



December 19, 2016

Wendy Zhang
Assistant Superintendent of Business Services
Milpitas Unified School District
1331 East Calaveras Boulevard
Milpitas, CA 95035-5707

Re: Continuing Disclosure Services

Dear Wendy:

KNN Public Finance (KNN) is pleased to provide the following continuing disclosure services to the Milpitas Unified School District for all General Obligation Bonds and other financing obligations subject to Rule 15c2-12 adopted by the Securities and Exchange Commission:

- 1) As Dissemination Agent for the District, prepare and file the Annual Report with the Municipal Securities Rulemaking Board ("MSRB") through the MSRB's Electronic Municipal Market Access system ("EMMA"), pursuant to the District's Continuing Disclosure Certificate for each General Obligation Bond or other financing obligations issued on or after July 3, 1995.
- 2) Should the District conclude that a "significant event" has occurred under the terms of an applicable Continuing Disclosure Certificate, file a report of that event with EMMA on behalf of the District.
- 3) Certify to the District that the annual report was submitted as required to EMMA, and provide the District with a copy of the annual report itself.

For the above services, we will charge based on the fee schedule attached, to be invoiced and paid after the annual report has been submitted. These services will begin with the filing of the 2015/16 report, in the spring of 2017.

By signing below and returning this letter to KNN, the District agrees to the above outlined services and corresponding fee on an annual basis. In addition, the District agrees to provide the necessary documents and information as requested by KNN to complete the annual report in a timely manner, and to notify KNN of any event deemed significant by the District as soon as such event is identified. This contract will remain in effect unless revoked by either the District or KNN.

Sincerely,

A handwritten signature in blue ink, appearing to read 'B. Boehm'.

Blake Boehm
Director

Approved by: _____

Date: _____



Annual Continuing Disclosure Filing Fee Schedule

Base Fee	\$3,000 for one series of bonds or certificates of participation.
Additional Fees	\$500 per additional series with a cap of \$5,000 including the Base Fee.
Event Notice Fees	\$500 per Event Notice filing

Third Party Reimbursable Expenses*

California Municipal Statistics, Inc.

\$25 - \$75 Assessed Valuation, Secured Taxes and Delinquencies, and Tax Rates Report

\$300 Top Taxpayer Report

\$100 Assessed Valuation and Parcels by Land Use Report

\$100 Per Parcel Assessed Valuation of Single-Family Homes Report

*If required by continuing disclosure certificate; fees subject to change due to third party rates.