

(b) (6) Direct
(b) (6)@capdale.com

August 24, 2020

By electronic mail in care of: SDewey@usagm.gov

Mr. Michael Pack
CEO and Director
United States Agency for Global Media (USAGM)
330 Independence Avenue, S.W.
Washington, D.C. 20237

Re: Engagement Letter

Dear Mr. Pack:

Please excuse the formality of this letter, but the District of Columbia Rules of Professional Conduct require law firms to set out in writing at the beginning of a new engagement or a change in an engagement the basis or rate of the fees to be charged. As such, the purpose of this letter is to explain our current fee arrangements and confirm the terms and conditions under which Caplin & Drysdale will undertake to provide to the USAGM nonprofit-organizations advice and other advice as necessary.

The attached General Provisions explain our billing practices for fees and expenses. Our fees will be based primarily on the hourly billing rates established by the Firm's Management Committee for each attorney. My current billing rate is \$735 an hour. I will be assisted in this matter by our counsel (b) (6), whose current billing rate is \$585, and our associate (b) (6) whose current billing rate is \$385. Hourly billing rates for all of the attorneys at our firm currently range from \$325 to \$1,470. In addition to fees, we will be entitled to payment or reimbursement for costs and expenses as set forth in the General Provisions, except that we will not be entitled to payment or reimbursement for costs and expenses incurred for computerized research.

The USAGM's financial liability under this engagement is limited to the amount of funds presently allotted to the contract. Caplin & Drysdale agrees to furnish the services described in this letter provided that the value of those services does not exceed the amount of funds allotted to the contract. Should Caplin & Drysdale project that the value of the services it will provide is at risk of exceeding the amount of funds available on the

contract, Caplin & Drysdale agrees to contact the USAGM representative to request that additional funds be allotted to the contract.

If the foregoing correctly reflects your understanding of the terms and conditions of our retention, please indicate acceptance by executing a copy of this letter in the space provided and returning it to my office.

With best regards,

Sincerely yours,

CAPLIN & DRYSDALE, CHARTERED

(b) (6)

By:

(b) (6)

Agreed to and accepted:
United States Agency for Global Media

(b) (6)

By:

Michael Pack
CEO and Director

Date:

8/25/20

Enclosure

CAPLIN & DRYSDALE, CHARTERED

Representation and Fees

GENERAL PROVISIONS

Except as modified by the accompanying engagement letter, the following apply to the relationship between Caplin & Drysdale and our clients:

- 1. Fees for services rendered will be based on the reasonable value of those services as determined in accordance with the American Bar Association and District of Columbia Rules of Professional Conduct. Such fees will be based primarily on our established hourly billing rates subject to adjustment from time to time by the firm. The billing rate for each attorney depends generally on that attorney's expertise and experience, and these rates are adjusted from time to time by the firm. The time for which a client will be charged will include, but will not be limited to, legal research; factual investigation; drafting of letters, pleadings, briefs and other documents; telephone and office conferences with a client and counsel, witnesses, consultants, court and other governmental personnel and others; conferences among our lawyers and staff on the client's case; responding to clients' requests for us to provide information to their auditors in connection with reviews or audits of financial statements; travel time; waiting time in court; and time in depositions and other discovery proceedings. In determining our final fees, including whether in view of the final result a premium is appropriate, subject to approval by the client, we consider the novelty and difficulty of the legal issues involved, the responsibility assumed, the benefit accruing to the client and any unforeseen circumstances which arose during the course of the representation.**
- 2. Where appropriate, we may utilize paralegal personnel. Time devoted by paralegals to client matters is charged at established hourly billing rates which also are subject to adjustment from time to time by the firm.**
- 3. In addition to our fees, we will be entitled to payment or reimbursement for costs and expenses incurred such as photocopying, local messenger and intercity delivery service, computerized research, travel (including mileage, parking, airfare, lodging, meals and ground transportation), long distance telephone, telecopying, support staff overtime, court and agency costs and filing fees. Certain of such items may be charged at a rate computed to cover our direct cost and overhead. Unless special arrangements are made at the outset, fees and expenses of experts, investigators, accountants, consultants, court reporters, and other outside providers of personal services will not be paid by us and will be the responsibility of, and billed directly to, the client.**
- 4. Although we may from time to time, at a client's request and for the client's convenience, furnish estimates of fees or costs that we anticipate will be incurred, these estimates are subject to unforeseen circumstances and are by their nature inexact. We will not be bound by any estimates except to the extent expressly set forth in the engagement letter.**
- 5. Fees and expenses will be billed monthly and are payable upon presentation. We expect prompt payment. We reserve the right to defer providing additional services or to discontinue our representation if billed amounts are not paid when due.**

