

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

REGULAR MEETING OF DECEMBER 17, 2012
Recessed from a regular meeting conducted on December 3, 2012

BE IT REMEMBERED that the regular meeting of the Board of Supervisors of Madison County, Mississippi was duly convened, held and conducted on December 17, 2012 at 6:00 pm, in the Board Room on the first floor of the Chancery/Administrative Building, 125 West North Street, Canton, Mississippi, as follows, to-wit:

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

Present:

Supervisor Ronny Lott
Supervisor John Bell Crosby
Supervisor Gerald Steen
Supervisor Paul Griffin
Chancery Clerk Arthur Johnston
Sheriff Randy Tucker
Tax Collector Kay Pace

Absent:

Supervisor Karl M. Banks

Also in attendance:

County Administrator David Overby
County Comptroller and Deputy Chancery Clerk Shelton Vance
Board Secretary and Deputy Chancery Clerk Cynthia Parker
Board Attorney Mike Espy
Emergency Management and E-911 Director Butch Hammack
Purchase Clerk Hardy Crunk
Buildings and Grounds Director Barry Parker
County Engineer Rudy Warnock
Interim County Road Manager Cornelius Bacon
Chief Deputy Tax Assessor Kent Hawkins
Zoning Administrator Brad Sellers

The President announced that the members of the Board present constituted a quorum and declared the meeting duly convened. Emergency Management and E-911 Director Butch Hammack offered an opening prayer and Thad Varner, Esq. lead the members and the audience in the Pledge of Allegiance to the colors of the United States of America.

***In re: Approval of Increases of Assessment of
Real Property for Various Years Pursuant to
Miss. Code Ann. § 27-35-147 et seq.***

WHEREAS, on December 3, 2012, the Board determined that December 17, 2012 would be an appropriate date for a public hearing on the matter of increasing certain real/personal property assessments for various tax years on certain parcels in the county and did set said date for said hearing to begin at the hour of 6:00 pm, and

WHEREAS, the Chancery Clerk did prepare and serve the appropriate notices thereof by regular mail to the affected property owner, and the Board does find that said notice was sufficient, and

WHEREAS, petitions listing the property owners, the parcel numbers, and amounts of the proposed assessment increases are attached hereto as Exhibit A, spread hereupon, and

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incorporated herein by reference, and

WHEREAS, the hour of 6:00 pm did arise and the Board President did declare the public hearing on said proposed increases to be open, and

WHEREAS, no one did appear to contest or protest said assessment increases,

Following discussion, Mr. Ronny Lott did offer and Mr. Gerald Steen did second a motion to close the public hearing and approve the assessment increases for the individuals and parcel numbers as set forth in the aforesaid petitions. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by unanimous vote of those present and the increases in assessments of the parcels reflected thereon were and are hereby approved and adopted.

SO ORDERED this the 17th day of December, 2012.

In re: Approval of Consent Agenda Items

WHEREAS, the Board President announced that he and County Administrator David Overby had conferred in advance of the meeting as to certain matters denominated “Consent Items” which bear Item numbers (2) through (20) 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

Thereafter, Mr. Gerald Steen did offer and Mr. Ronny Lott did second a motion to take the following actions on the Consent Agenda:

1. **Acknowledge Clerk of the Board Report.**
(A true and correct copy of said Report is attached hereto as Exhibit B spread hereupon and incorporated herein by reference.)
2. **Approve Utility Permit.** The following permit allowing use and occupancy for the construction or adjustment of a utility within certain roads or highway rights of way were and are hereby approved, and the application for the same is attached hereto as Exhibit C, spread hereupon, and incorporated herein by reference:
 - (1) Centerpoint Energy - seeking to install a proposed gas mail along the Galleria Parkway.
3. **Acknowledge Petitions for Increase of Assessment of Real Property for Various Years Not Accepted by Taxpayer and Set Date for Public Hearing.** (A true and correct copy of said Petitions and its spreadsheet attachment is attached hereto as Collective Exhibit D, spread hereupon and incorporated herein by reference, and a public hearing is set for January 22, 2013.)

President's Initials: _____

Date Signed: _____

5. **Approve Amended and Deleted Homestead Applications - 2012 Tax Year.**
(A true and correct copy of that certain memorandum dated December 10, 2012 from Homestead Director Emily Anderson is attached hereto as Exhibit E, spread hereupon and incorporated herein by reference.)
6. **Approve *En Masse* Petitions for Increase of Assessments of Real Property for Various Tax Years as Accepted by Tax Payers.**
(True and correct copies of said Petitions along with its spreadsheet attachment are attached hereto as Collective Exhibit F, spread hereupon and incorporated herein by reference.)
7. **Approve Purchase of Radio/Constable Johnny Sims.**
(A true and correct copy of that certain memorandum dated December 10, 2012 from Purchase Clerk Hardy Crunk requesting permission to purchase a new radio for Constable Johnny Sims is attached hereto as Exhibit G, spread hereupon and incorporated herein by reference.)
8. **Award Lease-Purchase Financing for Three (3) Vehicles - Sheriff's Department.**
(A true and correct copy of that certain explanatory memorandum dated December 11, 2012 from Purchase Clerk Hardy Crunk requesting the Board award the lease-purchase financing for three (3) vehicles to BancorpSouth and authorize Board Attorney Mike Espy to prepare the required documents associated herewith is attached hereto as Exhibit H, spread hereupon and incorporated herein by reference.)
9. **Approve Angeline Development #1, LLC Development Agreement.**
(A true and correct copy of said Agreement is attached hereto as Exhibit I, spread hereupon and incorporated herein by reference and the Board President was hereby authorized to execute same.)
10. **Approve Voiding 2011 Tax Sale on Parcel No. 072H-33B-105/01.00 and Approve Reimbursing Purchaser's Amount.**
(A true and correct copy of that certain explanatory memorandum dated December 17, 2012 from Chancery Clerk Arthur Johnston requesting permission to void the 2011 Tax Sale on parcel no. 072H-33B-105/01.00 and approve reimbursing the purchaser's amount is attached hereto as Exhibit J, spread hereupon and incorporated herein by reference.)
11. **Approve Voiding 2012 Tax Sale on Parcels Sold in Error.**
(A true and correct copy of that certain explanatory memorandum dated December 17, 2012 from Chancery Clerk Arthur Johnston requesting permission to void the 2012 Tax Sale on parcel no. 071A-01C-054/33 assessed to Frances A. Battles and parcel no. 103F-13-006/03 assessed to Margeree Davis is attached hereto as Exhibit K, spread hereupon and incorporated herein by reference.)
12. **Approve Zoning Matter - Scott Gideon Petition to Rezone R-2 Residential District.**
(The request submitted by Scott Gideon seeking to rezone 7.28 acres from an R-2 Residential District to an R-5 Patio Home District in Section 30, T8N, R2E located on Bozeman Road being located in Belle Terre Subdivision was and is hereby approved and granted and supporting materials may be found in the Miscellaneous Appendix to these Minutes.)
13. **Approve Advertising for Cleaning Property - Inex Dixon & Tony Buggs.**
(Zoning Administrator Brad Sellers was and is hereby authorized to advertise for cleaning of certain property belonging to Inex Dixon and Tony Buggs.)
14. **Approve Request to Close a Portion of Gluckstadt Road.**
(A true and correct copy of that certain request dated December 11, 2012 from Mr. Don Holsinger of Canton Municipal Utilities to close a portion of Gluckstadt Road is attached hereto as Exhibit L, spread hereupon and incorporated herein by reference.)

