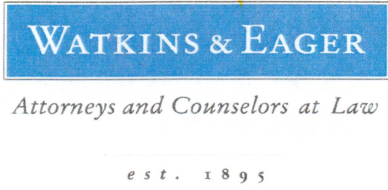


MAILING ADDRESS:
POST OFFICE BOX 650
JACKSON, MISSISSIPPI 39205
TELEPHONE: (601) 965-1900
FACSIMILE: (601) 965-1901



SPENCER J. FLATGARD
DIRECT DIAL: (601) 965-1888
E-MAIL ADDRESS:
sflatgard@watkinscager.com

August 8, 2018

Madison County Election Commission
Post Office Box 1626
Canton, Mississippi 39046

Dear Commissioners,

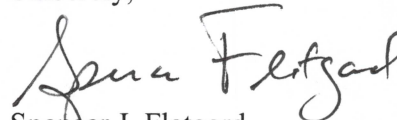
It has been my privilege to represent the Madison County Election Commission since 2004. This year, I have moved my solo law practice to Watkins & Eager PLLC. One of the reasons I joined the firm is it has allowed me to have access to a breadth and a depth of expertise to better serve my clients.

I will continue to work for Madison County at a discount from my regular hourly rate at \$225.00 per hour. I won't charge mileage for driving to and from Canton. I will include in my bills a request for reimbursement of any charges that I incur in my representation such as such as postage, copies, or court fees.

Should this engagement letter with Watkins & Eager PLLC meet with your approval, please indicate your acceptance by signing below. If you would, then please forward this letter agreement to the Madison County Board of Supervisors for their consideration and approval.

Again, thank you for the opportunity to serve you and the voters of Madison County.

Sincerely,



Spencer J. Flatgard

On behalf of the Madison County Election Commission, the terms set forth in this letter are approved.

BY: Pat Innesdale
President, Madison County Election Commission

DATE: 08/08/2018

On behalf of the Madison County Board of Supervisors, the terms set forth in this letter are approved.

BY: _____
President, Madison County Board of Supervisors

DATE: _____