

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

REGULAR MEETING OF MARCH 18, 2013
Recessed from a regular meeting conducted on MARCH 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 March 18, 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
Deputy Chancery Clerk Stacey Toten
Board Attorney Mike Espy
County Purchase Clerk Hardy Crunk
Assistant Road Manager Cornelius Bacon for County Road Manager Lawrence Morris
Assistant Comptroller and Deputy Chancery Clerk Myrtis Sims
Zoning Administrator Brad Sellers
County Engineer Rudy Warnock
Emergency Management Director Butch Hammack

The Board President announced that the members of the Board present constituted a quorum and declared the meeting duly convened. Supervisor Gerald Steen 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 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 (1) through (31) 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

1. Approve Personnel Matters - Solid Waste, Detention Center and Sheriff's Department

(A true and correct copy of those certain Personnel Forms setting forth certain changes and/or additions in personnel and pay adjustments are attached hereto as Collective Exhibit A, spread hereupon and incorporated herein by reference.)

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 1 of 19 (3/18/13)

2. **Approve Notices to Renew Residential Lease Contracts on 16th Section Property.**
(A true and correct copy of those certain Notices to Renew Residential Lease Contract to Steven Tsoukalas and wife, Sandra L. Richter on Lot 49, Sherbourne Subdivision, Part 1; Theomae H. Bass, a widow on Lot 58, Sherbourne Subdivision, Part 2 may be found in the Miscellaneous Appendix to these Minutes.)
3. **Approve Road Name - Crystal Lakes.**
(A true and correct copy of that certain Memorandum dated March 5, 2013 from E911 Director Butch Hammack may be found in the Miscellaneous Appendix to these Minutes.)
4. **Approve Road Claim and Authorize Payment to Deborah Reynolds.**
(A true and correct copy of that certain Memorandum dated March 8, 2013 from E911 Director Butch Hammack regarding a road claim of Deborah Reynolds is attached hereto as Exhibit B, spread hereupon and incorporated herein by reference.)
5. **Approve Road Claim and Authorize Payment to Eric Dawson.**
(A true and correct copy of that certain Memorandum dated March 8, 2013 from E911 Director Butch Hammack regarding a road claim of Eric Dawson is attached hereto as Exhibit C, spread hereupon and incorporated herein by reference.)
6. **Acknowledge Road Claim and Authorize Payment to Carole Hutchinson.**
(A true and correct copy of that certain Memorandum dated March 5, 2013 from E911 Director Butch Hammack regarding a road claim of Carole Hutchinson is attached hereto as Exhibit D, spread hereupon and incorporated herein by reference.)
7. **Approve Land Sold for Taxes Settlement Report - February 2013.**
(A true and correct copy of that certain report from Chancery Clerk Arthur Johnston is attached hereto as Exhibit E, spread hereupon, and incorporated herein by reference.)
8. **Approve Resolution Authorizing Sale/Issuance of MDB Refunding Bonds.**

The Board of Supervisors (the "Governing Body") of Madison County, Mississippi (the "County"), took up for consideration the matter of borrowing funds from the Mississippi Development Bank (the "Bank") for the purpose of advance refunding and defeasing certain outstanding debt originally issued to finance certain capital projects within the County. Thereupon Supervisor John Bell Crosby offered and moved the adoption of the following resolution:

RESOLUTION AUTHORIZING THE SALE AND ISSUANCE OF MISSISSIPPI DEVELOPMENT BANK SPECIAL OBLIGATION REFUNDING BONDS, SERIES 2013C (MADISON COUNTY, MISSISSIPPI HIGHWAY REFUNDING PROJECT) IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED ONE HUNDRED TEN MILLION DOLLARS (\$110,000,000), TO ADVANCE REFUND AND DEFEASE CERTAIN OUTSTANDING OBLIGATIONS OF THE MISSISSIPPI DEVELOPMENT BANK, AS DESCRIBED HEREIN; AUTHORIZING AND APPROVING THE FORM OF AND EXECUTION OF CERTAIN BOND AND LOAN DOCUMENTS, AS DEFINED HEREIN; AND FOR RELATED PURPOSES.

WHEREAS, the Governing Body, acting for and on behalf of the County, is authorized by Section 31-27-1 et seq., Mississippi Code of 1972, as amended and supplemented from time to time (the "Refunding Act"), Section 31-25-1 et seq., Mississippi Code of 1972, as amended and supplemented from time to time (the "Bank Act"), and Section 17-13-1 et seq., Mississippi Code of 1972, as amended and supplemented from time to time (the "Interlocal Act," and collectively with the Refunding Act and the Bank Act, the "Act"), to borrow funds from the Bank

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 2 of 19 (3/18/13)

to finance and refinance certain capital projects within the County; and

WHEREAS, the County is authorized and empowered by the Act to borrow funds by entering into one or more loan agreements with Bank in accordance with this resolution; and

WHEREAS, the Mississippi Transportation Commission (the "Commission") had on its regular schedule the design, right of way acquisition, and construction of a split-diamond interchange, frontage roads and connector roads which together provide additional capacity to United States Interstate Highway 55 from Old Agency Road to State Road 463, along with the connector road of Madison Avenue in the City of Madison, Mississippi from Highland Colony Parkway to United States Highway 51 and State Highway 463 from Grandview Boulevard/Galleria Parkway to United States Highway 51 and the construction of a multi-lane McClellan Drive in the City of Ridgeland, Mississippi from Highland Colony Parkway to United States Highway 51, or any other highway, road and/or bridge improvements in the County (collectively, the "Highway Project"); and

