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employment agreement of Dr. Micich is highly likely to result in litigation. The employment agreement is for a two-year period, and only one year of that two-year term has been completed. The agreement provides for salary, deferred compensation, early retirement benefits, and other monetary benefits. Collectively, the value of the salary and benefits provided by the agreement is in excess of \$300,000. Based on my years of experience in employment matters, it is my opinion that, if the Board were to terminate the contract of Dr. Micich, litigation would follow.

It is my opinion that the Board may hold a closed session to discuss strategy with counsel with regard to the termination of the employment agreement of Dr. Micich because this is a matter where litigation is imminent and where the disclosure of the Board's strategy discussion would be likely to prejudice or disadvantage the position of the Board in that litigation. See **Fettkether v. City of Readlyn, 595 N.W.2d 807 (Iowa App. 1999)**.

Please share this opinion with the other members of the Board and contact me if you have questions concerning this matter.

Sincerely,

Ahlers & Cooney, P.C.

James C. Hanks