5 characters, APL less than	Weak
5 characters, APL equivalent	Average
5 characters, APL greater than	Strong
6-7 characters, APL less than	Average
6-7 characters, APL equivalent	Strong
6-7 characters, APL greater than	Very Strong

Some encounters may include a sidebar that offers suggestions for certain party strengths. If a specific recommendation is not offered or appropriate for your group, you don't have to make adjustments.

Before Play at the Table

Before you start play, consider the following:

- Read through the adventure, taking notes of anything you'd like to highlight or remind yourself while running the adventure, such as a way you'd like to portray an NPC or a tactic you'd like to use in a combat. Familiarize yourself with the adventure's appendices and handouts.
- Gather any resources you'd like to use to aid you in running this adventure—such as notecards, a DM screen, miniatures, and battlemaps.
- Ask the players to provide you with relevant character information, such as name, race, class, and level; passive Wisdom (Perception), and anything specified as notable by the adventure (such as backgrounds, traits, flaws, etc).

In short, being the DM isn't about following the adventure's text word-for-word; it's about facilitating a fun, challenging game environment for the players. The *Dungeon Master's Guide*™ has more information on the art of running a D&D game.

Playing the Dungeon Master

You have the most important role—facilitating the enjoyment of the game for the players. You provide the narrative and bring the words on these pages to life.

To facilitate this, keep in mind the following:

You're Empowered. Make decisions about how the group interacts with the adventure; adjusting or improvising is encouraged, so long as you maintain the adventure's spirit. This doesn't allow you to implement house rules or change those of the Adventurers League, however; they should be consistent in this regard.

Challenge Your Players. Gauge the experience level of your **players** (not the characters), try to feel out (or ask) what they like in a game, and attempt to deliver the experience they're after. Everyone should have the opportunity to shine.

Keep the Adventure Moving. When the game starts to get bogged down, feel free to provide hints and clues to your players so they can attempt to solve puzzles, engage in combat, and roleplay interactions without getting too frustrated over a lack of information. This gives players "little victories" for figuring out good choices from clues. Watch for stalling—play loses momentum when this happens. At the same time, make sure that the players don't finish too early; provide them with a full play experience.

Adventure Background

Nothing for Phlan has come easy. And so it is with the most unprecedented event in its history, the election of the next ruler of the Cinnabar Throne.

Jhessail Greycastle, the highest-ranking member of the Black Fists and the current de facto ruler of Phlan, has called for a popular democratic election, something that has never happened in the entire history of the Moonsea. She has also declared herself a candidate for First Minister. Barrett Sokol of House Sokol and Colvin Doverson oppose her with their own candidacies. Barrett seeks to be named High Councilor and bring back the noble Council of Ten, while Colvin Doverson claims a tenuous lineage to the original Cinnabar Throne and the Lord Protector.

Recent news and events, which are a direct result of the election and candidate actions, include the cleansing of Valhingen graveyard and

the resulting evidence of Colvin Doverson's blood ties to the throne of the original Lord Protector of Phlan, Cvaal Daoren himself. In addition, Barrett Sokol has spent a large sum of his personal resources to fund an expansion of Phlan's defenses by beginning the construction of a wall that will surround all parts of the city. Finally, Jhessail Greycastle championed a cause, with the help of adventurers she hired, that correctly discovered and prevented an outbreak of disease that would have wiped out Phlan's population.

Amid these events stood a fourth candidate, a simple priest of Bane, who seemed to stand little chance against such strong claims to the throne. Like any good follower of the god of tyranny, he decided to move on the city and simply take it with Banite clergy from Mulmaster, summoned devils, and Zhentarim mercenaries. His attempt was defeated, but some now fear repercussions from neighboring Mulmaster, the capital of Banite worship in the Moonsea, or worse, from the Black Lord himself.

Nevertheless, the city pushes forth with its election plans, requesting the factions provide some oversight of the election to ensure a smooth resolution to the outcome. They have provided this in the form of a group of reliable adventurers.

The Election

Three candidates have emerged as front-runners in Phlan's upcoming election.

Barrett Sokol

The youngest scion of House Sokol has gained popularity among the labor guilds. He pledges to:

- Reinstatement of the mercantile Council of Ten and stand as High Councilor.
- Create jobs reconstructing Phlan and raising the old city walls.

Colvin Doverson

Lord Doverson claims ancestry with the Royal House of Daoran. If legitimized, this would make him heir to the Cinnabar Throne. He pledges to:

- Reinstall the monarchy and crown himself Lord Protector.
- Renegotiate trade deals with other Moonsea ports for the benefit of Phlan's merchants.

Jhessail Greycastle

Knight Commander Greycastle is a hero, but her loyalty to the Black Fists makes her vulnerable. She pledges to:

- Establish a parliament of elected peers to govern Phlan, and serve as First Minister.
- Reform the Black Fists and weed out corruption in its ranks.

The State of Phlan

Phlan is an anchorage on the north coast of the Moonsea. Its inhabitants are celebrating the death of Vorgansharax: a green dragon who laid claim to the town for many months.

Knight Commander Greycastle led the alliance of heroes who slew the dragon (as told in DDEP4 *Reclamation of Phlan*). In doing so, she leaned on the neighboring city states of Mulmaster and Hillsfar. Masquerading as friends, these rival powers circle hungrily, eager to steer Phlan's future to their own ends.

Yet the townsfolk grow weary of tyranny. Veterans of the resistance demand a stake in the town's future, merchants wish for fewer regulations, and loyalists call for the return of the monarchy. With the militia too weak to impose order, Greycastle has conceded to an election. For the first time, Phlan's citizens have a say in their own destiny.

Adventure Overview

The adventurers are nursing a very easy job that unfortunately is coming to an end very soon, that of monitoring the election proceedings in Phlan. On the last day of their assignment, election day, they are called upon to investigate the disappearance of the candidates who were last seen entering the Lyceum of Bane.

Their investigation leads them to discover that the gods themselves have taken interest in the mortal affairs in Phlan. Bane has taken exception to the election, considering the defeat of his priest representative in a previous adventure. In this trilogy of adventures, Bane has set a plan into motion to test the remaining candidates within demiplanes of their own minds, where Bane has given them great power. The adventurers will be unwilling participants, as they must try to convince each candidate that they are under the influence of the Black Lord himself.

This adventure focuses on Barrett Sokol, who has great dreams for bringing Phlan to a new age of prosperity. These dreams, however, have been tainted by the darkness of Bane's influence, as Sokol is unwittingly molded into a demagogue.

The adventurers are thrown into a conflict on the streets of Phlan where they learn about the mercenaries Sokol has hired to enforce his laws. They see the effects on the people and meet someone with a plan to help them get close to Sokol.

The plan to get close to Sokol requires an item in the heart of the city. Here, where the adventurers are vulnerable to detection, Sokol sets the city against them.

Once they have the item, they can make their way into the Guild Tower, Sokol's guarded fortress. Here, they must either defeat him and his deadly Council of Ten, or convince him of Bane's influence over his mind.

Adventure Hook

Because of the nature of this adventure, all adventurers share the same adventure hook. In the service of their faction or the city of Phlan, the adventurers have been asked to oversee the election proceedings in Phlan and make sure they run smoothly. If any adventurers do not have a faction affiliation, they still enjoy a very easy assignment that pays well simply because of their friendship with faction members in their adventuring party.

Important. Characters not in Phlan at the request of a faction are assumed to be acting in a mercenary capacity for the duration of this adventure trilogy. As a result, they receive 500 gp of mercenary pay after they complete all three adventures in the series.



PROLOGUE.

Expected Duration: 15 minutes

This adventure is part of the Sovereignty trilogy. Each part is meant to be played together. The adventures may be played in any order, but they work best when played in succession. It may occur that this is the first adventure from the trilogy a character has played, but others in the group may have already completed one or two of the adventures. Refer to the following to resolve those situations:

- If one or more characters are playing the trilogy for the first time, continue to the sections, ***Imagine If You Will*** and ***You've Just Crossed Over***. These sections apply to characters new to the trilogy.
- Add characters that have played at least one of the other PHLAN2 adventures in the trilogy into the story at the ***Shadow and Substance*** section.
- If ALL the characters have played at least one adventure in the trilogy, you can begin at the ***Shadow and Substance*** section.

Imagine If You Will

The adventure begins on election day in Phlan. The adventurers have been called to the location of the Lyceum by the city's leaders.

This is the day Phlan has anticipated for two seasons. At last, it is election day.

Your accomplishments are well known in Phlan, and the leaders of your factions have asked you to ensure the election is conducted honorably and without incident. It has been an easy assignment so far, but on the morning of the last day, you are summoned.

A young herald leads you while saying "urgent and official business". The crowd parts for your passage, leaving a wake of buzzing speculation.

You see your destination long before you arrive, the site of the Lyceum reconstruction. However, in its place is a black pyramid tower that soars overhead, piercing the sky as like a spike that has been driven into this world from below. When you passed this location yesterday, it was not here.

Faction representatives, nobles, city leaders, and a company of Black Fist soldiers keep a growing crowd at bay. A panic-stricken city official notices you and makes her way over.

"The candidates, all three of them . . . gone! They're all gone I tell you . . . in there . . . and they've not come out!"

The woman, a noble merchant of obvious influence, goes on to explain the following:

- None of the three candidates can be found. All of them missed their expected appearances to make their final speeches this morning.
- Several witnesses have reported seeing each of them entering the black pyramid at different times.
- The candidates were all seen entering the structure. They simply walked through the wall and disappeared. No one else dares go near.
- Since the adventurers were charged with ensuring the integrity of the election, Phlan is counting on them to find answers.

Investigating the Pyramid

A successful DC 15 Intelligence (Arcana) check shows the pyramid's origins are not of this plane. A

successful DC 10 Wisdom (Religion) check reveals that it exudes evil energy.

You've Just Crossed Over

Approaching the structure, you see an opening filled with darkness. It draws you in.

The process of entering the structure is harmless, but it is limited to those whom Bane allows to enter. Those other than the adventurers who approach the structure simply see and feel a smooth black stone wall with no apparent doors or windows. The adventurers, however, see a small, dark tunnel bathed in shadows. Because of the sunlight, it is impossible to see into the tunnel without entering. If the adventurers are timid about entering, allow them to take their time and move on to the next section. When a character enters or moves adjacent to the darkness, read the following:

The blackness of the entrance envelopes you, pulling you inward. You hear gasps and screams from the crowd as they react, until nothing but darkness and silence surrounds you.