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15. **Approve Request to Settle 2012 Tax Sale on Parcel No. 072D-19C-073/15.00 and Authorize Payment to Moss & Hough Investments, LLC.**
(A true and correct copy of that certain explanatory memorandum dated December 17, 2012 from Chancery Clerk Arthur Johnston requesting permission to void the 2011 Tax Sale on parcel no. 072H-33B-105/01.00 and approve reimbursing the purchaser's amount is attached hereto as Exhibit M, spread hereupon and incorporated herein by reference.)
16. **Approve Voiding 2012 Tax Sale on Parcel No. 072B-09D-011/01.02 Struck to State.**
(A true and correct copy of that certain explanatory memorandum dated December 17, 2012 from Chancery Clerk Arthur Johnston requesting permission to void the 2012 Tax Sale on parcel no. 072B-09D-011/01.02 assessed to Bruce Edward and Patricia R. Maier is attached hereto as Exhibit N, spread hereupon and incorporated herein by reference.)
17. **Approve Voiding 2012 Tax Sale on Parcel No. 071F-24C-069 Struck to State.**
(A true and correct copy of that certain explanatory memorandum dated December 17, 2012 from Chancery Clerk Arthur Johnston requesting permission to void the 2012 Tax Sale on parcel no. 071F-24C-069 assessed to Vann F. Leonard is attached hereto as Exhibit O, spread hereupon and incorporated herein by reference.)
18. **Acknowledge and Approve Personnel Matters - Justice Court, Detention Center, Sheriff's Department, and Veterans' Services.**
(A true and correct copy of those certain memorandum from the Justice Court, District Attorney's Office and Sheriff's Department setting forth certain changes and/or additions in personnel is attached hereto as Exhibit P, spread hereupon and incorporated herein by reference.)
19. **Approve Appointment of David Wilson to the Madison County Citizens Services Agency Board.**
(A true and correct copy of that certain email correspondence dated December 13, 2012 from Supervisor Gerald Steen appointing Mr. David Wilson to fill the unexpired term of Mr. Stan Stuart to the Madison County Citizens Services Agency Board is attached hereto as Exhibit Q, spread hereupon and incorporated herein by reference.)
20. **Authorize Board President to Execute Letter to Internal Revenue Service.**
(A true and correct copy of that certain correspondence dated December 17, 2012 authorizing Board President John Bell Crosby as the County's representative for certain audit purposes is attached hereto as Exhibit R, spread hereupon and incorporated herein by reference. The Board President was and is hereby authorized to execute same.)

The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present, and each item was and is hereby approved, adopted and authorized as described herein above.

SO ORDERED this the 17th day of December, 2012.

In re: Approval of 2012 Homeland Security Cooperative Agreement

WHEREAS, Mr. Bryan Buckley on behalf of District Attorney Michael Guest appeared before the Board and presented that certain document entitled "Homeland Security Cooperative Agreement," and requested the Board's approval of same, a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes, and

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WHEREAS, Mr. Buckley reported that said agreement is to utilize 100% federal funding provided through the Office for Domestic Preparedness to enhance capabilities within the State to respond to acts of domestic and international terrorism,

Following discussion, Mr. Paul Griffin did offer and Mr. Ronny Lott did second a motion to approve the aforementioned Cooperative Agreement and to authorize the Board President to execute same. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and said agreement was and is approved and the Board president was and is hereby authorized.

SO ORDERED this the 17th day of December, 2012.

In re: Discussion of the Historic Courthouse Restoration

WHEREAS, Ms. Belinda Stewart and Mr. Craig Bjorgum of Belinda Stewart Architects, PA appeared before the Board and presented report and other materials addressing the restoration of the Madison County Historic Courthouse, a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes, and

WHEREAS, Ms. Stewart recommended the Board's consideration of phases 1, 2 and 3 to the restoration process,

Following discussion, Mr. Gerald Steen did offer and Mr. Paul Griffin did second a motion to table further consideration until January 7, 2013. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and the matter is tabled until January 7, 2013.

SO ORDERED this the 17th day of December, 2012.

In re: Consideration of Utility Agreement - Entergy Mississippi, Inc.

WHEREAS, Mr. Jimmy Vickers on behalf County Engineer Rudy Warnock appeared before the Board and presented that certain Utility Agreement from Entergy Mississippi, Inc., a true and correct copy of which is attached hereto as Exhibit S, spread hereupon and incorporated herein by reference, and

WHEREAS, Mr. Vickers reported that said agreement was for the relocation of overhead power lines for the Gus Green Road Bridge Replacement Project, and

WHEREAS, Mr. Vickers further reported that the cost estimate for the relocation of said power lines is \$1,742.34,

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Following discussion, Mr. Paul Griffin did offer and Mr. Gerald Steen did second a motion to approve the aforementioned Utility Agreement and authorize the Board President to execute same. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and said Utility Agreement was and is hereby approved and the Board President was and is hereby so authorized.

SO ORDERED this the 17th day of December, 2012.

In re: Approval of Aerial Photography Resolution and Approval of Interlocal Cooperation Agreement

WHEREAS, County Administrator David Overby appeared before the Board and presented that certain Resolution requesting the Attorney General approve Madison County's request to join the group of counties to conduct aerial photography and survey, a true and correct copy of which is attached hereto as Exhibit T, spread hereupon and incorporated herein by reference, and requested the Board's approval of same, and

WHEREAS, Mr. Overby did further present that certain Interlocal Cooperation Agreement to collectively seek and procure services to conduct aerial photography and survey to twelve (12) certain named counties, a true and correct copy of which is attached hereto as Exhibit U, spread hereupon and incorporated herein by reference, and requested the Board's approval of same,

Following discussion, Mr. Gerald Steen did offer and Mr. Ronny Lott did second a motion to approve the Aerial Photography Resolution and the Interlocal Cooperation Agreement and authorize the Board President to execute same. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and said Resolution and Agreement were and are hereby approved and the Board President was and is hereby authorized.

SO ORDERED this the 17th day of December, 2012.

In re: Approval of Submission of Names for the Pearl River Industrial Commission Board

WHEREAS, County Administrator David Overby appeared before the Board and requested the Board accept the resignation of Mr. Sells Newman from the Pearl River Industrial Commission Board,

Mr. Paul Griffin did offer and Mr. Gerald Steen did second a motion to accept the resignation of Mr. Sells Newman from the Pearl River Industrial Commission Board. The vote on the matter being as follows:

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Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and said resignation was and is hereby accepted.

SO ORDERED this the 17th day of December, 2012.

Thereafter, Mr. Gerald Steen did offer and Mr. Ronny Lott did second a motion to submit the following names to Governor Phil Bryant for consideration for appointment to the Pearl River Valley Industrial Commission Board, to wit:

Mr. John Pittman
 Ms. Jean McCarthy
 Mr. Alan Tanquay

The vote on the matter being as follows:

Supervisor John Bell Crosby	No
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by majority vote (3-1) of the Board and said names were and are hereby authorized to be submitted to Governor Bryant for appointment.

SO ORDERED this the 17th day of December, 2012.

In re: Consideration to Set Public Hearing for Proposed Urban Renewal Plan - Sulphur Springs Lake Project

The Board of Supervisors (the "Governing Body") of Madison County, Mississippi (the "County"), took up for consideration the matter of the issuance of urban renewal revenue bonds of Madison County, Mississippi and, after discussion of the subject matter, Supervisor Paul Griffin offered and moved the adoption of the following resolution:

RESOLUTION TAKING OFFICIAL ACTION TOWARD THE APPROVAL OF A PROPOSED URBAN RENEWAL PLAN (SULPHUR SPRINGS LAKE PROJECT) AND SETTING PUBLIC HEARING FOR SUCH PROPOSED URBAN RENEWAL PLAN.

