FULBRIGHT
& Jaworski L.L.P.
Attorneys at Law

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December 14, 2011

Dr. Denise Whittaker, Interim Superintendent/President
Palo Verde Community College District
One College Drive
Blythe, CA 92225

Re: Engagement as Special Counsel to the District - 2008 Certificates of Participation

Dear Dr. Whittaker:

As you know, our law firm has been requested to provide specialized legal support to the District in connection with certain matters arising in connection with its Certificates of Participation (2008 Conversion of 2007 Auction Rate Certificates) executed and delivered in 2008 (the "2008 COPs"). These services would include preparation or review of pertinent documents, conferring with District staff, RBC Capital Markets, LLC, as dealer, the District's financial advisor, conducting tax due diligence, preparation of notice of call in the secondary market, coordinating with the Trustee, and other related tasks as necessary.

We are pleased to provide such support to you, your staff and your designated consultants in connection with the 2008 COPs and, if necessary, any other legal issues that present themselves. For this work we would charge our regular hourly rates and would bill periodically. Exhibit A is a listing of the current hourly rates of various persons likely to assist the District under such an engagement; we also agree to freeze these rates at the scheduled levels for the duration of this engagement, notwithstanding likely increases in future years.

We would only undertake such work as assigned by you or other staff, and we would endeavor to have the work done at the lowest rates practicable, consistent with good service to the District and our professional responsibilities.

The District should be aware that this engagement would be covered by the firm's Professional Errors and Omissions insurance coverage.

As you are aware, the Fulbright firm is an active participant in the municipal finance industry and we reserve the right to represent and continue to represent other parties involved in that industry on matters unrelated to financing programs of the District, so long as such representation does not violate applicable ethical standards.

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To engage our services on the basis indicated above, following Board approval, please indicate your acceptance by executing the block shown below and returning one copy to us in the envelope provided. We are delighted to be able to provide this assistance to the District.

Very truly yours,

Lisalee Anne Wells

ACCEPTED ON BEHALF OF
PALO VERDE COMMUNITY COLLEGE DISTRICT:

By_____
Interim President

Encl.

EXHIBIT A

HOURLY RATES

Lisalee Anne Wells, Responsible Partner	$610
Patrick O'Daniel	625
Peter Smith	395
Ann Rohlin, Associate	475
Jonathan Guz	290
Stuart Clapp, Senior Project Manager	275