

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

REGULAR MEETING OF JANUARY 22, 2013
Recessed from a regular meeting conducted on January 7, 2013

BE IT REMEMBERED that the regular meeting of the Board of Supervisors of Madison County, Mississippi was duly convened, held and conducted on January 22, 2013, in the Board Room on the first floor of the Madison County Office Complex, 125 West North Street, Canton, Mississippi, as follows, to-wit:

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

Present:

Supervisor John Bell Crosby
Supervisor Ronny Lott
Supervisor Gerald Steen
Supervisor Karl M. Banks
Supervisor Paul Griffin
Chancery Clerk Arthur Johnston
Chief Deputy Jeremy Williams on behalf of Sheriff Randy Tucker

Absent:

None

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
County Purchase Clerk Hardy Crunk
County Road Manager Lawrence Morris
Chief Deputy Tax Assessor Kent Hawkins
County Fire Coordinator Mack Pigg
Zoning Administrator Brad Sellers
Emergency Management Director Butch Hammack
Special Guest – City of Madison Alderman and Mayor Pro Tem Col. Steve Hickok

The Board President announced that the members of the Board present constituted a quorum and declared the meeting duly convened. Chief Deputy Jeremy Williams opened the meeting with a prayer and Mr. Will Sligh led the members and the audience in the Pledge of Allegiance to the Flag of the United States of America.

***In re: Approval of Increases of Assessment of 2010 Real Property
Pursuant to Miss. Code Ann. § 27-35-147 et seq.***

WHEREAS, on December 17, 2012, the Board determined that January 22, 2013 would be an appropriate date for a public hearing on the matter of increasing certain 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 owners, and the Board does find that said notices were sufficient, and

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WHEREAS, the petitions listing the property owners, the parcel numbers, and amounts of the proposed assessment increases are attached hereto as Collective Exhibit A, spread hereupon, and 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. John Bell Crosby 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and the assessments of the parcels reflected thereon were and are hereby approved and adopted.

SO ORDERED this the 22nd day of January, 2013.

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 (4) through (29) 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. John Bell Crosby did offer and Mr. Paul Griffin did second a motion to take the following actions on the Consent Agenda:

4. Approve Voiding 2011 and 2012 Tax Sale on Parcel No. 105I-32-011/03.00 and Direct Tax Collector to Issue Refund.

(A true and correct copy of that certain explanatory memorandum dated January 11, 2013 from Chancery Clerk Arthur Johnston requesting that the Board declare void the 2011 and 2012 Tax Sales on parcel no. 105I-32-011/03.00 and direct the Tax Collector to issue refund to the purchasers is attached hereto as Exhibit B, spread hereupon and incorporated herein by reference.)

5. Approve Request to Use Courtyard - Madison County Soil & Water Conservation.

(A true and correct copy of that explanatory correspondence dated January 9, 2013 requesting permission to conduct a tree give away on February 14, 2013 from 11:00 until 2:00 p.m is attached hereto as Exhibit C, spread hereupon and incorporated herein by reference.)

6. Approve Renewal of Residential Lease Contract on 16th Section Property.

(A true and correct copy of that certain Notice to Renew Residential Lease Contract to Bennett & Bennett Properties, Lot 8, Block 24, Jones Addition in the Town of Flora may be found in the Miscellaneous Appendix to these Minutes. The Board President was and is hereby authorized to execute same.)

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7. **Approve Advertising for Bids for Backhoes.**
(A true and correct copy of that explanatory memorandum dated January 10, 2013 requesting permission to purchase one or more backhoes is attached hereto as Exhibit D, spread hereupon and incorporated herein by reference.)
8. **Acknowledge and Approve Personnel Matters - Detention Center, Solid Waste, Sheriff's Department, and Pay Adjustments for County Court Judges and District Attorney.**
(True and correct copies of those certain Personnel Forms and memoranda setting forth certain changes and/or additions in personnel and pay adjustments for judicial pay increases and District Attorney Office is attached hereto as Collective Exhibit E, spread hereupon and incorporated herein by reference.)
9. **Approve Certificate of the County with Respect to Drug-Free Workplace Policy.**
(A true and correct copy of that certain certificate of the county to maintain a drug-free workplace policy is as Exhibit F, spread hereupon and incorporated herein by reference. The Board President was and is hereby authorized to execute same. The Board President was and is hereby authorized to execute same.)
10. **Acknowledge Receipt of Tanker/Pumper Fire Truck - Town of Flora.**
(A true and correct copy of that certain Receiving Report No. 44791 dated September 21, 2011 is attached hereto as Exhibit G, spread hereupon and incorporated herein by reference.)
11. **Acknowledge Receipt of Tanker/Pumper Fire Truck - Valley View Fire Protection District.**
(A true and correct copy of that certain Receiving Report No. 120796 dated July 3, 2012 is attached hereto as Exhibit H, spread hereupon and incorporated herein by reference.)
12. **Approve Payment of Invoice - McGraw "Gotta Go."**
(A true and correct copy of that certain invoice no. 187880A dated November 21, 2012 in the amount of \$519.00 is attached hereto as Exhibit I, spread hereupon and incorporated herein by reference.)
13. **Authorize Payment of Certain Fees and Expenses for 2013 Chancery Clerk Arthur Johnston, to-wit:**

**ORDER FOR PAYMENT OF CERTAIN FEES AND EXPENSES
OF THE CHANCERY CLERK'S OFFICE**

WHEREAS, Chancery Clerk Arthur Johnston did appear before the Board and requested the Board authorize and approve the payment of the following fees and expenses for calendar year 2013, and

WHEREAS, the Clerk did represent that all such fees and expenses were proper and allowed by statute and were payable by the county as provided by law,

IT IS THEREFORE ORDERED by the Board of Supervisors of Madison County, Mississippi, that the following fees and expenses as provided by statute relating to the services performed by the Chancery Clerk of this county be and the same are hereby approved and shall be allowed unto Arthur Johnston, Chancery Clerk, for compensation of said services rendered to the people, said fees and expenses shall be payable in monthly installments except where otherwise noted below.

