MEETING OF THE MAYOR AND BOARD OF ALDERMEN
SOUTHAVEN, MISSISSIPPI
CITY HALL
October 20, 2020
6:00 PM
AGENDA

1. Call To Order
2. Invocation
3. Pledge Of Allegiance
4. Approval of Minutes: October 6, 2020
5. Parks Professional Service Agreements
6. Resolution for Amendment to Transient Vendor Ordinance
7. Resolution for Filing of Liens
8. Resolution for SPD Surplus
9. Authorization for Certifying Agent and Official for FEMA/MEMA Covid-19 Grants
10. Authorization for Approval and Signature of Municipal Compliance Questionnaire
11. Resolution for IT Surplus
12. Resolution for Sale of Combined Water and Sewer System Revenue Bonds, Series 2020
13. Donation Docket
14. Resolution to Clean Private Property
15. Planning Agenda: Item #1 Application by Pamela Carson to rezone 1.96 acres of property on the east side of Airways Blvd., north of Stateline Road from AG to M-1
16. Mayor's Report
17. Citizen's Agenda
18. Personnel Docket
19. City Attorney's Legal Update
20. Utility Bill Adjustment Docket
21. Claims Docket
22. Executive Session: Claims/Litigation involving City Infrastructure; City-wide Personnel; Economic Development

Any citizen wishing to comment on the above items may do so.
Items may be added to or omitted from this agenda as needed.

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MINUTES OF THE REGULAR MEETING
OF October 20, 2020
OF THE MAYOR AND BOARD OF ALDERMEN
OF THE CITY OF SOUTHAVEN, MISSISSIPPI

BE IT REMEMBERED that the Mayor and Board of Aldermen of the City of Southaven, Mississippi met in Regular Session on the 20th day of October, 2020 at six o'clock (6:00) p.m. at City Hall.

Present were:

William Brooks	Alderman At Large
Kristian Kelly	Alderman, Ward 1
Charlie Hoots	Alderman, Ward 2
George Payne	Alderman, Ward 3
Joel Gallagher	Alderman, Ward 4
John David Wheeler	Alderman, Ward 5
Raymond Flores (By Teleconference)	Alderman, Ward 6

Also present were Mayor Musselwhite, Andrea Mullen, City Clerk, and Nick Manley, City Attorney. Approximately twenty (20) other people were present.

Mayor Musselwhite called the meeting to order. Alderman Gallagher led in prayer followed by the Pledge of Allegiance led by Alderman Payne.

Next, a motion was made by Alderman Payne to approve the minutes of the regular meeting of October 6, 2020 with any corrections, deletions, or additions necessary. Motion was seconded by Alderman Brooks. Motion was put to a vote and passed unanimously.

PARKS PROFESSIONAL SERVICE AGREEMENTS
Nick Manley, City Attorney, presented this item to the Board.

Mr. Manley stated that these agreements authorize Corrie Harlow and Cristian Serrano to provide tennis lessons at the City Tennis Courts for consideration of 20% of all proceeds from the lessons at the tennis courts. Alderman Gallagher made the motion to authorize Wes Brown to sign both agreements. Motion was seconded by Alderman Payne.

Roll call was as follows:

ALDERMAN	VOTED
Alderman Brooks	YES
Alderman Kelly	YES
Alderman Hoots	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, Mayor Musselwhite declared that the motion was carried on the 20th day of October, 2020.

A copy of the contracts is attached to these minutes.

RESOLUTION FOR AMENDMENT TO TRANSIENT VENDOR ORDINANCE

Nick Manley, City Attorney, presented this item to the Board.

Mr. Manley stated that this resolution will revise the ordinance to note that exemptions in Section 8-157 of the Ordinance only apply to the portions in context of licensing requirements. In addition, it will require a sworn-affidavit along with documentation that the agricultural, dairy, poultry, seafood, nursery products, foliage plants or ornamental trees are grown or produced within the State of Mississippi when claiming that exemption. After hearing from Mr. Manley, the Board of Alderman considered the following resolution:

RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI TO AMEND THE CITY OF SOUTHAVEN CODE OF ORDINANCES, TITLE VIII, CHAPTER 7, SECTION 8--157

The Mayor and Board of Aldermen of the City of Southaven, Mississippi (the "City"), considered the matter of amending the Southaven Code of Ordinances, specifically, TITLE VIII, CHAPTER 7, SECTION 8-163 ("Ordinances")

Thereupon Alderman Brooks offered and moved the adoption of the following resolution:

RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI TO AMEND THE CITY OF SOUTHAVEN CODE OF ORDINANCES, TITLE VIII, CHAPTER 7, SECTION 8-157

WHEREAS, pursuant to Miss. Code 21-17-5, the City governing authorities have the power to adopt any orders, resolutions or ordinances with respect to such municipal affairs, property and finances which are not inconsistent with the Mississippi Constitution of 1890, the Mississippi Code of 1972, or any other statute or law of the State of Mississippi, and shall likewise have the power to alter, modify and repeal such orders, resolutions or ordinances; and

WHEREAS, pursuant to Miss. Code 21-19-35, the City is vested with the power to adopt reasonable ordinances regulating transient vendors; and

WHEREAS, the City has experienced an increase in the number of transient vendors selling food and merchandise on or around the streets in the City, which, as a direct result of this activity, there has been increased traffic congestion, unsanitary conditions, problems with access points in and out of City streets and private business, safety concerns with driver distraction, and litter in the streets; and

WHEREAS, the City is aware of Miss. Code Ann. Section 75-85-1, *et seq.*, which sets forth a licensing scheme for transient vendors; and

WHEREAS, the City does not seek to ban transient business, to prohibit residential solicitations, or to impose fees in excess of those allowed by statute; and

WHEREAS, the City desires to amend the "Transient Vendor and Businesses Ordinance" pursuant to its authority in Miss. Code 21-19-35; and

WHEREAS, the City desires to ensure that those property owners, who allow transient vendors, do not allow for a transient vendor to have a permanent location, which would extend beyond six (6) months; and

WHEREAS, the City desires to ensure that the City streets are free obstructions and minimize trash and litter throughout the City; and

WHEREAS, the City desires that all transient vendors and transient business are in compliance with the relevant building and fire codes; and

WHEREAS, due to licensing, ensuring compliance of the transient vendor ordinance and statutes, and traffic issues, the City has an interest in knowing which properties transient vendors occupy; and

WHEREAS, the Ordinance, as amended, provides specific guidelines for the governmental authorities and transient vendors, and serves the legitimate City interest; and

WHEREAS, the Ordinance, as amended does not contradict Miss. Code 75-85-1, *et seq.* in the context of licensing requirements and exemptions; and

WHEREAS, the Board authorizes the Mayor, or his designee, to sign such documents or take actions that are necessary or required for the effectuation of the amended Ordinance.

NOW, THEREFORE BE IT ORDAINED BY THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI, THAT RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI TO AMEND THE CITY OF SOUTHAVEN CODE OF ORDINANCES, TITLE VIII, CHAPTER 7, SECTION 8-157 AS FOLLOWS:

Sec. 8-157. - Exemptions.

(a) The provisions of Sections 8-159, 8-160, 8-162, 8-163(a)(b)(c), and 8-164 shall not apply to:

(1) Wholesale sales to retail merchants by commercial travelers, or agents selling in the usual course of business;

(2) Wholesale trade shows or conventions;

(3) Convention center activities conducted for amusement or entertainment;

(4) Sales made by a seller at residential premises under an invitation issued by the owner or legal occupant of the premises unless the sales are made by a transient vendor or his agent at the premises;

(5) Garage sales held on property zoned and occupied for residential use when conducted by the owner or legal occupant;

(6) Sales of agricultural, dairy, poultry, seafood or forest management products or services related to forest management or silvicultural activities, nursery products, foliage plants or ornamental trees, except such products or services sold at retail and not grown or produced within the state of Mississippi;

(b) A transient vendor or transient business not otherwise exempted from this chapter is not exempted from this chapter because of a temporary association with a local dealer, auctioneer, trader, contractor, merchant, civic or nonprofit organization, church or religious organization, or by conducting the transient business in connection with or in the name of any local dealer, auctioneer, trader, contractor, merchant, civic or nonprofit organization, church or religious organization.

(c) Any person or entity claiming the exemption set forth in Section 8-157(a)(6) shall provide a sworn-affidavit along with documentation that the agricultural, dairy, poultry, seafood, nursery products, foliage plants or ornamental trees are grown or produced within the State of Mississippi.

NOW, THEREFORE BE IT ORDERED that the amendment to the Ordinance shall take effect immediately for the immediate preservation of the public peace, health or safety and sanitation of the City as it is necessary for all transient vendors, which are required to procure a license or exempted from procuring a license, to operate in certain zoned areas of the City due to traffic congestion, have garbage cans for the effective collection of trash, and comply with building and fire codes for safety of patrons and workers.

NOW, THEREFORE BE IT ORDERED that the City Clerk, pursuant to Miss. Code 21-13-11, provide notice of the adoption of the Ordinance in the Desoto Times for one (1) time.

NOW, THEREFORE BE IT ORDERED that the Mayor, City Clerk, and City Planning Director or any of their designees are authorized to take all actions, including the revision and administrative forms and procedures to effectuate the intent of this Resolution

The foregoing Resolution was seconded by Alderman Kelly and brought to a vote as follows:

Alderman Kristian Kelly	voted: YES
Alderman George Payne	voted: YES
Alderman Joel Gallagher	voted: YES
Alderman John David Wheeler	voted: YES
Alderman Raymond Flores	voted: YES
Alderman William Brooks	voted: YES
Alderman Charlie Hoots	voted: YES

Having received a majority of affirmative votes, the Mayor declared that the Resolution was carried and adopted as set forth above on this the 20th day of October, 2020.

CITY OF SOUTHAVEN, MISSISSIPPI

RESOLUTION FOR FILING LIENS

Nick Manley, City Attorney, presented this item to the Board.

Mr. Manley stated that this resolution will allow for the filing of liens for the expenses/costs for properties condemned pursuant to Miss. Code 21-19-11. The Board of Alderman considered the following resolution:

RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI ADJUDICATING THE COST OF CLEANING PROPERTY, IMPOSING A PENALTY AND IMPOSING LIEN OF THE SAME AGAINST PROPERTY

WHEREAS, the City of Southaven ("City") has the authority, pursuant to Section 21-19-11 of the Mississippi Code (1972) to clean up property within the City, under circumstances which create a menace to the public health and safety of the community, and

WHEREAS, the Mayor and Board of Aldermen conducted hearings regarding various properties, as set forth in Exhibit A, and determined that the conditions and circumstances of such properties created a menace to the public

health and safety of the community, and ordered the clean-up of the properties, and

WHEREAS, pursuant to the authority granted to the City, the Mayor and Board of Aldermen contracted with an outside contractor who has undertaken and completed the clean-up of the properties, and

WHEREAS, the Mayor and Board of Aldermen have heard proof and find as a fact that the actual cost of the clean-up is as attached hereto as Exhibit A, and

WHEREAS, the Mayor and Board of Aldermen are desirous of imposing a penalty of Two Hundred Fifty Dollars and 00/100 ($250.00) per property per cutting, and

WHEREAS, the Mayor and Board of Aldermen deem and resolve that the clean-up cost and penalty shall be collected as a lien against property and if not paid, the lien shall be converted as an assessment against each property, to be collected by the Tax Collector in the manner employed for the collection of all other taxes and assessments of the municipality, unless sooner collected through other means.

NOW, THEREFORE, BE IT ORDERED by the Mayor and Board of Aldermen of the City of Southaven, Mississippi as follows, to wit:

1. The actual cost of the clean-up of properties listed in Exhibit A be assessed to the property and the same is hereby determined to be as set forth in Exhibit A attached hereto.

2. A penalty in the amount of $250 per lot per cutting as listed above be, and the same is hereby imposed against each parcel in addition to the actual cost of the property clean-up.

3. The total amount, as set forth above, be, and the same is hereby assessed against each property, to be filed as a lien and if not collected, to be converted as an assessment to be collected by the Tax Collector in the manner used for collection of other municipal taxes and assessments, unless sooner collected through other means.

Following the reading of this Resolution, it was introduced by Alderman Brooks and seconded by Alderman Payne. The Resolution was then put to a roll call vote and the results were as follows, to-wit:

Alderman Kristian Kelly	voted: YES
Alderman George Payne	voted: YES
Alderman Joel Gallagher	voted: YES
Alderman John David Wheeler	voted: YES
Alderman Raymond Flores	voted: YES
Alderman William Brooks	voted: YES
Alderman Charlie Hoots	voted: YES

RESOLVED AND DONE this 20th day of October, 2020.

A list of the street name, parcel id#, and assessment totals is attached to and fully incorporated into these minutes.

RESOLUTION FOR SPD SURPLUS

Nick Manley, City Attorney, presented this item to the Board.

Mr. Manley stated that this resolution will surplus a trailer and firearms no longer needed by the SPD. The Board of Alderman considered the following resolution:

RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI DECLARING SURPLUS PROPERTY

WHEREAS, the City of Southaven ("City") Police Department is presently in possession of certain property and firearms as set forth in Exhibit A and B(collectively "the Property"); and

WHEREAS, pursuant to Mississippi Code 17-25-25, it has been recommended to the Mayor and Board of Aldermen that the Property be declared as surplus and sold and/or disposed of as appropriate and in accordance with Mississippi Code 17-25-25, and the Property removed from the fixed assets inventory; and

WHEREAS, the Mayor and Board of Aldermen are desirous of disposing of the Property and amending, its fixed assets inventory pursuant to State guidelines; and

NOW, THEREFORE, BE IT ORDERED by the Mayor and Board of Aldermen of the City of Southaven, Mississippi as follows, to wit:

1. The Property be hereby declared as surplus property.
2. The City Police Chief, or his designee, is hereby authorized and directed to follow Mississippi Code 17-25-25 for the disposition of the Property.

Motion was made by Alderman Payne and seconded by Alderman Hoots, for the adoption of the above and foregoing Resolution, and the question being put to a roll call vote, the result was as follows:

Alderman Kristian Kelly	voted: YES
Alderman George Payne	voted: YES
Alderman Joel Gallagher	voted: YES
Alderman John David Wheeler	voted: YES
Alderman Raymond Flores	voted: YES
Alderman William Brooks	voted: YES
Alderman Charlie Hoots	voted: YES

RESOLVED AND DONE, this 20th day of October, 2020.

A list of the items to be surplused is attached and fully incorporated into these minutes.

AUTHORIZATION FOR CERTIFYING AGENT AND OFFICIAL FOR FEMA/MEMA COVID-19 GRANTS

Nick Manley, City Attorney, presented this item to the Board.

Mr. Manley stated that Board approval is needed to authorize Chris Wilson to be the Application Agent for the FEMA/MEMA grant awards and approval of the Mayor as the Certifying Official. These grants will provide funds to help with Covid-19 related expenses. Alderman Gallagher made the motion to authorize Mayor Musselwhite or Chris Wilson to sign any documents associated with the grant and authorize Chris Wilson to be the Certified Agent and Mayor Musselwhite to be the Official. Motion was seconded by Alderman Payne.

Roll call was as follows:

ALDERMAN	VOTED
Alderman Brooks	YES
Alderman Kelly	YES
Alderman Hoots	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, Mayor Musselwhite declared that the motion was carried on the 20th day of October, 2020.

A copy of the agreement and reporting form is attached and fully incorporated into these minutes.

