



The Arbitrage Group, Inc.

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June 21, 2018

Mr. Shelton Vance, CPA
County Administrator
Madison County
P.O. Box 608
Canton, Mississippi 39046

Dear Mr. Vance:

We are pleased to submit this engagement letter which describes the assistance we will provide to Madison County (the "County") regarding the calculation of arbitrage earnings for the \$15,000,000 Madison County, Mississippi General Road and Bridge Bonds, Series 2014 (the "Bonds"). This letter provides our understanding of the needs of the County for the Bonds, lists the information that is to be provided for the Bonds to The Arbitrage Group, Inc. (the "Group") to compute the arbitrage earnings amount, and describes the procedures to be performed.

The County needs to determine the arbitrage earnings amount for the Bonds for the period from the date of issuance of November 18, 2014 to November 1, 2017 and November 1, 2019 (the end of the 3rd Bond Year and 5th Bond Year) (the "Computation Periods"). The arbitrage earnings amount is the difference between:

1. The actual earnings on nonpurpose investments purchased with gross proceeds of the Bonds during the Computation Period, and
2. The earnings which would have been earned during the Computation Period on nonpurpose investments if such investments had been invested at a rate equal to the yield on the Bonds.

The County will be responsible for providing the Group with the applicable documentation required to calculate the arbitrage earnings amount. This documentation includes:

1. Closing Memorandum from the Bond Transcripts (**Received**);
2. Certificate as to Non-Arbitrage (**Received**);
3. IRS Form 8038-G (**Received**);
4. Official Statement (**Per EMMA**);

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5. Trust statements (or equivalent) indicating detailed investment activity for the entire Computation Period for each fund/account in which gross proceeds of the Bonds were held (**i.e. Construction Fund, Costs of Issuance Fund, Bond Fund...**); and,
6. If the Bonds have been refunded, the Closing Memorandum from the Bond Transcripts, Certificate as to Non-Arbitrage, IRS Form 8038-G, and Verification Report issued with respect to the Refunding Bond Issue.

Please note that all items referenced above have already been provided by or on behalf of the County; except for item 5 and item 6 if applicable.

Utilizing the information provided by the County, the following procedures will be applied by the Group:

1. Review the documents associated with the issuance of the Bonds to identify key characteristics of the Bonds and the related arbitrage requirements;
2. Review the trust statements and determine that all trust statements related to the Computation Period have been provided;
3. Assemble a schedule of the debt service requirements of the Bonds and calculate the yield of the Bonds;
4. Assemble schedules of investment activity for each fund/account subject to the arbitrage rebate requirements and calculate the arbitrage earnings amount for the Computation Period;
5. Prepare a draft report of our findings which will include a summary of the information and computational assumptions affecting the calculations;
6. Submit our draft report to the County for review and approval; and,
7. Complete quality reviews of the report and the supporting documentation and issue our report to the County along with IRS Form 8038-T as applicable.

The successful completion of this engagement will require close coordination between the personnel resources of the County and the Group. Accordingly, we will assign a Project Director for this engagement to coordinate engagement activities and we would like the County to do the same.

We will have no obligation to update our report or to check any revised calculations because of events and transactions occurring subsequent to the date of our report. Our report is to be issued solely for your information and assistance and is not to be quoted or referred to in other documents without our prior written consent.

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It is assumed that all of the appropriate documentation is available in a concise, organized, and complete manner and that we will have access to the individuals responsible for the investment portfolio. Based on these assumptions, the fee for the defined Computation Period will be \$2,500 for the first report to November 1, 2017 and \$1,000 for the update to November 1, 2019.

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We look forward to working with you on this project. If you have any comments or questions regarding this engagement please do not hesitate to call me at (713) 522-8526.

To signify your acceptance of the arrangements described in this letter, please return a signed copy of this letter.

Very truly yours,

The Arbitrage Group, Inc.



Joe L. Aviles
Partner

Accepted by: Madison County

By: _____

Title: _____

Date: _____