

Exhibit A

In consideration of the payments set forth in Exhibit “B”, Contractor shall provide the following services:

- I. The Issuers employ Contractor (also known as the “Financial Advisor”) to provide the following financial consulting services relative to the issuances:
 - A. Review of proposals, as received, including a summary evaluation of each question or analysis received isolating objective criteria and subjective criteria and culminating in a recommendation of firms to be interviewed in the oral presentation phase (as necessary) of the selection process.
 - B. If elected by the Issuers, Schedule and conduct oral/telephonic interviews (as necessary) including formulation of standard and specialized questions for all of the firms to be interviewed as well as developing a system for evaluating the performance of firms so interviewed. This phase of the process will conclude with a recommendation as to which firm(s) should be selected to serve as the underwriter(s).
 - C. Develop or coordinate a project schedule, of which the financing schedule will be a component, and assign responsibilities for each discrete task that needs to be accomplished to complete the project on a timely basis.
 - D. Initially coordinate the various parties involved in the financing, including organizing and leading a kick-off meeting to commence the financing phase of the project.
 - E. Assist in the preparation of a rating agency presentation (as necessary) to take place in San Francisco or by phone (to the extent that bond insurance is not economical or supplemental underlying rating improves the County’s cost of borrowing) to update the agencies on the County’s financial condition, demographics, geoseismic exposure, economic environment, and infrastructure needs to apply for a bond rating at least equal to its current rating.
 - F. Represent the Issuers at all document sessions and bond structuring discussions to ensure that the business terms of the legal documents and repayment requirements of the financing structure optimize the County’s flexibility and minimize the interest rate and cash flow impact of the resulting financing.
 - G. Advise the Issuers as to the pricing and marketing of COPs and lease revenue bonds as recommended by the underwriting team. Evaluate the market timing of the actual sale of securities and oversee the

performance of each underwriting firm as well as ensure fair distribution of COPs and lease revenue bonds between firms.

- H. Evaluate and contribute to a post sale closing analysis to be distributed by the underwriter and delivered to the Issuers prior to the closing of the financing ore prepare a separate analysis, as applicable.
- I. Attend all relevant meetings of the Board of Supervisors and the Joint Powers Financing Authority board or such other meetings as the County may designate during the term of the financing schedule.