WHEREAS, the Governing Body of the County desires to issue urban renewal revenue bonds in accordance with Sections 43-35-1 et seq., Mississippi Code of 1972, as amended from time to time (the "Act"), in order to issue Bonds (as defined herein), which Bonds would finance the Urban Renewal Project (as defined in EXHIBIT "B" attached hereto), a debt service reserve fund for the Bonds, if necessary, and the costs of issuance of the Bonds (collectively, the "Project"), which the Urban Renewal Project will be located on a site located within unincorporated Madison County, Mississippi, as described in EXHIBIT "A" hereto (the "Project Site"); and

WHEREAS, the County will be the Owner and developer of the Urban Renewal Project; and

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WHEREAS, the County will issue urban renewal revenue bonds in an amount not to exceed \$1,500,000 to provide funds for the Project; and

WHEREAS, the Governing Body finds that one or more slum or blighted areas exist in the County, and the rehabilitation, conservation, redevelopment, or a combination thereof, of such area or areas is necessary and in the interest of the public health, safety, morals or welfare of the residents of the County, and that the Project Site is designated as an "urban renewal area" as defined in the Act; and

WHEREAS, the Act requires that the Governing Body approve a general plan for the County and an urban renewal plan describing the Project in order to authorize the issuance of urban renewal revenue bonds (the "Plan"); and

WHEREAS, the Governing Body finds that the County has prepared and adopted a general plan pursuant to the Act; and

WHEREAS, the proposed area included in the Plan is in need of redevelopment or rehabilitation to provide recreational services for the citizens in the County; and

WHEREAS, the County wishes to adopt the Plan, which is attached hereto as EXHIBIT "B" and made a part hereof; and

WHEREAS, the Urban Renewal Project is in accordance with the provisions of the Constitution and laws of the State of Mississippi, including the Act; and

WHEREAS, the Urban Renewal Project is in the best interest of the citizens of the County; and

WHEREAS, there are no other available funds on hand or otherwise available from regular sources to finance the Project; and

WHEREAS, as required by the Act, the Governing Body of the County will holding a public hearing on the proposed approval of the Plan and the Project; and

WHEREAS, after holding the public hearing on the proposed Plan and the Project, the County will be authorized to approve the Plan and Project and proceed with the issuance of urban renewal revenue bonds in an amount not to exceed \$1,500,000 in order to finance the Project; and

WHEREAS, the County reasonably expects that it will incur expenditures prior to the issuance of urban renewal revenue bonds, which it intends to reimburse with the proceeds of the urban renewal revenue bonds upon the issuance thereof. This declaration of official intent to reimburse expenditures made prior to the issuance of the urban renewal revenue bonds in anticipation of the issuance of the urban renewal revenue bonds is made pursuant to Department of Treasury Regulations Section 1.150-2 (the "Reimbursement Regulations"). The Project for which such expenditures are made is the same as described hereinabove in this resolution. The maximum principal amount of debt expected to be issued for the Project is the amount hereinabove set forth.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE COUNTY AS FOLLOWS:

Section 1. All statements, findings and recitations set forth in the above and foregoing preamble are hereby adjudicated and declared to be true and correct.

Section 2. The Governing Body hereby acknowledges receipt of the proposed Plan, a copy of which is attached as EXHIBIT "B" and incorporated fully herein by reference.

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Date Signed: _____

Section 3. The Governing Body certifies that the Project Site described in EXHIBIT A hereto and in the Plan is in need of redevelopment or rehabilitation to provide recreational facilities for the citizens of the County.

Section 4. The real property described in EXHIBIT "A" hereto is hereby determined to be blighted in that the predominance of defective and inadequate street layout and faulty layout in relation to size, adequacy, accessibility, and usefulness of such property, and its economic disuse substantially impairs the sound growth of the County; such property as described in EXHIBIT "A" is therefore designated as an "urban renewal area" as defined in the Act and appropriate for an urban renewal project.

Section 5. The Bonds shall never constitute an indebtedness of the County and shall be limited obligations of the County the principal of and interest on which shall be payable from the following: (a) income, proceeds, revenues and funds derived from or held in connection with the Urban Renewal Project; and (b) such other collateral, if any, as may be specified in the bond purchase agreement and as allowed by the Act.

Section 6. At 6:00 P.M. on the 7th day of January, 2013, the Governing Body shall hold a public hearing at their usual meeting place in the Chancery Court Building in the City of Canton, Mississippi, said hearing to be conducted in accordance with the Act. In order to give proper notice of such hearing the Chancery Clerk shall cause to be published one time prior to the public hearing date in The Madison County Herald, a legally qualified newspaper published in the County, and of general circulation in the County and the area within five miles of the County's boundaries, and of general circulation in the County, a notice in substantially the form in EXHIBIT "C", attached hereto and made a part hereof.

Section 7. The Governing Body, after holding the public hearing on the proposed Plan and the Project, shall proceed with the necessary steps and procedures required under the Act in order to allow the issuance and sale of Madison County, Mississippi Urban Renewal Revenue Bonds, Series 2013 (Madison County, Mississippi Sulphur Springs Lake Project) (the "Bonds") in order to finance the Project.

Section 8. The County reasonably expects that it will incur expenditures prior to the issuance of the Bonds, which it intends to reimburse with the proceeds of the Bonds upon the issuance thereof. This declaration of official intent to reimburse expenditures made prior to the issuance of the Bonds in anticipation of the issuance of the Bonds is made pursuant to Department of Treasury Regulations Section 1.150-2 (the reimbursement regulations). The Project for which such expenditures are made is the same as described hereinabove in this resolution. The maximum principal amount of debt expected to be issued for the Project is the amount hereinabove set forth.

Section 9. For cause this resolution shall be in full force and effect from the date hereof.

Supervisor Ronny Lott seconded the motion to adopt the foregoing resolution, and the question being put to a role call vote, the results were as follows:

Supervisor John Bell Crosby	Aye
Supervisor Tim Johnson	Aye
Supervisor D. I. Smith	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

The motion having received the affirmative vote of a majority of the members present, the President of the Governing Body declared the motion carried and the resolution adopted, on this the 17th day of December, 2012.

SO ORDERED this the 17th day of December, 2012.

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EXHIBIT "A"
PROJECT SITE DESCRIPTION

That certain tract of land situated in Madison County, Mississippi, more particularly described as follows:

A parcel of land containing 60.05 acres (2,615,718.97 square feet), more or less, being situated in Lots 5 and 6 of Section 17, East of the Choctaw Boundary Line and South of Revive Road, Township 10 North, Range 5 East, Madison County, Mississippi, and being more particularly described by metes and bounds as follows:

Commence at a found concrete monument marking the Southeast corner of Section 17, Township 10 North, Range 5 East, Madison, Mississippi; run thence along the South line of said Section 17 South 89 degrees 46 minutes 00 seconds West for a distance of 2640.00 feet to the POINT OF BEGINNING for the parcel herein described; thence continue South 89 degrees 46 minutes 00 seconds West for a distance of 424.23 feet; thence run North for a distance of 331.98 feet; thence run North 89 degrees 00 minutes 00 seconds West for a distance of 1189.70 feet to an iron pin on the Eastern right of way line of a gravel road, said right of way purchase being described in Book 3 at Page 9 of the Madison County Land Records; thence run along said right of way of road North 07 degrees 34 minutes 16 seconds West for a distance of 878.51 feet to a point on the South right of way line of Revive Road; thence run along said right of way North 82 degrees 25 minutes 44 seconds East for a distance of 35.00 feet; thence North 07 degrees 34 minutes 16 seconds West for a distance of 92.03 feet; thence run 169.12 feet along the arc of a 1959.89 foot radius curve to the left, said arc having a 169.07 foot chord bearing North 48 degrees 24 minutes 07 seconds East to a found concrete right of way monument; thence run North 58 degrees 54 minutes 28 seconds East for a distance of 209.66 feet; thence North 34 degrees 53 minutes 16 seconds East for a distance of 292.97 feet; thence North 46 degrees 43 minutes 19 seconds East for a distance of 503.29 feet to a found concrete right of way monument; thence South 40 degrees 44 minutes 13 seconds East for a distance of 10.00 feet; thence run 137.29 feet along the arc of a 522.96 foot radius curve to the right, said arc having a 136.90 foot chord bearing North 56 degrees 41 minutes 28 seconds East to a found concrete right of way monument at the intersection of said South right of way line of Revive Road with the Western right of way line of Mississippi Highway 17; thence leave said right of way of Revive Road and run along said right of way of Mississippi Highway 17 South 61 degrees 55 minutes 56 seconds East for a distance of 310.61 feet to a found concrete right of way monument; thence South 37 degrees 19 minutes 03 seconds East for a distance of 759.09 feet; thence leave said right of way and run South 00 degrees 28 minutes 05 seconds East for a distance of 1441.36 feet to the POINT OF BEGINNING.

