

**MINUTES OF THE BOARD OF SUPERVISORS  
OF MADISON COUNTY, MISSISSIPPI  
REGULAR MEETING OF APRIL 20, 2004  
Recessed from regular meeting conducted on April 16, 2004**

BE IT REMEMBERED that the regular meeting of the Board of Supervisors of Madison County, Mississippi was duly convened, held and conducted on April 20, 2004, at the Madison County Chancery/Administrative Building in Canton, Mississippi, as follows, to-wit:

The President of the Board, Douglas L. Jones, presided and called the meeting to order. The following members were present that day:

Present: Absent:

Supervisor Douglas L. Jones None

Supervisor Tim Johnson

Supervisor Andy Taggart

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

Board Attorney Edmund L. Brunini, Jr. (and John Brunini)

The President announced that the members of the Board present constituted a quorum and declared the meeting duly convened. Chancery Clerk Arthur Johnston opened the meeting with a prayer and County Administrator Donnie Caughman led the members and the audience in the Pledge of Allegiance to the Flag of the United States of America.

***In re: Consideration of Agreement Between Madison County,***

**Canton Municipal Utilities and the Madison County Wastewater**

**Authority Transferring Certain County Property and Assets**

**Relative to the Beattie's Bluff Wastewater Treatment Facility**

WHEREAS, Board President Douglas L. Jones did announce that the Madison County Wastewater Authority ("Authority") requested that the Board of Supervisors execute an Agreement ("Agreement") with and among the county, the Authority and Canton Municipal Utilities ("CMU") with respect to ownership of the Beattie's Bluff Wastewater Treatment Facility ("BBWWTF"), a true and correct copy of which is attached hereto as Exhibit A, spread hereupon, and incorporated herein by reference, and

WHEREAS, President Jones did report that the proposed agreement involved a request to transfer certain property and assets of the County unto said Authority, and

WHEREAS, Board Attorney Edmund L. Brunini, Jr. did present a fact sheet prepared by the attorney for the Madison County Wastewater Authority together with a document entitled "Summary of Transportation and Treatment Between CMU and Madison County Wastewater Authority," true and correct copies of which may be found in the Miscellaneous Appendix to these Minutes, and

WHEREAS, Mr. Brunini did report on the background and status of the proposed agreement, stating that the county had invested substantial assets to (1) acquire the land on which the current BBWWTF sits, (2) acquire rights of way for the Catlett Road interceptor sewer line which is now owned by the Madison County Economic Development Authority and agree to construct a roadway extending Catlett Road; and (3) acquire rights of way for a significant portion of the Virillia Road interceptor line, and

WHEREAS, Mr. Brunini explained that CMU is under an obligation to build a facility to accommodate 6 million gallons of flow as a result of the Nissan plant and is willing to use certain grant funds as matching money to secure section 592 funds from the Corps of Engineers to construct an 8 million gallon facility; however, in order to receive such funds, the Corps requires that the Authority must have ultimate control over the facility in order to deal with wastewater in a comprehensive manner, and

WHEREAS, the county's position has been that CMU should contribute its assets just as the county and other entities are contributing assets to the Authority, but CMU has been unwilling to do so and its representatives continue to vote against matters which are decidedly in the best interest of the Authority, and

WHEREAS, the proposed Agreement does present benefits to the county as well as to CMU, to-wit: the county and the Authority will receive very favorable capacities in terms of level of wastewater flows and in terms of rate of pay for the treatment as set forth in the Transportation and Treatment Agreement while under the agreement, CMU's control over wastewater treatment in the county is strengthened

WHEREAS, Mr. Brunini did report that the culmination of negotiations with the Authority, CMU, and the Corps of Engineers is that CMU will agree to convey unto the Authority an undivided 25% interest in the entirety of the BBWWTF provided the county agree to convey its assets to the Authority as set forth above, and

WHEREAS, Mr. Brunini informed the Board that it could refuse to enter into the proposed Agreement with the Authority and CMU in which case CMU will proceed to begin construction on a 6 million gallon capacity expansion and the Authority will be forced to look elsewhere for future capacity and flow management, and

WHEREAS, Mr. Brunini did also report that the agreement was contingent upon the approval of both this Board and the Corps of Engineers and that the Corps could disapprove the 25% ownership issue, and

WHEREAS, the Board President did speak to the matter and **(1)** presented certain comments offered by representatives of CMU; **(2)** did express his opinion that fifty percent (50%) ownership of BBWWTF would be a better agreement for the county and the Authority; and **(3)** did further express his concern that as the agreement is written, the county will convey assets to the Authority but has no assurance that Authority would not simply convey the assets over to CMU in return for no benefit to the county or the Authority, and

WHEREAS, Mr. Brunini did opine that the question was a close one, and

WHEREAS, Mr. Karl M. Banks did express his view that the Agreement could be rewritten so as to protect the interest of the minority shareholders, so to speak, no matter what the percentage of ownership, and

WHEREAS, Mr. Andy Taggart did speak to the matter and expressed his strong support for a county-wide authority but did voice his concerns as to **(1)** the absence of reverter language in the Agreement, **(2)** the requirement that CMU would operate the BBWWTF for thirty (30) years; whereas, the Agreement and lease are for a twenty (20) year term, and **(3)** the inequity of one member of the Authority being required to convey 100% of its

related assets to the project while another member of the Authority is required to convey just 25% of its related assets and did further point out that the assets of the county are taxpayer-owned assets and the assets of CMU are assets of a quasi-private entity, and

