



COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF GENERAL COUNSEL

May 24, 2024

Stephen Fogdall, Esquire
Dilworth Paxson LLP
1500 Market Street, Suite 3500E
Philadelphia, Pennsylvania 19102
[REDACTED]

RE: RFP OGC-2024-10
Governor's Office of General Counsel ("OGC")/PA Department of Human Services
("DHS")
Project: Specialized Financial Services Counsel

Dear Mr. Fogdall:

After evaluation of your proposal in response to RFP #OGC-2024-10 Specialized Financial Services Counsel, by the Office of General Counsel ("OGC"), I hereby appoint your firm, Dilworth Paxson LLP, the firm ("Firm") to represent the Commonwealth of Pennsylvania and DHS, in the above-referenced matter. This appointment will be governed by all terms and conditions of the Contract for Legal Services which will be routed for execution.

This letter sets forth: (1) information regarding the proposed engagement; (2) specific scope of work to be performed; and (3) compensation to be paid for these services.

1. Information regarding the proposed engagement

The purpose of this appointment is for the Firm to satisfy a need for specialized financial services as further described below.

Please review the above-described information carefully to ensure there are no conflicts of interest posed in the proposed representation of the Commonwealth of Pennsylvania in connection with providing legal services. Should you require additional information to evaluate any potential conflicts prior to your acceptance of this appointment, please contact Derek Riker, Deputy Chief of Staff at [REDACTED]

2. Scope of Services

In this appointment, the Firm will provide the following services, including but not limited to, advising OGC and DHS on an ongoing matter involving a local hospital chain. This engagement may include other general work as designated by OGC or DHS.

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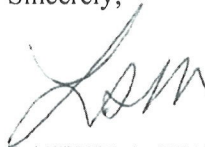
3. Compensation

It is agreed upon by the Firm and all parties to this agreement consistent with its proposal for this engagement that the Firm shall be paid at the following rates: Partners will be billed at a rate of \$425.00 per hour; Associates will be billed at a rate of \$300.00 per hour; and Paralegals will be billed at a rate of \$125.00 per hour.

Upon your review of the proposed assignment, the scope of work, and the compensation, should the Firm be willing to accept this assignment, please execute this letter as indicated below and return the correspondence via email to [REDACTED], along with a copy to the Issuing Officer, Jordan M. Kiessling at [REDACTED]. By signature hereto, you are acknowledging that the Firm has completed a conflict-of-interest analysis and identified nothing to be reported prior to the acceptance of work on behalf of the Governor's Office of General Counsel. Should a conflict or potential conflict be identified at any time during the term of this engagement, the Firm is under a continuing obligation to disclose such matter, in writing, to the Governor's Office of General Counsel in accordance with OGC's Conflict Waiver Procedure. Failure to sign and return your Firm's appointment letter within thirty (30) days may result in your Firm being dropped from this engagement.

Due to the urgent need for legal services, approval has been granted for the Firm to begin work immediately. We look forward to working with you on this important matter for the Commonwealth of Pennsylvania.

Sincerely,

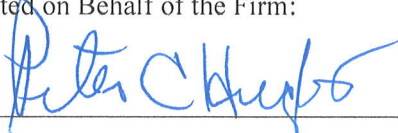


LAURIE A. MALONE

Chief of Staff to the General Counsel

Accepted on Behalf of the Firm:

By:



5/29/24

Date

Partner

(Title)

cc: Theron R. Perez, First Deputy General Counsel, Office of General Counsel
Derek Riker, Deputy Chief of Staff, Office of General Counsel
Michael J. Fischer, Executive Deputy General Counsel, Office of General Counsel
Aimee D. Thomson, Deputy General Counsel, Office of General Counsel
Kenneth Serafin, Chief Counsel, PA Department of Human Services
Matthew Whitehorn, Esquire, Dilworth Paxson LLP
Jordan M. Kiessling, Senior Legal Analyst, Office of General Counsel
Alicia C. Rizzi, Legal Office Administrator, Office of General Counsel