LESS AND EXCEPT:

A parcel of land lying and situated in the SW portion of Section 17, Township 10 North, Range 5 East, Madison County, Mississippi being more particularly described as follows:

Commence at a concrete monument representing the SE corner of Section 17, Township 10 North, Range 5 East, Madison County, Mississippi and run thence S 89 degrees 46 minutes 00 seconds W for a distance of 2640.00 feet to the southeast corner of that parcel described in Book 38 of page 234 as shown on a survey for Sacred Heart Catholic Congregation or Parish, signed by Roger T. Ellison, dated March 11, 2005; thence run North along the southerly boundary of said parcel for a distance of 209.00 feet; thence run N 89 degrees 00 minutes 00 seconds W for a distance of 1048.60 feet to an iron pin on the westerly right of way of Burns Road per Book 3, Page 9; thence run N 89 degrees 00 minutes 00 seconds W for a distance of 30.34 feet to an iron pin on the westerly right of way of said Burns Road, said iron pin being the Point of Beginning of the parcel herein described. From the Point of Beginning run thence S 3 degrees 07 minutes 12 seconds W for a distance of 84.06 feet to point; thence run S 10 degrees 09 minutes 37 seconds W for a distance of 83.42 feet to an iron pin on the Choctaw Boundary line per Book 232 at page 404, thence run N 9 degrees 55 minutes 59 seconds W along said Choctaw Boundary Line and

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the easterly line of Book 232 at page 404 for a distance of 1218.07 feet to an iron pin on the Southerly Right of way of Sulphur Springs Road (Revive Road per State Aid Project #TQS-1538(1)8; thence run N 56 degrees 42 minutes 24 seconds E along said right of way for a distance of 53.00 feet to an iron pin; thence run S 22 degrees 04 minutes 11 seconds E along said southerly right of way for a distance of 39.44 feet to an iron pin; thence run N 82 degrees 25 minutes 44 seconds E along said southerly right of way for a distance of 35.00 feet to an iron pin on the westerly right of way of Burns Road; thence run S 7 degrees 34 minutes 16 seconds E along said right of way for a distance of 1003.30 feet to the Point of Beginning. This parcel contains 1.86 acres, more or less.

EXHIBIT "B"

PROPOSED URBAN RENEWAL PLAN

(A true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes)

EXHIBIT "C"

FORM OF NOTICE OF PUBLIC HEARING

LEGAL NOTICE

NOTICE OF PUBLIC HEARING

In accordance with Sections 43-35-1 et seq., of the Mississippi Code of 1972, as amended from time to time (the "Act"), the Board of Supervisors of Madison County, Mississippi (the "County"), does hereby give notice that at 6:00 P.M., January 7, 2013, at the Board of Supervisors' usual meeting place in the Chancery Court Building in the City of Canton, Mississippi, a public hearing will be held on the proposed approval of an urban renewal plan entitled "Urban Renewal Plan (Sulphur Springs Lakes Project)" (the "Urban Renewal Plan") and on the issuance of urban renewal revenue bonds in an amount not to exceed \$1,500,000 pursuant to Section 43-35-21 of the Act in order to finance a portion of the urban renewal project described in the Urban Renewal Plan. The County will issue urban renewal revenue bonds to provide funds for the Project as defined in the Urban Renewal Plan and below. The proposed Urban Renewal Plan will be effective solely with regard to property situated in unincorporated Madison County, State of Mississippi, which shall be the property listed below.

A parcel of land containing 60.05 acres (2,615,718.97 square feet), more or less, being situated in Lots 5 and 6 of Section 17, East of the Choctaw Boundary Line and South of Revive Road, Township 10 North, Range 5 East, Madison County, Mississippi, and being more particularly described by metes and bounds as follows:

Commence at a found concrete monument marking the Southeast corner of Section 17, Township 10 North, Range 5 East, Madison, Mississippi; run thence along the South line of said Section 17 South 89 degrees 46 minutes 00 seconds West for a distance of 2640.00 feet to the POINT OF BEGINNING for the parcel herein described; thence continue South 89 degrees 46 minutes 00 seconds West for a distance of 424.23 feet; thence run North for a distance of 331.98 feet; thence run North 89 degrees 00 minutes 00 seconds West for a distance of 1189.70 feet to an iron pin on the Eastern right of way line of a gravel road, said right of way purchase being described in Book 3 at Page 9 of the Madison County Land Records; thence run along said right of way of road North 07 degrees 34 minutes 16 seconds West for a distance of 878.51 feet to a point on the South right of way line of Revive Road; thence run along said right of way North 82 degrees 25 minutes 44 seconds East for a distance of 35.00 feet; thence North 07 degrees 34 minutes 16 seconds West for a distance of 92.03 feet; thence run 169.12 feet along the arc of a 1959.89 foot radius curve to the left, said arc having a 169.07 foot chord bearing North 48 degrees 24 minutes 07 seconds East to a found concrete right of way monument; thence run North 58 degrees 54 minutes 28 seconds East for a distance of 209.66 feet; thence North 34 degrees 53 minutes 16 seconds East for a distance of 292.97 feet; thence North 46 degrees 43 minutes 19 seconds East for a distance of 503.29 feet to a found concrete right of way monument; thence South 40 degrees 44 minutes 13 seconds East for a distance of 10.00 feet; thence run 137.29 feet along the arc of a 522.96 foot radius curve to the right, said arc having a 136.90 foot chord bearing North 56 degrees 41 minutes 28 seconds East to a found concrete right of way monument at the intersection of said South right of way line of Revive Road with the Western right of way line of Mississippi Highway 17; thence leave said right of way of Revive Road and run along said right

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of way of Mississippi Highway 17 South 61 degrees 55 minutes 56 seconds East for a distance of 310.61 feet to a found concrete right of way monument; thence South 37 degrees 19 minutes 03 seconds East for a distance of 759.09 feet; thence leave said right of way and run South 00 degrees 28 minutes 05 seconds East for a distance of 1441.36 feet to the POINT OF BEGINNING.

LESS AND EXCEPT:

A parcel of land lying and situated in the SW portion of Section 17, Township 10 North, Range 5 East, Madison County, Mississippi being more particularly described as follows:

Commence at a concrete monument representing the SE corner of Section 17, Township 10 North, Range 5 East, Madison County, Mississippi and run thence S 89 degrees 46 minutes 00 seconds W for a distance of 2640.00 feet to the southeast corner of that parcel described in Book 38 of page 234 as shown on a survey for Sacred Heart Catholic Congregation or Parish, signed by Roger T. Ellison, dated March 11, 2005; thence run North along the southerly boundary of said parcel for a distance of 209.00 feet; thence run N 89 degrees 00 minutes 00 seconds W for a distance of 1048.60 feet to an iron pin on the westerly right of way of Burns Road per Book 3, Page 9; thence run N 89 degrees 00 minutes 00 seconds W for a distance of 30.34 feet to an iron pin on the westerly right of way of said Burns Road, said iron pin being the Point of Beginning of the parcel herein described. From the Point of Beginning run thence S 3 degrees 07 minutes 12 seconds W for a distance of 84.06 feet to point; thence run S 10 degrees 09 minutes 37 seconds W for a distance of 83.42 feet to an iron pin on the Choctaw Boundary line per Book 232 at page 404, thence run N 9 degrees 55 minutes 59 seconds W along said Choctaw Boundary Line and the easterly line of Book 232 at page 404 for a distance of 1218.07 feet to an iron pin on the Southerly Right of way of Sulphur Springs Road (Revive Road per State Aid Project #TQS-1538(1)8; thence run N 56 degrees 42 minutes 24 seconds E along said right of way for a distance of 53.00 feet to an iron pin; thence run S 22 degrees 04 minutes 11 seconds E along said southerly right of way for a distance of 39.44 feet to an iron pin; thence run N 82 degrees 25 minutes 44 seconds E along said southerly right of way for a distance of 35.00 feet to an iron pin on the westerly right of way of Burns Road; thence run S 7 degrees 34 minutes 16 seconds E along said right of way for a distance of 1003.30 feet to the Point of Beginning. This parcel contains 1.86 acres, more or less.

