

[Date]

[Client Name]

[Client Address]

[City, State, Zip]

Re: Engagement for Outside General Counsel Services

Dear [Client Contact Name],

This letter sets forth the terms and conditions under which **[Law Firm Name]** ("the Firm") will provide legal services to **[Client Name]** ("the Client") as Outside General Counsel.

1. Scope of Services

The Firm will provide general legal advice and representation on routine corporate matters, including but not limited to:

- Contract review and drafting;
- General corporate governance;
- Employment law consultation;
- Basic regulatory compliance.

Excluded from this scope are specialized matters such as litigation, intellectual property filings, and major M&A transactions, which shall be governed by separate agreements.

2. Monthly Retainer Fee

The Client agrees to pay the Firm a fixed monthly retainer fee of **[\$Amount]**. This fee covers up to **[Number]** hours of legal work per month. This fee is payable in advance on the first day of each month.

3. Excess Hours and Additional Costs

Any work performed in excess of the monthly allotted hours will be billed at a discounted hourly rate of **[\$Rate]** per hour. The Client will also be responsible for out-of-pocket expenses such as filing fees, travel, and third-party costs.

4. Term and Termination

This engagement will begin on **[Start Date]** and continue on a month-to-month basis. Either party may terminate this agreement upon **[Number]** days' written notice.

5. Conflicts of Interest

The Firm represents many other companies and individuals. It is possible that during the time we are representing the Client, an existing or future client may pursue interests that are adverse to yours. We will notify you should a conflict arise.

Please indicate your acceptance of these terms by signing below.

Sincerely,

[Attorney Name]
[Law Firm Name]

ACCEPTED AND AGREED:

By: _____

Name: [Authorized Signatory]

Title: [Title]

Date: _____