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May 29, 2026

VIA E-MAIL

Mr. Roger Rendleman
County Administrator
Baldwin County Commission
312 Courthouse Square, Suite 12
Bay Minette, AL 36507

Re: Waiver of Conflict of Interest — Representation of Hancock
Whitney in Connection with the Baldwin County Commission
Emergency Line of Credit RFP

Dear Mr. Rendleman:

We write to request a waiver of any potential conflict of interest in connection with our representation of Hancock Whitney (“**Hancock Whitney**” or the “**Bank**”) in responding to the Request for Proposal for Emergency Line of Credit Services issued by the Baldwin County Commission on May 18, 2026 (the “**RFP**”), and in connection with any subsequent transaction arising from or associated with the RFP. As you know, our firm currently represents Baldwin County, Alabama (the “**Baldwin County**”) in governmental and economic development and other matters that are unrelated to the RFP or the Emergency Line of Credit contemplated therein.

As we have discussed, the Rules of Professional Conduct which govern lawyers suggest the following procedure for securing a waiver of a conflict of interest: (1) advise the parties of the basis for the conflict; (2) advise the parties of any perceived risk inherent in their agreeing to the waiver; (3) advise the parties that they have the right to consult their own counsel before agreeing to the waiver; and (4) confirm the waiver in writing.

In this matter, the basis for the potential conflict of interest is as follows. Hancock Whitney has asked our firm to represent the Bank in connection with responding to the RFP issued by the Baldwin County Commission, which seeks proposals from qualified financial institutions to provide an Emergency Line of Credit facility in the range of \$10–\$20 million to ensure liquidity and operational readiness during emergency events. Our representation of Hancock Whitney would also extend to any subsequent transaction associated with the RFP, including the negotiation and documentation of a credit facility, if Hancock Whitney is selected by the Baldwin County Commission. As previously mentioned, our firm currently represents

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Baldwin County in matters that are unrelated to the RFP or the Emergency Line of Credit contemplated therein.

Even though the matters are completely unrelated, under the Alabama Rules of Professional Conduct, Rule 1.7, a lawyer shall not represent a client if the representation of that client will be directly adverse to another client, unless the lawyer reasonably believes the representation will not adversely affect the relationship with the other client, and each client consents after consultation.

This “consent after consultation,” commonly referred to as a “waiver of conflict,” is what we are seeking from Baldwin County. If and when Baldwin County agrees to this waiver, then under Rule 1.7, we may represent Hancock Whitney in connection with the RFP and any subsequent transaction associated therewith, and we may also continue to represent Baldwin County, Alabama in other matters that are unrelated to the RFP or any transaction arising from it.

We do not believe that our representation of Hancock Whitney in connection with the RFP and any subsequent transaction, while simultaneously representing Baldwin County in unrelated matters, will adversely affect the Firm’s relationship with either client because these matters are unrelated, and we do not foresee any material prejudice to either party as a result of our representation of both parties on unrelated matters.

Our representation of Hancock Whitney would not involve any matters in which we currently represent Baldwin County, and our ongoing representation of Baldwin County does not involve the Emergency Line of Credit, the RFP process, or any financial transaction between Baldwin County and Hancock Whitney in connection therewith. In the event litigation was to arise between Hancock Whitney and Baldwin County in connection with the RFP or any transaction arising from it, we would not advise or represent either party in such dispute.

Assuming that you are agreeable to this waiver on behalf of Baldwin County, please sign below and return this letter to us. As noted above, you should consider retaining independent counsel before doing so.

We realize that all this may seem a bit technical, but it is the approach recommended by the Rules of Professional Conduct. Alternatively, should you have

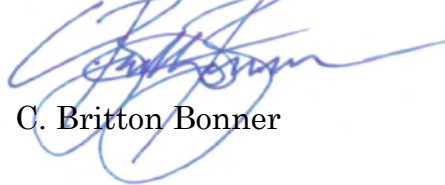
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any questions regarding any of the above, please do not hesitate to contact us.

Thank you again for your cooperation. With kindest regards, we remain,

Very truly yours,

ADAMS & REESE LLP



C. Britton Bonner

cc. Brad Hicks, Esq., Baldwin County Attorney

Accepted and Agreed:

BALDWIN COUNTY, ALABAMA

By: _____

Name: _____

Title: _____