

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

REGULAR MEETING OF FEBRUARY 19, 2013  
Recessed from a regular meeting conducted on February 4, 2013

BE IT REMEMBERED that the regular meeting of the Board of Supervisors of Madison County, Mississippi was duly convened, held and conducted on February 19, 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  
Tax Collector Kay Pace  
Chancery Clerk Arthur Johnston  
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  
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. Election Commissioner Pat Truesdale 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 (2) through (18) on the Agenda and that the same appeared to be routine, non-controversial matters on which all Supervisors were likely to agree, and

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

WHEREAS, County Engineer Rudy Warnock requested that Item No. 10, "Approve Preliminary Plat - White Oak Subdivision," be removed from the Consent Agenda and addressed separately, and

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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

**2. Authorize Purchase Clerk to Apply for Grant Funds for City of Ridgeland's Household Hazardous Waste Day.**

(A true and correct copy of that certain explanatory memorandum dated February 6, 2013 from Purchase Clerk Hardy Crunk requesting approval to apply for grant funds from Mississippi Department of Environmental Quality for City of Ridgeland's Household Hazardous Waste Day set tentatively for May 11, 2013 at Holmes Community College Ridgeland campus, is attached hereto as Exhibit A, spread hereupon and incorporated herein by reference. Mr. Crunk was and is hereby authorized to execute said grant application.)

**3. Approve Contract - Care Environmental.**

(A true and correct copy of that certain memorandum dated February 14, 2013 from County Purchase Clerk Hardy Crunk requesting Board approval with Care Environmental for Ridgeland's Household Hazardous Waste Day is attached hereto as Exhibit B, spread hereupon and incorporated herein by reference. The Board President was and is hereby authorized to execute same.)

**4. Approve Ratifying Plat and Change of Street Name - Hampton Ridge of Caroline, III.**

(A true and correct copy of that certain Ratification of Plat depicting a fifty foot wide street being dedicated as "Hampton Way" on the final plat of Hampton Ridge of Caroline, III and changing the same of said street to "Hampton Place" is attached hereto as Exhibit C, spread hereupon and incorporated herein by reference.)

**5. Authorize County Engineer to Perform Inventory at the Road Department and determine items to be declared as surplus.**

**6. Approve Authorized Signature Form - DHS - Division of Youth Services.**

(A true and correct copy of which is attached hereto as Exhibit D, spread hereupon and incorporated herein by reference. The Board President was and is hereby authorized to execute same.)

**7. Acknowledge Donated Items from WalMart - Sheriff's Department.**

(A true and correct copy of which is attached hereto as Exhibit E, spread hereupon and incorporated herein by reference.)

**8. 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 Jeff Broome and wife, Denise Broome on Lot 36, Madison Oaks Subdivision, Part 2; Michael J. Farhart and wife, Karen L. Farhart on Lot 170, Sherbourne Subdivision, Part 4; Glen L. Simpson and wife, Robin T. Simpson, Lot 23, Madison Oaks Subdivision, Part 2; Second Amendment to 16<sup>th</sup> Section Other Classification Property Lease Contract to The Estes Companies, LLC, Lot 1, Block 25, Jones Addition, Town of Flora; Amendment to 16<sup>th</sup> Section Other Property Lease Contract to Calumet Homeowners Association, Inc., Parcels A, B-1 and B-3, Calumet Subdivision, Part 1, Parcel F, Calumet Subdivision, Part 2, Parcels E, G, and H, Calumet Subdivision, Part 4; and Renegotiated Other Classification Lease Contract to Entergy for Electrical Distribution Line Right-of-Way in NE1/4 NE1/4, Section 16, T8N, R1W may be found in the Miscellaneous Appendix to these Minutes.)

**9. Authorize Advertising for Term Bids for Asphalt Products for Period of April 1, 2013 through September 30, 2013.**

(A true and correct copy of that certain memorandum dated February 11, 2013 from County Purchase Clerk Hardy Crunk is attached hereto as Exhibit F, spread hereupon and incorporated herein by reference.)

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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- 11. Approve Voiding 2012 Tax Sale on Parcel No. 082A-01-065 and 094I-32-003/02.03 and Direct Tax Collector to Issue Refund.**  
(A true and correct copy of that certain explanatory memorandum dated February 18, 2013 from Chancery Clerk Arthur Johnston requesting that the Board declare void the 2012 Tax Sale on parcel no. 082A-01-065 being assessed to Derrick Lee Shelton and parcel no. 094I-32-003/02.03 being assessed to Michael A. Tibbit as said parcels were struck to the State and direct the Tax Collector to issue refund to the purchasers is attached hereto as Exhibit G, spread hereupon and incorporated herein by reference.)
- 12. 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 H, spread hereupon, and incorporated herein by reference:

  - (1) Comcast - seeking to place underground CATV cable by means of trenching and/or boring along Northwind Road and Clearview Road.
  - (2) Centerpoint Energy - seeking to install a two inch plastic natural gas utility facility by trenching along Luebirdia Lane.
- 13. Authorize Advertising for Bids for Weather Warning Sirens.**  
(A true and correct copy of that certain memorandum dated February 13, 2013 from County Purchase Clerk Hardy Crunk requesting permission to advertise for one or more weather warning sirens, is attached hereto as Exhibit I, spread hereupon and incorporated herein by reference.)
- 14. Approve Monthly Credit Card Report January 11, 2013 - February 7, 2013 - General County.**  
(A true and correct copy of that certain memorandum dated February 13, 2013 from County Purchase Clerk Hardy Crunk is attached hereto as Exhibit J, spread hereupon and incorporated herein by reference.)
- 15. Approve Use of Election Equipment - City of Madison.**  
(A true and correct copy of that certain correspondence dated February 6, 2013 from Ms. Susan Crandall of the City of Madison requesting permission to use election equipment and supplies for the upcoming Municipal Elections is attached hereto as Exhibit K, spread hereupon and incorporated herein by reference.)
- 16. Approve Contract for Sheriff's Department - Tracking the World.**  
(A true and correct copy of that certain invoice no. 7948 dated February 12, 2013 is attached hereto as Exhibit L, spread hereupon and incorporated herein by reference.)
- 17. Approve Water Use Agreement for Valley View Fire Station - East Madison Water Association.**  
(A true and correct copy of which is attached hereto as Exhibit M, spread hereupon and incorporated herein by reference.)
- 18. Acknowledge and Approve Personnel Matters - Detention Center, Adolescents Offender Office, and Road Department.**  
(True and correct copies of those certain Personnel Forms setting forth certain changes and/or additions in personnel and pay adjustments are attached hereto as Collective Exhibit N, spread hereupon and incorporated herein by reference.)

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 19<sup>th</sup> day of February, 2013.

**In re: Approve Preliminary Plat of White Oak Subdivision (within a PUD).**

At the recommendation of County Engineer Rudy Warnock, Mr. Paul Griffin did offer and Mr. John Bell Crosby did second a motion to remove the “typical section” portion of the preliminary plat of White Oak Subdivision and approve said preliminary plat subject to and inclusive of that change, a true and correct copy of which may be found in the Miscellaneous Appendix to these Minutes. The vote on the matter being as follows:

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

the matter carried by the unanimous vote of those present and said preliminary plat of White Oak Subdivision was and is hereby approved with the removal of the aforementioned “typical section.”

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

**In re: Consideration of Placement of Mobile Home**

WHEREAS, during a period set aside for concerned citizens, Mr. Chris Walker appeared before the Board and requested permission to replace a mobile home on property owned by him on Lake Cavalier Road, being parcel no. 071E-16-009/01.00 while he completes the construction of a permanent home, and

WHEREAS, Mr. Walker did present correspondence from adjoining landowners, Mr. Thomas A. Riddell and Mr. Ted Waldrop and from the Madison County Schools 16<sup>th</sup> Section Land Manager, Letitia Reeves, approving of Mr. Walker’s request, true and correct copies of which may be found in the Miscellaneous Appendix to these Minutes,

Following discussion, Mr. Gerald Steen did offer and Mr. Karl M. Banks did second a motion to authorize the placement of a mobile home on the subject property with a two (2) year limitation from today’s date and to acknowledge receipt of the aforementioned correspondence. 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

**President’s Initials:** \_\_\_\_\_  
**Date Signed:** \_\_\_\_\_

the matter carried unanimously and Mr. Walker was and is hereby so authorized and said correspondence was and is hereby acknowledged.

