



Department of Public Works
Administration

Ghassan Korban
Commissioner of Public Works
Preston D. Cole
Director of Operations

July [3], 2013

Dear Messers. Riley and Carmichael,

This letter serves as formal written notice of termination of the marketing agreement between the City of Milwaukee (“City”) and Utility Service Partners Private Label, Inc. (“USP”) d/b/a Service Line Warranties of America (“SLWA”), dated on November 15, 2011 (“Agreement”), as required under paragraph 3 of that Agreement, and as approved by the City’s Common Council on July [3]. 2013 (Resolution #####). Therefore, the City will consider the contract extinguished and the non-exclusive license revoked as of November 14, 2013. Related, as of that same date, all City-identifying information including the City’s name and logos shall no longer appear on any USP/SLWA letterhead or marketing materials sent to City residents or homeowners.

If USP/SLWA believes that a “marketing initiative [was] initiated prior to the date of [this] notice of termination,” please immediately identify to the City in writing specifically (a) what that initiative is (describe in detail); (b) when it was begun or initiated; and (c) when it will conclude. *See* ¶ 3 of Agreement.

The City is entitled to all License Fees (as defined in the Agreement) through December 31, 2013, including such Fees due the City under marketing initiatives begun prior to the date of this termination. *See* ¶ 3 of Agreement.

Despite this termination, the City retains the right to conduct audits, under reasonable notice and during normal business hours, of USP/SLWA’s books and records until November 14, 2014. *See* ¶ 2 of Agreement.

Finally, note that all records related to this Agreement must be maintained for a period of seven years after the City’s receipt of the final payment under the Agreement and such records remain subject to the Wisconsin Public Records Law. *See* ¶ 7 of Agreement.

If you have questions or comments about this termination, USP/SLWA’s continuing obligations, or the City’s right to the License Fee, please contact me as soon as possible.

Very truly yours,

Ghassan Korban, P.E.
Commissioner of Public Works

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