WHEREAS, the County and the Commission, acting by and through the duly authorized Executive Director of the Mississippi Department of Transportation ("MDOT"), entered into an Amended and Restated Interlocal Cooperative Agreement, effective as of July 25, 2006, as further amended and supplemented from time to time (the "Interlocal Agreement"), setting forth their respective obligations and responsibilities with respect to the funding, acquisition and construction of the Highway Project and for other authorized purposes, including but not limited to other financing costs, under the Act; and

WHEREAS, by resolution, the Commission has spread upon its minutes in compliance with Section 65-1-8(2)(z), Mississippi Code of 1972, as amended and supplemented from time to time, and determined that the Highway Project is on MDOT's existing schedule of highway construction projects; that any debt service incurred on the Highway Project will not begin before expenditures under MDOT's original project schedule would have begun; that the acceleration of the Highway Project will not delay any other scheduled MDOT project; and that the Highway Project is feasible, beneficial, within the financial resources of the Commission and will be of benefit to the citizens of both the County and the State of Mississippi (the "State"); and

WHEREAS, pursuant to the parameters provided in the Interlocal Agreement the Bank, at the request of the County and MDOT, previously issued its \$145,000,000 (original aggregate principal amount) Mississippi Development Bank Special Obligation Bonds, Series 2006 (Madison County, Mississippi Highway Construction Project) dated October 11, 2006 (the "Series 2006 Bonds"), to provide funding for the Highway Project; and

WHEREAS, the Commission has not completed the Highway Project and is continuing the construction of the Highway Project all as contemplated in the Interlocal Agreement; and

WHEREAS, the Commission has also determined that on the date of the issuance of the Series 2013C Bonds (as hereinafter defined) the total amount of debt service payments (net of federal reimbursements) on all bonds, including the Series 2013C Bonds, authorized pursuant to interlocal agreements authorized under Section 65-1-8(2)(z), Mississippi Code of 1972, as amended and supplemented from time to time, to be made by the Commission on all such bonds outstanding does not exceed an amount equal to 3.75% of annual expenditures of MDOT (including all State receipts and federal receipts) as shall be calculated as the total amount of expenditures for all MDOT programs for the fiscal year ending June 30, 2013; and

WHEREAS, after careful study and investigation by the County, it appears to be in the best interest of the citizens of the County and the State and in furtherance of the Bank Act for the Bank to issue its not to exceed \$110,000,000 Mississippi Development Bank Special Obligation Refunding Bonds, Series 2013C (Madison County, Mississippi Highway Refunding Project), to be dated the date of delivery thereof (the "Series 2013C Bonds"), for the purposes of making a Loan (the "Loan") to the County under the terms and provisions of a Loan Agreement between

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 3 of 19 (3/18/13)

the Bank and the County, secured by a Promissory Note to be issued and sold by the County to the Bank to provide: (i) the funds to advance refund and defease all or a portion of the outstanding Series 2006 Bonds; and (ii) payment of the costs of issuance of the Series 2013C Bonds and the Note (as hereinafter defined) ((i) through (ii) are hereinafter referred to as the "Series 2013C Project"); and

WHEREAS, the County now desires the Bank to proceed with the issuance of the Series 2013C Bonds to provide financing for the Series 2013C Project; and

WHEREAS, there has been prepared and submitted to the County the form of the Indenture of Trust (the "Indenture"), to be dated the date of delivery thereof, by and between the Bank and Hancock Bank, as trustee (in such capacity, the "Trustee"), which provides for the issuance of the Series 2013C Bonds by the Bank and the security of the Series 2013C Bonds; and

WHEREAS, there has been prepared and submitted to the County the forms of the Loan Agreement, to be dated the date of delivery thereof, by and between the County and the Bank (the "Loan Agreement") and the Promissory Note, Series 2013 (Madison County, Mississippi Highway Refunding Project), to be dated the date of delivery thereof (the "Note"), which Note is to be issued by the County and delivered to the Bank pursuant to the Loan Agreement; and

WHEREAS, there has been prepared and submitted to the County the forms of a Preliminary Official Statement, to be dated the date of its distribution (the "Preliminary Official Statement"), and a Bond Purchase Agreement by and among the Bank, the County and Morgan Stanley & Co. LLC, New York, New York, Merrill Lynch, Pierce, Fenner & Smith Inc., New York, New York, Raymond James & Associates, Inc., Memphis, Tennessee, and Duncan-Williams, Inc., Memphis, Tennessee, as underwriters for the Series 2013C Bonds (collectively, the "Underwriter"), providing for the sale of the Series 2013C Bonds to the Underwriter; and

WHEREAS, there has been prepared and submitted to the County the form of a Continuing Disclosure Agreement, to be dated the date of delivery thereof (the "Continuing Disclosure Agreement"), by and among the County, the Bank, the Commission and the Trustee; and

WHEREAS, there has been prepared and submitted to the County the form of an Intercept Agreement, to be dated the date of delivery thereof (the "Intercept Agreement"), by and between the Bank and the County and accepted by the Trustee, which provides additional security for the Series 2013C Bonds; and

