



**MEETING OF THE MAYOR AND BOARD OF ALDERMEN  
SOUTHAVEN, MISSISSIPPI  
CITY HALL**

**November 19, 2013**

**6:00 p.m.**

**AGENDA**

- 1. Call To Order**
- 2. Invocation**
- 3. Pledge Of Allegiance**
- 4. Approval Of Minutes: November 5, 2013 and Special Meeting, November 7, 2013**
- 5. Bond Sales Resolution**
- 6. Resolution for Rejecting All Electrical Bids**
- 7. Resolution for Rejecting All Generator Maintenance Bids**
- 8. Resolution to Surplus Pew to County**
- 9. Resolution(s) to Surplus Police Vehicles to other governmental entities**
- 10. Request for Authorization to Bid for Deer Creek Lane Drainage Project**
- 11. Contract Change Order – Hurricane Creek Sewer Project**
- 12. Planning Agenda: Item #1 Request for LPA project activation for the City of Southaven Bike Trail Project TEP  
Item #2 Tent permit revisions**
- 13. Mayor's Report**
- 14. Citizen's Agenda**
- 15. Personnel Docket**
- 16. Committee Reports**
- 17. City Attorney's Legal Update**
- 18. Old Business: DeSoto County I-69 Contribution Handbook Amendment**
- 19. Claims Docket**
- 20. Executive Session**

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

# Minutes, City of Southaven, Southaven, Mississippi



MEETING OF THE MAYOR AND BOARD OF ALDERMEN  
SOUTHAVEN, MISSISSIPPI  
CITY HALL  
November 5, 2013  
6:00 p.m.  
AGENDA

1. Call To Order
2. Invocation
3. Pledge Of Allegiance
4. Approval Of Minutes: October 15, 2013
5. Patterson Warehouse, Inc. Free Port Warehouse Tax Exemption
6. Southaven, General Obligation Bonds 2013, No Protest Resolution
7. Southaven, General Obligation Bonds 2013, Bond Resolution
8. Handbook Amendment
9. DeSoto County I-69 Contribution
10. Jail Agreement with the County
11. Contract Change Order # 5--SBEC Sewer Project--Phase IV
12. Sole Source - Zoll Medical Service Agreement
13. Surplus Property - SPD, Public Works, Mayor's Office
14. Forever Young Program Contract
15. Planning Agenda: Tabled Item #1 Request for a variance to the building ordinances to allow a replacement mobile home approximately 20 years old at 1404 Willard Drive in the Desoto Woods Subdivision  
Item #2 Application by Southaven Marketplace LLC for site plan and design review approval for a retail building to be located in the Bob White Farms Subdivision on the east side of Getwell Road, south of Goodman Road  
Item #3 Quantity change for materials for the Stateline/Tchulahoma Road intersection project
16. Mayor's Report
17. Citizen's Agenda
18. Personnel Docket
19. Committee Reports: Tent Ordinance
20. City Attorney's Legal Update
21. Claims Docket
22. Executive Session

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, City of Southaven, Southaven, Mississippi

## MINUTES OF THE REGULAR MEETING OF NOVEMBER 5, 2013 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 5<sup>th</sup> day of November, 2013 at six o'clock (6:00) p.m. at City Hall.

**Present were:**

William Brooks	Alderman At Large
Kristian Kelly	Alderman, Ward 1
Shirley Beshears	Alderman, Ward 2
George Payne	Alderman, Ward 3
Joel Gallagher	Alderman, Ward 4
Scott Ferguson	Alderman, Ward 5
Raymond Flores	Alderman, Ward 6

Also present were Mayor Musselwhite, Sheila Heath, and Nick Manley, City Attorney. Approximately fifty (50) 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 Ferguson. Next, a motion was made by Alderman Payne to approve the minutes of the regular meeting of October 15, 2013 with any corrections, deletions, or additions necessary. There being none the motion was seconded by Alderman Ferguson. Motion was put to a vote and passed unanimously. Chief Ronnie White came before the Board and introduced Jeremy Johnson and John Kyle as new Firefighters to the City.

### Patterson Warehouse Inc. Free Port Warehouse Tax Exemption

#### **RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI, GRANTING FREE PORT WAREHOUSE AD VALOREM TAX EXEMPTION TO PATTERSON WAREHOUSES, INC. AS AUTHORIZED BY SECTION 27-31-53 ET SEQ., OF THE MISSISSIPPI CODE (1972), AS AMENDED**

WHEREAS, Patterson Warehouses, Inc. ("Patterson") seeks an exemption for free port warehouse ad valorem taxes at its warehouse operation located at 295 Marathon Way, Southaven, Mississippi to the fullest extent permitted by statute on all personal property held in the applicant's finished good warehouse and transit through the State of Mississippi and which either is moving interstate

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commerce through or over the territory of the State of Mississippi or is consigned or transferred to Patterson's finished goods warehouse for storage in transit to a final destination outside the State of Mississippi; and

WHEREAS, Patterson is a foreign corporation organized under the laws of the State of Tennessee and qualified to do business in the State of Mississippi since May 16, 2001; and

WHEREAS, Patterson has an estimated annual payroll of Three Hundred Fifty Thousand Dollars and 00/100 (\$350,000.00) and benefit package which includes medical, dental, vision and life insurance along with an estimated capital project investment for the project in an amount of One Million Fifty Thousand Dollars and 00/100 (\$1,050,000.00); and

WHEREAS, Patterson has filed an Application in triplicate for exemption from free port tax warehouse ad valorem tax exemption pursuant to Section 27-31-53 of the Mississippi Code (1972), as amended; and

WHEREAS, Patterson has produced written verification and documentation to this Board as to the authenticity and correctness of its Application in regard to the true value of the prayed for exemption; and

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

1. That Patterson ships personal property to a final destination outside the State of Mississippi during the calendar year.
2. That Patterson is qualified to make application for exemption.
3. This Mayor and Board of Alderman of the City of Southaven, Mississippi, acknowledge Patterson's contribution to the economic development to Southaven and believe that is should exercise its discretionary authority to exempt from all free port tax warehouse to the full extent permitted by statute

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as authorized by Section 27-31-53 et seq. of the Mississippi Code (1972) as amended.

4. That the Clerk of this Board is hereby directed to spread a copy of this Resolution on the minutes of this Board; and that said Clerk shall forward the original and one (1) certified copy of the Application and a certified copy of the transcript of this Resolution approving said Application to the Mississippi Department of Revenue for its approval and certification; and said Clerk shall also forward one (1) certified copy to the Tax Assessor of DeSoto County, Mississippi.

After a full discussion of this matter, ALDERMAN Payne moved that the foregoing Resolution be adopted. The motion was seconded by ALDERMAN Flores. Upon the question being put to a vote, Members of the Board of Aldermen voted as follows:

Alderman William Brooks	Yes
Alderman Kristian Kelly	Yes
Alderman Shirley Beshears	Yes
Alderman George Payne	Yes
Alderman Joel Gallagher	Yes
Alderman Scott Ferguson	Yes
Alderman Raymond Flores	Yes

RESOLVED AND DONE, this 5<sup>th</sup> day of November, 2013.

