

MASTER DEVELOPMENT AGREEMENT

THIS MASTER DEVELOPMENT AGREEMENT (this “Agreement”) is made as of this the ____ day of _____, 2026 (the “Effective Date”), by and among MADISON COUNTY, MISSISSIPPI, a political subdivision of the State of Mississippi (the “County”), MADISON COUNTY ECONOMIC DEVELOPMENT AUTHORITY, a Mississippi body politic (“MCEDA”), and HOTEL CONFERENCE CENTER MANAGEMENT SPE LLC, a Mississippi limited liability company (together with its successors and permitted assigns, the “Developer”). The County, MCEDA, and the Developer are referred to herein individually as a “Party” and collectively as the “Parties.” Capitalized terms used in the RECITALS hereof and not defined therein shall have the meanings ascribed thereto in ARTICLE 1 hereof.

Recitals

Pursuant to the REDA Agreement, the County, the City, and MCEDA have formed a regional economic development alliance (the “Alliance”) governed by an Alliance Board comprised of the Mayor of the City, the Executive Director of MCEDA, and a Supervisor from the County Board (the “Alliance Board”) to carry out certain powers, authorities, and responsibilities of the County, the City, and MCEDA in connection with the Conference Center Project;

The Alliance Board will oversee all facets of the Conference Center Project and will consult with a Project Advisory Committee (as defined herein), and it is anticipated that the Project Advisory Committee will consider, advise and make recommendations, as contemplated herein or otherwise as requested, to the Alliance Board, the County, the City and MCEDA with respect to all material and substantive matters concerning the Conference Center Project;

Article 1. *DEFINITIONS*

“***Project Advisory Committee***” means a committee established by the Alliance Board in accordance with the REDA Agreement and composed of each member of the Alliance Board and one representative designated by the Developer, acting collectively for the limited purposes expressly set forth in this Agreement, all in accordance with the Applicable Legal Requirements, to provide advice and recommendations to the Governmental Parties as specified herein.