WHEREAS, there has been prepared and submitted to the County the form of an Assignment Agreement, to be dated the date of delivery thereof (the "Assignment Agreement"), by and between the County and the Trustee; and

WHEREAS, to facilitate the advance refunding and defeasance of all or a portion of the outstanding Series 2006 Bonds (the "Refunded Series 2006 Bonds"), the Bank, the County and Hancock Bank, as escrow agent, will enter into an Escrow Deposit Trust Agreement, to be dated the day of delivery thereof (the "Escrow Agreement"); and

WHEREAS, the Series 2013C Bonds, when issued, will be on a parity of lien with any Series 2006 Bonds which remain outstanding following the issuance of the Series 2013C Bonds and the defeasance of the Refunded Series 2006 Bonds (the "Outstanding Series 2006 Bonds") and any Additional Bonds (as defined in the Indenture) with respect to Project Revenues and Intercept Moneys, as such terms are defined in the Indenture and the Loan Agreement; and

WHEREAS, it appears that the Indenture, the Loan Agreement, the Note, the Preliminary Official Statement, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Intercept Agreement, the Assignment Agreement, the Escrow Agreement and the Interlocal

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 4 of 19 (3/18/13)

Agreement (collectively, the "Bond and Loan Documents") are in appropriate form and are appropriate documents for the purposes identified; and

WHEREAS, it is necessary and advisable and in the best interest of the County for the Governing Body, acting for and on behalf of the County, to enter into the Loan and authorize the sale of the Series 2013C Bonds as hereinafter provided; and

WHEREAS, it is proposed that the County should take all such additional actions, authorize the execution of such certificates, letters, documents, applications, reports and notices, and authorize such other actions and proceedings as shall be necessary in connection with the sale and issuance of the Series 2013C Bonds and the funding of the Loan to provide for the Series 2013C Project.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI, ACTING FOR AND ON BEHALF OF SAID COUNTY, AS FOLLOWS:

SECTION 1. Each and all of the facts and findings set forth in the premises clauses of this resolution are hereby found and determined to be true and accurate and are incorporated herein as though set forth again in words and figures.

SECTION 2. The Governing Body is authorized and empowered by the provisions of the Act and Section 65-1-8-(2)(z), Mississippi Code of 1972, as amended and supplemented from time to time, to borrow funds by entering into the Loan without the necessity of calling and holding an election on the question of the Loan to provide funds for the advance refunding and defeasance of the Refunded Series 2006 Bonds and other authorized purposes under the Act.

SECTION 3. The Series 2013C Bonds shall be issued in one or more series and each such series shall be tax-exempt special obligations of the Bank payable solely by the Bank from the Trust Estate (as defined in the Indenture) and other funds of the Bank pledged under the Indenture, which Trust Estate and funds include payments on the Note, payments under the Loan Agreement and payments pursuant to the Intercept Agreement and Interlocal Agreement.

SECTION 4. The form of the Indenture attached hereto as Exhibit A as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The Bank shall issue the Series 2013C Bonds in accordance with the terms and conditions set forth in the Indenture. The President of the Governing Body (the "President") and the Chancery Clerk of the County (the "Clerk") are hereby authorized and directed to approve and accept the Indenture with such changes, insertions and omissions as may be approved by such officers, said acceptance being conclusive evidence of such approval.

SECTION 5. The forms of the Loan Agreement and the Note attached hereto as Exhibit B as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby are, approved in substantially said forms. The President and Clerk are hereby authorized and directed to execute and deliver the Loan Agreement and the Note with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 6. The forms of the Preliminary Official Statement and Bond Purchase Agreement attached hereto as Exhibits C and D as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby are, approved in substantially said forms. The President and/or Clerk is hereby authorized and directed to execute and deliver, as applicable, the Preliminary Official Statement and the Bond Purchase Agreement with such changes, insertions and omissions as may be approved by such officer, said execution being conclusive evidence of such approval. The County hereby approves the sale of the Series 2013C Bonds to the Underwriter, together with any additional underwriters to be designated and approved by the Executive Director of the Bank, at the request of the Commission, with

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 5 of 19 (3/18/13)

execution of the Bond Purchase Agreement being conclusive evidence of such approval.

SECTION 7. The form of the Continuing Disclosure Agreement attached hereto as Exhibit E as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The President or the Clerk is hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 8. The form of the Intercept Agreement attached hereto as Exhibit F as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The President or the Clerk is hereby authorized and directed to execute and deliver the Intercept Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 9. The form of the Assignment Agreement attached hereto as Exhibit G as submitted to this meeting and made a part of this resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The President or the Clerk is hereby authorized and directed to execute and deliver the Assignment Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 10. The form of the Escrow Agreement attached hereto as Exhibit H as submitted to this meeting and made a part of this Resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The President or the Clerk are hereby authorized and directed to execute and deliver the Escrow Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 11. The terms and provisions of the Interlocal Agreement, attached hereto as Exhibit I and made a part of this resolution as though set forth in full herein shall be, and the same hereby are, confirmed and ratified. If the Interlocal Agreement is required to be amended or supplemented, or a substantially similar new Interlocal agreement need be prepared, in connection with the issuance of the Series 2013C Bonds and the Series 2013C Project, the Governing Body hereby approves any such supplemented, amended or new Interlocal Agreement without further action of the Governing Body, and, in that regard, the President and/or the Clerk are hereby authorized and directed to approve and accept the Interlocal Agreement as the same may be so supplemented, amended or prepared, and to execute and deliver any such supplements, amendments or documents, for and on behalf of the County, with such changes, insertions and omissions as may be approved by such officers, said acceptance and execution being conclusive evidence of such approval.