AUTHORIZATION FOR APPROVAL AND SIGNATURE OF MUNICIPAL COMPLIANCE QUESTIONAIRE

Nick Manley, City Attorney, presented this item to the Board.

Mr. Manley stated that approval is needed for the responses to the Municipal Questionnaire and authorization for the Mayor to sign. This questionnaire is required as part of the audit. Alderman Payne made the motion to approve and authorize Mayor Musselwhite to sign the municipal compliance questionnaire. Motion was seconded by Alderman Wheeler. Motion was put to vote and passed unanimously.

A copy of the municipal compliance questionnaire is attached and fully incorporated into these minutes.

RESOLUTION FOR IT SURPLUS

Nick Manley, City Attorney, presented this item to the Board.

Mr. Manley stated that this resolution will surplus items from IT Department. The Board of Alderman considered the following resolution:

CITY OF SOUTHAVEN, MISSISSIPPI
DECLARING SURPLUS PROPERTY

WHEREAS, the City of Southaven Information Technology Department is presently in possession of a variety of property attached hereto as Exhibit A, which is outdated, not useful or cost effective due to the storage and maintenance costs; and

WHEREAS, pursuant to Mississippi Code 17-25-25, it has been recommended to the Mayor and Board of Aldermen that the property as set forth in Exhibit A be declared as surplus and sold and/or disposed of as appropriate and in accordance with Mississippi Code 17-25-25, and removed from the fixed assets inventory; and

WHEREAS, the Mayor and Board of Aldermen are desirous of disposing of such property and amending, its fixed assets inventory pursuant to State guidelines; and

NOW, THEREFORE, BE IT ORDERED by the Mayor and Board of Aldermen of the City of Southaven, Mississippi as follows, to wit:

1. The property listed in Exhibit A be hereby declared as surplus property due to the fact that the property is outdated, not useful or cost effective due to the storage and maintenance costs and has no value to the City.

2. The City Clerk, IT Director, or their designee, is hereby authorized and directed to follow Mississippi Code 17-25-25 for the disposition of the property in Exhibit A.

Following the reading of this Resolution, it was introduced by Alderman Payne and seconded by Alderman Brooks. The Resolution was then put to a roll call vote and the results were as follows, to-wit:

Alderman Brooks	YES
Alderman Kelly	YES
Alderman Hoots	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, the Mayor declared that the Resolution was carried and adopted as set forth above on this the 20th day of October, 2020.

CITY OF SOUTHAVEN, MISSISSIPPI

A list copy of the items to be surplused is attached and fully incorporated into these minutes.

RESOLUTION FOR SALE OF COMBINED WATER AND SEWER SYSTEM REVENUE BONDS, SERIES 2020

Nick Manley, City Attorney, presented this item to the Board.

Mr. Manley stated that this resolution will authorize the sale of bonds in an amount not to exceed $4,710,000.00 for the AMR Project for Utilities Department. In addition, it authorizes the preparing and distribution of the preliminary official statement, along with providing the form of bonds. Furthermore, it authorizes the form of the notice that will be published in the *Desoto Times* for the bond sale. After hearing from Mr. Manley, the Board of Alderman considered the following resolution:

RESOLUTION (I) AUTHORIZING AND DIRECTING THE ISSUANCE OF COMBINED WATER AND SEWER REVENUE SYSTEM BONDS, SERIES 2020, OF THE CITY OF SOUTHAVEN, MISSISSIPPI (THE "CITY"), IN THE PRINCIPAL AMOUNT OF FOUR MILLION SEVEN HUNDRED TEN THOUSAND DOLLARS ($4,710,000) (THE "BONDS") TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR (A) IMPROVING, REPAIRING, AND EXTENDING THE COMBINED WATER AND SEWER SYSTEM OF THE CITY AND OTHER AUTHORIZED PURPOSES PURSUANT TO MISSISSIPPI CODE 1972 ANNOTATED, SECTIONS 21-27-23 AND 21-27-41 THROUGH 21-27-69, AS AMENDED AND SUPPLEMENTED FROM TIME TO TIME; (B) FUNDING A 2020 DEBT SERVICE RESERVE FUND FOR THE BONDS, INCLUDING THE PREMIUM FOR A SURETY BOND, IF ANY, AND (C) PAYING THE COSTS OF ISSUANCE OF THE BONDS, INCLUDING THE PREMIUM FOR A MUNICIPAL BOND INSURANCE POLICY, IF ANY; (II) AUTHORIZING THE PREPARATION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL STATEMENT FOR THE SALE AND ISSUANCE OF THE BONDS; (III) PRESCRIBING THE FORM AND INCIDENTS OF THE BONDS; (IV) PROVIDING FOR THE COLLECTION, SEGREGATION AND DISTRIBUTION OF THE REVENUES TO BE DERIVED FROM THE OPERATION OF THE COMBINED WATER AND SEWER SYSTEM OF THE CITY IN AN AMOUNT SUFFICIENT TO PAY THE COST OF THE OPERATION AND MAINTENANCE THEREOF AND TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS; (V) MAKING PROVISION FOR A CONTINGENT FUND AND A DEPRECIATION FUND; (VI) MAKING PROVISION FOR MAINTAINING THE TAX-EXEMPT STATUS OF SAID BONDS; AND (VII) FOR RELATED PURPOSES.

WHEREAS, the Mayor and the Board of Aldermen (the "**Governing Body**") of the City of Southaven, Mississippi (the "**City**"), acting for and on behalf of the City, 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 Section 21-27-23 and Sections 21-27-41 through 21-27-69, Mississippi Code of 1972 Annotated, as amended and/or supplemented from time to time.

"**Additional Bonds**" shall mean additional bonds issued hereafter on parity with the 2016 Bonds and the Bonds and secured by Net Revenues of the System.

"**Act of Bankruptcy**" shall mean the filing of a petition in bankruptcy by or against the City 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**" shall mean the Mayor of the City, the Clerk of the City, the President of the Governing Body and any other officer designated from time to time as an Authorized Officer by resolution of the City, and when used with reference to any act or document also means any other Person authorized by resolution of the City to perform such act or sign such document.

"**Beneficial Owner**" shall mean, 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 $4,710,000 Combined Water and Sewer System Revenue Bonds, Series 2020 of the City authorized and directed to be issued in this Bond Resolution.

"**Bond Counsel**" shall mean Butler Snow LLP, Ridgeland, Mississippi.

"**Bond Insurance Policy**" if applicable, means the municipal bond insurance policy issued by the Bond Insurer guaranteeing the scheduled payment of the principal of and interest on the Bonds when due.

"**Bond Insurer**" or "**Insurer**" if applicable, means the provider of the Bond Insurance Policy, or any successor thereto or assignee thereof.

"**Bond Resolution**" shall mean this resolution as may be amended and/or supplemented from time to time.

"**Bond Year**" shall mean the period commencing on the date of the delivery of the Bonds through October 31, 2021, and then each twelve (12) month period thereafter, commencing with the period ending November 1, 2021, until final maturity of the Bonds.

"**Bondholder**" or "**Bondholders**" or "**Holder**" or "**Holders**" or any similar term shall mean the registered owner of any Bond.

"**Book-Entry System**" shall mean a book-entry system established and operated for the recordation of Beneficial Owners of the Bonds as described in **SECTION 3** herein.

"**Business Day**" shall mean any day, other than a Saturday or Sunday, on which the Paying Agent or the City Hall of the City is not closed and on which the payment system of the Federal Reserve System, New Orleans branch, is operational.

"**City**" shall mean the City of Southaven, Mississippi.

"**Clerk**" shall mean the City Clerk of the City.

"**Closing**" shall mean the date of delivery of the Bonds.

"**Code**" shall mean the Internal Revenue Code of 1986, as amended, supplemented or superseded.

"**Construction Project**" shall mean improving, repairing and extending the System.

"**Consulting Engineers**" shall mean any engineer or engineering firm subsequently employed for the System for the purposes set out herein.

"**Cost of the Construction Project**" shall mean the cost of acquisition and construction of the Construction Project and, without intending thereby to limit or restrict any proper definition of such term under the provisions of the Act or this Bond Resolution, shall include the following:

(a) obligations incurred for labor and materials and for contractors, builders and materialmen in connection with construction, for machinery and equipment, for the restoration or relocation of property damaged or destroyed in connection with such construction, for the removal or relocation of structures and for the clearing of lands;

(b) the cost of acquiring by purchase, if such purchase shall be deemed expedient, and the amount of any deposit in court or award or final judgment in or any settlement or

compromise of any proceeding to acquire by eminent domain, such lands, property, property rights, rights-of-way, easements, franchises, licenses, options and partial payments thereon, the cost of demolishing or removing or relocating any buildings or structures on land so acquired, including the cost of acquiring any lands to which such buildings or structures may be moved, and the amount of any damages incident to or consequent upon the construction and operation of the Project;

(c) taxes or other municipal or governmental charges lawfully levied or assessed during construction upon the Construction Project or any property acquired therefor, and premiums on insurance (if any) in connection with the Construction Project during construction;

(d) the cost of borings and other preliminary investigations to determine foundation or other conditions, expenses necessary or incident to determining the feasibility or practicability of constructing the Construction Project, and fees and expenses of engineers for making surveys and estimates of costs and of revenues and other estimates and for preparing plans and specifications and supervising construction, as well as for the performance of all other duties of engineers set forth herein in relation to the construction of the Construction Project and the issuance of the Bonds;

(e) expenses of administration properly chargeable to the Construction Project, to fund all or any portion of the 2020 Debt Service Reserve Fund, the 2020 Contingency Fund, or the 2020 Depreciation Fund, expenses of officers of the City in connection with the Bonds, legal expenses and fees, fees and expenses of any consultant, financing charges, costs of audits and of preparing and issuing the Bonds, rating fees, if applicable and all other items of expense reasonably incurred incident to the acquisition, construction and equipping of the Construction Project, the financing thereof, the placing of the same in operation (including the initial premiums on any municipal bond insurance policy or surety bond required or obtained under the provisions of this Bond Resolution) and the acquisition of franchises and interest therefor, including abstracts of title, title insurance, costs of surveys, and other expenses in connection with such acquisition; and

(f) any obligation or expense heretofore or hereafter incurred and any amount heretofore or hereafter advanced by the City for any of the foregoing purposes or any other purposes allowed by the Act.

"**County**" shall mean DeSoto County, Mississippi.

"**Current Expenses**" shall mean the reasonable and necessary current expenses of maintenance, repair and operation of the System and shall include, without limiting the generality of the foregoing, expenses not annually recurring, premiums for insurance, administrative and engineering expenses relating to maintenance, repair and operation, fees and expenses of the Paying Agent, legal expenses, taxes lawfully imposed on the System, reasonable payments to pension or retirement funds for employees of the System and any other expense of the System required or permitted to be paid by the City under the provisions of the Bond Resolution or by law, but shall not include any allowance for depreciation or deposits or transfers to the credit of the 2016 Debt Service Fund, the 2020 Bond Fund, the 2020 Debt Service Reserve Fund, the 2020 Depreciation Fund or the 2020 Contingent Fund.

"**Debt Service Reserve Fund Requirement**" shall mean the lesser of (i) the maximum amount of principal and interest becoming due in the current or any future Bond Year, on all Bonds then outstanding; (ii) 125% of average annual debt service on the Bonds; or (iii) ten percent (10%) of the stated principal amount of such issue of Bonds, or if such issue of Bonds has more than a de minimis amount (as defined in Section 1.148-1(b) of the Treasury Regulations) of original issue discount or premium, ten percent (10%) of the issue price (as defined in Section 1.148-1(b) of the Treasury Regulations) of such issue of Bonds), which Debt Service Reserve Requirement may be

funded with cash or a Reserve Fund Credit Facility; provided, however, that upon initial issuance of the Bonds, the Debt Service Reserve Requirement will mean the amount set forth in (i) hereinabove and in future years if the amount of the Debt Service Reserve Requirement should equal an amount in excess of the lesser of (i), (ii) and (iii) above, the funds held in the Debt Service Reserve Fund will not be invested at a yield in excess of the yield on the Bonds. The initial deposit into the Debt Service Reserve Fund may be funded with a Surety Bond or cash reserves and/or moneys currently held by the City.

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

"**DWI Loans**" shall mean the Drinking Water Improvement State Loans, existing on the date of the issuance of the Bonds, from the State to the City, which DWI Loans have a lien on Revenues of the System; however, the debt service for the DWI Loans is collected by the Mississippi Department of Revenue by diverting sales tax collections prior to remittance of the sales tax to the City and then subsequently reimbursed to the City from the Revenues of the System.

"**DTC**" means The Depository Trust Company.

"**DTC participants**" shall mean any participant for whom DTC is a Security Depository Nominee.

"**Fiscal Year**" shall mean the period commencing on the first day of October of any year and ending on the last day of September of the following year.

"**Governing Body**" shall mean the Mayor and Board of Aldermen of the City.

"**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 from the City to DTC under the Book-Entry System.

"**Mayor**" shall mean the Mayor of the City.

"**Municipal Advisor**" shall mean Government Consultants, Inc., Madison, Mississippi.

"**Net Revenues**" shall mean all Revenues remaining after payment of Current Expenses and debt service on the SRF Loans and DWI Loans outstanding at the time of issuance of the Bonds, and which net revenues shall be subject to the parity lien of the 2016 Bonds and the Bonds and any Additional Bonds.

"**Operation and Maintenance Fund**" shall mean the fund created and established in the 2007 Resolution for the 2007 Bonds and bonds issued on parity therewith, including the 2016 Bonds and the Bonds, and maintained by the City and described in Section 14(a) herein.

"**Paying Agent**" shall mean any bank, trust company, or other institution hereafter designated by the Governing Body to make payments of the principal of and interest on the Bonds, and to serve as registrar and transfer agent for the registration of owners of the Bonds, and for the performance of other duties.

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

"**Principal and Interest Requirements**" for any Bond Year shall mean the sums sufficient for the payment of the principal of and interest on the Bonds, any parity bonds, including the 2016 Bonds, and subordinated indebtedness which will mature and accrue during such period.

"**Project**" shall mean providing funds for the (i) Construction Project, (ii) funding the 2020 Debt Service Reserve Fund, including the payment of premium for the Surety Bond, if applicable, and (iii) paying the costs of issuance of the Bonds, including the payment of premium for the Bond Insurance Policy, if applicable.

"**Purchaser**" shall mean the successful bidder for the Bonds.

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

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

"**Redemption Price**" shall mean, with respect to a Bond, the principal amount of such Bond plus the applicable premium, if any, payable upon redemption thereof in the manner contemplated in accordance with its terms pursuant to the provisions hereof.

"**Registered Owner**" shall mean the person whose name shall appear in the registration records of the City maintained by the Transfer Agent.

"**Reserve Fund Credit Facility**" if applicable, means an irrevocable and unconditional letter of credit, insurance policy or surety bond, the terms of which have been approved by the City, issued by a bank or other financial institution, which is acceptable to the City.

"**Revenue Fund**" shall mean the revenue fund provided for in the Bond Resolution and described and provided for in the 2007 Resolution for the 2007 Bonds as the City's Water, Sewer and Fire Protection Revenue Fund and utilized in connection with the 2016 Bonds and the Bonds.

"**Revenues**" shall mean all payments, proceeds, fees, charges, rents and all other income derived by or for the account of the City from its ownership and operation of the System, excluding all acreage, front-footage, assessment and similar fees and charges derived by the City in connection with the provision of or payment for capital improvements constituting a part of the System.