The proposed Urban Renewal Plan will call for the redevelopment, renovation, and rehabilitation of the described property through a program for the acquisition, construction, renovation and equipping approximately 65 acres of property for a recreational facility, which will include an approximately 18 acre lake, fishing piers, restrooms, ball fields, walking track, parking and related improvements (the "Urban Renewal Project"). Included in the Urban Renewal Project will be ancillary supporting facility, adequate parking, adequate private streets for ingress and egress from and onto public streets and roads and adequate connection to public utilities. The urban renewal revenue bonds proposed to be issued by the County shall be limited obligations of the County the principal of and interest on which shall be payable solely from the following: (a) income, proceeds, revenues and funds derived from or held in connection with the Urban Renewal Project; and (b) such other collateral, if any, as may be specified in the bond purchase agreement and as allowed by the Act; and shall never constitute an indebtedness of the County within the meaning of any constitutional or statutory debt limitation or restriction. Interested persons will have a reasonable opportunity to express their views, both orally and in written form, on the proposed Urban Renewal Plan, the proposed issue of urban renewal revenue bonds, and on the location and nature of the proposed Urban Renewal Project.

This, the 17th day of December 2012.

/s/ Arthur Johnston

CHANCERY CLERK

MADISON COUNTY, MISSISSIPPI

Publish: December 27, 2012 in The Madison County Herald

President's Initials: _____

Date Signed: _____

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In re: Consideration of Resolution Declaring Intent to Issue Negotiable Note -

The Board of Supervisors of Madison County, Mississippi (the "County"), acting for and on the County, took up for consideration the matter of issuing a not to exceed \$7,000,000 Negotiable Note, Series 2013 of said County. After a discussion of the subject, Supervisor Gerald Steen offered and moved the adoption of the following resolution:

RESOLUTION DECLARING THE INTENTION OF THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY"), TO ISSUE A NEGOTIABLE NOTE, SERIES 2013 IN THE MAXIMUM PRINCIPAL AMOUNT OF NOT TO EXCEED SEVEN MILLION DOLLARS (\$7,000,000) TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR CONSTRUCTING, RECONSTRUCTING, AND REPAIRING ROADS, HIGHWAYS AND BRIDGES, AND ACQUIRING THE NECESSARY LAND, INCLUDING LAND FOR ROAD BUILDING MATERIALS, ACQUIRING RIGHTS-OF-WAY THEREFOR; THE PURCHASE OF HEAVY CONSTRUCTION EQUIPMENT AND ACCESSORIES THERETO REASONABLY REQUIRED TO CONSTRUCT, REPAIR AND RENOVATE ROADS, HIGHWAYS AND BRIDGES AND APPROACHES THERETO WITHIN THE COUNTY; PURCHASING OR ERECTING, EQUIPPING, REPAIRING, RECONSTRUCTING, REMODELING AND ENLARGING COUNTY BUILDINGS, COURTHOUSES, OFFICE BUILDINGS, JAILS AND RELATED FACILITIES, AND THE PURCHASE OF LAND THEREFOR; AND DIRECTING PUBLICATION OF NOTICE OF SALE OF SAID NEGOTIABLE NOTE FOR NOT TO EXCEED \$7,000,000.

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

1. The County is authorized by Sections 17-21-51 et seq., Mississippi Code of 1972, as amended from time to time (the "Act"), to issue a note hereinafter proposed to be issued for the purposes and the amounts set forth in paragraph 2 of this preamble.
2. It is necessary and in the public interest to issue a Negotiable Note, Series 2013 of the County in the principal amount of not to exceed Seven Million Dollars (\$7,000,000) (the "Note"), to raise money for the purpose of providing funds for constructing, reconstructing, and repairing roads, highways and bridges, and acquiring the necessary land, including land for road building materials, acquiring rights-of-way therefor; and the purchase of heavy construction equipment and accessories thereto reasonably required to construct, repair and renovate roads, highways and bridges and approaches thereto within the County, purchasing or erecting, equipping, repairing, reconstructing, remodeling and enlarging county buildings, courthouses, office buildings, jails and related facilities, and to provide for the costs of the issuance of the Note (together, the "Project").
3. The Note will not exceed any constitutional or statutory limitation upon indebtedness which may be incurred by the County.
4. The Governing Body desires to authorize the sale of the Note at 6:00 o'clock p.m. on January 22, 2013.
5. The County reasonably expects that it will incur expenditures prior to the issuance of the Note, which it intends to reimburse with the proceeds of the Note upon the issuance thereof. This declaration of official intent to reimburse expenditures made prior to the issuance of the Note in anticipation of the issuance of the Note is made pursuant to Department of Treasury Regulations Section 1.150-2 (the reimbursement regulations). The Project for which such expenditures are made is the same as described hereinabove. The maximum principal amount of debt expected to be issued for the Project is the amount hereinabove set forth.

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

President's Initials: _____

Date Signed: _____

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SECTION 1. The Governing Body hereby declares its intention to issue a Negotiable Note, Series 2013 of the County in the principal amount of not to exceed Seven Million Dollars (\$7,000,000) pursuant to the Act to raise money for the Project. The Note will be a general obligation of the County 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.

SECTION 2. (a) The assessed value of taxable property within the County, according to the last completed assessment for taxation, is One Billion Three Hundred Ninety-Nine Million Eight Hundred Forty-Nine Thousand Nine Hundred Fifty-Seven Dollars (\$1,339,849,957); the County has outstanding bonded indebtedness subject to the fifteen percent (15%) debt limit prescribed by Section 19-9-5, Mississippi Code of 1972, as amended, in the amount of Eighty Two Million Six Hundred Seventy Thousand Dollars (\$82,670,000), and outstanding bonded and floating indebtedness subject to the twenty percent (20%) debt limit prescribed by Section 19-9-5, Mississippi Code of 1972, as amended (which amount includes the sum set forth above subject to the 15% debt limit), in the amount of Ninety-Five Million Four Thousand Nine Hundred Sixty-Nine Dollars (\$95,004,969); the issuance of the Note, when added to the outstanding bonded indebtedness of the County, will not result in bonded indebtedness, exclusive of indebtedness not subject to the aforesaid fifteen percent (15%) debt limit, of more than fifteen percent (15%) of the assessed value of taxable property within the County, and will not result in indebtedness, both bonded and floating, exclusive of indebtedness not subject to the aforesaid twenty percent (20%) debt limit, in excess of twenty percent (20%) of the assessed value of taxable property within the County, and will not exceed any constitutional or statutory limitation upon indebtedness which may be incurred by the County, and together with any outstanding debt issued pursuant to the Act will not exceed one percent (1%) of the assessed valuation of the County.

(b) The County presently has no outstanding indebtedness issued under the Act.

SECTION 3. The Governing Body proposes to direct the issuance of the Note of the County in the amount, for the purposes and secured as aforesaid at a meeting of the Governing Body at its meeting place in the Chancery Building located at 125 West North Street, Canton, Mississippi, at the hour of 6:00 o'clock p.m. on January 22, 2013.

SECTION 4. (a) The terms and conditions for the Note and the form of the Note shall be those agreed upon between the County, acting for and on behalf of the County, and the party agreeing to purchase the Note and shall be in conformance with the requirements of the Act and this Note Resolution.

