

**LAW OFFICES
OF
HAROLD M. JOHNS**

*12 Public Square
Post Office Box 746
Elkton, Kentucky 42220-0746
Telephone: 270-265-2912
Fax: 270-265-2054*

HAROLD M. JOHNS
E-mail: hmjohns@johnslawfirm.com

TYLER L. GILL, Of Counsel
E-mail: tgill@johnslawfirm.com

MARK D. COLLINS
E-mail: mcollins@johnslawfirm.com

August 26, 2020

Eric Harris
Chairman, Todd County Board of Education
205 Airport Road
Elkton, KY 42220

Mark Thomas
Superintendent, Todd County Board of Education
205 Airport Road
Elkton, KY 42220

Re: Representation by Law Offices of Harold M. Johns

Dear Eric and Mark:

This letter confirms the Todd County Board of Education will continue to retain the Law Offices of Harold M. Johns. The purpose of this letter is to formalize our relationship.

This correspondence addresses the scope of work, the basis of our fees, the initiation and conclusion of representation, conflicts of interest, and related issues. Initially, it should be noted that Mr. Thomas is our principle contact with the Board.

Although Mr. Thomas is the primary contact for requesting legal services, the chairman of the Board or other members of the Board may contact us from time to time for legal advice regarding the District. Additionally, individual administrators in the District have been authorized to contact us for legal advice regarding matters affecting the District. It is recognized requests for our services may be made either verbally or in writing.

As all are aware, it is extremely impractical for the entire Board to vote and approve each discreet task which we may be asked to perform. Circumstances arise quickly and often require immediate action to avoid costly and unnecessary litigation in the future. Examples of this may include without limitations personnel or student situations, an accident, or any incident requiring

immediate advice and/or action. Therefore, all understand that prior Board approval of individual and separate matters is neither required, necessary, or feasible. Nevertheless, as a matter of professional responsibility to the Board, prior approval will be obtained regarding major matters such as the filing of litigation, settlement of claims, or appeals.

The undersigned will be the primary contact attorney for the District. Other attorneys within my firm will assist you from time to time. Our invoices for professional services will be based upon the following hourly rate for the attorneys involved:

Harold M. Johns	\$175.00 per hour
Tyler L. Gill, Of Counsel	\$175.00 per hour
Mark D. Collins	\$150.00 per hour

Tyler L. Gill, retired Circuit Judge, is "Of Counsel" to my firm and he may from time to time provide service or advice. In addition to the hourly rate, a \$250.00 per month retainer will also be billed. The undersigned attends the regularly scheduled board meeting in exchange for that retainer. Our billing statements are computerized, and time is recorded in one-tenth of an hour increments.

Our billing statements may also contain an itemization of expenses incurred on behalf of the Board. From time to time, expenses for travel, hotels, meals, or other out-of-pocket expenses may be noted. Mileage and meals are billed at the per diem rate set by Board policy.

Our representation of the Board will continue until the Board or the firm decides to terminate the relationship. The Board has the right to terminate our representation at any time upon thirty (30) days written notice, and all outstanding charges will become due at that time. The firm reserves the right to withdraw from representation at any time consistent with the rules of professional responsibility.

As you are aware, our firm represents many clients engaged in numerous activities. Our work for the Board does not preclude us from representing other clients who from time to time may have business dealings with the Board. Confidential information obtained from the Board as required by the rules of professional responsibility will not be shared with any other client. We will decline representation of any clients in matters directly involving the Board. Nevertheless, we request the Board waive any objection to the firm's representations of others regarding transactions or litigation which does not involve the Board, its members, or its administrators. As set forth above, we will not represent any other client adversely to the Board itself. We will to the best of our abilities avoid representing clients in any circumstance involving an individual Board member as well.

We use email extensively to communicate. Electronic communications have risk. Electronic mail communications can be intercepted or sometimes sent to the wrong person and there is some inherent lack of security in using electronic mail. If for any reason the use of electronic mail is not acceptable, you should contact me immediately.

Finally, when litigation is pending or eminent, affirmative measures to preserve potential evidence that might otherwise be destroyed in the ordinary course of business is required. This may at times require suspension of the usual procedures for data or document destruction or recycling. This duty may extend to all employees who might have relevant information regarding a particular matter. The Board must retain all relevant documents (but not multiple identical copies) in existence at the time the duty to preserve attaches and relevant documents created thereafter. From time to time when a matter arises which requires retention of documents and electronically stored information, we will advise you with more detailed instruction in writing.

Once again, we are pleased to have the opportunity to continue our more than twenty-five-year relationship with the Todd County Board of Education. Over those years, it has been one of the undersigned's most satisfying professional relationships. Thank you again for this continuing opportunity.

Yours Very Truly,

Harold M. Johns

HMJ/rs

APPROVED BY THE BOARD OF EDUCATION:

By: _____
Mark Thomas, Superintendent

Dated: _____

ORDER # _____

ORDER RETAINING BOARD ATTORNEY

Motion was made by _____, and seconded by _____, to continue to retain the Law Offices of Harold M. Johns to provide legal services in accordance with the Engagement Letter submitted by the law firm. A copy of the Engagement Letter is on file in the Superintendent's Office. The Motion passed.

_____ Yes

_____ No