"**Securities Depository**" shall mean The Depository Trust Company 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**" shall mean 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.

"**SRF Loans**" shall mean the State Revolving Fund Loans, existing on the date of the issuance of the Bonds, from the State to the City under Sections 49-17-1 *et seq.*, Mississippi Code of 1972, as amended from time to time, which SRF Loans have a lien on Revenues of the System; however, the debt service for the SRF Loans is collected by the Mississippi Department of Revenue by diverting sales tax collections prior to remittance of the sales tax to the City and then subsequently reimbursed to the City from the Revenues of the System.

"**State**" shall mean the State of Mississippi.

"**Surety Bond**" if applicable, means the Reserve Fund Credit Facility issued by the Bond Insurer guaranteeing certain payments into the 2020 Debt Service Reserve Fund with respect to the Bonds as provided therein and subject to the limitations set forth therein.

"**Surety Bond Provider**" if applicable, shall mean the Bond Insurer.

"**System**" shall mean the Combined Water and Sewer System of the City.

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

"**2007 Bonds**" shall mean the City of Southaven, Mississippi Combined Water and Sewer System Revenue Bonds, Series 2007, dated August 1, 2007, issued under the 2007 Resolution in the aggregate principal amount of $5,400,000, of which zero (-0-) remains outstanding.

"**2007 Resolution**" shall mean the bond resolution, adopted by the Governing Body of the City on August 7, 2007, as amended September 4, 2007 in connection with the 2007 Bonds.

"**2016 Bond Resolution**" shall mean the resolution adopted by the Governing Body on March 1, 2016, which authorized and directed the issuance of the 2016 Bonds.

"**2016 Bonds**" shall mean the City's $13,350,000 Combined Water and Sewer System Revenue Refunding Bonds, Series 2016, dated May 3, 2016.

"**2016 Debt Service Fund**" shall mean the fund created and established in the 2016 Bond Resolution for the 2016 Bonds and bonds issued on parity therewith, including the Bonds, and maintained by the City and described in Section 14(c) herein.

"**2020 Bond Fund**" shall mean the fund created and established herein for the Bonds as described in Section 14(c) herein.

"**2020 Contingency Fund**" shall mean the fund created and established herein for the Bonds as described in Section 14(f) herein.

"**2020 Construction Fund**" shall mean the City of Southaven, Mississippi Combined Water and Sewer System Revenue Bonds, Series 2020 Construction Fund provided for in Section 17 herein.

"**2020 Debt Service Reserve Fund**" shall mean the debt service reserve fund provided for in Section 14(d) of the Bond Resolution securing the Bonds.

"**2020 Depreciation Fund**" shall mean the fund created and established herein for the Bonds as described in Section 14(e) herein.

(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 Governing Body is authorized under the provisions of the Act to issue its $4,710,000 Combined Water and Sewer System Revenue Bonds, Series 2020 to provide funds for the Project. It is advisable and in the public interest to issue the Bonds for the purpose stated herein.

3. The estimated cost of the Project to be funded with bond proceeds is $4,710,000.

4. The City is authorized under the provisions of the Act to issue its Bonds to provide funds for the Project, said Bonds to be payable solely from Net Revenues.

5. The Governing Body adopted a resolution on September 1, 2020 (the "**Intent Resolution**") declaring its intention to issue either (a) issue tax-exempt or taxable Combined Water and Sewer System Revenue Bonds of the City in the principal amount of not to exceed $8,000,000, in one or more series, to provide funds for the City Project and/or (b) enter into the Loan with the Bank secured by the Note pursuant to the Act, for the purposes herein stated, and for the Bank to issue its Bank Bonds to finance the Loan and the Note to fund the Project.

6. The Governing Body found, determined and adjudicated that it is necessary that Bond or a Note of the City be issued in the amount, for the purpose and secured as aforesaid, declared its intention to issue said Bonds or Note, and fixed October 6, 2020, as the date on which it proposed to direct the issuance of said Bonds or Note, prior to which date any protest to be made against the issuance of such Bonds or Note was required to be filed on or before 3:00 o'clock p.m. on October 2, 2020.

7. As required by law and as directed by the Intent Resolution, the Intent Resolution was published once a week for at least three consecutive weeks in the *Desoto Times-Tribune*, a newspaper published in the City and having a general circulation in the City, and being a qualified newspaper under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended, the last such publication having been made not more than ten (10) days prior to October 2, 2020, said resolution having been published on September 10, 17 and 24, 2020.

8. As on or prior to the hour of 3:00 o'clock p.m. on October 2, 2020, said date being not more than ten (10) days prior to the date hereinabove set forth as the deadline for the filing of objection or protest, no petition objecting to and protesting against such revenue bonds or note, nor any other objection of any kind or character against the issuance of the revenue bonds or note described in the Intent Resolution had been filed or presented by the qualified voters of said City on or before 3:00 o'clock p.m. on October 2, 2020, and as has previously been adjudicated pursuant to the aforesaid resolution adopted on October 6, 2020, the Governing Body is now authorized to issue the Bonds for the Project.

9. The Bonds are not private activity bonds as such term is defined in Section 141 of the Code.

10. The Code provides that non-compliance with the provisions thereof may cause interest on obligations to become taxable retroactive to the initial date of issuance and provides that the tax-exempt status of interest on obligations such as the Bonds is contingent on a number of future actions by the City. It is necessary to make certain covenants pertaining to the exemption of the interest on the Bonds from federal income taxes since such exemption may depend, in part, upon continuing compliance by the City with certain requirements with the Code.

11. The Governing Body now finds and determines that it is necessary, advisable and in the public interest that the Bonds in the principal amount of $4,710,000.

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

SECTION 1. The Bonds are hereby authorized, ordered, and directed to be issued in the principal amount of Four Million Seven Hundred Ten Thousand Dollars ($4,710,000) to raise money for the Project. The principal of and the interest on the Bonds shall be payable in accordance with and as authorized by this Bond Resolution and the Act.

SECTION 2. (a) Payments of interest on the Bonds shall be made to the Record Date Registered Owner, and payments of principal shall be made upon presentation and surrender thereof at the principal office of the Paying Agent to the Record Date Registered Owner in lawful money of the United States of America.

(b) The Bonds shall be registered as to both principal and interest, shall be dated the date of delivery thereof, shall be issued in the principal denomination of $5,000 each, or integral multiples thereof up to the amount of a single maturity; shall be numbered from one (1) upward in the order of issuance; shall bear interest from the date thereof at the rate or rates hereafter specified, payable semi-annually on May 1 and November 1 of each year (each an "**Interest Payment Date**"), commencing May 1, 2021; and shall mature and become due and payable on November 1 in the years and in the principal amounts and as follows:

YEAR	AMOUNT	YEAR	AMOUNT
2021	$380,000	2027	$440,000

2022	385,000	2028	450,000
2023	395,000	2029	460,000
2024	405,000	2030	470,000
2025	415,000	2031	485,000
2026	425,000		

(c) The Bonds maturing on November 1, 2026, and thereafter, are subject to redemption prior to their stated dates of maturity at par, plus accrued interest to the date of redemption, either in whole, or in part, on any date on or after November 1, 2025.

(d) Notice of redemption identifying the numbers of Bonds or portions thereof to be redeemed shall be given to the Registered Owners thereof by first class mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption. Failure to mail or receive any such notice, or any defect therein or in the mailing thereof, shall not affect the validity of any proceedings for the redemption of Bonds. Any notice mailed as provided herein shall be conclusively presumed to have been given, irrespective of whether received. If such written notice of redemption is made and if due provision for payment of the redemption price is made, all as provided above, the Bonds which are to be redeemed thereby automatically shall be deemed to have been redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the owner to receive the redemption price out of the funds provided for such payment. If at the time of mailing of any notice of redemption, there shall not be on deposit with the Paying Agent sufficient moneys to redeem all of the Bonds called for redemption, such notice shall state that it is subject to the deposit of moneys with the Paying Agent not later than on the redemption date and shall be of no effect unless such moneys are deposited.

(e) The Bonds, for which the payment of sufficient moneys or, to the extent permitted by the laws of the State, (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) State and Local Government Series ("**SLGS**") Securities, 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 3. (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 3. 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 each separate maturity (whether serially or by term) of the Bonds and registered in the name of the Securities Depository, the Securities Depository Nominee and the DTC 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 DTC participants and the Indirect Participants pursuant to rules and procedures established by the Securities Depository, the DTC participants and the Indirect Participants. The principal of and any premium on each Bond shall be payable to the 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 DTC 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 DTC 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 DTC 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 City, 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 City may at any time elect with the prior written consent of the Purchaser (i) to provide for the replacement of any Securities Depository as the depository for the Bonds with another qualified Securities Depository, or (ii) to discontinue the maintenance of the Bonds under a Book-Entry System. In such event, and upon being notified by the City of such election, the Paying Agent shall give 30 days' prior notice of such election to the Securities Depository (or such fewer number of days as shall be acceptable to such Securities Depository).

(d) Upon the discontinuance of the maintenance of the Bonds under a Book-Entry System, the City will cause Bonds to be issued directly to the Beneficial Owners of Bonds, or their designees, as further described below. In such event, the Paying Agent shall make provisions to notify DTC participants and the Beneficial Owners of the Bonds, by mailing an appropriate notice to the Securities Depository, or by other means deemed appropriate by the Paying Agent in its discretion, that Bonds will be directly issued to the Beneficial Owners of Bonds as of a date set

forth in such notice, which shall be a date at least ten (10) days after the date of mailing of such notice (or such fewer number of days as shall be acceptable to the Securities Depository).

(e) In the event that Bonds are to be issued to the Beneficial Owners of the Bonds, or their designees, the City shall, at its expense, promptly have prepared Bonds in certificate form registered in the names of the Beneficial Owners of Bonds shown on the records of the DTC participants provided to the Paying Agent, as of the date set forth in the notice described above. Bonds issued to the Beneficial Owners, or their designees, shall be in fully registered form substantially in the form set forth in Section 6 hereof.

(f) If any Securities Depository is replaced as the depository for the Bonds with another qualified Securities Depository, the City will issue to the replacement Securities Depository Bonds substantially in the form set forth herein, registered in the name of such replacement Securities Depository.

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

(h) Notwithstanding any other provision of this Bond Resolution, on or prior to the date of issuance of the Bonds, the City shall have executed and delivered to the initial Securities Depository the Letter of Representations governing various matters relating to the Securities Depository and its activities pertaining to the Bonds. The terms and provisions of the Letter of Representations are incorporated herein by reference and in the event there shall exist any inconsistency between the substantive provisions of the 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.

(i) 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 4. (a) When the Bonds shall have been validated, if applicable, and executed as herein provided, they shall be registered as an obligation of the City in the office of the Clerk in a record maintained for that purpose, and the Clerk shall cause to be imprinted upon the reverse side of, or an attachment thereto, each of the Bonds, over his manual or facsimile signature and manual or facsimile seal, his certificate in substantially the form set out in Section 6 hereof.

(b) The Bonds shall be executed by the manual or facsimile signature of the Mayor and countersigned by the manual or facsimile signature of the Clerk, with the seal of the City imprinted or affixed thereto; provided, however, all signatures and seals appearing on the Bonds, other than the signatures of an authorized officer of the Paying 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 City 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 the Purchaser upon payment of the purchase price therefor in accordance with the terms and conditions of their sale and award, together with a complete certified transcript of the proceedings had and done in the matter of the authorization, issuance, sale and validation, if applicable, of the Bonds, and the final, unqualified approving opinion of Bond Counsel, which opinion shall be imprinted on, or attached to, the reverse of each of the Bonds.

(d) Prior to or simultaneously with the delivery by the Paying Agent of any of the Bonds, the City shall file with the Paying 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 Paying Agent, signed by the Mayor or Clerk, to authenticate and deliver the Bonds to the Purchaser.

(e) The Paying Agent shall authenticate the Bonds and deliver them to the Purchaser upon payment of the purchase price of the Bonds to the City.

(f) Certificates, blank as to denominations, rate of interest, date of maturity and CUSIP number and sufficient in quantity in the judgment of the City to meet the reasonable transfer and reissuance needs on the Bonds, shall be printed and delivered to the Paying Agent in generally-accepted format, and held by the Paying Agent until needed for transfer or reissuance, whereupon the Paying 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. Subject to the approval of the Governing Body, the Paying Agent is hereby authorized to have printed from time to time as necessary additional certificates bearing the manual or facsimile seal of the City and manual or facsimile signatures of the person who were the officials of the Governing Body as of the date of original issue of the Bonds.

SECTION 5. (a) The City authorizes the Mayor and City Clerk to appoint the Paying and Transfer Agent for the Bonds after receiving the recommendation of the successful bidder subject to the following conditions. The Paying and Transfer Agent shall be a bank, trust company, or national banking association located within the State 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 state regulatory authorities under the jurisdiction of which it falls.

(b) So long as any of the Bonds shall remain outstanding, the City 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 of the Bonds entitled to registration or transfer.

(c) The City shall pay or reimburse the Agent 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 City 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 City 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 its 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 City, and may be removed from either or both of said functions at any time by resolution of the Governing Body delivered to the Agent. The resolution shall specify the date on which such removal shall take effect and the name and address of the successor Agent, and shall be transmitted to the Agent being removed within a reasonable time prior to the effective date thereof. Provided, however, that no resignation or removal of an Agent shall become effective until a successor Agent has been appointed pursuant to this Bond Resolution.

(ii) Upon receiving notice of the resignation of an Agent, the City 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 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 City 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 City 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 instrument shall, on request, be executed, acknowledged and delivered by the City.

(vii) The City 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.

(ix) 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 City or the successor Agent, anything herein to the contrary notwithstanding, provided only that such successor Agent shall be satisfactory to the City and eligible under the provisions of Section 5(d)(iv) hereof.

SECTION 6. The Bonds shall be in substantially the following form, with such appropriate variations, omissions, and insertions as are permitted or required by this Bond Resolution:

[BOND FORM]

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Paying Agent 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
CITY OF SOUTHAVEN
COMBINED WATER AND SEWER SYSTEM REVENUE BOND
SERIES 2020

NO. _____ **$** _____

Rate of Interest	Maturity	Date of Original Issue	CUSIP
%	November 1,		

Registered Owner:

Principal Amount: **DOLLARS**

The City of Southaven, DeSoto County, State of Mississippi (the "City"), 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 _____, _____,

_____, or its successor, as paying agent (in such capacity, the "**Paying Agent**") for the Combined Water and Sewer System Revenue Bonds, Series 2020, of the City (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 City maintained by _____, _____, _____, or its successor, as transfer agent for the Bonds (the "**Transfer Agent**"), as of the 15th day of the calendar month preceding the maturity date hereof.

The City 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 May 1 and November 1 of each year (each an "**Interest Payment Date**"), commencing May 1, 2021, until said principal sum is paid, to the Registered Owner hereof who shall appear in the registration records of the City 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 his address as it appears on such registration records. The Registered Owner hereof may change such address by written notice to the Transfer Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Transfer Agent, such notice to be received by the Transfer Agent not later than the 15th day of the calendar month preceding the applicable principal or Interest Payment Date.