SECTION 12. The County hereby acknowledges the communication of the Underwriter dated March 1, 2013 (the "G-17 Disclosure") attached hereto as Exhibit J and made a part of this resolution as though set forth in full herein. The President or the Clerk are hereby authorized and directed to approve and execute the G-17 Disclosure.

SECTION 13. The County hereby approves the Bank's negotiation of the sale of the Series 2013C Bonds to the Underwriter pursuant to the Bond Purchase Agreement, as evidence thereof, provided that the following conditions are met: (1) a net interest cost of not more than 6% for the Series 2013C Bonds; (2) approval by the Bank of the Bond Purchase Agreement evidenced by the Bank's execution of the Bond Purchase Agreement; (3) the term of the Series 2013C Bonds shall not exceed 13 years; (4) the aggregate principal amount of all Series 2013C Bonds shall not exceed \$110,000,000; (5) the Series 2013C Bonds may be issued in one or more series as shall be determined by the Executive Director of the Bank upon recommendation by Government Consultants, Inc., as the County's financial advisor (the "Financial Advisor"); and (6) all other terms and provisions of the Series 2013C Bonds shall be in compliance with the Act.

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 6 of 19 (3/18/13)

SECTION 14. Hancock Bank, Jackson, Mississippi is hereby approved as the Trustee under the Indenture and the escrow agent under the Escrow Agreement.

SECTION 15. Upon the recommendation of the Financial Advisor, the County approves the Bank applying for a commitment for municipal bond insurance or any other form of credit enhancement from an insurance company providing financial guaranty insurance policies or financial institutions providing credit enhancement for revenue bonds such as the Series 2013C Bonds (the "Credit Provider"). The President, the Clerk and any other officer of the County are further authorized to execute and deliver commitments for the provision of credit enhancement and any additional documents and certificates, which are required by any Credit Provider to provide such credit enhancement in connection with the issuance of the Series 2013C Bonds. Any changes, insertions and omissions to the documents authorized herein, as may be required by the Credit Provider, in connection with the Series 2013C Bonds are to be approved by the President or the Clerk, the execution of the commitment for said credit enhancement being conclusive evidence of such approval. In anticipation of the provision of credit enhancement by any Credit Provider, the County hereby approves the references to the Credit Provider and such credit enhancement, and related documents, in the attached Bond and Loan Documents and the deletion or revision, as applicable, of said references if no credit enhancement is obtained in connection with the Series 2013C Bonds.

SECTION 16. The County herein approves the employment of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, as bond counsel, Mike Espy, PLLC, as counsel to the County, and the Financial Advisor in connection with the sale and issuance of the Series 2013C Bonds, and authorizes them to prepare the necessary resolutions, financing documents and offering documents for the subsequent sale and issuance of the Series 2013C Bonds and the Loan. The County herein approves the employment of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, Jackson, Mississippi, and Adams & Reese LLP, Ridgeland, Mississippi, as counsel to the Underwriter in connection with the sale and issuance of the Series 2013C Bonds.

SECTION 17. The Executive Director of the Bank and the President and/or the Clerk are hereby authorized and directed to sign requisitions and perform such other acts as may be necessary to authorize the Trustee to pay on the date of issuance of the Series 2013C Bonds the costs of issuance of the Series 2013C Bonds and costs of the Loan; provided, however, total costs of issuance for the Series 2013C Bonds and the Loan shall not exceed 2.0% of the par amount of the Series 2013C Bonds (exclusive of Underwriter's discount and any credit enhancement costs).

SECTION 18. The President and the Clerk are authorized and directed to execute and deliver any additional documents, agreements, instruments, requisitions, acknowledgements, letters and certificates, which are required in connection with the sale and issuance of the Series 2013C Bonds and the Loan or in connection with any Bond Document. If the date of the issuance and delivery of the Note or the Series 2013C Bonds, or the execution and delivery of any of the documents attached hereto and adopted hereby occurs after April 30, 2013, then the President is hereby fully authorized to approve all applicable and necessary changes to the documents attached hereto or otherwise and related to such change to provide for the dating of documents for the appropriate month (including the Note and the Series 2013C Bonds), the execution of said documents being conclusive evidence of such approval, and no further action shall be required of the Governing Body to approve such date changes. Notwithstanding any other provision herein or in any attachments hereto, the Governing Body further authorizes any necessary changes to the name or title or series designation of the Series 2013C Bonds or the Note and corresponding changes to any of the related documents attached hereto if it is determined, after consultation with the Financial Advisor, that it is in the best interest of the County for the Series 2013C Bonds to be issued in one or more tax-exempt series, as municipal bond market conditions may dictate.

SECTION 19. Except as otherwise expressly provided herein, nothing in this resolution or the Bond and Loan Documents, express or implied, is intended or shall be construed to confer upon any person or firm or corporation other than the Bank, the holders from time to time of the Series 2013C Bonds issued under the Indenture, the County, the Commission, MDOT and the

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 7 of 19 (3/18/13)

Trustee, any right, remedy or claim, legal or equitable, under and by reason of this resolution or any of the provisions hereof or the Bond and Loan Documents or any provisions thereof.