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

***In re: Adoption of a Resolution Authorizing Issuance of Taxable GO Refunding Bonds, Series 2013***

The Board of Supervisors of Madison County, Mississippi (the "County"), took up for further consideration the matter of the issuance of Taxable General Obligation Refunding Bonds, Series 2013, of said County, in the principal amount of not to exceed Eighteen Million Dollars (\$18,000,000). After a discussion of the subject, Supervisor Ronny Lott offered and moved the adoption of the following resolution:

**RESOLUTION AUTHORIZING AND DIRECTING THE ISSUANCE OF TAXABLE GENERAL OBLIGATION REFUNDING BONDS, SERIES 2013, OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY") IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED EIGHTEEN MILLION DOLLARS (\$18,000,000) TO RAISE MONEY FOR THE PURPOSE OF ADVANCED REFUNDING OF ALL OR CERTAIN OUTSTANDING MATURITIES OF THE COUNTY'S GENERAL OBLIGATION REFUNDING BONDS, SERIES 2006, DATED OCTOBER 18, 2006, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$17,990,000; AND FOR RELATED PURPOSES.**

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

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

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

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

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

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

"Beneficial Owner" means, whenever used with respect to a Bond, the person in whose name such Bond is recorded as the Beneficial Owner of such Bond by a DTC Participant on the records of such DTC Participant, or such person's subrogee.

"Bond" or "Bonds" shall mean the not to exceed \$18,000,000 Taxable General Obligation Refunding Bonds, 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.

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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

"Bond Resolution" shall mean this resolution.

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

"Callable Bonds" shall mean the Refunded Bonds maturing on or after June 1, 2017.

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

"County" shall mean Madison County, Mississippi.

"Direct Participants" shall mean any broker-dealer, bank or other financial institutions for which the Security Depository holds Bonds as a securities depository.

"DTC" means The Depository Trust Company, New York, New York.

"DTC Participants" shall mean any participant for whom DTC is a Security Depository

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

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

"Escrow Fund" shall mean the Escrow Fund established pursuant to the Escrow Agreement to pay the principal of and interest on the Refunded Bonds.

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

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

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

"Indirect Participant" shall mean a broker-dealer, bank or other financial institution for which the Securities Depository holds Bonds as a securities depository through a Direct Participant.

"Letter of Representations" shall mean the letter of representations for the County and/or Paying Agent to DTC under the Book-Entry System.

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

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

"President" shall mean the president of the Governing Body.

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

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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

"Refunded Bonds" shall mean some or all of the outstanding maturities of the 2006 Bonds selected by the County to be refunded, including, without limitation, the 2006 Bonds maturing June 1, 2013 through June 1, 2026, both inclusive.

"Refunding Project" shall mean using a portion of the proceeds of the Bonds to provide funds for the advanced refunding of the Refunded Bonds, including funds for the redemption price of the Callable Bonds.

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

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

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

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

"2006 Bond Resolution" shall mean the General Obligation Refunding Bonds Bond Resolution of the Governing Body of the County dated September 25, 2006, which 2006 Bond Resolution secures the 2006 Bonds.

"2006 Bonds" shall mean the Madison County, Mississippi General Obligation Refunding Bonds, Series 2006, dated October 18, 2006, issued in the original aggregate principal amount of \$17,990,000 of which \$17,305,000 remains outstanding.

"2006 Bonds Paying Agent" shall mean Trustmark National Bank, Jackson, Mississippi.

"2013 Bond Fund" shall mean Madison County, Mississippi Taxable General Obligation Refunding Bonds, Series 2013, 2013 Bond Fund provided for in Section 13 hereof.

"2013 Costs of Issuance Fund" shall mean Madison County, Mississippi Taxable General Obligation Refunding Bonds, Series 2013, 2013 Costs of Issuance Fund provided for in Section 14 hereof.

"Underwriter" shall mean Stephens Inc.

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

2. The County is authorized under the provisions of the Act to issue its Taxable General Obligation Refunding Bonds, Series 2013 to provide funds for the advanced refunding of the Refunded Bonds pursuant to the terms and provisions of the 2006 Bond Resolution. It is advisable and in the public interest to issue the Bonds for the purpose stated herein.

3. The estimated cost of refunding the Refunding Project and paying the costs of issuance of the Bonds herein directed to be issued is not to exceed Eighteen Million Dollars (\$18,000,000).

**President's Initials:** \_\_\_\_\_

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4. On the 19th day of February, 2013, the Governing Body adopted a resolution entitled: "RESOLUTION OF THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY") AUTHORIZING AND APPROVING THE EXECUTION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT FOR THE SALE OF THE COUNTY'S TAXABLE GENERAL OBLIGATION REFUNDING BONDS, SERIES 2013 (THE "BONDS"), TO RAISE MONEY TO PROVIDE FUNDS FOR THE ADVANCED REFUNDING OF ALL OR CERTAIN OUTSTANDING MATURITIES OF THE COUNTY'S GENERAL OBLIGATION REFUNDING BONDS, SERIES 2006, DATED OCTOBER 18, 2006, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$17,990,000; AUTHORIZING AND APPROVING THE ISSUANCE OF THE BONDS; APPROVING THE FORM AND EXECUTION OF A BOND PURCHASE AGREEMENT FOR THE SALE OF THE BONDS; APPROVING AND AUTHORIZING THE FORM OF, EXECUTION OF AND DISTRIBUTION OF AN OFFICIAL STATEMENT PERTAINING TO THE BONDS; APPROVING THE FORM OF AND EXECUTION OF AN ESCROW AGREEMENT IN CONNECTION WITH THE REFUNDING PROJECT; AND FOR RELATED PURPOSES," wherein the County (a) authorized and approved the issuance of the Bonds subject to certain conditions; (b) authorized and approved the execution and distribution of a preliminary official statement; (c) approved the form of and execution of a bond purchase agreement for the sale of the Bonds; (d) approved and authorized the form of, execution of and distribution of an official statement pertaining to the Bonds; (e) approved the form of and execution of an escrow agreement; (f) authorized and approved the selection of Trustmark National Bank, Jackson, Mississippi, as Escrow Agent under the terms and provisions of the escrow agreement; (g) authorized the Clerk, the Escrow Agent and/or Bond Counsel to make the initial application to Department of the Treasury, Bureau of Public Debt, Division of Special Investments, Parkersburg, West Virginia for United States Treasury Securities - State and Local Government Series (the "SLGS) in connection with the requirements of the escrow agreement; (h) authorized the Escrow Agent to finalize the application for the SLGS; and (i) authorized the purchase of other authorized securities to the extent SLGS were not purchased for the escrow agreement.

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

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

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

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

(b) So long as a Book-Entry System is being used, one Bond in the aggregate principal amount of the Bonds and registered in the name of the Securities Depository, the Securities Depository Nominee and the Participants and Indirect Participants will evidence beneficial ownership of the Bonds in authorized denominations, with transfers of ownership effected on the records of the Securities Depository, the Participants and the Indirect Participants pursuant to rules and procedures established by the Securities Depository, the Participants and the Indirect Participants. The principal of and any premium on each Bond shall be payable to the

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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

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

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

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

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

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

SECTION 3. The Bonds are hereby authorized and ordered to be prepared and issued in the principal amount of not to exceed Eighteen Million Dollars (\$18,000,000) to raise money for the Refunding Project and providing for the costs of issuance of the Bonds, all as authorized by the Act.

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

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**Date Signed:** \_\_\_\_\_

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(b) The Bonds shall be registered as to both principal and interest; shall be dated the date of delivery thereof; shall be issued in the principal denomination of \$5,000 each, or integral multiples thereof up to the amount of a single maturity; shall be numbered from one upward in the order of issuance; shall bear interest from the date thereof at the rate or rates specified by further order of the Governing Body, payable on June 1 and December 1 of each year (each an "Interest Payment Date"), commencing December 1, 2013; and shall mature and become due and payable on June 1 in the years and in the principal amounts as set forth in the Bond Purchase Agreement, with the final maturity occurring not later than June 1, 2026.

(c) The Bonds shall be subject to redemption prior to their stated dates of maturity as set forth in the Bond Purchase Agreement.

