

***Exhibit 16.1-3 – Maximum Annual Fee***

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**1. OVERVIEW**

Maximum Annual Fee is based on the quantities provided in Exhibit 16.1-1. Contract Year 1 includes the Transition Costs in addition to twelve months of operations.

<b>Contract Year</b>	<b>Maximum Annual Fee</b>
<b>1</b>	<b>\$57,377,735.09</b>
<b>2</b>	<b>\$172,000,000.00</b>
<b>3</b>	<b>\$191,000,000.00</b>
<b>4</b>	<b>\$207,845,282.00</b>
<b>5</b>	<b>\$207,547,801.00</b>
<b>6</b>	<b>\$205,822,123.00</b>
<b>7</b>	<b>\$219,955,694.00</b>
<b>8</b>	<b>\$222,628,614.00</b>

**END OF EXHIBIT**