IT IS FURTHER ORDERED that said Clerk is hereby employed to (a) process the homestead applications, (b) serve as the county's Passport Acceptance Agent, (c) restore certain records of the county in his charge, and is directed to carry out other necessary services as outlined in the statutes listed below:

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- (1) § 25-7-9(1)(f) – Attendance on the Board of Supervisors: Clerk and one deputy, each \$20.00;
- (2) § 25-7-9(1)(g) *as amended in 2004* – Semi-annual allowance as Clerk of the Board of Supervisors: \$3,000.00 payable in one half in July and one half in January;
- (3) § 27-105-343 *as amended in 2004* – For services as County Treasurer: the sum of \$2,500 per annum, payable in equal monthly installments;
- (4) § 25-3-19 – For services as County Auditor: an annual sum of \$5,300.00, payable in equal monthly installments;
- (5) § 25-7-9(1) – For recording fees due the Chancery Clerk for recording instruments relating to county-owned real estate, homestead chargeback notices (dis-allowances), and oaths and bonds of public officials, both elected and appointed – standard recording fees payable after-the-fact;
- (6) § 25-7-9(1)(h) – *as amended in 2005* - Attendance on the Chancery Court as approved by the Chancellor: For each day, first Chancellor sitting: \$50.00 per day each for himself and two deputies;
- (7) § 25-7-9(1)(h) – *as amended in 2005* - Attendance on the Chancery Court as approved by the Chancellor: For each day, second Chancellor sitting: \$50.00 per day, Clerk only;
- (8) § 25-7-9(1)(I) – *as amended in 2005* - Clerk and two deputies, allowance of five (5) extra days for the Clerk and two deputies for attendance upon the Court to get up records: \$50.00 per day each for himself and two deputies per term of court;
- (9) § 41-21-79, *et al* – For administrative services performed in connection with commitment proceedings (both alcohol/drug and mental) such as consultations with family or friends, scheduling physicians, providing insurance information to hospitals, and making arrangements for pre-screenings and follow-ups: \$60.00 per commitment, as ordered by the Court;
- (10) § 41-21-79, *et al* and M.R.C.P. 3 © and (d) – For pauper’s oaths both in general and in connection with commitment proceedings for paupers: \$108.00 per case as ordered by the Court;
- (11) § 25-7-9(1)(j) – For public services not otherwise specifically provided for, contingent upon the approval of the Court, an annual sum not to exceed \$5,000.00 payable \$416.67 per month;
- (12) § 25-3-21 – For copying tax rolls, a statutory fee of \$.03 per assessment, per copy of each real roll and \$.015 per assessment, per copy of each personal roll for the current year;
- (13) § 27-33-37(m) – To employ the Clerk to collect and assemble data and information and to perform the services required of the Board by § 27-33-37(e) and to make investigations required of the Board in connection with administering the Homestead Exemption Law as directed by the board as follows: for the first 2,000 applications, \$1.00 per application; for the next 2,000 applications, \$.75 each, for the next 2,000 applications, \$.50 each,

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for the next 2,000 applications, \$.35 each, all over the above number, \$.25 each;

- (14) § 19-15-1 – For the restoration and preservation of county records in accordance with the contract approved by this Board on January 3, 2012, a true and correct copy of which is attached hereto as Exhibit J, spread hereupon and incorporated herein by reference, payable \$500.00 per month through December 2016 and \$1,500 per month in June, July and August of each such year;
- (15) Such fees as are allowed and required by federal law in connection with the processing of U. S. Passport Applications including a fee of up to \$10.00 for each passport photograph taken using office equipment.
- (16) § 35-3-13 – For each certificate of military discharge recorded in the office: \$1.00. No charge, however, shall be made to the veteran for either the original recording or the making of copies.

IT IS FURTHER ORDERED that, to the extent necessary, the Board President is authorized to enter into contracts with the Clerk to carry out the above and foregoing items.

FURTHER, and acting pursuant to Miss. Code Ann. § 25-11-106.1 (2)(a)(iii)(Supp. 2010), for contributions required for calendar year 2011 and for each year of the current term of office thereafter, the Board has previously elected and continues to elect to be responsible for the employer share of contributions to the Mississippi Public Employees Retirement System on the proportionate share of net income of both the chancery and circuit clerk attributable to fees. The Chancery Clerk has previously given the notice contemplated by said code section to the Executive Director of the Mississippi Public Employees Retirement System.

SO ORDERED on this the 22nd day of January, 2013.

- 14. Approve Corrective Rights of Way - Keith Brown.**
(A true and correct copy of that certain corrective Rights of Way from Keith Elbert Brown to Madison County, Mississippi being located in Section 1, T7N, R1E, Madison County, Mississippi may be found in the Miscellaneous Appendix to these Minutes. The Board President was and is hereby authorized to execute same.)
- 15. Acknowledge Update from Warnock & Associates - Kehle Road Drainage Repairs.**
(A true and correct copy of that explanatory memorandum dated January 14, 2013 from Mr. Jimmy Vickers of Warnock & Associates, LLC is attached hereto as Exhibit K, spread hereupon and incorporated herein by reference.)
- 16. Acknowledge Notification Form Letter - Family Dollar Store, City of Canton.**
(A true and correct copy of which is attached hereto as Exhibit L, spread hereupon and incorporated herein by reference.)
- 17. Authorize Attendance, Payment of Registration Fees, and Approve Travel and Related Expenses for Members of the Board, the Board Attorney, the Chancery Clerk, the County Administrator, the Comptroller, and the County Engineer to Attend the 2013 National Association of Counties (NACo) Legislative Conference March 2 -- 6, 2013, Washington DC. for the Benefit of the County.**
- 18. Approve Zoning Matter/Site Plan – Future Labs.**
(A true and correct copy of the site plan for Future Labs as presented to the Madison County Planning and Zoning Commission and approved by this Board allowing for a 3000 square foot expansion to the existing facility located in Lone Wolf Commercial Business Park may be found in the Miscellaneous Appendix to these Minutes.)