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

SECTION 5. (a) When the Bonds shall have been validated and executed as herein provided, they shall be registered as an obligation of the County in the office of the Clerk in a record maintained for that purpose, and the Clerk shall cause to be imprinted upon each of 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 7.

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

(c) The Bonds shall be delivered to or as directed by the Underwriter upon payment of the purchase price therefor in accordance with the terms and conditions of their sale and award, together with a complete certified transcript of the proceedings had and done in the matter of the authorization, issuance, sale and validation of the Bonds, and the final, unqualified

**President's Initials:** \_\_\_\_\_

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approving opinion of Bond Counsel, which opinion may be imprinted on each of the Bonds.

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

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

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

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

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

SECTION 6. (a) The County will appoint a Paying and Transfer Agent for the Bonds prior to the issuance thereof. The Paying and Transfer Agent shall be a bank or trust company with offices located within the State of Mississippi. The County specifically reserves the right to hereafter designate a separate Transfer Agent and/or Paying Agent in its discretion in the manner hereinafter provided.

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

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

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

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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

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

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

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

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

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

(viii) All duties and obligations imposed hereby on an Agent or successor Agent shall terminate upon the accomplishment of all duties, obligations and responsibilities imposed 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 6(d)(iv) hereof.

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

**[BOND FORM]**

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Trustee or its agent for registration of transfer, exchange, or payment, and any Bond is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), **ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL** inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

**UNITED STATES OF AMERICA**

**STATE OF MISSISSIPPI**

**MADISON COUNTY**

**TAXABLE GENERAL OBLIGATION REFUNDING BOND**

**SERIES 2013**

NO. \$ \_\_\_\_\_

Rate of Interest      Maturity      Date of Original Issue      CUSIP

\_\_\_\_\_, 2013

Registered Owner: Cede & Co.

Principal Amount: DOLLARS

Madison County, State of Mississippi (the "County"), a body politic existing under the Constitution and laws of the State of Mississippi, acknowledges itself to owe and for value received, promises to pay in lawful money of the United States of America to the Registered Owner identified above, upon the presentation and surrender of this Bond, at the principal office of \_\_\_\_\_, \_\_\_\_\_, Mississippi, or its successor, as paying agent (the "Paying Agent") for the Taxable General Obligation Refunding Bonds, 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 \_\_\_\_\_, \_\_\_\_\_, Mississippi, or its successor, as transfer agent for the Bonds (the "Transfer Agent"), as of the 15th day of the calendar month preceding the maturity date hereof.

The County further promises to pay interest on such principal amount from the date of this Bond or from the most recent interest payment date to which interest has been paid at the rate of interest per annum set forth above, on June 1 and December 1 of each year (each an "Interest Payment Date"), commencing December 1, 2013, until said principal sum is paid, to the Registered Owner hereof who shall appear in the registration records of the County maintained by the Transfer Agent as of the 15th day of the calendar month preceding the applicable Interest Payment Date.

Payments of principal of and interest on this Bond shall be made by check or draft mailed on the Interest Payment Date to such Registered Owner at 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.

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

This Bond is one of a series of Bonds of like date of original issue, tenor and effect, except as to denomination, number, rate of interest and date of maturity, issued in the aggregate authorized principal amount of \_\_\_\_\_ Million Dollars (\$ \_\_\_\_\_) to raise money for the purpose of providing funds for the advanced refunding of certain outstanding maturities of the County's General Obligation Refunding Bonds, Series 2006, dated October 18, 2006, issued in the original principal amount of \$17,990,000.

This Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including Sections 31-27-1 et seq., Mississippi Code of 1972, as amended, and by the further authority of proceedings duly had by the Board of Supervisors of the County, including a resolution adopted February 19, 2013 (the "Bond Resolution").

[Redemption provisions to be added upon sale of Bonds.]

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

This Bond may be transferred or exchanged by the Registered Owner hereof in person or by 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 Bonds are and will continue to be payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon all the taxable property within the geographical limits of the County; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the County on or prior to September 1 of that year has transferred money to the Bond Fund of the Bonds, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the County, in accordance with the provisions of the Bond Resolution. The County, when necessary, will levy annually a special tax upon all taxable property within the geographical limits of the County adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same falls due.

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

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

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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or facsimile seal of the County, which said manual or facsimile signatures and seal said officials adopt as and for their own proper signatures and seal, as of the 19<sup>th</sup> day of February, 2013.

**MADISON COUNTY, MISSISSIPPI**

BY: \_\_\_\_\_  
President, Board of Supervisors

**COUNTERSIGNED:**

\_\_\_\_\_  
Chancery Clerk

(seal)

There shall be printed on the Bonds a registration and authentication certificate in substantially the following form:

**CERTIFICATE OF REGISTRATION AND AUTHENTICATION**

This Bond is one of the Bonds described in the within mentioned Bond Resolution and is one of the Taxable General Obligation Refunding Bonds, Series 2013, of Madison County, Mississippi.

\_\_\_\_\_  
as Transfer Agent

BY: \_\_\_\_\_  
Authorized Officer

Date of Registration and Authentication: \_\_\_\_\_

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

**REGISTRATION AND VALIDATION CERTIFICATE**

**STATE OF MISSISSIPPI**

**COUNTY OF MADISON**

I, the undersigned Chancery Clerk of Madison County, Mississippi, do hereby certify that the within Bond has been duly registered by me as an obligation of said County pursuant to law in a record kept in my office for that purpose, and has been validated and confirmed by Decree of the Chancery Court of Madison County, Mississippi, rendered on the \_\_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
Chancery Clerk

(seal)

**President's Initials:** \_\_\_\_\_  
**Date Signed:** \_\_\_\_\_

**ASSIGNMENT**

**FOR VALUE RECEIVED**, the undersigned sells, assigns and transfers unto \_\_\_\_\_

\_\_\_\_\_  
(Name and Address of Assignee)

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

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

Signatures guaranteed:

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

\_\_\_\_\_  
(Authorized Officer)

Date of Assignment: \_\_\_\_\_

Insert Social Security Number or Other  
Tax Identification Number of Assignee: \_\_\_\_\_

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

SECTION 9. For the purpose of effectuating and providing for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue, there shall be and is hereby levied a direct, continuing special tax upon all of the taxable property within the geographical limits of the County, adequate and sufficient, after allowance shall have been made for the expenses of collection and delinquencies in the payment of taxes, to produce sums required for the payment of the principal of and the interest on the Bonds; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the County on or prior to September 1 of that year has transferred money to the 2013 Bond Fund of the Bonds, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the County, in accordance with the provisions hereof. Said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the County are collected, and the rate of tax which shall be

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_



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

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

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

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

SECTION 12. (a) Each Bond shall be transferable only in the records of the County, upon surrender thereof at the office of the Transfer Agent, together with a written instrument of transfer satisfactory to the Transfer Agent duly executed by the Registered Owner or 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 13. (a) The County hereby establishes the 2013 Bond Fund which shall be maintained with a qualified depository in its name for the payment of the principal of and interest on the Bonds, and the payment of Agents' fees in connection therewith. There shall be deposited into the 2013 Bond Fund as and when received:

- (I) The accrued interest and premium, if any, received upon delivery of the Bonds;
- (ii) The avails of any of the ad valorem taxes levied and collected pursuant to Section 9 hereof;

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(iii) Any income received from investment of monies in the 2013 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 2013 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 2013 Bond Fund sufficient monies to make the payments herein provided for and to transfer same to the account of the Paying Agent in time to reach said Paying Agent at least five (5) days prior to the date on which said interest or principal and interest shall become due.

SECTION 14. The County hereby establishes the 2013 Costs of Issuance Fund which shall be held by the Escrow Agent under the Escrow Agreement. A certain portion of the proceeds received upon the sale of the Bonds shall be deposited in the 2013 Costs of Issuance Fund. Any income received from investment of monies in the 2013 Costs of Issuance Fund shall be deposited in the 2013 Costs of Issuance Fund. Funds in the 2013 Costs of Issuance Fund shall be used to pay the costs, fees and expenses incurred by the County in connection with the authorization, issuance, sale, validation and delivery of the Bonds. Any amounts which remain in the 2013 Costs of Issuance Fund after the payment of the costs of issuance for the Bonds shall be transferred by the Escrow Agent to the County for deposit in the 2013 Bond Fund and used as permitted under State law.

