

[Law Firm Name]  
[Street Address]  
[City, State, Zip Code]

[Date]

[Client Contact Name]  
[Startup Name]  
[Address]  
[City, State, Zip Code]

## **Re: Engagement for Outside General Counsel Services**

Dear [Client Contact Name],

This letter confirms the terms upon which [Law Firm Name] ("the Firm") will provide legal services to [Startup Name] ("the Client") as Outside General Counsel.

### **1. Scope of Services**

The Firm will provide strategic legal advice and general corporate services, including but not limited to corporate governance, commercial contract review, employment matters, and intellectual property protection. This engagement does not include litigation, specialized tax advice, or major financing rounds unless specifically agreed upon in writing.

### **2. Fees and Billing**

The Client agrees to pay for services based on the following arrangement:  
[Insert: Flat Monthly Retainer Amount OR Hourly Rates per Attorney].  
Invoices will be issued monthly and are due within [Number] days of receipt.

### **3. Costs and Expenses**

The Client is responsible for out-of-pocket expenses incurred on its behalf, such as filing fees, specialized research tools, and travel expenses. Large expenditures will be cleared with the Client in advance.

### **4. Conflict of Interest**

The Firm represents many startups and investors. If a specific conflict arises between the Client and another firm client, the Firm will notify the Client and seek a waiver or withdraw from that specific matter as required by professional ethics rules.

### **5. Termination**

Either party may terminate this engagement at any time upon written notice. Upon termination, the Client remains responsible for all fees and expenses incurred up to the date of termination.

### **6. Confidentiality**

The Firm will maintain the confidentiality of all information provided by the Client in accordance with the attorney-client privilege and applicable rules of professional conduct.

Please sign below to indicate your acceptance of these terms.

Sincerely,

[Partner Name]

[Law Firm Name]

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**Accepted and Agreed:**

By: \_\_\_\_\_

Name: [Name of Authorized Representative]

Title: [Title]

Date: \_\_\_\_\_