

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

[Date]

[Client Name]
[Client Title]
[Company Name]
[Address]
[City, State, Zip Code]

Re: Engagement for Outside General Counsel Services

Dear [Client Name],

This letter confirms the agreement between [Law Firm Name] ("the Firm") and [Company Name] ("the Client") for the provision of legal services as Outside General Counsel.

1. Scope of Services

The Firm will provide general corporate legal advice, which may include contract review, corporate governance, employment matters, and general risk management. This engagement does not include litigation, intellectual property filings, or specialized tax advice unless specifically agreed upon in writing.

2. Fee Arrangement

The Client agrees to pay the Firm as follows: [Select One: A monthly flat retainer of \$ _____ / Hourly rates ranging from \$ _____ to \$ _____]. Invoices will be issued monthly and are payable within [Number] days of receipt.

3. Costs and Expenses

The Client is responsible for out-of-pocket expenses incurred on the Client's behalf, such as filing fees, travel expenses, and third-party delivery services. The Firm will seek prior approval for any single expense exceeding \$ _____.

4. Client Responsibilities

The Client agrees to provide the Firm with all necessary information and documentation in a timely manner and to keep the Firm informed of any developments that may affect the representation.

5. Conflict of Interest

The Firm has performed a conflict check and is not currently aware of any conflicts. Should a conflict arise, the Firm will notify the Client immediately to discuss the appropriate course of action.

6. Termination

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

7. Governing Law

This agreement shall be governed by the laws of the State of [State Name].

Please sign below to indicate your acceptance of these terms.

Sincerely,

[Attorney Name]

[Law Firm Name]

Agreed and Accepted:

[Authorized Signatory Name]

[Title]

[Date]