

**D. BRENNAN REILLY, P.C.**  
**ATTORNEY & COUNSELOR**

May 15, 2012

*Via Email (c/o ldelia@wilco.org)*

Hal Hawes, Esq.  
Legal Advisor to Commissioner's Court  
Williamson County  
710 Main Street, Suite 200  
Georgetown, Texas 78626

Dear Mr. Hawes:

Thank you for selecting the firm to represent Williamson County (the "County") in connection with the review of the County's wellness program. I am writing this letter to you to confirm the basis for representation. This letter will confirm our understanding with regard to the legal services to be performed, as well as legal fees and expenses.

The firm will render legal counsel with regard to a review of the County's wellness program and other employee benefits matters mutually agreed from time to time. At this time, a retainer is not required. However, a retainer may be required in the future as a condition for continued engagement.

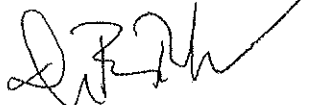
The firm will bill you monthly at our standard hourly rate for legal fees as well as for the actual cost of any direct expenses. The County will pay the firm for any fees and expenses within thirty (30) days after the billing date. My current standard billing rate is \$350.00 per hour.

You will advise me if I need to complete a conflict of interest questionnaire or any other documents to complete the engagement by the County.

If the foregoing correctly sets forth our agreement concerning the work to be performed and the payment of legal fees and expenses in connection therewith, please execute this letter in the space provided below and return one fully executed copy to me.

Thank you for the confidence you have displayed in me. It is a privilege to be of service to you and the County.

Very truly yours,



D. Brennan Reilly

Hal Hawes, Esq.  
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Agreed to and accepted this 22<sup>nd</sup> day of may, 2012.

WILLIAMSON COUNTY, TEXAS

By:  Dan A. Gattis  
Its: County Judge