SECTION 20. In case any one or more of the provisions of this resolution, the Bond and Loan Documents or the Series 2013C Bonds approved hereby shall, for any reason, be held to be illegal or invalid, such illegality or invalidity shall not affect any of the other provisions of this resolution, or any of the Bond and Loan Documents, as applicable, but this resolution or any of the Bond and Loan Documents, as applicable, shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained therein.

SECTION 21. Prior to their delivery, the Series 2013C Bonds may be validated pursuant to Section 31 13 1 et seq., of the Mississippi Code of 1972, as amended and supplemented from time to time, by the Chancery Court of the First Judicial District of Hinds County, Mississippi.

SECTION 22. The President or the Clerk are, and each of them is hereby, authorized and directed to participate in the preparation and distribution of a final Official Statement (the "Official Statement") in substantially the form of the Preliminary Official Statement in connection with the sale and issuance of the Series 2013C Bonds.

SECTION 23. No stipulation, obligation or agreement herein contained or contained in any of the Bond and Loan Documents, as applicable, or other documents necessary to conclude the sale and issuance of the Series 2013C Bonds shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the County in such person's individual capacity, and no such officer, director, agent or employee shall be personally liable on the Series 2013C Bonds or be subject to personal liability or accountability by reason of the sale and issuance thereof.

SECTION 24. When the Series 2013C Bonds are issued, the President or the Clerk are hereby authorized and directed to prepare and furnish to the Underwriter, the Bank, the Commission, MDOT and the Trustee certified copies of all the proceedings and records of the County relating to the Series 2013C Bonds and the Loan, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Series 2013C Bonds and the Loan as such facts appear from the books and records in the President's or the Clerk's custody and control or as otherwise known to the President or the Clerk; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the County as to the truth of all statements contained therein.

SECTION 25. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the County are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said documents as executed and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Series 2013C Bonds and the execution and delivery of each of the Bond and Loan Documents to which the County is a party or other documents necessary to conclude the sale and issuance of the Series 2013C Bonds and to document the County's compliance with the Act.

SECTION 26. The Executive Director or the Secretary of the Bank are hereby requested to sign and file or cause to be filed completed (a) one or more I.R.S. Form 8038 G "Information Return for Government Obligations" as required by Section 149(e) of the Internal Revenue Code of 1986, as amended (the "Code"), in connection with the issuance of the Series 2013C Bonds and (b) any other I.R.S. forms and/or certificates required to be filed in connection with the Series 2013C Bonds.

SECTION 27. The President or the Clerk is hereby authorized to execute a nonarbitrage certification or agreement in order to comply with Section 148 of Code and the applicable regulations thereunder.

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 8 of 19 (3/18/13)

SECTION 28. This resolution shall serve as notice to the Bank of the County's desire to provide financing for the Series 2013C Project. The Bank hereby authorizes and approves (a) the advance refunding and defeasance of the Refunded Series 2006 Bonds at such times and on such dates and of such outstanding maturities thereof as determined by the County upon advice of the Financial Advisor, (b) Hancock Bank as trustee and paying agent for the Refunded Series 2006 Bonds providing any required notices of redemption in connection with the Series 2013C Project, and (c) Hancock Bank or Bond Counsel subscribing for U.S. Treasury Securities - State and Local Government Series, if such subscription is deemed necessary by the Financial Advisor in connection with the advance refunding and defeasance of the Refunded Series 2006 Bonds.

SECTION 29. Subject to the provisions of this resolution, the President or the Clerk be, and are hereby, authorized (a) to take such actions and to do such things as they shall deem appropriate and lawful to expedite the sale and issuance of the Series 2013C Bonds; (b) to make all final decisions (i) regarding the aggregate principal amount of the Series 2013C Bonds, (ii) the redemption provisions of the Series 2013C Bonds, (iii) the interest rates to be borne by the Series 2013C Bonds, (iv) the dated date of the Series 2013C Bonds, (v) the payment dates of the Series 2013C Bonds, (vi) the final maturity of the Series 2013C Bonds, and (c) to make all final determinations necessary to structure the Series 2013C Bonds and the advance refunding and defeasance of the Refunded Series 2006 Bonds.

SECTION 30. All acts and doings of the officers of the County which are in conformity with the purposes and intents of this resolution and in furtherance of the sale and issuance of the Series 2013C Bonds and the Loan, from time to time, and the execution, delivery and performance of each of the Bond and Loan Documents to which the County is a party and the Official Statement, shall be, and the same hereby are, in all respects approved and confirmed.

SECTION 31. This resolution shall become effective immediately and all resolutions and orders, or parts thereof, in conflict herewith are, to the extent of such conflict, repealed.

Supervisor Ronny Lott seconded the motion to adopt the foregoing resolution, and the question being put to a roll call vote, the result was as follows:

Supervisor John Bell Crosby	voted: AYE
Supervisor Ronny Lott	voted: AYE
Supervisor Gerald Steen	voted: AYE
Supervisor Karl Banks	voted: NOT PRESENT AND NOT VOTING
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, on this the 18th day of March, 2013.