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19. **Approve Preliminary Plat of Falls Crossing Subdivision, Phases 1 & 2.**
(A true and correct copy of that certain explanatory memorandum dated January 14, 2013 from Zoning Administrator Brad Sellers along with said preliminary plat may be found in the Miscellaneous Appendix to these Minutes.)
20. **Approve Utility Permits.** The following permits 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 applications for the same are attached hereto as Collective Exhibit M, spread hereupon, and incorporated herein by reference:
- (1) Telepak Networks - seeking to bore fiber optic cable along Dave Brown Road and Old Rice Road.
 - (2) BellSouth d/b/a AT&T - seeking to place approximately 59' of fiber cable across Cox Ferry Road.
 - (3) Contact Network, Inc. d/b/a Inline - seeking to bore a 4 inch bore at a depth of 36 inches along Calhoun Station Parkway and Church Road.
21. **Approve Monthly Credit Card Report December 11, 2012 - January 10, 2013 - General County.**
(A true and correct copy of that certain memorandum dated January 15, 2013 from County Purchase Clerk Hardy Crunk is attached hereto as Exhibit N, spread hereupon and incorporated herein by reference.)
22. **Approve Change Order No. 1 - Valley View Fire Station.**
(A true and correct copy of that certain Change Order No. 1 dated January 3, 2013 in the amount of \$10,033.53 from Richard Womack Construction, LLC on the Valley View Fire Station is attached hereto as Exhibit O, spread hereupon and incorporated herein by reference. The Board President was and is hereby authorized to execute same.)
23. **Approve Amended and Deleted Homestead Applications - 2012 Tax Year.**
(A true and correct copy of that certain memorandum dated January 15, 2013 from Homestead Director Emily Anderson is attached hereto as Exhibit P, spread hereupon and incorporated herein by reference.)
24. **Approve *En Masse* Petition for Reduction of Assessments of Real Property for the 2012 Tax Year.**
(A true and correct copy of said Petition and its spreadsheet attachment are attached hereto as Collective Exhibit Q, spread hereupon and incorporated herein by reference.)
25. **Acknowledge Petition for Increase of Assessment of Real Property for the 2012 Tax Year Not Accepted by Taxpayers and Set Date for Public Hearing.**
(A true and correct copy of said Petition and its spreadsheet attachment is attached hereto as Collective Exhibit R, spread hereupon and incorporated herein by reference, and a public hearing is set for February 19, 2013.)
26. **Declare Certain Inventory Items as Surplus and Delete from Inventory.**
(A true and correct copy of that certain memorandum dated January 16, 2013 from Inventory Control Clerk Loretta Phillips listing the items to be deleted is attached hereto as Exhibit S, spread hereupon and incorporated herein by reference.)
27. **Acknowledge Appointment to Lake Lorman Utility District Board.**
(A true and correct copy of that certain correspondence from Board President William D. Seagrove of Lake Lorman Utility District requesting the reappointment of Mr. Woody Holt for an additional five year term to the Lake Lorman Utility District Board is attached hereto as Exhibit T, spread hereupon and incorporated herein by reference.)

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- 28. Approve Authorized Signature Form - DHS - Division of Youth Services.**
 (A true and correct copy of which is attached hereto as Exhibit U, spread hereupon and incorporated herein by reference. The Board President was and is hereby authorized to execute same.)
- 29. Approve Contract Modification No. 1 - CDBG Project 1121-12-045-PF-01.**
 (A true and correct copy of which is attached hereto as Exhibit V, 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously, and each item was and is hereby approved, adopted and/or authorized as described herein above.

SO ORDERED this the 22nd day of January, 2013.

In re: Adoption of a Resolution Directing the Sale and Award of Negotiable Note, Series 2013

The Board of Supervisors of Madison County, Mississippi (the "Governing Body" of the "County") took up for consideration the matter of issuance of 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; 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").

The Clerk reported that pursuant to a resolution adopted December 17, 2012, he did cause to be published in the Madison County Herald, a newspaper published in the City of Jackson, Mississippi and having a general circulation in Madison County, Mississippi, and qualified under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended, a notice that sealed proposals for the purchase of the aforesaid Note would be received by the Board of Supervisors at the office of the Chancery Clerk (the "Clerk") in the City of Canton, Mississippi, until the hour of 4:30 o'clock p.m. on the 22nd day of January, 2013 and subsequently presented to the Board of Supervisors at 6:00 o'clock p.m. at their meeting scheduled on said date; said notice was published on January 10, 2013, in said newspaper, said publication having been made at least ten (10) days preceding the date set for the receipt of bids.

The Clerk then and there presented a publisher's affidavit as proof of publication of said Notice in the aforesaid newspaper, a copy of which was directed to be inserted in the minutes of this Governing Body and is as follows:

said Affidavit may be found in the Miscellaneous Appendix to these Minutes.

The hour of 6:00 o'clock p.m. on January 22, 2013, having arrived, the Clerk reported that pursuant to the aforesaid Notice of Note Sale there had been filed with the Clerk at or prior to 4:30 o'clock p.m. on said date seven (7) sealed proposals for the purchase of the aforesaid Note

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and the Clerk then and there presented said sealed proposals to the Governing Body. Thereupon it was ordered by the Governing Body that the Clerk proceed to open said sealed proposals and to read same aloud in the presence and hearing of said Governing Body and of the bidders and other persons assembled. The Clerk thereupon proceeded to open and read the aforesaid bids which are as follows:

the original bids may be found in the Miscellaneous Appendix to these Minutes

Following the reading of the bids, the Governing Body proceeded to consider them for the purpose of determining which was the best and most advantageous bid submitted. Whereupon, the following resolution was presented, read and its adoption and passage moved by Supervisor Paul Griffin:

RESOLUTION DIRECTING THE SALE AND AWARD OF A NEGOTIABLE NOTE, SERIES 2013, OF MADISON COUNTY, MISSISSIPPI, TO BE DATED THE DATE OF DELIVERY THEREOF, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED SEVEN MILLION DOLLARS (\$7,000,000).

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

1. This Governing Body on December 17, 2012, did adopt a resolution directing that a Negotiable Note, Series 2013 (the "Note"), of the County in the principal amount of Seven Million Dollars (\$7,000,000) be offered for sale on sealed bids to be received up to and until the hour of 4:30 o'clock p.m. on January 22, 2013 for subsequent presentation to the Governing Body at 6:00 o'clock p.m. at their scheduled meeting on said date.

2. As directed by the aforesaid resolution, notice of sale of the Note (the "Notice of Note Sale") was duly published in the Madison County Herald, a newspaper published in the City of Jackson and having general circulation in Madison County, Mississippi, and qualified under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended, said notice having been published on January 10, 2013, in said newspaper, said publication having been made at least ten (10) days preceding January 22, 2013, all as shown by the proof of publication of said notice filed in the office of the Clerk.

3. The Governing Body did meet at its meeting place in the Chancery Court Building located at 125 West North Street, Canton, Mississippi 39046, at 6:00 o'clock p.m. on January 22, 2013.

4. At 6:00 o'clock p.m. seven (7) proposals for the purchase of the Note were received, examined and considered by the Governing Body, said bids having heretofore been presented by and being on file with the Clerk.

5. The Governing Body does now find, determine and adjudicate that the highest and best bid made and offered for the Note on the basis of the lowest net interest cost over the life of the issue was made by Community Bank, Madison, Mississippi.

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

SECTION 1. The Note is hereby awarded and sold to Community Bank, Madison, Mississippi, in accordance with the offer submitted to the Governing Body in words and figures as follows:

The winning bid may be found in the Miscellaneous Appendix to these Minutes.

