The Arbitrage Group, Inc.

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June 3, 2026

Ms. Na'Son White
Comptroller
Madison County
P.O. Box 608
Canton, Mississippi 39046

Dear Ms. White:

We are pleased to submit this engagement letter which describes the assistance we will provide to Madison County ("Borrower") regarding the calculation of arbitrage earnings for the $15,000,000 Mississippi Development Bank Special Obligation Bonds, Series 2026A (Madison County, Mississippi Public Improvement General Obligation Bond Project) ("Bonds"). This letter provides our understanding of the needs of the Borrower for the Bonds, lists the information that is to be provided for the Bonds to The Arbitrage Group, Inc. ("Group") to compute the arbitrage earnings amount, and describes the procedures to be performed.

The Borrower needs to determine the arbitrage earnings amount for the Bonds for the period from the date of issuance of May 28, 2025 to May 28, 2027 ("Computation Period"). 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 Borrower will be responsible for providing the Group with the applicable documentation required to calculate the arbitrage earnings amount. This documentation includes:

1. Official Statement;

2. Tax Compliance and No-Arbitrage Certificate;

3. IRS Form 8038-G;

4. 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. Project Fund);** and**,**

Utilizing the information provided by the Borrower, 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 Borrower for review and approval; and,
5. Complete quality reviews of the report and the supporting documentation and issue our report to the Borrower along with IRS Form 8038-T as applicable.

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

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 $1,500 and $1,000 for each update, as needed.

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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) 522-8527.

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.

H. Troy Merrill

H. Troy Merrill
Partner

Accepted by: Madison County

By: ______________________________

Title: ______________________________

Date: ______________________________