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A Professional Corporation
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January 19, 2012

Mike Marsh, Chair of Board of Directors via email: brandonw@cityofpflugerville.com
City of Pflugerville Falcon Pointe TIRZ
c/o Brandon Wade, City Manager
City of Pflugerville
100 East Main Street
Pflugerville, TX 78691

Re: Letter of Engagement as Permanent General Counsel for the City of Pflugerville Falcon
 Pointe TIRZ

Dear Mr. Marsh:

We thank you for the opportunity to document our engagement as General Counsel for the City of Pflugerville Falcon Pointe TIRZ. The engagement of Denton, Navarro, Rocha & Bernal, P. C. (“DNRB”) was effective on September 23, 2011 and we served as temporary General Counsel for the City of Pflugerville Falcon Pointe Tax Reinvestment Zone.

We are pleased and honored that the City’s TIRZ has selected us to continue to provide our services on a permanent basis to support its efforts. Below, provided for your review, are our personnel assignments and fee rates for this General Counsel representation.

The Firm utilizes a collaborative approach to providing services so that the client can benefit from the diversity of knowledge and experience held by the Firm, rather than a single or small group of attorneys. I will be the handling attorney for this engagement. Additionally, if circumstances warrant, other attorneys of the firm may be assigned projects for this representation under my supervision. This collaborative approach allows the TIRZ to expand and contract its legal services department from a single lawyer to more than a dozen lawyers if circumstances dictate.

DNRB has found that the practice of billing clients on an hourly basis, for work actually completed, and with invoices submitted on a monthly basis, works best for our clients and us. We bill in tenths of an hour increments. Our invoices are due on receipt and are past due after thirty (30) days. Our hourly billing rates for this engagement are \$195.00 per hour for Partners, \$175.00 per hour for Associate Attorneys; \$125.00 per hour for law clerks, and \$85.00 per hour for Paralegals. All other staff support is provided at no charge. Litigation rates may vary depending on the scope of work and the team involved. All related travel or other expenses are

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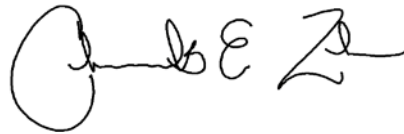
charged "at cost" with no "mark-up" and all related mileage is charged by multiplying the actual miles traveled by the then current IRS rate. All invoices shall be sent to the City Manager for the City unless you direct otherwise.

Please execute this letter in the space provided below to acknowledge formal acceptance of the terms and conditions of our engagement on behalf of the City of Pflugerville, Falcon Pointe TIRZ to serve as permanent General Counsel effective upon the first date of execution of this letter as provided below. Please return the executed letter to our office via facsimile at (210) 225-4481 or by email at charles.zech@rampage-sa.com.

We look forward to working with you in this matter. If you have any questions or need clarification regarding the above information, please do not hesitate to contact me at (210) 227-3243.

Very truly yours,

DENTON, NAVARRO, ROCHA & BERNAL
A Professional Corporation



CHARLES E. ZECH

CEZ/ym

APPROVED:

Mike Marsh, Chair of Board of Directors
City of Pflugerville Falcon Pointe TIRZ

Date

Brandon Wade, City Manager
City of Pflugerville, Texas

Date

cc: Karen Thompson

via email: KARENT@cityofpflugerville.com