

**LEGAL MEMORANDUM**  
**PRIVILEGED AND CONFIDENTIAL**

**To:** DUSPA Board of Directors  
**From:** Bookhardt & O'Toole  
**Date:** April 27, 2010  
**Re:** Summary of Financial Consultant (Alex Brown) Agreement  
**Matter:** DUSPA/General

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Below is the summary of the Financial Consultant's Agreement Amendment that is being presented for second review by the Finance Committee. Therefore, Finance Committee action must be taken to approve the agreement.

1. **Alex Brown Consulting Agreement Amendment** between DUSPA and Alex Brown (the "Consultant") amends the Consulting Agreement dated April 30, 2009 (the "Original Agreement") to include certain federal requirements, the addition of certain tasks to be performed by the Consultant and the extension of the term of the Original Agreement. This Amendment commences in January, 2010, and ends on May 31, 2010 with an optional extension upon the written approval of DUSPA. The Consultant will be paid a total fee for professional services in the amount of \$40,000 (calculated based on a rate of \$8,000 per month for five months) for work completed on behalf of DUSPA during the time period from January 1, 2010 to May 31, 2010. Additionally, DUSPA agrees to pay the Consultant \$28,000 (for extra time and work above his original scope as the result of shifted responsibilities following a change in financial consulting services) during the federal loan development and application stage under the Original Agreement, upon presentation by the Consultant of supporting documentation acceptable to DUSPA, and subject to the availability of funds to make such payment. DUSPA also agrees to pay the Consultant financial modeling expenses of \$60,000 for financial modeling, also upon presentation by the Consultant of supporting documentation acceptable to DUSPA, and subject to the availability of funds to make such payment. Federal Requirements have been included in this Amendment as Exhibit A.

**Board Action:** The Finance Committee is reviewing this revised amendment for approval and presentation to the Board on April 29, 2010.