6. A client has the right at any time to terminate our services and representation by notice to the firm. Such termination does not, however, relieve the client of the obligation to pay for all services rendered and expenses paid or incurred on behalf of the client prior to the date of such termination, or in connection with it.

7. We reserve the right to withdraw from our representation if, among other things, the client fails to honor the terms of the engagement letter, the client fails to cooperate or to follow our advice on a material matter, or any fact or circumstance which would or could, in our view, render our continuing representation unlawful or unethical. If we elect to withdraw, the client will take all steps necessary to free us of any obligation to perform further services, including the execution of any documents necessary to complete our withdrawal, and we will be entitled to be paid for all services rendered and costs and expenses paid or incurred on behalf of the client to the date of withdrawal.

8. **Scope of Representation.** Unless otherwise noted, our client for purposes of this representation is the person or entity to whom the accompanying engagement letter is addressed, and not any affiliates of such person or entity (i.e., if you are a corporation or partnership, any parents, subsidiaries, employees, officers, directors, shareholders, or partners of such corporation or partnership or commonly owned partnerships or corporations; or if you are a nonprofit organization, any members, employees, officers or directors of the organization; if you are an association with members, any of your members; if you are an individual, your spouse, any of your relatives, or others whose interests may be affected by the representation). For conflict of interest purposes, we may represent another client with interests adverse to any such affiliate.

We are a relatively large law firm and we represent many other companies and individuals in a variety of specific, project-based matters, and not usually as general outside counsel. It is possible that during the course of the representation, other present or future clients will have disputes with you. As a condition to our undertaking the current representation, it is agreed that we may continue to represent or in the future undertake to represent existing or new clients in matters not substantially related to the current representation, even if the interests of such other clients are directly adverse to your interests. This consent shall not apply in the event that during the course of our representation we have obtained sensitive, proprietary, or other confidential information, of a non-public nature, that could be used to the advantage of such other client or to your disadvantage in any matter for which we are approached for representation by that client.

9. **Conclusion of Representation.** It is our policy that the attorney-client relationship is terminated upon completion of any services that we have been retained to perform. If you later retain us to perform further or additional services, our attorney-client relationship will be revived subject to these terms of engagement, as they may be supplemented or changed at that time. With respect to document retention, when our engagement on any matter is completed, we close our active files, return original documents obtained from the client to the client, and store copies of documents for five years, after which, unless different arrangements are made, we destroy our closed files.

Caplin & Drysdale

A T T O R N E Y S

One Thomas Circle NW, Suite 1100
Washington, DC 20005

Federal Tax I.D. No.: 52-1226629

www.capdale.com

Telephone: (202) 862-5000

Fax: (202) 429-3301

United States Agency for Global Media (USAGM)
2025 M Street, NW
Suite 300
Washington, DC 20036

Attention: **Mr. Michael Pack, CEO and Director**

August 31, 2020

Client: 13421

Matter: 001

Invoice #: 329163

Resp. Atty: (b) (6)

Page: 1

RE: Nonprofit Corporate Governance

For Professional Services Rendered Through July 31, 2020

Total Services	\$18,504.50
Total Current Charges	\$18,504.50
PAY THIS AMOUNT	\$18,504.50

Remittance Advice

Payment is due upon receipt. If you should have any questions, please email accounting@capdale.com.

Check Payable To:

Caplin & Drysdale, Chartered
Attn: Accounts Receivable
One Thomas Circle NW, Suite 1100
Washington, DC 20005

Wire Transfer:

Receiving Bank: (b) (6)
ABA Wire Routing Number: (b) (6)
ABA ACH Routing Number: (b) (6)
Swift Code: (b) (6)
Beneficiary: Caplin & Drysdale, Chartered
Account Number: (b) (6)

Please include invoice number with remittance

Credit Card:

We accept American Express. A service fee of 2.4% for Corporate Cards and 2.95% for Individual Cards will be added to all payments.