PRESIDENT, BOARD OF SUPERVISORS

ATTEST:

CLERK, BOARD OF SUPERVISORS

(SEAL)

President's Initials: _____
Date Signed: _____

For Searching Reference Only: Page 9 of 19 (3/18/13)

EXHIBIT A to this Resolution

(a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF THE INDENTURE

EXHIBIT B to this Resolution

(a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF LOAN AGREEMENT
with
FORM OF NOTE

EXHIBIT C to this Resolution

(a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF PRELIMINARY OFFICIAL STATEMENT

EXHIBIT D to this Resolution

(a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF BOND PURCHASE AGREEMENT

EXHIBIT E to this Resolution

(a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF CONTINUING DISCLOSURE AGREEMENT

EXHIBIT F to this Resolution

(a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF INTERCEPT AGREEMENT

EXHIBIT G to this Resolution

(a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF ASSIGNMENT AGREEMENT

EXHIBIT H to this Resolution

(a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes)
FORM OF ESCROW AGREEMENT

EXHIBIT I to this Resolution

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

EXHIBIT J to this Resolution

(a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes)
G-17 DISCLOSURE

9. **Approve Resolution Exhibit A - Indenture of Trust - MDB Refunding Bonds.**
(A true and correct copy of which, as noted herein above, may be found in the Miscellaneous Appendix to these Minutes.)
10. **Approve Resolution Exhibit B - Loan Agreement - MDB Refunding Bonds**
(A true and correct copy of which, as noted herein above, may be found in the Miscellaneous Appendix to these Minutes.)

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 10 of 19 (3/18/13)

11. **Approve Resolution Exhibit C - Preliminary Official Statement - MDB Refunding Bonds.**
(A true and correct copy of which, as noted herein above, may be found in the Miscellaneous Appendix to these Minutes.)
12. **Approve Resolution Exhibit D - Bond Purchase Agreement - MDB Refunding Bonds.**
(A true and correct copy of which, as noted herein above, may be found in the Miscellaneous Appendix to these Minutes.)
13. **Approve Exhibit E - Continuing Disclosure Agreement - MDB Refunding Bonds.**
(A true and correct copy of which, as noted herein above, may be found in the Miscellaneous Appendix to these Minutes.)
14. **Approve Resolution Exhibit F - Intercept Agreement - MDB Refunding Bonds.**
(A true and correct copy of which, as noted herein above, may be found in the Miscellaneous Appendix to these Minutes.)
15. **Approve Resolution Exhibit G - Assignment Agreement - MDB Refunding Bonds.**
(A true and correct copy of which, as noted herein above, may be found in the Miscellaneous Appendix to these Minutes.)
16. **Approve Resolution Exhibit H - Escrow Agreement - MDB Refunding Bonds.**
(A true and correct copy of which, as noted herein above, may be found in the Miscellaneous Appendix to these Minutes.)
17. **Approve Resolution Exhibit I - Interlocal Agreement - MDB Refunding Bonds.**
(A true and correct copy of which, as noted herein above, may be found in the Miscellaneous Appendix to these Minutes.)
18. **Approve Resolution Exhibit J - G-17 Disclosure - MDB Refunding Bonds.**
(A true and correct copy of which, as noted herein above, may be found in the Miscellaneous Appendix to these Minutes.)
19. **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 is attached hereto as Collective Exhibit G, spread hereupon and incorporated herein by reference.)
20. **Approve Petition for Increase of Assessment of Real Property for the 2012 Tax Year as Accepted by Tax Payers.**
(A true and correct copy of said Petition and its spreadsheet attachment are attached hereto as Collective Exhibit H, spread hereupon and incorporated herein by reference.)
21. **Acknowledge Petition for Increase of Assessment of Real Property for Tax Year 2012 Not Accepted by Taxpayer and Set Date for Public Hearing.** (A true and correct copy of said Petition and its spreadsheet attachment is attached hereto as Collective Exhibit I, spread hereupon and incorporated herein by reference, and a public hearing is set for April 15, 2013.)
22. **Acknowledge Petition for Increase of Assessment of Real Property for Various Years Not Accepted by Taxpayer and Set Date for Public Hearing.** (A true and correct copy of said Petition and its spreadsheet attachment is attached hereto as Collective Exhibit J, spread hereupon and incorporated herein by reference, and a public hearing is set for April 15, 2013.)
23. **Approve Voiding 2009, 2010 & 2011 Tax Sale on Parcel No. 072D-18D-026/00.00 and Direct Tax Collector to Issue Refund.**

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 11 of 19 (3/18/13)

(A true and correct copy of said Memorandum from Tax Assessor Gerald Barber requesting that the Board declare void the 2009, 2010, and 2011 Tax Sales on parcel no. 072D-18D-026/00.00 assessed to T&F Development, Inc. and direct the Tax Collector to issue refund to the purchasers is attached hereto as Exhibit K, spread hereupon and incorporated herein by reference.)

24. Approve 2012 Amended Homestead Applications.

(A true and correct copy of that certain memorandum dated March 12, 2013 from Homestead Director Emily Anderson is attached hereto as Exhibit L, spread hereupon and incorporated herein by reference.)

25. Approve 2012 Deleted Homestead Applications.

(A true and correct copy of that certain memorandum dated March 12, 2013 from Homestead Director Emily Anderson is attached hereto as Exhibit M, spread hereupon and incorporated herein by reference.)