Any adventurers watching this from outside see the blackness briefly open and their friends enter a small, square room with some doors. The darkness then closes behind them.

Shadows and Substance

As objects begin to come back into view, you find yourself in a square room. Behind you is a solid black stone wall. On the other walls are three heavy iron doors, each one displaying a different relief of the same warrior in different battle scenes. Armed with a spear, shield, and ornately plumed helm, each scene glorifies the warrior's victory in battle. No face can be seen behind the visor, only blazing red eyes set in a deep black night.

Everyone understands the relief carvings are of

Bane, the god of tyranny, war, and fear.

There is no correct door. The first door opened leads to the next section for this adventure. The other doors are sealed and no amount of effort opens them. If the adventurers attempt to open all three doors at once, simply select one door that opens and the others do not. The selected door always leads to the correct room for this adventure.

The Ordeal of Barrett Sokol

A booming thud echoes as you pull the door open. A round room with glowing candlelight is revealed. At the center of the room is a dais and altar, upon which lies the unconscious Barrett Sokol. On the opposite side of the room, a middle-aged human male paces back and forth. He is clad in a gleaming gold breastplate, a flowing red cloak, and has a prominent black gauntlet on his right hand. Though he carries brutal scars, as well as fresh and dripping bloody wounds, he is also an imposing figure and no doubt a capable combatant. Unstirred by his wounds, he is muttering to some unseen person as if in argument.

General Features

The area has the following features.

Mural. The paintings are very detailed and depict, among other things, the arrival and slaying of Vorgansharax, the cleansing of the Necropolis, the liberation of Phlan, and many more significant events in Phlan's recent history.

Ceiling. The roof of the domed ceiling cannot be seen. It instead displays a life-like replica of the Faerunian night sky and constellations.

Barrett Sokol. The young noble lies unconscious on an altar that sits on a dais in the center of the room. Approaching Sokol reveals that there is a force field preventing anyone from stepping onto the dais. If anyone attempts to talk to or get near Sokol, the warrior speaks up, "Oh, no, no, no . . . Please do not attempt to disturb him. He is very focused now."

Warrior. The warrior is an avatar of Bane. If

the adventurers approach or address him, he responds. If attacked, he does not retaliate, as he cannot physically interact with them. He exists in an etheric form and is incorporeal. He welcomes the adventurers and explains himself.

Recent Events in Phlan

Until very recently, there were actually four candidates. Graben Samulkin was a priest of Bane who sought to be named Ruinlord and make Phlan a theocracy once again.

Despite all his efforts, it became clear that Samulkin was not going to win, and like any good follower of the god of Tyranny, he decided to move on the city and simply take it. Using Banite clergy from Mulmaster, he summoned devils and Zhentarim mercenaries and took the city. He imprisoned Jhessail Greycastle and Colvin Doverson in Stojanow Gate prison. It was only with the help of valiant heroes loyal to the factions that his attempted coup was foiled.

First Time Adventurer

If this is the first adventure of the trilogy to be played by an adventurer, read the following.

"Ah yes, the very people I wish to see. Do come in so we may discuss matters. I know you have many questions, and we must get them answered so that we can get on with things.

The following are typical questions that cover the information that Bane wants them to know. Certainly, there will be questions that cannot be anticipated. Keep in mind that Bane is completely in command of this situation, and it is at his leisure to answer any questions or not. If adventurers have already completed one of the other adventures in the trilogy, they may not have many questions. Use the following information as needed:

- **Why have you taken the candidates?**
"I will test the three petitioners. Since Graben

Samulkin proved incapable, it seems prudent. If they can pass my test, I shall help them along to be the leader they never knew they could be. Unfortunately, that may mean your sacrifice. If you can defeat them and prove to me they are unworthy to lead, I will release them from my hold."

- **Where will the test take place?** "Right here. Let me know when you are ready."
- **Where are the other candidates?** "They are in the other two rooms. All in good time."
- **Are they safe?** "They are for now, but their future depends on you."
- **What do you expect us to do?** "You must remove them from power, or convince them their rule is not legitimate. I warn you though, they enjoy their current position in which I have empowered them. Force will most certainly be required."
- **Will we or the candidates die if we are defeated?** "No, this is simply a test. The effects will be very real, however."
- **Why are you doing this?** "I confess my fondness for the city of Phlan. I believe it is the resiliency to which I'm attracted. Phlan has been under my influence, and it shall continue to be." He pauses to look up with an angry expression at the adventures, "And yes, yours too!"
- **Who are you talking to?** "Oh, let's just say it is a professional relationship. He is always concerned with what is fair. When is anything fair, I ask you?" If pressed he will give Tyr's name, sarcastically proclaiming "The Just God".
- **Why should we help?** "Are you not duty bound to protect the candidates? Know that if they pass my test, I will dominate their rule and use them as puppets to do my bidding. Such is the benefit of servitude. I see this as great reward for them and the city of Phlan. I'm sure you disagree, but if you do agree, then you would want to assist in culling any unworthy petitioners."
- **I won't participate in your evil plan.** "Oh,

you mortals are always so preoccupied with duality. There is no such thing as good or evil, only that which must be. A moth struggles horribly to exit the cocoon and suffers great pain. The 'good' person would cut the opening to ease the struggle. Only to have him emerge with shriveled and useless wings. Who then is good or evil? Every force has a purpose. I have mine, and you too, it seems, have a role to play. And play it you will, for even a choice of inaction has effect."

- **Why don't you just put who you want on the throne?** "A leader must be tested. I have placed each of them in a state of great power. A position that grants them a taste of what true command is like. I think they will enjoy it. Let us see how hard they are willing to fight for it."
- **Why are you wounded?** "My form is that of Phlan itself. Though wounded and scarred, it stands resilient, capable, and willing to fight for its survival."
- **What will you do if we save all three candidates?** "You mean if all three candidates fail? I will, at least for the time being, leave the city in the hands of its newly elected ruler, who will then surely fail."

Bane's avatar won't answer anything specific about the tests. Manage the time spent talking to Bane wisely. Depending on the group, this encounter could easily drag out. When you think it's time, move to the next section, *Your Next Stop*.

Important. If there are still adventurers who have not crossed over into the darkness, inform them that they'll be locked out of the adventure if they do not enter at this point.

Your Next Stop

If the discussion takes too long, Bane tires of talking to them and simply decides it is time to begin the ordeal. When the time comes, read the following.

The warrior finally turns his head toward you, peering into you, your inner thoughts seemingly exposed. "It's time you see what's going on inside that head of his. You should hurry. The longer you wait, the more powerful he becomes."

He takes a deep breath and slowly closes his eyes. With a clench of his gauntleted hand, tendrils of shadow begin swirling around him. It thickens and fills the room so completely that the light fails, and finally...blackness...

Bane-ishment

The bulk of this adventure takes place in a demiplane created by Bane for the purpose of testing each candidate. It exists in the subconscious mind of the candidate and is a temporary reality constructed from the candidate's thoughts and feelings. Their actions, the actions of any NPCs, and the environment itself, are manifestations of the candidate's subconscious mind as it reacts to Bane's temptations of power. The adventurers attempt to thwart those temptations.

(continued next page)

Bane-ishment (continued)

This demiplane is isolated from all other planes, including the Material Plane. No spell allows one to escape Bane-ishment. Any spells cast for the purpose of leaving the demiplane simply fail, as do spells such as banishment. These restrictions also apply to magic items with similar properties. Powers that allow movement to the Border Ethereal function, but they pull the individual back into Bane-ishment upon leaving that plane. Bane-ishment is considered its own plane for the purposes of effects that travel across, or are blocked by, planar boundaries. Summons and magic that involves extradimensional space function normally.

Any communication with deities or otherworldly patrons, as well as spells for communicating with creatures from other planes, function normally.

Death and Dying while Bane-ished.

If one or all characters die while in Bane's test, they are ejected to the ***Shadow and Substance*** section of the ***Prologue*** where they must wait for their companions. They earn minimum experience for the adventure, but they are not actually dead. They do not earn the blessing reward for the adventure, but they are still eligible to play any remaining PHLAN2 trilogy adventures.



PART 1. NOT IN YOUR RIGHT MIND

Expected Duration: 60 minutes

Street Fight

The adventurers become aware again on the streets of a Bane-influenced Phlan. They are caught in the middle of a fight between Black Fist soldiers who are attempting to free some citizens from the city, and a group of Destroyers trying to arrest them.

You become aware of sounds before the images are focused: a scream of agony, the crackling boom of lightning, falling debris, and crossbow bolts being loosed. Then you see it all.

You find yourselves in a small town square. White smoke rises from smoldering debris all around you; a small nearby building was just decimated. Two Black Fist soldiers stand in a protective stance, shielding a young female gnome. Several other Black Fists lie dead. They are engaged with a group of warriors unfamiliar to you. Their tabards are a deep purple with a single upward pointing triangle that is bright green and featured prominently. They are human, and each has a clean-shaven head. Some wear plate and carry swords whose blades pulsate with black and green energy. Others wear robes and seem to be surveying the activities with a keen eye on you. The Black Fist commander falls, reeling on the ground, holding his head with both hands. He then goes still, his eyes open, with blood dripping from his ears and nose.

Seven Destroyers, (five **soulblades** and two **mind mages**), are attempting to arrest the gnome and remaining Black Fist **champion** for trying to sneak citizens out of Phlan. The Destroyers carry no possessions other than their weapons.

Adjusting the Encounter

Here are some suggestions for adjusting this encounter. These are not cumulative.

- **Very weak party:** Remove one **mind mage** and one **soulblade**
- **Weak party:** Remove one **mind mage**
- **Strong party:** Add one **soulblade**
- **Strong party:** Add one **soulblade**
- **Very strong party:** Add two **soulblades**

General Features

The area has the following features.

Light. It is midday with bright daylight.

Visibility. Smoldering debris produces smoke that lightly obscures visibility beyond 20 feet.

Location. This is a location in Phlan familiar to the adventurers, but the wall and gate are new.

