

January 29, 2024

Via Email: cezech@rampagelaw.com

Charles E. Zech

Denton Navarro Rocha Bernal & Zech, PC
2500 West William Cannon Drive, Suite 609
Austin, Texas 78745

Re: Engagement Letter – City of Pflugerville

Dear Charles:

This letter confirms our engagement to assist the City of Pflugerville with as-needed construction legal services. The policy of our law firm requires that we have a formal, written engagement letter setting forth the scope of the firm's engagement and the arrangement for payment of fees and expenses. This letter is intended to establish the arrangement for payment of fees and expenses, but supplemental engagement letters will be sent by the firm once specific scopes are identified and have cleared conflicts.

LEGAL FEES AND EXPENSES

I will be the attorney in charge of this matter. Associates will also be working on this matter. You may call, write, or email me whenever you have any questions. Other firm personnel, including firm lawyers and paralegals, may also work on this matter if, in our judgment, their participation is necessary and appropriate.

Our fees are established through the exercise of judgment in each particular matter. Factors we consider include the time and labor required; the novelty and difficulty of the issues involved; the skill required to perform the legal services properly; time limitations imposed by the client or by circumstances; the experience, reputation, and ability of the attorneys performing services; the amounts involved and the results obtained through our services; the likelihood that the employment will preclude other employment; the fee customarily charged in the locality by others for similar services; and the nature and length of our relationship with each client. In light of these factors, the hourly billing rates for the professionals in our office are listed in Appendix A.

Billing rates for both attorneys and legal assistants may be adjusted annually and, if so, will be noted on your bill. It is our practice to prepare itemized invoices, which will reflect the function performed, the personnel involved in the function, and the time devoted

to that function each day. Our billing rates are based on the assumption of prompt payment. Consequently, unless other arrangements are made, invoices are due within 30 days of receipt. We accept payments through the use of a Visa, MasterCard, or American Express card. If you choose this type of payment protocol, you may go online and use the following secure invoice payment link: <https://secure.lawpay.com/pages/aaplav/invoice>.

It is also our practice to make a separate charge for out-of-pocket expenses incurred by us in the rendition of our services, including but not limited to charges for photocopying, messenger and special delivery services, mailing and Federal Express charges, filing and recording fees, and travel expenses. Any outside invoices received by us will be passed along to you without any “mark-up.” A W-9 form is enclosed for your accounting department.

We reserve the right to terminate this engagement at any time that your account becomes more than 30 days’ delinquent. If you have a question about our billing procedures or invoices, please be sure to contact us.

COOPERATION

We necessarily must rely on the accuracy and completeness of the facts and information provided to us. In order to enable us to effectively render the legal services contemplated, you agree to disclose fully and accurately all facts and keep us informed of all developments relating to the matter for which we have been retained. We will keep you advised of all significant developments and will provide any reporting that you request.

DOCUMENT RETENTION POLICY

All documents generated by the firm during our work on this file will eventually be destroyed. We will keep case documents and correspondence for a period of time, not exceeding five years, after the file is closed. We reserve the right to keep the documents only in electronic form. You are entitled to receive and make copies of any of the documents during that period of time, at your expense. Any documents obtained from you during our work on this matter will be returned to you when the matter is closed, or prior to that, if requested. You may pick the documents up at our office, or we will arrange to have them shipped back to you at your expense. They will not be retained and stored. Your signature accepting this agreement acts also as an acceptance of our document retention policy as set out above.

DISCLAIMER

As is true with all legal services, we cannot and do not guarantee the results of our representation. We make no express warranties concerning any matter in which we represent you, and we disclaim any implied warranties.

WITHDRAWAL OR TERMINATION

Our relationship is based upon mutual consent and you may terminate our engagement at any time, with or without cause, by notifying us. Your termination of our services will not affect your responsibility for the payment of fees for legal services rendered, and of any other charges incurred before termination and in connection with an orderly transition of any open matters.

We are subject to the rules of professional conduct, which list several examples that require or allow us to withdraw from representing a client, including, for example, nonpayment of fees or costs, misrepresentation or failure to disclose material facts, fundamental disagreements, and conflict of interest with another client. We will try to identify in advance and discuss with you any situation which may lead to our withdrawal, and if withdrawal ever becomes necessary, we will give you written notice of our withdrawal. If we elect to withdraw for any reason, you will take all steps necessary to free us of any obligation to perform further, including the execution of documents necessary to complete our withdrawal, and we will be entitled to be paid for all services rendered and other charges accrued on your behalf to the date of withdrawal.