Please return this remittance page with your payment. Thank you.

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 Washington, DC 20036
Attention: Mr. Michael Pack, CEO and Director

August 31, 2020
 Client: 13421
 Matter: 001
 Invoice #: 329163
 Resp. Atty: (b) (6)
 Page: 1

RE: Nonprofit Corporate Governance

For Professional Services Rendered Through July 31, 2020

SERVICES

Date	Person	Description of Services	Hours	Rate	Amount
07/09/2020		Telephone call with M. Williams and J. Miles; review OTF documents.	2.3	\$735.00	\$1,690.50
07/10/2020		Emails with M. Williams; review OTF documents, IBA, and D.C. district court opinion.	4.5	\$735.00	\$3,307.50
07/13/2020		Emails and telephone call with M. Namdarkhan; review OTF documents; confer and emails with (b) (6) re OTF litigation questions.	2.2	\$735.00	\$1,617.00
07/13/2020		Confer with (b) (6) re factual background and next steps; review papers re TRO motion and order; research litigation and alternative options re new management installation.	3.6	\$560.00	\$2,016.00
07/14/2020		Emails and confer with (b) (6) re OTF litigation; preparation and meeting with J. Mills and M. Namdarkhan; emails with Proskauer re concerted activity; prepare memo re OTF issues.	5.6	\$735.00	\$4,116.00
07/14/2020		Research and draft email memorandum on litigation and alternative options re new management installation; confer with (b) (6) re same, client meeting and next steps.	2.8	\$560.00	\$1,568.00
07/15/2020		Review OTF materials; prepare email memo; email to M. Namdarkhan.	2.2	\$735.00	\$1,617.00
07/16/2020		Review memo re "concerted activity" under NRLA; email to M. Namdarkhan re OTF issues.	1.5	\$735.00	\$1,102.50
07/21/2020		Review D.C. Circuit Court injunction opinion; email to M. Namdarkhan.	1.5	\$735.00	\$1,102.50
07/24/2020		Correspond with (b) (6) re D.C. Circuit's opinion in OTF litigation.	0.5	\$735.00	\$367.50

August 31, 2020
Client: 13421
Matter: 001
Invoice #: 329163
Resp. Atty: (b) (6)
Page: 2

SERVICES

Date	Person	Description of Services	Hours	Rate	Amount
		Total Professional Services	26.7		\$18,504.50

PERSON RECAP

Person	Hours	Rate	Amount
(b) (6)	20.3	\$735.00	\$14,920.50
	6.4	\$560.00	\$3,584.00
Total Services			\$18,504.50
Total Current Charges			\$18,504.50
PAY THIS AMOUNT			\$18,504.50

Caplin & Drysdale

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Fax: (202) 429-3301

United States Agency for Global Media (USAGM)
2025 M Street, NW
Suite 300
Washington, DC 20036

Attention: Mr. Michael Pack, CEO and Director

September 30, 2020

Client: 13421

Matter: 001

Invoice #: 329760

Resp. Atty: (b) (6)

Page: 1

RE: Nonprofit Corporate Governance

For Professional Services Rendered Through August 31, 2020

Total Services	\$17,272.50
Total Disbursements	\$6,269.25
Total Current Charges	\$23,541.75
Previous Balance	\$18,504.50
PAY THIS AMOUNT	\$42,046.25

Remittance Advice

Payment is due upon receipt. If you should have any questions, please email accounting@capdale.com.

Check Payable To:

Caplin & Drysdale, Chartered
Attn: Accounts Receivable
One Thomas Circle NW, Suite 1100
Washington, DC 20005

Wire Transfer:

Receiving Bank: (b) (6)
ABA Wire Routing Number: (b) (6)
ABA ACH Routing Number: (b) (6)
Swift Code: (b) (6)

Beneficiary: Caplin & Drysdale, Chartered
Account Number: (b) (6)

Please include invoice number with remittance

Credit Card:

We accept American Express. A service fee of 2.4% for Corporate Cards and 2.95% for Individual Cards will be added to all payments.

