

**MINUTES OF THE BOARD OF SUPERVISORS
OF MADISON COUNTY, MISSISSIPPI**

REGULAR MEETING OF FEBRUARY 4, 2008
Being the first day of the February Term of the Board of Supervisors

BE IT REMEMBERED that the regular meeting of the Board of Supervisors of Madison County, Mississippi was duly convened, held and conducted on February 4, 2008, in the Law Library located on the Second Floor of the Madison County Circuit Courthouse in Canton, Mississippi, as follows, to-wit:

The President of the Board, Mr. Tim Johnson, presided and called the meeting to order. The following members were present that day:

Present:	Absent:
Supervisor John Bell Crosby	None
Supervisor Tim Johnson	
Supervisor D. I. Smith	
Supervisor Karl M. Banks	
Supervisor Paul Griffin	
Chancery Clerk Arthur Johnston	
Sheriff Toby Trowbridge	

Also in attendance:

County Administrator Donnie Caughman
County Comptroller Mark Houston
County Zoning Administrator Brad Sellers
Board Secretary and Deputy Chancery Clerk Cynthia Parker
Board Attorney Eric Hamer
County Road Manager Lawrence Morris
County Engineer Rudy Warnock
E911 Director Butch Hammack
Building and Grounds Director Barry Parker
Assistant County Comptroller and Deputy Chancery Clerk Quandice Green
Chief Deputy Tax Assessor Kent Hawkins

The Board President announced that the members of the Board present constituted a quorum and declared the meeting duly convened. Emergency Management, E911 and Homeland Security Director Butch Hammack opened the meeting with a prayer and John Brunini led the members and the audience in the Pledge of Allegiance to the Flag of the United States of America.

In re: Approval of Minutes From January, 2008 Term

WHEREAS, Chancery Clerk Arthur Johnston did present the Board with the Minutes of the previous meetings of the Board of Supervisors during the January 2008 term, said meetings having been conducted on January 7, 15 and 28, 2008,

Following discussion, Mr. John Bell Crosby did offer and Mr. Karl M. Banks did second a motion to approve the minutes as presented with certain amendments which were read in open session, and to authorize the President to sign said minutes after said corrections have been made. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

President's Initials: _____

Date Signed: _____

the matter carried by the unanimous vote of the Board and the minutes for the January 2008 term of the Board of Supervisors of Madison County were and are hereby approved as amended.

SO ORDERED this the 4th day of February, 2008.

In re: Application of Vanessa Phipps Henderson and CP Farms LLC Seeking a Special Exception to Operate a Class I Rubbish Site on Approximately 61 Acres on North County Line Road at Greens Crossing

WHEREAS, on October 15, 2007, the Board held and conducted a public hearing on the request and application of Vanessa Phipps Henderson and CP Farms LLC seeking Special Exception to operate a Class 1 rubbish facility on 61 acres of property owned by her in section 19, township 7 north, range 1 east, Madison County, Mississippi, and

WHEREAS, said application constituted an appeal of the decision of the Madison County Planning and Zoning Commission of September 13, 2007 denying said request, and

WHEREAS, by a vote of 3-2, the Board of Supervisors upheld the decision of said Commission denying the same, and

WHEREAS, on January 7, 2008 the Board voted to reconsider said matter and directed that the matter be set down for public hearing beginning at 9:00 am, and

WHEREAS, notice by publication of the Board's decision to again entertain the matter occurred on January 17, 2008, in the *Madison County Herald*, a newspaper of general circulation in Madison County in accordance with statute, and

WHEREAS, a true and correct copy of said Notice is attached hereto as Exhibit A thereto, spread hereupon and incorporated herein by reference, and

WHEREAS, the hour of 9:00 a.m. did arise and the Board President declared said public hearing to be open as noticed and continued, and

WHEREAS, County Zoning Administrator Brad Sellers did introduce the matter and Mr. Kenneth Ruckstuhl a senior geologist with Environmental Management Services, Inc. did appear before the Board on behalf of Vanessa Henderson and CP Farms LLC and requested that the Board approve the Special Exception as proposed, and

WHEREAS, Mr. Ruckstuhl explained that the proposed 61 acre site would include a large area designated as a rubbish landfill and another area for composting and recycling purposes, and

WHEREAS, Mr. Ruckstuhl offered certain correspondence dated October 11, 2007 from Mr. Jim McNaughton indicating that the request was consistent with the county's long term Solid Waste Management Plan, and

WHEREAS, James McCafferty, Esq. did appear before the Board on behalf of Mr. Rory Reardon and expressed his client's concerns about the additional traffic, trash, debris and other undesirable conditions associated with an additional landfill, and

WHEREAS, numerous residents of the area surrounding the proposed landfill did appear and expressed opposition to the application, including Ms. Alberta Ross Gibson, Dr. Howard Friday, Mr. James Welch, and

WHEREAS, Dr. Friday pointed out that the area used to be a beautiful area, particularly the property in question, but the proliferation of land fills in the area have ruined the aesthetics of the area, further land fills only exacerbate the problem, and

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WHEREAS, Mr. Welch submitted numerous petitions and written statements in opposition to the request, true and correct copies of which are attached hereto as Collective Exhibit B thereto, spread hereupon and incorporated herein by reference, and

WHEREAS, Mr. Larry Ellis, Mr. Bill Bass, Mr. David Kerry, Mr. Richard McRae, Mr. Willingham Castilla, Pastor Robert Patton, and Ms. Eunice Ball also appeared before the Board in opposition to the request, and

WHEREAS, Mr. Howard Henderson also spoke in favor of his wife's application, and Mr. Ruckstuhl again appeared and pointed out that the heavy truck traffic in the area was due to nearby mining operations rather than waste disposal,

Following discussion, Mr. Paul Griffin did offer and Mr. Tim Johnson did second a motion to close the public hearing. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and the public hearing on the Petition of Vanessa Phipps Henderson, *et al* for a Special Exception was and is hereby closed.

SO ORDERED this the 4th day of February, 2008.

Thereafter, and following additional discussion, Mr. Tim Johnson did offer and Mr. John Bell Crosby did second a motion to grant the petition and award the Special Exception as sought therein conditioned upon the petitioners' agreement to enter in to a mutually agreed upon host fee arrangement with Madison County. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	No
Supervisor Karl M. Banks	No
Supervisor Paul Griffin	Aye

the matter carried by a majority vote (3-2) of the Board and said Special Exception was and is hereby granted subject to the aforesaid proviso.

SO ORDERED this the 4th day of February, 2008.

In re: Approval of Consent Agenda Items

WHEREAS, the Board President announced that he and County Administrator Donnie Caughman had conferred in advance of the meeting as to certain matters denominated "Consent Items" which bear Item numbers (3) through (13) on the Agenda and that the same appeared to be routine, non-controversial matters on which all Supervisors were likely to agree, and

WHEREAS, the Board President did explain that any Supervisor could, in advance of the call of the question, request that any item be removed from the Consent Agenda, and

WHEREAS, the Board took up the following matters, to-wit:

3. Acknowledgment of January 2008 Monthly Report - Road Department

The January 2008 Monthly Road Department Report submitted by County Road Manager Lawrence Morris, together with its spreadsheet attachment, which may be found in the

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Miscellaneous Appendix to these minutes, was and is hereby acknowledged received.

4. Acknowledgment of February 2008 Service Call Schedule - Road Department

The February 2008 Road Department Service Call Schedule submitted by County Road Manager Lawrence Morris, together with its spreadsheet attachment, which may be found in the Miscellaneous Appendix to these minutes, was and is hereby acknowledged received.

5. Acknowledgment of January 2008 Closed Call Analysis - Road Department

The January 2008 Closed Call Analysis submitted by the Madison County Road Department, together with its spreadsheet attachment, which may be found in the Miscellaneous Appendix to these minutes, was and is hereby acknowledged received.

6. Authorization for Placement of Culverts

At the request of County Road Manager Lawrence Morris the Board does hereby approved the following work orders pertaining to the installation of culverts along public rights of way and not on private property at the following locations:

<u>Date</u>	<u>Work Order</u>	<u>Address</u>
1/28/08	6816	1271 Stokes Road
1/29/08	6824	233 Honeysucker Road
1/29/08	6825	215 Honeysucker Road
1/29/08	6831	1215 Virgin Mary Road

The Board hereby finds that the installation of each such culvert is needed on the roads listed to protect, preserve, and maintain the roads and the county rights of way thereon.

7. Approval of NCIC Maintenance Renewal - Sheriff's Department

That certain invoice dated September 20, 2007, bearing invoice # 1583 from Quantum Technologies, Inc. representing renewal of the county's NCIC maintenance contract was and is hereby approved and authorized to be paid. Said maintenance agreement was and is hereby also approved.

8. Acknowledge Holiday - Monday, February 18, 2008/Washington's Birthday

That certain proclamation issued by Secretary of State C. Delbert Hosemann, Jr. dated January 21, 2008 setting the George Washington Day holiday was and is hereby approved and adopted. Said proclamation is attached hereto as Exhibit C, spread hereupon and incorporated herein by reference.. The holiday set forth thereon is hereby designated as county a holiday on which all county courthouses and offices shall be closed.

9. Authorization for Postage - Tax Assessor's Office

As requested in that certain memorandum dated February 4, 2008 from Tax Assessor Gerald Barber, the Board does hereby approved the issuance of an additional check in the amount of \$124.72 to the U.S. Postal Service for postal permit #159. Said memorandum is attached hereto as Exhibit D, spread hereupon, and incorporated herein by reference.

10. Approval of Petition to Decrease Real Property Assessments - 2007 Tax Year

The *en masse* petition for the reduction of assessment of real property taxes in the amount of \$323,597.00, which petition, together with its spreadsheet attachment is attached hereto as Exhibit E, spread hereupon, and incorporated herein by reference, was and is hereby approved.

11. Approval of Petition to Increase Personal Property Assessments - 2007 Tax Year

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As requested by Tax Assessor Gerald Barber the increases in real property assessments on certain businesses in the county as set forth in those certain Notices to Increase Assessment and accepted by the taxpayer, true and correct copies of which are attached hereto as Collective Exhibit F, spread hereupon, and incorporated herein by reference, were and are hereby approved.

12. Approval of Petition to Decrease Personal Property Assessments - 2007 Tax Year

The *en masse* petition for the reduction of assessment of personal property taxes in the amount of \$433,958.00, which petition, together with its spreadsheet attachment is attached hereto as Exhibit G, spread hereupon, and incorporated herein by reference, was and is hereby approved.

13. Approval of Petitions to Amend Homestead Applications - 2007 Tax Year

The corrections and/or amendments of homestead exemptions on property in Madison County, Mississippi listed on those certain materials submitted by Homestead Director Emily Anderson via memorandum dated January 10, 2008. True and correct copies of all of which may be found in the Miscellaneous Appendix to these Minutes. The Chancery Clerk was and is directed to forward the same to the State Tax Commission in accordance with law.

Thereafter, Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to approve, adopt, and authorize each of the above and foregoing matters, the same being numbered Items (3) through (13) herein above. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously, and each item was and is hereby approved, adopted and authorized.

SO ORDERED this the 4th day of February, 2008.

***In re:* Public Comments and Citizens Concerns
Winddance and Annandale Estates Drainage Issues and
Petitions to Complete Improvements to Sowell Road**

WHEREAS, Ms. Julie Summers, a homeowner in Annandale Estates Subdivision, appeared before the Board and expressed her concerns about drainage issues brought upon her family and property due to the severe drainage issues occasioned by the Winddance development which adjoins Annandale Estates Subdivision, and

WHEREAS, Mr. R. L. Arinder did appear before the Board and presented a series of petitions requesting that the Board complete Sowell Road with all due haste,

Mr. D. I. Smith did offer and Mr. Paul Griffin did second a motion to (1) accept various materials including photos depicting the damages the drainage issues have caused submitted by Ms. Summers into the record hereof, as well as (2) the petitions submitted by Mr. Arinder, a true and correct copy of all of which may be found in the Miscellaneous Appendix to these Minutes. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said materials were and are hereby spread hereupon and incorporated herein by reference.