This Bond is one of a series of Bonds of like date of original issue, tenor and effect, except as to denomination, number, rate of interest and date of maturity, issued in the aggregate authorized principal amount of Four Million Seven Hundred Ten Thousand Dollars ($4,710,000) to raise money for the purpose of providing funds for (i) the improvement, repair and extension of the Combined Water and Sewer System of the City, (ii) funding the 2020 Debt Service Reserve Fund, including the payment of premium for the Surety Bond, if applicable, and (iii) paying the costs of issuance of the Bonds, including the payment of premium for the Bond Insurance Policy, if applicable.

This Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, particularly Section 21-27-23 and Sections 21-27-41 through 21-27-69 of the Mississippi Code of 1972, as amended and supplemented from time to time, and by the further authority of proceedings duly had by the Mayor and Board of Aldermen of the City, including a resolution adopted on October 20, 2020 (the "**Bond Resolution**").

The Bonds maturing on November 1, 2026, and thereafter, are subject to redemption prior to their stated dates of maturity at par, plus accrued interest to the date of redemption, either in whole, or in part, on any date on or after November 1, 2025.

Notice of redemption identifying the numbers of Bonds or portions thereof to be redeemed shall be given to the Registered Owners thereof by first class mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption. Failure to mail or receive any such notice, or any defect therein or in the mailing thereof, shall not affect the validity of any proceedings for the redemption of Bonds. Any notice mailed as provided herein shall be conclusively presumed to have been given, irrespective of whether received. If such written notice of redemption is made and if due provision for payment of the redemption price is made, all as provided above, the Bonds which are to be redeemed thereby automatically shall be deemed to have been redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the owner to receive the redemption price out of the funds provided for such payment. If at the time of mailing of any notice of redemption, there shall not be on deposit with the Paying Agent sufficient moneys to redeem all of the Bonds called for redemption, such notice shall state that it is subject to the deposit of moneys with the Paying Agent not later than on the redemption date and shall be of no effect unless such moneys are deposited.

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 his attorney duly authorized in writing at the principal office of the Paying 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 City 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 City nor the Paying Agent shall be affected by any notice to the contrary.

The principal of and interest on the Bonds shall be payable solely from the Net Revenues derived from the operation of the Combined Water and Sewer System of the City (the "**System**"), subject to the parity lien

of the City's $13,350,000 Combined Water and Sewer System Revenue Refunding Bonds, Series 2016, dated May 3, 2016. The Bonds do not constitute an indebtedness of the City within the meaning of any constitutional or statutory restriction, limitation or provision, and the taxing power of the City is not pledged to the payment hereof, either as to principal or interest. System Revenues shall be deposited in the Revenue Fund and then transferred to the 2020 Bond Fund for the payment of principal and interest on the Bonds.

THE BOND RESOLUTION PROVIDES THAT UNDER CERTAIN CIRCUMSTANCES, ADDITIONAL BONDS MAY BE ISSUED BY THE CITY ON PARITY WITH THE BONDS AND THE 2016 BONDS AND SECURED BY A PARITY LIEN ON NET REVENUES OF THE SYSTEM AND PAYABLE RATABLY FROM SUCH NET REVENUES ALONG WITH THE BONDS AND THE 2016 BONDS.

The City covenants and agrees that it will perform all duties required by law and by the Bond Resolution; that it will apply the proceeds of this Bond to the purposes above set forth; that, as long as this Bond is outstanding, it will operate and maintain the System; that it will fix and maintain rates and make and collect charges for the services of the System, without regard to the user thereof, sufficient to provide for the operation and maintenance of the System in good repair and working order, to provide for the payment of the principal of and interest on this Bond, the 2016 Bonds and the 2020 Bonds as all shall mature and accrue, and to provide for a debt service reserve fund, a depreciation fund and a contingent fund, all as set forth in the Bond Resolution; and that such an amount of the Net Revenues of the System remaining after paying the expense of operating and maintaining the System and debt service on the SRF Loans and DWI Loans as will maintain a 2020 Bond Fund on this Bond, the 2016 Bonds and the 2020 Bonds, as the same shall mature and accrue, is hereby irrevocably pledged to said purpose.

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 this Bond, in order to make the same a legal and binding limited obligation of the City, according to the terms hereof, do exist, have happened and have been performed in regular and due time, form and manner as required by law.

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.

Terms capitalized herein shall have the same meaning as in the Bond Resolution, unless otherwise expressly provided herein.

IN WITNESS WHEREOF, the City has caused this Bond to be executed in its name by the manual or facsimile signature of the Mayor of the City, countersigned by the manual or facsimile signature of the Clerk of the City, under the manual or facsimile seal of the City, which said manual or facsimile signatures and seal said officials adopt as and for their own proper signatures and seal.

CITY OF SOUTHAVEN, MISSISSIPPI

BY: _____
Mayor

COUNTERSIGNED:

_____
City Clerk

(SEAL)

There shall be printed in the lower left portion on the face of the Bonds, or attached thereto, a registration and authentication certificate in substantially the following form:

CERTIFICATE OF REGISTRATION AND AUTHENTICATION

This Bond is one of the Bonds described in the within mentioned Bond Resolution and is one of the Combined Water and Sewer System Revenue Bonds, Series 2020, of the City of Southaven, Mississippi.

_____
_____, _____
as Paying Agent

BY: _____
Authorized Officer

Date of Registration and Authentication: _____

There shall be printed on the reverse of the Bonds, or attached thereto, a registration and validation certificate and an assignment form in substantially the following form:

REGISTRATION AND VALIDATION CERTIFICATE

STATE OF MISSISSIPPI
DESOTO COUNTY
CITY OF SOUTHAVEN

I, the undersigned City Clerk of the City of Southaven, Mississippi, do hereby certify that the within Bond has been duly registered by me as an obligation of said City 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 DeSoto County, Mississippi, rendered on the _____ day of _____, 2020.

_____
City Clerk

[STATEMENT OF INSURANCE

_____ ("_____"), New York, New York, has delivered its municipal bond insurance policy (the "**Policy**") with respect to the scheduled payments due of principal of and interest on the Bonds, to _____ Bank, _____, Mississippi, or its successor, as paying agent for the Bonds (the "**Paying Agent**"). Said Policy is on file and available for inspection at the principal office of the Paying Agent and a copy thereof may be obtained from ___ or the Paying Agent. All payments required to be made under the Policy shall be made in accordance with the provisions thereof. By its purchase of Bonds, the owner acknowledges and consents (i) to the subrogation and all other rights of ___ as more fully set forth in the Policy and (ii) that upon the occurrence and continuance of a default or an event of default under the Bond Resolution or this Bond, ___ shall be deemed to be the sole owner of the Bonds for all purposes and shall be entitled to control and direct the enforcement of all rights and remedies granted to the owners of the Bonds or the trustee, paying agent, registrar or similar agent for the benefit of such owners under the Bond Resolution, at law or in equity.]

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, 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:_____

[End of Bond Form.]

SECTION 7. In case any Bond shall become mutilated or be stolen, destroyed, or lost, the City 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 City in connection therewith, and in case of a Bond stolen, destroyed, or lost, his filing with the City or Paying Agent evidence satisfactory to them that such Bond was stolen, destroyed or lost, and of his ownership thereof, and furnishing the City or Paying 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. The provision of this Section 7 shall not apply if the Book-Entry System is in effect.

SECTION 8. 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 Paying Agent, shall be entitled to the rights, benefits, and security of this Bond Resolution. No such 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 Paying Agent, which executed certificate shall be conclusive evidence of registration, authentication, and delivery under this Bond Resolution. The Paying Agent's certificate of registration and authentication on any such Bond shall be deemed to have been duly executed if signed by an authorized officer of the Paying 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 9. (a) In the event the Purchaser shall fail to designate the names, addresses, and social security or tax identification numbers of the Registered Owners of the Bonds within thirty (30) days of the date of sale, or at such other later date as may be designated by the City, one Bond registered in the name of the Purchaser may be issued in the full amount of each maturity. Ownership of the Bonds shall be in the Purchaser until the initial Registered Owner has made timely payment and, upon request of the Purchaser within a reasonable time of the initial delivery of the Bonds, the Paying Agent shall re-register any such Bond upon its records in the name of the Registered Owner to be designated by the Purchaser in the event timely payment has not been made by the initial Registered Owner.

(b) Except as hereinabove provided, the Person in whose name any of the Bonds shall be registered in the records of the City maintained by the Paying 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 of the Bonds 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 any of the Bonds to the extent of the sum or sums so paid.

SECTION 10. (a) The Bonds shall be transferable only in the registration records of the City, 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 his or its attorney duly authorized in writing. Upon the transfer of any of the Bonds, the City, 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 any of the Bonds is exercised, the Transfer Agent shall authenticate and deliver said Bonds in accordance with the provisions of this Bond Resolution.

SECTION 11. (a) Payment of principal on the Bonds shall be made, upon presentation and surrender thereof at the principal office of the Paying Agent, to the Record Date Registered Owner thereof whose name shall appear in the registration records of the City 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 City 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 acceptable to by the Transfer Agent, such notice to be received by the Transfer Agent not later than the Record Date preceding the applicable principal or interest payment date to be effective as of such date.

SECTION 12. The Bonds are special obligation bonds of the City and are secured by a lien on Net Revenues of the System and are payable from Net Revenues and any other security pledged for the Bonds. The principal of and interest on the Bonds shall be payable solely from gross Revenues and shall be subject to the prior payment of the reasonable and necessary expense of operating and maintaining the System and debt service on the SRF Loans and DWI Loans. The Bonds shall not constitute an indebtedness of the City within the meaning of any constitutional or statutory restriction, limitation or provision, and the taxing power of the City is not pledged to the payment of the Bonds, either as to principal or interest. The Bonds are issued on parity with the 2016 Bonds and any Additional Bonds and satisfy the requirements for the issuance of Additional Bonds under the 2016 Bond Resolution.

SECTION 13. From and after the issuance and delivery of the Bonds, the System shall be operated on a Fiscal Year basis, commencing on the first day of October, and ending on the last day of September in the following year; provided, however, that the Fiscal Year may be changed upon written notice to the Registered Owners.

SECTION 14. All Revenues shall be set aside as collected and shall be deposited into the Revenue Fund utilized in connection with the 2007 Bonds and bonds issued on parity with the 2007 Bonds, including the 2016 Bonds and the Bonds. Moneys in said fund shall not be subject to lien or attachment by any creditor of the City and shall be set aside for, allocated to and deposited by the Clerk to the extent available in the following order of preference in the following separate and special funds, created pursuant to the 2016 Bond Resolution and this Bond Resolution, as applicable, without further direction of or action by the Governing Body or other authority of the City:

(a) On the first business day of each month, commencing in the first month after delivery of the Bonds, there shall be deposited into the Operation and Maintenance Fund created by the 2007 Resolution for the 2007 Bonds and bonds issued on a parity therewith, including the 2016 Bonds and the Bonds, an amount which will provide for the payment of the Current Expenses to be paid during such calendar month, and, in the event that the aggregate amounts deposited into such fund pursuant to this subsection (a) during the preceding months shall have been insufficient to pay all such expenses, an amount sufficient to repay such deficiencies.

(b) To the City such amount necessary to reimburse the general fund of the City for debt service due on the SRF Loans and DWI Loans deducted by the Mississippi Department of Revenue from the sales tax rebate to the City.

(c) On the first business day of each month, commencing in the first month after the delivery of the Bonds, there shall be deposited into (i) the 2016 Debt Service Fund an amount which, together with equal subsequent monthly deposits on the first business day of each successive month, will provide a sum equal to the amount necessary to pay interest and principal due and payable through the date on which the next installment of principal on the 2016 Bonds is due; and (ii) the 2020 Bond Fund an amount which, together with equal subsequent monthly deposits on the first business day of each successive month, will provide a sum equal to the amount necessary to pay interest and principal due and payable through the date on which the next installment of principal on the Bonds is due. If in any month, the Net Revenues are insufficient to provide for the total amount of principal and interest to be set aside as required by the Bond Resolution and the 2016 Bond Resolutions, such Net Revenues shall be divided on a pro rata basis among each outstanding series of Bonds. Any deficiency in the debt service funds for the Bonds shall be funded in subsequent months.

(d) Provided, that in addition to the moneys required to be paid into the 2020 Bond Fund, the 2020 Debt Service Reserve Fund, which fund is hereby created, shall be maintained in order to meet any deficiency in the 2020 Bond Fund in future years. In order to fully fund the 2020 Debt Service Reserve Fund, the Clerk shall immediately upon delivery of the Bonds deposit an amount or a Reserve Fund Credit Facility which will be equal to the Debt Service Reserve Fund Requirement, at which amount the 2020 Debt Service Reserve Fund shall thereafter be maintained by such future payments as may be necessary for that purpose. Notwithstanding any other provision contained herein, upon the determination of any

deficiency in the total amount on deposit in the 2020 Debt Service Reserve Fund, the full amount of such deficiency shall be fully funded within one (1) year of such determination. The 2020 Debt Service Reserve Fund shall be used only to pay maturing principal and accruing interest, or both, on the Bonds and only whenever and to the extent that funds otherwise available in the 2020 Bond Fund are insufficient for that purpose. No funds paid into the 2020 Debt Service Reserve Fund shall be used to prepay the principal unless such prepayment is for the entire balance of the principal amount of the Bonds. If the amount on deposit in the 2020 Debt Service Reserve Fund as valued on the last day of any Bond Year is more than the Debt Service Reserve Fund Requirement, the amount of such excess shall be transferred to the 2020 Bond Fund. It is anticipated that initially, the 2020 Debt Service Reserve Fund will be funded with a Surety Bond equal to the Debt Service Reserve Fund Requirement issued by the Bond Insurer which shall meet the requirements of the Reserve Fund Credit Facility. If the 2020 Debt Service Reserve Fund is not funded with a Surety Bond, the Clerk shall immediately upon delivery of the Bonds deposit an amount equal to the Debt Service Reserve Fund Requirement in the 2020 Debt Service Reserve Fund with cash reserves and/or moneys currently held by the City.

(e) There is hereby created the 2020 Depreciation Fund. In order to fully fund the 2020 Depreciation Fund which is hereby created, the Clerk shall immediately upon delivery of the Bonds deposit the sum of Five Thousand Dollars ($5,000) from the proceeds of the Bonds, which sum shall thereafter be maintained in such fund by such future payments as may be necessary for that purpose. Notwithstanding any other provision contained herein, upon the determination of any deficiency in the total amount on deposit in the 2020 Depreciation Fund, the full amount of such deficiency shall be fully funded within one (1) year of such determination. The 2020 Depreciation Fund shall be used for the purpose of paying the cost of replacing such parts of the System as may need replacement in order to keep the System operating in an economical and efficient manner upon written certification by the Consulting Engineers to the Governing Body certifying the necessity for such expenditure and concurring in the necessity for such expenditure from the 2020 Depreciation Fund; provided, however, that in the event the funds otherwise established for the payment of the principal of and interest on the Bonds should be insufficient for said purpose, then and in that event, to the extent of any such insufficiency, the amount necessary to pay accruing interest and to provide for the payment of the principal as set forth in subparagraph (c) of this section shall be drawn from the 2020 Depreciation Fund and shall be used, together with funds otherwise available, to pay such accruing interest and to provide for the payment of principal as set forth in subparagraph (c) of this section.