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SECTION 2. The President of the Governing Body and Clerk are hereby authorized and directed to endorse upon a copy or duplicate of the aforesaid offer a suitable notation as evidence of the acceptance thereof, for and on behalf of the County.

SECTION 3. The Notice of Note Sale provided, in part, that good faith checks would be filed by all bidders in connection with each bid for the Note. However, due to the nature of the Note as a draw down note in which funding would likely not occur upon delivery thereof, it was determined following publication of the Notice of Note Sale that good faith checks should not be required of bidders, and the Board hereby ratifies the waiver of requirement of providing good faith checks in connection with bidding on the Note. Further, any good faith checks provided by any bidders in connection with their bid shall have such good faith checks returned to them.

SECTION 4. The Note shall be in fully registered form; shall be dated the delivery thereof; shall be of the denomination of \$7,000,000; shall be numbered 1; shall be payable, both as to principal and interest, in lawful money of the United States of America at the office of the Chancery Clerk of the County, said Chancery Clerk to act as paying agent, registrar and transfer agent for said Note; shall bear interest from the date thereof at the rate of One Percent (1.00%), payable annually on maturity date of the date of issuance thereof until maturity (each an "Interest Payment Date"), and shall mature and become due and payable annually as to principal on the anniversary date of issuance thereof in the years 2014 through and including 2018. It is intended that the County will draw down the principal amount of the Note in multiple advances during the first year thereof. The interest due and payable annually will be computed based upon the principal amount of the Note then outstanding on the anniversary dates of the Note, provided, however, that the interest due on the first anniversary date will be calculated based on the total amount of principal drawn from the date of each draw until the first anniversary date of the Note. The principal of the Note will mature in such amounts as to cause approximate equal installments of principal and interest annually until the final maturity date of the Note. 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. All orders, resolutions or proceedings of this Governing Body in conflict with the provisions of this resolution shall be and are hereby repealed, rescinded and set aside, but only to the extent of such conflict.

SECTION 6. For cause, this resolution shall become effective immediately upon the adoption thereof.

Supervisor Karl Banks 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 Ronny Lott	voted:	Aye
Supervisor Gerald Steen	voted:	Aye
Supervisor Karl Banks	voted:	Aye
Supervisor Paul Griffin	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 this the 22nd day of January, 2013.

In re: Approval of Bond Resolution of Urban Renewal 2013

The Board of Supervisors of Madison County, Mississippi (the "County"), took up for further consideration the matter of the issuance of Urban Renewal Revenue Bonds (Sulphur Springs Lake Project), Series 2013 of said County, in the principal amount of not to exceed One Million Five Hundred Thousand Dollars (\$1,500,000). After a discussion of the subject,

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Supervisor Paul Griffin offered and moved the adoption of the following resolution:

RESOLUTION AUTHORIZING AND DIRECTING THE ISSUANCE OF URBAN RENEWAL REVENUE BONDS (SULPHUR SPRINGS LAKE PROJECT), SERIES 2013 OF MADISON COUNTY, MISSISSIPPI IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED ONE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$1,500,000) TO RAISE MONEY FOR THE PURPOSE OF FINANCING THE DEVELOPMENT, RENOVATION AND REHABILITATION OF PROPERTY THROUGH COMPLETION OF CONSTRUCTING, INSTALLING AND EQUIPPING A RECREATIONAL FACILITY FOR MADISON COUNTY TO BE LOCATED ON A SITE OF APPROXIMATELY +60.05 ACRES LOCATED WITHIN MADISON COUNTY, MISSISSIPPI.

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 43-35-1 et seq., Mississippi Code of 1972, as amended.

"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.

"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 or Vice President of the Governing Body, the Clerk of the County, and the 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.

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

"Bond" or "Bonds" shall mean the Urban Renewal Revenue Bonds (Sulphur Springs Lake Project), Series 2013 of the County authorized and directed to be issued in this resolution.

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

"Bond Fund" shall mean Madison County, Mississippi Urban Renewal Revenue Bonds (Sulphur Springs Lake Project) 2013 Bond Fund provided for in Section 8 hereof.

"Bond Resolution" shall mean this resolution.

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

"Code" shall mean the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder.

"Construction Fund" shall mean Madison County, Mississippi Urban Renewal Revenue Bonds (Sulphur Springs Lake Project) 2013 Construction Fund provided for in Section 9 hereof.

"County" shall mean Madison County, Mississippi.

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"General Plan" shall mean the general comprehensive plan of the County approved by the County.

"Governing Body" shall mean the Board of Supervisors.

"Paying 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 Bonds.

"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.

"Project" shall mean providing funds for the development, renovation, and rehabilitation of property through completion of construction, renovation and equipping approximately 60.05 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, including ancillary supporting facilities, adequate parking, adequate private streets for ingress and egress from and onto public streets and roads, and adequate connection to public utilities, all located within the County, as described in the Urban Renewal Plan.

"Proposal" shall mean the proposal of the Purchaser as accepted by the County for the sale of the Bonds to the Purchaser.

"Purchaser" shall mean the purchaser of the Bonds.

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

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

"Revenues" shall mean the revenues derived by the County from (I) pledge of monies which shall be appropriated from the General Fund of the County; and (ii) such other legally available revenues or collateral, if any, as may be specified by the County.

"State" shall mean the State of Mississippi.

"Transfer Agent" shall mean 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.

"Urban Renewal Plan" shall mean the Urban Renewal Plan (Sulphur Springs Lake Project) approved by the County following public hearing on January 7, 2013, for the Project.

(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. Heretofore, on the 17th day of December, 2012, the Governing Body adopted a resolution (the "2012 Resolution") entitled "**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**" wherein the Governing Body (I) approved the form

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of the Urban Renewal Plan, and determined that it needed to determine its consistency with the General Plan of the County, (ii) approved the publication of a notice of public hearing regarding the approval of the Urban Renewal Plan and the Project, and (iii) determined that upon final approval of the Urban Renewal Plan to proceed with the issuance of Bonds in order to finance the Project.

3. As required by law and as directed by the aforesaid 2012 Resolution, the notice of public hearing was published one time in The Madison County Herald, a newspaper published in the City of Jackson, Mississippi, and of general circulation in the County, said notice of public hearing having been published in said newspaper on December 27, 2012.

4. Upon determining that the Urban Renewal Plan was consistent with the General Plan of the County, the Governing Body adopted and approved the Urban Renewal Plan of the County for the Project following public hearing on January 7, 2013.

5. The County is authorized by the Act to sell the Bonds at private sale under such terms and conditions as may be determined by the County from time to time.

6. The Governing Body has heretofore found and determined that it is necessary and in the best interest of the County and of those residing within its boundaries to provide for the Project.

