



MT. DIABLO UNIFIED SCHOOL DISTRICT
JAMES W. DENT EDUCATION CENTER
1936 Carlotta Drive
Concord, California 94519-1358
(925) 682-8000

OFFICE OF
GENERAL COUNSEL

September 25, 2012

Philip J. Henderson
Attorney at Law
Orbach, Huff & Suarez LLP
One Kaiser Plaza, Suite 1485
Oakland, CA 94612

Dear Mr. Henderson:

This letter confirms your engagement as outside counsel for the Mt. Diablo Unified School District ("District") (Measure C). Enclosed please find a copy of the District's Professional Services Agreement for General Legal Services and Case Management and Billing Standards which form the engagement agreement. Please confirm your firm's acceptance by signing and returning the District's Legal Service Agreement. Two originals are enclosed for your convenience. Please sign one of the originals and return to me in the self-addressed, stamped envelope and keep one original for your records.

The scope of this engagement is to provide representation for the District from July 1, 2011 through June 30, 2014. The scope of representation may be adjusted or modified by the Office of the General Counsel as necessary during the course of this engagement. You have confirmed that no conflict of interest appears in your or your firm's representation of the District in this matter. Of course, as specified in the legal service agreement, if a conflict arises contact this office immediately.

You have agreed to be the primary attorney for the District. This confirms that the hourly billing rates for attorneys shall be \$220.00 for partners, \$210.00 for senior associates, \$200.00 for associates and \$110 for paralegals.

We look forward to continue working with you. Please do not hesitate to call me at (925) 682-8000, extension 4001 if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Gregory J. Rolan", written over a horizontal line.

Gregory J. Rolan
General Counsel

Enclosures