



**PHOENIX
ADVISORS, LLC**

APPENDIX B

LETTER OF INTENT

May 7, 2015

Mr. James W. Edwards, Jr., CPA
Business Administrator/Board Secretary
Brick Township Board of Education
101 Hendrickson Ave.
Brick, NJ 08724

Dear Mr. Edwards:

The undersigned, as Respondent, has (have) submitted the attached Proposal Statement in response to a Request for Proposals (RFP), issued by the Brick Township Board of Education ("Board"), dated May 12, 2015, in connection with the Board's need for a Financial Advisor.

Phoenix Advisors, LLC HEREBY STATES:

1. The Proposal Statement contains accurate, factual and complete information.
2. Phoenix Advisors, LLC agrees (agrees) to participate in good faith in the procurement process as described in the RFP and to adhere to the Board's procurement schedule.
3. Phoenix Advisors, LLC acknowledges (acknowledge) that all costs incurred by it (them) in connection with the preparation and submission of the Proposal Statement and any proposal prepared and submitted in response to the RFP, or any negotiation which results there from shall be borne exclusively by the Respondent.
4. Phoenix Advisors, LLC hereby declares (declare) that the only persons participating in this Proposal Statement as Principals are named herein and that no person other than those herein mentioned has any participation in this Proposal Statement or in any contract to be entered into with respect thereto. Additional persons may subsequently be included as participating Principals, but only if acceptable to the Board. Phoenix Advisors, LLC declares that this Proposal Statement is made without connection with any other person, firm or parties who has submitted a Proposal Statement, except as expressly set forth below and that it has been prepared and has been submitted in good faith and without collusion or fraud.
5. Phoenix Advisors, LLC acknowledges and agrees that the Board may modify, amend, suspend and/or terminate the procurement process (in its sole judgment). In any case, the Board shall not have any liability to the Respondent for any costs incurred by the Respondent with respect to the procurement activities described in this RFP.



6. Phoenix Advisors, LLC acknowledges that any contract executed with respect to the provision of Financial Advisory Services must comply with all applicable affirmative action and similar laws. Respondent hereby agrees to take such actions as are required in order to comply with such applicable laws.

7. Phoenix Advisors, LLC submits a proposal for fixed fees (including out of pocket expenses) as follows:

2015-2016

	Hourly Rate	Maximum / Transaction	Minimum/ Transaction
Lease Purchase Financing			
Competitive	<u>\$150</u>	<u>\$4,000</u>	<u>\$3,000</u>
Negotiated	<u>\$150</u>	<u>\$3,500</u>	<u>\$2,500</u>
Private Placement	<u>\$150</u>	<u>\$3,500</u>	<u>\$2,500</u>
Referendum Bond Issuance			
Competitive	<u>\$150</u>	<u>\$37,500</u>	<u>\$15,000</u>
Negotiated	<u>\$150</u>	<u>\$37,500</u>	<u>\$15,000</u>
Private Placement	<u>\$150</u>	<u>\$22,000</u>	<u>\$12,500</u>
Refunding of Debt (Advanced)			
Competitive	<u>\$150</u>	<u>\$27,500</u>	<u>\$12,500</u>
Negotiated	<u>\$150</u>	<u>\$27,500</u>	<u>\$12,500</u>
Private Placement	<u>\$150</u>	<u>\$12,500</u>	<u>\$11,000</u>
Refunding of Debt (Regular)			
Competitive	<u>\$150</u>	<u>\$27,500</u>	<u>\$12,500</u>
Negotiated	<u>\$150</u>	<u>\$27,500</u>	<u>\$12,500</u>
Private Placement	<u>\$150</u>	<u>\$12,500</u>	<u>\$11,000</u>

2016-2017

	Hourly Rate	Maximum / Transaction	Minimum/ Transaction
Lease Purchase Financing			
Competitive	<u>\$150</u>	<u>\$4,000</u>	<u>\$3,000</u>
Negotiated	<u>\$150</u>	<u>\$3,500</u>	<u>\$2,500</u>
Private Placement	<u>\$150</u>	<u>\$3,500</u>	<u>\$2,500</u>
Referendum Bond Issuance			
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Private Placement	<u>\$150</u>	<u>\$12,500</u>	<u>\$11,000</u>



Refunding of Debt (Regular)			
Competitive	<u>\$150</u>	<u>\$27,500</u>	<u>\$12,500</u>
Negotiated	<u>\$150</u>	<u>\$27,500</u>	<u>\$12,500</u>
Private Placement	<u>\$150</u>	<u>\$12,500</u>	<u>\$11,000</u>

2017-2018

	Hourly Rate	Maximum / Transaction	Minimum/ Transaction
Lease Purchase Financing			
Competitive	<u>\$150</u>	<u>\$4,000</u>	<u>\$3,000</u>
Negotiated	<u>\$150</u>	<u>\$3,500</u>	<u>\$2,500</u>
Private Placement	<u>\$150</u>	<u>\$3,500</u>	<u>\$2,500</u>
Referendum Bond Issuance			
Competitive	<u>\$150</u>	<u>\$37,500</u>	<u>\$15,000</u>
Negotiated	<u>\$150</u>	<u>\$37,500</u>	<u>\$15,000</u>
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Negotiated	<u>\$150</u>	<u>\$27,500</u>	<u>\$12,500</u>
Private Placement	<u>\$150</u>	<u>\$12,500</u>	<u>\$11,000</u>
Refunding of Debt (Regular)			
Competitive	<u>\$150</u>	<u>\$27,500</u>	<u>\$12,500</u>
Negotiated	<u>\$150</u>	<u>\$27,500</u>	<u>\$12,500</u>
Private Placement	<u>\$150</u>	<u>\$12,500</u>	<u>\$11,000</u>

(Respondent shall sign and complete the space provided below. If a joint venture, appropriate officers of each company shall sign.)

David B. Thompson, Chief Executive Officer

Phoenix Advisors, LLC

Dated: May 7, 2015

* If a joint venture, partnership or other formal organization is submitting a Qualification Statement, each participant shall execute this Letter of Intent.