(b) The Note will be subject to redemption prior to its stated date of maturity, in whole at any time, or in part on any interest payment date, at par, plus accrued interest to the date of redemption.

SECTION 5. As required by Section 17-21-53, Mississippi Code of 1972, as amended, the Clerk is hereby authorized and directed to give Notice by publishing an advertisement at least one (1) time in The Madison County Herald, a newspaper published in the City of Jackson, Mississippi and of general circulation in Madison County, Mississippi, the publication thereof to be made at least ten (10) days preceding the date fixed herein for the receipt of bids. The Notice shall be in substantially the following form:

**NOTICE OF NOTE SALE - \$7,000,000
BY MADISON COUNTY, MISSISSIPPI**

Sealed proposals will be received by the Board of Supervisors of Madison County, Mississippi (the "County"), at the office of the Chancery Clerk of Madison County, Mississippi, in the Chancery courthouse of the County located in the City of Canton, Mississippi, until the hour of 4:30 o'clock p.m. on January 22, 2013. Said bids will be publicly opened, read and considered at the hour of 6:00 o'clock p.m. on January 22, 2013, at the meeting of the Board of Supervisors of Madison County, Mississippi, to be held in its meeting place in the Chancery Court Building located at 125 West North Street, Canton, Mississippi, for the issuance of the County's \$7,000,000 Negotiable Note, Series 2013 (the "Note") to mature as to principal and interest in

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five approximate equal installments due annually from the date of issuance thereof, commencing on the first anniversary of the date of the issuance of the Note. The terms and conditions for the Note and the form of the Note shall be those agreed upon between the County and the successful bidder for the Note and shall be in conformance with the Act and the Note Resolution, both as hereinafter defined; provided, however, that it is the County's present intent to provide for draws on the Note during the first year thereof in advances necessary for the project described below; and provided further, however, that the rate of interest shall not exceed eleven percent (11%).

The Note will be subject to redemption prior to its stated date of maturity, in whole at any time, or in part on any interest payment date, at par, plus accrued interest to the date of redemption.

The Note is authorized in accordance with Sections 17-21-51 et seq., Mississippi Code of 1972, as amended from time to time, and by a Note Resolution adopted by the Board of Supervisors of the County on December 17, 2012 (the "Note Resolution") and is being issued for the purpose of providing funds for constructing, reconstructing, and repairing roads, highways and bridges, and acquiring the necessary land, including land for road building materials, acquiring rights-of-way therefor, and the purchase of heavy construction equipment and accessories thereto reasonably required to construct, repair and renovate roads, highways and bridges and approaches thereto within the County, and purchasing or erecting, equipping, repairing, reconstructing, remodeling and enlarging county buildings, courthouses, office buildings, jails and related facilities.

The Note will be a general obligation of the County 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 interest on the Note is exempt from Federal income taxes under existing laws, regulations, rulings and judicial decisions with such exceptions as shall be required by the Internal Revenue Code of 1986, as amended (the "Code"). Under existing law, interest on the Note is exempt from present taxes imposed by the State of Mississippi and any county, municipality or other political subdivision of the State of Mississippi, except for inheritance, estate and transfer taxes.

The County has designated the Note as qualified tax-exempt obligations within the meaning and for the purposes of Section 265(b)(3) of the Code.

Proposals should be addressed to the Board of Supervisors of Madison County, Mississippi, % Arthur Johnston, Chancery Clerk of Madison County, Mississippi, at his address of Chancery Courthouse, 125 West North Street, Canton, Mississippi 39046, and should be plainly marked "Proposal for Negotiable Note, Series 2013", and should be filed with Arthur Johnston, the said Chancery Clerk of Madison County, Mississippi, at his address of Chancery Courthouse, 125 West North Street, Canton, Mississippi 39046, on or prior to the date hereinabove fixed and set.

Each bid must be accompanied by a cashier's check, certified check, or exchange, issued or certified by a bank located in the State of Mississippi, payable to Madison County, Mississippi, in the amount of One Hundred Forty Thousand Dollars (\$140,000) as a guaranty that the bidder will carry out its contract and purchase the Note if its bid be accepted.

Information with respect to the indebtedness may be obtained from the Office of the Chancery Clerk of Madison County, Mississippi at the Madison County Courthouse in Canton, Mississippi.

NO OFFICIAL STATEMENT OR OTHER OFFERING DOCUMENT WILL BE PREPARED IN CONNECTION WITH THE SALE AND ISSUANCE OF THE NOTE.

The principal amount of the Note is being sold to a single purchaser who will have knowledge and experience in financial and business matters making it capable of evaluating the merits and risks of the prospective investment. The Note shall be sold to a purchaser without a view for distributing said Note. The purchaser of said Note shall be required to execute a certification at closing to the effect that the Note is being purchased for the account of the purchaser without the intent to distribute. Based on the foregoing, the Note will be exempt from the continuing

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disclosure requirements of SEC Rule 15c2-12.

Published by order of the Board of Supervisors of Madison County, Mississippi, on this the 17th day of December, 2012.

/s/ARTHUR JOHNSTON, CHANCERY CLERK OF MADISON COUNTY, MISSISSIPPI
PUBLISH: January 10, 2013

SECTION 6. The County hereby covenants that it will not make any use of the proceeds of the Note or do or suffer any other action that would cause: (I) the Note 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 Note to be included in the gross income of the Registered Owners thereof for federal income taxation purposes; or (iii) the interest on the Note to be treated as an item of tax preference under Section 57(a)(5) of the Code.

SECTION 7. The County represents as follows:

(a) The County 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;

(b) The County shall take no action that would cause the Note to be "federally guaranteed" within the meaning of Section 149(b) of the Code;

© The County shall take all necessary action to have the Note registered within the meaning of Section 149(a) of the Code; and

(d) The County will not employ any device or abusive transaction with respect to the investment of the proceeds of the Note.

SECTION 8. The County hereby covenants that it shall make, or cause to be made, the rebate required by Section 148(f) of the Code ("Rebate") in the manner described in Regulation §§1.148-1 through 1.148-11, as such regulations and statutory provisions may be modified insofar as they apply to the Note. In accordance therewith, the County shall:

Within sixty (60) days of the last day of the fifth and each succeeding fifth "bond year" (which shall be the five-year period ending on the date five years subsequent to the date of the closing, unless another date is selected by the Board of Supervisors of the County, and each succeeding fifth "bond year"), and within sixty (60) days of the date the last bond that is part of the Note is discharged the County shall (I) calculate, or cause to be calculated, the "rebate amount" as of each "computation date" or the "final computation date" attributable to any investment in "investment-type property" made by the County, of "gross proceeds" of the Note, and (ii) remit the following to the United States Treasury within sixty (60) days of the last day of the fifth and each succeeding fifth "bond year": (A) an amount of money equal to such "rebate amount" (treating for purposes of such calculation any previous payments made to the United States Treasury on account of such "rebate amount" as if the payment on any such date was an "expenditure" constituting a "rebate payment"), (B) the calculations supporting the amount of "rebate amount" attributable to any investments in "investment-type property" made by the County of gross proceeds of the Note and © any other information required to comply with Section 148 of the Code.

The County shall keep accurate records of each investment-type property (as that term is defined in Section 148(b) of the Code), if any, acquired, directly or indirectly, with "gross proceeds" of the Note and each expenditure it makes with "gross proceeds". Such records shall include the purchase price, nominal interest rate, dated date, maturity date, type of property, frequency of periodic payments, period of compounding, yield to maturity, amount actually or constructively realized on disposition, disposition date, and evidence of the "fair market value" of such property on the purchase date and disposition date (or deemed purchase or disposition date), for each item of such "investment-type property".