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SO ORDERED this the 4th day of February, 2008.

In re: Approval and Adoption of Four Year County Road Plan for 2008

WHEREAS, County Engineer Rudy Warnock appeared before the Board and presented a proposed Four Year Plan for road improvements in Madison County in accordance with Miss. Code Ann. § 65-7-117, and reported that the county road inspections undertaken by Board members in December, 2007 and January 2008, provided the basis therefor, and

WHEREAS, a true and correct copy of said Plan is attached hereto as Exhibit H, spread hereupon and incorporated herein by reference, and

Following discussion, Mr. John Bell Crosby did offer and Mr. D. I. Smith did second a motion to adopt the four year road plan as presented by County Engineer (Exhibit H), provided however, that (1) Cox Ferry Road be removed from that portion of said Plan which is to be funded with state aid funds, and (2) all private roads listed on the final twenty-nine (29) pages of said Plan also be removed. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said Four-Year Road Plan was and is hereby approved and adopted subject to the removal of the removal of the roads set forth above.

SO ORDERED this the 4th day of February, 2008.

In re: Approval of Final Plat and Dedication to County Parkview Drive

WHEREAS, County Engineer Rudy Warnock appeared before the Board and presented the final plat for Parkview Drive, the same depicting the dimensions of right of way of said road and reported that said road met with all applicable county requirements and was suitable for adoption, dedication and approval and requested the Board to approve same,

WHEREAS, Mr. Warnock did also present a Letter of Credit and advised the Board that the street depicted on said plat was to be accepted as a public road, and added to the County Road Register, to-wit: Parkview Drive.

Following discussion of this matter, Mr. Karl M. Banks did offer and Mr. Paul Griffin did second a motion to approve said final plat and accept the dedication of the above listed road as a public road, and direct the Clerk to accept and retain the aforesaid letter of credit. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and the final plat of Parkview Drive was and is hereby approved and said road accepted as a public street.

SO ORDERED this the 4th day of February, 2008.

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Date Signed: _____

***In re: Reconsideration of Vote by Which the
2008 Road Plan was Approved***

Following discussion, and at the request of Supervisor D. I. Smith, Mr. D. I. Smith did offer and Mr. Tim Johnson did second a motion to reconsider the vote by which the 2008 Four Year County Road Plan was approved. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and the matter of the adoption of a County Road Plan for 2008 as required by statute was and is hereby reconsidered.

SO ORDERED this the 4th day of February, 2008.

Thereafter, and following additional discussion, Mr. John Bell Crosby did offer and Mr. Paul Griffin did second a motion to adopt and approve the 2008 Four Year Road Plan as previously presented and as set forth on Exhibit H. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	No
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried by a majority vote (4-1) of the Board, and said Road Plan was and is hereby adopted and approved.

SO ORDERED this the 4th day of February, 2008.

***In re: Adoption of Resolution in Support of Town of Flora's
Intention to File an Application for Funds Under the Mississippi
Rural Impact Program Grant***

Following discussion, Mr. Karl M. Banks did offer and Mr. Paul Griffin did second a motion to adopt the following resolution, to-wit:

RESOLUTION

WHEREAS, Madison County, in conjunction with the Town of Flora, Mississippi, has previously stated its intention to file a Mississippi Rural impact Fund Program (RIF) application to the State of Mississippi for funds to construct water improvements; and

WHEREAS, Madison County, in conjunction with the Town of Flora, Mississippi understands the need to maximize the limited Rural Impact Funds Program funds available to the State; and

WHEREAS, Madison County, together with the Town of Flora, Mississippi, feels that this project is vital to the continued development of its area.

NOW THEREFORE BE IT RESOLVED BY MADISON COUNTY, MISSISSIPPI that a match of eighty five thousand dollars (\$85,000) in local funds will be used in conjunction with the state's rural impact fund program project.

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PASSED AND ADOPTED this the 4th day of February, 2008 by the Madison County, Mississippi Board of Supervisors, assembled in regular session.

The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said Resolution was and is hereby adopted.

SO ORDERED this the 4th day of February, 2008.

In re: Approval of Claims Docket for February 4, 2008

WHEREAS, the Board reviewed the claims docket for February 4, 2008, and

WHEREAS, the Chancery Clerk did assure the Board of Supervisors that all claims had been properly documented and where necessary, purchase orders were obtained in advance as required by law; and

WHEREAS, the following is a summary of all claims and funds from which said claims are to be paid:

Fund	Claim Nos.	No. of Claims	Amount
001	1689 to 1793	105	305,247.71
012	88 to 96	9	16,493.40
013	2 to 13	2	89,433.45
014	4 to 4	1	2,464.57
095	8 to 9	2	316,638.15
096	6 to 6	1	275.00
097	134 to 144	11	33,710.68
105	14 to 16	3	162,818.35
114	11 to 11	1	998.28
115	11 to 13	3	186.48
116	11 to 12	2	164.78
120	27 to 29	3	77.44
121	13 to 14	2	338.03
150	293 to 305	13	75,561.39
160	56 to 56	1	1,235.95
190	69 to 76	8	3,544.05
240	4 to 4	1	4,061.15
302	61 to 63	3	193,396.45
690	8 to 9	2	285,170.70
691	8 to 9	2	152,699.16
TOTAL ALL FUNDS		175	1,644,515.17

Following discussion, Mr. Tim Johnson did offer and Mr. John Bell Crosby did second a motion to approve the claims docket as presented. Said motion directed that invoice numbers should be attached to each claim on the claims docket and further directed the Chancery Clerk to publish the Summary of Claims as required by law and to authorize the Board President to sign and approve the Claims Docket, a copy of which may be found in the Miscellaneous Appendix to these Minutes together with a separate Resolution approving payment of said claims, which Resolution is attached hereto as Exhibit I, spread hereupon, and incorporated herein by reference. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
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Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said Claims Docket was and is hereby approved, and the Chancery Clerk was and is instructed to issue pay warrants accordingly.

SO ORDERED this the 4th day of February, 2008.

***In re: Consideration of Refunding General Obligation Bond Issue
1998 Courthouse Project***

The Board of Supervisors of Madison County, Mississippi (the "County"), took up for consideration the matter of employing professionals in connection with the issuance of General Obligation Refunding Bonds, Series 2008, of said County. After a discussion of the subject, Supervisor Karl M. Banks offered and moved the adoption of the following resolution:

RESOLUTION OF THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY"), AUTHORIZING THE EMPLOYMENT OF PROFESSIONALS IN CONNECTION WITH THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2008, OF THE COUNTY TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR THE CURRENT REFUNDING OF CERTAIN MATURITIES OF THE COUNTY'S OUTSTANDING GENERAL OBLIGATION COURTHOUSE PROJECT REFUNDING BONDS, SERIES 1998, DATED MARCH 1, 1998, ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$7,350,000.

WHEREAS, the Board of Supervisors of Madison County, Mississippi (the "Governing Body" of the "County"), hereby finds, determines, adjudicates and declares as follows:

1. The Governing Body has determined that the County can realize financial benefits by refunding certain maturities of the County's outstanding General Obligation Courthouse Project Refunding Bonds, Series 1998, dated March 1, 1998, issued in the original principal amount of \$7,350,000.

2. It is necessary and in the public interest for the County to negotiate for the sale of refunding bonds.

3. That in order to prepare the necessary offering documents it is in the best interest of the County to authorize the law firm of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Jackson, Mississippi, as Bond Counsel, Government Consultants, Inc., Jackson, Mississippi, as Financial Advisor, Danks, Miller, Hamer, & Cory, Jackson, Mississippi, as the County's Counsel, and Crews & Associates, Inc., Little Rock, Arkansas, as Underwriter, to prepare and distribute such documents in order to prepare and distribute all necessary documents and to do all things required in order to negotiate the sale of the refunding bonds and effectuate the issuance of such refunding bonds at a subsequent date subject to the approval of the Governing Body of the County.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY, ACTING FOR AND ON BEHALF OF THE COUNTY, AS FOLLOWS:

SECTION 1. The Governing Body hereby declares its intention to issue General Obligation Refunding Bonds, Series 2008 (the "Refunding Bonds"), of the County to raise money for the purpose of providing funds for the current refunding of certain outstanding maturities of the County's General Obligation Courthouse Project Refunding Bonds, Series 1998, dated March 1, 1998, issued in the original principal amount of \$7,350,000.

SECTION 2. The Governing Body herein employs the law firm of Butler, Snow,

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O'Mara, Stevens & Cannada, PLLC, Jackson, Mississippi, as Bond Counsel, Government Consultants, Inc., Jackson, Mississippi, as Financial Advisor, Danks, Miller, Hamer, & Cory, Jackson, Mississippi, as the County's Counsel, and Crews & Associates, Inc., Little Rock, Arkansas, as Underwriter, and authorizes them to prepare and distribute all necessary documents and to do all things required in order to negotiate the sale of the Refunding Bonds and effectuate the issuance of such Refunding Bonds. No fee will be due to Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Government Consultants, Inc., or Crews & Associates, Inc. unless the Governing Body approves the sale and issuance of said Refunding Bonds.

Supervisor D. I. Smith seconded the motion to adopt the foregoing resolution, and the question being put to a roll call vote, the result was as follows:

Supervisor John Bell Crosby	voted: Aye
Supervisor Tim Johnson	voted: Aye
Supervisor D. I. Smith	voted: Aye
Supervisor Paul Griffin	voted: Aye
Supervisor Karl Banks	voted: Aye

The motion having received the affirmative vote of a majority of the members present, the President declared the motion carried and the resolution adopted, on this the 4th day of February, 2008.

PRESIDENT, BOARD OF SUPERVISORS

ATTEST:

CLERK, BOARD OF SUPERVISORS

(SEAL)

RESOLUTION OF THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY") AUTHORIZING AND APPROVING THE EXECUTION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT FOR THE SALE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2008 (THE "BONDS") TO RAISE MONEY TO PROVIDE FUNDS FOR THE CURRENT REFUNDING OF CERTAIN OUTSTANDING MATURITIES OF THE COUNTY'S GENERAL OBLIGATION COURTHOUSE PROJECT REFUNDING BONDS, SERIES 1998, DATED MARCH 1, 1998 (THE "1998 BONDS") ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$7,350,000; AUTHORIZING AND APPROVING THE ISSUANCE OF THE BONDS; APPROVING THE FORM OF AND EXECUTION OF A BOND PURCHASE AGREEMENT FOR THE SALE OF THE BONDS; APPROVING AND AUTHORIZING THE FORM OF, EXECUTION OF AND DISTRIBUTION OF AN OFFICIAL STATEMENT PERTAINING TO THE BONDS; APPROVING THE FORM OF AND EXECUTION OF AN ESCROW AGREEMENT BY AND BETWEEN THE COUNTY AND MERCHANTS & FARMERS BANK, A BANKING CORPORATION HAVING ITS PRINCIPAL CORPORATE TRUST OFFICE IN KOSCIUSKO, MISSISSIPPI, AS ESCROW AGENT (THE "ESCROW AGENT"); APPROVING THE SELECTION OF MERCHANTS & FARMERS BANK, KOSCIUSKO, MISSISSIPPI, AS ESCROW AGENT UNDER THE TERMS AND PROVISIONS OF THE

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ESCROW AGREEMENT; AUTHORIZING AND APPROVING THE ESCROW AGENT AND/OR BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC, JACKSON, MISSISSIPPI (THE "BOND COUNSEL") IN MAKING THE INITIAL APPLICATION TO DEPARTMENT OF THE TREASURY, BUREAU OF PUBLIC DEBT, DIVISION OF SPECIAL INVESTMENTS, PARKERSBURG, WEST VIRGINIA FOR UNITED STATES TREASURY SECURITIES - STATE AND LOCAL GOVERNMENT SERIES (THE "SLGS") IN CONNECTION WITH THE REQUIREMENTS OF THE ESCROW AGREEMENT; AUTHORIZING THE ESCROW AGENT TO FINALIZE THE APPLICATION FOR THE SLGS; AND FOR RELATED PURPOSES.