26. Approve Contract to Sell Old Backhoes - Deanco Auction Company of Mississippi

(A true and correct copy of that certain Memorandum dated March 13, 2013 from Purchase Clerk Hardy Crunk is attached hereto as Exhibit N, spread hereupon and incorporated herein by reference.)

27. 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 O, spread hereupon, and incorporated herein by reference:

(1) Entergy - seeking to install overhead primary line & two poles, two anchors, and two guy wires across Stout Rd.

(2) Bear Creek - seeking to bore a 12" steel casing under Business Park Drive to accommodate an 8" water main.

(3) Bear Creek - seeking to bore an 18" steel casing under Dee's Drive to accommodate a 12" gravity sewer main.

(4) Bear Creek - seeking to bore, on-grade, an 18" steel casing under Gluckstadt Rd. to accommodate a 12" gravity sewer main.

(5) Bear Creek - seeking to direct bury installation of 40 L.F. of 10" steel casing across Middleton Rd.

28. Approve Revised Travel Policy.

(A true and correct copy of that Travel Policy is attached hereto as Exhibit P, spread hereupon, and incorporated herein by reference.)

29. Approve Appointment of Vickie Terrell Miller as ADA Coordinator.

(The appointment of Ms. Vickie Terrell Miller as ADA Coordinator was and is hereby approved.)

30. Approve Road Closure and/or Road Blocks for March for April 5K Run - Sowell Road.

(A true and correct copy of that certain email correspondence dated March 15, 2013 from Ms. Lauren Simpson requesting permission to close a portion of and/or set up road blocks for the "March for April 5K" scheduled for March 30, 2013 is attached hereto as Exhibit Q, spread hereupon and incorporated herein by reference.)

31. Approve Sale of Flagpole to Owen Temple at a Price of \$100.00.

President's Initials: _____

Date Signed: _____

The vote on the matter being as follows:

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

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

SO ORDERED this the 18th day of March, 2013.

***In re: Setting Date for Hearing on Appeal
of Special Exception - Warren Excavation, LLC***

Following discussion, Mr. Paul Griffin did offer and Mr. Ronny Lott did second a motion to direct and authorize Zoning Administrator Brad Sellers to set a public hearing for Monday, April 15, 2013 at 6:00 p.m. to hear the appeal of the Planning and Zoning Commission's approval of the Petition for Special Exception of Warren Excavation, LLC to conduct an surface mining operation. The vote on the matter being as follows:

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

the matter carried by the unanimous vote of those present and said public hearing was and is hereby set for April 15, 2013 at 6:00 p.m.

SO ORDERED this the 18th day of March, 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 March 18, 2013," a true and correct copy of which is attached hereto as Exhibit R, spread hereupon and incorporated herein by reference, and

Following discussion, Mr. Paul Griffin did offer and Mr. John Bell Crosby 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	Not Present and Not Voting
Supervisor Paul Griffin	Aye

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

SO ORDERED this the 18th day of March, 2013.

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 13 of 19 (3/18/13)

In re: Approval of Claims Dockets for March 13 and 12, 2013

WHEREAS, the Board reviewed the following claims dockets for March 13 and 12, 2013:

- (1) General Claims Docket, dated March 13, 2013
- (2) Payroll Claims Docket No. 1, dated March 12, 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 March 13, 2013:

Fund	Claim Nos.	No. of Claims	Amount
001	1784 to 1786, 1788 to 1890	106	506,029.75
012	108 to 110	3	365.61
014	6 to 6	1	1,708.50
015	42 to 43	1	70,619.01
097	82 to 90	9	33,162.25
105	170 to 182	13	28,827.93
108	5 to 5	1	1,200.00
115	59 to 62	4	3,383.66
116	27 to 29	3	673.79
118	1 to 1	1	42,000.00
119	2 to 2	1	65,400.00
120	32 to 33	2	126.06
121	13 to 13	1	133.54
150	418 to 442	25	97,825.80
160	58 to 59	2	15,003.80
180	2 to 3	2	381.18
190	41 to 42	2	2,370.37
191	45 to 49	5	756.55
192	43 to 43	1	93.98
291	5 to 5	1	3,000.00
308	3 to 5	3	145,000.00
309	4 to 4	1	16,097.50
401	20 to 22	3	15,211.82
402	7 to 7	1	4,870.00
655	6 to 6	1	115,694.50
672	6 to 6	1	1,127.25
675	6 to 6	1	8,634.00
TOTAL ALL FUNDS		195	1,179,696.85

Thereafter and following discussion, Mr. John Bell Crosby 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 S, spread hereupon, and incorporated herein by reference. The vote on the matter being as follows:

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

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 14 of 19 (3/18/13)

the matter carried unanimously and said General Claims Docket, and Payroll Claims Docket No1 were and are hereby approved and the Chancery Clerk was and is instructed to issue pay warrants accordingly.

SO ORDERED this the 18th day of March, 2013.

In re: Approval of Claims of Fleetcor Technologies

Thereafter, Mr. Vance presented a supplemental claims docket also dated March 18, 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:

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 18th day of March, 2013.

