

Exhibit M

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March 12, 2007

Broward County Metropolitan Planning Organization  
Roger Del Rio, Acting Director  
115 South Andrews Avenue – Room 329H  
Fort Lauderdale, FL 33301

Re: Amended Engagement Proposal of Weiss Serota Helfman  
Pastoriza Cole & Boniske, P.A.

Dear Mr. Del Rio:

We are pleased that the Board of the Broward County Metropolitan Planning Organization wishes to consider our Firm to serve as Legal Counsel for the Broward County Metropolitan Planning Organization (hereinafter referred to as the "Broward MPO"). From our experience, we have found that clients appreciate a frank and open discussion and understanding of the services that we will perform and the basis upon which they will be expected to pay for those services.

This letter is intended to set forth our understanding as to the nature and scope of the legal services we have agreed to render for you, the amount of our fees for those services and the manner in which our fees for those services will be paid.

1. Nature of Legal Services. As Legal Counsel for the Broward MPO, we will be responsible for all Broward MPO's legal matters.

2. Fees for Services. The Firm will attend all Broward MPO regularly scheduled Board meetings (which include ten per year) and two scheduled SEFTC meetings for a flat fee of \$10,000.00 per calendar year. This flat fee shall include attendance at the regularly scheduled Board meetings and will include the review of the Agenda and Agenda back-up materials. For all other legal services, to be provided upon request, you will be charged and agree to pay for services at the rate of \$195.00 per hour for all attorneys, together with applicable taxes, if any. It is anticipated that Alan L. Gabriel will have primary responsibility for this matter, and that he will call upon the services of other Firm attorneys as needed. In the absence of Mr. Gabriel, only senior firm attorneys will attend MPO Board meetings. The flat fee and hourly rate shall increase by the CPI annually on the anniversary date of this agreement. It is our practice to charge for actual time expended on your behalf, but not less than 2/10ths of an hour for each activity.

3. Costs. In addition to the attorneys fees discussed in paragraph 2, the Firm will add a 2.5% administrative fee to each bill to cover administrative costs such as delivery charges, long distance telephone charges, photocopies (xerox), postage, faxes, and computer research expenses. Non-incidentals costs such as court reporter expenses (including cost of transcript and court reporter's fee for attendance), court costs (such as filing fees, service of process, newspaper publication costs, subpoena costs, witness fees, recording fees, etc.), accounting and appraisal fees, expert fees, trial/hearing exhibit costs, investigation costs, and applicable lobbyist registration fees, will continue to be itemized and billed.

4. Payment of Fees and Costs. Our invoices will be submitted to you on a monthly basis and each invoice will be due and payable when rendered. You must understand that if any invoice remains unpaid for more than 30 days after it is rendered, we reserve the right, in our discretion, to cease to provide further legal services to you. You will, however, be liable to us for the payment of any fees earned and any costs incurred by us to that time.

5. Termination of Representation. We will serve at the pleasure of the Broward MPO Board and may be terminated at any time.

6. Representation of Other Clients. We are bound by rules of legal ethics not to represent any client if the representation of that client will be directly adverse to the interests of another client unless each such client consents to such representation after consultation.

7. Commencement of Representation. Upon the Board's approval, we will serve in the capacity as Legal Counsel for the Broward MPO.

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We appreciate your confidence in our Firm and we assure you that we will make every effort to perform our services in a prompt and efficient manner.

Very truly yours,

WEISS SEROTA HELFMAN  
PASTORIZA COLE & BONISKE, P.A.

By:   
Alan L. Gabriel

AGREED AND ACCEPTED on March 8, 2007

**BROWARD COUNTY METROPOLITAN PLANNING  
ORGANIZATION**

By:   
Mayor Richard J. Kaplan  
Broward County Metropolitan Planning  
Organization Chair

CC: The Honorable Mayor Armstrong,  
Selection Committee Chair  
400 N. W. 73<sup>rd</sup> Avenue  
Plantation, FL 33317-1678

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