\_\_\_\_\_  
Darren Musselwhite, MAYOR

ATTEST:

\_\_\_\_\_  
Sheila Heath, CITY CLERK

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## Southaven, General Obligation Bonds 2013 No Protest Resolution

The Mayor and Board of Aldermen of the City of Southaven, Mississippi (the "Governing Body" of the "City"), took up for consideration the matter of issuing General Obligation Bonds of said City. After a discussion of the subject, Alderman Brooks offered and moved the adoption of the following resolution:

**RESOLUTION FINDING AND DETERMINING THAT THE RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI (THE "CITY"), TO ISSUE GENERAL OBLIGATION BONDS, IN ONE OR MORE SERIES, OF THE CITY, IN THE MAXIMUM PRINCIPAL AMOUNT OF NOT TO EXCEED NINE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$9,500,000) (THE "BONDS") ADOPTED ON THE 1ST DAY OF OCTOBER, 2013, WAS DULY PUBLISHED AS REQUIRED BY LAW; THAT NO SUFFICIENT PROTEST AGAINST THE ISSUANCE OF THE BONDS DESCRIBED IN SAID RESOLUTION HAS BEEN FILED BY THE QUALIFIED ELECTORS; AND AUTHORIZING THE ISSUANCE OF THE BONDS.**

**WHEREAS**, the Governing Body of the City, does hereby find, determine, adjudicate, and declare as follows:

1. Heretofore, on the 1st day of October, 2013, the Governing Body adopted a certain resolution entitled "RESOLUTION DECLARING THE INTENTION OF THE
2. MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI (THE "CITY"), TO ISSUE GENERAL OBLIGATION BONDS, IN ONE OR MORE SERIES, OF SAID CITY IN THE MAXIMUM PRINCIPAL AMOUNT OF NOT TO EXCEED NINE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$9,500,000) (THE "BONDS") TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR (I) CONSTRUCTING, IMPROVING OR PAVING STREETS, SIDEWALKS, DRIVEWAYS, PARKWAYS, WALKWAYS, BRIDGES, CULVERTS OR PUBLIC PARKING FACILITIES, AND PURCHASING LAND THEREFOR; PROTECTING A MUNICIPALITY, ITS STREET AND SIDEWALKS FROM OVERFLOW, CAVING BANKS AND OTHER LIKE DANGERS; ESTABLISHING STORM OR DRAINAGE, AND REPAIRING, IMPROVING AND EXTENDING THE SAME; (II) ERECTING, REPAIRING, IMPROVING, ADORNING AND EQUIPPING MUNICIPAL BUILDINGS AND PURCHASING BUILDINGS OR LAND THEREFOR; (III) REFUNDING THE OUTSTANDING PROMISSORY NOTE BY AND BETWEEN THE CITY AND BANCORPSOUTH BANK, DATED FEBRUARY 1, 2005 ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$4,000,000; AND (IV) PAYING FOR COSTS OF ISSUANCE OF THE BONDS; AND DIRECTING PUBLICATION OF NOTICE OF SUCH INTENTION" (the "Intent Resolution") wherein the Governing Body found, determined and adjudicated that it is necessary that bonds of the City be issued in the amount, for the purpose and secured as aforesaid, declared its intention to issue said bonds, and fixed 5:00 o'clock p.m. on

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November 5, 2013, as the date and hour any protest to be made against the issuance of such bonds was required to be filed.

3. As required by law and as directed by the Intent Resolution, the Intent Resolution was published once a week for at least three (3) consecutive weeks in the *DeSoto Times-Tribune*, a newspaper published in and having a general circulation in the City, and qualified under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended, the first publication having been made not less than twenty-one (21) days prior to November 5, 2013, and the last publication having been made not more than seven (7) days prior to such date, said notice having been published in said newspaper on October 10, 17, 24 and 31, 2013, as evidenced by the publisher's affidavit heretofore presented and filed, and attached hereto as **EXHIBIT A**.

4. On or prior to the hour of 5:00 o'clock p.m. on November 5, 2013, no written protest against the issuance of the bonds has been filed with the Clerk of the City of Southaven, Mississippi; and, therefore, the Governing Body does hereby find, determine and adjudicate that no protest against the issuance of the bonds has been duly filed.

5. The Governing Body is now authorized and empowered by the provisions Of Section 21-33-301 through 21-33-329, Mississippi Code of 1972, as amended (the "GO Act") and Section 31-15-1 et seq., Mississippi Code of 1972, as amended (the "Refinancing Act" and together with the GO Act, the "Act"), to issue the hereinafter described bonds without any election on the question of the issuance thereof.

6. The amount of said bonds so proposed to be issued, when added to the outstanding indebtedness of the City, will not exceed any constitutional or statutory limitation of indebtedness.

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

**SECTION 1.** General Obligation Bonds (the "Bonds") of the City of Southaven, Mississippi, are hereby authorized to be issued in the maximum principal amount of not to exceed Nine Million Five Hundred Thousand Dollars (\$9,500,000) (the "Bonds"), to raise money for the purpose of (a) constructing, improving or paving streets, sidewalks, driveways, parkways, walkways, bridges, culverts or public parking facilities, and purchasing land therefor; protecting a municipality, its street and sidewalks from overflow, caving banks and other like dangers; establishing storm or drainage, and repairing, improving and extending the same; (b) erecting, repairing, improving, adorning and equipping municipal buildings and purchasing buildings or land therefor; (c) refunding the outstanding Promissory Note by and between the City and BancorpSouth Bank, dated February 1, 2005 issued in the original principal amount of \$4,000,000; (d) paying for costs of issuance of the Bonds (together, the "Project"). Such Bonds will be general obligations of the City payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon all the taxable property within the geographical limits of the City; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the bond fund of the Bonds, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City.

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**SECTION 2.** Said Bonds shall be issued and offered for sale in accordance with The further orders and directions of this Governing Body.

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

Alderman Kristian Kelly	YES
Alderwoman Shirley Beshears	YES
Alderman George Payne	YES
Alderman Joel Gallagher	YES
Alderman Scott Ferguson	YES
Alderman Raymond Flores	YES
Alderman-At-Large William Brooks	YES

The motion having received the affirmative vote of a majority of the members present, the Mayor declared the motion carried and the resolution adopted this the 5th day of November, 2013.

## EXHIBIT A

### PROOF OF PUBLICATION OF INTENT RESOLUTION

#### SOUTHAVEN, GENERAL OBLIGATION BONDS 2013, BOND RESOLUTION

**RESOLUTION AUTHORIZING AND DIRECTING THE ISSUANCE OF GENERAL OBLIGATION BONDS, SERIES 2013A, OF THE CITY OF SOUTHAVEN, MISSISSIPPI (THE "CITY") IN THE MAXIMUM PRINCIPAL AMOUNT OF NOT TO EXCEED SIX MILLION FIVE HUNDRED SIXTY-FIVE THOUSAND DOLLARS (\$6,565,000) (THE "BONDS") TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR (I) CONSTRUCTING, IMPROVING OR PAVING STREETS, SIDEWALKS, DRIVEWAYS, PARKWAYS, WALKWAYS, BRIDGES, CULVERTS OR PUBLIC PARKING FACILITIES, AND PURCHASING LAND THEREFOR; PROTECTING A MUNICIPALITY, ITS STREET AND SIDEWALKS FROM OVERFLOW, CAVING BANKS AND OTHER LIKE DANGERS; ESTABLISHING STORM OR DRAINAGE, AND REPAIRING, IMPROVING AND EXTENDING THE SAME; (II) ERECTING, REPAIRING, IMPROVING, ADORNING AND EQUIPPING MUNICIPAL BUILDINGS AND PURCHASING BUILDINGS OR LAND THEREFOR; AND (III) PAYING FOR COSTS OF ISSUANCE OF THE BONDS (THE "PROJECT"); RESOLUTION AUTHORIZING AND RATIFYING THE SIGNING AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT FOR THE SALE OF THE BONDS.**

**WHEREAS**, the Mayor and the Board of Aldermen of the City of Southaven, Mississippi (the "Governing Body" of the "City"), acting for and on behalf of the City, hereby finds, determines, adjudicates and declares as follows:

7. (a) In addition to any words and terms elsewhere defined herein, the

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Following words and terms shall have the following meanings, unless some other meaning is plainly intended:

"Act" shall mean Section 21-33-301 through 21-33-329, Mississippi Code of 1972, as amended.

"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" means the Mayor of the City, the Clerk of the City 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 \$6,565,000 General Obligation Bonds, Series 2013A, of the City authorized and directed to be issued in this resolution.

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

"Bond Resolution" shall mean this resolution, as may be amended from time to time.

