



RESOLUTION NO. 20160426-05

**A RESOLUTION AUTHORIZING EXECUTIVE DIRECTOR TO EXECUTE AN ENGAGEMENT LETTER
WITH STRASBURGER & PRICE, LLP FOR LEGAL SERVICES**

WHEREAS, TexAmericas Center is a political subdivision of the State of Texas with the powers and authorities specified in Chapter 3503 of the Special District Local Laws Code of the State of Texas; and

WHEREAS, it has come to the attention of TexAmericas Center that the Authority may have inadvertently made excess plan contributions to the TexAmericas Center 457 Plan Retirement System for the employees of TexAmericas Center; and

WHEREAS, excess plan contributions involve a complicated and potentially expensive process involving potential income tax ramifications such as penalties; and

WHEREAS, it is necessary to retain attorneys having expertise and extensive experience in handling these types of matters with regard to the ramifications to the employees of TexAmericas Center, to TexAmericas Center itself, and to pursue any remedies which might be available against the plan administrator; and

WHEREAS, the staff of TexAmericas Center has made inquiry with regard to competent, experienced attorneys, and has discussed the matter with the Strasburger & Price, LLP law firm in Dallas, Texas, which has agreed to represent TexAmericas Center upon the terms set forth in the attached Engagement Letter;

NOW, THEREFORE, BE IT RESOLVED, that TexAmericas Center retain the services of Strasburger & Price, LLP to represent it with regard to the excess plan contributions and related matters; and

BE IT FURTHER RESOLVED, that Scott Norton, Executive Director/CEO shall be and he is hereby authorized to execute the attached Engagement Letter by and on behalf of TexAmericas Center and to take such actions as may be necessary to assist the attorneys in reviewing the status of this matter, reaching a conclusion as to the actions which need to be taken, and to pursue any remedies which might be available to TexAmericas Center.

PASSED and APPROVED this 26th day of April, 2016.


Gabe Tarr, Vice-Chairman of the Board

ATTEST:


Boyd Sartin, Secretary/Treasurer

April 19, 2016

LUKE BAILEY
214.651.4572
Direct Fax: 214.659.4167
luke.bailey@strasburger.com

scott.norton@texamericascenter.com

Mr. Scott Norton
TexAmericas Center
107 Chapel Lane
New Boston, TX 75570

Re: TexAmericas Center – 457(b) plan

Dear Mr. Norton:

Thank you very much for allowing Strasburger & Price, LLP the opportunity to assist you in connection with the referenced matter. This letter outlines some of the specific terms of our engagement. If we provide services to you before a signed copy of this letter is returned to us, such services are provided under the terms of this letter. If you have any questions about these matters, please call me.

Client

Our client is TexAmericas Center (the "Client"). All communications (including statements for services) will be addressed to the Client at the address shown above.

Scope of Work

Our engagement is limited to providing legal services and does not include accounting, financial, management, or other non-legal services.

Conflicts of Interest

We represent many other companies and individuals. It is possible that during the time that we are representing the Clients, some of our present or future clients will have disputes or transactions with the Clients. Our representation of the Clients pursuant to this letter constitutes the agreement of the Clients that we may continue to represent or may undertake in the future to represent existing or new clients in any matter against the interests of Clients that is not substantially related to our work for Clients.

Certain Relationships

Some of our lawyers have spouses or relatives working at other law firms. Our policy is that, unless our clients consent, no firm attorney will be substantially involved in any matter if the spouse of such attorney is personally involved in representing our clients' opponent. However, we do not attempt to determine if any attorney of this firm (whether or not involved in representing our clients) has a spouse associated with any law firm representing any party with

Strasburger & Price, LLP

Mr. Scott Norton
TexAmericas Center
April 19, 2016
Page 2

interests adverse to our clients'. We do not prohibit our lawyers from representing a client in a matter in which the adversary is represented by a relative other than a spouse.

In addition, we from time to time represent or may be represented by other lawyers and law firms. We also refer matters to and are referred matters by lawyers and law firms; in some cases these law firm relationships may be long-standing and involve a network of law firms that regularly refer matters to each other. With respect to the other types of relationships described above, we do not attempt to determine if any of the lawyers or law firms involved in those relationships are also involved as counsel for any adverse party. We will not advise nor seek the consent of Clients prior to establishing an attorney-client or business referral relationship with a lawyer or law firm in the future.

As a result, it is possible that a party with interests adverse to the interests of Clients may be represented by an attorney with a relationship to us of the types described above. None of those relationships will adversely affect or limit our representation of Clients. However, if Clients have concerns regarding specific lawyers or law firms or about our policies generally, please let us know so that we can address those concerns at the outset.

Also, we do not attempt to monitor investments that may be made by any of our partners or employees. If Clients have a particular concern, we should be so advised promptly so that we can attempt to obtain the relevant information or advise Clients that it is not feasible so that Clients can determine what they wish to do.

Personnel

While I will have the primary responsibility for representing the Clients, other lawyers in our firm (including younger lawyers or lawyers who work in different areas from mine) and legal assistants may be involved when I believe it would be beneficial to the Clients.

Records

Clients should retain all originals and copies of documents that Clients desire for future reference. We retain most of our file only for a certain period of time, and ultimately our file will be destroyed. We do not contact our clients prior to such destruction, and we disclaim responsibility for the return of any documents or their preservation for any particular length of time.

