



COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF GENERAL COUNSEL

January 29, 2025

Bonnie Graham, Esquire
The Bruman Group, PLLC
1120 20th Street NW, Suite 740
Washington, D.C. 20036
[REDACTED]

RE: RFP OGC-2024-18
Pennsylvania Department of Education (“PDE”)
Project: Federal Audit Counsel

Dear Ms. Graham,

After evaluation of your proposal in response to RFP #OGC-2024-18 Federal Audit Counsel, by the Office of General Counsel (“OGC”), I hereby appoint your firm, The Bruman Group, PLLC, the firm (“Firm”) to represent the Commonwealth of Pennsylvania and PDE, 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 legal services related to federal audit matters, 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

Subject to modification from time to time, and at the direction of the General Counsel or PDE Chief Counsel, the firm will provide advice and representation to PDE related to the resolution of federal audits conducted by or on behalf of the United States Department of

Education (USDE), USDE's Office of Inspector General (OIG) or any other office within USDE, including representation in any administrative or civil litigation (including appeals) that may result from such an audit. The Firm is under a continued obligation to:

- A.** Provide advice and representation related to federal grants management requirements, including the Education Department General Administrative Regulations (EDGAR), the Office of Management and Budget (OMB) Circulars, and the General Education Provisions Act (GEPA) and provide advice related to grant management systems.
- B.** Provide legislative services related to federal education programs or grant management issues.
- C.** Assist and advise PDE in matters relating to other federal audits/investigations of grant and subgrant programs, including audits or investigations conducted by or on behalf of USDE, USDE OIG, Office of Civil Rights, United States Department of Agriculture or the United States Department of Justice.
- D.** Provide other assistance, including professional development and training, as required by PDE related to this Engagement.

The Firm may at any time, be called upon to provide specific services to PDE on specific need, capacity, qualification, or such other circumstances as PDE shall determine. This engagement may include other general work as designated by the Chief Counsel of PDE or the Governor's Office of General Counsel.

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, Associates and Director of Policy and Government Affairs will be billed at a rate of \$325.00 per hour and Senior Legislative Analysts will be billed at a rate of \$275.00 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 original by mail to the Pennsylvania Department of Education, Office of Chief Counsel, 607 South Drive, 3rd Floor, Harrisburg, PA, 17120 Attn: Samantha Snyder, Acting Chief Counsel, along with copies via email to ogc-outsidecounsel@pa.gov, and 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

Bonnie Graham, Esquire

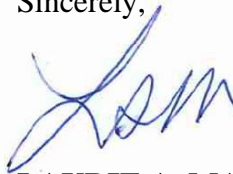
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and return your Firm's appointment letter within thirty (30) days may result in your Firm being dropped from this engagement.

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 these important matters for the Commonwealth of Pennsylvania.

Sincerely,



LAURIE A. MALONE

Chief of Staff to the General Counsel

Accepted on Behalf of the Firm:

By:



1/30/2025

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
Thomas P. Howell, Deputy General Counsel, Office of General Counsel
Samantha S. Snyder, Acting Chief Counsel, PA Department of Education
Jordan M. Kiessling, Senior Legal Analyst, Office of General Counsel
Alicia C. Rizzi, Legal Office Administrator, Office of General Counsel