(f) There is hereby created the 2020 Contingent Fund. In order to fully fund the 2020 Contingent Fund, the Clerk shall immediately upon delivery of the Bonds deposit the sum of Five Thousand Dollars ($5,000) from the proceeds of the Bonds, which sum shall thereafter be maintained in such fund by such future payments as may be necessary for that purpose. Notwithstanding any other provision contained herein, upon the determination of any deficiency in the total amount on deposit in the 2020 Contingent Fund the full amount of such deficiency shall be fully funded within one (1) year of such determination. The 2020 Contingent Fund shall be used for the purpose of paying the cost of unforeseen contingencies arising in the operation and maintenance of the System, including the construction of reasonable and proper improvements, betterments, and extensions thereto upon written certification by the Consulting Engineers to the Governing Body certifying the necessity for such expenditure and concurring in the necessity for such expenditure from the 2020 Contingent Fund; provided, however, that in the event the funds otherwise established by the Resolution for the payment of the principal of and interest on the Bonds should be insufficient for said purpose, then and in that event, to the extent of any such insufficiency, the amount necessary to pay accruing interest and to provide for the payment of the principal as set forth in subparagraph (c) of this section shall be drawn from the 2020 Contingent Fund and shall be used, together with funds otherwise available, to pay such accruing interest and to provide for the payment of principal as set forth in subparagraph (c) of this section.

The moneys in the foregoing funds shall be held separate and apart from all other funds of the City and shall be applied in the manner provided in the Bond Resolution and in the 2016 Bond Resolution, and, pending such application, except for the Operation and Maintenance Fund, shall be subject to a lien and charge in favor and for the security of Registered Owners of the Bonds and the 2016 Bonds until paid out or transferred as provided in the Bond Resolution and the 2016 Bond Resolution. Any surplus Revenues remaining after all deposits and transfers required by the Bond Resolution shall be used solely for purposes pertaining to the System or otherwise allowed by the Act.

SECTION 15. If Revenues shall be insufficient at any time to make the payments or deposits from the Revenues required by Section 14 hereof, the deficiency shall be made good by additional

payments to be made out of the first available Revenues received during any succeeding month or months. Whenever and as long as sums actually on deposit in the 2020 Bond Fund, including the 2020 Debt Service Reserve Fund therein, shall equal the outstanding principal amount of the Bonds, plus the amount of all interest due thereon until the respective maturity dates of the Bonds, no further deposits need be made into said funds.

SECTION 16. All sums in the funds referred to in Section 14 hereof shall be kept on deposit in bank accounts separate from all other bank accounts of the City in a bank or banks having Federal Deposit Insurance Corporation insurance of its accounts and at all times shall be continuously secured as provided by the laws of the State for other funds of the City, or, in the discretion of the Governing Body, may be invested as directed in the 2016 Bond Resolution and this Bond Resolution, as applicable, in investments authorized under the laws of the State as may now be or hereafter become applicable. Such investments shall mature or be redeemable prior to the time the funds so invested will be needed for expenditure. Any interest or other income received from investments shall accrue to and be deposited in the fund which generated such income or to which such income is attributable and applied toward the purposes set forth in such fund.

SECTION 17. (a) Principal proceeds in the amount of Four Million Seven Hundred Ten Thousand Dollars ($4,710,000) derived from the sale of the Bonds, less amounts deposited to the 2020 Contingent Fund, the 2020 Depreciation Fund, the 2020 Debt Service Reserve Fund, if applicable, or used to pay the premium for the Bond Insurance Policy and/or the Surety Bond shall be deposited in the 2020 Construction Fund hereby created by this Bond Resolution and shall be applied solely and only for the purpose for which the Bonds are herein directed to be issued for the Cost of the Construction Project. Any income received from investment of monies in the 2020 Construction Fund shall be deposited in the 2020 Construction Fund during the construction period for the Construction Project or into the 2020 Bond Fund for the payment of debt service on the Bonds during the construction period for the Construction Project.

(b) Said proceeds deposited into the 2020 Construction Fund shall be disbursed only upon proper warrant issued pursuant to certification by the Consulting Engineers stating that:

(i) the purpose for which the payment is to be made is a Cost of the Construction Project within the scope of the work contemplated by this Bond Resolution;

(ii) the work done is, or the materials furnished are, in accordance with the contract therefor (if such work is done or such materials are furnished under a contract), or such work is or that such materials are suitable for the intended purpose (if such payments are not covered by an express contract); and

(iii) the amount of such payment is in accordance with the contract or is reasonable. Nothing herein shall be construed to prohibit the payment from the 2020 Construction Fund without such a certificate of a portion or all of the expenses necessarily incident to the costs of issuance and sale of the Bonds. Said cost of issuance expenses approved by the City is hereby authorized to be paid at Closing without further authorization or approval of the Governing Body.

Nothing herein shall be construed to prohibit the payment from the 2020 Construction Fund without such a certificate of a portion or all of the expenses necessarily incident to the costs of issuance and sale of the Bonds. Said costs of issuance expenses are hereby authorized to be paid after the Closing as provided herein.

(c) Any balance remaining in the 2020 Construction Fund after the Construction Project has been completed, and all related costs and expenses paid, shall be deposited into the 2020 Bond Fund and expended in accordance with State law.

SECTION 18. The City covenants and agrees with the Registered Owners that it will perform or cause to be performed all duties with respect to the operation and maintenance of the System and with respect to the fixing, maintaining and collecting of the rates, fees, and charges for the services thereof, the establishing of the funds herein referred to, and all other matters and things required by law and by this Bond Resolution, and that it will do or cause to be done, in apt time and season, each and every official act necessary for the payment of the principal of and the interest on the Bonds as the same shall mature and accrue.

SECTION 19. The City further covenants with the Registered Owners as follows:

(a) As long as any of the Bonds are outstanding and unpaid, it will operate and maintain the System, or cause the System to be operated and maintained.

(b) As long as any of the Bonds are outstanding and unpaid, it will fix and maintain rates and make and collect charges for the use and service of the System which will at all times provide Net Revenues sufficient: (i) to pay the Current Expenses of the System, (ii) to provide one hundred ten per centum (110%) of the amount of the maximum Principal and Interest Requirements for the current Bond Year on account of the Bonds then outstanding and (iii) to fund the 2020 Debt Service Reserve Fund, the 2020 Depreciation Fund and the 2020 Contingent Fund as provided in Section 14 hereof.

(c) If the Net Revenues in any Fiscal Year as shown by the City's audit are less than the total amount set forth in subsection (b) of this Section, then it shall, as promptly as possible, request the Consulting Engineers to make recommendations as to a revision of such rates, fees, and charges or methods of operating the System which will result in producing the required amount in the following Fiscal Year. Upon receipt of such recommendations the City shall, subject to applicable requirements imposed by law, immediately revise such rates, fees, and charges and take such other actions respecting the methods of operation of the System as shall in its discretion be deemed necessary.

(d) As long as any of the Bonds shall remain outstanding and unpaid, the City shall carry and maintain all-risk insurance upon all the properties forming a part of the System which may be of an insurable nature, such insurance to be of the type and kind and for such amount or amounts as carried and maintained by other municipalities rendering services of a similar character in similar communities. The proceeds of all such insurance shall be used only for the maintenance and restoration of the System, or for the payment of the principal of and the interest on the 2016 Bonds and the Bonds.

(e) The City shall set up and maintain a proper system of accounts showing the amount of Revenues received from the System and the application thereof. Such accounts shall be separate and distinct from the other accounts of the City and the City, and at least once a year shall be properly audited by independent auditors who shall be certified public accountants. The report of such audit shall be open to the public and to all Registered Owners.

(f) The Registered Owner of any of the Bonds shall be permitted, at all reasonable times, to inspect the System and all records, accounts and data relating thereto, and shall be furnished all data and information relating to the System which may be reasonably requested.

(g) Except as provided for by this Bond Resolution, the City will not create or permit to be created any charge or lien on Net Revenues ranking equal or prior to the charge or lien of the Bonds.

SECTION 20. Prior to the commencement of each Fiscal Year, the Governing Body shall cause to be prepared a budget setting out the estimated receipts and expenditures of the System for the then ensuing Fiscal Year. This budget shall contain:

(a) An estimate of the receipts expected to be derived from the operation of the System;

(b) A statement of the estimated cost of operating the System during the next ensuing Fiscal Year;

(c) A statement of the amount of principal and interest due during the ensuing Bond Year;

(d) A statement of what replacements to the System may be anticipated and the estimated cost thereof;

(e) A statement of the total amount anticipated to be payable from Revenues during the next ensuing Fiscal Year; and

(f) A statement of the amount on deposit in each of the funds referred to in Section 14 of this Bond Resolution.

SECTION 21. Reserved.

SECTION 22. (a) Except as hereafter set forth in subparagraph (b) below, from and after the issuance of the Bonds, no Additional Bonds shall be issued or obligations incurred by the City which are payable in whole or in part from or chargeable to Net Revenues (except obligations incurred in the operation and maintenance of the System), unless such additional bonds or obligations are in all respects junior and subordinate to the Bonds.

(b) The City shall have the right to issue one or more Additional Bond series to be secured by a parity lien on and ratably payable from Net Revenues and any other security pledged to the Bonds, provided in each instance that:

(i) the Net Revenues available for payments of principal and interest on the Bonds for a period of 12 consecutive months during the 18 months preceding the month in which such additional parity bonds are issued must be certified by an accountant to have been at least equal to 110% of the highest annual debt service payments in any succeeding Bond Year with respect to the Bonds, any other outstanding bonds, including the 2016 Bonds, and the bonds proposed to be issued; or in lieu of the foregoing formula, if a new schedule of rates, fees, and charges for the services, facilities and commodities of the System shall have been adopted, then the Net Revenues available for debt service payments (taking into account such new rates) must be certified by an accountant to have been at least equal to 110% of the highest annual debt service payments in any succeeding Bond Year with respect to the Bonds, any other outstanding bonds, including the 2016 Bonds, and the bonds proposed to be issued during the period set forth above;

(ii) the pledge of and lien on the Net Revenues and amounts on deposit from time to time in the 2020 Construction Fund and the 2020 Bond Fund shall be extended for the benefit of the registered owners of the Additional Bonds; and

(iii) the resolution under which the proposed bonds are being issued shall provide for the funding of the increase in the 2020 Debt Service Reserve Fund resulting from the issuance of such Additional Bonds from the proceeds of such Additional Bonds or an additional debt service reserve fund for such Additional Bonds resulting from the issuance of such Additional Bonds from the proceeds of such Additional Bonds or as otherwise allowed by Section 14.

(c) The City hereby covenants and agrees that in the event additional series of parity bonds are issued, it shall:

(i) Adjust the deposits into the 2020 Bond Fund in the following manner: On the first business day of each month, commencing in the first month after the delivery of the additional bonds, there shall be deposited into the 2020 Bond Fund an amount which, after taking into account any amounts already on deposit and equal subsequent monthly deposits on the first business day of each successive month, will provide a sum equal to the amount necessary to pay interest and principal due and payable through the date on which the next installment of principal on the Bonds and the additional bonds is due.

(ii) Adjust the amount of the 2020 Debt Service Reserve Fund to a sum equal to the lesser of the following: (1) the Debt Service Reserve Fund Requirement as calculated for the Bonds, and such additional parity bonds; and (2) the maximum amount which, if deposited therein, in the opinion of nationally recognized bond counsel, would not adversely affect the tax-exempt status of interest on the Bonds and such additional bonds. The additional funds required to provide the lesser of (1) or (2) as set forth in the immediate preceding sentence shall be funded from the proceeds of the additional parity bonds.

(iii) Adjust the maximum amounts to be deposited annually into the 2020 Depreciation Fund and the 2020 Contingent Fund, taking into account the future replacement cost of the facilities and equipment to be constructed or acquired with the proceeds of such additional bonds, by depositing into said funds on the first business day of each month, commencing in the first month after the delivery of such additional parity bonds, such amount, if any, of the balance remaining after making the deposits under clauses (i) and (ii) above (or the entire balance if less than the required amount) as is required by the resolution under which such additional parity bonds are issued.

(d) The City shall have the right to call, subject to the call provisions of the respective bond series, any or all outstanding bonds which may be called at par prior to calling any bonds that are callable at a premium. If it is provided in any subsequently issued series of bonds secured by a parity lien on Net Revenues that excess moneys in the 2016 Debt Service Fund and the 2020 Bond Fund shall be used to redeem bonds in advance of scheduled maturity or if the City, at its option, undertakes to redeem outstanding bonds in advance of scheduled maturity, it is agreed and understood that:

(i) calls of or prepayment on bonds will apply to each series of bonds on an equal pro rata basis (reflecting the proportion of the original amount of each series of bonds outstanding at the time of such call); and

(ii) calls of bonds for each bond series will be in accordance with the call provisions of the respective bond series.

(e) The City may issue bonds junior and subordinate to the Bonds at any time, provided that the issuance of such bonds does not violate any covenant of the City concerning any of its then outstanding bonds.

SECTION 23. (a) The provisions of this Bond Resolution shall constitute a contract between the City and the Registered Owners from time to time of the Bonds, and after the issuance of the Bonds no changes, additions or alterations of any kind shall be made hereto in any manner except upon consent of the Registered Owners of at least sixty-five percent (65%) in principal amount of the Bonds then outstanding, such consent to be evidenced by an instrument or instruments signed by such Registered Owners and duly acknowledged in the manner of a deed for the conveyance of real estate in the State. Such instruments shall contain or be accompanied by proofs of ownership of specified numbers and principal amounts of the Bonds, shall be filed in the office of the Clerk and shall be a public record.

(b) Any and all modifications or alterations made in the manner hereinabove provided shall not become effective until the required consents shall have been filed with the Clerk.

(c) No modifications or alterations to this Bond Resolution shall extend the maturity of or reduce the interest rate on or otherwise alter or impair the obligation to pay the principal of or the interest on any of the Bonds at the time and place and at the rate and in the currency as provided therein, without the express consent of the Registered Owner of any of such Bonds, nor reduce the percentage of the Bonds required for the affirmative vote or written consent to a modification or alteration, nor alter or impair the covenants set forth in Sections 17, 18, and 20 hereof.

SECTION 24. The Bonds shall be payable equally and ratably, without regard to the date when the Bonds actually shall be delivered and shall enjoy parity of lien, one with the other, upon Net Revenues and with the 2016 Bonds.

SECTION 25. (a) Upon the occurrence of an event of default, the Registered Owner of any of the Bonds may, by suit, action, mandamus or other proceedings at law or in equity, enforce and compel performance by the appropriate official or officials of the City of any or all acts and duties to be performed by the City under the provisions of the Act and of this Bond Resolution.

(b) Each of the following constitutes an event of default under this Bond Resolution:

(i) failure by the City to pay any installment of principal or Redemption Price of any Bond at the time required;

(ii) failure by the City to pay any installment of interest on any Bond at the time required;

(iii) failure by the City 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 sixty (60) days after written notice thereof to the City by the Registered Owners of not less than ten percent (10%) in principal amount of the then outstanding Bonds; or

(iv) an Act of Bankruptcy occurs.

(c) If there be any default in the payment of the principal of and interest on the Bonds, any court having jurisdiction in the proper action may, upon petition of the Registered Owners of a majority in principal amount of the Bonds then outstanding, appoint a receiver to administer and operate the System with power to fix rates and collect charges sufficient to provide for the payment of the Bonds and to pay the expense of operating and maintaining the System in conformity with the provisions of the Act and of this Bond Resolution.

SECTION 26. At least five (5) days prior to the due date thereof, the Clerk of the City shall remit to the Paying Agent the sum or sums then becoming due as interest, or principal and interest, on the Bonds, plus the sum then due as the charges of the Paying Agent for its services and responsibility under the terms of this Bond Resolution, which charges shall be expenses of operation and shall be charged to and payable from the Operation and Maintenance Fund referred to in Section 14 of this Bond Resolution.

