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January 11, 2012

Via Regular Mail and Email

Mr. Clayton W. Chandler
City Manager
City of Mansfield, Texas
1200 East Broad Street
Mansfield TX 76063
clayton.chandler@mansfield-tx.gov

Dear Mr. Chandler:

As you may be aware, the Public Finance partners of Vinson & Elkins LLP (inclusive of related tax and securities partners), announced that they were joining Bracewell & Giuliani LLP ("Bracewell") effective on or about January 17, 2012. The departing attorneys include Ben Brooks, Robert Collins, Jonathan Leatherberry and George Rodriguez of the Dallas office, Charles Almond, Cristy Edwards, Jonathan Frels, Steve Gerdes, Todd Greenwalt, Barron Wallace of the Houston office, Glenn Opel, Victoria Ozimek, Elizabeth Bowes of the Austin office, and Paul Maco of the District of Columbia office.

Bracewell, like Vinson & Elkins, is a full service firm with offices in Houston, Dallas, Austin, San Antonio, District of Columbia, New York and other national and international locations. Our Public Finance lawyers are nationally recognized and bring extensive municipal finance, project finance, urban development, and related securities and tax experience to Bracewell's existing platform, and will compliment Bracewell's existing practices.

This is a parting of respected colleagues and friends, and, while V&E regrets losing the Public Finance group as colleagues, we believe, as they do, that Bracewell will be an excellent platform and will enable them to continue to provide the highest quality of legal services in this area as well as the opportunity to expand their practices. For those clients who desire to continue their relationships with these lawyers, the Firm will make every effort to ensure that the transition to Bracewell is as seamless as possible. You also, of course, may transfer your public finance work to a firm other than Bracewell, and if you so choose we will assist in that transition as well. After this transition, V&E will no longer be engaged in practice in the public finance area, so we would appreciate your letting us know your preference as to future representation in such matters as soon as you can.

Client Files

As your lawyers, V&E maintains various files on your behalf consistent with our current engagement letter. In order to ensure that your current and future legal matters and

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related files are handled without interruption, we are providing this letter to allow you to transfer your public finance related files to Bracewell. If you wish your public finance matters to continue to be handled by the lawyers who will be moving to Bracewell, the contents of your files (hard copy and electronic) held by us will be transferred to Bracewell as they are needed. Files not requested by Bracewell will be retained by V&E for such periods as provided for in the Firm's retention policies. Your consent to this arrangement will apply to requests by Bracewell for additional materials within two years of the date of this letter without any further action on your part. However, retention of any of your files, including original documents, will not imply that you continue to be an active client of V&E (except, of course, with respect to active representations other than those previously handled by our Public Finance lawyers).

Fees

Any amounts owed with respect to invoices sent to you by V&E for work done by our departing lawyers should be paid to V&E in the usual way. Any invoices received by you in the future from Bracewell should be paid to Bracewell. If you have any questions regarding your arrangements for current and future representation, please contact Robert Collins at 214.220.7927 or Carl Jordan at 713.758.2258. If you have any questions regarding the transfer of files, please contact Shawn Knight at 713.758.2767.

If you consent to these arrangements for future representation by Bracewell as to your public finance matters, please sign and return the enclosed copy of this letter in the envelope provided. If you do not consent, you will need to instruct us as to where you desire your files to be transferred so that we may undertake the necessary communications with those attorneys.

I would like to take this opportunity to reiterate that Vinson & Elkins values and has valued your relationship with the firm, and we thank you for your past and continued support. V&E, of course, remains ready to assist you with your legal needs outside the public finance area.

Best regards,



Scott N. Wulfe
Managing Partner

cc: Robert R. Collins, III
Peter K. Phillis – peter.phillis@mansfield-tx.gov



- With respect to all matters currently or previously handled by Vinson & Elkins LLP, Public Finance attorneys, I/ we consent to the transfer of files and my/our future representation to Bracewell & Giuliani*

- With respect to all matters currently or previously handled by Vinson & Elkins LLP Public Finance attorneys, I/we elect to transfer my/our future representation to:*

_____ and you are requested to communicate with that firm regarding the circumstances of the transfer of my/our representation and my/our files.

Name (in print): _____

Signature: _____

Phone number(s): _____

Please return the above form to Shawn Knight at Vinson & Elkins LLP in the enclosed stamped pre-addressed return envelope. In addition to returning the original of this form via regular U.S. mail, and in order to expedite transfer of your files, we also request that you either fax or scan and email a copy of this form to W. Carl Jordan at Vinson & Elkins LLP at 713-615-5334 or cjordan@velaw.com.