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Caplin & Drysdale

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2025 M Street, NW
Suite 300
Washington, DC 20036

Attention: Mr. Michael Pack, CEO and Director

September 30, 2020
Client: 13421
Matter: 001
Invoice #: 329760
Resp. Atty: (b) (6)
Page: 1

RE: Nonprofit Corporate Governance

For Professional Services Rendered Through August 31, 2020

SERVICES

Date	Person	Description of Services	Hours	Rate	Amount
08/07/2020	(b) (6)	Emails with M. Namdarkhan re OTF grant agreement and demand letter; review grant agreement; review and revise demand letter.	4.5	\$735.00	\$3,307.50
08/13/2020	(b) (6)	Emails and telephone call with M. Namdarkhan; review and revise response letter to OTF.	2.5	\$735.00	\$1,837.50
08/14/2020	(b) (6)	Telephone call with M. Namdarkhan re response letter to OTF.	0.5	\$735.00	\$367.50
08/17/2020	(b) (6)	Emails with M. Namdarkhan; review response letter to OTF; telephone call with M. Namdarkhan; research and review 2 C.F.R. section 200 regulations; review and revise material breach letter; email to M. Namdarkhan.	5.6	\$735.00	\$4,116.00
08/18/2020	(b) (6)	Emails with M. Namdarkhan; review revised response to OTF; review and revise notice to Congress re recalled funds; email re Form 990 filing extensions.	1.5	\$735.00	\$1,102.50
08/21/2020	(b) (6)	Emails and telephone call with M. Namdarkhan; review and research OTF complaint re grant agreement.	3.4	\$735.00	\$2,499.00
08/24/2020	(b) (6)	Review CEO Pack statement; emails with M. Namdarkhan.	1.2	\$735.00	\$882.00
08/25/2020	(b) (6)	Telephone call with M. Namdarkhan; review grant agreements; email to (b) (6) government employee discipline.	1.8	\$735.00	\$1,323.00
08/31/2020	(b) (6)	Review OTF letter re Article VIII.c. report; email comments to M. Namdarkhan.	2.5	\$735.00	\$1,837.50
Total Professional Services			23.5		\$17,272.50

September 30, 2020
Client: 13421
Matter: 001
Invoice #: 329760
Resp. Atty: (b) (6)
Page: 2

PERSON RECAP

Person	Hours	Rate	Amount
(b) (6)	23.5	\$735.00	\$17,272.50

DISBURSEMENTS

Date	Description of Disbursements	Amount
08/17/2020	PROSKAUER ROSE LLP- Professional & Expert Witness Fees- Proskauer July Services	\$6,269.25
	Total Disbursements	\$6,269.25
	Total Services	\$17,272.50
	Total Disbursements	\$6,269.25
	Total Current Charges	\$23,541.75
	Previous Balance	\$18,504.50
	PAY THIS AMOUNT	\$42,046.25

Caplin & Drysdale

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Washington, DC 20005

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Fax: (202) 429-3301

United States Agency for Global Media (USAGM)
2025 M Street, NW
Suite 300
Washington, DC 20036

Attention: Mr. Michael Pack, CEO and Director

October 29, 2020

Client: 13421

Matter: 001

Invoice #: 330298

Resp. Atty: (b) (6)

Page: 1

RE: Nonprofit Corporate Governance

For Professional Services Rendered Through September 30, 2020

Total Services	\$17,118.50
Total Current Charges	\$17,118.50
Previous Balance	\$42,046.25
PAY THIS AMOUNT	\$59,164.75

Remittance Advice

Payment is due upon receipt. If you should have any questions, please email accounting@capdale.com.

Check Payable To:

Caplin & Drysdale, Chartered
Attn: Accounts Receivable
One Thomas Circle NW, Suite 1100
Washington, DC 20005

Wire Transfer:

Receiving Bank: (b) (6)
ABA Wire Routing Number: (b) (6)
ABA ACH Routing Number: (b) (6)
Swift Code: (b) (6)
Beneficiary: Caplin & Drysdale, Chartered
Account Number: (b) (6)

Please include invoice number with remittance

Credit Card:

We accept American Express. A service fee of 2.4% for Corporate Cards and 2.95% for Individual Cards will be added to all payments.

