



November 27, 2018

Tooele County
Shawn Milne
Tooele County Commissioner
47 Main Street
Tooele, UT 84047

Dear Mr. Milne:

We are pleased to confirm our engagement to provide Tooele County with consulting services, lobbying services and government affairs representation of Tooele County with the State of Utah officials as well as other government entities through efforts and methods mutually agreed to. We have performed a conflict of interest check and determined that we have no current conflicts of interest that would affect our representation of Tooele County in connection with this matter. Michael Best Strategies LLC offers a full range of services in areas such as government relations, lobbying, political engagement, public affairs, and strategic business consulting, and we are available to represent Tooele County in any other matters upon your request. If you would like us to represent you on other matters, such representation should be the subject of additional discussions.

At the outset, it is necessary for me to clearly communicate that you have retained Michael Best Strategies LLC. Michael Best Strategies LLC is affiliated with and owned in part by the law firm of Michael Best & Friedrich LLP. Your retention of Michael Best Strategies LLC does not constitute or otherwise create an attorney-client relationship with the law firm of Michael Best & Friedrich LLP. Additionally, Michael Best Strategies LLC cannot and will not provide any legal services as part of this representation. If during the course of your representation by Michael Best Strategies LLC it becomes apparent that your interests will be furthered by the provision of legal services, you may at your discretion choose to enter into an attorney-client relationship with Michael Best & Friedrich LLP. However, your retention of Michael Best Strategies LLC does not require you to use Michael Best & Friedrich LLP for any such legal services.

We have determined that an important factor in maintaining the trust and confidence of our clients is clearly communicating the scope of our professional engagement and our procedures for billing and payment. This letter attempts to fulfill the same. Please review it carefully and if you have no questions, sign the enclosed duplicate and return it to me. If you have any questions, please do not hesitate to contact me.

IDENTIFICATION OF CLIENT.

With respect to the matters set forth in this letter, our client is Tooele County and not any related parties or entities, such as shareholders, officers, trustees, directors, members, or partners. As this matter proceeds, we will be seeking to foster and protect Tooele County's interests as best we can.

SCOPE OF ENGAGEMENT AND EXPECTATIONS.

You have asked us to represent Tooele County with consulting services, lobbying services and government affairs representation of Tooele County with the State of Utah officials as well as other government entities through efforts and methods mutually agreed to.

FEES, COSTS, BILLING AND PAYMENT COSTS OF COLLECTION.

Tooele County shall pay Michael Best Strategies LLC a quarterly retainer of \$9,000 per quarter effective January 1, 2019 – December 31, 2019. Invoices will be generated at the start of every quarter. In addition, Tooele County shall reimburse Michael Best Strategies LLC for all direct out-of-pocket expenses including transportation, hotel, meals, and registration or licensing fees (including lobbying fees). Michael Best Strategies LLC agrees to provide Tooele County a detailed invoice itemizing each reimbursable expense. Tooele County shall have the right to audit the record of such expenses upon reasonable request. Michael Best Strategies bills prior to service and reimbursement shall be made by payment within thirty (30) days after receipt of invoice. All invoices submitted by Michael Best Strategies for payment of expenses shall be in the name of Michael Best Strategies LLC. No extraordinary expenses will be incurred without the prior authorization of Tooele County. You will be obligated to pay all costs and expenses (including, without limitation, reasonable attorneys' fees) incurred by us in obtaining payment of our fees and disbursements.

Invoices will be sent each quarter via email to smilne.tooelecounty@gmail.com. If you prefer to have your invoices sent by another method, or if you prefer to pay your invoices via ACH method, please contact your Michael Best Strategies point of contact or email mbsaccountsreceivable@michaelbeststrategies.com (please cc your Michael Best Strategies contact in your communication).

Thank you for placing your trust in us. We are excited about working on your behalf.

Sincerely,

MICHAEL BEST STRATEGIES LLC

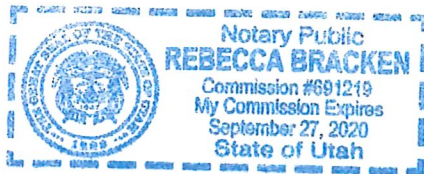

Robert J. Marchant

ACKNOWLEDGED, AGREED AND CONSENTED:

Tooele County

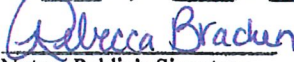
By: 
SHAWN MILNE
TOOELE COUNTY COMMISSIONER

Dated: 4 DECEMBER 2018



STATE OF Utah
COUNTY OF Tooele

Sworn to (or affirmed) and subscribed before me
this 4 day of Dec, 2018, by Shawn Milne

 Rebecca Bracken

Notary Public's Signature

Notary Name

Personally Known X OR

Type of Identification Produced _____