7. The Governing Body heretofore has found and determined that it is advisable that a portion of the cost of such Project should be met through the issuance of the Bonds of the County, payable both as to principal and interest from the Revenues.

8. The County is authorized under the provisions of the Act to issue its urban renewal revenue bonds to provide funds for the proposed Project, said bonds to be secured as aforesaid.

9. The Governing Body does now find and determine that it is necessary and in the public interest that the aforesaid Bonds be issued as hereinafter provided.

**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. The Bonds are hereby authorized and ordered to be prepared and issued in the principal amount of not to exceed One Million Five Hundred Thousand Dollars (\$1,500,000) to raise money for the Project as authorized by the Act.

SECTION 3. (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 \$1,000,000 each, or integral multiples of \$5,000 in excess thereof up to the amount of a single maturity; shall be numbered from one upward in the order of issuance, with an "R" preceding each number; shall

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bear interest from the date thereof at the rate or rates specified in the Proposal, payable on March 1 and September 1 of each year (each an "Interest Payment Date"), commencing March 1, 2014; and shall mature and become due and payable on March 1 in the years and in the principal amounts as determined by the Proposal of the Purchaser.

© The Bonds are subject to redemption and prepayment in part or in whole, without prepayment penalty, on any date with 10 days advance written notice, at par, plus accrued interest to the date of prepayment/redemption. Any partial prepayment will be applied to the Bonds in reverse order of maturities.

(d) Provided, however, that at the option of the Purchaser the principal amount of the Bonds may be supplied by multiple advances, as needed by the County. In such event, interest shall begin to accrue on the principal amount of each advance only from the date of each such advance. If the Purchaser elects to provide the principal amount of the Bonds in multiple advances, the amount of each advance will be recorded by the Agent in the place provided therefor on the reverse of the Bonds, in substantially the form hereinafter set forth, along with the date of such advance, and the signature of the Agent shall be affixed in witness of each such advance in the place provided therefor. In the event that the Purchaser does not elect to provide the principal amount of the Bonds in multiple advances, the Bonds will be printed in substantially the form hereinafter set forth, but any reference to providing the principal amount of the Bonds in multiple advances, including the provisions for registration of such multiple advances, may be deleted from the Bonds.

SECTION 4. (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 on, or attached to, the Bonds, over such officer's manual or facsimile signature and manual or facsimile seal, such officer's certificate in substantially the form set out in Section 6.

(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.

© The Bonds shall be delivered to the Purchaser 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 may be imprinted or attached on the reverse 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 Purchaser.

(e) At delivery, the Transfer Agent shall authenticate the Bonds and deliver them to the Purchaser 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

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number, if applicable, 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, if applicable, 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 5. (a) The County will appoint the Paying and Transfer Agent for the Bonds upon receiving the recommendation of the Purchaser. The Paying and Transfer Agent shall be a bank or trust company located within the State, or which may be the Clerk acting in such capacity. 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.

(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 this 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 an Agent, 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.

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(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 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 6. 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:

[BOND FORM]

**UNITED STATES OF AMERICA
STATE OF MISSISSIPPI
COUNTY OF MADISON
URBAN RENEWAL REVENUE BOND
(SULPHUR SPRINGS LAKE PROJECT), SERIES 2013**

NO. _____ \$ _____

Rate of Interest Maturity Date of Original Issue CUSIP

March 1, ____

Registered Owner:

Principal Amount: _____ DOLLARS

Madison County, State of Mississippi (the "County"), a body politic existing under the

President's Initials: _____

Date Signed: _____

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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 _____, _____, _____, or its successor, as paying agent (the "Paying Agent") for the Urban Renewal Revenue Bonds (Sulphur Springs Lake Project), Series 2013, 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 _____, _____, _____, 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 March 1 and September 1 of each year (each an "Interest Payment Date"), commencing March 1, 2014, 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.

Optional Language: [Provided, however, that at the option of the Purchaser, the principal amount of this Bond may be supplied by multiple advances, as needed by the County. In such event, interest shall begin to accrue on the principal amount of each advance only from the date of each such advance. If the Purchaser elects to provide the principal amount of this Bond in multiple advances, the amount of each advance will be recorded by the Paying Agent in the place provided therefor on the reverse hereof, along with the date of such advance, and the signature of the Paying Agent shall be affixed in witness of each such advance in the place provided therefor.]

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 such Registered Owner's 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 maximum principal amount of not to exceed One Million Five Hundred Thousand Dollars (\$1,500,000) to raise money for the purpose of providing funds for (I) the development, renovation, and rehabilitation of property through completion of construction, renovation and equipping approximately 60.05 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, including ancillary supporting facilities, adequate parking, adequate private streets for ingress and egress from and onto public streets and roads, and adequate connection to public utilities, all located within Madison County, Mississippi, as described in the Urban Renewal Plan of the County adopted on January 7, 2013; and (ii) paying the costs of issuance of the Bonds.

This Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including Sections 43-35-1 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 January 22, 2013 (the "Bond Resolution").

The Bonds are subject to redemption and prepayment in part or in whole, without prepayment penalty, on any date with 10 days advance written notice, at par, plus accrued interest to the date of prepayment/redemption. Any partial prepayment will be applied to the Bonds in reverse order of maturities.

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The Bonds are registered as to both principal and interest. The Bonds are to be issued or reissued in the denomination of \$1,000,000 each, or integral multiples of \$5,000 in excess 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 such Registered Owner's 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 principal of and interest on this Bond shall be payable solely from revenues derived by the County from (I) pledge of monies which shall be appropriated from the General Fund of Madison County, Mississippi; and (ii) such other legally available revenues or collateral, if any, as may be specified by the County (together the "Revenues"). The Bonds shall be limited obligations of the County payable solely from and secured by a pledge of the Revenues and other monies and property pledged under the Bond Resolution. The Bonds will not constitute a debt, liability or general obligation of the County, the State of Mississippi or any political subdivision thereof or a pledge of the full faith and credit of the County, the State of Mississippi or any political subdivision thereof but shall be payable solely as hereinabove provided and will not directly, indirectly or contingently obligate the State of Mississippi to levy or to pledge any form of taxation whatever for the payment thereof.

The County covenants and agrees that it will perform all duties required by law and by the Bond Resolution which authorized this Bond; and that it will apply the proceeds of this Bond to the purposes above set forth.

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 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 facsimile signatures and seal said officials adopt as and for their own proper signatures and seal, as of the ____ day of _____, 2013.