In re: Establishment of Just Compensation for Conservation Easement Acquisition Associated with the Sulfur Springs Park Project

WHEREAS, Mr. Jim Turner of JLT Realty, Inc. appeared before the Board and presented documentation reflecting just compensation for a proposed conservation easement affecting thirteen (13) lots along the south side of Ridgefield Subdivision, Phase One and a 73.37 acre tract of residential development owned by Cherry Hill Plantation, LP, a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes, and

WHEREAS, the acquisition of such easement is necessary in order to establish appropriate mitigation required by the U. S. Army Corps of Engineers associated with the Sulfur Springs Park project

WHEREAS, Mr. Turner recommended the Board establish just compensation for purposes of said easement at a cost of \$16,520.00 and authorize the payment of said sum to the landowner(s) in question,

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

President's Initials: _____
Date Signed: _____

Following discussion, Mr. Paul Griffin did offer and Mr. John Bell Crosby did second a motion to establish just compensation at a cost of \$16,520.00 for the proposed conservation easement acquisition and authorize and direct the Chancery Clerk to issue a pay warrant up to said amount in exchange for the execution of such easement by the payee(s). 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 ²
Supervisor Paul Griffin	Aye

the matter carried unanimously and just compensation was and is hereby established.

SO ORDERED this the 18th day of March, 2013.

In re: Authorization to Advertise for Bids for the Construction of Sulphur Springs Park Project

Following discussion, and as requested by County Engineer Rudy Warnock, Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to authorize County Engineer Rudy Warnock and Purchase Clerk Hardy Crunk to advertise for bids for the construction of the Sulphur Springs Park Project in light of the recent bond validation judgment entered by the Madison County Chancery Court. 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. Warnock and Mr. Crunk were and are so authorized.

SO ORDERED this the 18th day of March, 2013.

In re: Discussion of Drainage Issues on Caroline Boulevard

Following discussion, Mr. Karl M. Banks did offer and Mr. Gerald Steen did second a motion to (1) authorize County Engineer Rudy Warnock to review the drainage issues affecting both the county right of way and the golf course on Caroline Boulevard and to make a recommendation to the Board as to the work necessary to rectify said drainage issues and (2) authorize Mr. Jim Turner to begin the process to acquire the necessary right of way to make whatever improvement may be recommended. 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. Warnock and Mr. Turner were and are so authorized.

SO ORDERED this the 18th day of March, 2013.

²Mr. Banks arrived shortly after the call of the question on this matter.

President's Initials: _____

Date Signed: _____

For Searching Reference Only: Page 16 of 19 (3/18/13)

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,

Following discussion and pursuant to the terms of Miss. Code Ann. § 25-41-7, as amended, Mr. Ronny Lott did offer and Mr. Karl M. Banks 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 Attorney Mike Espy, together with various attorneys representing parties in that certain lawsuit pending on the docket of the Circuit Court of Madison County, Mississippi bearing Civil Action File No. 2012-009. 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 18th day of March, 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. John Bell Crosby 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	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and President Steen 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 18th day of March, 2013.

During Executive Session, Mr. Gerald Steen did offer and Mr. Ronny Lott did second a motion to rescind the public hearing set for April 1, 2013 for the purposes of consideration of matters associated with pending litigation involving the Lost Rabbit Public Improvement District. The vote on the matter being as follows:

President’s Initials: _____

Date Signed: _____

For Searching Reference Only: Page 17 of 19 (3/18/13)

Supervisor John Bell Crosby	No
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	No
Supervisor Paul Griffin	No

the motion did not garner a majority vote of the Board and therefore failed.

SO ORDERED this the 18th day of March, 2013.

Thereafter, and during an additional period of discussion, Mr. Karl M. Banks did offer and Mr. John Bell Crosby did second a motion to (1) retain the services of Butler Snow O’Mara Stevens & Cannada, PLLC at the firm’s usual and customary rates to file an appeal in the Bilberry landfill matter in an effort to preserve the county’s rights, and (2) authorize the posting of court costs and an appeal bond as may be necessary. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	No
Supervisor Gerald Steen	No
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried by a majority vote of the Board (3-2) and Butler Snow O’Mara Stevens & Cannada, PLLC was and is hereby so retained.

SO ORDERED this the 18th day of March, 2013.

Thereafter, Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to adjourn the Executive Session and direct the Chancery Clerk to announce to the public the action taken therein. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	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 action taken therein.

SO ORDERED this the 18th day of March, 2013.

In re: Approval of Lease Agreement - Nissan North America, Inc.

WHEREAS, County Administrator David Overby appeared before the Board and presented a Lease Agreement between Madison County and Nissan North American, Inc. “Nissan” and requested the Board’s approval of same, a true and correct copy of which is attached hereto as Exhibit T, spread hereupon and incorporated herein be reference, and

WHEREAS, Mr. Overby stated that said agreement was on a month to month basis for exclusive access to the parking area of the “old” Madison County Hospital to Nissan,

Following discussion, Mr. John Bell Crosby did offer and Mr. Gerald Steen did second a motion to approve said lease agreement upon review by the Board Attorney and the County Administrator and to authorize Mr. Overby to execute same. The vote on the matter being as follows:

President’s Initials: _____
Date Signed: _____

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 Lease Agreement was and is hereby approved with the aforementioned proviso and Mr. Overby was and is hereby authorized.

SO ORDERED this the 18th day of March, 2013

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 March, 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: _____

For Searching Reference Only: Page 19 of 19 (03/18/13)