SECTION 9. The County hereby designates the Note as "qualified tax-exempt obligations" as defined in and for the purposes of Section 265(b)(3) of the Code. For purposes of this designation, the County hereby represents that:

President's Initials: _____

Date Signed: _____

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(I) the County reasonably anticipates that the amount of tax-exempt obligations to be issued by it during the period from January 1, 2013 to December 31, 2013 and the amount of obligations designated as "qualified tax-exempt obligations" by it, will not exceed \$10,000,000 when added to the aggregate principal amount of the Note; and

(ii) for purposes of this Section 9, the following obligations are not taken into account in determining the aggregate principal amount of tax-exempt obligations issued by the County: (I) a private activity bond as defined in Section 141 of the Code (other than a qualified 501(c)(3) bond, as defined in Section 145 of the Code); and (ii) any obligation issued to refund any other tax-exempt obligation (other than to advance refund within the meaning of Section 149(d)(5) of the Code) as provided in Section 265(b)(3)© of the Code.

SECTION 10. The interest on the Note is exempt from Federal income taxes under existing laws, regulations, rulings and judicial decisions with such exceptions as shall be required by the Internal Revenue Code of 1986. Under existing law, interest on the Note is exempt from present taxes imposed by the State of Mississippi and any county, municipality or other political subdivision of the State of Mississippi, except for inheritance, estate and transfer taxes.

SECTION 11. The principal amount of the Note is being sold to a single purchaser who will have knowledge and experience in financial and business matters making it capable of evaluating the merits and risks of the prospective investment. The Note shall be sold to a purchaser without a view for distributing said Note. The purchaser of said Note shall be required to execute a certification at closing to the effect that the Note is being purchased for the account of the purchaser without the intent to distribute. Based on the foregoing, the Note will be exempt from the continuing disclosure requirements of SEC Rule 15c2-12.

SECTION 12. The County reasonably expects that it will incur expenditures prior to the issuance of the Note, which it intends to reimburse with the proceeds of the Note upon the issuance thereof. This declaration of official intent to reimburse expenditures made prior to the issuance of the Note in anticipation of the issuance of the Note is made pursuant to Department of Treasury Regulations Section 1.150-2 (the reimbursement regulations). The Project for which such expenditures are made is the same as described hereinabove. The maximum principal amount of debt expected to be issued for the Project is the amount hereinabove set forth.

SECTION 13. Each of the following constitutes an event of default under this resolution:

(I) failure by the County to pay any installment of principal of or interest on the Note at the time required;

(ii) failure by the County to perform or observe any other covenant, agreement or condition on its part contained in this resolution or in the Note, and the continuance thereof for a period of thirty (30) days after written notice thereof to the County by the registered owner of the outstanding Note; or

(iii) an Act of Bankruptcy occurs.

An "Act of Bankruptcy" shall mean the 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.

SECTION 14. The President, the Clerk and the other officers of the County (the "Authorized Officers") 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 resolution.

SECTION 15. If any one or more of the provisions of this resolution shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any of the other provisions of this resolution, but this resolution shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained herein.

Supervisor Ronny Lott 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: _____

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	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 this the 17th day of December, 2012.

SO ORDERED this the 17th day of December, 2012.

In re: Rejection of Transaction No. 131136 From Claims Docket Presented December 3, 2012, Invoice No. 1116121 to Tallega Software in the Amount of \$6,400.00

WHEREAS, County Comptroller and Deputy Chancery Clerk Shelton Vance appeared before the Board and requested that the Board reject the previously held claim of Tallega Software in the amount of \$6,400.00 bearing transaction no. 131136 and invoice no. 1116121 from the Docket of Claims presented on December 3, 2012, and

WHEREAS, Mr. Vance reported that said invoice had been previously paid by the Chancery Clerk from his fee account,

Following discussion, Mr. Ronny Lott did offer and Mr. Paul Griffin did second a motion to reject the previously held claim of Tallega Software in the amount of \$6,400.00 bearing transaction no. 131136 and invoice no. 1116121 from the Docket of Claims presented on December 3, 2012. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and said claim was and is hereby rejected.

SO ORDERED this 17th day of December, 2012.

In re: Approval of Budget Amendments and Interfund Transfers

WHEREAS, County Comptroller and Deputy Chancery Clerk Shelton Vance appeared before the Board and requested the Board's consideration of certain amendments to the current year budget of the county as set forth in those two certain documents entitled "Madison County Budget Amendments December 17, 2012" and "Madison County Budget Amendments – Road Plan December 17, 2012," true and correct copies of which are attached hereto as Exhibits V and W, respectively, spread hereupon and incorporated herein by reference, and

Following discussion, Mr. Gerald Steen did offer and Mr. Ronny Lott did second a motion to adopt and approve said budget amendments. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

President's Initials: _____

Date Signed: _____

the matter carried by the unanimous vote of those present and said budget amendments were and are hereby approved.

SO ORDERED this 17th day of December, 2012.

In re: Approval of Claims Dockets for December 5, 11 and 17, 2012

WHEREAS, the Board reviewed the claims dockets for December 5, 11 and 17, 2012; and

WHEREAS, County Comptroller and Deputy Chancery Clerk Shelton Vance 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 relative to the primary claims docket dated December 17, 2012:

Fund	Claim Nos.	No. of Claims	Amount
001	934-1052 1054-1101	167	\$300,650.28
012	45-49	5	\$329.61
015	16-18	3	\$230,356.87
097	35-44	10	\$43,344.68
105	62-72	11	\$28,365.95
113	4-4	1	\$2,830.00
114	4-5	2	\$293.15
115	23-27	5	\$601.90
116	12-14	3	\$744.10
120	10-15	6	\$3,572.92
121	7-8	2	\$151.85
150	201-233	33	\$107,213.82
160	22-27	6	\$55,755.35
170	2-2	1	\$8,701.80
190	18-19	2	\$191.50
191	21-21	1	\$215.00
226	7-7	1	\$5,200.00
401	10-11	2	\$6,950.29
Totals		261	\$795,469.07

HELD CLAIMS

All those certain claims of Fleetcor Technologies as set forth on that certain document attached hereto as Exhibit X, spread hereupon and incorporated herein by reference, were and are held for separate vote and are not included in the above.

REJECTED CLAIM

<u>Transaction No.</u>	<u>Invoice No.</u>	<u>Fund No.</u>	<u>Payee</u>	<u>Amount</u>
131711	83340	001-104-550	Montgomery McGraw Law Firm	\$550.00

Thereafter and following discussion, Mr. Gerald Steen did offer and Mr. Ronny Lott did second motion to approve the claims dockets as presented, less and except the above noted held claims and the above-noted rejected claim. 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 Dockets, a copy of which may be found in the Miscellaneous Appendix to

President's Initials: _____

Date Signed: _____

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these Minutes together with a separate Resolution approving payment of said claims, which Resolution is attached hereto as Exhibit Y, spread hereupon, and incorporated herein by reference. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and said Claims Dockets were and are hereby approved less and except the held claims and the rejected claim as noted above., and the Chancery Clerk was and is instructed to issue pay warrants accordingly.

SO ORDERED this the 17th day of December, 2012.

Thereafter, Mr. Paul Griffin did offer and Mr. Ronny Lott did second a motion to pay the aforementioned held claims of Fleetcor Technologies. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Not Present and Not Voting ¹
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of the present and said Held Claims were and are hereby approved, and the Chancery Clerk was and is instructed to issue pay warrants accordingly.

SO ORDERED this the 17th day of December, 2012.

***In re: Acknowledgment of a Certain Letter
From the Mississippi Department of Revenue***

At the request of Chancery Clerk Arthur Johnston, Mr. Gerald Steen did offer and Mr. John Bell Crosby did second a motion to acknowledge receipt of that certain letter from the Mississippi Department of Revenue (“DOR”), a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes, and authorize the Chancery Clerk to complete and return the same to the DOR. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and said letter was and is hereby acknowledged and the Chancery Clerk was and is hereby so authorized.

SO ORDERED this 17th day of December, 2012.