Tactics

One mind mage starts the encounter invisible, overseeing the arrest. If the adventurers interfere, the Destroyers attack them. The remaining Black Fist champion continues to fight one soulblade, both have suffered 20 points of damage at the start of the encounter. If the adventurers do nothing, the gnome escapes and the Black Fist soldier is killed.

The gnome is Villonah Leadstopper (treat as a **spy**). She is a Welcomer, as evidenced by a missing section of her ear. She approaches them after the battle if she was forced to escape. If the adventurers fight, she stays hidden until combat is over. When all the Destroyers are killed, she waves a small group of citizens out of the gate and quickly closes it. She has much to tell the characters, but won't do it on the streets and urges them to follow her.

The Destroyers

The Destroyers are a highly specialized mercenary group from Halruaa. Their ranks are composed of mind mages and soulblades. They specialize in tactical warfare and artillery support, often bringing specialized weapons to the battlefield. They are a strictly Lawful group, honoring any contract they have made. In this case, they have struck a deal with Barrett Sokol.

The mind mage and soulblade stats are based on the mind flayer (arcanist variant) and githyanki knight, respectively. The following minor alterations apply:

Mind Mage

Medium humanoid (human), lawful neutral

Languages Common, telepathy 120 ft.

Actions

Remove the **tentacles** and **extract brain** actions.

Soulblade

Medium humanoid (human), lawful neutral

Languages Common, telepathy 120 ft.

Special Traits

Create Soulblade. As a bonus action, the destroyer creates a visible blade of psionic energy the size of a greatsword. The weapon appears in its hand. It vanishes if it leaves the destroyer's grip, or if the destroyer dies or is incapacitated.

Actions

Soulblade. Identical to the githyanki knight's silver greatsword attack, but excludes the critical hit effect vs. a target in an astral body.

Villonah's Hideout

Guiding you through what you recognize as the slums of Phlan, a smattering of doors and shutters precedes you. In the distance, you see an airship rounding Valjevo Castle. You also notice a new building at the center of the city. It is a cylindrical tower, the top of which has another docked airship. The tall city wall encloses all buildings and extends into the bay out to Thorn Island, fully enclosing the shoreline. A ship gate has been built to manage port traffic, which is considerable. You arrive at a humble house near the western docks. Villonah says you will be safe here, at least for a while.

If the adventurers make it to Villonah's hideout, they can take a short rest here.

Roleplaying Villonah Leadstopper

Villonah first appeared in DDEX1-1 *Defiance in Phlan*. She behaved rebelliously after her mother's death, which got her into trouble, and she was eventually imprisoned by a corrupt Black Fist crew. She developed a few innate aberrant powers after being tortured and subjected to mental trauma. She later found purpose among the Welcomers, and a cause in which to channel her anger. The result is high-powered teen angst with no reservations (and even a few talents) for expressing it.

(Continued next page)

Villonah Leadstopper (continued)

In Barrett Sokol's evil reality, however, the Welcomers and Black Fists have had their lots aligned. Ironically, a loyalty has developed as Villonah and the Black Fists are forced to rely on each other for survival. Villonah uses the spy stat block, in addition to the following:

Special Traits

Innate Spellcasting (Psionics). Villonah's innate spellcasting ability is Wisdom (spell save DC 12). She can innately cast the following spells, requiring no components:

At Will: *mage hand*, *detect thoughts*

2/day: *levitate*

1/day: *invisibility*

Villonah thanks the adventurers for helping her, as does the Black Fist if he survived. If the adventurers try to tell her about Bane and his test, she thinks they are crazy, but she doesn't care if they are willing to help her remove Sokol from power. She provides them the following information about Phlan and Sokol:

Villonah: Villonah offers the information in the sidebar about herself if asked. She also tells them that the torture from the Obelisks revealed mental powers that she didn't know she had. With help, she has developed some control over them.

Barrett Sokol: He became wildly popular by telling everyone that he would install new laws to make business prosper in Phlan. He promised to jail businesses that tried to cheat honest people. He promised that his new wall would keep out enemies of the city and protect them from attack.

Council of Ten: Once elected, Sokol reinstated the Council of Ten. These councilors were among the most corrupt merchants known. They passed numerous laws and decrees to benefit themselves and drive their competitors out of business.

Citizens: These new laws also resulted in an increase in the prices on goods and services. Anyone that could not pay their debts became a criminal, indentured servant, or a slave, effectively eliminating the working class.

City Walls: Originally for protection, they now keep people prisoners to the wealthy. The Destroyers man the gates. She has been liberating small groups, but doesn't want to free too many at once for fear of the Destroyers going after them.

Podol Street Market: The name comes from the street where it began. Now it encompasses not only several streets, but several districts. It is a hub for trade for the entire Moonsea region. Phlan businesses benefit the most, free of tariffs that outside merchants must pay. Additionally, there is no distinction between the black-market and any other commerce. Slavery, debauchery, and many other trades that are illegal in neighboring city-states all add to Phlan's popularity.

Council Hall: Built in place of the old Lyceum is the new Council Hall, serving Bane by serving Phlan. Bane helps those who help themselves, and the power of the city is the Council of Ten. This is the building seen earlier with an airship docked at the top. This is where Sokol can be found. Destroyers surround it, too many to count.

Castle Valjevo: The castle stands mostly empty, but Sokol has begun using it as a glorified inn, allowing visiting royalty, nobles, and wealthy merchants to stay there for large amounts of gold.

The Destroyers: Hired by Barrett Sokol and the Council, the Destroyers empower Sokol's Phlan. When Barrett was unable to persuade Jhessail Greycastle and the Black Fists to enforce his less-than-honorable business plan for the city, he decided to hire his own army. The Black Fists were accused of treason for abandoning the will of Bane. Jhessail was made an example in a public execution for which tickets were sold out. Some Destroyers, primarily the mind mages, can read thoughts and identify a threat

simply by seeing a person. Sokol pays them to act as his protection and charges them with maintaining “Law and Order” in the city. No one questions their power, and they are authorized to administer justice immediately. The group was once a small force, but their numbers have grown to meet Phlan’s needs.

No Helms: Sokol has instituted a no-helm law inside the city for fear of someone bypassing his defenses by wearing a lead-lined helm. Helms attract the attention of Destroyers immediately, who will attempt to confiscate them. Anyone who resists is arrested.

Detect Thoughts: Mind Mage Ability

It is possible that by using the spell *nondetection* or *mind blank*, a group could bypass the need to retrieve the ring from Icelus. If this occurs, it may cut down on the overall length of the adventure, but does tax their resources significantly. A *ring of mind shielding* is also an effective defense against the mind mages.

Villonah’s Plan

The only way to get close to Sokol is to shield your thoughts from the Destroyers. Villonah can do this for herself, but not for everyone. However, she knows someone who can help. Icelus, a gith monk, (PHLAN1-2 *Enemy of My Enemy*), has a ring that allows someone proficient in mind magic to expand the ring’s ability to include other nearby creatures.

After the ring is acquired, Villonah can guide the adventurers to the Guild Tower via an entrance from the sewers. She can get them close enough to Sokol that they would only need to deal with him and the other council members.

Icelus can be difficult to find. He lives in the Podol Street marketplace, but he takes precautions to hide his location. Villonah refuses to go to Podol Street because of the number of Destroyers there that can recognize her.



PART 2. THE GITH OF PODOL STREET

Expected Duration: 30 minutes

A Moving Target

The roar of activity coming from the market builds as you approach. A sea of people stretches from the gawking seagulls hovering over the docks, to the Valhingen gates in Podol Plaza, and onward to the fire eaters at the steps of Mantor's Bookstore. What you knew as several city districts is now an enormous open market. Artistic craftsmen work alongside unscrupulous black-market swindlers who are next to trading pits dealing in raw commodities of every type. Ships fill the harbor and longshoremen race to guide them in and out of the docks as fast as they can be loaded or unloaded. The shaved heads of Destroyer guards are common and easily spotted.

Reaching Podol Street is easy enough, but once there, the security presence is significant and the adventurers will need to be careful to avoid detection. A scene in the market will attract enough Destroyers to overwhelm the adventurers, resulting in the arrest of at least some of them.

General Features

The area has the following features.

Light and Visibility. The light of midday produces bright light. A general haze of smoke from the street vendors and craftsmen hovers over the market.

Smells. There is always a heavy smell of street-food from cart vendors with fresh cakes or kabobs.

Buildings. The establishments are a mix of inns, taverns, guildhalls, warehouses, indoor flea markets, and bazaars that target a myriad of specialty items.

Guards. There is a significant presence of Destroyers patrolling the market. Most of them are mind mages, but occasionally a soulblade can be seen. If an incident occurs, they rarely need to say anything. Their arrival remedies most problems, as offenders quickly resolve their own conflicts and move on out of fear of incarceration.

Movement. The number of people in this area is enough that moving around is an issue. Streams of people move down the center of the street, while the edges are reserved for bargaining and other conversations. Movement anywhere through the market is halved. Normal movement speed can be achieved in the crowd streams by making a successful DC 17 Dexterity, Strength, or a Charisma (Intimidation) check. The latter will attract lots of attention. This is not an option on the edges of the streets.

Challenge: Finding Icelus

Searching for Icelus requires some legwork and investigation in the market. A little streetwise savvy will go a long way. The problem is, Destroyers are everywhere on patrol and not everyone is friendly in this environment. To compound matters, Icelus doesn't want to be found and wears the very ring the characters seek, so he cannot be located or scried upon. His door never appears in the same place for longer than a day, so even if seemingly good information is found, it may be too old to be useful.

Running the Checks

This is a skill challenge to gather information that leads to locating Icelus. The guidelines are as follows:

- Four successful checks will locate Icelus, but the possibility for setbacks exists.

- A DC 19 ability check is required. It may be a Charisma (Persuasion, Intimidation, or Deception) check, Intelligence (Investigation) check, or Wisdom (Insight or Survival) check. It is also possible for the characters to come up with some other method to find Icelus. If they do, make a judgment call on what skill it might use. If they use a resource on it, you may give them advantage or make it an automatic success. Make the decision based on the situation and resources spent.
- Because of the varied nature of the market, a method can't be repeated once it is used to achieve the required successes.
- Charlatan, Street Urchin, and Noble backgrounds may each gain advantage on one check.
- If the adventurers attempt to use bribery, there is a 75% chance that it grants advantage, otherwise it imposes disadvantage.