MADISON COUNTY, MISSISSIPPI

BY:

PRESIDENT, BOARD OF SUPERVISORS

President's Initials: _____

Date Signed: _____

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COUNTERSIGNED:

CHANCERY CLERK

(SEAL)

There shall be printed on the Bonds, or attached thereto, 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 Urban Renewal Revenue Bonds (Sulphur Springs Lake Project), Series 2013, of Madison County, Mississippi.

_____, _____,
as Transfer Agent

BY:
Authorized Officer

Date of Registration and Authentication: _____

There shall be printed on the Bonds, or attached to, 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 _____, 2013.

CHANCERY CLERK

(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 _____, _____,
Mississippi, 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.

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Date Signed: _____

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: _____

Optional Language: [There shall be printed on the reverse of the Bonds a record of multiple advances by the original purchaser in substantially the following form:

RECORD OF MULTIPLE ADVANCES BY PURCHASER

SIGNATURE OF AMOUNT	DATE	CLERK
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECTION 7. In case the Bonds 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, and in case of a Bond stolen, destroyed or lost, his filing with the County evidence satisfactory to the County that such Bond was stolen, destroyed or lost, and of his ownership thereof, and furnishing the County with such security or indemnity as may be required by law or by the County to save it harmless from all risks, however remote.

SECTION 8. The Bonds shall be payable from the Revenues derived by the County from the following: (i) pledge of monies which shall be appropriated from the General Fund of Madison County, Mississippi and (ii) such other legally available revenues or collateral, if any, as may be specified by the County. The Bonds shall be limited obligations of the County payable solely from and secured by a pledge of the Revenues and other monies and property pledged hereunder. The Bonds will not constitute a debt, liability or general obligation of the County, the State or any political subdivision thereof or a pledge of the full faith and credit of the County, the State or any political subdivision thereof but shall be payable solely as hereinabove provided and will not directly, indirectly or contingently obligate the State to levy or to pledge any form of taxation whatever for the payment thereof.

SECTION 9. Only such 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,

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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 10. (a) In the event the Purchaser 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 Purchaser may be issued in the full amount for each maturity. Ownership of the Bonds shall be in the Purchaser until the initial Registered Owner has made timely payment and, upon request of the Purchaser 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 Purchaser 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 such Registered Owner's 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 11. (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 such Registered Owner's 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 12. (a) The County hereby establishes the 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. There shall be deposited into the 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 Revenues collected pursuant to Section 8 hereof;

(iii) Any income received from investment of monies in the 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 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 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 13. The County hereby establishes the Construction Fund which shall be maintained with a qualified depository. The principal proceeds received upon the sale of the Bonds shall be deposited in the Construction Fund. The proceeds shall be applied first for the

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purpose of repaying any indebtedness incurred as interim financing in anticipation of the receipt of the proceeds from the sale of the Bonds. Any income received from investment of monies in the Construction Fund shall be deposited in the Construction Fund. From the Construction Fund there shall be paid the costs, fees and expenses incurred by the County in connection with the authorization, issuance, sale, validation and delivery of the Bonds. The balance thereof shall be held and disbursed for the Project, as authorized by the Act. Any amounts which remain in the Construction Fund after the completion of the Project shall be transferred to the Bond Fund and used as permitted under State law.

SECTION 14. (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.

© 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 15. The Bonds shall 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 prepare 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 16. 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 Code; (ii) the interest on the 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 17. The County hereby covenants as follows:

(a) it shall not abandon, sell or otherwise dispose of the Project or any facility, equipment or improvement financed or refinanced directly or indirectly with the proceeds of the Bonds;

(b) it does not intend to, during the term that any of the Bonds are outstanding, abandon, sell or otherwise dispose of any facility, equipment or improvement financed or refinanced directly or indirectly with the proceeds of the Bonds;

© 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

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it of the Bonds which will enable it to obtain a material financial advantage (based on arbitrage) or overburden the tax-exempt bond market; and

(f) 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 18. The County hereby designates the Bonds 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:

(a) 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 Bonds; and

(b) for purposes of this Section 18, 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 19. The issuer in this matter is not required to comply with the annual disclosure requirements set forth in 17 CFR § 240.15c2-12 (the "Rule"). Pursuant to the Rule, the obligation of an issuer of municipal securities to make annual disclosures is applicable to certain primary offerings of municipal securities as provided by the Rule. The Bonds in this matter are being sold through solicitation of bids by the Issuer and not a public offering to a purchaser without a view for distributing said Bonds. The Purchaser of said Bonds shall be required to execute a certification at closing to the effect that the Bonds are being purchased for the account of the Purchaser without the intent to distribute. As such, the issuance of the Bonds in this matter is not a primary offering of municipal securities, and as such, the Rule does not apply.

SECTION 20. All sums in the Bond Fund and Construction Fund shall be kept on deposit in bank accounts separate from all other bank accounts of the County and in a bank or banks having Federal Deposit Insurance Corporation insurance of its accounts and at all times shall be continuously secured as provided by the laws of the State for other funds of the County. Any interest or other income received from investments shall accrue to and be deposited in the funds which generated such income or to which such income is attributable. Provided, that the Governing Body shall have such income transferred to the Bond Fund hereinabove provided for as long as the fund to which such income is attributable will still have therein the aggregate amount required by this Bond Resolution.

SECTION 21. The County shall maintain the following types of insurance coverage, if appropriate for the Project and the County:.

- (a) Fire and extended property insurance;
- (b) Liability and property damage insurance;
- © Flood insurance, if applicable; and
- (d) Workers' compensation insurance.

SECTION 22. The County shall set up and maintain a proper system of accounts regarding the Revenues securing the Bonds and the application of such Revenue. Such accounts shall be properly audited yearly by independent auditors who shall be certified public accountants. The report of such audit shall be open to the public and to all bondholders and, without further request, shall be furnished to the original holder of the Bonds.

President's Initials: _____

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SECTION 23. 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 the Bonds 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
- © an Act of Bankruptcy occurs.

SECTION 24. 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 25. 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.

Supervisor Karl M. Banks 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 Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Aye
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 22nd day of January, 2013.

SO ORDERED this the 22nd day of January, 2013.

In re: Approval of Resolution Authorizing Sale of Urban Renewal Bonds, Series 2013

The Board of Supervisors (the "Governing Body") of Madison County, Mississippi (the "County") took up the matter of the issuance and sale of Madison County, Mississippi Urban Renewal Revenue Bonds (Sulphur Springs Lakes Project), Series 2013 in the aggregate principal amount not to exceed \$1,500,000 (the "Bonds"). After a discussion of the subject, Supervisor Paul Griffin offered and moved the adoption of the following resolution:

RESOLUTION OF THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY") AUTHORIZING AND APPROVING THE ISSUANCE OF THE NOT TO EXCEED \$1,500,000 URBAN RENEWAL REVENUE BONDS (SULPHUR SPRINGS LAKE PROJECT), SERIES 2013 (THE "SERIES 2013 BONDS") OF THE COUNTY; APPROVING CERTAIN ACTIONS BY OFFICERS OF THE COUNTY TO EFFECTUATE THE SALE AND ISSUANCE OF THE SERIES 2013 BONDS; AND FOR RELATED PURPOSES.