WHEREAS, the Board of Supervisors of Madison County, Mississippi (the "Board of Supervisors"), acting for and on behalf of Madison County (the "County"), desires to authorize, pursuant to authority under Sections 31-27-1 et seq., Mississippi Code of 1972, as amended (the "Refunding Act"), the sale of General Obligation Refunding Bonds, Series 2008 (the "Bonds") of the County for the purpose of providing funds for the current refunding of certain outstanding maturities of the County's General Obligation Courthouse Project Refunding Bonds, Series 1998, dated March 1, 1998, issued in the original principal amount of \$7,350,000 (the "1998 Bonds") (the "Refunded Bonds");

WHEREAS, the Board of Supervisors recognize that the current low interest rate environment provides an opportunity to realize savings from the issuance of the Bonds; and the Board of Supervisors further realize that the Board of Supervisors must move expeditiously to accomplish the greatest savings possible by the issuance of the Bonds. In that the bond market is volatile, the Board of Supervisors need to authorize negotiation of the terms of the sale of the Bonds to Crews & Associates, Inc., Little Rock, Arkansas (the "Underwriter"), subject to the satisfaction of the conditions as hereinafter set forth and authorize the President and Clerk of the Board of Supervisors of the County, to execute a Bond Purchase Agreement, the form of which is attached hereto (the "Bond Purchase Agreement"), prior to a scheduled meeting of the Board of Supervisors in order to maximize the savings to the County regarding the issuance of the Bonds;

WHEREAS, it is necessary to approve the execution of the Preliminary Official Statement to be dated the date of distribution thereof (the "Preliminary Official Statement") for the sale of the Bonds and the distribution thereof to prospective purchasers of the Bonds;

WHEREAS, it is necessary to approve the form of and execution of a Bond Purchase Agreement with regard to the sale of the Bonds;

WHEREAS, it is necessary to approve the form of, execution of and distribution of an Official Statement, to be dated the date of execution of the Bond Purchase Agreement (the "Official Statement") for the Bonds;

WHEREAS, it is necessary to approve the form of and execution of an escrow agreement (the "Escrow Agreement") with regard to the Refunded Bonds;

WHEREAS, it is necessary to approve the appointment of Merchants & Farmers Bank, Kosciusko, Mississippi, as escrow agent (the "Escrow Agent"), under the terms and provisions of the Escrow Agreement;

WHEREAS, the Board of Supervisors of the County desires to authorize the Escrow Agent and/or Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Jackson, Mississippi (the "Bond Counsel"), in making the initial application to the Department of the Treasury, Bureau of Public Debt, Division of Special Investments, Parkersburg, West Virginia for United States Treasury Securities - State and Local Government Series (the "SLGS") to make provisions for the investment of funds as required under the Escrow Agreement; and

WHEREAS, the Board of Supervisors of the County desires to authorize the Escrow

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Agent to prepare and submit the final application for the SLGS prior to the issuance of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of Madison County, Mississippi, acting for and on behalf of the County, as follows:

SECTION 1. That the Board of Supervisors of the County hereby authorizes the President and the Clerk of the Board of Supervisors and Bond Counsel and Government Consultants, Inc., Jackson, Mississippi, as Financial Advisor, to negotiate the terms for the sale of the Bonds to the Underwriter and approves the form of the Bond Purchase Agreement attached hereto as **EXHIBIT A** (to this Resolution) and authorizes the execution by the President and Clerk of the Board of Supervisors of the Bond Purchase Agreement in substantially the same form, for and on behalf of the County, with such completions, changes, insertions and modifications as shall be approved by the officers executing and delivering the same (the execution thereof shall constitute conclusive evidence approval of any such completions, changes, insertions and modifications), under the following conditions: (1) the size of the Bonds will not exceed \$3,500,000; (2) the net interest cost of the Bonds will not exceed 5.50%; (3) the Bonds will mature no later than June 1, 2014; (4) the issuance of the Bonds will not result in an overall net present value savings to maturity of less than two percent (2%) on the Refunded Bonds which overall net present value savings to maturity on the Refunded Bonds of not less than two percent (2%) meets or exceeds the requirements of Section 31-27-13 of the Refunding Act; and (5) terms and provisions of the Bonds in compliance with the Refunding Act.

SECTION 2. That the Board of Supervisors of the County hereby approves, adopts and ratifies the Preliminary Official Statement for the sale of the Bonds in substantially the form attached hereto as **EXHIBIT B** (to this Resolution). The County hereby deems the Preliminary Official Statement to be "final" as required by Rule 15c2-12(b)(1) of the Securities and Exchange Commission.

SECTION 3. That the distribution of copies of said Preliminary Official Statement by the Underwriter to prospective purchasers of the Bonds is hereby authorized and approved.

SECTION 4. That the Board of Supervisors hereby approves the refunding of the Refunded Bonds and the optional redemption of the Refunded Bonds maturing in the years 2008 through 2014, both inclusive (the "Callable 1998 Bonds") thereof on June 1, 2008 at par.

SECTION 5. That the County hereby certifies that it is in compliance with the continuing disclosure requirements of Securities and Exchange Commission Rule 15c2-12, as amended (the "Rule") in connection with all applicable bond issues sold, issued and delivered by the County since July 1, 1995 and authorizes the President and Clerk of the Board of Supervisors to execute the Certificate of the Board of Supervisors of Madison County, Mississippi, attached hereto as **EXHIBIT C** (to this Resolution) in connection with the disclosure requirements regarding the distribution of the above referenced Preliminary Official Statement to prospective purchasers of the Bonds.

SECTION 6. The President and/or Clerk of the Board of Supervisors or any other authorized officer of the Board of Supervisors, be, and they are hereby authorized and directed for and on behalf of the County, to take any and all such actions as may be required by the County to carry out and to give effect to the aforesaid documents authorized pursuant to this resolution and to execute all papers, documents, certificates and other instruments that may be required for the carrying out of the authority conferred by this resolution in order to evidence said authority.

SECTION 7. Upon the execution of the Bond Purchase Agreement, the President and Clerk of the Board of Supervisors are hereby authorized and directed to cause to be prepared and to execute a final Official Statement in connection with the Bonds in substantially the form of the Preliminary Official Statement, subject to minor amendments and supplement as approved by the President and Clerk of the Board of Supervisors executing same (the execution thereof shall constitute approval of any such completions, changes, insertions and modifications).

President's Initials: _____

Date Signed: _____

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SECTION 8. That the Board of Supervisors hereby approves the form of the Escrow Agreement attached hereto as **EXHIBIT D** (to this Resolution) for and on behalf of said Board of Supervisors and authorizes the execution by the Board of Supervisors of an Escrow Agreement in substantially the same form for and on behalf of said Board of Supervisors.

SECTION 9. That the Board of Supervisors hereby approves the appointment of Merchants & Farmers Bank, Kosciusko, Mississippi, as Escrow Agent under the terms and provisions of the Escrow Agreement.

SECTION 10. The Board of Supervisors hereby authorizes the Escrow Agent and/or Bond Counsel in making the initial application with the Department of the Treasury, Bureau of Public Debt, Division of Special Investments, Parkersburg, West Virginia for United States Treasury Securities - State and Local Government Series (the "SLGS").

SECTION 11. The Board of Supervisors authorizes the preparation and submission of the final application for SLGS by the Escrow Agent.

SECTION 12. All orders, resolutions or proceedings of the Board of Supervisors in conflict with any provision hereof shall be, and the same are hereby repealed, rescinded and set aside, but only to the extent of such conflict. For cause, this resolution shall become effective upon the adoption hereof.

Supervisor Karl M. Banks moved and Supervisor D. I. Smith seconded the motion to adopt the foregoing resolution, and the question being put to a roll call vote, the result was as follows:

Supervisor John Bell Crosby	voted: Aye
Supervisor Tim Johnson	voted: Aye
Supervisor D. I. Smith	voted: Aye
Supervisor Paul Griffin	voted: Aye
Supervisor Karl Banks	voted: Aye

The motion having received the affirmative vote of a majority of the members present, the President declared the motion carried and this resolution adopted this the 4th day of February, 2008.

PRESIDENT, BOARD OF SUPERVISORS

ATTEST:

CLERK, BOARD OF SUPERVISORS

(SEAL)

EXHIBIT A

(to this Resolution and which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF BOND PURCHASE AGREEMENT

EXHIBIT B

(to this Resolution and which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF PRELIMINARY OFFICIAL STATEMENT

EXHIBIT C

(to this Resolution and which is reproduced below)
**CERTIFICATE OF THE BOARD OF SUPERVISORS OF
MADISON COUNTY, MISSISSIPPI**

President's Initials: _____

Date Signed: _____

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This certificate is executed in order to evidence compliance with the continuing disclosure requirements of Securities and Exchange Commission Rule 15c2-12, as amended (the "Rule"). All terms used herein and not defined herein shall have the meaning set forth in the Rule. Madison County, Mississippi (the "County"), hereby certifies as follows:

- (1) The County is required to provide certain financial information and operating data to several nationally recognized municipal securities information repositories under any Continuing Disclosure Agreement(s) executed in connection with any applicable bond issues sold, issued and delivered since July 1, 1995.
- (2) The County has fulfilled its obligations under all Continuing Disclosure Agreement(s) executed in connection with any applicable bond issues sold, issued and delivered since July 1, 1995.
- (3) A copy of the submission by the County required under the Rule for any applicable bond issues sold, issued and delivered by the County since July 1, 1995 is on file at the offices of the Clerk of the Board of Supervisors.

IN WITNESS WHEREOF, we have hereunto subscribed our respective official signatures and impressed hereon the seal of Madison County, Mississippi, this the 4th day of February, 2008.

MADISON COUNTY, MISSISSIPPI

President, Board of Supervisors

ATTEST:

Clerk, Board of Supervisors

(SEAL)

EXHIBIT D

**(to this Resolution and which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF ESCROW AGREEMENT**

The Board of Supervisors of Madison County, Mississippi (the "County"), took up for further consideration the matter of the issuance of General Obligation Refunding Bonds, Series 2008, of said County, in the principal amount of not to exceed Three Million Five Hundred Thousand Dollars (\$3,500,000). After a discussion of the subject, Supervisor Karl M. Banks offered and moved the adoption of the following resolution:

RESOLUTION AUTHORIZING AND DIRECTING THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2008, OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY") IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED THREE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$3,500,000) TO RAISE MONEY FOR THE PURPOSE OF CURRENT REFUNDING CERTAIN OUTSTANDING MATURITIES OF THE COUNTY'S GENERAL OBLIGATION COURTHOUSE PROJECT REFUNDING BONDS, SERIES 1998, DATED MARCH 1, 1998 ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$7,350,000.

President's Initials: _____

Date Signed: _____

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WHEREAS, the Board of Supervisors of Madison County, Mississippi, acting for and on behalf of said Madison County, Mississippi, hereby finds, determines, adjudicates and declares as follows:

1. (a) In addition to any words and terms elsewhere defined herein, the following words and terms shall have the following meanings, unless some other meaning is plainly intended:

"Act" shall mean Sections 31-27-1 et seq., Mississippi Code of 1972, as amended.