SECTION 15. Upon delivery of the Bonds, the County will remit or will direct the remittance of a certain portion of the proceeds received upon the sale of the Bonds directly to the Escrow Agent under the Escrow Agreement for deposit in the Escrow Fund to provide for the Refunding Project, which amount, together with investment income thereon, will be sufficient to effectuate the advanced refunding of the Refunded Bonds and the redemption of the Callable Bonds pursuant to the terms of the Escrow Agreement.

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

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

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

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

SECTION 18. The County hereby agrees for the benefit of the holders and beneficial owners of the Bonds for so long as it remains obligated to advance funds to pay the Bonds to provide certain updated financial information and operating data annually, and timely notice of specified material events, to the Municipal Securities Rulemaking Board (the "MSRB") through

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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MSRB's Electronic Municipal Market Access system at [www.emma.msrb.org](http://www.emma.msrb.org) ("EMMA"), in the electronic format then prescribed by the Securities and Exchange Commission (the "SEC") (the "Required Electronic Format") pursuant to Rule 15c2-12, as amended from time to time (the "Rule"), of the SEC, together with any identifying information or other information then required to accompany the applicable filing (the "Accompanying Information"). This information will be available free to securities brokers and others at EMMA.

The County will provide certain updated financial information and operating data to the MSRB in the Required Electronic Format through EMMA, together with any Accompanying Information. The information to be updated includes all quantitative financial information and operating data with respect to the County of the general type included in the Official Statement under the headings "ECONOMIC AND DEMOGRAPHIC INFORMATION," "TAX INFORMATION" and "DEBT INFORMATION" and other financial information set forth in APPENDIX A of the Official Statement. The County will update and provide this information within six months after the end of each fiscal year of the County ending in or after 2013.

The County may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by the Rule. The updated information will include audited financial statements, if the County's audit is completed by the required time. If audited financial statements are not available by the required time, the County will provide unaudited financial statements by such time and audited financial statements when the audit report becomes available. Any such financial statements will be prepared in accordance with the accounting principles promulgated by the State of Mississippi or such other accounting principles as the County may be required to employ from time to time pursuant to law or regulation.

The County's current fiscal year end is September 30. Accordingly, it must provide updated information by March 31 in each year, unless the County changes its fiscal year. If the County changes its fiscal year, it will notify the MSRB in the Required Electronic Format through EMMA, together with any Accompanying Information, of the change. Anyone requesting information under the continuing disclosure requirements of the Rule should contact the Chancery Clerk, acting for and on behalf of the County, Madison County Courthouse, 128 West North Street, Canton, Mississippi 39046, Telephone Number: (601) 855-5526.

The County will also provide notice to the MSRB in the Required Electronic Format through EMMA, together with any Accompanying Information, in a timely manner not in excess of ten business days after the occurrence of certain events. The County will provide notice of any of the following events with respect to the Bonds, in a timely manner not in excess of ten business days after the occurrence of such event: (1) principal and interest payment delinquencies; (2) unscheduled draws on debt service reserves, reflecting financial difficulties; (3) unscheduled draws on credit enhancements, reflecting financial difficulties; (4) substitution of credit or liquidity providers for the Bonds; or their failure to perform; (5) adverse tax opinions, IRS notices or events affecting the tax status of the Bonds; (6) defeasances; (7) rating changes; (8) tender offers; and (9) bankruptcy, insolvency receivership, or a similar proceeding by the obligated person. The County will provide to the MSRB in the Required Electronic Format through EMMA, together with any Accompanying Information, notice of an occurrence of the following events, if such event is material to a decision to purchase or sell Bonds, in a timely manner not in excess of ten business days after the occurrence of an event: (1) non-payment related defaults; (2) modifications to the rights of bond holders; (3) bond calls or redemption; (4) release, substitution, or sale of property securing repayment of the Bonds; (5) the consummation of a merger, consolidation, acquisition involving an obligated person, other than in the ordinary course of business, or the sale of all or substantially all the assets of an obligated person, other than in the ordinary course of business, or the entry into a definitive agreement to engage in such a transaction, or a termination of such an agreement, other than in accordance with its terms; and (6) appointment of a successor or additional trustee, or the change in the name of the trustee. In addition, the County will provide timely notice of any failure by the County to provide information, data, or financial statements in accordance with its agreement described above under paragraphs 2, 3 and 4 of this Section.

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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The County has agreed to provide the foregoing information to the MSRB in the Required Electronic Format through EMMA, together with any Accompanying Information. The information will be available free to holders of Bonds through EMMA.

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

The County may amend its continuing disclosure agreement only if (1) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in identity, nature, or status of the County, (2) the agreement, as amended, would have complied with the Rule at the date of sale of the Bonds, taking into account any amendments or interpretations of the Rule as well as any change in circumstance, and (3) the County receives an opinion of nationally recognized bond counsel to the effect that the amendment does not materially impair the interests of the holders and beneficial owners of the Bonds. If any such amendment is made, the County will include in its next annual update an explanation in narrative form of the reasons for the change and its impact on the type of operating data or financial information being provided.

SECTION 19. Each of the following constitutes an event of default under this Bond Resolution:

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

SECTION 20. The Escrow Agent is hereby authorized to pay costs of issuance expenses on the closing date for the Bonds from the proceeds of the Bonds deposited with the Escrow Agent under the Escrow Agreement for the costs of issuance of said Bonds; provided, however, total costs of issuance for said Bonds shall not exceed 3.00% of the par amount of the Bonds (excluding Underwriter's discount). The President or Clerk or any other Authorized Officer are authorized to sign requisitions for the payment of costs of issuance for the Bonds.

SECTION 21. 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 22. The Governing Body hereby provides notice to the 2006 Paying Agent of the County's election to optionally redeem the Refunded Bonds. The Governing Body hereby requests the 2006 Paying Agent to provide the notices required by the 2006 Bond Resolution to the holders of the 2006 Bonds in connection with the Refunding Project and of the County's election to optionally redeem a portion of the Refunded Bonds, including the optional redemption of the Callable Bonds on June 1, 2016.

SECTION 23. 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

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

only to the extent of such conflict. For cause, this Bond Resolution shall become effective upon the adoption hereof.

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

Supervisor John Bell Crosby	voted: Aye
Supervisor Ronny Lott	voted: Aye
Supervisor Gerald Steen	voted: Aye
Supervisor Paul Griffin	voted: Aye
Supervisor Karl Banks	voted: Aye

The motion having received the affirmative vote of a majority of the members present, the President declared the motion carried and the Bond Resolution adopted this the 19<sup>th</sup> day of February, 2013.

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

***In re: Approval of Resolution Authorizing Sale of Taxable GO Refunding Bonds, Series 2013, Including Issuing and Executing Preliminary Official Statement, Bond Purchase Agreement and Escrow Agreement***

**RESOLUTION OF THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY") AUTHORIZING AND APPROVING THE EXECUTION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT FOR THE SALE OF THE COUNTY'S TAXABLE GENERAL OBLIGATION REFUNDING BONDS, SERIES 2013 (THE "BONDS"), TO RAISE MONEY TO PROVIDE FUNDS FOR THE ADVANCED REFUNDING OF ALL OR CERTAIN OUTSTANDING MATURITIES OF THE COUNTY'S GENERAL OBLIGATION REFUNDING BONDS, SERIES 2006, DATED OCTOBER 18, 2006, ISSUED IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$17,990,000; AUTHORIZING AND APPROVING THE ISSUANCE OF THE BONDS; APPROVING THE FORM OF AND EXECUTION OF A BOND PURCHASE AGREEMENT FOR THE SALE OF THE BONDS; APPROVING AND AUTHORIZING THE FORM OF, EXECUTION OF AND DISTRIBUTION OF AN OFFICIAL STATEMENT PERTAINING TO THE BONDS; APPROVING THE FORM OF AND EXECUTION OF AN ESCROW AGREEMENT IN CONNECTION WITH THE REFUNDING PROJECT; AND FOR RELATED PURPOSES.**

