

VIA EMAIL

June 18, 2021

Leane Garrett, Procurement Specialist Supervisor
Mesa Unified School District No. 4
of Maricopa County, Arizona
549 N. Stapley Drive, Building #1
Mesa, Arizona 85203-7203

Re: Renewal of Contract for Request for Proposal No. 21-03MP (Legal Services)

Dear Ms. Garrett,

On behalf of Greenberg Traurig, LLP (“GT”), I am submitting this letter of confirmation verifying out intent to continue services under the captioned contract. GT elects to modify (and in certain instances, increase) pricing as described in the updated pricing sheet attached hereto.

If you have any questions or would like information in addition to that provided herein, please do not hesitate to contact me.

Thank you.



Paul Gales
Shareholder,
Greenberg Traurig, LLP
galesp@gtlaw.com
(602) 445-8404

Updated Pricing Sheet

The fees provided in the below tables (broken down among school districts, municipalities, and counties) are submitted as dollars per \$1000 of proceeds generated from the sale of bonds or other obligations, with not to exceed and maximum amounts as noted.

There will be no charge for override elections for current school district clients with outstanding or planned bond authorizations/programs, otherwise attorney time will be billed at a flat rate of \$300 per hour for associates of the firm and \$395 per hour for shareholders of the firm, with a maximum of \$7,500.00 per override election.

The fees indicated below include one meeting in the county in which the issuer is located in connection with the call of a bond or override election and one meeting related to the resolution ordering the sale of the bonds/obligations. Additional meetings would be billed at hourly rates with a maximum total of \$1,500 per meeting. GT would also be reimbursed for all “out-of-pocket” expenses such as travel outside Maricopa County, Arizona, filing and recording fees, staff overtime approved by the issuer and other direct expenses incurred in connection with services rendered pursuant to the contract to be entered into between GT and the issuer. There will be no charge for routine copying costs, facsimile transmissions or election research such as Westlaw or Lexis. The “out-of-pocket” expenses are estimated not to exceed \$500.00 per issue or election. Meals and hotels will not exceed \$100 per diem. With the exception of bond election expenses, override election services and “out-of-pocket” expenses such as travel outside of Maricopa County, Arizona, filing and recording fees, staff overtime approved by the issuer and other direct expenses incurred by GT, all compensation to GT for professional services shall be due only from the proceeds of the sale of the bonds or other debt obligations, when, as and if issued and delivered by the issuer, unless the issuer shall determine that such fees shall be paid from other legally available sources. One billing statement for all fees and expenses would be sent after closing rather than monthly statements. In the event bonds or obligations are not issued and delivered by the issuer (including because the necessary voter approval was not obtained), no compensation for professional services will be due to GT. For other transactions, compensation would be paid as negotiated. For research and other legal fees not covered by the foregoing, attorney time will be billed at a flat rate of \$300 per hour for associates of GT and \$395 per hour for shareholders of GT.

For assistance with financings involving title or real estate issues or utility company acquisitions, land based security, special districts (including community facilities districts or improvement districts) or other circumstances requiring a significantly higher degree of complexity or effort (e.g., requests to attend an unusually large number of meetings) GT would negotiate a fair amount of additional compensation with the issuer.

SCHOOL DISTRICTS

	Up to 9,999 Million	10 to 24,999 Million	25 to 49,999 Million	50 to 74,999 Million	75 to 99,999 Million	100 Plus Million
New General Obligation Bonds						
Fee	Not to exceed \$25,000	Not to exceed \$25,000	Not to exceed \$15,000 plus \$0.50*	Not to exceed \$15,000 plus \$0.50*	Not to exceed \$15,000 plus \$0.50*	Not to exceed \$15,000 plus \$0.50* (\$75,000 maximum)
Refinancing General Obligation Bonds						
Fee	Not to exceed \$35,000	Not to exceed \$35,000	Not to exceed \$25,000 plus \$0.50*	Not to exceed \$25,000 plus \$0.50*	Not to exceed \$25,000 plus \$0.50*	Not to exceed \$25,000 plus \$0.50* (\$85,000 maximum)
New Certificates of Participation (Lease Purchase)						
Fee	Not to exceed \$50,000	Not to exceed \$50,000	Not to exceed \$50,000	Not to exceed \$40,000 plus \$0.75*	Not to exceed \$85,000	Not to exceed \$85,000
Refinancing Certificates of Participation (Lease Purchase)						
Fee	Not to exceed \$50,000	Not to exceed \$50,000	Not to exceed \$50,000	Not to exceed \$40,000 plus \$0.75*	Not to exceed \$85,000	Not to exceed \$85,000

* Per \$1000 of proceeds generated from the sale of bonds or other obligations.

