

RESOLUTION APPROVING THE ADOPTION AND IMPLEMENTATION OF THE "FIRST AMENDMENT TO THE TAX INCREMENT FINANCING PLAN OF 2004, MADISON COUNTY, MISSISSIPPI (GALLERIA PARKWAY PROJECT)".

WHEREAS, under the power and authority granted by the laws of the State of Mississippi and particularly under Chapter 45 of Title 21, Mississippi Code of 1972, as amended and/or supplemented from time to time (the "Act"), the Board of Supervisors of Madison County, Mississippi (the "Governing Body" of the "County"), on February 5, 2015, did adopt a certain resolution entitled **"RESOLUTION OF THE BOARD OF SUPERVISORS OF MADISON COUNTY, MISSISSIPPI, DETERMINING THE NECESSITY FOR AMENDING THE TAX INCREMENT FINANCING PLAN OF 2004, MADISON COUNTY, MISSISSIPPI (GALLERIA PARKWAY PROJECT) ADOPTED FEBRUARY 7, 2005; PROVIDING THAT A PUBLIC HEARING BE CONDUCTED IN CONNECTION WITH THE PROPOSED FIRST AMENDMENT TO THE TAX INCREMENT FINANCING PLAN OF 2004, MADISON COUNTY, MISSISSIPPI (GALLERIA PARKWAY PROJECT); PROVIDING FOR PUBLICATION OF NOTICE OF SAID PUBLIC HEARING; AND FOR RELATED PURPOSES"**;

WHEREAS, as directed by the aforesaid resolution and as required by law, a notice of public hearing (the "Notice of Public Hearing") was published one (1) time in *The Madison County Herald*, a newspaper published in the City of Jackson, Mississippi and having a general circulation within the County, and was so published in said newspaper on February 12, 2015, as evidenced by the publisher's proof of publication of the same heretofore presented to the Governing Body and filed with the Clerk and attached hereto as **EXHIBIT A**;

WHEREAS, the Notice of Public Hearing generally described the First Amendment to Tax Increment Financing Plan of 2004, Madison County, Mississippi (Galleria Parkway Project) (the "First Amendment to County TIF Plan") and further called for a public hearing to be held at the regular meeting place of the Governing Body in the Board Room at the Courthouse, 125 West North Street, Canton, Mississippi 39046, at 9:00 o'clock a.m. on February 25, 2015, in order for the general public to state or present their views on the First Amendment to County TIF Plan; and

WHEREAS, at 9:00 o'clock a.m. on Wednesday, February 25, 2015, the public hearing was held and all in attendance were given an opportunity to state or present their oral and written comments on the First Amendment to County TIF Plan.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the County, as follows:

SECTION 1. That all of the findings of fact made and set forth in the preamble to this resolution shall be and the same are hereby found, declared, and adjudicated to be true and correct.

SECTION 2. That the Governing Body of the County is now fully authorized and empowered under the provisions of the Act, to adopt and implement the First Amendment to

County TIF Plan, a copy of which is attached hereto as **EXHIBIT B**, and do hereby adopt and approve such First Amendment to County TIF Plan as presented in order to assist in the development of the proposed project with the issuance by the County of their Taxable Tax Increment Limited Obligation Refunding Bonds, Series 2015 (Galleria Parkway Project) in an aggregate amount of \$1,135,000 (the "Bonds") in order to provide for (i) the current refunding of the outstanding amount of the County's Taxable Tax Increment Limited Obligation Bonds, Series 2011 (Galleria Parkway Project), dated December 19, 2011, issued in the original principal amount of \$1,275,000, and (ii) paying costs of issuance for the Bonds.

SECTION 3. That the Bonds shall be issued pursuant to further proceedings of the County.

Following the reading of the foregoing resolution, Supervisor _____ made the motion and Supervisor _____ 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: _____
Supervisor John Howland	voted: _____
Supervisor Gerald Steen	voted: _____
Supervisor Paul Griffin	voted: _____
Supervisor Karl Banks	voted: _____

The motion having received the affirmative vote of a majority of the members present, the President declared the motion carried and the resolution adopted this, the 25th day of February, 2015.

PRESIDENT, BOARD OF SUPERVISORS

ATTEST:

CLERK, BOARD OF SUPERVISORS

EXHIBIT A

PROOF OF PUBLICATION OF NOTICE OF PUBLIC HEARING

[INSERT PROOF OF PUBLICATION OF NOTICE OF PUBLIC HEARING]

EXHIBIT B

COPY OF FIRST AMENDMENT TO COUNTY TIF PLAN

[INSERT COPY OF FIRST AMENDMENT TO COUNTY TIF PLAN]