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McGUIREWOODS

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March 26, 2021

VIA ELECTRONIC MAIL

Ms. Tasha White
Board Chair
City Schools of Decatur
125 Electric Avenue
Decatur, GA 30030

Re: Letter of Engagement

Dear Ms. White:

McGuireWoods LLP is pleased to submit an engagement letter for legal services to City Schools of Decatur ("CSD"). The scope of our engagement will be conducting an employment investigation on behalf of the CSD Board of Directors. We will be glad to assist in these efforts and look forward to working with you in this potential engagement. Naturally, the scope of the representation may be limited or expanded from time to time.

In order for us to represent you in connection with the matter described above, you will be required to (i) provide us in a timely manner complete and honest information about these matters and all other relevant information; (ii) give us your complete cooperation in obtaining and delivering to us on a timely basis all documents and other information we request; and (iii) participate in telephone conferences or attend personal meetings, as necessary.

Peter Farley, Rob Fortson, Heidi Siegmund and Elizabeth Redpath will be the primary attorneys representing CSD in this matter. For utilization of these attorneys on this matter, we will provide a blended hourly rate of \$575. This is a substantial reduction from our typical hourly rate. We have made reasonable efforts to determine whether any conflicts of interest arising from our representation of other clients prevent McGuireWoods from representing CSD. Based upon the information currently available to us, we are not aware of any conflicts that disqualify us from representing you.

McGuireWoods is a large multi-national law firm. Given the size of our firm and client base, it is possible that in the future we may be asked to represent other clients (meaning both existing clients and future clients) that may be direct competitors of CSD or otherwise may have business interests that are contrary to CSD's interests. Such

other clients may seek to engage McGuireWoods in connection with an actual or potential transaction or pending or potential litigation or other dispute resolution proceedings in which such client's interests are or potentially may become adverse to CSD's interests or the interests of CSD's affiliates.

Therefore, as a condition of our representation of you, you consent in advance to our representation of other clients with respect to any such matter described above, provided that the matter is **unrelated** to matters where we represent CSD.

REDACTED

When a client matter is closed, the firm discards duplicate documents and unnecessary materials. Although our record retention policy is subject to change, we currently store client records for seven years. After seven years, or the period established by the firm's current record retention policy, stored documents are discarded, except for records of continuing significance, such as wills, bonds, and stock certificates. **REDACTED**

If the terms described above are satisfactory, please so indicate by signing in the space provided below, and please return the signed copy to me at your earliest convenience. I look forward to the opportunity to work with CSD!

Sincerely,

McGuireWoods LLP

/s/ Robert L. Fortson

Agreed: City Schools of Decatur

By  4/17/2021

Board of Education Chair