"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 2 herein.

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

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

"Construction Project" shall mean (a) constructing, improving or paving streets, sidewalks, driveways, parkways, walkways, bridges, culverts or public parking facilities, and purchasing land therefor; protecting a municipality, its street and sidewalks from overflow, caving banks and other like dangers; establishing storm or drainage, and repairing, improving and extending the same; (b) erecting, repairing, improving, adorning and equipping municipal buildings and purchasing buildings or land therefor.

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

"DTC" shall mean The Depository Trust Company.

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

"Governing Body" shall mean the 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.

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"Letter of Representations" shall mean the blanket issue letter of representations from the City to DTC under the Book Entry System.

"Mayor" shall mean the Mayor of the City.

"Notice" shall mean the Notice of Bond Sale set out in Section 23 hereof.

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

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

"Project" shall mean together (i) the Construction Project and (ii) paying costs of issuance of the Bonds.

"Purchaser" shall mean the successful bidder for the Bonds, to be hereafter designated by the Governing Body.

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

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

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

"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.

"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.

"2013A Bond Fund" shall mean the City of Southaven, Mississippi General Obligation Bonds, Series 2013A, 2013A Bond Fund provided for in Section 13 hereof.

"2013A Construction Fund" shall mean the City of Southaven, Mississippi General Obligation Bonds, Series 2013A, 2013A Construction Fund provided for in Section 14 hereof.

(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.

8. Heretofore, on the 1st day of October, 2013, the Governing Body adopted

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a certain resolution entitled "RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN,

9. MISSISSIPPI (THE "CITY"), TO ISSUE GENERAL OBLIGATION BONDS, IN ONE OR MORE SERIES, OF SAID CITY IN THE MAXIMUM PRINCIPAL AMOUNT OF NOT TO EXCEED NINE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$9,500,000) (THE "BONDS") TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR (I) CONSTRUCTING, IMPROVING OR PAVING STREETS, SIDEWALKS, DRIVEWAYS, PARKWAYS, WALKWAYS, BRIDGES, CULVERTS OR PUBLIC PARKING FACILITIES, AND PURCHASING LAND THEREFOR; PROTECTING A MUNICIPALITY, ITS STREET AND SIDEWALKS FROM OVERFLOW, CAVING BANKS AND OTHER LIKE DANGERS; ESTABLISHING STORM OR DRAINAGE, AND REPAIRING, IMPROVING AND EXTENDING THE SAME; (II) ERECTING, REPAIRING, IMPROVING, ADORNING AND EQUIPPING MUNICIPAL BUILDINGS AND PURCHASING BUILDINGS OR LAND THEREFOR; (III) REFUNDING THE OUTSTANDING PROMISSORY NOTE BY AND BETWEEN THE CITY AND BANCORPSOUTH BANK, DATED FEBRUARY 1, 2005 ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$4,000,000; AND (IV) PAYING FOR COSTS OF ISSUANCE OF THE BONDS; AND DIRECTING PUBLICATION OF NOTICE OF SUCH INTENTION" (the "Intent Resolution") wherein the Governing Body found, determined and adjudicated that it is necessary that bonds of the City be issued in the amount, for the purpose and secured as aforesaid, declared its intention to issue said bonds, and fixed 5:00 o'clock p.m. on November 5, 2013, as the date and hour any protest to be made against the issuance of such bonds was required to be filed.
10. As required by law and as directed by the Intent Resolution, the Intent Resolution was published once a week for at least three (3) consecutive weeks in the *DeSoto Times-Tribune*, a newspaper published in and having a general circulation in the City, and qualified under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended, the first publication having been made not less than twenty-one (21) days prior to November 5, 2013, and the last publication having been made not more than seven (7) days prior to such date, said notice having been published in said newspaper on October 10, 17, 24 and 31, 2013, as evidenced by the publisher's affidavit heretofore presented and filed.
11. On or prior to the hour of 5:00 o'clock p.m. on November 5, 2013, no written protest against the issuance of the Bonds described in the Intent Resolution had been filed or presented by qualified electors of the City.
12. The Governing Body is now authorized and empowered by the provisions of the Act to authorize the issuance of the Bonds for the Project without an election on the question of the issuance thereof and is authorized to authorize the issuance of the Bonds by the City registered as to principal and interest in the form and manner hereinafter provided for by Sections 31-21-1 to 31-21-7, Mississippi Code of 1972, as amended.
13. The assessed value of all taxable property within the City, according to the

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last completed assessment for taxation, is Five Hundred Twenty One Million Three Hundred Sixty Four Thousand Nine Hundred Seven Dollars (\$521,364,907); the City has outstanding bonded indebtedness subject to the fifteen percent (15%) debt limit prescribed by Section 21-33-303, Mississippi Code of 1972, as amended, in the amount of Thirty Six Million Four Hundred Seventy Thousand Dollars (\$36,470,000), and outstanding bonded and floating indebtedness subject to the twenty percent (20%) debt limit prescribed by Section 21-33-303, Mississippi Code of 1972, as amended, (which amount includes the sum set forth above subject to the 15% debt limit), in the amount of Thirty Nine Million Two Hundred Five Thousand Dollars (\$39,205,000); the issuance of the Bonds hereinafter proposed to be issued pursuant to the Act, when added to the outstanding bonded indebtedness of the City, will not result in bonded indebtedness, exclusive of indebtedness not subject to the aforesaid fifteen percent (15%) debt limit, of more than fifteen percent (15%) of the assessed value of taxable property within the City, and will not result in indebtedness, both bonded and floating, exclusive of indebtedness not subject to the aforesaid twenty percent (20%) debt limit, in excess of twenty percent (20%) of the assessed value of taxable property within the City, and will not exceed any constitutional or statutory limitation upon indebtedness which may be incurred by the City.

14. It has now become necessary to approve the Preliminary Official Statement for the Bonds and the distribution thereof to prospective purchasers of the Bonds.

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

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

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

**SECTION 2.** (a) Except as hereinafter set forth, the Bonds shall initially be issued pursuant to a Book-Entry System administered by the Securities Depository with no physical distribution of Bond certificates to be made except as provided in this Section 2; provided, however, the Purchaser of the Bonds may, at their sole discretion, request physical distribution of Bond certificates in-lieu of issuance of the Bonds pursuant to the Book-Entry System. If applicable, 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.

(a) 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

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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 Owner 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.

(b) The City may at any time elect (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).

(c) 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 10 days after the date of mailing of such notice (or such fewer number of days as shall be acceptable to the Securities Depository).

(d) 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 certificated 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 7 hereof.

(e) If any Securities Depository is replaced as the depository for the Bonds

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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.

(f) 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 Participant, Indirect Participant or other nominee of any Beneficial Owner of any Bonds to perform any obligation that such Participant, Indirect Participant or other nominee may incur to any Beneficial Owner of the Bonds.

(g) 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.

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

**SECTION 3.** The Bonds are hereby authorized and ordered to be prepared and issued in the principal amount of Six Million Five Hundred Sixty-Five Thousand Dollars (\$6,565,000) to raise money for the Project as authorized by the Act.

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

(b) The Bonds shall be registered as to both principal and interest; shall be dated December 1, 2013; shall be issued in the principal denomination of \$5,000 each, or integral multiples thereof up to the amount of a single maturity; shall be numbered from one upward in the order of issuance; shall bear interest from the date thereof at the rate or rates specified by further order of the Governing Body, payable on June 1 and December 1 of each year (each an "Interest Payment Date"), commencing December 1, 2014; and shall mature and become due and payable on December 1 in the years and in the principal amounts as follows:

YEAR	AMOUNT	YEAR	AMOUNT
2014	\$230,000	2024	\$330,000
2015	240,000	2025	340,000
2016	250,000	2026	350,000
2017	260,000	2027	365,000
2018	265,000	2028	375,000
2019	275,000	2029	390,000
2020	285,000	2030	405,000
2021	295,000	2031	415,000
2022	305,000	2032	430,000
2023	315,000	2033	445,000

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(c) The Bonds maturing on December 1, 2024 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, at any time on or after December 1, 2023.

