

A RESOLUTION APPROVING A REGIONAL ECONOMIC DEVELOPMENT ACT ALLIANCE AGREEMENT AND A REGIONAL ECONOMIC DEVELOPMENT ACT APPLICATION TO THE MISSISSIPPI DEVELOPMENT AUTHORITY IN CONNECTION WITH THE RECRUITMENT OF A NEW ECONOMIC DEVELOPMENT PROJECT AND RELATED MATTERS.

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

1. All references herein to the "Code" shall mean the Mississippi Code of 1972, as amended.

2. In 2019, the Madison County Economic Development Authority ("MCEDA") acquired a substantial portion of, and otherwise has an option to purchase the remaining portions of, the approximately 1,028 +/- acres of real property located at the intersection of Highway 22 and Nissan Parkway commonly known as the "Madison County Megasite" (the "Megasite") in order to be able to market and provide a desirable location for, and to better attract, quality industrial and other commercial enterprises to invest in the County, and to create new and better job opportunities for the citizens of the County, the City of Canton, Mississippi (the "City") and the surrounding region.

3. To maximize its suitability for, and attractiveness to, quality industrial or other commercial tenants or occupants that are capable of making significant investments in the County and creating new and better quality job opportunities for the citizens of the County, the City and the surrounding region, MCEDA, the City, the County and Canton Municipal Utilities ("CMU") desire that:

- a. MCEDA acquire all or a significant portion of the remaining portion of the Megasite property that is not already owned by MCEDA (the "Property Acquisition Project");
- b. any Megasite property, whether now owned by MCEDA or subsequently acquired thereby, be prepared for future industrial or other commercial development thereon, including without limitation, the performance of any desirable clearing, grubbing and grading site preparation work (collectively, the "Site Preparation Project");
- c. the requisite public road improvements that will serve the Megasite and the surrounding vicinity, whether constructed or installed upon the Megasite or otherwise, be promptly constructed and installed, including, without limitation, a new industrial access road(s) upon the Megasite property and intersection improvements connecting such new public road(s) with Highway 22 (collectively, the "Public Roads Project"); and
- d. the requisite public infrastructure improvements that will serve the Megasite and surrounding vicinity, whether constructed or installed upon the Megasite or otherwise, be promptly constructed and installed, including, without limitation, natural gas, water and waste water utility improvements (e.g., new natural gas lines, water lines, new waste water lines, a new elevated water tank and one or more new water wells) (collectively, the "Public Utilities Project").

4. As used herein, the term "Project" or "Megasite Project" shall collectively mean the Property Acquisition Project, the Public Roads Project and the Public Utilities Project, and to the extent that any funds are available therefor, the Site Preparation Project.

5. The total expenditures required for the acquisition and development of the Project, and the construction and installation of Project-related public infrastructure improvements, will total approximately Twenty Million Dollars (\$20,000,000) or more, which aggregate amount includes, but is not limited to, the costs to acquire the land (namely the remaining Megasite property not already owned by MCEDA and any rights-of-way or easements needed for public improvements to serve the Megasite), due diligence costs such as boundary surveys, environmental assessments, endangered species assessments, wetlands mitigation studies, cultural resource studies, property appraisals, soil borings and other engineering activities, public infrastructure such as water, waste water, natural gas and other utilities, roadway improvements, the acquisition of fire-fighting vehicles and equipment and various other costs (e.g., clearing, grubbing and grading) included in the definition of “cost of project” as such term is defined in Code Section 57-64-7 (collectively, the “Project Costs”).

6. In order to finance a significant portion of the Project Costs, the County desires to issue new, general obligation bonds of the County pursuant to Code Sections 19-9-1 through 19-9-31 and 57-64-15, from which up to Eleven Million Dollars (\$11,000,000) of the sale proceeds therefrom may be utilized by the parties hereto to funds Project Costs (the “County Bonds”).

7. In order to finance another significant portion of the Project Costs (principally road and utility improvement costs), the County has applied to the Mississippi Development Authority (“MDA”) for one or more grants in the maximum principal amount of up to Nine Million Dollars (\$9,000,000) (collectively the “State Grant”, and together with the County Bonds, the “Project Funds”).

8. In order to finance any Project Costs related to those portions of the Public Utilities Project comprised of (1) a new natural gas distribution loop feed, (2) a new water well and (3) a new 16 inch water line for fire protection purposes, CMU desires to fund up to Nine Hundred Twenty Thousand Dollars (\$920,000) of the Project Costs for such enumerated Public Utilities Project components to the extent that the costs for such components exceeds Three Million Seven Hundred Eighty Thousand Dollars (\$3,780,000).

