

Engagement Letter

September 14, 2015

Rogers & Associates, hereinafter ("RA"), proposes to provide certain advisory and consulting services, hereinafter ("Engagement"), outlined below to Madison County and/or the Gholson Burson Entekin & Orr, P.A. Law Firm or its related entities, hereinafter ("Client"), for the Parkway East Litigation also known as the Landspan, LLC matter ("Project") beginning upon execution of this letter and continuing until the Project is completed.

Scope of Work: RA will research, analyze, and compile data provided by Client as necessary to support any activities requested by the Client. This may entail RA conducting interviews with the various officials involved with the Project to determine ownership, rights, easements, valuation and infrastructure costs which may be necessary to complete the development of the Project. RA may call on the services of UrbanInsites, a professional land planning firm, and Edwin Sallis, a professional financial model builder, both of whom we have worked with on all of the existing Lost Rabbit/PID work to date.

Presentation to various Constituencies: If requested, RA will assist Client with certain presentations to interested parties, including the Assured Guaranty, if requested, in their offices or any other location so designated. This component of the Engagement will be handled directly by Steven G. Rogers.


Information and Confidentiality: Client will provide RA with all relevant materials and data in its possession including but not limited to maps, plats, studies, appraisals, reports, bond documents, feasibility studies, litigation documents and filings and other economic information related to the Project. RA will rely on these materials, in part, for the basis of any recommendations for the Project. RA will maintain confidentiality with respect to all materials, proposals, economic studies, bond documents and all other data described above which it receives during the Engagement. RA will execute Confidentiality Agreements as may reasonably be required by Client upon request.

Background of the Principal: Steven G. Rogers is the founder and Managing Member of RA, a real estate consulting and advisory firm, based in Jackson, MS. Prior to founding RA, he was President, Chief Executive Officer and Director for Parkway Properties, a NYSE listed REIT, which he helped lead for 28 years. Mr. Rogers is a graduate *magna cum laude* from the University of Mississippi in 1976 and received his Masters of Business Administration from the Harvard Business School in 1983 with *first year honors*. He has extensive real estate experience on a local and national level. His vita may be found in the "About Us" section of the company website at www.rogersandassociates.net and is attached hereto.

Fees and Expenses: For and in consideration of the services and premises described above, Client agrees to pay RA, and its Associates if employed by RA, the hourly rates attached hereto as Exhibit A. Payment shall be made within 10 days upon receipt by Client of a written invoice along with the copies of any supporting data necessary. In addition to the hourly rates described herein, Client shall pay the actual, out of pocket and reasonable expenses for travel, including airfare, hotel, mileage, and meals, incurred by RA, if travel is required by Client in the normal course of the assignment. Any copying and reproduction costs paid to a third party shall be reimbursed by Client. RA will submit copies of paid invoices or receipts evidencing any expenses noted above.

If the terms and conditions contained herein are acceptable to you, please indicate so by signing and dating in the space provided below.

Respectfully submitted,



Steven G. Rogers

Managing Member, Rogers & Associates, LLC

Agreed and Accepted:

By: Robert Gholson, on behalf of the Client

Date: _____

Exhibit A

Hourly Rates

September 14, 2015

Steven G. Rogers.....\$450/hr.

Associates

Principal Planner/Partner Engineer (Urban)..... \$150/hr.

Model Designer or Financial Analyst (Sallis).....\$125/hr.

CAD/Technician.....\$75/hr.

Administrative/Clerical.....\$55/hr