SECTION 27. The Bonds will be submitted to validation as provided by Sections 31-13-1 to 31-13-11, Mississippi Code of 1972, as amended, and for that purpose the Clerk is hereby authorized and directed to transmit to the State's Bond Attorney a certified copy of all of the legal papers pertaining to the issuance of the Bonds, including transcripts of records, resolutions, proofs of publication, tabulation or votes and all facts pertaining to the issuance of the Bonds.

SECTION 28. If the City shall pay or cause to be paid to the Registered Owners of the Bonds the principal of, premium, if any, and interest to become due with respect thereto at the times and in the manner stipulated therein and herein, and if the City shall keep, perform and observe all and singular the covenants and promises in the Bonds and in this Bond Resolution expressed as to be kept, performed and observed by it or on its part and shall pay or cause to be paid to the Paying Agent all sums of money due or to become due according to the provisions hereof, then the rights of the Registered Owners under the Bond Resolution shall cease, determine and be void, and thereupon the lien of this Bond Resolution on Net Revenues shall be defeased, canceled and discharged.

SECTION 29. The City hereby covenants that it will not make any use of the proceeds of the Bonds or do or suffer any other action that would cause: (i) the Bonds to be "arbitrage bonds" as such term is defined in Section 148(a) of the Internal Revenue Code of 1986, as amended (the "**Code**"), and the Regulations promulgated thereunder; (ii) the interest on the Bonds to be included in the gross income of the Registered Owners thereof for federal income taxation purposes; or (iii) the interest on the Bonds to be treated as an item of tax preference under Section 57(a)(5) of the Code.

SECTION 30. The City hereby covenants as follows:

(a) The City shall timely file with the Ogden, Utah Service Center of the Internal Revenue Service, such information report or reports as may be required by Section 148(f) and 149(e) of the Code;

(b) The City shall take no action that would cause the Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code;

(c) The City shall take all necessary action to have the Bonds registered within the meaning of Section 149(a) of the Code; and

(d) The City will not employ any device or abusive transaction with respect to the investment of the proceeds of the Bonds.

SECTION 31. The City covenants that it will make no Prohibited Payments as that term is used in the regulations promulgated under the Code.

SECTION 32. The City does **not** designate the Bonds as "qualified tax-exempt obligations" as defined in and for the purposes of Section 265(b)(3) of the Code.

SECTION 33. RESERVED.

SECTION 34. The City hereby covenants that it shall make, or cause to be made, the rebate payments required by Section 148(f) of the Code in the manner described in Regulation of §§1.148-1

through 1.148-11, as such regulations and statutory provisions may be modified insofar as they apply to the Bonds.

SECTION 35. In the event the City receives an opinion of nationally recognized bond counsel to the effect that any of the computations, deposits or payments referenced in Section 34 herein are not required to be made in order to maintain the tax-exempt status of interest on the Bonds, the City need not make such computations, deposits or payments.

SECTION 36. The City shall not hereafter construct, acquire or operate, or permit, or, to the extent permitted by law, consent to the construction, acquisition or operation of, any plants, structures, facilities or properties which may compete or tend to compete with the System; except that nothing in this Bond Resolution contained shall prevent the City from giving its permission or consent to the construction, acquisition or preparation in the area serviced by the System by a Person or facilities for the provision of water and sewer services which the City shall determine are not economically feasible for it to construct or acquire at such time, but which, if constructed or acquired by the City, would carry out the purposes of the City and its System under the Act and such facilities pursuant to the terms of such permission or consent will become a part of the System upon notice to such person by the City, either (i) without any cost to or payment by the City, or (ii) upon payment of such amount or cost as the City shall determine to be proper in the circumstances.

SECTION 37. The City covenants that it will (a) diligently enforce and collect all fees, rental or other charges for the services and facilities of the System, and take all steps, actions and proceedings for the enforcement and collection of such fees, rentals or other charges which shall become delinquent to the full extent permitted or authorized by the laws of the State, and (b) to the full extent permitted by law, under reasonable rules and regulations, shut off and discontinue the supplying of the services and facilities of the System for the non-payment of fees, rentals or other charges for said water services, and will not restore said water services until all delinquent charges, together with interest and reasonable penalties, have been paid in full.

SECTION 38. The City covenants that it with will not provide free service to any user of the System unless permitted by State statute.

SECTION 39. The City 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 ("**MSRB**") through MSRB's Electronic Municipal Market Access system at 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 through EMMA.

The City 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 City as set forth in the Continuing Disclosure Certificate, the form of which is included in the Official Statement.

SECTION 40. As required by Section 31-19-25, Mississippi Code of 1972, as may be amended from time to time, the Mayor or Clerk is hereby authorized and directed to give notice of the sale of the Bonds, with consultation with the Municipal Advisor and Bond Counsel, by publishing an advertisement at least two (2) times in the *Desoto Times-Tribune*, a newspaper published in the City, and of general circulation in the City, the first publication thereof to be made at least ten (10) days preceding the date fixed herein for the receipt of the bids, unless otherwise provided by Municipal Advisor or Bond Counsel. Such notice shall be in substantially the following form:

NOTICE OF BOND SALE

$4,710,000
COMBINED WATER AND SEWER SYSTEM
REVENUE BONDS, SERIES 2020
OF THE
CITY OF SOUTHAVEN, MISSISSIPPI

NOTICE IS HEREBY GIVEN that the City Clerk of the City of Southaven, Mississippi (the "City") will receive sealed bids in the City Clerk's office until the hour of 3:30 o'clock p.m. on November 2, 2020, at which time said City Clerk will publicly open and read the bids received. The bids will be subsequently presented to the Mayor and Board of Aldermen (the "Governing Body") of the City at its regular scheduled meeting in the City Hall of the City at 6:00 o'clock p.m. on November 3, 2020, at which time said bids will be presented for the purchase in its entirety, at not less than par and accrued interest to the date of delivery thereof, of an issue of Four Million Seven Hundred Ten Thousand Dollars ($4,710,000) Combined Water and Sewer System Revenue Bonds, Series 2020, of the City (the "Bonds").

THE BONDS: The Bonds will be dated and bear interest from the date of delivery thereof; will be delivered in definitive form as registered Bonds; will be in the denomination of $5,000 each, or integral multiples thereof up to the amount of a single maturity; will be numbered from one upward in the order of issuance; will be payable as to principal at a bank or trust company to be named by the Governing Body in the manner hereinafter provided; and will bear interest, payable semiannually on May 1 and November 1 of each year, commencing May 1, 2021, at the rate or rates offered by the successful bidder in its bid in accordance with this Notice of Bond Sale.

MATURITIES: The Bonds will mature serially, with option of prior payment, on November 1 in each of the years and amounts as follows:

YEAR	AMOUNT	YEAR	AMOUNT
2021	$380,000	2027	$440,000
2022	385,000	2028	450,000
2023	395,000	2029	460,000
2024	405,000	2030	470,000
2025	415,000	2031	485,000
2026	425,000		

REDEMPTION: The Bonds maturing on November 1, 2026 and thereafter, are subject to redemption prior to their stated dates of maturity at par, plus accrued interest to the date of redemption, either in whole, or in part, on any date on or after November 1, 2025.

AUTHORITY AND SECURITY: The Bonds will be issued pursuant to the provisions of Mississippi Code 1972 Annotated, Section 21-27-23 and Sections 21-27-41 through 21-27-69, as amended and/or supplemented from time to time (the "Act"). The Bonds are to be secured by Net Revenues of the combined water and sewer system (the "System") of the City and are ratably payable from Net Revenues and other security pledged for the Bonds. The Bonds will be payable solely from the Net Revenues derived from the operation of the System of the City subject to the parity lien of the City's $13,350,000 Combined Water and Sewer System Revenue Refunding Bonds, Series 2016, dated May 3, 2016.

PURPOSE: The Bonds are being issued to provide funds for (i) the improvement, repair and extension of the Combined Water and Sewer System of the City, (ii) funding the 2020 Debt

Service Reserve Fund, including the payment of premium for the Surety Bond, if applicable, and (iii) paying the costs of issuance of the Bonds, including the payment of premium for the Bond Insurance Policy, if applicable.

FORM OF BIDS: Bids should be addressed to the Mayor and Board of Aldermen and should be plainly marked "Bid for Combined Water and Sewer System Revenue Bonds, Series 2020, of the City of Southaven, Mississippi," and should be filed with the Clerk of the City on or prior to the date and hour hereinabove named. All bids should be submitted substantially in the form prepared by the City, copies of which may be obtained from the Clerk of the City at the address shown below.

INTEREST RATE AND BID RESTRICTIONS: The Bonds shall not bear a greater overall maximum interest rate to maturity than thirteen percent (13%) per annum, nor shall the interest rate for any one maturity exceed thirteen percent (13%) per annum. No Bond shall bear more than one (1) rate of interest; each Bond shall bear interest from its date to its stated maturity date at the interest rate specified in the bid; all Bonds of the same maturity shall bear the same rate of interest from date to maturity; and the lowest interest rate specified shall not be less than seventy percent (70%) of the highest interest rate specified. Each interest rate specified in any bid must be a multiple of one-eighth of one percent (1/8 of 1%) or one-tenth of one percent (1/10 of 1%) and a zero rate of interest cannot be named.

GOOD FAITH DEPOSIT: Each bid must be accompanied by a cashier's check, certified check, or exchange, issued or certified by a bank located in the State, payable to the City of Southaven, Mississippi, in the amount of $94,200.00 as a guaranty that the bidder will carry out its contract and purchase the Bonds if its bid be accepted. All checks of unsuccessful bidders will be returned immediately on award of the Bonds. If the successful bidder fails to purchase the Bonds pursuant to its bid and contract, then the amount of such good faith check shall be retained by the City as liquidated damages for such failure. No interest will be allowed on the amount of the good faith deposit.

AWARD OF BONDS: The award, if any, will be made to the bidder complying with the terms of sale and offering to purchase the Bonds at the lowest net interest cost to the City, which shall be determined by computing the aggregate interest on the Bonds over the life of the issue at the rate or rates of interest specified by the bidder, less premium offered, if any. It is requested that each bid be accompanied by a statement of the net interest cost (computed to six decimal places), but such statement will not be considered a part of the bid. All bids shall remain firm for seventy-two (72) hours after the time specified for the opening of bids, and an award of the Bonds, or rejection of bids, will be made by the Governing Body within said period of time.

RIGHT OF REJECTION, CANCELLATION: The Governing Body reserves the right to reject any or all bids submitted, as well as to waive any irregularity or informality in any bid. The successful bidder shall have the right, at its option, to cancel its agreement to purchase the Bonds if the Bonds are not tendered for delivery within sixty (60) days from the date of sale thereof, and in such event the Governing Body shall return to said bidder its good faith deposit. The Governing Body shall have the right, at its option, to cancel its agreement to sell the Bonds if within five (5) days after the tender of the Bonds for delivery the successful bidder shall not have accepted delivery of and paid for the Bonds, and in such event the Governing Body shall retain the successful bidder's good faith deposit as liquidated damages as hereinabove provided.

PAYING AGENT, TRANSFER AGENT, AND REGISTRAR: The successful bidder may designate a bank or trust company with a main office or branch located in the State to serve as paying agent (the "Paying Agent") for the Bonds within forty-eight (48) hours of the date of sale and award of the Bonds, subject to the approval of the Governing Body. The Governing Body's approval of the Paying Agent shall be contingent on a determination as to the willingness and

ability of the Paying Agent to perform the duties of registrar and transfer agent and on the satisfactory negotiation of service fees. The Paying Agent shall be subject to change by order of the Governing Body under the conditions and in the manner provided in the Bond Resolution under which the Bonds are issued. Both principal of and interest on the Bonds will be payable by check or draft mailed to registered owners of the Bonds as of the 15th day of the month preceding the maturity date for such principal or interest payment at the addresses appearing in the registration records of the City maintained by the Paying Agent. The Bonds will be transferable only upon the records of the Paying Agent, and the payment of principal at maturity shall be conditioned on the proper presentation and surrender of the Bonds to the Paying Agent.

DELIVERY: The successful bidder must designate within fifteen (15) days of the date of sale, or at such other later date as may be designated by the Governing Body, the names and addresses of the Registered Owners of the Bonds and the denominations in which the Bonds of each maturity are to be issued. If the successful bidder fails to submit such information within the required time, one Bond may be issued for each maturity in the full amount maturing on that date registered in the name of the successful bidder. The Bonds will be delivered at a place to be designated by the purchaser and without cost to the purchaser, and payment therefor shall be made in immediately available funds.

CUSIP NUMBER: It is anticipated that CUSIP identification numbers will be printed on the Bonds unless specifically declined by the purchaser, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Bonds in accordance with the terms of the purchase contract. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid by the City; the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser.

SECTION 265(b)(3) DESIGNATION: The City will NOT designate the Bonds as qualified tax-exempt obligations within the meaning and for the purposes of Section 265(b)(3) of the Code.

MUNCIPAL BOND INSURANCE: The City has applied for and intends to purchase municipal bond insurance for the Bonds. Bidders should directly contact the City's financial advisor, Government Consultants, Inc., 116 Village Boulevard, Madison Mississippi 39110, telephone: (601) 982-0005, attention: Mr. Lynn Norris or Mr. Nick Schorr, for further information prior to the sale date.

LEGAL OPINION; CLOSING DOCUMENTS: The Bonds are offered subject to the unqualified approval of the legality thereof by Butler Snow LLP, Ridgeland, Mississippi, Bond Counsel. In the opinion of Butler Snow LLP, interest on the Bonds is exempt from federal and Mississippi income taxes under existing laws, regulations, rulings, and judicial decisions with such exceptions as shall be required by the Internal Revenue Code of 1986. The City will pay for all legal fees and will pay for the printing and validation of the Bonds. The City will not be responsible for the payment of the winning bidder's legal or administrative fees with respect to the Bonds.

A copy of the City's Preliminary Official Statement may be obtained by contacting the office of the Clerk, City Hall, 8710 NW Drive, Southaven, Mississippi 38671 (662) 280-2489. The Preliminary Official Statement has been "deemed final" by the City for purpose of SEC Rule 15c2-12(b)(1) but is subject to revision, amendment, and completion in a final Official Statement.

CONTINUING DISCLOSURE: The City has covenanted in its Bond Resolution that under Rule 15c2-12, as amended, of the Securities and Exchange Commission (the "Rule"), the City will deliver or cause to be delivered (i) annually, within twelve months after the end of each fiscal year of the City ending on or after September 30, 2020, to the Municipal Securities Rulemaking Board updated quantitative financial information and operating data with respect to the City as set forth

in the Continuing Disclosure Certificate, the form of which is included in the Official Statement, and (ii) notice of certain events, if any, relating to the Bonds and the City, as set forth in Rule, and as set forth in the Continuing Disclosure Certificate. Anyone requesting information under the continuing disclosure requirements of the Rule should contact the City Clerk, City Hall City Hall, 8710 NW Drive, Southaven, Mississippi 38671 (662) 280-2489.

ISSUE PRICE: The successful bidder shall assist the City in establishing the issue price of the Bonds and shall execute and deliver to the City at the closing for the Bonds an "issue price" or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Bonds, together with the supporting pricing wires or equivalent communications, in a form reasonably required by the City and Bond Counsel.

