

**ENGAGEMENT TERMINATION AGREEMENT FOR LEGAL SERVICES
FROM HOLDEN, KIDWELL, HAHN & CRAPO, P.L.L.C.**

This Engagement Termination Agreement is made and entered into by Teton County, a political subdivision of the State of Idaho, (the “County”), and Holden, Kidwell, Hahn & Crapo, P.L.L.C., an Idaho professional limited liability company (the “Firm”) (together, the “Parties”).

The Parties entered into a FY24 Holden, Kidwell, Hahn and Crapo PLLC Engagement Agreement for Legal Services (the “Prior Agreement”), agreeing that the Firm would provide specified legal services to the County pursuant to the terms thereof.

D. Andrew Rawlings—the attorney providing the legal services pursuant to the Prior Agreement—has notified the County of his departure from the Firm, effective March 1, 2025, and of the County’s right to remain with the firm or to seek alternative representation.

The County is electing to arrange for alternative representation, and therefore the Parties desire to mutually terminate the Prior Agreement and any representation thereunder, as provided in Section 4(b) of the Prior Agreement, which states that the Prior Agreement “may be terminated immediately by mutual agreement in writing by both parties.”

Therefore, the Parties agree as follows:

1. **Termination.** Pursuant to Section 4(b) of the Prior Agreement, the Parties hereby agree to terminate the Prior Agreement, effective 11:59 p.m. on February 28, 2025.
2. **Survival.** The Parties acknowledge that, pursuant to Section 21 of the Prior Agreement, certain provisions of the Prior Agreement survive this termination. Further, the Parties agree that, in accordance with the Prior Agreement, the Firm will bill, and the County will pay to the Firm, any and all amounts due under the Prior Agreement.

[signatures on the following page]

TETON COUNTY

Brad Wolfe, Chair
Teton County Commissioner

Date

Michael Whitfield
Teton County Commissioner

Date

Ron James
Teton County Commissioner

Date

HOLDEN, KIDWELL, HAHN & CRAPO, P.L.L.C.

By: Robert L. Harris, Esq.

Date