

EXHIBIT A

**Bond Counsel Assistance for Specific Financings.** Our bond counsel fees vary depending on the type of financing, and the facts and circumstances related thereto. For assistance with a specific type of financing (general obligation bonds, water revenue bonds, certificates of participation, pension obligation bonds, new issues and refundings of outstanding transactions, for example), ***we can propose a fixed fee with payment contingent upon closing of the financing, once we have more details regarding the financing and are better able to estimate the scope of work related thereto.*** For example, for water revenue bonds, typically our fee structure is as follows:

**(Sample) Bond Counsel Fees for Water Revenue Bonds:**

1.5% of first \$1,000,000 aggregate principal amount of Bonds, plus	
0.5% of next \$5,000,000 aggregate principal amount of Bonds, plus	
0.25% next \$10,00,000 aggregate principal amount of Bonds, plus	
0.125% of aggregate principal amount in excess of \$16,000,000	
<b>Plus Disbursements/Expenses: (estimated range)</b>	\$1,600 - \$3,000
<b><u>Disclosure Counsel:</u></b>	\$40,000

**Assistance with MCDC Work and Hourly Rates for Legal Assistance.** For specialized legal services in connection with the Securities and Exchange Commission ("SEC") Municipalities Continuing Disclosure Cooperation Initiative (the "MCDC Initiative"), we would assist the County in reviewing any continuing disclosure reports prepared on behalf of the County and assist the County with its decision whether to self-report under the MCDC Initiative. We are also available to assist the County with any specialized legal services that may arise in between Bond issues, but will not initiate any such work without your prior written authorization.

We propose to be paid for such special services at our regular hourly rates, less the substantial discount we offer to public agency clients such as the County. These rates, current as of today and binding upon the firm for 12 months following execution of this agreement, are displayed below, and made a part hereof by this reference. We have displayed the discounted rates of the individuals most likely to be asked to assist the County hereunder. Invoices for this work would be produced on a monthly basis, for protracted assignments, or at the conclusion of the assignment, if more limited in duration.

**Hourly Rates (include 10% discount from Standard Rates)<sup>(1)</sup>**

Ann La Morena Rohlin, Sr. Counsel	\$495.00
Jonathan Guz, Sr. Associate	\$428.00
Juan Redin, Associate	\$445.00
Susan Ohara, Paralegal	\$275.00
Frederic Weber, Partner	\$735.00
Donald Hunt, Partner	\$780.00
Richard Kornblith, Tax Partner	\$780.00

<sup>(1)</sup> Reflects a 10% discount from Standard Rates. Fixed fees for specific assignments or financings can be negotiated once the scope of services has been defined.