"Act of Bankruptcy" shall mean filing of a petition in bankruptcy by or against the County under any applicable bankruptcy, insolvency, reorganization or similar law, now or hereafter in effect.

"Agent" shall mean any Paying Agent or Transfer Agent, whether serving in either or both capacities, and herein designated by the Governing Body.

"Authorized Officer" means the President of the Governing Body, the Clerk of the County, and any other officer designated from time to time as an Authorized Officer by resolution of the County, and when used with reference to any act or document also means any other Person authorized by resolution of the County to perform such act or sign such document.

"Bond" or "Bonds" shall mean the not to exceed \$3,500,000 General Obligation Refunding Bonds, Series 2008, of the County authorized and directed to be issued in this resolution.

"Bond Counsel" shall mean Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Jackson, Mississippi.

"Bond Purchase Agreement" shall mean the Bond Purchase Agreement by and between the Underwriter and the County in connection with the sale of the Bonds.

"Bond Resolution" shall mean this resolution.

"Book-Entry System" means a book-entry system established and operated for the recordation of Beneficial Owners of the Bonds as described in Section 2 herein.

"Callable 1998 Bonds" shall mean the 1998 Bonds maturing in the years 2008 through 2014, both inclusive.

"Clerk" shall mean the Chancery Clerk of the County.

"County" shall mean Madison County, Mississippi.

"Escrow Agent" shall mean any bank, trust company or other institution hereafter designated by the Governing Body for the payment of the principal of and interest on the Refunded Bonds, and shall initially be Merchants & Farmers Bank, Kosciusko, Mississippi.

"Escrow Agreement" shall mean that Escrow Agreement, dated the date of delivery between the County and the Escrow Agent, providing for the refunding of the Refunded Bonds.

"Escrow Fund" shall mean the Madison County, Mississippi General Obligation Courthouse Project Refunding Bonds, Series 1998 Escrow Fund established pursuant to the Escrow Agreement to pay the principal of and interest on the Refunded Bonds.

"Escrow Requirement" shall mean the sale proceeds of the Bonds deposited in the Escrow Fund to be invested and used to refund the Refunded Bonds as provided in the Escrow Agreement.

President's Initials: _____

Date Signed: _____

"Financial Advisor" shall mean Government Consultants, Inc., Jackson, Mississippi.

"Governing Body" shall mean the Board of Supervisors of the County.

"1998 Bonds" shall mean the Madison County, Mississippi General Obligation Courthouse Project Refunding Bonds, Series 1998, dated March 1, 1998, issued in the aggregate principal amount of \$7,350,000 of which \$2,960,000 remains outstanding.

"1998 Bonds Paying Agent" shall mean Merchants & Farmers Bank, Kosciusko, Mississippi.

"Paying Agent" shall mean initially any bank, trust company or other institution hereafter designated by the Governing Body for the payment of the principal of and interest on the Bonds, and shall initially be Hancock Bank, Gulfport, Mississippi.

"Person" shall mean an individual, partnership, corporation, trust or unincorporated organization and a government or agency or political subdivision thereof.

"President" shall mean the president of the Board of Supervisors of Madison County, Mississippi.

"Record Date" shall mean, as to interest payments, the 15th day of the month preceding the dates set for payment of interest on the Bonds and, as to payments of principal, the 15th day of the month preceding the maturity date or the date set for redemption.

"Record Date Registered Owner" shall mean the Registered Owner as of the Record Date.

"Refunded Bonds" shall mean the 1998 Bond which mature in the years 2008 through 2014, both inclusive.

"Refunding Project" shall mean providing funds for the refunding of the Refunded Bonds, including funds for the redemption price of the Callable 1998 Bonds.

"Registered Owner" shall mean the Person whose name shall appear in the registration records of the County maintained by the Transfer Agent.

"Securities Depository" means The Depository Trust Company and any substitute for or successor to such securities depository that shall maintain a Book-Entry System with respect to the Bonds.

"Securities Depository Nominee" means the Securities Depository or the nominee of such Securities Depository in whose name there shall be registered on the registration records the Bonds to be delivered to such Securities Depository during the continuation with such Securities Depository of participation in its Book-Entry System.

"Transfer Agent" shall mean initially any bank, trust company or other institution hereafter designated by the Governing Body for the registration of owners of the Bonds and for the performance of such other duties as may be herein or hereafter specified by the Governing Body, and shall initially be Hancock Bank, Gulfport, Mississippi.

"2008 Bond Fund" shall mean Madison County, Mississippi General Obligation Refunding Bonds, Series 2008, 2008 Bond Fund provided for in Section 13 hereof.

"2008 Costs of Issuance Fund" shall mean Madison County, Mississippi General Obligation Refunding Bonds, Series 2008, 2008 Costs of Issuance Fund provided for in Section 14 hereof.

"Underwriter" shall mean Crews & Associates, Inc., Little Rock, Arkansas.

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(b) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words and terms herein defined shall be equally applicable to the plural as well as the singular form of any of such words and terms.

2. The County is authorized under the provisions of the Act to issue its General Obligation Refunding Bonds, Series 2008 to refund the Refunded Bonds. It is advisable and in the public interest to issue the Bonds for the purpose stated herein.

3. The estimated cost of refunding the Refunded Bonds and paying the costs of issuance of the Bonds herein directed to be issued is not to exceed Three Million Five Hundred Thousand Dollars (\$3,500,000).

4. On the 4th day of February, 2008, the Governing Body adopted a resolution entitled: **"RESOLUTION OF THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY") AUTHORIZING AND APPROVING THE EXECUTION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT FOR THE SALE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2008 (THE "BONDS") TO RAISE MONEY TO PROVIDE FUNDS FOR THE CURRENT REFUNDING OF CERTAIN OUTSTANDING MATURITIES OF THE COUNTY'S GENERAL OBLIGATION COURTHOUSE PROJECT REFUNDING BONDS, SERIES 1998, DATED MARCH 1, 1998 (THE "1998 BONDS") ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$7,350,000; AUTHORIZING AND APPROVING THE ISSUANCE OF THE BONDS; APPROVING THE FORM OF AND EXECUTION OF A BOND PURCHASE AGREEMENT FOR THE SALE OF THE BONDS; APPROVING AND AUTHORIZING THE FORM OF, EXECUTION OF AND DISTRIBUTION OF AN OFFICIAL STATEMENT PERTAINING TO THE BONDS; APPROVING THE FORM OF AND EXECUTION OF AN ESCROW AGREEMENT BY AND BETWEEN THE COUNTY AND MERCHANTS & FARMERS BANK, A BANKING CORPORATION HAVING ITS PRINCIPAL CORPORATE TRUST OFFICE IN KOSCIUSKO, MISSISSIPPI, AS ESCROW AGENT (THE "ESCROW AGENT"); APPROVING THE SELECTION OF MERCHANTS & FARMERS BANK, KOSCIUSKO, MISSISSIPPI, AS ESCROW AGENT UNDER THE TERMS AND PROVISIONS OF THE ESCROW AGREEMENT; AUTHORIZING AND APPROVING THE ESCROW AGENT AND/OR BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC, JACKSON, MISSISSIPPI (THE "BOND COUNSEL") IN MAKING THE INITIAL APPLICATION TO DEPARTMENT OF THE TREASURY, BUREAU OF PUBLIC DEBT, DIVISION OF SPECIAL INVESTMENTS, PARKERSBURG, WEST VIRGINIA FOR UNITED STATES TREASURY SECURITIES - STATE AND LOCAL GOVERNMENT SERIES (THE "SLGS") IN CONNECTION WITH THE REQUIREMENTS OF THE ESCROW AGREEMENT; AUTHORIZING THE ESCROW AGENT TO FINALIZE THE APPLICATION FOR THE SLGS; AND FOR RELATED PURPOSES,"** wherein the County (a) authorized and approved the issuance of the Bonds subject to certain conditions; (b) authorized and approved the execution and distribution of a preliminary official statement; (c) approved the form of and execution of a bond purchase agreement for the sale of the Bonds; (d) approved and authorized the form of, execution of and distribution of an official statement pertaining to the Bonds; (e) approved the form of and execution of an escrow agreement; (f) authorized and approved the selection of Merchants & Farmers Bank, Kosciusko, Mississippi, as Escrow Agent under the terms and provisions of the escrow agreement; (g) authorized the Escrow Agent and/or Bond Counsel to make the initial application to Department of the Treasury, Bureau of Public Debt, Division of Special Investments, Parkersburg, West Virginia for Untied States Treasury Securities - State and Local Government Series (the "Slugs") in connection with the requirements of the escrow agreement; and (h) authorized the Escrow Agent to finalize the application for the Slugs.

5. It has now become necessary to make provision for the preparation, execution and issuance of said Bonds.

President's Initials: _____

Date Signed: _____

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY,
ACTING FOR AND ON BEHALF OF THE COUNTY, AS FOLLOWS:**

SECTION 1. In consideration of the purchase and acceptance of any and all of the Bonds by those who shall hold the same from time to time, this Bond Resolution shall constitute a contract between the County and the Registered Owners from time to time of the Bonds. The pledge made herein and the covenants and agreements herein set forth to be performed on behalf of the County for the benefit of the Registered Owners shall be for the equal benefit, protection and security of the Registered Owners of any and all of the Bonds, all of which, regardless of the time or times of their authentication and delivery or maturity, shall be of equal rank without preference, priority or distinction.

SECTION 2. (a) The Bonds shall initially be issued pursuant to a Book-Entry System administered by the Securities Depository with no physical distribution of Bond certificates to be made except as provided in this Section 2. Any provision of this Bond Resolution or the Bonds requiring physical delivery of the Bonds shall, with respect to any Bonds held under the Book-Entry System, be deemed to be satisfied by a notation on the Registration Records maintained by the Paying Agent that such Bonds are subject to the Book-Entry System.

(b) So long as a Book-Entry System is being used, one Bond in the aggregate principal amount of the Bonds and registered in the name of the Securities Depository, the Securities Depository Nominee and the Participants and Indirect Participants will evidence beneficial ownership of the Bonds in authorized denominations, with transfers of ownership effected on the records of the Securities Depository, the Participants and the Indirect Participants pursuant to rules and procedures established by the Securities Depository, the Participants and the Indirect Participants. The principal of and any premium on each Bond shall be payable to the Securities Depository Nominee or any other person appearing on the Registration Records as the Registered Holder of such Bond or its registered assigns or legal representative at the principal office of the Paying Agent. So long as the Book-Entry System is in effect, the Securities Depository will be recognized as the Holder of the Bonds for all purposes. Transfer of principal, interest and any premium payments or notices to Participants and Indirect Participants will be the responsibility of the Securities Depository and transfer of principal, interest and any premium payments or notices to Beneficial Owners will be the responsibility of the Participants and Indirect Participants. No other party will be responsible or liable for such transfers of payments or notices or for maintaining, supervising or reviewing such records maintained by the Securities Depository, the Participants or the Indirect Participants. While the Securities Depository Nominee or the Securities Depository, as the case may be, is the registered owner of the Bonds, notwithstanding any other provisions set forth herein, payments of principal of, redemption premium, if any, and interest on the Bonds shall be made to the Securities Depository Nominee or the Securities Depository, as the case may be, by wire transfer in immediately available funds to the account of such Holder, without notice to or the consent of the Beneficial Owners, the Paying Agent, with the consent of the County, and the Securities Depository may agree in writing to make payments of principal and interest in a manner different from that set out herein. In such event, the Paying Agent shall make payments with respect to the Bonds in such manner as if set forth herein.