Pass. The character learns a piece of information that leads them closer to Icelus.

Fail. Something went wrong with the interaction and the NPC is not inclined to offer any information.

Passing a Check

Passing a check has two favorable results:

- The DC for the next check decreases by 1.
- The characters learn the district, street, building, or door where Icelus has been seen.

Districts. There are five districts (the Warehouse District, the Docks, the Plaza, the Gate, and Old Town).

Streets. Each district has too many streets to name. The DM has freedom in this area.

Buildings. The building type and description is left to the DM. See General Features for suggestions.

Door. The door could be anywhere in the building, even a broom closet.

Failing a Check

Failing a check has one certain and two possibly unfavorable results:

- The DC for the next check increases by 1.
- If the check fails by 6 or more, Destroyer guards notice the interaction. If noticed, a pair of Destroyer mind mages sees the scene and begins questioning any adventurers involved in the interaction. They can attempt to escape the situation by talking their way out of it, running and hiding in the crowd, powering through the crowd to escape, nimbly darting through the crowd, or shouting to intimidate people to move out of the way, etc. Allow the characters to be creative and tell you what they wish to do. Either assign a skill or allow the player to decide the skill they wish to employ. A successful DC 15 check using the declared skill must be made. If this check fails, combat breaks out, and the adventurers have three rounds in which they must kill, incapacitate, or otherwise dispense with the guards. After that, many more guards arrive and overwhelm the characters, forcing them to retreat. They lose half their Hit Dice while escaping. If they have no Hit Dice, they lose half their hit points instead.
- Any failure by 6 or more also results in a setback, which means the adventurers were given erroneous information. The next success corrects the last piece of information they received. (i.e., If they know what building they should be in, they learn they are in fact in the wrong building and which one is correct).

A Meeting with Icelus

An uncomfortable amount of time passes after your knock. At last, it opens, but only a crack. You see a mustard-skinned humanoid peering through. "Ah, it's you. I was beginning to wonder if you would make it or not." Opening the door wide, he says, "Please come in so we can figure out why I'm here."

Icelus is lucid and aware that he is not in his own

reality and only a part of Sokol's mind. What he doesn't know is why. If asked about the ring, an expression of realization comes across his face. "Now I understand. I once met Sokol when we were helping cure the city of an affliction. He asked me about my ring at that time" He gives the ring to the adventurers saying, "By all means, take it. I am uncertain you can use it, but I certainly do not need it, because I am not real. Correct?" He finds the enigma amusing and continues to make jokes about the situation. "I wonder what I am actually doing right now. I must be meditating."

Roleplaying Icelus

Icelus dresses in a long, grey coat buttoned up to the neck. He is cadaver-thin, bald, and wears electrum rings in his beard. His speech is precise, and his features are difficult to read. As a species, the githzerai's fanatical beliefs make them difficult to reason with, but Icelus has come to enjoy living in the chaos of the market. His attitudes have changed since the events in PHLAN1-2 and he is now much more at home among the humans, whom he can manipulate at will, but enjoys helping.

Quote: "I can only light the path, outlander. It is you who must walk it, and as long as you are doing so, can you fetch me an ale?"

Sokol's Speech

A booming voice begins to shake the small room, "Citizens of Phlan!" Icelus pulls back the shutters. Regardless of where you thought his room was, it now overlooks the market on Podol Plaza. One of the airships is hovering over the crowd, and from its bow, an enormous projection of Barrett Sokol addresses the city.

Icelus looks excited. "Ooo! This should be good!"

Sokol continues, "Citizens of Phlan! I have been advised that we have invaders in our midst; those who wish to tear down our way of life. They walk among us even now. They want to take our businesses, our trade, and our money, to keep for themselves. Are we going to allow this?"

There is a collective deafening response of "No!" from those gathered outside.

"I know not what they look like, but we will find them together. You will be my eyes. I am calling for a complete and total shutdown of anyone entering or leaving the city. We will root out this evil that holds so much hate for us. There will be justice, law, and order! I will pay a handsome reward and a tenday at Valjevo to anyone whose report leads to the invader's arrest. Now go! Find them!"

The crowd roars with excitement, and the projection blinks out as the airship makes its way back to the Guild Tower.

Icelus will make light of the party's predicament. Past giving them the ring, he refuses to aid them. He's not real after all, and he has no desire to interfere with Bane's experiment. He does advise them that Villonah can make the ring useful. "It requires mind magic to operate," he says. After the adventurers leave the apartment, the door relocates to a completely different district and location.

Icelus' Ring of Mind Shielding

Ring, unique (requires innate spellcasting (Psionics))

Icelus' ring functions as a *ring of mind shielding* (see page 191 of *Dungeon Master's Guide* for details). The wearer can also choose to include any number of creatures within a 25-foot radius in the effects of the mind shield, as long as the wearer uses their action to do so. If the wearer is unable to take actions, all protected creatures become exposed.

On the Lam

Getting back to Villonah's hideout will also be a challenge. The adventurers may choose to use resources, such as spells or consumables, to make it back undetected by the mobs of people hunting them. If so, there is no skill challenge (at the DMs discretion). If they do not use resources, it will require several successful ability checks to make it back undetected.

Running the Checks

This encounter is a series of ability checks. Three successful Dexterity (Stealth) or Wisdom (Survival) checks are needed. The DC for the check decreases in difficulty the further away from the market they get.

- First check: DC18
- Second check: DC16
- Third check: DC14

A pass indicates the adventurer moves through that section of the city undetected. A fail means they have been seen and called out by the mob. These checks can be made individually, or as a group to help characters that may be deficient in these skills. Individual checks indicate that the character is traveling alone. Failure indicates that someone has spotted them.

Individual Failure

If an individual adventurer is spotted, they need to flee or be captured. As part of the process of the chase, they can attempt a DC 17 Dexterity (Stealth) check to elude the pursuit. Allow the use of another skill if it seems applicable. A failure results in the adventurer being overwhelmed by the crowd. If this happens, guards force them to make a very desperate retreat, and they lose half their Hit Dice escaping. If they have no Hit Dice, they lose half their hit points instead.

Group Failure

Before any failure checks are dealt with, have anyone who passed make an initiative roll against the **commoner** who spotted them. The commoner gets a +3 to their initiative check. Anyone who beats the commoner's initiative roll may take an action before the citizen can yell and bring attention to the group. When the citizen's initiative turn comes up, if they are able, they cry out and bring the attention of the mob to the group. If this happens, each adventurer must fend for themselves or be overwhelmed by the mob. Proceed to the previous section, *Handling an Individual Failure*, to resolve each character's chase.

Briefing

If the adventurers make it back to Villonah's, there is time for a short rest.

Villonah will impart the following information to the adventurers before they depart for the sewers:

- She is able to use Icelus' ring, but it will take all of her concentration to do so. She will be not able to assist in any way beyond that.
- Everyone must stay within 25 feet of Villonah at all times to be in range of the ring's effect. If anyone moves outside of that range, they risk detection by mind mages or any other creatures that can detect thoughts.
- The sewers are a dangerous place now. The Welcomers once owned them, but when Sokol came to power, he had the Destroyers clear them out using hideous beasts and aberrations. It is safe to assume they are still in there, particularly near the sewers of the noble district.



PART 3. THE SEWERS

Expected Duration: 45 minutes

What an Incredible Smell You've Discovered

For this section of the adventure, establish a marching order and monitor the distance of the adventurers relative to Villonah. If they violate the ring's range restriction, or if Villonah is unable to take an action, thus breaking the ring's effects, it alerts the young neothelids in areas 2 and 3.

Villonah leads you into a large sewage outlet under the docks. It's impossible to avoid trudging through the sludge-filled water. The stench is overwhelming. Villonah looks back with a wink and a beckoning nod as she enters, "You'll get used to it."

General Features

The sewers have the following features.

Smell. The rancid sewage is nothing to downplay. Any character that falls prone in the sewage water must pass a DC 10 Constitution saving throw or spend their action in the next turn retching.

Sounds. The echo of moving water roars constantly from some distant spillway, a sound that gets louder as the adventurers move deeper. Swarms of buzzing flies scatter when walking past collected piles of sludge.

Terrain. In some sections, the party may only move in a single file through a large pipe. These sections are very slick, and the adventurers must walk in the water. Other sections are more developed and offer walkways on either side of the sewage stream than runs down the center. The water is two feet deep and is difficult terrain

in the passages. It is six feet deep in the junction rooms.

Ceiling. The pipes are 5 feet in diameter. The ceilings in the larger corridors are 10 feet high. The junction rooms have ceilings as tall as 25 feet that reach street level gutters and access holes.

Light and Visibility. There is no light source in the sewer. Any creature without a light source or darkvision is blind.

1. Gate

You've spent the bulk of your time in a large pipe. It eventually exits into one of the larger sewer sections with walkways on either side of the sludge. You come to an iron gate that blocks your passage forward. "This marks the entrance to the noble district where the Guild Hall is," Villonah says. "We are very close now. I don't remember this barrier, but we'll need to get past it."

The gate that blocks passage is new construction of reinforced iron. A successful DC 25 Strength (Athletics) check is required to lift or break the gate. However this will also set off the trap below. A successful DC 15 Wisdom (Insight) check reveals that it will also make quite a bit of noise.

If the adventurers attempt to break the gate down with brute force, it attracts the monster from area 3, the sewer exit. A successful DC 15 Wisdom (Perception) check allows a character to notice a wheel mounted on the wall just around the corner in the junction room on the other side of the gate. With an action, the wheel can be used to open the gate, but it is trapped.

Trap

- A successful DC 17 Wisdom (Perception) check notices a switch under the wheel column. This check is made with disadvantage during combat.
- A successful DC 17 Intelligence (Investigation) reveals its purpose, which is to defend the gate. If the wheel is turned without flipping the switch, or if the gate is forced open, it triggers chlorine gas that is sprayed down on the 10-foot section of corridor next to the gate. Anyone standing in this area must succeed on a DC 17 Dexterity saving throw or take 30 poison damage. Half as much damage is sustained on a success.

Unless otherwise instructed, Villonah stands 15 feet from the gate, out of the trap's effects, but still within range of anyone that needs to operate the gate wheel.