WHEREAS, the Governing Body of the County, acting for and on behalf of the County, desires to authorize, pursuant to authority under Sections 43-35-1 et seq. of the Mississippi Code of 1972, as amended (the "Act"), the sale of not to exceed \$1,500,000 Urban Renewal Revenue Bonds (Sulphur Springs Lake Project), Series 2013 (the "Series 2013 Bonds") of the County for the purpose of providing funds for the development, renovation, and rehabilitation of property through completion of construction, renovation and equipping approximately 60.05 acres of

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property for a recreational facility, which will include an approximately 18 acre lake, fishing piers, restrooms, ball fields, walking track, parking and related improvements, including ancillary supporting facilities, adequate parking, adequate private streets for ingress and egress from and onto public streets and roads, and adequate connection to public utilities, all located within Madison County, Mississippi (together, the "Project"); and

WHEREAS, the Governing Body realizes that the County must move expeditiously to provide for the issuance of the Series 2013 Bonds in that the bond market is volatile and that the Governing Body needs to (I) authorize negotiation of the terms of the sale of the Series 2013 Bonds to a to be determined financial institution, subject to the satisfaction of the conditions as hereinafter set forth (the "Conditions for Sale"), and (ii) authorize the President and Clerk of the Governing Body of the County to approve the terms of the sale of the Series 2013 Bonds subject to the Conditions for Sale.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the County, acting for and on behalf of the County, as follows:

That the Governing Body of the County hereby authorizes the President and the Clerk of the Governing Body, Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Ridgeland, Mississippi, as Bond Counsel, Government Consultants, Inc., as financial advisor, and the Law Offices of Mike Espy, PLLC, Jackson, Mississippi, as County Counsel, to negotiate the terms for the sale of the Series 2013 Bonds to a to be determined financial institution and authorizes the execution by the President and Clerk of the Governing Body of the proposal, if applicable, of said financial institution as evidence of the approval of said negotiations, for and on behalf of the County, subject to the following Conditions for Sale: (1) the par amount of the Series 2013 Bonds will not exceed \$1,500,000; (2) the net interest cost of the Series 2013 Bonds will not exceed the rate or rates per annum as allowed by Section 75-17-101 of the Mississippi Code of 1972, as amended and supplemented from time to time; (3) the Series 2013 Bonds will mature no later than 10 years from the date of issuance thereof; and (4) terms and provisions of the Series 2013 Bonds in compliance with the Act.

The President and/or Clerk of the Governing Body or any other authorized officer of the Governing Body, 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 actions 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 and to provide financing for the Project.

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 resolution shall become effective upon the adoption hereof.

Supervisor Karl M. Banks 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 Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Aye
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 22nd day of January, 2013.

SO ORDERED this the 22nd day of January, 2013.

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In re: Appointment to Central Mississippi Planning & Development District Board

Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to (1) appoint Supervisor Gerald Steen as the MPO appointee, (2) appoint Supervisor Ronny Lott as the County Official, (3) reappoint Mr. Dan Hart as the Minority Representative, and (4) reappoint Mr. Jim Archer as the Business & Industry Representative to the Central Mississippi Planning & Development District Board. 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said appointments and reappointments were and are hereby made.

SO ORDERED this the 22nd day of January, 2013.

In re: Approval of Budget Amendments

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 that certain document entitled "Madison County Budget Amendments January 22, 2013," a true and correct copy of which is attached hereto as Exhibit W, spread hereupon and incorporated herein by reference, and

Following discussion, Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said budget amendments were and are hereby approved.

SO ORDERED this the 22nd day of January, 2013.

In re: Approval of Claims Dockets for January 22, 10 and 16, 2013

WHEREAS, the Board reviewed the following claims dockets for January 22, 10 and 16, 2013:

- (1) General Claims Docket, dated January 22, 2013
- (2) Payroll Claims Docket No. 1, dated January 10, 2013
- (3) Payroll Claims Docket No. 2, dated January 16, 2013

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 General Claims Docket dated January 22, 2013:

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Fund	Claim Nos.	No. of Claims	Amount
001	1252 to 1390	139	383,649.05
012	66 to 74	9	1,224.31
015	24 to 26	2	104,629.68
097	52 to 56	5	20,098.72
105	99 to 112	14	63,655.63
108	2 to 3	2	715.69
115	33 to 35	3	484.41
120	18 to 20	3	929.96
137	1 to 1	1	128,952.25
150	265 to 302	38	31,894.38
160	39 to 41	3	3,663.75
190	27 to 29	3	707.38
191	25 to 29	5	1,424.04
291	3 to 3	1	2,000.00
306	7 to 7	1	1,638.40
401	13 to 14	2	12,553.79
655	4 to 4	1	61,154.75
672	4 to 4	1	1,225.50
675	4 to 4	1	4,463.00
TOTAL ALL FUNDS		234	825,064.69

Thereafter and following discussion, Mr. Karl M. Banks did offer and Mr. Paul Griffin did second a motion to approve each respective claims docket as presented and as listed herein above. Said motion directed that invoice numbers should be attached to each claim on the claims dockets 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 same, copies 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 X, 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said General Claims Docket, Payroll Claims Docket No. 1 and Payroll Claims Docket No. 2 were and are hereby approved and the Chancery Clerk was and is instructed to issue pay warrants accordingly.

SO ORDERED this the 22nd day of January, 2013.

In re: Approval of Claims of Fleetcor Technologies

Thereafter, Mr. Vance presented a supplemental claims docket also dated January 22, 2013 containing the claims of Fleetcor Technologies and requested the Board's review and approval thereof.

Mr. Paul Griffin did offer and Mr. Ronny Lott did second a motion to approve that certain supplementary claims docket containing the claims of Fleetcor Technologies. Said motion directed that invoice numbers should be attached to each claim listed on the supplemental docket and further directed the Chancery Clerk to include said claims in the Summary of Claims to be published as required by law and to authorize the Board President to sign and approve the same, a copy of which may be found in the Miscellaneous Appendix to these Minutes. The vote on the matter being as follows:

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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 22nd day of January, 2013.