(c) The Securities Depository may discontinue providing its services as securities depository with respect to the Bonds at any time by giving reasonable notice to County or Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered.

(d) The County may decide to discontinue use of the system of book-entry-only transfers through the Securities Depository (or a successor securities depository). In that event, Bond certificates will be printed and delivered to the Securities Depository.

(e) Each Securities Depository and the Participants, the Indirect Participants and the Beneficial Owners of the Bonds, by their acceptance of the Bonds, agree that the County and the Paying Agent shall have no liability for the failure of any Securities Depository to perform its obligation to any Participant, Indirect Participant or other nominee of any Beneficial Owner of

President's Initials: _____

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any Bonds to perform any obligation that such Participant, Indirect Participant or other nominee may incur to any Beneficial Owner of the Bonds.

(f) Notwithstanding any other provision of this Bond Resolution, on or prior to the date of issuance of the Bonds, the Paying Agent shall have executed and delivered to the initial Securities Depository a Letter of Representations governing various matters relating to the Securities Depository and its activities pertaining to the Bonds. The terms and provisions of such Letter of Representations are incorporated herein by reference and in the event there shall exist any inconsistency between the substantive provisions of the said Letter of Representations and any provisions of this Bond Resolution, then, for as long as the initial Securities Depository shall serve with respect to the Bonds, the terms of the Letter of Representations shall govern.

(g) Notwithstanding any provision in this Bond Resolution to the contrary, at all times in which the Book-Entry System is in effect, any references to physical delivery of a Bond shall not be required.

SECTION 3. The Bonds are hereby authorized and ordered to be prepared and issued in the principal amount of not to exceed Three Million Five Hundred Thousand Dollars (\$3,500,000) to raise money for the Refunding Project as authorized by the Act.

SECTION 4. (a) Payments of interest on the Bonds shall be made to the Record Date Registered Owner, and payments of principal shall be made upon presentation and surrender thereof at the principal office of the Paying Agent to the Record Date Registered Owner in lawful money of the United States of America.

(b) The Bonds shall be registered as to both principal and interest; shall be dated the date of delivery thereof; shall be issued in the principal denomination of \$5,000 each, or integral multiples thereof up to the amount of a single maturity; shall be numbered from one upward in the order of issuance; shall bear interest from the date thereof at the rate or rates specified by further order of the Governing Body, payable on June 1 and December 1 of each year (each an "Interest Payment Date"), commencing June 1, 2008; and shall mature and become due and payable on June 1 in the years and in the principal amounts as set forth in the Bond Purchase Agreement with the final maturity occurring not later than June 1, 2014.

(c) The Bonds are **not** subject to redemption prior to their stated dates of maturity.

(d) The Bonds, for which the payment of sufficient moneys or, to the extent permitted by the laws of the State of Mississippi, (i) direct obligations of, or obligations for the payment of the principal of and interest on which are unconditionally guaranteed by, the United States of America ("Government Obligations"), (ii) certificates of deposit or municipal obligations fully secured by Government Obligations or (iii) evidences of ownership of proportionate interests in future interest or principal payments on Government Obligations held by a bank or trust company as custodian, under which the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor on the Government Obligations and which Government Obligations are not available to satisfy any claim of the custodian or any person claiming through the custodian or to whom the custodian may be obligated, (iv) State and Local Government Series ("SLGS") Securities, and (v) municipal obligations, the payment of the principal of, interest and redemption premium, if any, on which are irrevocably secured by Government Obligations and which Government Obligations are not subject to redemption prior to the date on which the proceeds attributable to the principal of such obligations are to be used and have been deposited in an escrow account which is irrevocably pledged to the payment of the principal of and interest and redemption premium, if any, on such municipal obligations (all of which collectively, with Government Obligations, "Defeasance Securities"), shall have been deposited with an escrow agent appointed for such purpose, which may be the Paying and Transfer Agent, shall be deemed to have been paid, shall cease to be entitled to any lien, benefit or security under this Bond Resolution and shall no longer be deemed to be outstanding hereunder, and the Registered Owners shall have no rights in respect thereof except to receive payment of the principal of and interest on such Bonds from the funds held for that purpose. Defeasance

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Securities shall be considered sufficient under the Bond Resolution if said investments, with interest, mature and bear interest in such amounts and at such times as will assure sufficient cash to pay currently maturing interest and to pay principal when due on such Bonds.

SECTION 5. (a) When the Bonds shall have been validated and executed as herein provided, they shall be registered as an obligation of the County in the office of the Clerk in a record maintained for that purpose, and the Clerk shall cause to be imprinted upon the reverse side of each of the Bonds, over his facsimile signature and facsimile seal, his certificate in substantially the form set out in Section 7.

(b) The Bonds shall be executed by the manual or facsimile signature of the President and countersigned by the manual or facsimile signature of the Clerk, with the seal of the County imprinted or affixed thereto; provided, however all signatures and seals appearing on the Bonds, other than the signature of an authorized officer of the Transfer Agent hereafter provided for, may be facsimile and shall have the same force and effect as if manually signed or impressed. In case any official of the County whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such official before the delivery or reissuance thereof, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such official had remained in office until delivery or reissuance.

(c) The Bonds shall be delivered to the Underwriter upon payment of the purchase price therefor in accordance with the terms and conditions of their sale and award, together with a complete certified transcript of the proceedings had and done in the matter of the authorization, issuance, sale and validation of the Bonds, and the final, unqualified approving opinion of Bond Counsel, which opinion shall be imprinted on the reverse of each of the Bonds.

(d) Prior to or simultaneously with the delivery by the Transfer Agent of any of the Bonds, the County shall file with the Transfer Agent:

(i) a copy, certified by the Clerk, of the transcript of proceedings of the Governing Body in connection with the authorization, issuance, sale and validation of the Bonds; and

(ii) an authorization to the Transfer Agent, signed by the President, to authenticate and deliver the Bonds to the Underwriter.

(e) At delivery, the Transfer Agent shall authenticate the Bonds and deliver them to the Underwriter thereof upon payment of the purchase price of the Bonds to the County.

(f) Bonds, blank as to denomination, rate of interest, date of maturity and CUSIP number and sufficient in quantity in the judgment of the County to meet the reasonable transfer and reissuance needs on the Bonds, shall be printed and delivered to the Transfer Agent in generally accepted format, and held by the Transfer Agent until needed for transfer or reissuance, whereupon the Transfer Agent shall imprint the appropriate information as to denomination, rate of interest, date of maturity and CUSIP number prior to the registration, authentication and delivery thereof to the transferee holder. The Transfer Agent is hereby authorized upon the approval of the Governing Body to have printed from time to time as necessary additional Bonds bearing the facsimile seal of the County and facsimile signatures of the persons who were the officials of the Governing Body as of the date of original issue of the Bonds.

SECTION 6. (a) The County has appointed Hancock Bank, Gulfport, Mississippi, as the Paying and Transfer Agent. The Paying and Transfer Agent shall be a bank or trust company located within the State of Mississippi. The County specifically reserves the right to hereafter designate a separate Transfer Agent and/or Paying Agent in its discretion in the manner hereinafter provided.

(b) So long as any of the Bonds shall remain outstanding, the County shall maintain with the Transfer Agent records for the registration and transfer of the Bonds. The Transfer Agent is hereby appointed registrar for the Bonds, in which capacity the Transfer Agent shall register in such records and permit to be transferred thereon, under such reasonable regulations as may be prescribed, any Bond entitled to registration or transfer.

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(c) The County shall pay or reimburse the Agent for reasonable fees for the performance of the services normally rendered and the incurring of normal expenses reasonably and necessarily paid as are customarily paid to paying agents, transfer agents and bond registrars, subject to agreement between the County and the Agent. Fees and reimbursements for extraordinary services and expenses, so long as not occasioned by the negligence, misconduct or willful default of the Agent, shall be made by the County on a case by case basis, subject, where not prevented by emergency or other exigent circumstances, to the prior written approval of the Governing Body.

(d) (i) An Agent may at any time resign and be discharged of the duties and obligations of either the function of the Paying Agent or Transfer Agent, or both, by giving at least sixty (60) days' written notice to the County, and may be removed from either or both of said functions at any time by resolution of the Governing Body delivered to the Agent. The resolution shall specify the date on which such removal shall take effect and the name and address of the successor Agent, and shall be transmitted to the Agent being removed within a reasonable time prior to the effective date thereof. Provided, however, that no resignation or removal of an Agent shall become effective until a successor Agent has been appointed pursuant to the Bond Resolution.

(ii) Upon receiving notice of the resignation of an Agent, the County shall promptly appoint a successor Agent by resolution of the Governing Body. Any appointment of a successor Agent shall become effective upon acceptance of appointment by the successor Agent. If no successor Agent shall have been so appointed and have accepted appointment within thirty (30) days after the notice of resignation, the resigning Agent may petition any court of competent jurisdiction for the appointment of a successor Agent, which court may thereupon, after such notice as it may deem appropriate, appoint a successor Agent.

(iii) In the event of a change of Agents, the predecessor Agent shall cease to be custodian of any funds held pursuant to this Bond Resolution in connection with its role as such Agent, and the successor Agent shall become such custodian; provided, however, that before any such delivery is required to be made, all fees, advances and expenses of the retiring or removed Agent shall be fully paid. Every predecessor Agent shall deliver to its successor Agent all records of account, registration records, lists of Registered Owners and all other records, documents and instruments relating to its duties as such Agent.

(iv) Any successor Agent appointed under the provisions hereof shall be a bank, trust company or national banking association having Federal Deposit Insurance Corporation insurance of its accounts, duly authorized to exercise corporate trust powers and subject to examination by and in good standing with the federal and/or state regulatory authorities under the jurisdiction of which it falls.

(v) Every successor Agent appointed hereunder shall execute, acknowledge and deliver to its predecessor Agent and to the County an instrument in writing accepting such appointment hereunder, and thereupon such successor Agent, without any further act, shall become fully vested with all the rights, immunities and powers, and subject to all the duties and obligations, of its predecessor.

(vi) Should any transfer, assignment or instrument in writing be required by any successor Agent from the County to more fully and certainly vest in such successor Agent the estates, rights, powers and duties hereby vested or intended to be vested in the predecessor Agent, any such transfer, assignment and written instruments shall, on request, be executed, acknowledged and delivered by the County.

(vii) The County will provide any successor Agent with certified copies of all resolutions, orders and other proceedings adopted by the Governing Body relating to the Bonds.

(viii) All duties and obligations imposed hereby on an Agent or successor Agent shall terminate upon the accomplishment of all duties, obligations and responsibilities imposed

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by law or required to be performed by this Bond Resolution.

(e) Any corporation or association into which an Agent may be converted or merged, or with which it may be consolidated or to which it may sell or transfer its assets as a whole or substantially as a whole, or any corporation or association resulting from any such conversion, sale, merger, consolidation or transfer to which it is a party, shall be and become successor Agent hereunder and vested with all the powers, discretion, immunities, privileges and all other matters as was its predecessor, without the execution or filing of any instrument or any further act, deed or conveyance on the part of either the County or the successor Agent, anything herein to the contrary notwithstanding, provided only that such successor Agent shall be satisfactory to the County and eligible under the provisions of Section 5(d)(iv) hereof.