(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 of Mississippi, (a) 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"), (b) certificates of deposit or municipal obligations fully secured by Government Obligations or (c) 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, (d) State and Local Government Series ("SLGS") Securities, and (e) 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.

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**SECTION 5.** (a) When the Bonds shall have been validated 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 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 7.

(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 City Clerk, with the seal of the City imprinted or affixed thereto; provided, however all signatures and seals appearing on the Bonds, other than the signature of an authorized officer of the Transfer Agent hereafter provided for, may be facsimile and shall have the same force and effect as if manually signed or impressed. In case any official of the 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 of the Bonds, and the final, unqualified approving opinion of Bond Counsel, which opinion shall be imprinted on the reverse of each of the Bonds.

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

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

(ii) an authorization to the Transfer Agent, signed by the Mayor or the Clerk, to authenticate and deliver the Bonds to the Purchaser.

(e) At delivery, the Transfer Agent shall authenticate the Bonds and deliver them to the Purchaser thereof upon payment of the purchase price of the Bonds to the City.

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

**SECTION 6.** (a) The City will appoint the Paying Agent and Transfer Agent for the Bonds after receiving the recommendation of the successful bidder subject to the following conditions. The Paying Agent and Transfer Agent shall be a bank or trust company with a main office or branch located within the State of Mississippi. The City specifically reserves the right to hereafter designate a separate Transfer Agent and/or Paying Agent in its discretion in the manner hereinafter provided.

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(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 Bond entitled to registration or transfer.

(c) The City shall pay or reimburse the Agent for reasonable fees for the performance of the services normally rendered and the incurring of normal expenses reasonably and necessarily paid as are customarily paid to paying agents, transfer agents and bond registrars, subject to agreement between the 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 the duties and obligations of either the function of the Paying Agent or Transfer Agent, or both, by giving at least sixty (60) days' written notice to the 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 the 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/or state regulatory authorities under the jurisdiction of which it falls.

(v) Every successor Agent appointed hereunder shall execute, acknowledge and deliver to its predecessor Agent and to the 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,

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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 instruments 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.

(e) Any corporation or association into which an Agent may be converted or merged, or with which it may be consolidated or to which it may sell or transfer its assets as a whole or substantially as a whole, or any corporation or association resulting from any such conversion, sale, merger, consolidation or transfer to which it is a party, shall be and become successor Agent hereunder and vested with all the powers, discretion, immunities, privileges and all other matters as was its predecessor, without the execution or filing of any instrument or any further act, deed or conveyance on the part of either the 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 7.** The Bonds shall be in substantially the following form, with such appropriate variations, omissions and insertions as are permitted or required by this Bond Resolution:

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## [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, MISSISSIPPI  
GENERAL OBLIGATION BOND  
SERIES 2013A

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

Rate of Interest

Maturity  
CUSIP

Date of Original Issue

%

December 1, 2013

Registered Owner:

Principal Amount:

DOLLARS

The City of Southaven, 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 (the "Paying Agent") for the General Obligation Bonds, Series 2013A, 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 June 1 and December 1 of each year (each an "Interest Payment Date"), commencing December 1, 2014, 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

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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 Six Million Five Hundred Sixty-Five Thousand Dollars (\$6,565,000) to raise money for the purpose of providing funds constructing, improving or paving streets, sidewalks, driveways, parkways, walkways, bridges, culverts or public parking facilities, and purchasing land therefor; protecting a municipality, its street and sidewalks from overflow, caving banks and other like dangers; establishing storm or drainage, and repairing, improving and extending the same; erecting, repairing, improving, adorning and equipping municipal buildings and purchasing buildings or land therefor; and paying for costs of issuance of the Bonds.

This Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including Section 21-33-301 through 21-33-329, Mississippi Code of 1972, as amended (the "Act"), and by the further authority of proceedings duly had by the Board of Aldermen of the City, including a resolution adopted November 5, 2013 (the "Bond Resolution").

The Bonds maturing on December 1, 2024 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, at any time on or after December 1, 2023.

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 Transfer Agent, but only in the manner, subject to the limitations in the Bond Resolution, and upon surrender and cancellation of this Bond. Upon such transfer or exchange, a new Bond or Bonds of like aggregate principal amount in authorized denominations of the same maturity will be issued.

The 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

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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 Bonds are and will continue to be payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon all the taxable property within the geographical limits of the City; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the 2013A Bond Fund of the Bonds, or has made other provisions for funds, to be applied toward payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City. The City, when necessary, will levy annually a special tax upon all taxable property within the geographical limits of the City adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same falls due.

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

**IT IS HEREBY CERTIFIED, RECITED AND REPRESENTED** that all conditions, acts and things required by law to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds, in order to make the same legal and binding general obligations of the City, according to the terms thereof, do exist, have happened and have been performed in regular and due time, form and manner as required by law. For the performance in apt time and manner of every official act herein required, and for the prompt payment of this Bond, both principal and interest, the full faith and credit of the City are hereby irrevocably pledged.

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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, as of the 1st day of December, 2013.

**CITY OF SOUTHAVEN, MISSISSIPPI  
BY:**

\_\_\_\_\_  
Mayor

**COUNTERSIGNED:**

\_\_\_\_\_  
City Clerk  
(SEAL)

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

## **CERTIFICATE OF REGISTRATION AND AUTHENTICATION**

This Bond is one of the Bonds described in the within mentioned Bond Resolution and is one of the General Obligation Bonds, Series 2013A, of the City of Southaven, Mississippi.

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

**BY:**

\_\_\_\_\_  
Authorized Officer

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

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

## **REGISTRATION AND VALIDATION CERTIFICATE**

**STATE OF MISSISSIPPI  
COUNTY OF DESOTO  
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 \_\_\_\_\_, 2013.

\_\_\_\_\_  
City Clerk

(SEAL)

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## 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 \_\_\_\_\_, \_\_\_\_\_, Mississippi, as Transfer Agent to transfer the said Bond on the records kept for registration thereof with full power of substitution in the premises.

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

Signatures guaranteed:

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

\_\_\_\_\_  
(Authorized Officer)  
Date of Assignment: \_\_\_\_\_  
Insert Social Security Number or Other  
Tax Identification Number of Assignee: \_\_\_\_\_

**SECTION 8.** In case any Bond shall become mutilated or be stolen, destroyed or lost, the 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 Transfer Agent evidence satisfactory to them that such Bond was stolen, destroyed or lost, and of his ownership thereof, and furnishing the City or Transfer Agent with such security or indemnity as may be required by law or by them to save each of them harmless from all risks, however remote.

**SECTION 9.** For the purpose of effectuating and providing for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue, there shall be and is hereby levied a direct, continuing special tax upon all of the taxable property within the geographical limits of the City, adequate and sufficient, after allowance shall have been made for the expenses of collection and delinquencies in the payment of taxes, to produce sums required

# Minutes, City of Southaven, Southaven, Mississippi

for the payment of the principal of and the interest on the Bonds; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the 2013A Bond Fund of the Bonds, or has made other provisions for funds, to be applied toward payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City. When necessary, said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the City are collected, and the rate of tax which shall be so extended shall be sufficient in each year fully to produce the sums required as aforesaid, without limitation as to time, rate or amount. The avails of said tax are hereby irrevocably pledged for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue. Should there be a failure in any year to comply with the requirements of this section, such failure shall not impair the right of the Registered Owners of any of the Bonds in any subsequent year to have adequate taxes levied and collected to meet the obligations of the Bonds, both as to principal and interest.

