

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

[Date]

[Client Contact Name]
[Client Company Name]
[Address]
[City, State, Zip]

Re: Engagement for Fractional 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 Company Name] ("the Client") as Fractional Outside General Counsel.

1. Scope of Services

The Firm will provide strategic legal advice and management on a recurring, part-time basis. Services include, but are not limited to:

- Contract drafting and negotiation;
- Corporate governance and board support;
- Employment law guidance;
- Intellectual property strategy;
- Management of specialized outside counsel;
- General day-to-day legal consultations.

This engagement does NOT include litigation, formal tax opinions, or [List other exclusions].

2. Fees and Billing

The Client agrees to pay a monthly flat fee of \$[Amount] for up to [Number] hours of legal services per month.

- Hours exceeding the monthly allotment will be billed at a discounted rate of \$[Amount] per hour.
- Unused hours do not carry over to subsequent months.
- The monthly fee is payable in advance on the [Day] of each month.

3. Costs and Expenses

The Client is responsible for out-of-pocket expenses, including filing fees, travel expenses, and third-party vendor costs. The Firm will seek prior approval for any single expense exceeding \$[Amount].

4. Term and Termination

This engagement begins on [Start Date]. Either party may terminate this agreement at any time upon [Number] days' written notice. Upon termination, the Client remains responsible for fees incurred through the date of termination.

5. Conflict of Interest

The Firm has performed a conflict check and identifies no current conflicts. The Client understands that the Firm represents other clients and will notify the Client if a potential conflict arises.

6. Confidentiality

The Firm will maintain the confidentiality of all Client information in accordance with the applicable Rules of Professional Conduct.

Please sign below to indicate your acceptance of these terms.

Sincerely,

[Attorney Name]
[Title]
[Law Firm Name]

Accepted and Agreed:

Signature: _____

Name: [Authorized Signatory Name]

Title: [Title]

Date: _____