SECTION 7. The Bonds shall be in substantially the following form, with such appropriate variations, omissions and insertions as are permitted or required by this Bond Resolution:

[remainder of page left blank intentionally]

[BOND FORM]

UNITED STATES OF AMERICA

STATE OF MISSISSIPPI

MADISON COUNTY

GENERAL OBLIGATION REFUNDING BOND

SERIES 2008

NO. _____ \$

Rate of Interest Maturity Date of Original Issue CUSIP

_____, 2008

Registered Owner:

Principal Amount: _____ DOLLARS

Madison County, State of Mississippi (the "County"), a body politic existing under the Constitution and laws of the State of Mississippi, acknowledges itself to owe and for value received, promises to pay in lawful money of the United States of America to the Registered Owner identified above, upon the presentation and surrender of this Bond, at the principal office of Hancock Bank, Gulfport, Mississippi, or its successor, as paying agent (the "Paying Agent") for the General Obligation Courthouse Project Refunding Bonds, Series 2008, of the County (the "Bonds"), on the maturity date identified above, the principal amount identified above. Payment of the principal amount of this Bond shall be made to the Registered Owner hereof who shall appear in the registration records of the County maintained by Hancock Bank, Gulfport, Mississippi, or its successor, as transfer agent for the Bonds (the "Transfer Agent"), as of the 15th day of the calendar month preceding the maturity date hereof.

The County further promises to pay interest on such principal amount from the date of this Bond or from the most recent interest payment date to which interest has been paid at the rate of interest per annum set forth above, on June 1 and December 1 of each year (each an

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"Interest Payment Date"), commencing June 1, 2008, until said principal sum is paid, to the Registered Owner hereof who shall appear in the registration records of the County maintained by the Transfer Agent as of the 15th day of the calendar month preceding the applicable Interest Payment Date.

Payments of principal of and interest on this Bond shall be made by check or draft mailed on the Interest Payment Date to such Registered Owner at his address as it appears on such registration records. The Registered Owner hereof may change such address by written notice to the Transfer Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Transfer Agent, such notice to be received by the Transfer Agent not later than the 15th day of the calendar month preceding the applicable principal or Interest Payment Date.

This Bond is one of a series of Bonds of like date of original issue, tenor and effect, except as to denomination, number, rate of interest and date of maturity, issued in the aggregate authorized principal amount of not to exceed Three Million Five Hundred Thousand Dollars (\$3,500,000) to raise money for the purpose of providing funds for the current refunding of certain outstanding maturities of the County's General Obligation Courthouse Project Refunding Bonds, Series 1998, dated March 1, 1998, issued in the original principal amount of \$7,350,000.

This Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including Sections 31-27-1 et seq., Mississippi Code of 1972, as amended, and by the further authority of proceedings duly had by the Board of Supervisors of the County, including a resolution adopted February 4, 2008 (the "Bond Resolution").

The Bonds are not subject to redemption prior to their stated dates of maturity.

The Bonds are registered as to both principal and interest. The Bonds are to be issued or reissued in the denomination of \$5,000 each, or integral multiples thereof up to the amount of a single maturity.

This Bond may be transferred or exchanged by the Registered Owner hereof in person or by his attorney duly authorized in writing at the principal office of the Transfer Agent, but only in the manner, subject to the limitations in the Bond Resolution, and upon surrender and cancellation of this Bond. Upon such transfer or exchange, a new Bond or Bonds of like aggregate principal amount in authorized denominations of the same maturity will be issued.

The County and the Paying Agent may deem and treat the Registered Owner hereof as the absolute owner for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes and neither the County nor the Paying Agent shall be affected by any notice to the contrary.

The Bonds are and will continue to be payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon all the taxable property within the geographical limits of the County. The County will levy annually a special tax upon all taxable property within the geographical limits of the County adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same falls due.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Bond Resolution until the certificate of registration and authentication hereon shall have been signed by the Transfer Agent.

IT IS HEREBY CERTIFIED, RECITED AND REPRESENTED that all conditions, acts and things required by law to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds, in order to make the same legal and binding general obligations of the County, according to the terms thereof, do exist, have happened and have been

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performed in regular and due time, form and manner as required by law. For the performance in apt time and manner of every official act herein required, and for the prompt payment of this Bond, both principal and interest, the full faith and credit of the County are hereby irrevocably pledged.

IN WITNESS WHEREOF, the County has caused this Bond to be executed in its name by the manual or facsimile signature of the President of the Board of Supervisors of the County, countersigned by the manual or facsimile signature of the Clerk of the County, under the manual or facsimile seal of the County, which said manual or facsimile signatures and seal said officials adopt as and for their own proper signatures and seal, as of the ____ day of _____, 2008.

MADISON COUNTY, MISSISSIPPI

BY: _____
President, Board of Supervisors

COUNTERSIGNED:

Chancery Clerk

(facsimile seal)

There shall be printed in the lower left portion of the face of the Bonds a registration and authentication certificate in substantially the following form:

CERTIFICATE OF REGISTRATION AND AUTHENTICATION

This Bond is one of the Bonds described in the within mentioned Bond Resolution and is one of the General Obligation Refunding Bonds, Series 2008, of Madison County, Mississippi.

HANCOCK BANK
GULFPORT, MISSISSIPPI
as Transfer Agent

BY: _____
Authorized Officer

Date of Registration and Authentication: _____

There shall be printed on the reverse of the Bonds a registration and validation certificate and an assignment form in substantially the following form:

REGISTRATION AND VALIDATION CERTIFICATE

STATE OF MISSISSIPPI

COUNTY OF MADISON

I, the undersigned Chancery Clerk of Madison County, Mississippi, do hereby certify that the within Bond has been duly registered by me as an obligation of said County pursuant to law in a record kept in my office for that purpose, and has been validated and confirmed by Decree of the Chancery Court of Madison County, Mississippi, rendered on the ____ day of _____, 2008.

President's Initials: _____
Date Signed: _____

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(seal)

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto _____

(Name and Address of Assignee)

the within Bond and does hereby irrevocably constitute and appoint _____, _____,
_____, as Transfer Agent to transfer the said Bond on the records kept for registration
thereof with full power of substitution in the premises.

NOTICE: The signature to this Assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular manner, without any alteration whatever.

Signatures guaranteed:

NOTICE: Signature(s) must be guaranteed by an approved eligible guarantor institution, an institution that is a participant in a Securities Transfer Association recognized signature guarantee program.

(Authorized Officer)

Date of Assignment: _____

Insert Social Security Number or Other Tax Identification Number of Assignee: _____

SECTION 8. In case any Bond shall become mutilated or be stolen, destroyed or lost, the County shall, if not then prohibited by law, cause to be authenticated and delivered a new Bond of like date, number, maturity and tenor in exchange and substitution for and upon cancellation of such mutilated Bond, or in lieu of and in substitution for such Bond stolen, destroyed or lost, upon the Registered Owner's paying the reasonable expenses and charges of the County in connection therewith, and in case of a Bond stolen, destroyed or lost, his filing with the County or Transfer Agent evidence satisfactory to them that such Bond was stolen, destroyed or lost, and of his ownership thereof, and furnishing the County or Transfer Agent with such security or indemnity as may be required by law or by them to save each of them harmless from all risks, however remote.

SECTION 9. For the purpose of effectuating and providing for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue, there shall be and is hereby levied a direct, continuing special tax upon all of the taxable property within the geographical limits of the County, adequate and sufficient, after allowance shall have been made for the expenses of collection and delinquencies in the payment of taxes, to produce sums required for the payment of the principal of and the interest on the Bonds. Said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the County are collected, and the rate of tax which shall be so extended shall be sufficient in

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each year fully to produce the sums required as aforesaid, without limitation as to time, rate or amount. The avails of said tax are hereby irrevocably pledged for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue. Should there be a failure in any year to comply with the requirements of this section, such failure shall not impair the right of the Registered Owners of any of the Bonds in any subsequent year to have adequate taxes levied and collected to meet the obligations of the Bonds, both as to principal and interest.

SECTION 10. Only such of the Bonds as shall have endorsed thereon a certificate of registration and authentication in substantially the form hereinabove set forth, duly executed by the Transfer Agent, shall be entitled to the rights, benefits and security of this Bond Resolution. No Bond shall be valid or obligatory for any purpose unless and until such certificate of registration and authentication shall have been duly executed by the Transfer Agent, which executed certificate shall be conclusive evidence of registration, authentication and delivery under this Bond Resolution. The Transfer Agent's certificate of registration and authentication on any Bond shall be deemed to have been duly executed if signed by an authorized officer of the Transfer Agent, but it shall not be necessary that the same officer sign said certificate on all of the Bonds that may be issued hereunder at any one time.

SECTION 11. (a) In the event the Underwriter shall fail to designate the names, addresses and social security or tax identification numbers of the Registered Owners of the Bonds within thirty (30) days of the date of sale, or at such other later date as may be designated by the County, one Bond registered in the name of the Underwriter may be issued in the full amount for each maturity. Ownership of the Bonds shall be in the Underwriter until the initial Registered Owner has made timely payment and, upon request of the Underwriter within a reasonable time of the initial delivery of the Bonds, the Transfer Agent shall re register any such Bond upon its records in the name of the Registered Owner to be designated by the Underwriter in the event timely payment has not been made by the initial Registered Owner.

(b) Except as hereinabove provided, the Person in whose name any Bond shall be registered in the records of the County maintained by the Transfer Agent may be deemed the absolute owner thereof for all purposes, and payment of or on account of the principal of or interest on any Bond shall be made only to or upon the order of the Registered Owner thereof, or his legal representative, but such registration may be changed as hereinafter provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

SECTION 12. (a) Each Bond shall be transferable only in the records of the County, upon surrender thereof at the office of the Transfer Agent, together with a written instrument of transfer satisfactory to the Transfer Agent duly executed by the Registered Owner or his attorney duly authorized in writing. Upon the transfer of any Bond, the County, acting through its Transfer Agent, shall issue in the name of the transferee a new Bond or Bonds of the same aggregate principal amount and maturity and rate of interest as the surrendered Bond or Bonds.

(b) In all cases in which the privilege of transferring Bonds is exercised, the Transfer Agent shall authenticate and deliver Bonds in accordance with the provisions of this Bond Resolution.

SECTION 13. (a) The County hereby establishes the 2008 Bond Fund which shall be maintained with a qualified depository in its name for the payment of the principal of and interest on the Bonds, and the payment of Agents' fees in connection therewith. There shall be deposited into the 2008 Bond Fund as and when received:

(i) The accrued interest and premium, if any, received upon delivery of the Bonds;

(ii) The avails of any of the ad valorem taxes levied and collected pursuant to Section 9 hereof;

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(iii) Any income received from investment of monies in the 2008 Bond Fund;
and

(iv) Any other funds available to the County which may be lawfully used for payment of the principal of and interest on the Bonds, and which the Governing Body, in its discretion, may direct to be deposited into the 2008 Bond Fund.

(b) As long as any principal of and interest on the Bonds remains outstanding, the Clerk is hereby irrevocably authorized and directed to withdraw from the 2008 Bond Fund sufficient monies to make the payments herein provided for and to transfer same to the account of the Paying Agent in time to reach said Paying Agent at least five (5) days prior to the date on which said interest or principal and interest shall become due.

SECTION 14. The County hereby establishes the 2008 Costs of Issuance Fund which shall be held by the Escrow Agent under the Escrow Agreement. A certain portion of the proceeds received upon the sale of the Bonds shall be deposited in the 2008 Costs of Issuance Fund. Any income received from investment of monies in the 2008 Costs of Issuance Fund shall be deposited in the 2008 Costs of Issuance Fund. Funds in the 2008 Costs of Issuance Fund shall be used to pay the costs, fees and expenses incurred by the County in connection with the authorization, issuance, sale, validation and delivery of the Bonds. Any amounts which remain in the 2008 Costs of Issuance Fund after the payment of the costs of issuance for the Bonds shall be transferred by the Escrow Agent to the County for deposit in the 2008 Bond Fund and used as permitted under State law.

SECTION 15. Upon delivery of the Bonds, the County will remit certain portion of the proceeds received upon the sale of the Bonds directly to the Escrow Agent under the Escrow Agreement for deposit in the Escrow Fund to effectuate the refunding and redemption of the Refunded Bonds pursuant to the Escrow Agreement.

