

Timothy M. Zieziula Direct Dial: 814-923-4914

tzieziula@kmgslaw.com Licensed in PA and NY

April 15, 2015

Christopher M. Byham, Esquire 600 Market Street Warren, PA 16365-1326

RE: Fee Arrangement for Legal Services
Special Counsel for Tax Exemption Request
Brokenstraw Associates, Corp., - Canterbury Court
Warren, PA

Dear Chris:

This letter is to confirm our understanding that we are to provide legal services as special counsel to the Warren County School District in connection with the pending real estate tax exemption request of Rouse Brokenstraw Associates, Corp. for property known as Canterbury Court located in Warren, PA. I will have the primary responsibility for providing the School District with legal representation in this matter. However, where I consider it to be appropriate, I may engage the services of paralegals within the firm.

My hourly rate for this matter will be \$185.00 per hour. Paralegals are billed at an hourly rate of \$60.00 per hour. In addition, the School District shall be responsible for all out-of-pocket expenses incurred by us in the undertaking of this matter.

Every effort will be made to expedite this matter promptly and efficiently according to the highest legal and ethical standards. We will keep the School District as fully informed as possible of all the time we devote to this matter.

While this letter may be somewhat formal, we believe that it is in the best interest of all parties concerned that billing matters be clarified at the outset. If you have any questions regarding the fee arrangement, please contact me as soon as possible.

If you and the School District find the terms of this letter to be acceptable, please have a representative of the School District sign two copies of this letter where indicated below and return one of the letters to me for my files. The School District should retain the other copy for its files. We appreciate the opportunity to represent the School District in this matter.

Very truly yours,

KNOX McLAUGHLIN GORNALL &

TMZ:lah
Enclosures
1704556.v1

ACKNOWLEDGEMENT:
WARREN COUNTY SCHOOL DISTRICT

By:
Name:
Title:

Date: