

SNOW
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June 13, 2018

Grantsville City and Redevelopment Agency of Grantsville City, Utah

Tooele City and Redevelopment Agency of Tooele City, Utah

Tooele County and Tooele County Redevelopment Agency

(Collectively referred to below as the "Clients")

RE: ***Engagement Letter for Representation on Joint Planning Effort***

Dear Clients,

It is my understanding that the Clients listed above all have a common interest in exploring a possible framework for the regionalization of municipal services in the Tooele Valley as well as responding to a proposal from the Romney Group for development of the approximately 900 acre Miller Property located east of the Deseret Peak Sports Complex (the "Joint Planning Effort"). I further understand that the Clients have exchanged and are continuing to exchange confidential information with one another for purposes of coordinating that Joint Planning Effort. As part of that process, you have asked me to assist all of you as Clients and represent all of you collectively for the limited purposes more fully described below in that Joint Planning Effort. This letter will describe the basis on which I and my law firm, Snow Christensen & Martineau ("SCM"), will provide those services.

Clients. Our clients in this matter will be all six entities identified as Clients above, and we recognize that this situation presents some special challenges which we will address below.

Scope of Engagement. We have been engaged to represent the Clients solely in connection with the following:

1. Discussing and evaluating the creation of a framework for Grantsville City, Tooele City and Tooele County to move forward with the process of conducting an engineering analysis and evaluating the possible regionalization of municipal services; and
2. Receiving, disseminating and assisting in the evaluation of and responding to initial proposals from counsel for the Romney Group regarding a possible project on the Miller Property referenced above.

We have agreed that our engagement is limited to performance of services that are initially related to those items, but may be expanded or modified in the future by addendum to this Engagement Letter signed by all Clients.

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Tooele County and Redevelopment Agency of Tooele County
Tooele City and Redevelopment Agency of Tooele City
Grantsville City and Redevelopment Agency of Grantsville City

Confidentiality and Privilege Relating to Shared Information. As part of this Joint Planning Effort, the Clients agree that all communications with me or other members of my law firm shall be shared among all of the Clients as parties to the Joint Planning Effort, through their respective in-house legal counsel, but shall be confidential and protected from disclosure to any third parties by the Attorney/Client Privilege, the Work Product Privilege, the Joint Defense Privilege and any other applicable privileges which may be invoked on behalf of the Clients. It is further agreed that information shared and communications made as part of this Joint Planning Effort shall be held in strict confidence by the Clients and their counsel, except as we are specifically authorized to convey that information to the Romney Group or others. For that purpose, we understand that my point of contact will be Randy Sant, but we will provide copies of any and all communications with Mr. Sant to the attorneys for all Clients, including Brett Coombs, Roger Baker and Scott Broadhead.

Fees and Costs. My time is billed at \$285 per hour. In the event that I need assistance from other members of my firm, that will likely be Robert C. Keller at a rate of \$265 or Timothy J. Bywater at a rate of \$210. Our billing rates are subject to change from time to time after consultation with you. Clients agree to compensate SCM at these rates for services we render on their behalf. It is further agreed that Grantsville City, Tooele City and Tooele County will each pay one-third (1/3) of the total costs and expenses incurred and we will send our invoices to Mr. Sant with copies to Mr. Coombs, Mr. Baker and Mr. Broadhead.

Snow Christensen & Martineau's billing statements are due and payable upon receipt because there is generally a time lag between the rendering of our services and the submission of our statement. We ask for and expect payment of our statements on a current basis, as delayed payment adds to our overall costs of doing business. If any statement remains unpaid for more than 90 days, we may suspend performing services for you until arrangements satisfactory to us have been made for payment of outstanding statements and the payment of future fees and expenses.

Our goal has always been and will continue to be to provide outstanding legal services on the most cost-efficient basis possible. If at any time you wish to discuss either our billing policies and procedures generally or a specific billing statement, we encourage you to contact us.

Very truly yours,

SNOW CHRISTENSEN & MARTINEAU



Jody K. Burnett
JKB/zbh

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Tooele County and Redevelopment Agency of Tooele County

Tooele City and Redevelopment Agency of Tooele City

Grantsville City and Redevelopment Agency of Grantsville City

AGREED TO AND ACCEPTED:

Grantsville City

By: _____

Date: _____

AGREED TO AND ACCEPTED:

Redevelopment Agency of Grantsville City, Utah

By: _____

Date: _____

AGREED TO AND ACCEPTED:

Tooele City Corporation

By: _____

Date: _____

AGREED TO AND ACCEPTED:

Redevelopment Agency of Tooele City, Utah

By: _____

Date: _____

AGREED TO AND ACCEPTED:

Tooele County

By: Wade B. Butler

Date: 7 Aug. 2018

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Tooele County and Redevelopment Agency of Tooele County

Tooele City and Redevelopment Agency of Tooele City

Grantsville City and Redevelopment Agency of Grantsville City

AGREED TO AND ACCEPTED:

Tooele County Redevelopment Agency

By:  SHANN MILNE

Date: 7 AUGUST 2018

APPROVED AS TO FORM:

GRANTSVILLE CITY AND REDEVELOPMENT AGENCY OF GRANTSVILLE CITY

Brett Coombs

APPROVED AS TO FORM:

TOOELE CITY AND REDEVELOPMENT AGENCY OF TOOELE CITY

Roger Baker

APPROVED AS TO FORM:

TOOELE COUNTY and REDEVELOPMENT AGENCY OF TOOELE COUNTY

Scott Broadhead