SECTION 16. (a) Payment of principal on the Bonds shall be made, upon presentation and surrender of the Bonds at the principal office of the Paying Agent, to the Record Date Registered Owner thereof who shall appear in the registration records of the County maintained by the Transfer Agent as of the Record Date.

(b) Payment of each installment of interest on the Bonds shall be made to the Record Date Registered Owner thereof whose name shall appear in the registration records of the County maintained by the Transfer Agent as of the Record Date. Interest shall be payable in the aforesaid manner irrespective of any transfer or exchange of such Bond subsequent to the Record Date and prior to the due date of the interest.

(c) Principal of and interest on the Bonds shall be paid by check or draft mailed on the Interest Payment Date to Registered Owners at the addresses appearing in the registration records of the Transfer Agent. Any such address may be changed by written notice from the Registered Owner to the Transfer Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Transfer Agent, such notice to be received by the Transfer Agent not later than the 15th day of the calendar month preceding the applicable principal or Interest Payment Date to be effective as of such date.

SECTION 17. The Bonds may be submitted to validation as provided by Chapter 13, Title 31, Mississippi Code of 1972, and to that end the Clerk is hereby directed to make up a transcript of all legal papers and proceedings relating to the Bonds and to certify and forward the same to the State's Bond Attorney for the institution of validation proceedings.

SECTION 18. The County hereby covenants that it will not make any use of the proceeds of the Bonds or do or suffer any other action that would cause: (i) the Bonds to be "arbitrage bonds" as such term is defined in Section 148(a) of the Internal Revenue Code of 1986, as amended ("Code"), and the Regulations promulgated thereunder; (ii) the interest on the

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Bonds to be included in the gross income of the Registered Owners thereof for federal income taxation purposes; or (iii) the interest on the Bonds to be treated as an item of tax preference under Section 57(a)(5) of the Code.

SECTION 19. The County hereby covenants as follows:

- (a) it has not abandoned, sold or otherwise disposed of any facility, equipment or improvement financed or refinanced directly or indirectly with the proceeds of the Refunded Bonds;
- (b) it does not intend to, during the term that any of the Bonds allocable to the Refunding Project are outstanding, abandon, sell or otherwise dispose of any facility, equipment or improvement financed or refinanced directly or indirectly with the proceeds of the Refunded Bonds;
- (c) it shall timely file with the Ogden, Utah Service Center of the Internal Revenue Service, such information report or reports as may be required by Section 148(f) and 149(e) of the Code;
- (d) it shall take no action that would cause the Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code;
- (e) it will not employ an abusive arbitrage device in connection with the issuance by it of the Bonds which will enable it to obtain a material financial advantage (based on arbitrage) apart from the savings that may be realized as a result of the lower interest rates on the Bonds than on the Refunded Bonds and overburden the tax-exempt bond market;
- (f) the amount of "excess gross proceeds", as such term is defined in Income Tax Regulation 1.148-10(c)(2), of the Bonds allocable to the Refunding Project will not exceed one percent (1%) of the proceeds received from the sale thereof; and
- (g) it shall make, or cause to be made, the rebate required by Section 148(f) of the Code in the manner described in Regulation 1.148-0 through 1.148-11, 1.149(b)-1, 1.149(d)-1, 1.149(g)-1, 1.150-1, 1.150-2, as such regulations and statutory provisions may be modified insofar as they apply to the Bonds.

SECTION 20. The County hereby agrees for the benefit of the Holders and Beneficial Owners of the Bonds for so long as it remains obligated to advance funds to pay the Bonds to provide certain updated financial information and operating data annually, and timely notice of specified material events, to certain information vendors as set forth in this Section. This information will be available to securities brokers and others who subscribe to receive the information from the vendors.

The County will provide certain updated financial information and operating data to certain information vendors annually. The information to be updated includes all quantitative financial information and operating data with respect to the County of the general type included in the Official Statement in APPENDIX A under the headings "ECONOMIC AND DEMOGRAPHIC INFORMATION," "TAX INFORMATION" and "DEBT INFORMATION" and other financial information set forth in APPENDICES B and C of the Official Statement. The County will update and provide this information within six months after the end of each fiscal year of the County ending in or after 2008. The County will provide the updated information to each nationally recognized municipal securities information repository ("NRMSIR") and to any state information depository ("SID") that is designated by the State of Mississippi and approved by the staff of the United States Securities and Exchange Commission (the "SEC").

The County may provide updated information in full text or may incorporate by reference

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certain other publicly available documents, as permitted by Securities Exchange Act 15c2-12 (the "SEC Rule 15c2-12"). The updated information will include audited financial statements, if the County's audit is completed by the required time. If audited financial statements are not available by the required time, the County will provide unaudited financial statements by such time and audited financial statements when the audit report becomes available. Any such financial statements will be prepared in accordance with the accounting principles promulgated by the State of Mississippi or such other accounting principles as the County may be required to employ from time to time pursuant to law or regulation.

The County's current fiscal year end is September 30. Accordingly, it must provide updated information by March 31 in each year, unless the County changes its fiscal year. If the County changes its fiscal year, it will notify each NRMSIR and any SID of the change.

Anyone requesting information under the continuing disclosure requirements of SEC Rule 15c2-12 should contact the Chancery Clerk, Madison County Courthouse, 128 West North Street, Canton, Mississippi 39046, Telephone Number: (601) 855-5526.

The County will also provide timely notices of certain events to certain information vendors. The County will provide notice of any of the following events with respect to the Bonds, if such event is material to a decision to purchase or sell Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions or events affecting the tax-exempt status of the Bonds; (7) modifications to rights of Holders of the Bonds; (8) Bond calls; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds; and (11) rating changes. Neither the Bonds nor this Bond Resolution makes any provisions for debt service reserves. In addition, the County will provide timely notice of any failure by the County to provide information, data, or financial statements in accordance with its agreement described above under paragraph 2, 3 and 4 of this Section. The County will provide each notice described in this paragraph to any SID and to either each NRMSIR or the Municipal Securities Rulemaking Board ("MSRB").

The County has agreed to provide the foregoing information to NRMSIRs or the MSRB and any SID. The information will be available to Holders of Bonds only if the Holders comply with the procedures and pay the charges established by such information vendors or obtain the information through securities brokers who do so.

The County has agreed to update information and to provide notices of material events only as described in this Section. The County has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described herein. The County makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The County disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although Holders or Beneficial Owners of Bonds may seek a writ of mandamus to compel the County to comply with its agreement.

The County may amend its continuing disclosure agreement only if (1) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in identity, nature, or status of the County, (2) the agreement, as amended, would have complied with SEC Rule 15c2-12 at the date of sale of the Bonds, taking into account any amendments or interpretations of the SEC Rule 15c2-12 as well as any change in circumstance, and (3) the County receives an opinion of nationally recognized bond counsel to the effect that the amendment does not materially impair the interests of the Holders and Beneficial Owners of the Bonds. If any such amendment is made, the County will

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include in its next annual update an explanation in narrative form of the reasons for the change and its impact on the type of operating data or financial information being provided.

SECTION 21. Each of the following constitutes an event of default under this Bond Resolution:

- (a) failure by the County to pay any installment of principal of or interest on any Bond at the time required;
- (b) failure by the County to perform or observe any other covenant, agreement or condition on its part contained in this Bond Resolution or in the Bonds, and the continuance thereof for a period of thirty (30) days after written notice thereof to the County by the Registered Owners of not less than ten percent (10%) in principal amount of the then outstanding Bonds; or
- (c) an Act of Bankruptcy occurs.

SECTION 22. The Escrow Agent is hereby authorized to pay costs of issuance expenses on the closing date for the Bonds from the proceeds of the Bonds deposited with the Escrow Agent under the Escrow Agreement for the costs of issuance of said Bonds; provided, however, total costs of issuance for said Bonds shall not exceed \$70,000 (excluding Underwriter's discount). The President or Clerk or any other Authorized Officer are authorized to sign requisitions for the payment of costs of issuance for the Bonds.

SECTION 23. The President, the Clerk and the other Authorized Officers of the County are, and each of them acting alone is, hereby authorized and directed to take such actions and to execute such documents as may be necessary to effectuate the purposes of this Bond Resolution.

SECTION 24. All orders, resolutions or proceedings of the Governing Body in conflict with any provision hereof shall be, and the same are hereby repealed, rescinded and set aside, but only to the extent of such conflict. For cause, this Bond Resolution shall become effective upon the adoption hereof.

Following the reading of the foregoing Bond Resolution, Supervisor D. I. Smith seconded the motion for its adoption. The President put the question to a roll call vote, and the result was as follows:

Supervisor John Bell Crosby	voted: Aye
Supervisor Tim Johnson	voted: Aye
Supervisor D. I. Smith	voted: Aye
Supervisor Paul Griffin	voted: Aye
Supervisor Karl Banks	voted: Aye

The motion having received the affirmative vote of a majority of the members present, the President declared the motion carried and the Bond Resolution adopted this the 4th day of February, 2008.

PRESIDENT, BOARD OF SUPERVISORS

ATTEST:

CLERK, BOARD OF SUPERVISORS

(SEAL)

President's Initials: _____
Date Signed: _____

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The Board of Supervisors of Madison County, Mississippi, acting for and on behalf of Madison County, Mississippi, took up for further consideration the matter of providing notification of the refunding/redemption in connection with the issuance of General Obligation Refunding Bonds, Series 2008, of Madison County, Mississippi. After discussion of the subject, Supervisor Karl M. Banks offered and moved the adoption of the following resolution:

RESOLUTION AUTHORIZING THE PRESIDENT OR CLERK OF THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY"), TO PROVIDE A WRITTEN NOTIFICATION TO MERCHANTS & FARMERS BANK, KOSCIUSKO, MISSISSIPPI, PAYING AGENT FOR THE \$7,350,000 MADISON COUNTY, MISSISSIPPI GENERAL OBLIGATION COURTHOUSE PROJECT REFUNDING BONDS, SERIES 1998, DATED MARCH 1, 1998 (THE "1998 BONDS"), OF THE CURRENT REFUNDING OF CERTAIN OUTSTANDING MATURITIES OF THE 1998 BONDS AND REDEMPTION OF THE 1998 BONDS MATURING IN THE YEARS 2008 THROUGH 2014, BOTH INCLUSIVE.

WHEREAS, the Board of Supervisors of Madison County, Mississippi (the "Board of Supervisors"), acting for and on behalf of Madison County, Mississippi (the "County"), have authorized the issuance and sale of General Obligation Refunding Bonds, Series 2008 (the "Bonds"), of Madison County, Mississippi, to be dated the date of delivery thereof; and

WHEREAS, it is necessary to authorize the President or Clerk of the Board of Supervisors of the County to provide a written notification to Merchants & Farmers Bank, Kosciusko, Mississippi, paying agent for the \$7,350,000 Madison County, Mississippi General Obligation Courthouse Project Refunding Bonds, Series 1998, dated March 1, 1998 (the "1998 Bonds") of the current refunding of the outstanding 1998 Bonds maturing in the years 2008 through 2014, both inclusive (the "Refunded Bonds"); and

WHEREAS, it is necessary to approve the form of and execution of the notice of refunding of the Refunded Bonds and optional redemption of the Refunded Bonds maturing in the years 2008 through 2014, both inclusive (the "Callable 1998 Bonds") on June 1, 2008 at par (the "Notice of Refunding/Redemption").

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of Madison County, Mississippi, acting for and on behalf of Madison County, Mississippi, as follows:

SECTION 1. That the Board of Supervisors of Madison County, Mississippi, has hereby approved the sale and issuance of the Bonds.