In re: Approve Payment of Workers Compensation Invoice

WHEREAS, County Comptroller and Deputy Chancery Clerk Shelton Vance appeared before the board and presented that certain invoice dated November 20, 2012 from the Mississippi Public Entity Workers' Compensation Trust in the amount of \$52,894.75 representing the county's workers compensation insurance premium and recommended the Board consider and approve the same, a true and correct copy of which is attached hereto as Exhibit Y, spread hereupon and incorporated herein by reference,

Following discussion, Mr. Karl M. Banks did offer and Mr. Ronny Lott did second a motion to approve said invoice and authorize and direct the Chancery Clerk to issue a pay warrant therefor. 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said invoice was and is hereby approved and the Chancery Clerk was and is hereby authorized and directed to issue the appropriate pay warrant.

SO ORDERED this the 22nd day of January, 2013.

In re: Consideration of Architect Report on Historic Courthouse

WHEREAS, in the absence of Grant Administrator Charli Wilson Holt, Chancery Clerk Arthur Johnston appeared before the Board and presented that certain undated memorandum reflecting that in the Grant Administrator's opinion, the costs of the work proposed by Belinda Stewart Architects, P. A. as presented to the Board on December 17, 2012 would be reimbursable as a part of the county's Save America's Treasure grant,

Following discussion, Mr. Karl M. Banks did offer and Mr. Ronny Lott did second a motion to authorize and direct said architects to proceed with implementation of phases 1 through 3 as outlined in the report of December 17, 2012. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye

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.

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Supervisor Karl M. Banks Aye
Supervisor Paul Griffin Aye

the matter carried unanimously and Belinda Stewart Architects, P.A. were and are hereby so authorized.

SO ORDERED this the 22nd day of January, 2013.

In re: Approval of Donating Equipment to Webster County

WHEREAS, Chancery Clerk Arthur Johnston appeared before the Board and advised that in the early morning hours of Thursday, January 17, 2013, the Webster County Courthouse in Walthall, Mississippi (near Eupora) burned, and

WHEREAS, Mr. Johnston advised that the top two floors were totally destroyed in the fire, and the Webster County Chancery Clerk’s office sustained severe water damage such that almost all of the office’s computers were not salvageable and such that the Tax Collector’s office also sustained tremendous damage, and

WHEREAS, Mr. Johnston requested that, pursuant to MISS. CODE ANN. § 17-5-15, the following items of equipment be loaned to the Webster County Chancery Clerk’s office for an indefinite period of time:

- (1) one Dell personal computer, keyboard, monitor, and mouse, inventory # 6263
- (2) one Dell personal computer, keyboard, monitor, and mouse, inventory # 6264
- (3) one Dell personal computer, keyboard, monitor, and mouse, inventory # 6265
- (4) one Dell personal computer, keyboard, monitor, and mouse, inventory # 6266
- (5) one Lexmark 2500 impact printer, inventory # 6229
- (6) one Lexmark TS652dn laser printer, inventory # 6314
- (7) one HP 2100m laser printer, inventory # 0965
- (8) one HP 2430n laser printer, inventory # 3952.

Following discussion, Mr. Paul Griffin did offer and Mr. Ronny Lott did second a motion to approve and acknowledge on the Minutes the loaning of the afore said items of equipment to Webster County as requested. 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 Aye
Supervisor Paul Griffin Aye

the matter carried unanimously and said items of equipment were and are hereby loaned to Webster County.

SO ORDERED this 22nd day of January, 2013.

In re: Acknowledgment of Submission of Invoice to Mississippi Department of Corrections – Sheriff’s Department

WHEREAS, Chief Deputy Sheriff Jeremy Williams on behalf of Sheriff Randy Tucker appeared before the Board and presented two certain invoices directed to the Mississippi Department of Corrections for payment,

Following discussion, Mr. Karl M. Banks did offer and Mr. Ronny Lott did second a motion to authorize and direct the submission of said invoices. 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said invoices were and are hereby authorized to be submitted.

SO ORDERED this the 22nd day of January, 2013.

In re: Authorization of Board Attorney to Seek Attorney General's Official Opinion

WHEREAS, Board Attorney Mike Espy appeared before the Board and requested authority to prepare a written request to the Mississippi Attorney General concerning the matter of the deletion of the homestead exemption associated with Marguerite Edwards,

Following discussion, Mr. Karl M. Banks did offer and Mr. Ronny Lott did second a motion to authorize and direct the Board Attorney to prepare and submit a request for an Attorney General's Opinion on said matter. 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and the Board Attorney was and is hereby so authorized.

SO ORDERED this 22nd day of January, 2013.

In re: Appointment to Camden Fire District Board of Commissioners

Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to appoint Mr. Dwight Bond of 1841 Loring Road, Camden, Mississippi to fill the unexpired term of Mr. Lawson Conway, deceased, on the Camden Fire District Board of Commissioners. 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and Mr. Bond was and is hereby so appointed.

SO ORDERED this 22nd day of January, 2013.

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 potential and pending litigation and certain matters pertaining to economic development,

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Following discussion and pursuant to the terms of Miss. Code Ann. § 25-41-7, as amended, Mr. Paul Griffin did offer and Mr. Ronny Lott 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 potential and 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, County Comptroller and Deputy Chancery Clerk Shelton Vance, Board Secretary and Deputy Chancery Clerk Cynthia Parker, Board Attorney Mike Espy. 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and the Board took up the matter of entering into Executive Session.

SO ORDERED this the 22nd day of January, 2013.

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. Karl M. Banks did offer and Mr. Paul Griffin did second a motion to enter into Executive Session to discuss potential and pending litigation matters. 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 President Crosby declared the Board of Supervisors to be in Executive Session for the consideration of such matters and the Chancery Clerk announced to the public the purpose for the Executive Session.

SO ORDERED this the 22nd day of January, 2013.

Thereafter, Mr. Ronny Lott did offer and Mr. John Bell Crosby did second a motion to adjourn the Executive Session and direct the Chancery Clerk to announce to the public that no action was 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	Aye
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 that no action was taken therein.

SO ORDERED this the 22nd day of January, 2013.

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THERE BEING NO FURTHER BUSINESS to come before the Board of Supervisors of Madison County, Mississippi, upon motion duly made by Supervisor John Bell Crosby and seconded by Supervisor Ronny Lott and approved by the unanimous vote of those present, the January, 2013 term of the Madison County Board of Supervisors was adjourned.

Gerald Steen, President
Madison County Board of Supervisors

Date signed: _____

ATTEST:

Arthur Johnston, Chancery Clerk

President's Initials: _____

Date Signed: _____

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