

2018-11



PELSTER LAW OFFICE

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March 12, 2018

Keith County
c/o Randy Fair, County Attorney
914 E. A St,
Ogallala, NE 69153

Re: Meritain Health Inc.,

ENGAGEMENT LETTER AND FEE ARRANGEMENT

Dear Mr. Fair:

Pursuant to my conference of February 27, 2018, I have agreed to represent Meritain Health, Inc. pursuant to the Keith County's obligations to provide counsel to Meritain Health, Inc. as required by the indemnification agreement between the two parties. I have agreed to represent Meritain Health, Inc. in Lincoln County District Court Case No. CI 17-86. Although Keith County will be providing the funds for representation, Meritain Health, Inc., will be my client, and not Keith County.

At this time, I want to thank you for selecting my law firm to represent you in this matter. I also wish to set forth our agreement as to payment of my fees. My fees for legal services are \$150.00 per hour plus any expenses that may be incurred, such as filing fees, deposition charges, copying costs, postage, and related expenses. I also charge for the time of my legal secretaries for work specific to your case at \$88.00 per hour. My office will bill you approximately monthly depending upon the amount of work that was done on your file during that period of time. At this point in the case, it is difficult to estimate the amount of time and expense that will be necessary to adequately represent you in this case. However, as we discussed, I will require a retainer of \$10,000.00 to be held in my NATLA Trust Account. Any retainer balance remaining at the expiration of representation will be returned to Keith County.

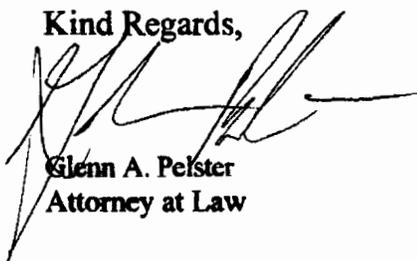
Should we exceed the retainer, we may bill you monthly for additional fees and expenses. Payment must be made within 30 days. We reserve the right to withdraw

should these bills not be paid. Further, we may ask that additional sums be deposited in our trust account should it appear necessary to cover additional fees and expenses.

If this proposal meets your approval, please signify your receipt and acceptance by signing below. If any of the information in this letter is not consistent with your understanding of our agreement, please contact me.

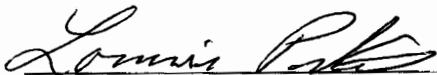
On behalf of the firm, we are happy to represent you in this matter. If you have any questions, please contact me at your convenience.

Kind Regards,



Glenn A. Pelster
Attorney at Law

Accepted and Approved by:



Keith County Board of Commissioners
By: Lonnie Peters, Chairman