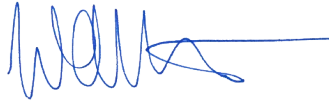
STANDARDS OF PROFESSIONALISM

The Supreme Court of Texas has adopted the Texas Lawyer's Creed. Although compliance with the Creed is voluntary, we have decided to adhere to its provisions. A copy of the Creed is attached. If you have any questions about the Creed, we will be glad to discuss them with you.

Texas law requires that all attorneys provide their clients with the following notices about the existence of the attorney grievance process: "The State Bar of Texas investigates and prosecutes professional misconduct committed by Texas attorneys. Although not every complaint against or dispute with a lawyer involves professional misconduct, the State Bar's Office of Chief Disciplinary Counsel will provide you with information about how to file a complaint. Please call 1-800-932-1900 toll free for more information."

We sincerely appreciate and look forward to working with you. We request that you sign and date in the space provided below and return a copy of this letter to reflect that you are aware of and agree to the terms and conditions of this representation.

Very truly yours,



Will W. Allensworth
Board Certified® in Construction Law
by the Texas Board of Legal Specialization

Direct: (512) 680-8868
wallensworth@allensworthlaw.com

WWA/cls

APPROVED AND AGREED:

City of Pflugerville

By: _____

Sereniah Breland, City Manager

Date: _____

APPENDIX "A"

Professional Hourly Billing Rates 2024

Joe R. Basham	\$485.00
Matthew C. Ryan	\$485.00
Travis W. Brown	\$485.00
Amy M. Emerson	\$485.00
Will W. Allensworth	\$475.00
S.W. "Whitney" Knight	\$475.00
Matthew R. Talley	\$475.00
Tyler T. O'Halloran	\$475.00
Megan R. Kateff	\$435.00
Karly A. Houchin	\$415.00
Jack E. Byrom	\$410.00
Katherine L. Beran	\$410.00
Caitlin N. Larsen	\$390.00
Maria S. Korzendorfer	\$390.00
Eddy Hernandez Perez	\$390.00
Rebecca L. Busen	\$325.00
Matthew D. Roland	\$325.00
Robert W. Derner	\$325.00
Jordan T. Rhodes	\$280.00
Meredith S. Metaxas	\$250.00
Bo Balagia	\$250.00
Michael D. Figler	\$245.00
Jason T. Hill, Of Counsel	\$485.00
Law Clerks	\$220.00
Contract Administrators	\$220.00
eDiscovery Project Managers	\$220.00
Paralegals/Legal Assistants	\$170.00

Request for Taxpayer Identification Number and Certification

**Give Form to the
 requester. Do not
 send to the IRS.**

▶ Go to www.irs.gov/FormW9 for instructions and the latest information.

Print or type.
See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.
Allensworth and Porter, LLP

2 Business name/disregarded entity name, if different from above
Allensworth

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only **one** of the following seven boxes.

Individual/sole proprietor or single-member LLC
 C Corporation
 S Corporation
 Partnership
 Trust/estate

Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ _____
Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is **not** disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

Other (see instructions) ▶ _____

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):
 Exempt payee code (if any) _____
 Exemption from FATCA reporting code (if any) _____
(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.
303 Colorado Street, Suite 2800

6 City, state, and ZIP code
Austin, Texas 78701

7 List account number(s) here (optional)

Requester's name and address (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number											
-				-							
or											
Employer identification number											
7	4			-	2	7	2	7	8	1	0

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person ▶	Date ▶ <u>1-2-2024</u>
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.

THE TEXAS LAWYER'S CREED
A MANDATE FOR PROFESSIONALISM

Promulgated by
The Supreme Court of Texas and the Court of Criminal Appeals
November 7, 1989

I am a lawyer. I am entrusted by the People of Texas to preserve and improve our legal system. I am licensed by the Supreme Court of Texas. I must therefore abide by the Texas Disciplinary Rules of Professional Conduct, but I know that professionalism requires more than merely avoiding the violation of laws and rules. I am committed to this creed for no other reason than it is right.

I. OUR LEGAL SYSTEM

A lawyer owes to the administration of justice personal dignity, integrity, and independence. A lawyer should always adhere to the highest principles of professionalism.

