

ATTORNEY/CLIENT ENGAGEMENT AGREEMENT
(Williamson County, Texas)

THIS ENGAGEMENT AGREEMENT ("Agreement") is made this 5TH day of OCTOBER, 2010, by and between WILLIAMSON COUNTY, TEXAS, "Client", and DIETZ & JARRAD, P.C., "Attorney".

Client, in consideration of services to be rendered by Attorney to Client pursuant to the authorization of Commissioners Court Order No. 45 of August 17, 2010, retains Attorney to represent it as attorney in connection with the legal services and matters described more fully in No. 3 below.

Client and Attorney agree:

1. Attorney will devote his professional abilities to the legal matters, strive to keep Client informed of all significant developments in matters handled by the Attorney and be available to answer inquiries. Attorney will coordinate with County Attorney regarding all legal matters.
2. Client agrees to compensate Attorney for its services at the rates described herein for the time which has been devoted to Client's legal matters. Client agrees to compensate Attorney and legal assistants for these services at the following rates:

R. Mark Dietz:	\$165/hr
J. Lee Jarrad	\$165/hr
Legal Assistants	\$ 65/hr

Client agrees to pay to Attorney costs and disbursements incurred in said matter, including but not limited to: (1) long distance telephone charges; (2) facsimile charges; and (3) copying charges.

3. Attorney's fee is for the following services:

Representation of Client in the following matters:

- Pupko v. Williamson County, et al.
- Landfill Permit Matters, including appeal of SOAH ruling to District Court and review of all permit modification and amendments as requested by TCEQ

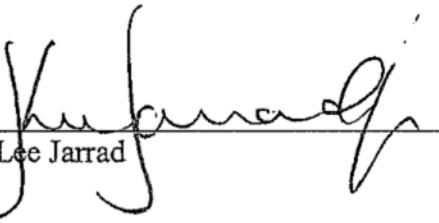
4. **Client has the right to cancel this Agreement and terminate Attorney's representation at any time by written notice to the Attorney.** Attorney agrees that irrespective of the merit of any cause of action, Attorney will never contest fee payments, or institute legal proceedings to recover said fee payments, except for payment for services already provided.

5. Client and Attorney agree that this Agreement can only be amended by a written document signed by both Client and Attorney.

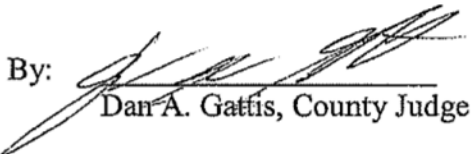
DATED: 10-5-2010

DIETZ & JARRAD, P.C.

By: 
R. Mark Dietz

By: 
J. Lee Jarrad

WILLIAMSON COUNTY, TEXAS

By: 
Dan A. Gattis, County Judge