2. Junction Room

The room just beyond the gate is 40 feet square, with a high ceiling. The sludge pool is 6 feet deep in this room and conceals a **young neothelid** under the surface. The creature attempts a surprise melee attack against anyone entering the room before they can get to the gate wheel (Stealth vs. passive Perception). Anyone with a passive Perception less than the young neothelid's Dexterity (Stealth) check result is surprised and unable to act during the first round of combat.

Adjusting the Encounter

Here are some suggestions for adjusting this encounter. These are not cumulative.

- **Very weak party:** The **young neothelid** has 225 hit points
- **Weak party:** The **young neothelid** has 275 hit points
- **Strong party:** The **young neothelid** has 350 hit points
- **Very strong party:** The **young neothelid** has 375 hit points

Young Neolithids

These specimens have been harvested, raised, and controlled through psionic means by the Destroyers. They are young and not fully developed. The following adjustments apply to the neothelid stat block:

Huge aberration, chaotic evil

Special Traits

Creature Sense. Reduce the range to 120 feet.

Innate Spellcasting (Psionics). Excludes *feblemind*.

Actions

Tentacles. Only Medium or smaller creatures are subject to being swallowed.

Acid Breath (Recharge 5-6). Reduce the cone size to 30 feet.

Tactics

The young neothelid uses telekinesis to close the gate if it strategically helps it avoid other melee attackers and isolate one or two targets. If the ring's range restriction is broken, or if there is significant combat noise, such as the gate being forced open, the **young neothelid** from area 3 arrives during the second round of combat.

3. Sewer Exit

If the adventurers manage to avoid the young neothelid in area 2 or somehow kill it without making significant noise, a second **young neothelid** waits at this location. It lies inside the pipe outlet and attempts to remain hidden until targets are within range of a surprise acid breath attack. If the first young neothelid is avoided and combat occurs with the second, the same rules apply regarding attracting the creature from area 2.

The stairs out of the sewers in this area lead to **Part 4: The Guild Tower**.



PART 4. THE GUILD TOWER

Expected Duration: 70 minutes

Ascending the Tower

The sewer exit brings the adventurers directly into the Guild Tower. Villonah knows that the council chambers are on the top floor.

Following Villonah's lead, you ascend quickly from the sewers into several small corridors that lead to a back stairway. You catch a glimpse of the first three floors as you move upward through the massive structure. Beams of sunlight stream through the main entrance and reflect off the highly-polished granite floors and walls. At the second floor, you can briefly take in the enormity of the space. The center of the structure is open-air to the top floor, with a balcony overlooking the ground floor on each level. Meeting rooms and guild offices line the perimeter. A few robed merchants and politicians wander about, but none seem to take notice. There are a few Destroyer patrols that must be avoided on each floor.

If Villonah is still alive, the adventurers are able to move to the fourth floor with no effort. If Villonah is unconscious, dead, or not with the group, perform a group DC 15 Dexterity (Stealth) check for each of the first three floors. If a check fails, nothing happens immediately and the adventurers don't notice anything abnormal. Take note of the failure, as it will affect the next section, **The Council Chambers**.

General Features

The area has the following features.

Light and Visibility. Strong rays of light from the evening sun angle in and hit the marble floors. The glare illuminates upward through the entire interior of the tower, creating bright light with long, deep shadows.

Sounds. The echo of footsteps and voices from distant meeting rooms fills the entire tower.

Architecture. The tower's high ceilings, towering columns, and large meeting rooms with oversized doors denote a design that holds little concern for the practical use of space.

Ceilings. The center of the tower is open air to the ceiling of the fourth floor council chambers. The first floor has a 30-foot ceiling to the mezzanine. The second and third floors have 15-foot ceilings. It is 60 feet from the first floor to the fourth floor.

The Council Chambers

Designed to host the meetings of the noble Council of Ten, the council chambers are at the top level of the tower, accessible by perimeter stairs. When the adventurers enter the room, visible or not (truesight), Barrett Sokol calls out to them.

Barrett Sokol stands at the pulpit of the council area in the center of the room, surrounded by councilors. A green energy surrounds the High Councilman, and a stream flows from him to a few of the other councilors. He turns towards you as you enter. "You . . . get away from there. You can't be . . . Oh, it's you. I should have guessed that you'd find your way to me eventually. I suppose you have something to say?"

In addition to **Barrett Sokol** (who uses the stats of an archmage), the Council of Ten is composed of five **elder councilors** (use the cambion stat block), who are tethered to Sokol by the energy field, and four **junior councilors** (use the annis hag stat block). The councilors are all altered or disguised, using their respective abilities to appear as humans.

General Features

In addition to the tower features listed above, the following features apply to the council chambers.

Ceilings. The fourth floor has an impressive 30-foot arched ceiling designed to reflect sound back down to the floor.

Docking Platform. The south side of the room has an opening that leads to an airship docking platform. When the adventurers enter the council chambers, there is no airship docked.

Council Area. At the center of the room is the council area. There is a 30-foot opening in the floor surrounded by a railing that is 3 feet high (a feature of each floor in progressively larger proportions). A pulpit extends 15 feet into the middle of the opening to accommodate Sokol. The acoustics are designed so that when the council is in open session, the proceedings may be observed from the floor below.

Stairs. Two opposing stairwells access the fourth floor, the most likely entrance for the adventurers.

Energy Field. Barrett's energy field prevents any damage or effects to him. It is powered by the life-force of the elder councilors. As an action, Barrett may send a pulse of energy to the elder councilors in the form of 30 hit points of healing, which is divided among those still living. This energy field is part of Bane's test, and it cannot be dispelled. It can only be removed by killing all of the elders. If an elder dies, a DC 15 Intelligence (Arcana) check reveals that the energy field has weakened.

Negotiations

Allow a period of exchange if the adventurers desire. Take this opportunity to display how Bane's dark influence has invaded Sokol's mind, twisting his views for Phlan's progress to come at the expense of the very people he intended to benefit.

The council doesn't immediately attack unless they are attacked or directed to do so by Sokol. They are on alert, however, and do not allow themselves to be surprised if possible.

When the conversation has played itself out,

Sokol will not waste time. He has deals to close. Read the following and begin combat.

"We are trying to conduct business here. Difficult decisions that affect everyone in Phlan. Your presence is quite out of order. I can't allow you to interfere in these proceedings. I'm afraid I must defer you to the council for reprimand. Councilors . . ."

The elder council members sprout bat-like wings as they take to the air, their walking staves turning into deadly spears, their eyes glowing an eerie yellow, and their skin turning to crimson. The junior councilors mutate into hulking deformities. Growing in size, their huge, muscular arms drag the ground. With open and oozing sores covering their diseased bodies, they advance.

Tactics

If the adventurers attempt any kind of surprise attack that Sokol or the councilors can detect during the negotiations, they attack. The council serves Bane, and it fights to the death.

The elder councilors begin by attempting to charm adventurers, switching targets if they succeed on their saves.

The junior councilors use their crushing hug attack, which grapples on a hit. They then move adventurers to the hole in the floor and drop them in the same turn. A junior councilor need only position an adventurer over the hole and end the grapple to accomplish this. A creature falling from this height takes 6d6 bludgeoning damage, and resistance does not apply to the falling damage. It requires two rounds of double movement to reach the top floor if dropped.

Barrett alternates healing the elders as needed and casting spells, using *counterspell* frequently. His energy field fails when the last elder dies. Barrett moves and takes an immediate action when the shield falls. All of the spells he cast before combat remain active (see the archmage stat block for details). Turning invisible and moving to a secure location to cast spells is his likely plan. Once Barrett is safe, he attempts to encase as many dangerous melee characters as possible inside a hemisphere using *wall of force*.

If the adventurers failed their Stealth check in the previous section, on the fourth round after combat begins, an airship docks and a support crew of two **soulblades** joins the fight.

When Barrett's hit points fall below half, a successful DC 10 group Wisdom (Perception) check reveals that he has weakened mentally, and doubt can be seen in his eyes. He is now vulnerable to suggestion. The adventurers can attempt to convince him that he is under the influence of Bane and not acting on his own. A successful DC 25 Charisma (Persuasion) check allows him to see the truth. A failure results in Barrett's renewed anger toward the adventures. He takes an immediate action and does not submit until he reaches 0 hit points.

Adjusting the Encounter

Here are some suggestions for adjusting this encounter. These are not cumulative.

- **Very weak party:** Remove two **junior councilors** and two **elder councilors**
- **Weak party:** Remove one **junior councilor** and one **elder councilor**
- **Strong party:** Barrett's energy field provides 50 hit points of healing, increase his hit points to 150, and add two mind mages when the energy field drops
- **Very strong party:** Barrett's energy field provides 60 hit points of healing, increase his hit points to 175, and add two mind mages when the energy field drops

Barrett's Spell Book

1st level: substitute *shield* for *detect magic*

4th level: substitute *polymorph* for *banishment*

5th level: substitute *hold monster* for *scrying*

9th level: substitute *weird* for *time stop*

Realization

When Barrett finally realizes the truth, either by force or persuasion, the test is concluded. Read the following.

A loud, low-pitched gong sounds, and Sokol falls to his knees. "No! Leave me and torment me no longer!" he cries as he pulls at his hair. You realize he is not talking to you. "I reject your offerings and your temptations. Haunt me no more!"

A silver ambient light brightens around you to the point of losing vision and finally consciousness.



EPILOGUE

Expected Duration: 5 minutes

Refer to the following to resolve the conclusion:

- For characters that have not completed all the adventures in the trilogy, continue to the next section, **Adventure Conclusion**.
- For characters that conclude the trilogy with this adventure, skip to the section **Trilogy Conclusion**.

Adventure Conclusion

Above each of you, a silver shower of energy falls. It manifests as intense feelings of centering and gratitude, bestowed upon you for duties fulfilled.

As objects begin to come back into view, you find yourselves in a square room. Behind you is simply a solid black stone wall. On the other walls are three heavy iron doors, each one displaying a different relief of the same warrior in different battle scenes. Armed with a spear, shield, and ornately plumed helm, each scene glorifies the warrior's victory in battle. No face can be seen behind the visor, only blazing red eyes, magically illuminated, and set in a deep blackness.

