



DARCY ALAN FROWNFEILER
darcy.frownfelter@kempsmith.com

Date: June 10, 2025
To: Board of Directors, Edwards Aquifer Authority
From: Darcy Alan Frownfelter
Re: Engagement Letter -- Legal Advisor

The Edwards Aquifer Authority (EAA) engages Darcy Alan Frownfelter as Legal Advisor under the terms and conditions of this Engagement Letter. The term of this Engagement Letter begins on July 16, 2025, and expires on December 31, 2026. This engagement may be terminated by either party for any reason upon ten days written notice. If terminated by Mr. Frownfelter, he may do so only consistent with the Texas Disciplinary Rules of Professional Conduct to ensure that the EAA is not prejudiced in any manner by such action. Additionally, Mr. Frownfelter is responsible for avoiding any conflicts of interest. The terms of this Engagement Letter may also be extended including any appropriate amendments to its terms with the agreement of the EAA and Mr. Frownfelter.

Mr. Frownfelter will perform services as may be requested by the EAA General Manager, or his delegee, that relate to the following: (1) support of the EAA's efforts to renew ITP No. TE63663A-1 before the U.S. Fish & Wildlife Service; (2) support in the transition from his prior role as EAA General Counsel to his successor; and (3) assistance in other EAA activities from time to time as, in the judgement of the EAA General Manager, may be beneficial to the EAA.

The EAA agrees to pay Mr. Frownfelter on a fixed fee basis as follows: \$15,000 per month during the term of this Engagement Letter. Invoices in this amount will be sent monthly from Kemp Smith Law to the EAA for Mr. Frownfelter's services. The terms of each invoice will be net 30 days upon EAA receipt and approval of that invoice. Mr. Frownfelter will be responsible for the payment of all his costs and expenses.

The EAA General Manager, or his delegee, will manage the administration of this Engagement Letter and the activities of Mr. Frownfelter.

Darcy Alan Frownfelter

Date

ACCEPTED:

Enrique Valdivia, Chairman, Board of Directors

Date

ATTEST:

Rachel Allyn Sanborn, Secretary, Board of Directors

Date