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

**SECTION 11.** (a) In the event the 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 for 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 Transfer 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 Bond shall be registered in the records of the City maintained by the Transfer Agent may be deemed the absolute owner thereof for all purposes, and payment of or on account of the principal of or interest on any Bond shall be made only to or upon the order of the Registered Owner thereof, or his legal representative, but such registration may be changed as hereinafter provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

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**SECTION 12.** (a) Each Bond shall be transferable only in the 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 attorney duly authorized in writing. Upon the transfer of any Bond, 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 Bonds is exercised, the Transfer Agent shall authenticate and deliver Bonds in accordance with the provisions of this Bond Resolution.

**SECTION 13.** (a) The City hereby establishes the 2013A Bond Fund which shall be maintained with a qualified depository in its name for the payment of the principal of and interest on the Bonds, and the payment of Agents' fees in connection therewith. There shall be deposited into the 2013A Bond Fund as and when received:

(i) The accrued interest and premium, if any, received upon delivery of the Bonds;

(ii) The avails of any of the ad valorem taxes levied and collected pursuant to Section 9 hereof;

(iii) Any income received from investment of monies in the 2013A Bond Fund; and

(iv) Any other funds available to the City which may be lawfully used for payment of the principal of and interest on the Bonds, and which the Governing Body, in its discretion, may direct to be deposited into the 2013A Bond Fund.

(b) As long as any principal of and interest on the Bonds remains outstanding, the Clerk is hereby irrevocably authorized and directed to withdraw from the 2013A Bond Fund sufficient monies to make the payments herein provided for and to transfer same to the account of the Paying Agent in time to reach said Paying Agent at least five (5) days prior to the date on which said interest or principal and interest shall become due.

**SECTION 14.** The City hereby establishes the 2013A Construction Fund which shall be maintained with a qualified depository. The principal proceeds received upon the sale of the Bonds shall be deposited in the 2013A Construction Fund. Any income received from investment of monies in the 2013A Construction Fund shall be deposited in the 2013A Construction Fund or the 2013A Bond Fund for the payment of debt service on the Bonds during the construction period for the Project. From the 2013A Construction Fund there shall be first paid the costs, fees and expenses incurred by the City in connection with the authorization, issuance, sale, validation and delivery of the Bonds. The balance thereof shall be held and disbursed for the Project, as authorized by the Act. Any amounts which remain in the 2013A Construction Fund after the completion of the Project shall be transferred to the 2013A Bond Fund and used as permitted under State law.

**SECTION 15.** (a) Payment of principal on the Bonds shall be made, upon presentation and surrender of the Bonds at the principal office of the Paying Agent, to the Record Date Registered Owner thereof who shall appear in the registration records of the City maintained by the Transfer Agent as of the Record Date.

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(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 subsequently prescribed by the Transfer Agent, such notice to be received by the Transfer Agent not later than the 15th day of the calendar month preceding the applicable principal or Interest Payment Date to be effective as of such date.

**SECTION 16.** The Bonds shall be submitted to validation as provided by Chapter 13, Title 31, Mississippi Code of 1972, and to that end the Clerk is hereby directed to make up a transcript of all legal papers and proceedings relating to the Bonds and to certify and forward the same to the State's Bond Attorney for the institution of validation proceedings.

**SECTION 17.** 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 ("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 18.** The City represents 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 19.** The City hereby covenants that it shall make, or cause to be

# Minutes, City of Southaven, Southaven, Mississippi

made, the rebate required by Section 148(f) of the Code ("Rebate") in the manner described in Regulation §§1.148-1 through 1.148-11, as such regulations and statutory provisions may be modified insofar as they apply to the Bonds. In accordance therewith, the City shall:

(a) Within sixty (60) days of the last day of the fifth and each succeeding fifth "bond year" (which shall be the five-year period ending on the date five years subsequent to the date of the closing, unless another date is selected by the Mayor and Board of Aldermen of the City, and each succeeding fifth "bond year"), and within sixty (60) days of the date the last bond that is part of the Bonds is discharged the City shall (i) calculate, or cause to be calculated, the "rebate amount" as of each "computation date" or the "final computation date" attributable to any investment in "investment-type property" made by the City, of "gross proceeds" of the Bonds, and (ii) remit the following to the United States Treasury within sixty (60) days of the last day of the fifth and each succeeding fifth "bond year": (A) an amount of money equal to such "rebate amount" (treating for purposes of such calculation any previous payments made to the United States Treasury on account of such "rebate amount" as if the payment on any such date was an "expenditure" constituting a "rebate payment"), (B) the calculations supporting the amount of "rebate amount" attributable to any investments in "investment-type property" made by the City of gross proceeds of the Bonds and (C) any other information required to comply with Section 148 of the Code.

(b) The City shall keep accurate records of each investment-type property (as that term is defined in Section 148(b) of the Code), if any, acquired, directly or indirectly, with "gross proceeds" of the Bonds and each expenditure it makes with "gross proceeds". Such records shall include the purchase price, nominal interest rate, dated date, maturity date, type of property, frequency of periodic payments, period of compounding, yield to maturity, amount actually or constructively realized on disposition, disposition date, and evidence of the "fair market value" of such property on the purchase date and disposition date (or deemed purchase or disposition date), for each item of such "investment-type property".

**SECTION 20.** The City hereby designates the Bonds as "qualified tax-exempt obligation" as defined in and for the purposes of Section 265(b)(3) of the Code. For purposes of this designation, the City hereby represents that:

(a) the City reasonably anticipates that the amount of tax-exempt obligations to be issued by it during the period from January 1, 2013 to December 31, 2013, and the amount of obligation designated as "qualified tax-exempt obligation" by it, will not exceed \$10,000,000 when added to the aggregate principal amount of the Bonds; and

(b) for purposes of this Section 20, the following obligation are not taken into account in determining the aggregate principal amount of tax-exempt obligations issued by the City: (i) a private activity bond as defined in Section 141 of the Code (other than a qualified 501(c)(3) bond, as defined in Section 145 of the Code); and (ii) any obligation issued to refund any other tax-exempt obligation (other than to advance refund within the meaning of Section 149(d)(5) of the

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Code) as provided in Section 265(b)(3)(c) of the Code does designate the Bonds as "qualified tax-exempt obligations" as defined in and for the purposes of Section 265(b)(3) of the Code.

**SECTION 21.** 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 (i) certain updated financial information and operating data annually, and (ii) notices of specified events, as hereinafter set forth, in a timely manner not in excess of ten business days after the occurrence of such events, to the Municipal Securities Rulemaking Board (the "MSRB") through MSRB's Electronic Municipal Market Access system at [www.emma.msrb.org](http://www.emma.msrb.org) ("EMMA"), in the electronic format then prescribed by the Securities and Exchange Commission (the "SEC") (the "Required Electronic Format") pursuant to Rule 15c2-12, as amended from time to time (the "Rule") of the SEC, together with any identifying information or other information then required to accompany the applicable filing (the "Accompanying Information"). This information will be available free to securities brokers and others at EMMA.

The 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 of the general type included in the Official Statement in APPENDIX A under the headings "ECONOMIC AND DEMOGRAPHIC INFORMATION," "TAX INFORMATION" and "DEBT INFORMATION" and other financial information set forth in APPENDICES C and D of the Official Statement. The City will update and provide this information within twelve months after the end of each fiscal year of the City ending in or after September 30, 2014.

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

The City's current fiscal year end is September 30. Accordingly, it must provide updated information within twelve months after the end of each fiscal year. If the City changes its fiscal year, it will notify the MSRB in the Required Electronic Format through EMMA, together with any Accompanying Information, of the change.