1. I am passionately proud of my profession. Therefore, "My word is my bond."
 2. I am responsible to assure that all persons have access to competent representation regardless of wealth or position in life.
 3. I commit myself to an adequate and effective pro bono program.
 4. I am obligated to educate my clients, the public, and other lawyers regarding the spirit and letter of this Creed.
 5. I will always be conscious of my duty to the judicial system.
-

II. LAWYER TO CLIENT

A lawyer owes to a client allegiance, learning, skill, and industry. A lawyer shall employ all appropriate means to protect and advance the client's legitimate rights, claims, and objectives. A lawyer shall not be deterred by any real or imagined fear of judicial disfavor or public unpopularity, nor be influenced by mere self-interest.

1. I will advise my client of the contents of this creed when undertaking representation.
2. I will endeavor to achieve my client's lawful objectives in legal transactions and in litigation as quickly and economically as possible.
3. I will be loyal and committed to my client's lawful objectives, but I will not permit that loyalty and commitment to interfere with my duty to provide objective and independent advice.
4. I will advise my client that civility and courtesy are expected and are not a sign of weakness.

5. I will advise my client of proper and expected behavior.
 6. I will treat adverse parties and witnesses with fairness and due consideration. A client has no right to demand that I abuse anyone or indulge in any offensive conduct.
 7. I will advise my client that we will not pursue conduct which is intended primarily to harass or drain the financial resources of the opposing party.
 8. I will advise my client that we will not pursue tactics which are intended primarily for delay.
 9. I will advise my client that we will not pursue any course of action which is without merit.
 10. I will advise my client that I reserve the right to determine whether to grant accommodations to opposing counsel in all matters that do not adversely affect my client's lawful objectives. A client has no right to instruct me to refuse reasonable requests made by other counsel.
 11. I will advise my client regarding the availability of mediation, arbitration, and other alternative methods of resolving and settling disputes.
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III. LAWYER TO LAWYER

A lawyer owes to opposing counsel, in the conduct of legal transactions and the pursuit of litigation, courtesy, candor, cooperation, and scrupulous observance of all agreements and mutual understandings. Ill feelings between clients shall not influence a lawyer's conduct, attitude, or demeanor toward opposing counsel. A lawyer shall not engage in unprofessional conduct in retaliation against other unprofessional conduct.

1. I will be courteous, civil, and prompt in oral and written communications.
2. I will not quarrel over matters of form or style, but I will concentrate on matters of substance.
3. I will identify for other counsel or parties all changes I have made in documents submitted for review.
4. I will attempt to prepare documents which correctly reflect the agreement of the parties. I will not include provisions which have not been agreed upon or omit provisions which are necessary to reflect the agreement of the parties.
5. I will notify opposing counsel, and, if appropriate, the Court or other persons, as soon as practicable, when hearings, depositions, meetings, conferences or closings are cancelled.
6. I will agree to reasonable requests for extensions of time and for waiver of procedural formalities, provided legitimate objectives of my client will not be adversely affected.

7. I will not serve motions or pleadings in any manner that unfairly limits another party's opportunity to respond.
8. I will attempt to resolve by agreement my objections to matters contained in pleadings and discovery requests and responses.
9. I can disagree without being disagreeable. I recognize that effective representation does not require antagonistic or obnoxious behavior. I will neither encourage nor knowingly permit my client or anyone under my control to do anything which would be unethical or improper if done by me.
10. I will not, without good cause, attribute bad motives or unethical conduct to opposing counsel nor bring the profession into disrepute by unfounded accusations of impropriety. I will avoid disparaging personal remarks or acrimony towards opposing counsel, parties and witnesses. I will not be influenced by any ill feeling between clients. I will abstain from any allusion to personal peculiarities or idiosyncrasies of opposing counsel.
11. I will not take advantage, by causing any default or dismissal to be rendered, when I know the identity of an opposing counsel, without first inquiring about that counsel's intention to proceed.
12. I will promptly submit orders to the Court. I will deliver copies to opposing counsel before or contemporaneously with submission to the Court. I Will promptly approve the form of orders which accurately reflect the substance of the rulings of the Court.
13. I will not attempt to gain an unfair advantage by sending the Court or its staff correspondence or copies of correspondence.
14. I will not arbitrarily schedule a deposition, court appearance, or hearing until a good faith effort has been made to schedule it by agreement.
15. I will readily stipulate to undisputed facts in order to avoid needless costs or inconvenience for any party.
16. I will refrain from excessive and abusive discovery.
17. I will comply with all reasonable discovery requests. I will not resist discovery requests which are not objectionable. I will not make objections nor give instructions to a witness for the purpose of delaying or obstructing the discovery process. I will encourage witnesses to respond to all deposition questions which are reasonably understandable. I will neither encourage nor permit my witness to quibble about words where their meaning is reasonably clear.
18. I will not seek Court intervention to obtain discovery which is clearly improper and not discoverable.
19. I will not seek sanctions or disqualification unless it is necessary for protection of my client's lawful objectives or is fully justified by the circumstances.