Disclosure to Third Parties

From time to time we use services provided by third parties. These include litigation support, storage, document management, computer systems, information technology services, accounting and financial services, and similar services. We also may use contract lawyers and non-lawyers in certain matters. As a result, these parties may have access to confidential client information. We endeavor to deal only with providers who understand our obligation to maintain

Mr. Scott Norton
TexAmericas Center
April 19, 2016
Page 3

the confidences of our clients. If Clients have any concerns about this, please contact us so that we may address those concerns.

Fees

Our fee is generally based on the time spent by each attorney and legal assistant and the hourly rates we establish based upon the level of expertise of each attorney or legal assistant involved. The time for which we charge includes all time spent in representing the interests of Clients and will include, for example, telephone and office conferences with Clients, counsel for other parties, conferences among our legal and non-legal personnel, research and investigation, responses to requests for information, and travel time. Our time is billed in minimum increments of one-tenth of an hour. However, fees derived from these calculations may be modified when we consider other factors involved, such as the novelty and difficulty of the issues involved, the skill required to perform the legal services properly, time constraints which may necessitate extraordinary effort, the amount involved and the results obtained through our services, the likelihood that such employment will preclude other employment, the fee customarily charged by others for similar services, and the nature and length of our relationship with Clients.

My current hourly rate for this engagement is \$700 and the current hourly rate for Rachel Rubenstein, who will be assisting me in this matter, is \$350. Our rates are reviewed at least annually and may be adjusted from time to time.

Additional Charges

Our invoices will reflect charges for items such as long distance telephone charges and facsimile charges, document copying, printing and scanning expenses, messenger and special delivery services, travel expenses, and filing and recording fees and may include charges for extraordinary items (including secretarial overtime) that may be generated by the particular demands of the project involved.

Billing Practices and Payment

We bill for matters on a monthly basis. Aggregate expenses in excess of \$250 will be billed monthly. Payment of our bills is due upon receipt of our invoice. All amounts not paid within thirty (30) days of the date of our invoice therefor will bear interest from the date of the invoice at the rate of ten percent (10%) per annum compounded annually, and we may, subject to ethical requirements, terminate our representation, or cease further work until payment is received.

Termination

Clients may terminate our employment at any time by notifying us. We may withdraw from our representation of Clients by notifying Clients in writing. In either case, our withdrawal will be accomplished subject to applicable ethical requirements. Upon termination of our representation, Clients will be obligated to pay us for all services rendered and expenses incurred through the date of termination.

Mr. Scott Norton
TexAmericas Center
April 19, 2016
Page 4

Independent Legal Review

We have written this engagement letter on our own behalf. Clients should feel free to seek independent legal advice from your in-house or other independent legal counsel regarding this engagement letter.

Attorney Complaint Information

Although we intend to maintain the high standard of ethical conduct towards Clients and others as set out and enforced by the State Bar of Texas, if for any reason Clients believe an attorney in our Firm has violated the written rules of professional conduct for lawyers and has questions prior to filing a grievance, Clients may either contact the Office of the Chief Disciplinary Counsel of the State Bar of Texas by calling 1-866-224-5999 (toll free) or writing to P. O. Box 12487, Austin, Texas 78711-2487. Please note that by signing the grievance form any attorney-client privilege which would otherwise keep discussions between your attorney and you confidential will be waived.

Electronic Mail

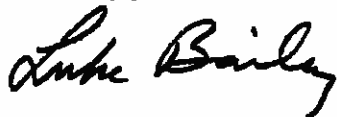
In the course of our representation, we may have occasion to communicate with Clients and with others by electronic mail. Such communications will not be encrypted. Although interception of such communications by a third party would constitute a violation of federal law, we can offer no assurance that such interception will not occur. We will abide by any instructions Clients may give us concerning electronic mail communications; in the absence of such instructions, we will use our own judgment regarding the advisability of using such means of communication.

Texas Lawyer's Creed

On November 7, 1989, the Supreme Court of Texas adopted the Texas Lawyer's Creed - a Mandate for Professionalism. Paragraph II, subparagraph 1 of the Creed requires us to advise you of its contents when we undertake representation. A copy of the Creed is enclosed. We intend to abide by the Creed.

Please sign and return the enclosed copy of this letter. We look forward to representing Client.

Very truly yours,



LUKE D. BAILEY

Strasburger
ATTORNEYS AT LAW

Mr. Scott Norton
TexAmericas Center
April 19, 2016
Page 5

LDB:js
Enclosure

TEXAMERICAS CENTER agrees to retain
Strasburger & Price, LLP on the foregoing terms:

By: 

Date: 4/20/16

THE TEXAS LAWYER'S CREED— A MANDATE FOR PROFESSIONALISM

Adopted November 7, 1989

Table of Contents

ORDER OF ADOPTION	I. Our Legal System
THE TEXAS LAWYER'S CREED—A MANDATE FOR PROFESSIONALISM	II. Lawyer to Client.
	III. Lawyer to Lawyer.
	IV. Lawyer to Judge.

ORDER OF ADOPTION

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 TEXAS LAWYER'S CREED—A MANDATE FOR PROFESSIONALISM

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 legal 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.

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.