9. Pursuant to the provisions of the Regional Economic Development Act (the “RED Act”), cited at as Code Section 57-64-1 et seq., local government units (such as MCEDA, the City, the County and CMU), in order to make the most efficient use of their powers and resources, may cooperate and contract with one another for mutual advantage to share the costs of, and revenues derived from, a project and to, among other things, issue general obligation bonds to finance a project and provide services and facilities in a manner pursuant to forms of governmental organization that will accord best with geographic, economic, population and other factors influencing the needs and economic development of the local government units.

10. The RED Act provides that local governmental units of the State may, in connection with a “project” as defined by the RED Act, contract to jointly exercise and carry out any power, authority or responsibility exercised or capable of being exercised by each local governmental unit individually.

11. The County, the City, MCEDA and CMU have recognized a need to develop the Project in the County in order to attract new capital investment to the County, and generate new and better job opportunities for the citizens of the City, the County and surrounding region.

12. Pursuant to the RED Act and subject to certification by MDA, the County, the City, MCEDA and CMU have determined the Project will promote economic development and ultimately

assist in the creation of new and better quality jobs for the citizens of the City, the County and the surrounding region, and therefore it constitutes a “project” for purposes of the RED Act.

13. There has been presented to the Board a draft of a REDA Alliance Agreement (the “REDA Agreement”) by and among the County, the City, MCEDA and CMU (a copy of which is attached hereto as **Exhibit “A”**).

14. The Board now finds and determines that it would be in the best interest of the County and its citizens for the Board to approve and execute the REDA Agreement, submit the same to the Office of the Attorney General of the State for approval, and upon approval of such agreement by the Office of the Attorney General of the State, perform the County’s obligations pursuant thereto.

15. The Board further now finds and determines that it would be in the best interest of the County and its citizens for the Board to authorize the County and/or MCEDA to prepare and submit an application to MDA, on the form or forms prescribed thereby, for a certificate of public convenience and necessity to authorize the creation of the alliance described therein, and pursuant to the REDA Agreement (the “REDA Application”).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

SECTION 1. Authorization of REDA Application. The Board of Supervisors of the County and MCEDA are each hereby independently authorized to prepare and deliver to the MDA the REDA Application for a certificate of public convenience and necessity to authorize the creation of the alliance described in, and pursuant to, the REDA Agreement;

SECTION 2. Authorization of REDA Agreement. The REDA Agreement is hereby approved, and the President and the Clerk of the Board are hereby authorized to execute and deliver the REDA Agreement under the seal of the County, for and on behalf of the County, in substantially the form attached hereto as **Exhibit “A”**, with such completions, changes, insertions and modifications as shall be approved by the County Attorney and the President of the Board, the approval thereof by the County Attorney and the execution thereof by the President of the Board to be conclusive evidence of such approval; all provisions of the REDA Agreement, when executed as authorized herein, shall be deemed to be a part of this resolution as fully and to the extent as if separately set out verbatim herein; and in the event of any conflict between the provisions of this resolution and the provisions of the REDA Agreement, the provisions of the REDA Agreement shall govern. The President, Clerk of the Board, the County Administrator or MCEDA are each hereby independently authorized, upon the issuance by the MDA of a certificate of public convenience and necessity authorizing the creation of the alliance described in, and pursuant to, the REDA Agreement, to submit the executed REDA Agreement to the Office of the Attorney General of the State for approval thereby of such agreement.

SECTION 3. Further Actions. The President and the Clerk of the Board are each hereby further authorized to do all things and to execute such instruments which are required of them or contemplated in the foregoing Resolutions set forth in Sections 1 and 2 immediately above and in the REDA Agreement or which the President and the County Attorney deem necessary or desirable to effect the purposes of, or to enable the County to, perform its obligations hereunder or thereunder, or which are otherwise necessary or desirable to effect the purposes of such Resolutions set forth in Sections 1 and 2 immediately above or in the REDA Agreement.

After discussion, Supervisor _____ moved and Supervisor _____ seconded the motion to adopt the foregoing resolution and, the question being put to a roll call vote, the result was as follows:

Supervisor Sheila Jones voted: _____

Supervisor Trey Baxter voted: _____

Supervisor Gerald Steen voted: _____

Supervisor Karl Banks voted: _____

Supervisor Paul Griffin voted: _____

The motion having received the affirmative vote of a majority of the Supervisor present, the motion was declared passed by the President on this the ____ day of _____, 2020.

President, Board of Supervisors

ATTEST:

Clerk, Board of Supervisors

(SEAL)

EXHIBIT "A"

REDA Agreement

(see attached)