IV. LAWYER AND JUDGE

Lawyers and judges owe each other respect, diligence, candor, punctuality, and protection against unjust and improper criticism and attack. Lawyers and judges are equally responsible to protect the dignity and independence of the Court and the profession.

1. I will always recognize that the position of judge is the symbol of both the judicial system and administration of justice. I will refrain from conduct that degrades this symbol.
2. I will conduct myself in Court in a professional manner and demonstrate my respect for the Court and the law.
3. I will treat counsel, opposing parties, the Court, and members of the Court staff with courtesy and civility.
4. I will be punctual.
5. I will not engage in any conduct which offends the dignity and decorum of proceedings.
6. I will not knowingly misrepresent, mischaracterize, misquote or miscite facts or authorities to gain an advantage.
7. I will respect the rulings of the Court.
8. I will give the issues in controversy deliberate, impartial and studied analysis and consideration.
9. I will be considerate of the time constraints and pressures imposed upon the Court, Court staff and counsel in efforts to administer justice and resolve disputes.

ORDER OF THE SUPREME COURT OF TEXAS AND THE COURT OF CRIMINAL APPEALS

The conduct of a lawyer should be characterized at all times by honesty, candor, and fairness. In fulfilling his or her primary duty to a client, a lawyer must be ever mindful of the profession's broader duty to the legal system.

The Supreme Court of Texas and the Court of Criminal Appeals are committed to eliminating a practice in our State by a minority of lawyers of abusive tactics which have surfaced in many parts of our country. We believe such tactics are a disservice to our citizens, harmful to clients, and demeaning to our profession.

The abusive tactics range from lack of civility to outright hostility and obstructionism. Such behavior does not serve justice but tends to delay and often deny justice. The lawyers who use abusive tactics instead of being part of the solution have become part of the problem.

The desire for respect and confidence by lawyers from the public should provide the members of our profession with the necessary incentive to attain the highest degree of

ethical and professional conduct. These rules are primarily aspirational. Compliance with the rules depends primarily upon understanding and voluntary compliance, secondarily upon re-enforcement by peer pressure and public opinion, and finally when necessary by enforcement by the courts through their inherent powers and rules already in existence.

These standards are not a set of rules that lawyers can use and abuse to incite ancillary litigation or arguments over whether or not they have been observed.

We must always be mindful that the practice of law is a profession. As members of a learned art we pursue a common calling in the spirit of public service. We have a proud tradition. Throughout the history of our nation, the members of our citizenry have looked to the ranks of our profession for leadership and guidance. Let us now as a profession each rededicate ourselves to practice law so we can restore public confidence in our profession, faithfully serve our clients, and fulfill our responsibility to the legal system.

The Supreme Court of Texas and the Court of Criminal Appeals hereby promulgate and adopt

"The Texas Lawyer's Creed - A Mandate for Professionalism" as attached hereto and made a part hereof.

In Chambers, this 7th day of November, 1989.

The Supreme Court of Texas

Thomas. R. Phillips, Chief Justice
Franklin S. Spears
C. L. Ray
Raul A. Gonzales
Oscar H. Mauzy
Eugene A. Cook
Jack Hightower
Nathan L. Hecht
Lloyd A. Doggett
Justices

The Court of Criminal Appeals

Michael J. McCormick, Presiding Judge
W. C. Davis
Sam Houston Clinton
Marvin O. Teague
Chuck Miller
Charles F. (Chuck) Campbell
Bill White
M. P. Duncan, III
David A. Berchelmann, Jr.
Judges