WHEREAS, the Board of Supervisors of Madison County, Mississippi (the "Board of Supervisors"), acting for and on behalf of Madison County, Mississippi (the "County"), desires to authorize, pursuant to authority under Sections 31-27-1 et seq., Mississippi Code of 1972, as amended (the "Refunding Act"), the sale of Taxable General Obligation Refunding Bonds, Series 2013 (the "Bonds"), of the County for the purpose of providing funds for (i) the advanced refunding of all or certain outstanding maturities of the County's General Obligation Refunding Bonds, Series 2006, dated October 18, 2006 (the "2006 Bonds"), issued in the original aggregate principal amount of \$17,990,000, including but not limited to the 2006 Bonds maturing June 1 in the years 2013 through 2026, both inclusive (together, as the case may be, the "Refunded Bonds"), and (ii) paying the costs of such borrowing; and

WHEREAS, the Board of Supervisors recognizes that the current low interest rate environment provides an opportunity to realize savings from the issuance of the Bonds; and the Board of Supervisors further realizes that the Board of Supervisors must move expeditiously to accomplish the greatest savings possible by the issuance of the Bonds. In that the municipal bond market is volatile, the Board of Supervisors desires to authorize negotiation of the terms of

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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the sale of the Bonds to Stephens Inc. (the "Underwriter"), subject to the satisfaction of the conditions as hereinafter set forth, and authorize the President and Clerk of the Board of Supervisors of the County to execute a Bond Purchase Agreement, the form of which is attached hereto (the "Bond Purchase Agreement"), prior to a scheduled meeting of the Board of Supervisors in order to maximize the savings to the County regarding the issuance of the Bonds; and

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

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

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

WHEREAS, in order to prepare the necessary offering documents for said Bonds it is in the best interest of the County to authorize the law firm of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Ridgeland, Mississippi, as Bond Counsel, Government Consultants, Inc., Jackson, Mississippi, as Financial Advisor, Mike Espy, PLLC, Jackson, Mississippi, as the County's Counsel, and Stephens Inc., as Underwriter, to prepare and distribute all necessary documents and to do all things required in order to negotiate the sale of the Bonds and effectuate the issuance of such Bonds; and

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

WHEREAS, it is necessary to approve the appointment of Trustmark National Bank, Jackson, Mississippi, as escrow agent (the "Escrow Agent"), under the terms and provisions of the Escrow Agreement; and

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

WHEREAS, the Board of Supervisors of the County desires to authorize the Escrow Agent to prepare and submit the final application for the SLGS or other investments, as necessary, prior to the issuance of the Bonds; and

WHEREAS, if SLGS are not purchased to provide for the investment required under the Escrow Agreement, the Board of Supervisors of the County desires to authorize the purchase of securities as authorized in Section 4(e) of the bond resolution of the County dated September 25, 2006 and adopted in connection with the issuance of the 2006 Bonds, and to authorize any procedures necessary in connection therewith, to make provisions for the investment of funds as required under the Escrow Agreement.

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

SECTION 1. That the Board of Supervisors of the County hereby authorizes the President and the Clerk of the Board of Supervisors and Government Consultants, Inc., Jackson, Mississippi, as Financial Advisor, to negotiate the terms for the sale of the Bonds to the

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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Underwriter and approves the form of the Bond Purchase Agreement attached hereto as **EXHIBIT A** and authorizes the execution by the President and/or Clerk of the Board of Supervisors of the Bond Purchase Agreement in substantially the same form, for and on behalf of the County, with such completions, changes, insertions and modifications as shall be approved by the officers or officer executing and delivering the same (the execution thereof shall constitute conclusive evidence approval of any such completions, changes, insertions and modifications), under the following conditions: (1) the par amount of the Bonds will not exceed \$18,000,000; (2) the net interest cost of the Bonds will not exceed 5.00%; (3) the Bonds will mature no later than June 1, 2026; (4) the issuance of the Bonds will not result in an overall net present value savings to maturity of less than two percent (2%) on the Refunded Bonds which overall net present value savings to maturity on the Refunded Bonds of not less than two percent (2%) meets or exceeds the requirements of Section 31-27-13 of the Refunding Act; and (5) terms and provisions of the Bonds in compliance with the Refunding Act.

SECTION 2. That the Board of Supervisors of the County hereby approves, adopts and ratifies the Preliminary Official Statement for the sale of the Bonds in substantially the form attached hereto as **EXHIBIT B**, with such changes and amendments as approved by the President of the Governing Body and/or the Chancery Clerk of the County executing the same (the execution thereof shall constitute approval of any completions, changes, insertions or modifications). The County hereby deems the Preliminary Official Statement to be "final" as required by Rule 15c2-12(b)(1) of the Securities and Exchange Commission (the "Rule").

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

SECTION 4. That the Board of Supervisors hereby approves the refunding of the Refunded Bonds and the optional redemption of the 2006 Bonds maturing after June 1, 2016, at par, provided that the exact maturities of the 206 Bonds to be refunded and called will be determined at the time of the sale of the Bonds and provided in the Bond Purchase Agreement as required in Section 1 hereof.

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

SECTION 6. Upon the execution of the Bond Purchase Agreement, the President and/or Clerk of the Board of Supervisors are hereby authorized and directed to cause to be prepared and to execute a final Official Statement in connection with the Bonds in substantially the form of the Preliminary Official Statement, subject to minor amendments and supplement as approved by the President and/or Clerk of the Board of Supervisors executing same (the execution thereof shall constitute approval of any such completions, changes, insertions and modifications).

SECTION 7. The Board of Supervisors, acting for and on behalf of the County, hereby authorizes the President and Clerk of the Board of Supervisors to execute and deliver the Municipal Securities Rulemaking Board G-17 Disclosure with the Underwriter, in the form submitted to this meeting and attached hereto as **EXHIBIT D**.

SECTION 8. That the Board of Supervisors hereby approves the form of the Escrow Agreement attached hereto as **EXHIBIT E** for and on behalf of the County and authorizes the execution by the President and/or Clerk of the Board of Supervisors of an Escrow Agreement in substantially the same form for and on behalf of the County and the Board of Supervisors.

President's Initials: \_\_\_\_\_

Date Signed: \_\_\_\_\_

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SECTION 9. The Board of Supervisors herein employs the law firm of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Ridgeland, Mississippi, as Bond Counsel, Government Consultants, Inc., Jackson, Mississippi, as Financial Advisor, Mike Espy, PLLC, Jackson, Mississippi, as the County's Counsel, and Stephens Inc., as Underwriter, and authorizes them to prepare and distribute all necessary documents and to do all things required in order to negotiate the sale of the Bonds and effectuate the issuance of such Bonds. No fee will be due to Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Government Consultants, Inc., or Stephens Inc. unless the Governing Body approves the sale and issuance of said Bonds.

SECTION 10. That the Board of Supervisors hereby approves the appointment of Trustmark National Bank as Escrow Agent under the terms and provisions of the Escrow Agreement.

SECTION 11. The Board of Supervisors hereby authorizes the Chancery Clerk, the Escrow Agent and/or Bond Counsel in making the initial application with the Department of the Treasury, Bureau of Public Debt, Division of Special Investments, Parkersburg, West Virginia for United States Treasury Securities - State and Local Government Series (the "SLGS").

SECTION 12. The Board of Supervisors authorizes the preparation and submission of the final application for SLGS by the Escrow Agent.

SECTION 13. If the County determines, following consultation with the County's financial advisor, that it may be more prudent not to purchase SLGS to provide for the investment required under the Escrow Agreement, the Board of Supervisors of the County hereby further authorizes the purchase of securities as authorized in Section 4(e) of the bond resolution of the County dated September 25, 2006 and adopted in connection with the issuance of the 2006 Bonds, and authorizes any procedures necessary in connection therewith, to make provisions for the investment of funds as required under the Escrow Agreement

SECTION 14. The President and/or Clerk of the Board of Supervisors or any other authorized officer of the Board of Supervisors, be, and they are hereby authorized and directed for and on behalf of the County, to take any and all such actions as may be required by the County to carry out and to give effect to the aforesaid documents authorized pursuant to this resolution and to execute all papers, documents, certificates and other instruments that may be required for the carrying out of the authority conferred by this resolution in order to evidence said authority.

SECTION 15. All orders, resolutions or proceedings of the Board of Supervisors in conflict with any provision hereof shall be, and the same are hereby repealed, rescinded and set aside, but only to the extent of such conflict. For cause, this resolution shall become effective upon the adoption hereof.