Anyone requesting information under the continuing disclosure requirements of SEC Rule 15c2-12 should contact the City Clerk, City Hall, 8710 Northwest Drive, Southaven, Mississippi 38671 Telephone Number: (662) 280-2489. The City will also provide notice to the MSRB in the Required Electronic Format through EMMA, together with any Accompanying Information, in a timely manner not in excess of ten business days after the occurrence of certain events. The City will provide notice of any of the following events with respect to the Bonds, in a timely manner not in excess of ten business days after the occurrence

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

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

The City has agreed to update information and to provide notices of specified events only as described in this Section. The City has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described herein. The City makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The City disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although holders or beneficial owners of Bonds may seek a writ of mandamus to compel the City to comply with its agreement. The City may amend its continuing disclosure agreement only if (1) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in identity, nature, or status of the City, (2) the agreement, as amended, would have complied with the Rule at the date of sale of the Bonds, taking into account any amendments or interpretations of the Rule as well as any change in circumstance, and (3) the City receives an opinion of nationally recognized bond counsel to the effect that the amendment does not materially impair the interests of the holders and beneficial owners of the Bonds. If any such amendment is made, the City will include in its next annual update an explanation in narrative form of the reasons for the change and its impact on the type of operating data or financial information being provided.

**SECTION 22.** The Bonds shall be offered for sale on sealed bids at a meeting of

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the Governing Body to be held at the place, and on the date and at the hour specified and upon the terms and conditions set out in the Notice in Section 23 hereof. On or before said date and hour, such sealed bids must be filed with the Clerk at the place specified in the Notice. The Governing Body reserves the right to reject any and all bids submitted, and if all bids are rejected, to sell the Bonds at a private sale at any time within sixty (60) days after the date advertised for the receipt of bids, at a price not less than the highest bid which shall have been received at the advertised sale.

**SECTION 23.** As required by Section 31-19-25, Mississippi Code of 1972, as amended, the Clerk is hereby authorized and directed to give Notice by publishing an advertisement at least two (2) times in the *DeSoto Times Tribune*, a newspaper published in 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 bids. The Notice shall be in substantially the following form:

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**NOTICE OF BOND SALE**  
**\$6,565,000**  
**GENERAL OBLIGATION BONDS**  
**SERIES 2013A**  
**OF THE**  
**CITY OF SOUTHAVEN, MISSISSIPPI**

Sealed proposals will be received and opened by the City Clerk of the City of Southaven, Mississippi, in her office in the City Hall until the hour of 3:00 o'clock p.m. on the 19th day of November, 2013 for subsequent presentation to the Mayor and Board of Aldermen of the City of Southaven, Mississippi (the "Governing Body" of the "City"), in its meeting place in the City Hall of the City at a meeting scheduled for 6:00 o'clock p.m. on said date, at which time said bids will be publicly read, for the purchase in its entirety, at not less than par and accrued interest to the date of delivery thereof, of an issue of Six Million Five Hundred Sixty-Five Thousand Dollars (\$6,565,000) principal amount General Obligation Bonds, Series 2013A, of the City (the "Bonds").

The Bonds will be dated December 1, 2013, will be delivered in the denomination of Five Thousand Dollars (\$5,000) each, or integral multiples thereof up to the amount of a single maturity, will be numbered from one upward; will be issued in fully registered form; and will bear interest from the date thereof at the rate or rates offered by the successful bidder in its bid, payable on June 1 and December 1 in each year (each an "Interest Payment Date"), commencing December 1, 2014. The Bonds will mature serially on December 1 in each year and in the principal amounts as follows:

<b>YEAR</b>	<b>AMOUNT</b>	<b>YEAR</b>	<b>AMOUNT</b>
2014	\$230,000	2024	\$330,000
2015	240,000	2025	340,000
2016	250,000	2026	350,000
2017	260,000	2027	365,000
2018	265,000	2028	375,000
2019	275,000	2029	390,000
2020	285,000	2030	405,000
2021	295,000	2031	415,000
2022	305,000	2032	430,000
2023	315,000	2033	445,000

The Bonds maturing on December 1, 2024 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, at any time on or after December 1, 2023.

The City will appoint the Paying and Transfer Agent for the Bonds after receiving the recommendation of the successful bidder. The Paying and Transfer Agent shall be a bank or trust company with a main office or branch located within the State of Mississippi. The Paying Agent and/or Transfer 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.

The successful bidder must deliver to the Transfer Agent within thirty (30) days of the date of sale, or at such other later date as may be designated by the City, the names and addresses of the Registered Owners of the Bonds and the

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denominations in which the Bonds of each maturity are to be issued. If the successful bidder fails to submit such information to the Transfer Agent by 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.

Both principal of and interest on the Bonds will be payable by check or draft mailed on the Interest Payment Date 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 Transfer Agent. Payment of principal at maturity shall be conditioned on the presentation and surrender of the Bonds at the principal office of the Transfer Agent.

The Bonds will be transferable only upon the records of the City maintained by the Transfer Agent.

The Bonds shall not bear a greater overall maximum interest rate to maturity than eleven percent (11%) per annum, and shall mature in the amounts and on the dates hereinabove set forth; 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 or rates specified in the bid; all Bonds of the same maturity shall bear the same rate of interest from date to maturity. The lowest interest rate specified shall not be less than seventy percent (70%) of the highest interest rate specified; each interest rate specified must be an even 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 cannot be named. The interest rate for any one maturity shall not exceed eleven percent (11%) per annum.

The Bonds are being issued for the purpose of providing funds for (a) constructing, improving or paving streets, sidewalks, driveways, parkways, walkways, bridges, culverts or public parking facilities, and purchasing land therefor; protecting a municipality, its street and sidewalks from overflow, caving banks and other like dangers; establishing storm or drainage, and repairing, improving and extending the same; (b) erecting, repairing, improving, adorning and equipping municipal buildings and purchasing buildings or land therefor; (c) paying for costs of issuance of the Bonds (together (a) through (c) are referred to herein as the "Project").

The Bonds will be general obligations of the City payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon the taxable property within the geographical limits of the City; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the 2013A Bond Fund of the Bonds, or has made other provisions for funds, to be applied toward payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City. The City, when necessary, will levy annually a special tax upon all taxable property within the geographical limits of the City adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same falls due.

The City did designate the Bonds as qualified tax-exempt obligations within the meaning and for the purposes of Section 265(b)(3) of the Code.

Proposals should be addressed to the Mayor and Board of Aldermen and should be plainly marked "Proposal for General Obligation Bonds, Series 2013A, of the

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City of Southaven, Mississippi," and should be filed with the Clerk of the City on or prior to the date and hour hereinabove named.

Each bid must be accompanied by a cashier's check, certified check, or exchange, issued or certified by a bank located in the State of Mississippi, payable to the City of Southaven, Mississippi, in the amount of One Hundred Thirty One Thousand Three Hundred Dollars (\$131,300.00) as a guaranty that the bidder will carry out its contract and purchase the Bonds if its bid be accepted. 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. All checks of unsuccessful bidders will be returned immediately on award of the Bonds. All proposals shall remain firm for three hours after the time specified for the opening of proposals and an award of the Bonds, or rejection of proposals, will be made by the City within said period of time.

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. The net interest cost will 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 proposal 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 proposal.

The Governing Body reserves the right to reject any and all bids submitted and to waive any irregularity or informality.

The obligation of the purchaser to purchase and pay for the Bonds is conditioned on the delivery, at the time of settlement of the Bonds, of the following: (1) the approving legal opinion of Butler Snow LLP, Ridgeland, Mississippi, Bond Counsel, to the effect that the Bonds constitute valid and legally binding obligations of the City payable from and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon all the taxable property within the geographical limits of the City and to the effect that the interest on the Bonds is exempt from Federal and State of 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; and (2) the delivery of certificates in form and tenor satisfactory to Bond Counsel evidencing the proper execution and delivery of the Bonds and receipt of payment therefor, including a statement of the City, dated as of the date of such delivery, to the effect that there is no litigation pending or, to the knowledge of the signer or signers thereof, threatened relating to the issuance, sale and delivery of the Bonds. A copy of said approving legal opinion will appear on or accompany the Bonds.