The silver shower is a blessing from Tyr. The blessing is listed under **Rewards** and requires an attunement slot to receive. If desired, a character may refuse the blessing.

Trilogy Conclusion

Above each of you, a silver shower of energy falls. It manifests as intense feelings of centering and gratitude, bestowed upon you for duties fulfilled.

As objects begin to come back into view, you find yourselves in the main hall of the Lyceum as you remember it before the pyramid appeared. Standing next to you are all three candidates who, though somewhat stunned, are unharmed. As you look back outside the main door, based on what you remember from when you first entered, you're not sure how much time, if any, has passed. The candidates look at you, and there is a wide-eyed, unspoken confirmation on their faces that their experiences were shared. Before you can gain your composure, supporters for each candidate rush to surround them. Once it is confirmed that the candidates are safe and unharmed, you are each thanked and praised. The city breathes a collective sigh of relief, but clearly everyone has one thing on their mind . . . It's time to vote!

The silver shower is a blessing from Tyr. The blessing is listed under **Rewards** and requires an attunement slot to receive. If desired, a character may refuse the blessing.

If an adventurer completes the trilogy with the conclusion of this adventure, they are recognized in a public ceremony. Each adventurer is awarded the Phlan Hero's reward of 5,000 gp, and a Guardian Medal (see **Rewards** for more information).

Rewards

Make sure players note their rewards on their adventure logsheets. Give your name and DCI number (if applicable) so players can record who ran the session.

Experience

Total up all **combat experience** earned for the defeated foes and divide by the number of characters present in the combat. For **non-combat experience**, the rewards are listed per character. Give all characters in the party non-combat experience awards unless otherwise noted.

Combat Awards

Name of Foe	XP per Foe
Archmage (Barrett Sokol)	8,400
Annis Hag (junior councilor)	2,300
Cambion (elder councilor)	1,800
Githyanki Knight (soulblade)	3,900
Mind Flayer Arcanist (mind mage)	3,900
Neothelid (young neothelid)	7,200

Non-Combat Awards

Task or Accomplishment	XP per Char.
Not violating the ring's range	1,000
Avoiding Destroyers at market	500
Convincing Sokol at half health	1,000

The **minimum** total award for each character participating in this adventure is **8,625 experience points**.

The **maximum** total award for each character participating in this adventure is **11,500 experience points**.

Treasure

The characters receive the following treasure, divided up amongst the party. Characters should attempt to divide treasure evenly whenever possible. Gold piece values listed for sellable gear are calculated at their selling price,

not their purchase price.

Consumable magic items should be divided up however the group sees fit. If more than one character is interested in a specific consumable magic item, the DM can determine who gets it randomly should the group be unable to decide.

Permanent magic items are divided according to a system. See the sidebar if the adventure awards permanent magic items.

Treasure Awards

Item Name	GP value
Phlan Hero's reward	5,000*
Guardian Medal	1,000**
Mercenary pay	500***

* These rewards are per character and are only given upon completion of all three adventures. If an adventurer opts to not complete the trilogy, then no gold reward is given.

** The Guardian Medal is bestowed to each character. The medal has a value of 1000 gp, but is worth more by displaying it in Phlan. It garners significant influence within the city, and to a lesser degree in other Moonsea cities. Adventurers wearing a Guardian Medal gain advantage on all Charisma based ability checks within the Phlan.

*** This reward is for characters without a faction that complete all three adventures in the trilogy.

Permanent Magic Item Distribution

D&D Adventurers League has a system in place to determine who is awarded permanent magic items at the end of a session. Each character's logsheet contains a column to record permanent magic items for ease of reference.

If all the players at the table agree on one character taking possession of a permanent magic item, that character gets the item.

If one or more characters indicate an interest in possessing a permanent magic item, the character that possesses the fewest permanent magic items gets the item. If there is a tie in the total number of permanent magic items owned by contesting characters, the item's owner is determined randomly by the DM.

Magic Award

Adventurers who finish the event by either convincing or defeating the candidate, earn the following blessing from Tyr.

Tyr's Blessing of the Mind

Blessing, very rare (requires attunement)

This blessing has been bestowed upon you by Tyr in recognition of your service to the city and citizens of Phlan in the face of great peril to your own well-being. Your Intelligence score increases by 2, up to a maximum of 20. This blessing may be refused. If accepted, it requires an attunement slot.

This blessing is offered to all adventurers regardless of completing the other two adventures in the trilogy. This blessing is not tradeable, and if refused or unattuned, it cannot be regained.

Important. Any character that does **NOT** accept the *In Service to the Iron General* story reward, and then exceeds the level restriction, is ejected from the pyramid by Bane and declared ill-suited for his test.

Downtime

Each character receives **ten downtime days** at the conclusion of this adventure.

DM Rewards

You receive **4,500 XP**, **2,250 gp**, and **ten downtime days** for running this session.

Renown

All faction members earn **one renown point** for participating in this adventure.

Story Awards

Characters have the opportunity to earn the following story awards during this adventure.

In Service to the Iron General. This is an optional reward. You may choose to forgo applying the experience of this adventure if doing so would advance you to 17th level. You may only defer the awards in order to complete the other adventures in the **PHLAN2** trilogy, or **PHLAN2-S**, in subsequent sessions. You must apply all deferred experience before playing any other adventures not part of the **PHLAN2** Sovereignty Trilogy.

DM Appendix: NPC Summary

The following NPCs are featured prominently in this adventure.

Barrett Sokol (BARE-ehT SO-kul). Scion of House Sokol. Seeks to reinstate the Council of Ten.

Jhessail Greycastle (JESS-ale). Fallen paladin of Bane and liberator of Phlan. Seek democratic rule.

Colvin Doverson (COL-vin DO-ver-sun). Claims lineage to Royal House of Daoran. Seeks return of monarchy.

Villonah Leadstopper (vil-LOW-nuh). Abused by corrupt Black Fists as a teen. Now a member of the Welcomers.

Icelus (ICE-lus). Githzerai zerth who once aided Jhessail Greycastle in curing an outbreak of a water-borne disease, preventing a catastrophe in Phlan.

Bane (BAIN). The Black Lord. Greater deity of fear, hatred, and tyranny.

DM Notes: Maps

Map 1: The City Gate. Based on a battle map produced for D&D Encounters Season 6: *The Lost Crown of Neverwinter*.

Map 2: The Sewers. Based on a battle map produced for D&D Encounters Season 6: *The Lost Crown of Neverwinter*.

Map 3: The Council Chambers. Based on a map included in the D&D *Haunted Temples Map Pack*.

Appendix: Monster Statistics

Barrett Sokol (Archmage)

Medium humanoid (human), lawful evil

Armor Class 12 (15 with mage armor)

Hit Points 99 (18d8 + 18)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	12 (+1)	20 (+5)	15 (+2)	16 (+3)

Saving Throws Int +9, Wis +6

Skills Arcana +13, History +13

Damage Resistance damage from spells; non-magical bludgeoning, piercing, and slashing (from *stoneskin*)

Senses passive Perception 12

Languages any six languages

Challenge 12 (8,400 XP)

Magic Resistance. The archmage has advantage on saving throws against spells and other magical effects.

Spellcasting. The archmage is an 18th-level spellcaster. It's spellcasting ability is Intelligence (spell save DC 17, +9 to hit with spell attacks). The archmage can cast *disguise self* and *invisibility* at will and has the following wizard spells prepared:

Cantrips (at will): fire bolt, light, mage hand, prestidigitation, shocking grasp

1st level (4 slots): *detect magic, identify, mage armor**, *magic missile*

2nd level (3 slots): *detect thoughts, mirror image, misty step*

3rd level (3 slots): *counterspell, fly, lightning bolt*

4th level (3 slots): *banishment, fire shield, stoneskin**

5th level (2 slots): *cone of cold, scrying, wall of force*

6th level (1 slot): *globe of invulnerability*

7th level (1 slot): *teleport*

8th level (1 slot): *mind blank**

9th level (1 slot): *time stop*

* The archmage casts these spells on itself before combat.

Actions

Dagger. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

Black Fist (Champion)

Medium humanoid (any race), any alignment

Armor Class 18 (plate)

Hit Points 143 (22d8 + 44)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	15 (+2)	14 (+2)	10 (+0)	14 (+2)	12 (+1)

Saving Throws Str +9, Con +6

Skills Athletics +9, Intimidation +5, Perception +6

Senses passive Perception 16

Languages any one language (usually Common)

Challenge 9 (5,000 XP)

Indomitable (2/Day). The champion rerolls a failed saving throw.

Second Wind (Recharges after a Short or Long Rest). As a bonus action, the champion can regain 20 hit points.

Actions

Multiattack. The champion makes three attacks with its greatsword or its crossbow.

Greatsword. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 12 (2d6 + 5) slashing damage, plus 7 (2d6) slashing damage if the champion has more than half of its total hit points remaining.

Light Crossbow. *Ranged Weapon Attack:* +6 to hit, range 80/320 ft., one target. *Hit:* 6 (1d8 + 2) piercing damage, plus 7 (2d6) piercing damage if the champion has more than half its total hit points remaining.

Commoner

Medium humanoid (any race), any alignment

Armor Class 10

Hit Points 4 (1d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)

Senses passive Perception 10

Languages any one language (usually Common)

Challenge 0 (10 XP)

Actions

Club. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 2 (1d4) bludgeoning damage.

Destroyer Mind Mage

(Mind Flayer Arcanist)

Medium aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 71 (13d8 +13)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	12 (+1)	19 (+4)	17 (+3)	17 (+3)

Saving Throws Int +7, Wis +6, Cha +6

Skills Arcana +7, Deception +6, Insight +6, Perception +6, Persuasion +6, Stealth +4

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 8 (3,900 XP)

Magic Resistance. The mind flayer has advantage on saving throws against spells and other magical effects.