The City intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining "competitive sale" for purposes of establishing the issue price of the Bonds) will apply to the initial sale of the Bonds (the "competitive sale requirements") because:

(a) the City shall disseminate this Notice of Bond Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;

(b) all bidders shall have an equal opportunity to bid;

(c) the City may receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and

(d) the City anticipates awarding the sale of the Bonds to the bidder who submits a firm offer to purchase the Bonds at the highest price (or lowest interest cost), as set forth in this Notice of Bond Sale.

Any bid submitted pursuant to this Notice of Bond Sale shall be considered a firm offer for the purchase of the Bonds, as specified in the bid.

In the event that the competitive sale requirements are not satisfied, the City shall so advise the winning bidder. The City shall treat the first price at which 10% of a maturity of the Bonds (the "10% test") is sold to the public as the issue price of that maturity, applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity). The winning bidder shall advise the City if any maturity of the Bonds satisfies the 10% test as of the date and time of the award of the Bonds. The City will not require bidders to comply with the "hold-the-offering-price rule" and therefore does not intend to use the initial offering price to the public as of the sale date of any maturity of the Bonds as the issue price of that maturity. Bids will not be subject to cancellation in the event that the competitive sale requirements are not satisfied. Bidders should prepare their bids on the assumption that all of the maturities of the Bonds will be subject to the 10% test in order to establish the issue price of the Bonds.

If the competitive sale requirements are not satisfied, then until the 10% test has been satisfied as to each maturity of the Bonds, the winning bidder agrees to promptly report to the City the prices at which the unsold Bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the closing of the Bonds has occurred, until the 10% test has been satisfied as to the Bonds of that maturity or until all Bonds of that maturity have been sold.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a

party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public, if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such retail distribution agreement to report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder or such underwriter that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public, if and for so long as directed by the winning bidder or such underwriter and as set forth in the related pricing wires.

Sales of any Bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Notice of Bond Sale. Further, for purposes of this Notice of Bond Sale:

(a) "public" means any person other than an underwriter or a related party,

(b) "underwriter" means (A) any person that agrees pursuant to a written contract with the City (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Bonds to the public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the public),

(c) a purchaser of any of the Bonds is a "related party" to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and

(d) "sale date" means the date that the Bonds are awarded by the City to the winning bidder.

The successful bidder will be given at least seven (7) business days advanced notice of the proposed date of delivery of the Bonds when that date has been tentatively determined. It is expected that the Bonds will be delivered in New York, New York and payment therefor shall be made in federal or other immediately available funds.

The successful bidder shall have the right, at its option, to cancel its agreement to purchase the Bonds if the Bonds to be delivered by the City in accordance with the preceding paragraph are not tendered for delivery within sixty (60) days from the date of sale thereof, and in such event the City shall return to said bidder its good faith deposit without interest. The City shall have the right, at its option, to cancel its agreement to sell the Bonds if within five (5) days after the tender of the Bonds for delivery the successful bidder shall not have accepted delivery

of and paid for the Bonds, and in such event the City shall retain the successful bidder's good faith deposit as liquidated damages.

FURTHER INFORMATION: Further information with respect to the Bonds may be obtained from Butler Snow LLP, Bond Counsel.

By order of the Mayor and Board of Aldermen of the City of Southaven, Mississippi, on October 20, 2020.

/s/ Andrea Mullen
Clerk

PUBLISH: October 22 and 29, 2020

SECTION 41. The Clerk of the Governing Body shall obtain from the publisher of the aforesaid newspaper the customary publisher's affidavit proving publication of said notice for the time and in the manner required by law, and such proof of publication shall be filed in the Clerk's office and exhibited before the Governing Body at the hour and date specified.

SECTION 42. The Preliminary Official Statement, in the form submitted to this meeting and attached hereto as **EXHIBIT A**, shall be, and the same hereby is, approved in substantially said form with such changes, omissions, insertions and revisions therein as the Mayor, as representative of the Governing Body, may in the Mayor's opinion determine to be required. The Governing Body deems the Preliminary Official Statement to be "final" as required by SEC Rule 15c2-12(b)(1). The actions of the Mayor and all other persons in connection with the preparation of the Preliminary Official Statement are hereby ratified and confirmed.

SECTION 43. The Mayor is hereby authorized and directed to distribute the Preliminary Official Statement to prospective purchasers of the Bonds and to cause to be prepared and to execute and deliver a final Official Statement in substantially the form of the Preliminary Official Statement with such changes, insertions and omissions from the Preliminary Official Statement as may be approved by such officer, said execution being conclusive evidence of such approval.

SECTION 44. If, in the opinion of the Bond Counsel and the Municipal Advisor, a supplement or amendment to the Preliminary Official Statement and/or Official Statement is necessary to provide proper disclosure for the Bonds, the Governing Body of the City hereby authorizes (a) Bond Counsel to prepare and distribute such supplement or amendment to the Preliminary Official Statement and/or the Official Statement in a form and in a manner approved by the Bond Counsel, and (b) Bond Counsel to provide distribution of such supplement or amendment to the Preliminary Official Statement and/or Official Statement, as the case may be, in connection with the sale of the Bonds, with the distribution of such supplement or amendment being conclusive evidence of the approval of the Governing Body.

SECTION 45. If deemed in the best interest of the City and the marketing of the Bonds by the Municipal Advisor, the Mayor is hereby authorized to execute and deliver or cause the execution and delivery of a commitment for the provision of a Bond Insurance Policy and/or a Surety Bond (together, the "**Policy**") in connection with the sale and issuance of the Bonds and any additional documents and certificates which are required by the provider thereof (the "**Bond**

Insurer"), in order to provide credit enhancement or a Surety Bond in connection with the issuance of the Bonds. Any changes, insertions and omissions as may be required by the Bond Insurer as conditions to the issuance of the Policy to the Preliminary Official Statement and/or Official Statement are to be approved by the Mayor, the execution of the commitment for the Policy being conclusive evidence of such approval. The Mayor is hereby authorized and directed to execute and deliver such other documents as may be necessary or appropriate to meet the requirements of the Bond Insurer under the Policy. The Governing Body hereby ratifies and approves the actions of the Municipal Advisor in soliciting proposals for the Policy.

SECTION 46. The form of the Bid Form in connection with the sale of the Bonds, as submitted to this meeting and attached hereto as **EXHIBIT B**, is made a part of this resolution as though set forth in full herein shall be, and the same hereby is, approved in substantially said form. The Governing Body hereby authorizes and approves the Municipal Advisor, Bond Counsel, City Counsel, the Mayor, the Clark and any other person designated by the Mayor to distribute the Bid Form, audited financial statements of the City, the Preliminary Official Statement and any other necessary resolutions or documents as may be required in connection with the sale of the Bonds.

SECTION 47. The Mayor is hereby authorized and directed to sign requisitions and perform such other acts as may be necessary to authorize the payment on the closing date of the Bonds the costs of issuance of said Bonds; provided, however, total costs of issuance for said Bonds shall not exceed five percent (5%) of the par amount of the Bonds (excluding the purchaser discount and original issue discount, and any costs associated with the Bond Insurance Policy and Surety Bond, if applicable).

SECTION 48. The Mayor and Clerk and any other Authorized Officers of the Governing Body are authorized to execute and deliver such resolutions, certificates, and other documents as our required for the sale, issuance and delivery of the Bonds. They, and each of them acting alone, are hereby further authorized and directed to take such actions and to execute such documents, certificates, requisitions, forms or other instruments as may be necessary to effectuate the purposes of this Bond Resolution. Further, if the issuance and delivery of the Bonds is delayed or does not occur on or before December 3, 2020, then the Governing Body authorizes the Mayor, the Clerk and the other Authorized Officers, to approve all applicable and necessary changes to any documents attached hereto or otherwise and to change any applicable date herein provided that is affected by such delay in issuance and delivery, including but not limited to principal and interest payment dates, redemption dates, the sale date, notice dates, and/or maturity dates, series designation, bank qualified designation, the execution of said documents being conclusive evidence of such approval.

SECTION 49. In the event, the successful Purchaser of the Bonds does not want CUSIP identification numbers printed on the Bonds or the Bonds to be registered as Book-Entry Bonds, then the Mayor and the Clerk of the Governing Body are authorized to take such actions and to execute such additional documents and to approve all applicable and necessary changes to any of the documents, including but not limited to, the designation as book-entry bonds, the removal of CUSIP and DTC language and the removal of continuing disclosure as provided herein if advised by Bond Counsel that continuing disclosure is not necessary pursuant to the sale of the Bonds to the Purchaser. If the Bonds are being to sold to a Purchaser without a view for distributing or re-selling the Bonds, the Purchaser of the Note shall be required to execute a certificate to the City to the effect that the Bonds are being purchased for the account of the Purchaser without the

intent to distribute and that based on the foregoing, the Bonds will be exempt from the continuing disclosure requirements of the SEC.

SECTION 50. If any section, paragraph, clause, or provision of this Bond Resolution shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any other provision hereof.

SECTION 51. All resolutions or parts thereof in conflict with this Bond Resolution, to the extent of such conflict only, are hereby repealed.

SECTION 52. The preparation of the Bonds for delivery being now immediately necessary, this Bond Resolution shall become effective immediately upon the adoption hereof.

The above and foregoing resolution, after having been first reduced to writing, was introduced by Alderperson Brooks, seconded by Alderperson Kelly and the question being put to a roll call vote, the result was as follows:

Alderman William Brooks	Voted: YES
Alderman Kristian Kelly	Voted: YES
Alderman Charlie Hoots	Voted: YES
Alderman George Payne	Voted: YES
Alderman Joel Gallagher	Voted: YES
Alderman John David Wheeler	Voted: YES
Alderman Raymond Flores	Voted: YES

The motion having received the affirmative vote of a majority of all of the members of the Governing Body present, the Mayor declared the motion carried and the resolution adopted on this the 20th day of October, 2020.

_____
MAYOR

ATTEST:

_____
CITY CLERK

(SEAL)

EXHIBIT A
FORM OF PRELIMINARY OFFICIAL STATEMENT

EXHIBIT B
FORM OF OFFICIAL BID FORM

OFFICIAL BID FORM

$4,710,000
CITY OF SOUTHAVEN, MISSISSIPPI
COMBINED WATER AND SEWER SYSTEM
REVENUE BONDS, SERIES 2020

November 3, 2020

Mayor and Board of Aldermen
City of Southaven
8710 NW Drive
Southaven, Mississippi 38671

Ladies and Gentlemen:

For Four Million Seven Hundred Ten Thousand Dollars ($4,710,000) aggregate principal amount of Combined Water and Sewer System Revenue Bonds, Series 2020 (the "**Bonds**") of the City of Southaven, Mississippi (the "**City**"), bearing interest at the rate or rates specified below, we will pay you the aggregate par value thereof of $4,710,000.00, plus a premium of $_____. The Bonds will be dated and bear interest from the date of delivery thereof and will mature on November 1 in the years set forth in the Notice of Bond Sale, dated October 20, 2020, in connection with the Bonds (the "**Notice of Bond Sale**").

The Bonds maturing on November 1 in the years indicated shall bear interest at the rates set opposite each, as follows:

Year	Principal Amount	Interest Rate/ Coupon	Year	Principal Amount	Interest Rate/ Coupon
2021	$380,000	_____	2027	$440,000	_____
2022	385,000	_____	2028	450,000	_____
2023	395,000	_____	2029	460,000	_____
2024	405,000	_____	2030	470,000	_____
2025	415,000	_____	2031	485,000	_____
2026	425,000	_____			

The following is a computation of the net interest cost and average annual net interest rate (calculated in accordance with the provisions of the Notice of Bond Sale), respectively, in the above bid and is submitted for information purposes only and is not a part of this bid unless it is in conformity with the above enumerated interest rates and premium, if any.

Gross Interest Cost ..... $_____
Less Premium ..... _____
Net Interest Cost ..... _____
Average Annual Net Interest Rate ..... _____%

This bid is subject to all of the terms and conditions of the Notice of Bond Sale, which Notice of Bond Sale by this reference thereto is hereby made a part hereof and assumes a delivery date for the Bonds of **December 3, 2020**.

We hereby acknowledge that we have received and reviewed the Preliminary Official Statement of the City, dated October 20, 2020, prepared in connection with the Bonds.

A CERTIFIED OR CASHIER'S CHECK, DRAWN UPON A BANK LOCATED WITHIN THE STATE OF MISSISSIPPI, PAYABLE TO THE ORDER OF THE CITY OF SOUTHAVEN, IN THE AMOUNT OF $94,200.00 accompanies this bid as evidence of good faith and said good faith deposit shall be returned to the

undersigned if this bid is not accepted, or if the City should fail to deliver the Bonds to the undersigned in accordance with the terms of the Notice of Bond Sale; otherwise said good faith deposit shall be held by the City and shall be applied as and when the Bonds are delivered and paid for under the terms of this bid, as part payment therefor, or be applied as and for liquidated damages in the event that the undersigned fails to take up and pay for the Bonds in accordance with the terms of the Notice of Bond Sale. Pending the application of the good faith deposit of the successful bidder as aforesaid, such deposit may be invested in direct obligations of, or obligations guaranteed by, the United States of America or in repurchase agreements with banks fully secured by such obligations, and the City shall be entitled to any income from any such investment.

This bid is for immediate acceptance.

Bidder [1] _____

By _____
(Print Name)

_____
(Signature)

Address _____

_____

Telephone Number _____

(**Note**: No addition to or alteration in this bid is to be made, and any erasure may cause a rejection of this bid. **Bids must be filed with the Mayor and Board of Aldermen of the City of Southaven, Mississippi in the Office of the City Clerk in the City Hall located at City Hall, 8710 NW Drive, Southaven, Mississippi 38671 (662) 280-2489 attention: Ms. Andrea Mullen, City Clerk, sealed and worded on the outside, in substance, "Bid for Combined Water and Sewer System Revenue Bonds, Series 2020, of the City of Southaven, Mississippi" before 3:30 o'clock p.m., Mississippi time, on November 2, 2020**. The Bids received on November 2, 2020 will be submitted to the Mayor and the Board of Aldermen **on the following day at the regularly scheduled meeting at 6:00 p.m. on November, 3, 2020**. No interest will be allowed the bidder on the good faith deposit which accompanies this bid.)

ACCEPTANCE

The above bid accepted by the Mayor and Board of Aldermen of the City of Southaven, Mississippi, this 3rd day of November 2020, and receipt of the within mentioned check is hereby acknowledged.

CITY OF SOUTHAVEN, MISSISSIPPI

By _____
Mayor

Attest:

_____
City Clerk

_____

Return of the good faith check is hereby acknowledged.

By _____

Title _____

[1] Please list on an exhibit all members, if any, of your syndicate.

Exhibit A is attached and fully incorporated into these minutes.

DONATION DOCKET

DONATION DOCKET 10/20/2020					
Date of Donation	**Donation Item**	**Money Donation**	**Person / Entity Making Donation**	**Departm ent**	**Budget Code**
10/15/2020	Check# 002823	$1,500.00	Mid-South Outlet Shops LLC (Tanger)	Police	211-630400
Total		$1,500.00			

Alderman Brooks made the motion to approve the Donation Docket of October 20, 2020 as presented to this Board. Motion was seconded by Alderman Payne.

Roll call was as follows:

ALDERMAN	VOTED
Alderman Brooks	YES
Alderman Kelly	YES
Alderman Hoots	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, Mayor Musselwhite declared that the motion was carried on the 20th day of October, 2020.