Supervisor Ronny Lott moved and Supervisor Karl M. 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 this resolution adopted this the 19<sup>th</sup> day of February, 2013.

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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**EXHIBIT A**  
**FORM OF BOND PURCHASE AGREEMENT**

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

**EXHIBIT B**  
**FORM OF PRELIMINARY OFFICIAL STATEMENT**

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

**EXHIBIT C**  
**CERTIFICATE OF THE BOARD OF SUPERVISORS OF  
MADISON COUNTY, MISSISSIPPI**

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

(1) The County is required to provide certain financial information and operating data to several nationally recognized municipal securities information repositories under any Continuing Disclosure Agreement(s) executed in connection with any applicable bond issues sold, issued and delivered since July 1, 1995.

(2) The County has fulfilled its obligations under all Continuing Disclosure Agreement(s) executed in connection with any applicable bond issues sold, issued and delivered since July 1, 1995.

(3) A copy of the submission by the County required under the Rule for any applicable bond issues sold, issued and delivered by the County since July 1, 1995 is on file at the offices of the Clerk of the Board of Supervisors.

**IN WITNESS WHEREOF**, we have hereunto subscribed our respective official signatures and impressed hereon the seal of Madison County, Mississippi, this the 19<sup>th</sup> day of February, 2013.

**EXHIBIT D**  
**MSRB G-17 DISCLOSURE**

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

**EXHIBIT E**  
**FORM OF ESCROW AGREEMENT**

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

***In re: Approval of Resolution Authorizing Written Notification to Trustmark National Bank to Refund and Redeem the Series 2006 Bonds***

The Board of Supervisors of Madison County, Mississippi, acting for and on behalf of Madison County, Mississippi, took up for further consideration the matter of providing notification of the refunding/redemption in connection with the issuance of Taxable General Obligation Refunding Bonds, Series 2013, of Madison County, Mississippi. After discussion of the subject, Supervisor Ronny Lott offered and moved the adoption of the following resolution:

**RESOLUTION AUTHORIZING THE PRESIDENT OR CLERK OF THE BOARD  
OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI (THE "COUNTY"),  
TO PROVIDE A WRITTEN NOTIFICATION TO TRUSTMARK NATIONAL**

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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**BANK, JACKSON, MISSISSIPPI, PAYING AGENT FOR THE \$17,990,000 MADISON COUNTY, MISSISSIPPI GENERAL OBLIGATION REFUNDING BONDS, SERIES 2006, DATED OCTOBER 18, 2006 (THE "2006 BONDS"), OF THE ADVANCE REFUNDING AND REDEMPTION OF ALL OR CERTAIN OUTSTANDING MATURITIES OF THE 2006 BONDS; AND FOR RELATED PURPOSES.**

WHEREAS, the Board of Supervisors of Madison County, Mississippi (the "Board of Supervisors"), acting for and on behalf of Madison County, Mississippi (the "County"), have authorized the issuance and sale of Taxable General Obligation Refunding Bonds, Series 2013 (the "Bonds"), of the County, to be dated the date of delivery thereof; and

WHEREAS, it is necessary to authorize the President or Clerk of the Board of Supervisors of the County to provide a written notification to Trustmark National Bank, Jackson, Mississippi, paying agent for the 2006 Bonds, of the advance refunding of all or certain outstanding maturities of the 2006 Bonds, including, but not limited to, the 2006 Bonds maturing June 1 in the years 2013 through 2026, both inclusive (together, as the case may be, the "Refunded Bonds"); and

WHEREAS, it is necessary to approve the form of and execution of the notice of refunding of the Refunded Bonds and optional redemption of certain maturities of the Refunded Bonds, including, but not limited to, the 2006 Bonds maturing June 1 in the years 2017 through 2026, both inclusive (the "Callable Bonds"), on June 1, 2016 at par (the "2006 Bonds Notice of Refunding/Redemption").

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

SECTION 1. That the Board of Supervisors has hereby approved the sale and issuance of the Bonds.

SECTION 2. That the Board of Supervisors hereby approves the advance refunding of the Refunded Bonds and the optional redemption of the Callable Bonds on June 1, 2016, at par, provided that the exact maturities of the 2006 Bonds to be refunded shall be determined at the time of sale of the Bonds in order to provide the best economic savings for the County.

SECTION 3. That the form of, the execution by the President or Clerk of the Board of Supervisors of, and delivery of the 2006 Bonds Notice of Refunding/Redemption attached hereto as EXHIBIT A are hereby approved.

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

Supervisor Karl M. Banks seconded the motion for its adoption. The President put the question to a roll call vote, and the result was as follows:

Supervisor John Bell Crosby	voted: Aye
Supervisor 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 Bond Resolution adopted this the 19<sup>th</sup> day of February, 2013.

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

**President's Initials:** \_\_\_\_\_  
**Date Signed:** \_\_\_\_\_

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**EXHIBIT A**

\_\_\_\_\_, 2013

Trustmark National Bank  
Corporate Trust Department  
248 E. Capitol Street, Suite 820  
Jackson, Mississippi 39201

RE: Refunding of the Madison County, Mississippi General Obligation Refunding Bonds, Series 2006, dated October 18, 2006, issued in the original principal amount of \$17,990,000 (the "Bonds"), maturing June 1 in the years [2013 through 2026], both inclusive (the "Refunded Bonds"), and the optional redemption of the Refunded Bonds maturing June 1 in the years [2017 through 2026], both inclusive (the "Callable Bonds")

Dear Sirs:

The Board of Supervisors for Madison County, Mississippi, acting for and on behalf of Madison County, Mississippi (the "Issuer"), did adopt a resolution (a copy of which is attached), which authorized the refunding of the Refunded Bonds and the optional redemption of the Callable Bonds, and the Issuer does hereby irrevocably exercise its option to call for redemption the outstanding [Callable/Refunded] Bonds effective June 1, 2016 at par, and hereby directs Trustmark National Bank as the paying agent for the Refunded Bonds (the "Paying Agent"), to take any action required under the Bond Resolution of the County securing the Refunded Bonds (the "Bond Resolution"), including, without limitation, the giving of notice thereunder, to accomplish such redemption. Such optional redemption shall be carried out in accordance with the provisions of the Bond Resolution and the Paying Agent is hereby authorized to utilize the funds remitted to it from the refunding monies provided by the Issuer's \$\_\_\_\_\_ Taxable General Obligation Refunding Bonds, Series 2013, to be dated the date of delivery thereof (the "Series 2013 Bonds").

From the date of the issuance of the Series 2013 Bonds, the Paying Agent for the Refunded Bonds shall provide for the debt service due on the Refunded Bonds and the funds for the optional redemption of the Callable Bonds from the funds provided to Trustmark National Bank, as Escrow Agent under an Escrow Agreement between the Issuer and the Escrow Agent, by the Issuer from a portion of the proceeds of the Series 2013 Bonds. It is the responsibility of the Paying Agent to assure that all publications and form of redemption notices conform to the requirements of the Bond Resolution.

Sincerely,

\_\_\_\_\_  
(Type Name of President or Clerk of the Board of Supervisors of Madison County, Mississippi)

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

***In re: Adoption of Amended and Revised Zoning Ordinance of Madison County***

WHEREAS, Zoning Administrator Brad Sellers appeared before the Board and presented an Amended and Revised Zoning Ordinance of Madison County and requested the Board's approval of same, and

WHEREAS, Mr. Sellers advised the Board that the said Amended and Revised Zoning Ordinance had been approved by the Madison County Planning and Zoning Commission following a public hearing held, conducted and advertised in accordance with law, and

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

***For Searching Reference Only: Page 27 of 38 (2/19/13)***

WHEREAS, a true and correct copy of said Amended and Revised Zoning Ordinance of Madison County may be found in the Miscellaneous Appendix to these Minutes,

Following discussion, Mr. Ronny Lott did offer and Mr. Karl M. Banks did second a motion to adopt the Amended and Revised Zoning Ordinance of Madison County. 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 Amended and Revised Zoning Ordinance of Madison County was and is hereby approved.