Delivery of the Bonds is expected to be made within sixty (60) days after the aforesaid date of sale of the Bonds at a place to be designated by the purchaser and without cost to the purchaser. Simultaneously with the delivery of the Bonds, the purchaser shall furnish to the City a certificate, in form acceptable to Bond Counsel, stating that: (i) it purchased the Bonds as an investment for its own account and not with a view toward distribution or resale in the capacity of a bond house, broker, or intermediary; or (ii) pursuant to a bona fide public offering of all of the Bonds, it sold a substantial amount (ten percent (10%), or more, in par amount) of each maturity of the Bonds to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters

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or wholesalers) at or below the initial public offering prices set forth in such certificate. The purchaser shall also furnish a certificate, in form acceptable to Bond Counsel, setting forth the yield on the Bonds and issue price thereof, calculated in accordance with the requirements of the Code.

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.

The City has covenanted in its Bond Resolution that under SEC Rule 15c2-12, the City will deliver or cause to be delivered annually, commencing with the fiscal year of the City ending on September 30, 2014, to each "nationally recognized municipal securities information repository," within the meaning of SEC Rule 15c2-12, and certain other entities described in SEC Rule 15c2-12 (said repositories and other entities are collectively referred to as the "Repositories"), (i) annual financial information and operating data relating to the City, including audited financial statements of the City and (ii) notice of certain events, if any, relating to the Bonds and the City, if the City deems such events to be material, as set forth in SEC Rule 15c2-12. Anyone requesting information under the continuing disclosure requirements of SEC Rule 15c2-12 should contact the City Clerk, City Hall, 304 Highway 51 South, Southaven, Mississippi 39157 Telephone Number: (601) 856-7113.

The Preliminary Official Statement, dated November 5, 2013, has been "deemed final" as of such date by the City with permitted omissions, subject to change without notice and to completion or modification in a final Official Statement (the "Official Statement"). The City will make available to the successful bidder a reasonable number of Official Statements within seven (7) business days (excluding Saturdays, Sundays and national holidays) of the award of the Bonds. The successful bidder shall conform to the requirements of Securities Exchange Act 15c2-12 ("SEC Rule 15c2-12"), including an obligation, if any, to update the Official Statement and shall bear all costs relating thereto. During the period from the delivery of the Official Statement to and including the date which is twenty-five (25) days following the end of the underwriting period for the Bonds (as described below) the City shall notify the successful bidder if any event of which it has knowledge shall occur which might or would cause the Official Statement, as then supplemented or amended, to contain any untrue statement of a material fact or to omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

The successful bidder shall file the Official Statement with a nationally recognized municipal securities information repository (a "Repository") at the earliest practicable date after the date of delivery of the Bonds. The end of the underwriting period shall mean the earlier of (a) the date of the Closing unless the City has been notified in writing to the contrary by the representative of the successful bidder on or prior to such date, or (b) the date on which the "end of the underwriting period" for the Bonds has occurred under SEC Rule 15c2-12. The successful bidder shall notify the City of the date which is the "end of the underwriting period" within the meaning of the SEC Rule 15c2-12.

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By order of the Board of Aldermen of the City of Southaven, Mississippi, on  
November 5, 2013.

/s/ Sheila Heath  
CITY CLERK

**PUBLISH: November 7 and 14, 2013**

**SECTION 24.** The Clerk shall obtain from the publisher of the aforesaid newspaper the customary publisher's affidavit proving publication of the 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 aforesaid.

**SECTION 25.** The Governing Body hereby approves and adopt the Preliminary Official Statement for the sale of the Bonds in the form attached hereto as **EXHIBIT A**, and hereby authorizes the Mayor and City Clerk to sign a Preliminary Official Statement in substantially the same form for and on behalf of said Governing Body.

**SECTION 26.** The City deems the Preliminary Official Statement to be "final" As described in SEC Rule 15c2-12(b)(1) (the "Rule") for the purposes of such Rule.

**SECTION 27.** That the distribution of copies of said Preliminary Official Statement to prospective purchasers of the Bonds is hereby authorized and ratified.

**SECTION 28.** That the City hereby certifies that it is in compliance with the continuing disclosure requirements of Securities and Exchange Commission Rule 15c2-12, as amended (the "Rule") in connection with all applicable bond issues sold, issued and delivered by the City since July 1, 1995.

**SECTION 29.** Upon the sale of the Bonds, the Mayor and Clerk are hereby authorized and directed to cause to be prepared and to execute a final Official Statement in connection with the Bonds in substantially the form of the Preliminary Official Statement, subject to minor amendments and supplement as approved by the Mayor and Clerk executing same (the execution thereof shall constitute approval of any such completions, changes, insertions and modifications).

**SECTION 30.** If in the opinion of Bond Counsel, a supplement or amendment to the Preliminary Official Statement or Official Statement is necessary to provide proper disclosure for the Bonds, the Governing Body desires to authorize (a) Bond Counsel acting as disclosure counsel to prepare 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 acting as disclosure counsel and (b) the Bond Counsel and/or the successful bidder for the Bonds to provide distribution of such supplement or amendment to the Preliminary Official

# Minutes, City of Southaven, Southaven, Mississippi

Statement and/or Official Statement, as the case may be, in connection with the sale of the Bonds.

**SECTION 31.** Each of the following constitutes an event of default under this Bond Resolution:

- (a) failure by the City to pay any installment of principal of or interest on any Bond at the time required;
- (b) 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 thirty (30) 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
- (c) an Act of Bankruptcy occurs.

**SECTION 32.** 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.

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

Motion was made by Alderperson Flores and seconded by Alderperson Kelly, 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	YES
Alderwoman Shirley Beshears	YES
Alderman George Payne	YES
Alderman Joel Gallagher	YES
Alderman Scott Ferguson	YES
Alderman Raymond Flores	YES
Alderman-At-Large William Brooks	YES

The motion having received the affirmative vote of a majority of the members present, the Mayor declared the motion carried and the resolution adopted, on this the 5th day of November, 2013.

## EXHIBIT A FORM OF PRELIMINARY OFFICIAL STATEMENT

**RESOLUTION AUTHORIZING AND DIRECTING THE ISSUANCE OF TAXABLE GENERAL OBLIGATION REFUNDING BONDS, SERIES 2013B, OF THE CITY OF SOUTHAVEN, MISSISSIPPI (THE "CITY") IN THE MAXIMUM PRINCIPAL AMOUNT OF NOT TO EXCEED TWO MILLION NINE HUNDRED THIRTY FIVE THOUSAND DOLLARS (\$2,935,000) (THE "BONDS") TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR (I) CURRENT REFUNDING**

# Minutes, City of Southaven, Southaven, Mississippi

## THE OUTSTANDING PROMISSORY NOTE BY AND BETWEEN THE CITY AND BANCORPSOUTH BANK, DATED FEBRUARY 1, 2005 ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$4,000,000; AND (II) PAYING FOR COSTS OF ISSUANCE OF THE BONDS (THE "PROJECT"); AND FOR RELATED MATTERS.

WHEREAS, the Mayor and the Board of Aldermen of the City of Southaven, Mississippi (the "Governing Body" of 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 together, the Bond Act and the Refunding Act.

"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" means the Mayor of the City, the Clerk of the City 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.

"Bond" or "Bonds" shall mean the not to exceed \$2,935,000 Taxable General Obligation Refunding Bonds, Series 2013B, of the City authorized and directed to be issued in this resolution.

"Bond Act" shall mean Section 21-33-301 through 21-33-329, Mississippi Code of 1972, as amended.

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

"Bond Purchase Agreement" shall mean the Bond Purchase Agreement, by and between the City and the Purchaser, dated the date of sale of the Bonds.

"Bond Resolution" shall mean this resolution, as may be amended from time to time.

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

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

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

"Governing Body" shall mean the Board of Aldermen of the City.

"Mayor" shall mean the Mayor of the City.

"Paying Agent" shall mean any bank, trust company or other institution as specified in the Bond Purchase Agreement for the payment of the principal of and interest on the Bonds.