RESOLUTION TO CLEAN PRIVATE PROPERTY

Mayor Musselwhite introduced the cleaning of property and asked if there were any comments from the Board and there were none. Mayor Musselwhite then asked for any comments from the public and there were none. The Board then considered the following resolution to clean private property:

RESOLUTION GRANTING AUTHORITY TO CLEAN PRIVATE PROPERTY

WHEREAS, the governing authorities of the City of Southaven, Mississippi, have received numerous complaints regarding the parcel of land located at the following address, to-wit:

5355 Bent Road
2124 Kindlewood Drive

to the effect that the said parcel of land has been neglected whereby the grass height is in violation and there exist other unsafe conditions and that the parcel of land in the present condition is deemed to be a menace to the public health and safety of the community.

WHEREAS, pursuant to Section 21-19-11 of the Mississippi Code Annotated (1972), the governing authorities of the City of Southaven, Mississippi, provided the owners of the above described parcel of land with notice of the condition of their respective parcel of land and further provided them with notice of a hearing before the Mayor and Board of Aldermen on Tuesday, October 20, 2020, by United States mail and by posting said notice, to determine whether or not the said parcel of land were in such a state of uncleanliness as to be a menace to the public health and safety of the community.

WHEREAS, none of the owners of the above described parcel of land appeared at the meeting of the Mayor and Board of Aldermen on Tuesday, October 20, 2020, to voice objection or to offer a defense.

NOW, THEREFORE, BE IT HEREBY RESOLVED, by the Mayor and Board of Alderman of the City of Southaven, Mississippi, that the above described parcel of land located at:

5355 Bent Road
2124 Kindlewood Drive

is deemed in the existing condition to be a menace to the public health and safety of the community.

BE IT FURTHER RESOLVED that the City of Southaven shall, if the owners of the above described parcel of land do not do so themselves, immediately proceed to clean the respective parcel of land, by the use of municipal employees or by contract, by cutting weeds and grass and removing rubbish and other debris.

Following the reading of this Resolution, it was introduced by Alderman and seconded by Alderman . The Resolution was then put to a roll call vote and the results were as follows, to-wit:

ALDERMAN	VOTED
Alderman William Brooks	YES
Alderman Kristian Kelly	YES
Alderman Charlie Hoots	YES
Alderman George Payne	YES
Alderman Joel Gallagher	YES
Alderman John David Wheeler	YES
Alderman Raymond Flores	YES

The Resolution, having received a majority vote of all Aldermen present,

was declared adopted on this, the 20th **day of October, 2020.**

CITY OF SOUTHAVEN,
MISSISSIPPI

A copy of the notices along with pictures of the properties is attached to these minutes.

PLANNING AGENDA
Planning Agenda presented by Whitney Cook, Director of Planning & Development.

Item #1 Application by Pamela Carson to rezone 1.96 acres of property on the east side of Airways Blvd., north of Stateline Road from AG to M-1

Mrs. Choat-Cook stated that the applicant is requesting to rezone approximately 1.96 acres of property on the east side of Airways Blvd., north of Stateline Road from Agricultural (AG) to Light Industrial (M-1). The property sits just north of the existing Panatonni warehouse development on the hard northeast corner of Stateline Road and Airways Blvd. Per the comprehensive plan this area is designated as industrial/warehouse/tech which would allow for this type of zoning request. The parcel has direct access to Airways Blvd. and all of the required ROW for any existing and future expansion of Airways Blvd. has been dedicated and completed prior to this application. This piece of property is in an area of the city that has been designated by the comprehensive plan for industrial/warehouse/tech which does allow for M-1 zoning. Additionally, staff looked at the surrounding neighborhood and the character of it. To the north, south and east there are existing warehouse developments. To the west there is vacant property which is under a PUD with underlying commercial uses. M-1 zoning has been requested because the proposed owner would like to relocate his business here which would involve an office building and outdoor contractor storage which would not be allowed in the PBP zoning but would be allowed in the commercial zoning. In an effort to comply with the comprehensive plan the best option for compliance with the Plan and the allowance of the applicants use would be to take the parcel to M-1. Staff has no further comments and recommends approval of the rezoning request.

Alderman Brooks made a motion to open the Public Hearing. Motion was seconded by Alderman Payne. Motion was put to vote and passed unanimously. Mayor Musselwhite asked if there was anyone in the audience that would like to speak and Mr. Jim Brown stated he was there representing the applicant and was in favor of the request. There were no other comments. Alderman Payne made the motion to close the Public Hearing. Motion was seconded by Alderman Brooks. Motion was put to vote and passed unanimously.

Alderman Kelly made the motion to approve the application. Motion was seconded by Alderman Payne.

Roll call was as follows:

ALDERMAN	VOTED
Alderman Brooks	YES

Alderman Kelly	YES
Alderman Hoots	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, Mayor Musselwhite declared that the motion was carried on the 20th day of October, 2020.

A copy of the staff report, land use plan, and survey is attached and fully incorporated into these minutes.

MAYOR'S REPORT

2021 Mid-Winter Legislative Conference
Mayor Musselwhite stated that the conference will be held January 12-13 and due to COVID-19, they have the option to physically attend or by utilizing zoom. Alderman Gallagher made the motion to authorize travel and training for the Mayor and Board and for the expense of Zoom. Motion was seconded by Alderman Kelly. Motion was put to vote and passed unanimously.

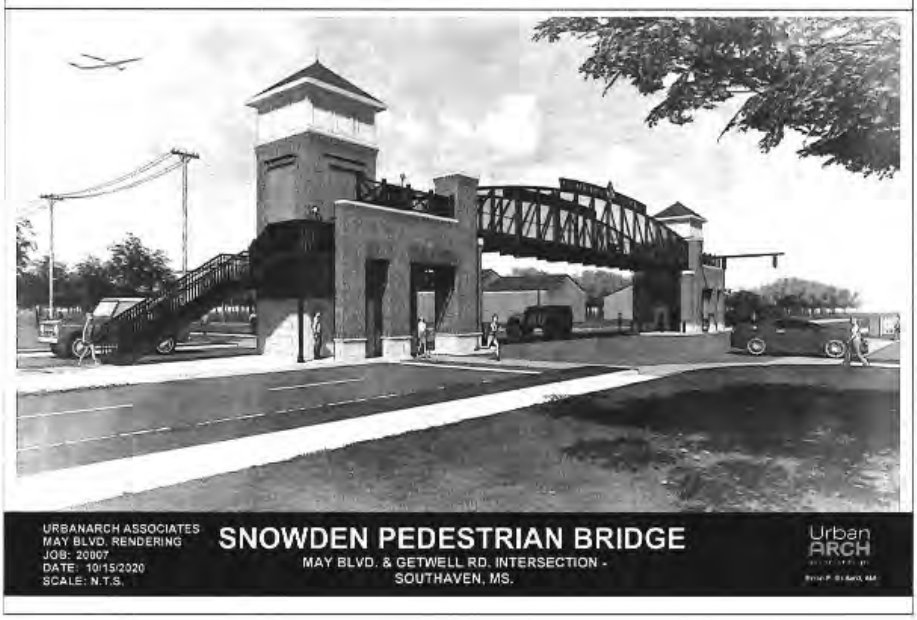
Project Updates
Mayor Musselwhite stated that due to COVID the City has special arrangement with the contractor come in this fall and try to do all of the streets on the list. Streets are currently being patched and overlay crews will be working on street improvements next week.

Artificial Turf at Greenbrook Park and Snowden Park
Mayor Musselwhite reported that two fields at Snowden Complex C are done. Drainage and sub-surface work is complete at Complex A and turf will be laid soon. Complex B & D are underway with drainage and dirt work. Sub-surface work on two of the fields at Greenbrook are complete and they will start laying turf there as well.

May Boulevard Pedestrian Bridge Update
Mayor Musselwhite stated that recently, the design of this bridge was completed by UrbanArch Associates, PC. The City and UrbanArch have worked extensively this year to accomplish the goals of the City in preparation for building a beautiful bridge that will connect the largest pedestrian path in Southaven and Desoto County's history. Timelines on all projects have been affected by the challenges of 2020, but this bridge is now slated to bid before the end of this year with construction starting in January, 2021. The construction is projected to be completed in September, 2021. Recent supply chain challenges have affected the cost of materials which will obviously affect the total cost of construction, so our adjusted pre-bid estimate is $1.9 million. Mayor Musselwhite stated that this bridge will be iconic and pay huge dividends to our city.

Brian Bullard with Urban Arch stated that they are very pleased to present this design to the Board and that it will be a tremendous landmark for Southaven and

will tie Snowden Grove Park and Silo Square. The materials selected match the City signage program and it is timeless and classic.



CITIZEN'S AGENDA
No Citizen's Agenda

PERSONNEL DOCKET

Personnel Docket

October 20, 2020

New Hires	Department	Position Title	Start Date	Rate of Pay
Colin C. Berryhill **	Police	Police Officer 4	TBD	$23.96
Amy G. Brooks **	Police	Police Officer 4	TBD	$23.96
Zachery Carroll	Parks	Part Time Turf/Front Desk	TBD	$7.25
Cody Garrett **	Fire	Fire Fighter II	TBD	$16.08
David Hasty **	Public Works	Laborer	TBD	$12.00
Lincoln Hendrix	Parks	Part Time - Turf	TBD	$7.25
Timothy Q. Lynch **	Police	Police Officer 2	TBD	$21.89
Cynthia Miller	Planning	Building Permit Clerk	10/21/2020	$16.00
Michael E. Murphy **	Police	Police Officer 4	TBD	$23.96

*pending 1 pre-emp screening
** pending 2 pre-emp screenings

Pay Adjustments	Previous Classification	New Classification	Effective Date	Proposed Rate of Pay
Utility				
Jonathan McClure	Operator In Training	Operator	10/12/2020	$17.28
Matthew Prewitt	Operator	Inspector	10/12/2020	$18.00
Fire				
Benjamin Schaefer	Fire Fighter II	Fire Fighter III	10/4/2020	$16.38
Samantha Watts	EMS/Paramedic (1XQ)	EMS Coordinator (1WD)	10/4/2020	$28.49
ITEC				
Ryan Payne	Dispatch 2	Dispatch 3	10/21/2020	$21.93
Amber White	Dispatch 2	Dispatch 3	10/21/2020	$21.93
Ashton Worley	Dispatch 2	Dispatch 3	10/21/2020	$21.93

Stipend - Police Dept	Type of Stipend	Effective Date	Yearly Amount
Jason Asbury	Field Training Officer	10/19/2020	$600.00
Joseph Becker	Field Training Officer	10/19/2020	$600.00
Whitney Gee	Field Training Officer	10/19/2020	$600.00
Steven Godwin	Field Training Officer	10/19/2020	$600.00
James M. Gregory	EMT	10/21/2020	$600.00
Darren Hillie	Field Training Officer	10/19/2020	$600.00
Kevin Kroth	Field Training Officer	10/12/2020	$600.00
Kevin Kroth	Honor Guard	10/12/2020	$600.00
Kevin Kroth	SWAT	10/12/2020	$600.00

Daniel Moore	Field Training Officer	10/19/2020	$600.00
Jeffrey Rains	Field Training Officer	10/19/2020	$600.00
Craig Respess	Field Training Officer	10/19/2020	$600.00
Michael Round	Field Training Officer	10/19/2020	$600.00
Porcha Taylor	Field Training Officer	10/19/2020	$600.00
Dustin Whiteaker	Field Training Officer	10/19/2020	$600.00

Oath of Office	Department
Stormi Arney	ITEC

Resignations/Terminations	Department	Current Position Title	Effective Date	Rate of Pay
Michelle Hawkins	Police	Crossing Guard	10/20/2020	$9.00
Calvin Kirkland	Police	Police Officer 2	10/27/2020	$21.89
Brittany Magee	Police	Crossing Guard	10/20/2020	$9.00
Gary Williams	Police	Crossing Guard	10/20/2020	$9.00
Shelia Wilkes	Police	Temporary PT Clerk	10/20/2020	$10.05

Alderman Brooks made the motion to approve the Personnel Docket of October 20, 2020 as presented to this Board. Motion was seconded by Alderman Payne.

Roll call was as follows:

ALDERMAN	VOTED
Alderman Brooks	YES
Alderman Kelly	YES
Alderman Hoots	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, Mayor Musselwhite declared that the motion was carried on the 20th day of October, 2020.

CITY ATTORNEY'S LEGAL UPDATE

Police Department Uniform Bid Advertisement

Alderman Kelly made the motion to approve advertisement of the Police Department uniform bid and authorize use of Central Bidding for bid. Motion was seconded by Alderman Payne.

Roll call was as follows:

ALDERMAN	VOTED

Alderman Brooks	YES
Alderman Kelly	YES
Alderman Hoots	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, Mayor Musselwhite declared that the motion was carried on the 20th day of October, 2020.

Sweeping Corporation of American, Inc. Contract

Mr. Manley stated that this contract is for street sweeping and maintenance in the City and there have been no changes from the previous contract from 2017. This is a three year agreement effective October 21, 2020. Alderman Brooks made the motion to authorize Mayor Musselwhite to sign the renewal contract with Sweeping Corporation of America, Inc. Motion was seconded by Alderman Payne.

Roll call was as follows:

ALDERMAN	VOTED
Alderman Brooks	YES
Alderman Kelly	YES
Alderman Hoots	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, Mayor Musselwhite declared that the motion was carried on the 20th day of October, 2020.

A copy of the agreement is attached and fully incorporated into these minutes.

UTILITY BILL ADJUSTMENT DOCKET

A motion was made by Alderman Payne to approve the Utility Bill Adjustment Docket of October 20, 2020 in the amount of $12,995.50. Motion was seconded by Alderman Brooks.

Roll call was as follows:

ALDERMAN	VOTED
Alderman Brooks	YES
Alderman Kelly	YES
Alderman Hoots	YES

Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, Mayor Musselwhite declared that the motion was carried on the 20th day of October, 2020.

CLAIMS DOCKET

A motion was made by Alderman Payne to approve the Claims Docket of October 20, 2020 in the amount of $3,586,217.42. Motion was seconded by Alderman Brooks.

Excluding voucher numbers:
348658, 348699, 349029, 349034, 349090, 349122, 349139, 349143

Roll call was as follows:

ALDERMAN	VOTED
Alderman Brooks	YES
Alderman Kelly	YES
Alderman Hoots	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, Mayor Musselwhite declared that the motion was carried and approved for payment on the 20th day of October, 2020.

EXECUTIVE SESSION

A copy of the Executive Session Minutes are maintained in the City Clerk's Office.

A motion was made by Alderman Brooks to contribute $4,500.00 to the Desoto Economic Council to pay for a lobbyist. Motion was seconded by Alderman Kelly.

Roll call was as follows:

ALDERMAN	VOTED
Alderman Brooks	YES
Alderman Kelly	YES
Alderman Hoots	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Wheeler	YES
Alderman Flores	YES

Having received a majority of affirmative votes, Mayor Musselwhite declared that the motion was carried on the 20th day of October, 2020.

There being no further business to come before the Board of Aldermen, a motion was made by Alderman Gallagher to adjourn. Motion was seconded by Alderman Wheeler. Motion was put to a vote and passed unanimously October 20, 2020 at 8:00 p.m.

_____
Darren Musselwhite,
Mayor

_____
Andrea Mullen,
City Clerk
(Seal)