FAIRFAX COUNTY
VIRGINIA

DEPARTMENT OF PURCHASING & SUPPLY MANAGEMENT
12000 Government Center Parkway, Suite 427
Fairfax, Virginia 22035-0013

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APR 08 2003

Citigroup Global Markets, Inc.
390 Greenwich Street, 2nd Fl.
New York, NY 10013

Attention: Stephen A. Wood, Director

Subject: Acceptance of Contract Award

Reference: RFP03-652803-39; Financial Services; Managing Underwriter (Route 28 Highway Improvements Project)

ACCEPTANCE AGREEMENT

Award is hereby made on April 8, 2003 to Citigroup Global Markets, Inc. for the term from April 8, 2003 through the Closing of the Bonds in accordance with:

1) This Acceptance Agreement;

2) The terms and conditions of RFP03-652803-39;

3) The Technical and Business Proposals of Citigroup Global Markets, Inc. (formerly known as Salomon Smith Barney) dated March 12, 2003;

4) The Memorandum of Negotiation;

5) This contract hereafter shall be known as PC03-652803-39A

Other representations:

This is not an order; Purchase Order or other notice to proceed will follow. All prior representations and additional or inconsistent oral or written statements are superceded, null and void. **An original Certificate of Insurance, as described in Paragraph 20 of the Special Provisions, is required within ten (10) days of contract award.** Contract award documents may be viewed on the Department of Purchasing and Supply Management website at fairfaxcounty.gov/dpsm/contracts.htm.

County Purchasing Agent:

Cathy A. Muse

Cathy A. Muse, CPPO

MEMORANDUM OF NEGOTIATION
FINANCIAL SERVICES: MANAGING UNDERWRITER
(ROUTE 28 HIGHWAY IMPROVEMENTS PROJECT)
RFP03-652803-39

The County of Fairfax (hereinafter called the County) and Salomon Smith Barney (hereinafter called the Contractor) hereby agree to the following in the execution of Contract PC03-652803-39A. The final Contract contains the following documents:

a. County's Request for Proposal RFP03-652803-39 and all Addenda;
b. The Contractor's Technical and Business Proposals dated March 13, 2003;
c. This Memorandum of Negotiation and any Attachments;
d. County purchase order;
e. Any amendments subsequently issued.

In addition, the following provision was agreed upon:

1) Underwriter's Counsel as confirmed by the Contractor will be the firm Nixon Peabody. Underwriter's Counsel will be compensated through funds set aside for bond issuance and not as a part of this contract.

2) All other fees including management fee, expenses other than underwriter's counsel and average takedown per maturity shall not exceed that which was included in the original proposal. Average takedown per maturity may be renegotiated upon mutual consent of the parties if, in the judgment of the parties, there has occurred a change in actual market conditions from those assumed in the proposal that significantly and negatively impacts the cost to the EDA or the expected remuneration to the Contractor.

3) Co-mangers selected to participate are Morgan Keegan & Co., Inc. and Merrill Lynch & Co. No single participant including the senior manager shall exceed 60 percent participation. The firm of Morgan Stanley shall receive a 20 percent participation share and the firm of Merrill Lynch shall receive a 20 percent participation share.

Accepted by:

Stephen A. Wood — April 3, 2003
~~Kenneth L. Becker, Director~~ Stephen A. Wood, Director — Date
Salomon Smith Barney

Edward L. Long — 4/7/03
Edward L. Long, Jr., Chief Financial Officer — Date
Fairfax County Government

Cathy A. Muse — 4/8/03
Cathy A. Muse, CPPO — Date
Director/County Purchasing Agent