¹Prior to consideration of this item of business, Mr. Steen excused himself from the meeting, departed the meeting room and did not participate in discussion of deliberation of this matter whatsoever. Following the vote on the next succeeding item, Mr. Steen returned to the meeting.

President's Initials: _____

Date Signed: _____

In re: Authorization of Sheriff Randall Tucker to Submit Certain Invoices to the Mississippi Department of Corrections and Acknowledgment of Receipt of Certain Funds, and Approval of Certain Personnel Actions

Following discussion, Mr. Ronny Lott did offer and Mr. Paul Griffin did second a motion to (1) authorize Sheriff Randall Tucker to submit the Department's monthly invoice to the Mississippi Department of Corrections for the feeding and housing of prisoners; (2) acknowledge the Sheriff's receipt and delivery to the Comptroller of a check in the amount of \$2,672.00 and direct their submission into the Wireless Communications Fund; and (3) authorize and approve the hiring of Tara Gibson as a parttime employee of the Sheriff's Department as a dispatcher at a rate of pay of \$12.95 per hour. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and the Sheriff was and is so authorized, the funds so received, and Ms Gibson so hired.

SO ORDERED this 17th day of December, 2012.

In re: Reinstatement of Lawrence Morris as County Road Manager and Reinstatement of Cornelius Bacon as Assistant Road Manager and Authorization to Adjust Salaries Accordingly

WHEREAS, Mr. Lawrence Morris has recently recovered from a very serious medical condition such that he is able to resume his former duties as Road Manager, and

WHEREAS, the Board expresses its appreciation to Cornelius Bacon for his service as Interim Road Manager during Mr. Morris' absence, and

WHEREAS, the Board desires to reinstate Mr. Morris to his former position as Road Manager at his former salary and desires to return Mr. Bacon to the position of Assistant Road Manager at his former salary,

Following discussion, Mr. Paul Griffin did offer and Mr. Ronny Lott did second a motion to reinstate Mr. Lawrence Morris to his former position as Road Manager at his former salary and desires to return Mr. Cornelius Bacon to the position of Assistant Road Manager at his former salary. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and Mr. Morris and Mr. Bacon were and are hereby restored to the positions of Road Manager and Assistant Road Manager respectively at their former salaries.

SO ORDERED this 17th day of December, 2012.

President's Initials: _____

Date Signed: _____

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In re: Amendment of County Road Plan “2013 Road Plan (Amendment to 2012 Road Plan)” so as to Add Certain Roads to the Unfunded Portion Thereof

Following discussion, Mr. John Bell Crosby did offer and Mr. Gerald Steen did second a motion (1) to amend the county’s 2013 Road Plan (Amendment to 2012 Road Plan) as approved October 15, 2012 so as to add the following roads to the unfunded portion of said plan:

Rosewood Pointe
Cedar Pointe
Bradford Pointe
Pickford Pointe
Strawberry Pointe
Wildberry Pointe, and

(2) to acknowledge receipt of that certain Road Affidavit submitted by Supervisor John Bell Crosby in accordance with Miss. Code Ann. § 65-7-117 (1972), a true and correct copy of which is attached hereto as Exhibit Z, spread hereupon and incorporated herein by reference. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and said roads were and are hereby added to the county’s 2013 Road Plan (Amendment to 2012 Road Plan) as approved October 15, 2012, and said Affidavit was and is hereby acknowledged.

SO ORDERED this the 17th day of December, 2012.

In re: Entering into "Closed Session" to Determine Whether or not the Board Should Declare an Executive Session

WHEREAS, the Board of Supervisors, after beginning the meeting in open session, determined that it was necessary to enter into closed session for a brief discussion to ascertain whether an Executive Session was needed as to discuss matters in litigation matters,

Following discussion and pursuant to the terms of Miss. Code Ann. § 25-41-7, as amended, Mr. Gerald Steen did offer and Mr. Paul Griffin did second a motion to make a closed determination upon the issue of whether or not to declare an Executive Session for the purpose of discussing pending litigation with the following persons deemed necessary for Board discussions, deliberations, and recording of such Executive Session, to wit: members of the Board, Chancery Clerk Arthur Johnston, County Administrator David Overby, Comptroller and Deputy Chancery Clerk Shelton Vance, Board Secretary and Deputy Chancery Clerk Cynthia Parker, Board Attorney Mike Espy, and former Board Attorney Eric Hamer. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

President’s Initials: _____

Date Signed: _____

the matter carried by the unanimous vote of those present and the Board took up the matter of entering into Executive Session.

SO ORDERED this the 17th day of December, 2012.

In re: Entering into Executive Session

WHEREAS, the Board Attorney advised the Board that, consequently, discussion thereof was properly the subject of executive session,

Following discussion, Mr. Gerald Steen did offer and Mr. Paul Griffin did second a motion to enter into Executive Session for the purpose of discussing pending litigation. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and the Board took up the matter of entering into Executive Session.

SO ORDERED this the 17th day of December, 2012.

During Executive Session and following discussion, Mr. Ronny Lott did offer and Mr. Gerald Steen did second a motion to adopt and approve that certain "Settlement Agreement, Release and Waiver" pertaining to civil action, file no. 2010-5413 on the docket of the Circuit Court of Madison County, Mississippi, a true and correct copy 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 Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried by the unanimous vote of those present and Mr. Turner was and is hereby authorized.

SO ORDERED this the 17th day of December, 2012.

During executive session, the Board also discussed a written offer made by Richard Flood, attorney in the matter of The Estate of Peggy Flood, Deceased bearing civil action, file no. 2010-2509(G) of the docket of the Madison County Chancery Court. Said written offer which was contained within a Draft Proposed Agreed Order which was propounded by Richard Flood to the Madison County Attorney, required that Madison County alter an earlier Motion memorialized in its Minutes of June 20, 2011, to receive the sum of \$5,000.00, rather than the \$12, 886.46 sum as previously agreed upon between Madison County and the Estate of Peggy Flood. Said sum of \$12,886.46 represented one-half of the amount expected as full reimbursement to Madison County pursuant to the subrogation requirements contained within the MC self-funded Blue Cross Blue Shield Health Plan. The Minutes of said previous meeting indicated that Madison County had agreed to "forgive" one half the expected sum of \$25,772.92 in the matter, upon a finding by the Madison County Chancery Court that the estate had not been "made whole" in its attempts to generate litigated recoveries from various insurance companies in the matter. The Board Attorney explained the matter to the Supervisors and indicated that Mr. Flood was seeking further reductions to the previously agreed upon amount through means of the draft Agreed Order and that there had been no finding from the Chancery Court that the Peggy

President's Initials: _____

Date Signed: _____

Flood estate has not been "made whole." After discussing the matter, the Board took no action, and the Board Attorney was directed to inform Attorney Flood that no action was to be taken in the matter.

Thereafter, the Board considered the potential appeal of that certain ruling of the Permit Board of the Mississippi Department of Environmental Quality concerning the request of NCL Waste, LLC, and the Board took no action. Consequently, Mr. Paul Griffin did offer and Mr. Gerald Steen did second a motion to adjourn the Executive Session and direct the Chancery Clerk to announce to the public the action taken therein. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Not Present and Not Voting
Supervisor Paul Griffin	Aye

the matter carried unanimously and the President declared Executive Session declared adjourned, and the Chancery Clerk did announce to the public the action taken therein.

SO ORDERED this the 17th day of December, 2012.

THERE BEING NO FURTHER BUSINESS to come before the Board of Supervisors of Madison County, Mississippi, upon motion duly made by Supervisor Paul Griffin and seconded by Supervisor Gerald Steen and approved by the unanimous vote of those present, the December, 2012 term of the Madison County Board of Supervisors was adjourned.

John Bell Crosby, President
Madison County Board of Supervisors

Date signed: _____

ATTEST:

Arthur Johnston, Chancery Clerk

President's Initials: _____

Date Signed: _____

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