

May 23, 2018

Via Email & U.S. Mail

Mayor Johnny Magee
City of Laurel, Mississippi
Post Office Box 647
Laurel, Mississippi 39441

Re: Letter of Engagement - *In the Matter of the Enlarging, Extending and Defining the Corporate Limits and Boundaries of the City of Laurel, Jones County, Mississippi*; Chancery Court of the Second Judicial District of Jones County, Mississippi; Cause No. 17-cv-0232

Mayor Magee:

This Letter Agreement will set forth the terms of the City of Laurel, Mississippi's retention of Mr. Demery Grubbs to provide consulting services on behalf of the City of Laurel with respect to the City's ongoing annexation proceedings.

Subject to approval by the Laurel City Council, this will confirm the City's engagement of Mr. Grubbs to provide expert testimony (including deposition and/or trial testimony) in the City's pending annexation case in the field of municipal finance, specifically on issues related to the City's financial condition and ability to make improvements and furnish municipal services in the proposed annexation areas.

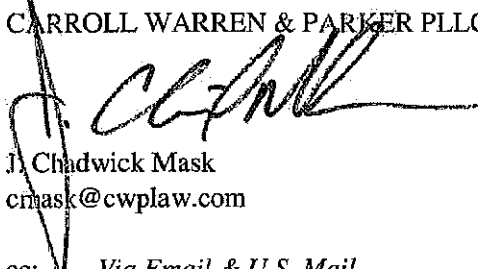
This letter will also confirm that Mr. Grubbs' rate for his professional services in this matter will be \$200 per hour, plus reimbursement of his out-of-pocket expenses such as travel costs, meals, and mileage.

Mr. Grubbs will submit his monthly invoices directly to the City of Laurel for payment.

Thank you.

Sincerely,

CARROLL WARREN & PARKER PLLC


J. Chadwick Mask
cmask@cwplaw.com

cc: Via Email & U.S. Mail
City Attorney Deidra J. Bassi
Demery Grubbs

City of Laurel, Mississippi
Mayor Johnny Magee

Demery Grubbs