SECTION 2. That the Board of Supervisors hereby approves the current refunding of the Refunded Bonds and the optional redemption of the Callable 1998 Bonds on June 1, 2008, at par.

SECTION 3. That the form of and the execution by the President or Clerk of the Board of Supervisors of the Notice of Refunding/Redemption attached hereto as **EXHIBIT A** (to this Resolution) are hereby approved.

SECTION 4. All orders, resolutions or proceedings of the Board of Supervisors in conflict with any provision hereof shall be, and the same are hereby repealed, rescinded and set aside, but only to the extent of such conflict. For cause, this resolution shall become effective upon the adoption hereof.

Supervisor D. I. Smith seconded the motion to adopt the foregoing resolution and, the question being put to a roll call vote, the result was as follows:

President's Initials: _____
Date Signed: _____

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Supervisor John Bell Crosby	voted: Aye
Supervisor Tim Johnson	voted: Aye
Supervisor D. I. Smith	voted: Aye
Supervisor Paul Griffin	voted: Aye
Supervisor Karl Banks	voted: Aye

The motion having received the affirmative vote of a majority of the members present, the President declared the motion carried and the resolution adopted, on this the 4th day of February, 2008.

PRESIDENT, BOARD OF SUPERVISORS

ATTEST:

CLERK, BOARD OF SUPERVISORS

EXHIBIT A
(to this Resolution and which is reproduced below)

February 4, 2008

Merchants & Farmers Bank
134 West Washington Street
Kosciusko, Mississippi 39090-3745

RE: Refunding of certain outstanding maturities of the \$7,350,000 Madison County, Mississippi General Obligation Courthouse Project Refunding Bonds, Series 1998, dated March 1, 1998 (the "1998 Bonds"), maturing in the years 2008 through 2014, both inclusive (the "Refunded Bonds"), and the Optional Redemption of the Refunded Bonds maturing in the years 2008 through 2014, both inclusive (the "Callable 1998 Bonds")

Dear Sir:

The Board of Supervisors for Madison County, Mississippi, acting for and on behalf of Madison County, Mississippi (the "Issuer"), did adopt a resolution (a copy of which is attached), which authorized the refunding of the Refunded Bonds and the optional redemption of the Callable 1998 Bonds, and the Issuer does hereby irrevocably exercise its option to call for redemption the outstanding Callable 1998 Bonds effective June 1, 2008 at par, and hereby directs Merchants & Farmers Bank, Kosciusko, Mississippi, as the paying agent for the Refunded Bonds (the "1998 Paying Agent"), to take any action required under the bond resolution for the Refunded Bonds (the "1998 Bond Resolution"), including, without limitation, the giving of notice thereunder, to accomplish such redemption. Such optional redemption shall be carried out in accordance with the provisions of the 1998 Bond Resolution and the 1998 Paying Agent is hereby authorized to utilize the funds remitted to it from the refunding monies provided by the Issuer's not to exceed \$3,500,000 General Obligation Refunding Bonds, Series 2008, to be dated the date of delivery thereof (the "Series 2008 Bonds").

From the date of the issuance of the Series 2008 Bonds, the 1998 Paying Agent for the Refunded Bonds shall provide for the debt service due on the Refunded Bonds and the funds for the optional redemption of the Callable 1998 Bonds from the funds provided to it by the Issuer from the proceeds of the Series 2008 Bonds.

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It is the responsibility of the 1998 Paying Agent to assure that all publications and form of redemption notices conform to the requirements of the 1998 Bond Resolution.

Sincerely,

Clerk, Board of Supervisors

In re: Establishment of Amount of General Obligation Road and Bridge Bonds, Series,2008

WHEREAS, on January 15, 2008 the Board adopted a series of Resolutions authorizing and directing the Issuance of General Obligation Road and Bridge Bonds, Series 2008 in an amount not to exceed \$33,000,000.00, and

WHEREAS, said Resolutions provided that this Board would set an exact amount of bonds to be issued in a subsequent meeting, and

WHEREAS, the Board does now desire to set and establish such amount, and

WHEREAS, Supervisor D. I. Smith offered certain prepared remarks related thereto, a true and correct copy of which is attached hereto as Exhibit J, spread hereupon and incorporated herein by reference, and

Following discussion, Mr. Karl M. Banks did offer and Mr. Paul Griffin did second a motion to set and establish \$33,000,000.00 as the amount of General Obligation Road and Bridge Bonds, Series 2008 to be issued in accordance with the Resolutions adopted on January 15, 2008. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	No
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried by a majority (4-1) vote of the Board, and said amount was and is hereby set and established.

SO ORDERED this the 4th day of February, 2008.

In re: Request to Purchase Used Patrol Cars by Holmes Community College

Following discussion, Mr. Karl M. Banks did offer and Mr. Paul Griffin did second a motion to authorize and approve the sale of up to 4 used sheriff's department patrol cars to Holmes Community College for use by the Holmes Community College District Police at a price of \$2,000.00 each, said price to include blue lights affixed to said vehicles, with the District receiving first choice of said vehicles, subject to this Board's subsequent determination that each such vehicle is surplus and no longer needed for county purposes. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye

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Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and the sale of such patrol cars was and is hereby approved and authorized, subject to the proviso aforesaid.

SO ORDERED this the 4th day of February, 2008.

In re: Request to Disburse Accumulated Funds West Madison Utility District

WHEREAS, the Board received the written request of the Board of Directors of the West Madison Utility District seeking the disbursement of certain funds which have accumulated due to the collection, in prior years, of a special levy for the benefit of said District, and

WHEREAS, said funds total \$60,000.00, and

WHEREAS, a true and correct copy of said request which is attached hereto as Exhibit K, spread hereupon and incorporated herein by reference,

Following discussion, Mr. Karl M. Banks did offer and Mr. D. I. Smith did second a motion to authorize and direct the disbursement by the Chancery Clerk of the sum of \$60,000.00 from the West Madison Utility District Fund, with the warrant therefor to be issued unto the Kearney Park Volunteer Fire Department. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said disbursement was and is hereby approved and the Chancery Clerk was and is hereby instructed accordingly.

SO ORDERED this the 4th day of February, 2008.

***In re: Authorization of Refund of Permit Fee Paid
by Billy Ray Jones***

WHEREAS, County Zoning Administrator Brad Sellers appeared before the Board and presented the request of Billy Ray Jones seeking a refund of an electricity permit fee paid by him just prior to the county's taking action to demolish the structure for which the permit was sought, and

WHEREAS, Mr. Sellers explained that Mr. Jones owned certain property in the Saw Mill Quarters which this Board authorized to be destroyed due to its non-compliance with county Ordinances and due to its status as a public nuisance,

Following discussion, Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to authorize and direct the Chancery Clerk to issue a refund unto Mr. Billy Ray Jones in the amount of \$85.00 for the permit fee he paid for property that was destroyed by the county. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye

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Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said refund was and is hereby approved and the Chancery Clerk was and is hereby directed accordingly.

SO ORDERED this the 4th day of February, 2008.

In re: Authorization of Purchase Clerk to Advertise for Term Bids for Road Base Reconstruction for the Period April 1, 2008 to June 30, 2009

At the written request of County Purchase Clerk Hardy Crunk, a true and correct copy of which is attached hereto as Exhibit L, spread hereupon and incorporated herein by reference, Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to authorize and direct the Purchase Clerk to advertise for term bids for road base construction for the period April 1, 2008 through June 30, 2009. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and Mr. Crunk was and is hereby so authorized.

SO ORDERED this the 4th day of February, 2008.

In re: Authorization of Purchase Clerk to Advertise for the Purchase of One or More 2008 Full-size Crew Cab Pick-up Trucks with Four Wheel Drive

At the written request of County Purchase Clerk Hardy Crunk, a true and correct copy of which is attached hereto as Exhibit M, spread hereupon and incorporated herein by reference, Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to authorize and direct the Purchase Clerk to advertise for the purchase of one or more 2008 full-size crew cab pick-up trucks with four wheel Drive. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and Mr. Crunk was and is hereby so authorized.

SO ORDERED this the 4th day of February, 2008.

In re: Approval of Existing Work and Continuing Involvement Agreement with the Law Firm of Brunini Grantham Grower & Hewes

WHEREAS, John A. Brunini, Esq. with the law firm of Brunini Grantham Grower & Hewes appeared before the Board and presented that certain correspondence dated January 28, 2008, a true and correct copy of which is attached hereto as Exhibit N, spread hereupon and

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Date Signed: _____

incorporated herein by reference and requested the Board's approval of the work arrangements and division of matters set forth therein, and

WHEREAS, the County desires to continue a working relationship with the law firm of Brunini Grantham Grower & Hewes in addition to providing for a transition of certain matters to the current Board Attorney, and

WHEREAS, the Board finds that the arrangements set forth in said Exhibit O, are reasonable, economical and are in the best interest of Madison County,

Following discussion, Mr. Karl M. Banks did offer and Mr. Tim Johnson did second a motion to adopt and approve the arrangements set forth in said correspondence and to retain and authorize the Brunini firm to continue to represent Madison County and its officers and officials as set forth therein. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said agreement was and is hereby approved and the Brunini firm was and is authorized and directed to continue its representation of Madison County and its officers in the matters set forth therein.

SO ORDERED this the 4th day of February, 2008.

In re: Acknowledgment of Receipt of Funds by Sheriff's Department and Authorization of Deletion of Certain Items of Inventory

WHEREAS, Sheriff Toby Trowbridge did appear before the Board and presented checks representing funds received from various entities as follows:

<u>Entity</u>	<u>Amount</u>
Evercom	\$ 19,491.98
Kroger	\$ 500.00,

the latter constituting a donation from Kroger through the Drugs End All Dreams Program, and

WHEREAS, the Sheriff requested the deletion of that certain handheld radio bearing inventory # 311421964 from the inventory of the sheriff's department, the same having been recently destroyed by accident,

Following discussion, Mr. Karl M. Banks did offer and Mr. Paul Griffin did second a motion to acknowledge receipt of said checks, and find, declare and determine that the aforesaid hand held radio was and is surplus property, of no use to the public, and should be deleted from county inventory. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said checks were and are hereby acknowledged, and said

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hand held radio declared surplus.

SO ORDERED this the 4th day of February, 2008.

In re: Authorization to Allow Diversified Consultants, Inc. to Use Electronic Data Maintained and/or Generated by the County Engineer

WHEREAS, County Engineer Rudy Warnock appeared before the Board and presented the written request of Diversified Consultants, Inc. seeking a digital copy of roadway plans, including cross-sections for Reunion Parkway Phase 2 on behalf of Bear Creek Water Association, and

WHEREAS, a true and correct copy of said written request is attached hereto as Exhibit P, spread hereupon and incorporated herein by reference,

Following discussion, Mr. Karl M. Banks did offer and Mr. Paul Griffin did second a motion to authorize and direct the County Engineer to comply with said request and provide the digital information sought by said firm. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and Mr. Warnock was and is so authorized.

SO ORDERED this the 4th day of February, 2008.

THERE BEING NO FURTHER BUSINESS to come before the Board of Supervisors of Madison County, Mississippi, upon motion duly made by Supervisor Karl M. Banks and seconded by Supervisor Paul Griffin and approved by the unanimous vote of those present, the meeting of the Board of Supervisors was recessed until Tuesday, February 5, 2008 for purposes of (1) conducting a public hearing regarding the abandonment of a public road, which hearing has been previously set by the Board and (2) any other business which may properly come before the Board.

Tim Johnson, President
Madison County Board of Supervisors

Date signed: _____

ATTEST:

Arthur Johnston, Chancery Clerk

President's Initials: _____
Date Signed: _____

President's Initials: _____

Date Signed: _____

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