Innate Spellcasting (Psionics). The mind flayer's innate spellcasting ability is Intelligence (spell save DC 15). It can innately cast the following spells, requiring no components:

At will: *detect thoughts*, *levitate*

1/day each: *dominate monster*, *plane shift* (self only)

Spellcasting. The mind flayer is a 10th-level spellcaster. Its spellcasting ability is Intelligence (save DC 15, +7 to hit with spell attacks). The mind flayer has the following wizard spells prepared:

Cantrips (at will): *blade ward*, *dancing lights*, *mage hand*, *shocking grasp*

1st level (4 slots): *detect magic*, *disguise self*, *shield*, *sleep*

2nd level (3 slots): *blur*, *invisibility*, *ray of enfeeblement*

3rd level (3 slots): *clairvoyance*, *lightning bolt*, *sending*

4th level (3 slots): *confusion*, *hallucinatory terrain*

5th level (2 slots): *telekinesis*, *wall of force*

Actions

Tentacles. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one creature. *Hit:* 15 (2d10 + 4) psychic damage. If the target is Medium or smaller, it is grappled (escape DC 15) and must succeed on a DC 15 Intelligence saving throw or be stunned until this grapple ends.

Extract Brain. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one incapacitated humanoid grappled by the mind flayer. *Hit:* The target takes 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the mind flayer kills the target by extracting and devouring its brain.

Mind Blast (Recharge 5-6). The mind flayer magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 15 Intelligence saving throw or take 22 (4d8 + 4) psychic damage and be stunned for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Destroyer Soulblade (Githyanki Knight)

Medium humanoid (gith), lawful evil

Armor Class 18 (plate)

Hit Points 91 (14d8 + 28)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	15 (+2)	14 (+2)	14 (+2)	15 (+2)

Saving Throws Con +5, Int +5, Wis +5

Senses passive Perception 12

Languages Gith

Challenge 8 (3,900 XP)

Innate Spellcasting (Psionics). The githyanki's innate spellcasting ability is Intelligence (spell save DC 13, +5 to hit with spell attacks). It can innately cast the following spells, requiring no material components:

At will: *mage hand* (the hand is invisible)

3/day each: *jump*, *misty step*, *nondetection* (self only), *tongues*

1/day each: *plane shift*, *telekinesis*

Actions

Multiattack. The githyanki makes two silver greatsword attacks.

Silver Greatsword. Melee Weapon Attack: +9 to hit, reach 5 ft., one target. *Hit:* 13 (2d6 + 6) slashing damage plus 10 (3d6) psychic damage. This is a magic weapon attack. On a critical hit against a target in an astral body (as with the *astral projection* spell), the githyanki can cut the silvery cord that tethers the target to its material body, instead of dealing damage.

Elder Councilor (Cambion)

Medium fiend, lawful evil

Armor Class 19 (scale mail)

Hit Points 82 (11d8 + 33)

Speed 30 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	18 (+4)	16 (+3)	14 (+2)	12 (+1)	16 (+3)

Saving Throws Str +7, Con +6, Int +5, Cha +6

Skills Deception +6, Intimidation +6, Perception +4, Stealth +7

Damage Resistances cold, fire, lightning, poison; bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 60 ft., passive Perception 14

Languages Abyssal, Common, Infernal

Challenge 5 (1,800 XP)

Fiendish Blessing. The AC of the cambion includes its Charisma bonus.

Innate Spellcasting. The cambion's spellcasting ability is Charisma (spell save DC 14). The cambion can innately cast the following spells, requiring no material components:

3/day each: *alter self*, *command*, *detect magic*

1/day: *plane shift* (self only)

Actions

Multiattack. The cambion makes two melee attacks or uses its Fire Ray twice.

Spear. Melee or Ranged Weapon Attack: +7 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage, or 8 (1d8 + 4) piercing damage if used with two hands to make a melee attack, plus 3 (1d6) fire damage.

Fire Ray. Ranged Spell Attack: +7 to hit, range 120 ft., one target. *Hit:* 10 (3d6) fire damage.

Fiendish Charm. One humanoid the cambion can see within 30 feet of it must succeed on a DC 14 Wisdom saving throw or be magically charmed for 1 day. The charmed target obeys the cambion's spoken commands. If the target suffers any harm from the cambion or another creature or receives a suicidal command from the cambion, the target can repeat the saving throw, ending the effect on itself

on a success. If a target's saving throw is successful, or if the effect ends for it, the creature is immune to the cambion's Fiendish Charm for the next 24 hours.

Junior Councilor (Annis Hag)

Large fey, chaotic evil

Armor Class 17 (natural armor)

Hit Points 75 (10d10 + 20)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	12 (+1)	14 (+2)	13 (+1)	14 (+2)	15 (+2)

Saving Throws Con +5

Skills Deception +5, Perception +5

Damage Resistances cold, bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 60 ft., passive Perception 15

Languages Common, Giant, Sylvan

Challenge 6 (2,300 XP)

Innate Spellcasting. The hag's innate spellcasting ability is Charisma (spell save DC 13). She can innately cast the following spells:

3/day each: *disguise self* (including the form of a Medium humanoid), *fog cloud*

Actions

Multiattack. The annis makes three attacks: one with her bite, and two with her claws.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 15 (3d6 + 5) piercing damage.

Claw. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 15 (3d6 + 5) slashing damage.

Crushing Hug. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 36 (9d6 + 5) bludgeoning damage, and the target is grappled (escape DC 15) if it is a Large or smaller creature. Until the grapple ends, the target takes 36 (9d6 + 5) bludgeoning damage at the start of each of the hag's turns. The hag can't make attacks while grappling a creature in this way.

Young Neothelid (Neothelid)

Gargantuan aberration, chaotic evil

Armor Class 16 (natural armor)

Hit Points 325 (21d20 + 105)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
27 (+8)	7 (-2)	21 (+5)	3 (-4)	16 (+3)	12 (+1)

Saving Throws Int +1, Wis +8, Cha +6

Senses blindsight 120 ft., passive Perception 13

Languages --

Challenge 13 (10,000 XP)

Creature Sense. The neothelid is aware of the presence of creatures within 1 mile of it that have an Intelligence score of 4 or higher. It knows the distance and direction to each creature, as well as each creature's Intelligence score, but can't sense anything else about it. A creature protected by a *mind blank* spell, a *nondetection* spell, or similar magic can't be perceived in this manner.

Innate Spellcasting (Psionics). The neothelid's innate spellcasting ability is Wisdom (spell save DC 16). It can innately cast the following spells, requiring no components:

At will: *levitate*

1/day each: *confusion*, *feeblemind*, *telekinesis*

Magic Resistance. The neothelid has advantage on saving throws against spells and other magical effects.

Actions

Tentacles. *Melee Weapon Attack:* +13 to hit, reach 15 ft., one target. *Hit:* 21 (3d8 + 8) bludgeoning damage plus 13 (3d8) psychic damage. If the target is a Large or smaller creature, it must succeed on a DC 18 Strength saving throw or be swallowed by the neothelid. A swallowed creature is blinded and restrained, it has total cover against attacks and other effects outside the neothelid, and it takes 35 (10d6) acid damage at the start of each of the neothelid's turns.

If the neothelid takes 30 damage or more on a single turn from a creature inside it, the neothelid must succeed on a DC 18 Constitution saving throw at the end of that turn or regurgitate all swallowed

creatures, which fall prone in a space within 10 feet of the neothelid. If the neothelid dies, a swallowed creature is no longer restrained by it and can escape from the corpse by using 20 feet of movement, exiting prone.

Acid Breath (Recharge 5-6). The neothelid exhales acid in a 60-foot cone. Each creature in that area must make a DC 18 Dexterity saving throw, taking 35 (10d6) acid damage on a failed save, or half as much damage on a successful one.

Spy

Medium humanoid (any race), any alignment

Armor Class 12

Hit Points 27 (6d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	10 (+0)	12 (+1)	14 (+2)	16 (+3)

Skills Deception +5, Insight +4, Investigation +5, Perception +6, Persuasion +5, Sleight of Hand +4, Stealth +4

Senses passive Perception 16

Languages any two languages

Challenge 1 (200 XP)

Cunning Action. On each of its turns, the spy can use a bonus action to take the Dash, Disengage, or Hide action.

Sneak Attack (1/Turn). The spy deals an extra 7 (2d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the spy that isn't incapacitated and the spy doesn't have disadvantage on the attack roll.

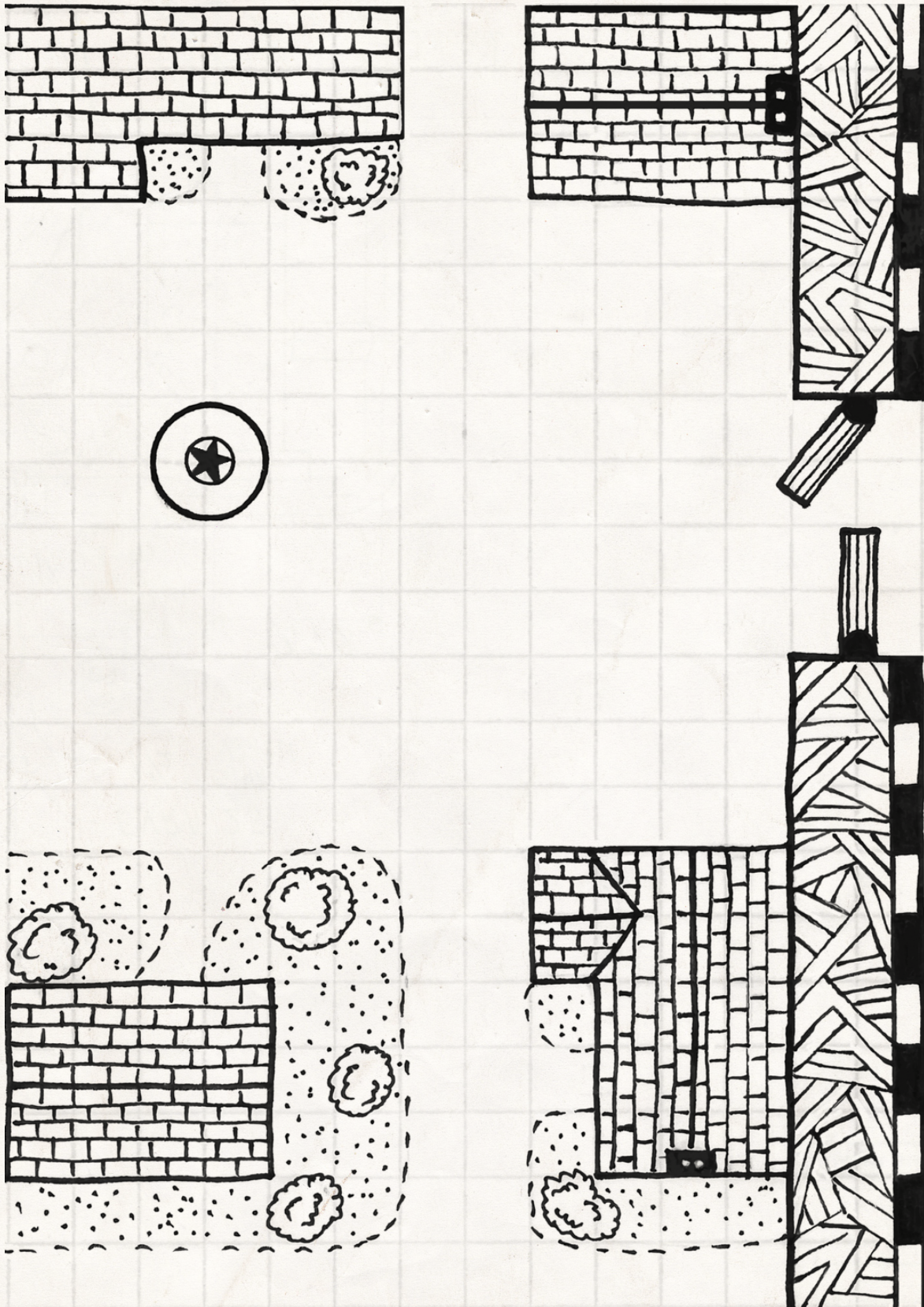
Actions

Multiattack. The spy makes two melee attacks.