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Caplin & Drysdale

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United States Agency for Global Media (USAGM)
2025 M Street, NW
Suite 300
Washington, DC 20036

Attention: Mr. Michael Pack, CEO and Director

October 29, 2020

Client: 13421

Matter: 001

Invoice #: 330298

Resp. Atty: (b) (6)

Page: 1

RE: Nonprofit Corporate Governance

For Professional Services Rendered Through September 30, 2020

SERVICES

Date	Person	Description of Services	Hours	Rate	Amount
09/01/2020		Telephone call with M. Namdarkhan; draft letter acknowledging Article VIII.c. report; draft letter granting temporary waiver of breach; email to M. Namdarkhan.	3.5	\$735.00	\$2,572.50
09/02/2020		Emails with (b) (6) re federal employee rights questions.	0.3	\$735.00	\$220.50
09/04/2020		Emails and telephone calls with M. Namdarkhan.	0.2	\$735.00	\$147.00
09/08/2020		Emails and telephone call with M. Namdarkhan; review and revise letter to OTF; emails with (b) (6) re security clearance issues; review grant agreements; email to M. Namdarkhan re grantee board action approving grant agreements.	3.6	\$735.00	\$2,646.00
09/09/2020		Emails re identifying security clearance counsel; emails with M. Namdarkhan; review L. Cunningham response; review and revise 9/10 response letter to OTF; email filed breach of contract claim; review grant agreements; confer with ODB.	3.2	\$735.00	\$2,352.00
09/09/2020		Confer with (b) (6) re OTF's complaint; locate, review, and send the complaint to (b) (6)	0.7	\$305.00	\$213.50
09/13/2020		Review and revise 9/14 letter to OTF; email comments to M. Namdarkhan.	1.5	\$735.00	\$1,102.50
09/15/2020		Review and revise form of grant agreement; emails with M. Namdarkhan.	8.2	\$735.00	\$6,027.00
09/16/2020		Telephone call with M. Namdarkhan; review OTF grant agreement.	0.5	\$735.00	\$367.50
09/18/2020		Revise OTF grant agreement.	0.5	\$735.00	\$367.50

October 29, 2020
Client: 13421
Matter: 001
Invoice #: 330298
Resp. Atty: (b) (6)
Page: 2

SERVICES

Date	Person	Description of Services	Hours	Rate	Amount
09/30/2020	(b) (6)	Revise form of grant agreement.	1.5	\$735.00	\$1,102.50
Total Professional Services			23.7		\$17,118.50

PERSON RECAP

Person	Hours	Rate	Amount
(b) (6)	23.0	\$735.00	\$16,905.00
(b) (6)	0.7	\$305.00	\$213.50

Total Services	\$17,118.50
Total Current Charges	\$17,118.50
Previous Balance	\$42,046.25
PAY THIS AMOUNT	\$59,164.75

Caplin & Drysdale

A T T O R N E Y S

One Thomas Circle NW, Suite 1100
Washington, DC 20005

Federal Tax I.D. No.: 52-1226629
www.capdale.com

Telephone: (202) 862-5000

Fax: (202) 429-3301

United States Agency for Global Media (USAGM)
2025 M Street, NW
Suite 300
Washington, DC 20036

Attention: **Mr. Michael Pack, CEO and Director**

November 30, 2020

Client: 13421

Matter: 001

Invoice #: 330993

Resp. Atty: (b) (6)

Page: 1

RE: Nonprofit Corporate Governance

For Professional Services Rendered Through October 31, 2020

Total Services	\$6,522.50
Total Disbursements	\$330.29
Total Current Charges	\$6,852.79
Previous Balance	\$59,164.75
PAY THIS AMOUNT	\$66,017.54

Remittance Advice

[Payment is due upon receipt. If you should have any questions, please email accounting@capdale.com.](mailto:accounting@capdale.com)

Check Payable To:

Caplin & Drysdale, Chartered
Attn: Accounts Receivable
One Thomas Circle NW, Suite 1100
Washington, DC 20005

Wire Transfer:

Receiving Bank: (b) (6)
ABA Wire Routing Number: (b) (6)
ABA ACH Routing Number: (b) (6)
Swift Code: (b) (6)

Beneficiary: Caplin & Drysdale, Chartered
Account Number: (b) (6)

Please include invoice number with remittance

Credit Card:

We accept American Express. A service fee of 2.4% for Corporate Cards and 2.95% for Individual Cards will be added to all payments.

Please return this remittance page with your payment. Thank you.