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

***In re: Approval of Final Plat of Falls Crossing, Phase 1***

WHEREAS, County & State Aid/LSBP Engineer Rudy Warnock appeared before the Board and presented the final plat of Falls Crossing, Phase 1 and requested the Board to approve same, indicating and representing that the same met with all appropriate and applicable county requirements, and

WHEREAS, Mr. Warnock also presented Letters of Credit No. 13-010-SP representing the final wearing surface and one year warranty on streets within said subdivision,

WHEREAS, Mr. Warnock pointed out that the streets listed on said plat were public and should be accepted as public streets, to wit:

Falls Crossing  
Rockbridge Drive

Following discussion of this matter, Mr. Karl M. Banks did offer and Mr. Ronny Lott did second a motion to **(1)** approve said final plats, (a) subject to the requirement that approval of the Madison County Board of Supervisors would be required on any changes to said plats and/or the accompanying covenants until such time as a majority of votes necessary to change the covenants are controlled by residents of the subdivision, (b) subject to zoning ordinances that the Board finds will be applicable upon adoption thereof in the future, and **(2)** accept the above listed roads as public roads, and **(3)** direct the Clerk to accept and retain the aforesaid Letter of Credit. The vote on the matter being as follows:

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and the final plat of Falls Crossing was and is hereby approved and said roads were and are accepted as public streets.

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

***For Searching Reference Only: Page 28 of 38 (2/19/13)***

***In re: Approval of Agenda Deadline Change***

WHEREAS, County Administrator David Overby appeared before the Board and presented that certain explanatory memorandum requesting that the Board amend its policy concerning deadlines for the submission of agenda items and related documentation for consideration at each Board of Supervisors meeting, and

WHEREAS, Mr. Overby noted that with the advent of the online Board agenda, he felt the Board could push the deadline for submission of agenda items and supporting materials back to noon on Wednesdays as opposed to noon on Tuesdays which has been the Board’s policy, and

WHEREAS, Mr. Overby requested that the Wednesday noon deadline become a firm one in that any item submitted after that date would not appear on the agenda itself but would have to be brought up in the Board meeting and an explanation given to the County Administrator, the Board President, and at least one other Board member in advance as to why the matter must be presented after the deadline and cannot wait until a subsequent meeting, and

WHEREAS, Mr. Overby requested that, effective immediately, all agenda items and requests for appearances before the Board must be submitted directly to himself at david.overby@madison-co.com 601-855-5581 and/or to his assistance, Vickie Miller at vickie.miller@madison-co.com 601-855-5534 and not to Cynthia Parker, and

WHEREAS, Mr. Overby noted that the agenda will continue to be published and available to Board members online by noon on Friday’s prior to Monday Board meetings, and further noted that the deadline for the submission of claims and invoices for the Claims Docket should remain 8:00 am on the Monday preceding the Monday Board meeting, and

WHEREAS, a true and correct copy of a memorandum Mr. Overby outlining said deadline changes is attached hereto as Exhibit O, spread hereupon and incorporated herein by reference,

Following discussion, Mr. Ronny Lott did offer and Mr. Karl M. Banks did second a motion to approve each of the requests set forth herein above and in the aforesaid memorandum. 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	Abstained

the matter carried by a majority vote (4-0-1) of the Board and said revised deadline policy was and is hereby approved and established.

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

***In re: Approval of Independent Contractor Agreement  
Madison County Tax Collector***

WHEREAS, Tax Collector Kay Pace appeared before the Board and presented an Independent Contractor Agreement between Madison County Board of Supervisors, Madison County Tax Collector, Kay Pace, and Don A. McGraw, Jr., Esq., and requested the Board’s approval of same, a true and correct copy of said which is attached hereto as Exhibit P, spread hereupon and incorporated herein by reference, and

**President’s Initials:** \_\_\_\_\_  
**Date Signed:** \_\_\_\_\_

WHEREAS, Ms. Pace stated that Mr. McGraw will provide legal services on matters such as bankruptcy, collection and other legal issues involving the Tax Collector,

Following discussion, Mr. Karl M. Banks did offer a motion to approve said agreement. The motion failed for lack of second.

Thereafter, Mr. Paul Griffin did offer a substitute motion to approve said agreement, provided the hourly rate of compensation for Mr. McGraw be reduced to \$195.00 per hour but inclusive of a retainer of \$3,500.00 per month. The substitute motion failed for lack of second.

Following further discussion, Mr. Karl M. Banks did offer and Mr. Paul Griffin did second a motion to approve the Independent Contractor Agreement as presented reflecting a rate of compensation of \$250.00 per hour on an as needed basis and to authorize the Board President to execute same. The vote on the matter being as follows:

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

the matter carried by a majority vote (3-1-1) of the Board and said Agreement was and is hereby approved and the Board President was and is hereby so authorized.

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

***In re: Approval of Advertising Sale of Abandoned Flagpole***

WHEREAS, County Administrator David Overby appeared before the Board and requested the Board authorize the Purchase Clerk to advertise the sale of an abandoned flagpole at the former Road Department location,

Following discussion, Mr. Paul Griffin did offer and Mr. Ronny Lott did second a motion to authorize Purchase Clerk Hardy Crunk to advertise the sale of an abandoned flagpole. 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. Crunk was and is hereby so authorized.

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

***In re: Approval of Hold Harmless Agreement  
Canton Garden Club***

WHEREAS, County Administrator David Overby appeared before the Board and presented a Hold Harmless Agreement between Madison County Board of Supervisors and the Canton Garden Club, and

WHEREAS, Mr. Overby reported to the Board that Ms. Myra Sandridge had acquired permission from the Board previously to landscape the flower bed around the Historic Courthouse, and

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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WHEREAS, the Board had requested Board Attorney Mike Espy to prepare said agreement, a true and correct copy of said which is attached hereto as Exhibit Q, spread hereupon and incorporated herein by reference,

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

Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Aye
Supervisor Karl M. Banks	Aye
Supervisor Paul Griffin	Aye

the matter carried unanimously and said agreement was and is hereby approved and the Board President was and is hereby so authorized.

SO ORDERED this the 19<sup>th</sup> day of February, 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 February 19, 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. 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 19<sup>th</sup> day of February, 2013.

***In re: Approval of Claims Dockets for February 13 and 19, 2013***

WHEREAS, the Board reviewed the following claims dockets for February 13 and 19, 2013:

- (1) General Claims Docket, dated February 19, 2013
- (2) Payroll Claims Docket No. 1, dated February 13, 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 February 19, 2013:

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**Date Signed:** \_\_\_\_\_

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Fund	Claim Nos.	No. of Claims	Amount
001	1527 to 1646	120	323,158.73
012	88 to 91	4	453.50
014	3 to 4	2	31,967.19
015	30 to 33	3	84,475.68
097	67 to 74	8	27,429.65
105	139 to 149	11	16,303.96
108	4 to 4	1	1,788.93
113	6 to 6	1	1,315.00
115	47 to 49	3	287.38
119	1 to 1	1	200.00
120	27 to 27	1	46.26
150	346 to 383	38	32,094.88
160	51 to 52	2	11,052.98
170	3 to 4	2	23,373.04
190	34 to 36	3	307.03
191	35 to 37	3	1,004.24
306	10 to 10	1	474.50
401	16 to 18	3	23,647.67
655	5 to 5	1	78,514.72
672	5 to 5	1	1,384.00
675	5 to 4	1	4,744.00
TOTAL ALL FUNDS		210	664,023.34

Thereafter and following discussion, Mr. John Bell Crosby did offer and Mr. Karl M. Banks 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	Aye
Supervisor Paul Griffin	Aye

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

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

***In re: Approval of Claims of Fleetcor Technologies***

Thereafter, Mr. Vance presented a supplemental claims docket also dated February 15, 2013 containing the claims of Fleetcor Technologies and requested the Board's review and approval thereof.

Mr. Ronny Lott did offer and Mr. John Bell Crosby 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:

**President's Initials:** \_\_\_\_\_  
**Date Signed:** \_\_\_\_\_



Supervisor John Bell Crosby	Aye
Supervisor Ronny Lott	Aye
Supervisor Gerald Steen	Not Present and Not Voting <sup>1</sup>
Supervisor Karl M. Banks	Aye
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 19<sup>th</sup> day of February, 2013.