WHEREAS, the Board President suggested that the Board convey unto the Authority all assets in question except the real property on which BBWWTF sits and the expansion rights preserved under the lease agreement previously entered into between the county and CMU, provided sufficient reverter language be included in the Agreement, but Mr. Brunini did explain that if the Board accepts the 25% proposal, the question of expansion rights is eviscerated, and

WHEREAS, Mr. Paul Griffin did state that the Board of Supervisors has served as a babysitter for the entities making up the Authority for years and this Agreement presents the opportunity for the county to give up this role,

Following discussion, Mr. Tim Johnson did move and Mr. Andy Taggart did second a motion to reject the Agreement as proposed and redraft a separate proposal. After additional discussion, Mr. Taggart offered an amendment in the nature of a substitute motion to respond to the offer presented to the Board in the Agreement (1) by striking the words one-quarter and inserting the words "one-half" in the second line of paragraph 1; (2) by adding a reverter clause whereby in the event any asset of the county transferred to the Authority under the terms of the Agreement ceases to be used by, or is conveyed to some other person or entity by, the Authority then title to that property would revert to the county; and (3) by amending paragraph 6 to read "for a period of twenty (20) years rather than "for a period of thirty (30) years;" and (4) by inserting language that would require recovery of any hard costs incurred by the county in the development of assets that are conveyed to the Authority through section 592 funds received by the Authority. The vote on the amendment to said motion being as follows:

Supervisor Douglas L. Jones Aye

Supervisor Tim Johnson Aye

Supervisor Andy Taggart Aye

Supervisor Karl M. Banks Aye

Supervisor Paul Griffin Aye

the matter carried unanimously and Mr. Johnson's motion was and is hereby amended as set forth in detail herein above.

SO ORDERED this the 20<sup>th</sup> day of April, 2004.

The question of the motion in its entirety as amended was then put to the call of the question and the vote thereon being as follows:

Supervisor Douglas L. Jones Aye

Supervisor Tim Johnson Aye

Supervisor Andy Taggart Aye

Supervisor Karl M. Banks Aye

Supervisor Paul Griffin Aye

the matter carried unanimously and the motion as amended carried and the Board Attorney was and is directed to communicate to CMU and the Authority a revised Agreement containing the terms as set forth herein above.

SO ORDERED this the 20<sup>th</sup> day of April, 2004.

***In re: Request to Conduct Investigation of Certain***

**Conflicts of Interest**

WHEREAS, Supervisor Tim Johnson did call the Board's attention to repeated conflicts of interest pertaining to representatives of certain members of the Madison County Wastewater Authority and pertaining to Bob Montgomery's serving as attorney for CMU and the Madison County Economic Development Authority while his law partner or former law partner served as Board Attorney, and

WHEREAS, Mr. Johnson did point out that during the time that Mr. Montgomery served as counsel for CMU and MCEDA and his partner or former partner served as Board Attorney, Mr. Montgomery drafted - and attempted to get the former Board of Supervisors to favorably alter - a lease agreement with the county on behalf of CMU pertaining to the Beattie's Bluff Wastewater Treatment Facility, which action presented a conflict of interest,

Mr. Tim Johnson moved that the Board direct the Board Attorney to correspond with the District Attorney and request that the District Attorney investigate these and any other conflicts of interest by Mr. Montgomery and the members of the Authority. Said motion, however, failed for lack of a second.

SO ORDERED this the 20<sup>th</sup> day of April, 2004.

***In re: Approval of Certain Amendments to the Madison County***

**Solid Waste Management Plan to Allow for the Placing of  
Certain Restrictions on the Delivery of Garbage to Certain  
Landfills Approved by the County**

WHEREAS, Supervisor Andy Taggart is of the opinion that only garbage from Madison County should be dumped in the two new landfills approved by the Board on April 16, 2004, since the primary reason for the approval of said landfills was to address the continuing growth of the county and the garbage related needs pertaining thereto,

Following discussion during which Board Attorney Edmund L. Brunini, Jr. stated that his firm has represented BFI for years and made no recommendations or opinions on this matter whatsoever and recused himself entirely from the discussion and debate hereof, Mr. Andy Taggart did move and Mr. Tim Johnson did second a motion to restrict the use of the two new landfills approved by this Board's action on April 16, 2004 so as to allow receipt of garbage generated only from within the geographical confines of Madison County, Mississippi and not from sources outside Madison County and to amend the Solid Waste Plan accordingly. The vote on the matter being as follows:

Supervisor Douglas L. Jones Aye

Supervisor Tim Johnson Aye

Supervisor Andy Taggart Aye

Supervisor Karl M. Banks No

Supervisor Paul Griffin No

the matter carried by a majority (3-2) and said restriction were and are hereby adopted and the County Administrator was and is hereby directed to so inform the Mississippi Department of Environmental Quality.



SO ORDERED this the 20<sup>th</sup> day of April, 2004.

THERE BEING NO FURTHER BUSINESS to come before the Board of Supervisors of Madison County, Mississippi, upon motion duly made by Supervisor Andy Taggart and seconded by Supervisor Karl M. Banks and approved by the unanimous vote of those present, the meeting of the Board of Supervisors was recessed until Friday, April 23, 2004, at 9:00 am for purposes of conducting public hearings on certain petitions to amend/change the Official Zoning Ordinances and/or Official Zoning Map of Madison County, Mississippi as previously ordered, and any other business which may properly come before the Board.

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Douglas L. Jones, President

Madison County Board of Supervisors

Date signed: \_\_\_\_\_

ATTEST:

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Arthur Johnston, Chancery Clerk