Caplin & Drysdale

A T T O R N E Y S

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Washington, DC 20005

Federal Tax I.D. No.: 52-1226629

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Telephone: (202) 862-5000

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United States Agency for Global Media (USAGM)
2025 M Street, NW
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Washington, DC 20036

Attention: Mr. Michael Pack, CEO and Director

November 30, 2020
Client: 13421
Matter: 001
Invoice #: 330993
Resp. Atty: (b) (6)
Page: 1

RE: Nonprofit Corporate Governance

For Professional Services Rendered Through October 31, 2020

SERVICES

Date	Person	Description of Services	Hours	Rate	Amount
10/14/2020		Revise form of grant agreement.	4.5	\$735.00	\$3,307.50
10/15/2020		Email to M. Namdarkhan revised form of grant agreement.	0.3	\$735.00	\$220.50
10/21/2020		Emails with M. Namdarkhan and (b) (6) re memo on USAGM grantee board meetings.	0.2	\$735.00	\$147.00
10/22/2020		Emails and confer with (b) (6) re memo on USAGM grantee meeting requirements.	0.4	\$735.00	\$294.00
10/22/2020		Confer with (b) (6) memo re director meetings; review corporate documents.	0.7	\$385.00	\$269.50
10/22/2020		Conduct research and reply to (b) (6) re obtaining Articles for four DC entities.	0.5	\$305.00	\$152.50
10/23/2020		Review and revise memo on USAGM grantee meeting requirements; email to M. Namdarkhan.	1.8	\$735.00	\$1,323.00
10/23/2020		Research re requirements for board meetings in Delaware and DC; review director meeting provisions in corporate documents; draft memo re same.	2.1	\$385.00	\$808.50
Total Professional Services			10.5		\$6,522.50

PERSON RECAP

Person	Hours	Rate	Amount
(b) (6)	7.2	\$735.00	\$5,292.00
(b) (6)	2.8	\$385.00	\$1,078.00

November 30, 2020
Client: 13421
Matter: 001
Invoice #: 330993
Resp. Atty: (b) (6)
Page: 2

PERSON RECAP

Person	Hours	Rate	Amount
(b) (6)	0.5	\$305.00	\$152.50

DISBURSEMENTS

Date	Description of Disbursements	Amount
10/01/2020	Database Research (b) (6) August 17-18, 2020	\$330.29
	Total Disbursements	\$330.29
	Total Services	\$6,522.50
	Total Disbursements	\$330.29
	Total Current Charges	\$6,852.79
	Previous Balance	\$59,164.75
	PAY THIS AMOUNT	\$66,017.54

Caplin & Drysdale

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Washington, DC 20005

Telephone: (202) 862-5000

Federal Tax I.D. No.: 52-1226629

Fax: (202) 429-3301

www.capdale.com

Draft Copy

United States Agency for Global Media (USAGM)
2025 M Street, NW
Suite 300
Washington, DC 20036

Attention: Mr. Michael Pack, CEO and Director

January 27, 2021

Client: 13421

Matter: 001

Invoice #: 0

Resp. Atty: (b) (6)

Page: 1

RE: Nonprofit Corporate Governance

For Professional Services Rendered Through January 31, 2021

Total Services	\$25,103.00
Total Disbursements	\$230.61
Total Current Charges	\$25,333.61
Previous Balance	\$66,017.54
Less Payments	(\$66,017.54)
PAY THIS AMOUNT	\$25,333.61

Remittance Advice

Payment is due upon receipt. If you should have any questions, please email accounting@capdale.com.

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Washington, DC 20005
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www.capdale.com

Draft Copy

Telephone: (202) 862-5000

3/17/2021 NOTE FROM USAGM COUNSEL: This is a "draft copy" invoice created by Caplin & Drysdale at the request of USAGM Counsel. USAGM asked the firm to detail the legal services that it provided but did not bill to USAGM in December 2020 and January 2021. USAGM Counsel redacted the "amounts" column in this "draft copy" invoice because the firm did not charge and USAGM did not pay for the services detailed in this document.