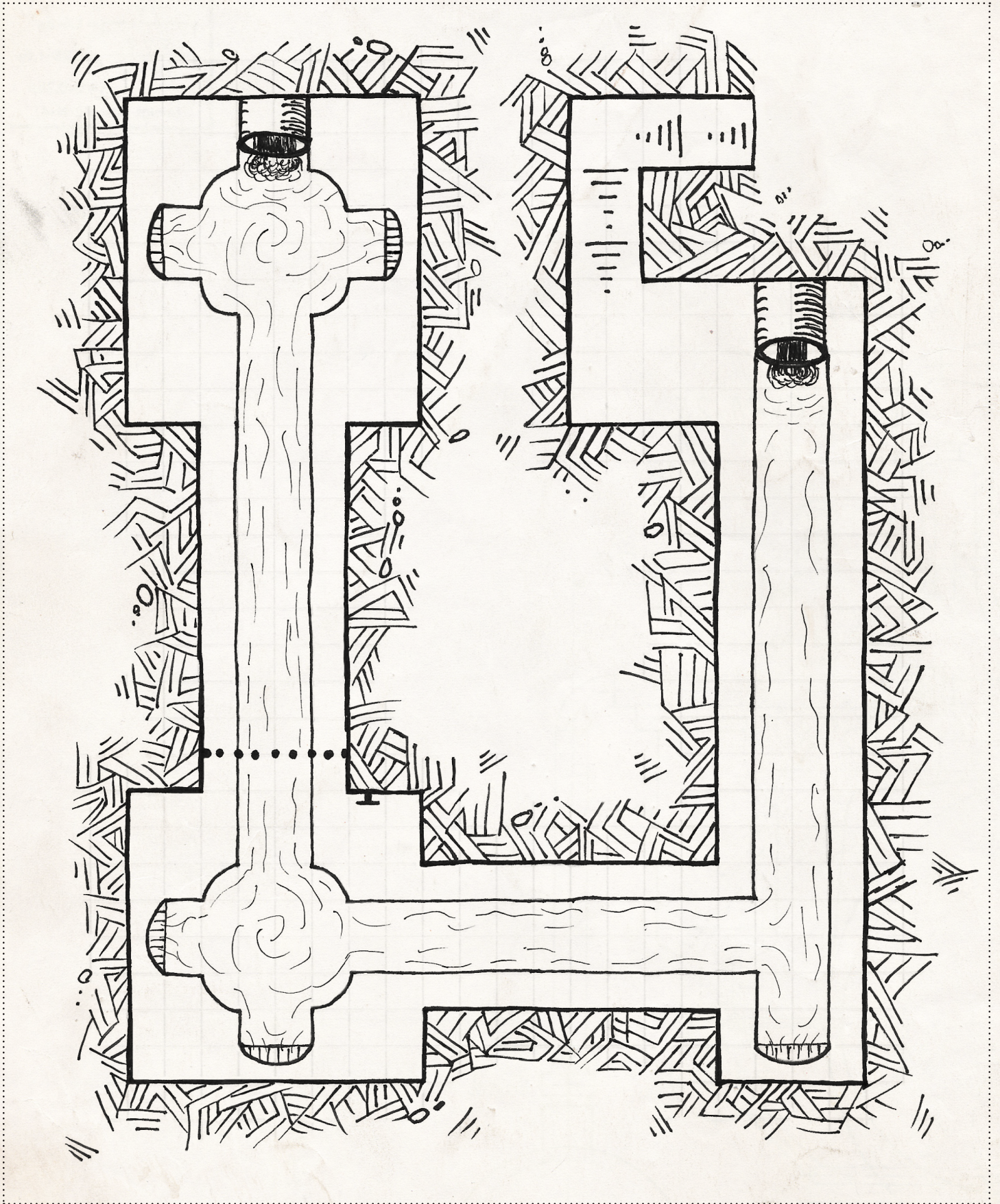
Shortsword. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage.

Hand Crossbow. *Ranged Weapon Attack:* +4 to hit, range 30/120 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage.

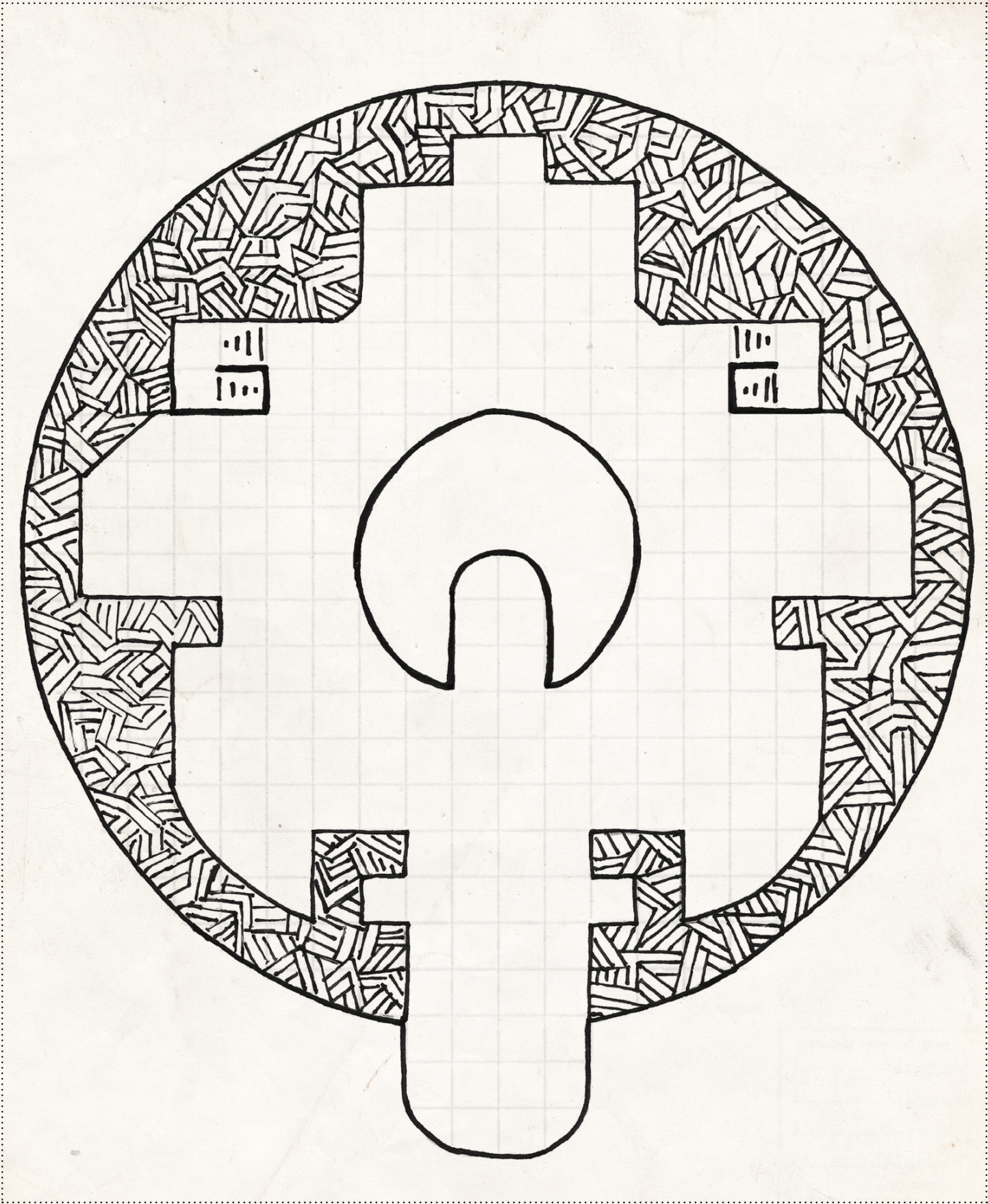
Appendix. Map 1: The City Gate



Appendix. Map 2: The Sewers



Appendix. Map 3: The Council Chambers



Player Handout 1. Rewards

Treasure Award

The Guardian Medal is bestowed to each character. The medal has a value of 1000 gp, but is worth more by displaying it in Phlan. It garners significant influence within the city, and to a lesser degree in other Moonsea cities. Adventurers wearing a guardian medal gain advantage on all Charisma based ability checks within the Phlan.

Magic Award

Adventurers who finish the event by either convincing or defeating the candidate, earn the following blessing from Tyr.

Tyr's Blessing of the Mind

Blessing, very rare (requires attunement)

This blessing has been bestowed upon you by Tyr in recognition of your service to the city and citizens of Phlan in the face of great peril to your own well-being. Your Intelligence score increases by 2, up to a maximum of 20. This blessing may be refused. If accepted, it requires an attunement slot.

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Story Award

Characters have the opportunity to earn the following story awards during this adventure.

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