

**LETTER OF AGREEMENT BETWEEN THE WAYNE COUNTY ART INSTITUTE AUTHORITY
AND DETROIT INSTITUTE OF ARTS, INC.**

This Letter of Agreement ("LOA") is between the Wayne County Art Institute, a Michigan public body corporate (the "Authority"), organized pursuant to Articles of Incorporation filed by the County of Wayne, a Michigan municipal corporation, and Detroit Institute of Arts, Inc., a Michigan not-for-profit corporation (the "DIA"), and is agreed upon by the Authority and the DIA.

RECITALS

WHEREAS, the Authority engaged the DIA to perform Art Institute Services, as contemplated under the Art Institute Authorities Act (Act 296 of Public Acts of Michigan 2010);

WHEREAS, the Authority and the DIA entered into an Art Institute Agreement and two subsequent amendments (the "Agreement");

WHEREAS, the primary benefit to be received by Wayne County Residents under the Agreement is the continued delivery by the DIA of Art Institute Services;

WHEREAS, in addition to the primary benefit, Section 2.4 of the Agreement outlines certain additional benefits and privileges to be afforded Wayne County Residents;

WHEREAS, the Agreement establishes certain Wayne County spending targets for the DIA, including (i) \$150,000 school field trip target (Section 2); (ii) \$100,000 senior program target (Section 4); and (iii) \$300,000 community collaboration target (Section 5). Thus, the collective annual program target is \$550,000. (the "Program Target").

WHEREAS, the DIA estimates that due to the decrease in programming opportunities as a result of the pandemic, the DIA's actual aggregate spending on the special programs will be \$TBD less than the Program Target for the calendar year ending December 31, 2020). The actual shortfall is referred to as the "Spending Shortfall".

WHEREAS, the public health emergency presented by COVID-19 and the Governor of Michigan's State of Emergency (EO 2020-105) has warranted the DIA unable to provide all benefits and privileges as contemplated under the Section 2.4 of the Agreement;

NOW Therefore, the parties agree to the following resolution:

1. The Authority and the DIA agree that due to the Public Health Emergency the DIA will not be able to meet its targeted number of student field trips and senior tours for the 2020 calendar year.
2. The Authority and the DIA agree that as soon as possible following the conclusion of 2020, the accounting firm selected in accordance with the Second