Fax: (202) 429-3301

United States Agency for Global Media (USAGM)
2025 M Street, NW
Suite 300
Washington, DC 20036

Attention: Mr. Michael Pack, CEO and Director

January 27, 2021

Client: 13421

Matter: 001

Invoice #: 0

Resp. Atty: [REDACTED]

Page: 1

RE: Nonprofit Corporate Governance

For Professional Services Rendered Through January 31, 2021

SERVICES

Date	Person	Description of Services	Hours	Rate	Amount
12/13/2020	(b) (6)	Emails and voicemails with M. Namdarkhan.	0.2	\$735.00	[REDACTED]
12/14/2020	[REDACTED]	Telephone call with M. Namdarkhan; review NDAA and USAGM documents; conference call with M. Pack and M. Namdarkhan.	1.2	\$735.00	[REDACTED]
12/14/2020	[REDACTED]	Find and download statutes under 22 USC Chapter 71 (b) (6)	0.2	\$325.00	[REDACTED]
12/21/2020	[REDACTED]	Emails with M. Namdarkhan re questions re [REDACTED] officer appointments by USAGM CEO.	1.2	\$735.00	[REDACTED]
12/23/2020	[REDACTED]	Emails with M. Namdarkhan and S. Dewey re removal of [REDACTED] officer; emails and telephone call with S. Dewey re board consents re grant agreement approval; prepare board consents; email to S. Dewey.	2.5	\$735.00	\$
12/28/2020	[REDACTED]	Telephone call with S. Dewey re getting operational control of grantees.	0.2	\$735.00	[REDACTED]
12/30/2020	[REDACTED]	Telephone call with S. Dewey; research grantees' relinquishing board authority by contract.	2.8	\$735.00	\$
12/31/2020	[REDACTED]	Research board relinquishing its authority by contract; emails with S. Dewey; conference call with [REDACTED] S. Dewey and [REDACTED] re grant agreement; telephone call with S. Dewey re T. Lipien's employment agreement.	5.2	\$735.00	\$
01/04/2021	[REDACTED]	Emails and telephone call with S. Dewey re NDAA; review NDAA International Broadcasting Act amendments.	1.8	\$750.00	\$

Draft Copy

SERVICES

Date	Person	Description of Services	Hours	Rate	Amount
01/07/2021	(b) (6)	Emails with S. Dewey; review RFE/RL grant agreement and bylaws; prepare board consent with conforming bylaw amendments.	3.5	\$750.00	
01/10/2021		Prepare RFE/RL bylaws amendments; email to S. Dewey.	2.0	\$750.00	
01/12/2021		Emails with S. Dewey re bylaws amendments; emails & telephone call with [REDACTED] re same.	0.4	\$750.00	
01/12/2021		Discuss governance project with [REDACTED]	0.1	\$425.00	
01/13/2021		Conference call with M. Pack re grantee board meetings; email to M. Pack re appointing grantees' new chairs; telephone call and emails with S. Dewey re grantees' bylaw amendments and memo re limiting director authority; email and telephone call with [REDACTED] re same; prepare bylaw amendments for OTF; email to S. Dewey.	5.4	\$750.00	
01/13/2021		Draft board resolutions for RGA and MBN regarding bylaws amendments; review grant agreement provisions regarding the same; discuss with [REDACTED]	1.7	\$425.00	
01/14/2021		Emails with S. Dewey; emails and telephone calls with [REDACTED] re preparing grantees' bylaw amendments; complete bylaw amendments; email to S. Dewey.	2.5	\$750.00	
01/14/2021		Revise board resolutions regarding bylaws amendments; discuss the same with [REDACTED]	1.6	\$425.00	
01/18/2021		Emails and telephone call with S. Dewey; prepare three grantee board consents re approving grant agreement amendments and employment agreement & send to S. Dewey.	2.2	\$750.00	
01/22/2021		Discuss memo with [REDACTED]; begin drafting the same.	1.1	\$425.00	
Total Professional Services			35.8		

PERSON RECAP

Person	Hours	Rate	Amount
(b) (6)	17.8	\$750.00	
	13.3	\$735.00	
	4.5	\$425.00	
	0.2	\$325.00	

Draft Copy

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Page: 3

DISBURSEMENTS

Date	Description of Disbursements	Amount
01/04/2021	Database Research - Westlaw - (b) (6) - 12/31/2020.	
	Total Disbursements	
	Total Services	
	Total Disbursements	
	Total Current Charges	
	Previous Balance	
	<i>Less Payments</i>	
	PAY THIS AMOUNT	

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