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December 14, 2006

Mayor Doug Forman
City of Jonesboro
c/o Tony Thomas
515 Washington Ave.
Jonesboro, AR 72401

Re: Engagement Letter

Dear Mayor Forman:

Thank you for engaging our firm to represent the City of Jonesboro in connection with matters related to its municipal landfill. It is our practice to document our representation and confirm fee arrangements. This letter describes the basis for our legal services to you and our billing for those services.

1. Legal Representation.

We understand that the current scope of our representation involves providing general legal counsel to the City on matters related to closing and managing its landfill.

2. Fees.

I will be the primary attorney responsible for the overall project. We may utilize other attorneys and/or legal assistants whenever appropriate or necessary. The overall goal is to utilize the services of the most capable lawyers and legal assistants at the lowest possible rates given the nature and timing of the project(s) involved. My hourly rate for legal services is \$175.00 per hour. The hourly rates of other attorneys currently range from \$100.00 to \$200.00 per hour. We bill legal assistant services at \$75.00 per hour.

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Our fees will be billed based upon the time expended in the course of the matter. We have a minimum initial increment of 2/10 of an hour on any day in which we work on the matter, with time billed thereafter in 1/10 of an hour increments. These rates are periodically reviewed and are subject to adjustment, with prior notice to you.

3. Costs.

We may incur expenses for such items as long distance telephone calls, facsimile charges, travel, lodging and meals. Some matters also require substantial amounts of ancillary services such as photocopying, computerized legal research, special mail services, messengers and filing fees. These items are separately itemized on our statements as "disbursements."

4. Billings.

We mail statements for services and disbursements on a monthly basis. Payment is expected upon receipt.

Please let us know if you ever have a question regarding the handling or billing of this matter. Two original copies and a return envelope will follow with this letter. Indicate your acknowledgment and acceptance of the terms of our engagement by signing an original of this letter where indicated and return it to me in the provided envelope. We appreciate the opportunity to serve you.

Sincerely,

BARRETT & DEACON, P.A.



Andy L. Adams

ALA:klw

Enclosures

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