MUNICIPALITIES

	Up to 9,999 Million	10 to 24,999 Million	25 to 49,999 Million	50 to 74,999 Million	75 to 99,999 Million	100 Plus Million
New General Obligation Bonds						
Fee	Not to exceed \$35,000	Not to exceed \$35,000	Not to exceed \$25,000 plus \$0.50*	Not to exceed \$25,000 plus \$0.50*	Not to exceed \$25,000 plus \$0.50*	Not to exceed \$25,000 plus \$0.75*
Refinancing General Obligation Bonds						
Fee	Not to exceed \$45,000	Not to exceed \$45,000	Not to exceed \$35,000 plus \$0.50*	Not to exceed \$35,000 plus \$0.50*	Not to exceed \$35,000 plus \$0.50*	Not to exceed \$35,000 plus \$0.75*
New Certificates of Participation (Lease Purchase)						
Fee	Not to exceed \$50,000	Not to exceed \$50,000	Not to exceed \$40,000 plus \$0.75*	Not to exceed \$40,000 plus \$0.75*	Not to exceed \$50,000 plus \$1.00*	Not to exceed \$1.50*
Refinancing Certificates of Participation (Lease Purchase)						
Fee	Not to exceed \$50,000	Not to exceed \$50,000	Not to exceed \$50,000 plus \$0.75*	Not to exceed \$50,000 plus \$0.75*	Not to exceed \$60,000 plus \$1.00*	Not to exceed \$1.50*
New Revenue Obligations						
Fee	Not to exceed \$50,000	Not to exceed \$50,000	Not to exceed \$40,000 plus \$0.75*	Not to exceed \$40,000 plus \$0.75*	Not to exceed \$40,000 plus \$0.75*	Not to exceed \$40,000 plus \$0.75*
Refinancing Revenue Obligations						
Fee	Not to exceed \$60,000	Not to exceed \$60,000	Not to exceed \$50,000 plus \$0.75*	Not to exceed \$50,000 plus \$0.75*	Not to exceed \$50,000 plus \$0.75*	Not to exceed \$50,000 plus \$0.75*

* Per \$1000 of proceeds generated from the sale of bonds or other obligations.

COUNTIES

	Up to 9,999 Million	10 to 24,999 Million	25 to 49,999 Million	50 to 74,999 Million	75 to 99,999 Million	100 Plus Million
New General Obligation Bonds						
Fee	Not to exceed \$35,000	Not to exceed \$35,000	Not to exceed \$25,000 plus \$0.50*	Not to exceed \$25,000 plus \$0.50*	Not to exceed \$25,000 plus \$0.50*	Not to exceed \$25,000 plus \$0.75*
Refinancing General Obligation Bonds						
Fee	Not to exceed \$45,000	Not to exceed \$45,000	Not to exceed \$35,000 plus \$0.50*	Not to exceed \$35,000 plus \$0.50*	Not to exceed \$35,000 plus \$0.50*	Not to exceed \$35,000 plus \$0.75*
New Certificates of Participation (Lease Purchase)						
Fee	Not to exceed \$55,000	Not to exceed \$55,000	Not to exceed \$45,000 plus \$0.75*	Not to exceed \$45,000 plus \$0.75*	Not to exceed \$55,000 plus \$1.00*	Not to exceed \$1.50*
Refinancing Certificates of Participation (Lease Purchase)						
Fee	Not to exceed \$65,000	Not to exceed \$65,000	Not to exceed \$55,000 plus \$0.75*	Not to exceed \$55,000 plus \$0.75*	Not to exceed \$65,000 plus \$1.00*	Not to exceed \$1.50*
New Revenue Obligations						
Fee	Not to exceed \$55,000	Not to exceed \$55,000	Not to exceed \$45,000 plus \$0.75*	Not to exceed \$45,000 plus \$0.75*	Not to exceed \$45,000 plus \$0.75*	Not to exceed \$45,000 plus \$0.75*
Refinancing Revenue Obligations						
Fee	Not to exceed \$65,000	Not to exceed \$65,000	Not to exceed \$55,000 plus \$0.75*	Not to exceed \$55,000 plus \$0.75*	Not to exceed \$55,000 plus \$0.75*	Not to exceed \$55,000 plus \$0.75*

* Per \$1000 of proceeds generated from the sale of bonds or other obligations.