***In re: Approval of Payment of Boy Scouts of America Invoice***

WHEREAS, County Comptroller and Deputy Chancery Clerk Shelton Vance appeared before the Board and presented that certain invoice dated February 14, 2013 from the Andrew Jackson Council Boy Scouts of America in the amount of \$104.00 for instructor certification of the Sheriff's Department personnel, a true and correct copy of which is attached hereto as Exhibit T, 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 19<sup>th</sup> day of February, 2013.

***In re: Discussion of Repairs to Culverts - Harvey Crossing Subdivision***

Following discussion, Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to authorize County Engineer Rudy Warnock and Road Manager Lawrence Morris to make the necessary repairs to those certain sunken culverts in the Harvey Crossing Subdivision as identified by the County Engineer and to authorize Purchase Clerk Hardy Crunk to issue a purchase order in an amount not to exceed \$25,000.00 associated with the cost thereof. 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

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<sup>1</sup>Prior 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:** \_\_\_\_\_

the matter carried unanimously and Mr. Warnock, Mr. Morris, and Mr. Crunk were and are hereby authorized.

SO ORDERED this the 19<sup>th</sup> day of February, 2013.

**In re: Resolution of Support for Locating the Mississippi Department of Revenue in the Currently Vacant Diversified Technologies, Inc., Building in Ridgeland, Mississippi**

Following discussion, Mr. Gerald Steen did offer and Mr. John Bell Crosby did second a motion to adopt and spread upon the Minutes the following Resolution, to-wit:

**RESOLUTION**

WHEREAS, the building formerly home of Diversified Technologies, Inc. (DTI), located at 476 Highland Colony Parkway in Ridgeland, MS, is vacant and

WHEREAS, DTI is a wholly owned subsidiary of Ergon, Inc., one of the largest privately held businesses in Mississippi, and

WHEREAS, DTI is one of three finalists to the Request for Proposals (RFP) process currently undergoing by the Mississippi Department of Finance and Administration and the Department of Revenue for relocation of the Department of Revenue to a new headquarters location, and

WHEREAS, the Board believes the DTI building will offer the Department of Revenue a suitable, cost effective new location for its new headquarters and offices.

WHEREAS, in the opinion of the Board the DTI building is the best candidate of the three finalists in the RFP process for many reasons, including but not limited to the following:

1. The DTI building's location offers easy access to and is in close proximity to Interstates 55, 220 and 20.
2. The DTI setting of the building on a beautiful campus surrounded by secure fencing is conducive to meeting the enhanced security requirements of the agency.
3. The building is currently without tenants offering the opportunity for immediate occupancy and can easily be modified to meet the needs specified by the Department of Revenue.
4. The building offers the 500 or more employees of the Department of Revenue easy access and close proximity to schools, restaurants, banks, shopping, fitness centers and other services that will improve the quality of employees' work environment and employee morale and productivity.

WHEREAS, recent action by both chambers of the Mississippi Legislature seek to intervene in the ongoing RFP process,

NOW THEREFORE BE IT RESOLVED by the Board of Supervisors of Madison County, Mississippi that:

1. The Board expresses its full support of the proposal to locate the Mississippi Department of Revenue in the building formerly occupied by Diversified Technologies, Inc. (DTI), a wholly owned subsidiary of Ergon, Inc.
2. The Board endorses the ongoing RFP process by the Mississippi Department of Finance and Administration and the Mississippi Department of Revenue to

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determine a new location for the Department of Revenue among the proposals from three finalists, including the DTI building.

3. The Board asks the Legislature to allow the RFP process to work without political intervention so that Madison County has a fair shot through a transparent and competitive process to become the new location for the Mississippi Department of Revenue.
4. The Board asks the Governor to veto any legislation that reaches his desk that would intervene in the RFP process to determine a new location for the Mississippi Department of Revenue.

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 Resolution was and is hereby adopted.

SO ORDERED this the 19th day of February, 2013.

***In re: Discussion of Subdivision Inspection Process***

Following discussion, Mr. Karl M. Banks did offer and Mr. Paul Griffin did second a motion to authorize Planning & Zoning Director Brad Sellers and County Administrator David Overby to interview and hire an inspector to assist with the county's subdivision inspection process. The vote on the matter being as follows:

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

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

SO ORDERED this the 19th day of February, 2013.

Thereafter, Mr. Ronny Lott did offer and Mr. Gerald Steen did second a motion to authorize County Engineer Rudy Warnock to assist with subdivision inspections on an as needed basis through the Planning & Zoning Department. 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	No
Supervisor Paul Griffin	Aye

the matter carried by a majority vote (4-1) of the Board and said Mr. Warnock was and is hereby so authorized.

SO ORDERED this the 19th day of February, 2013.

**President's Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

***In re: Consideration to Rescind Fee Schedule for Planning & Zoning Department***

Following discussion, and at the recommendation of County Administrator David Overby, Mr. Paul Griffin did offer and Mr. Ronny Lott did second a motion to rescind that portion of the action of this Board taken on October 19, 2009 which approved a \$45.00 per hour fee for subdivision inspections in the Planning & Zoning Department. 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 action was and is hereby rescinded.

SO ORDERED this the 19th day of February, 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,

Following discussion and pursuant to the terms of Miss. Code Ann. § 25-41-7, as amended, Mr. Paul Griffin did offer and Mr. John Bell Crosby 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 and certain matters pertaining to economic development, 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 and County Engineer Rudy Warnock. 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 19th day of February, 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 and certain matters pertaining to economic development. The vote on the matter being as follows:

**President’s Initials:** \_\_\_\_\_

**Date Signed:** \_\_\_\_\_

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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 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 19th day of February, 2013.

During Executive Session, Mr. Karl M. Banks did offer and Mr. John Bell Crosby did second a motion to set a public hearing for April 1, 2013 at 6:00 pm for the purposes of consideration of matters associated with the Lost Rabbit Public Improvement District. During an additional period of discussion and prior to call of the question, Mr. Ronny Lott did offer and Mr. Gerald Steen did second a substitute motion to invite all parties associated with the Lost Rabbit Public Improvement District to attend an Executive Session meeting. The vote on the matter being as follows:

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

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

SO ORDERED this the 19th day of February, 2013.

Thereafter and following yet additional discussion, Mr. Gerald Steen did offer and Mr. Ronny Lott did second a motion to request that all parties associated with the Lost Rabbit Public Improvement District appear at the March 18, 2013 meeting of this Board in Executive Session to discuss matters associated with the Lost Rabbit Public Improvement District. 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	No
Supervisor Paul Griffin	No

the carried by majority vote (3-2) of the Board and said request was and is hereby approved.

SO ORDERED this the 19th day of February, 2013.

Mr. Paul Griffin did offer and Mr. Karl M. Banks did second a motion to set a public hearing for April 1, 2013 at 6:00 pm for the purposes of consideration of matters associated with the Lost Rabbit Public Improvement District and direct the Chancery Clerk to cause an appropriate notice to that effect to be published in the *Madison County Herald*. 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

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Date Signed: \_\_\_\_\_

the matter carried majority vote (3-2) of the Board and said public hearing was and is hereby set for April 1, 2013 at 6:00 pm and the Chancery Clerk was and is hereby so authorized and directed.

SO ORDERED this the 19th day of February, 2013.

Thereafter, Mr. Paul Griffin 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 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 19th day of February, 2013.

THERE BEING NO FURTHER BUSINESS to come before the Board of Supervisors of Madison County, Mississippi, upon motion duly made by Supervisor Karl M. Banks and seconded by Supervisor John Bell Crosby and approved by the unanimous vote of those present, the February, 2013 term of the Madison County Board of Supervisors was adjourned. The motion directed that the Chancery Clerk post a notice that the first meeting of the March, 2013 term would likely be continued from day to day by the Sheriff pursuant to Miss. Code Ann. § 19-3-23 due to the fact that a number of Board members would be in attendance at the 2013 Legislative Conference of the National Association of Counties in Washington, D. C. The motion also indicated that a quorum of the Board would appear on March 7, 2013 at 4:00 pm for the purpose of conducting the first meeting of the March term and requested that the Chancery Clerk give appropriate notice thereof.

\_\_\_\_\_  
Gerald Steen, President  
Madison County Board of Supervisors

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

ATTEST:

\_\_\_\_\_  
Arthur Johnston, Chancery Clerk

President's Initials: \_\_\_\_\_  
Date Signed: \_\_\_\_\_

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