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

"Project" shall mean together (i) the Refunding Project, and (ii) paying costs of issuance of the Bonds.

"Purchaser" shall mean the purchaser of the Bonds as specified in the Bond Purchase Agreement.

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

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of principal, the 15th day of the 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.

"Refunding Act" shall mean Sections 31-15-1 et seq., Mississippi Code of 1972, as amended.

"Refunding Project" shall mean providing funds for the current refunding of the 2005 Note at par plus accrued and unpaid interest.

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

"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.

"2005 Note" shall mean the outstanding Promissory Note by and between the City and BancorpSouth Bank, dated February 1, 2005 issued in the original principal amount of \$4,000,000.

"2005 Lender" shall mean BancorpSouth Bank.

"2013B Bond Fund" shall mean the City of Southaven, Mississippi Taxable General Obligation Refunding Bonds, Series 2013B, 2013B Bond Fund provided for in Section 12 hereof.

"2013B Costs of Issuance Fund" shall mean the City of Southaven, Mississippi Taxable General Obligation Refunding Bonds, Series 2013B, 2013B Costs of Issuance Fund provided for in Section 13 hereof.

(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.

16. Heretofore, on the 1st day of October, 2013, the Governing Body adopted

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certain resolution entitled "RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI (THE "CITY"), TO ISSUE GENERAL OBLIGATION BONDS, IN ONE OR MORE SERIES, OF SAID CITY IN THE MAXIMUM PRINCIPAL AMOUNT OF NOT TO EXCEED NINE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$9,500,000) (THE "BONDS") TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR (I) CONSTRUCTING, IMPROVING OR PAVING STREETS, SIDEWALKS, DRIVEWAYS, PARKWAYS, WALKWAYS, BRIDGES, CULVERTS OR PUBLIC PARKING FACILITIES, AND PURCHASING LAND THEREFOR; PROTECTING A MUNICIPALITY, ITS STREET AND SIDEWALKS FROM OVERFLOW, CAVING BANKS AND OTHER LIKE DANGERS; ESTABLISHING STORM OR DRAINAGE, AND REPAIRING, IMPROVING AND EXTENDING THE SAME; (II) ERECTING, REPAIRING, IMPROVING, ADORNING AND EQUIPPING MUNICIPAL BUILDINGS AND PURCHASING BUILDINGS OR LAND THEREFOR; (III) REFUNDING THE OUTSTANDING PROMISSORY NOTE BY AND BETWEEN THE CITY AND BANCORPSOUTH BANK, DATED FEBRUARY 1, 2005 ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$4,000,000; AND (IV) PAYING FOR COSTS OF ISSUANCE OF THE BONDS; AND DIRECTING PUBLICATION

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OF NOTICE OF SUCH INTENTION" (the "Intent Resolution") wherein the Governing Body found, determined and adjudicated that it is necessary that bonds of the City be issued in the amount, for the purpose and secured as aforesaid, declared its intention to issue said bonds, and fixed 5:00 o'clock p.m. on November 5, 2013, as the date and hour any protest to be made against the issuance of such bonds was required to be filed.

17. As required by law and as directed by the Intent Resolution, the Intent Resolution was published once a week for at least three (3) consecutive weeks in the *DeSoto Times-Tribune*, a newspaper published in and having a general circulation in the City, and qualified under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended, the first publication having been made not less than twenty-one (21) days prior to November 5, 2013, and the last publication having been made not more than seven (7) days prior to such date, said notice having been published in said newspaper on October 10, 17, 24 and 31, 2013, as evidenced by the publisher's affidavit heretofore presented and filed.

18. On or prior to the hour of 5:00 o'clock p.m. on November 5, 2013, no written protest against the issuance of the Bonds described in the Intent Resolution had been filed or presented by qualified electors of the City.

19. The Governing Body is now authorized and empowered by the provisions of the Act to issue its Bonds to fund the Project. It is advisable and in the public interest to issue the Bonds for the purpose stated herein.

20. The estimated costs of the Project is not to exceed Two Million Nine Hundred Thirty Five Thousand Dollars (\$2,935,000).

21. The Governing Body recognizes that the current low interest rate environment provides an opportunity to realize savings from the issuance of the Bonds; and the Governing Body further realizes that the Governing Body must move expeditiously to accomplish the greatest savings possible by the issuance of the Bonds.

22. In that the Bond market is volatile, the Governing Body authorizes Bond Counsel and Financial Advisor to negotiate the terms of the sale of the Bonds to the Purchaser (the Purchaser to be designated in the Bond Purchase Agreement, the execution thereof shall constitute conclusive evidence and approval of the Purchaser), subject to the satisfaction of the conditions as hereinafter set forth in Section 19 and the Governing Body hereby authorizes the Mayor and Clerk to execute the Bond Purchase Agreement (the execution thereof shall constitute conclusive evidence approval of any such completions, changes, insertions and modifications) prior to a scheduled meeting of the Governing Body in order to maximize the savings to the City regarding the issuance of the Bonds.

23. It is necessary to approve the form of and execution of the Bond Purchase Agreement with regard to the sale of the Bonds.

24. It is necessary to authorize the Mayor or Clerk of the City to provide a copy of this resolution to the 2005 Paying Agent as written authorization of the current refunding of the 2005 Note.

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

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

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

**SECTION 2.** The Bonds are hereby authorized and ordered to be prepared and issued in the principal amount of not to exceed Two Million Nine Hundred Thirty Five Thousand Dollars (\$2,935,000) to raise money for the Project as authorized by the Act.

**SECTION 3. (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 upward in the order of issuance; shall bear interest from the date thereof at the rate or rates specified by further order of the Governing Body, payable on June 1 and December 1 of each year (each an "Interest Payment Date"), such interest rate to be in compliance with the Act, commencing June 1, 2014; unless otherwise specified in the Bond Purchase Agreement; and shall mature and become due and payable on December 1 in the years and in the amounts as determined in the Bond Purchase Agreement, with such completions, changes, insertions and modifications to the Bond Purchase Agreement as shall be approved by the officers executing and delivering the same (the execution thereof shall constitute conclusive evidence approval of any such completions, changes, insertions and modifications). The Bonds shall provide for maturity dates and interest rates that do not exceed the maximum authorized under State law.

(c) Bonds may be 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 as specified in the Bond Purchase Agreement (the execution thereof shall constitute conclusive evidence approval of any such completions, changes, insertions and modifications).

(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

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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 of Mississippi, (a) 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"), (b) certificates of deposit or municipal obligations fully secured by Government Obligations or (c) 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, (d) State and Local Government Series ("SLGS") Securities, or (e) 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 this 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 4.** (a) When the Bonds shall have been validated 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 each of the Bonds, over his

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manual or facsimile signature and manual or facsimile seal, his certificate in substantially the form set out in **EXHIBIT A**.

(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 signature of an authorized officer of the Transfer Agent hereafter provided for, may be facsimile and shall have the same force and effect as if manually signed or impressed. In case any official of the 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 of the Bonds, and the final, unqualified approving opinion of Bond Counsel.

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

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

(ii) an authorization to the Transfer Agent, signed by the Mayor or Clerk, to authenticate and deliver the Bonds to the Purchaser.

(e) At delivery, the Transfer Agent shall authenticate the Bonds and deliver them to the Purchaser thereof upon payment of the purchase price of the Bonds to the City.

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

**SECTION 5.** (a) The City will appoint the Paying and Transfer Agent for the Bonds (the execution of the Bond Purchase Agreement shall constitute conclusive evidence of the approval of the Paying Agent and Transfer Agent). The Paying and Transfer Agent shall be a bank or trust company located within the State of Mississippi. The City specifically reserves the right to hereafter designate a separate Transfer Agent and/or Paying Agent in its discretion in the manner hereinafter provided.

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(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 Bond entitled to registration or transfer.

(c) The City shall pay or reimburse the Agent for reasonable fees for the performance of the services normally rendered and the incurring of normal expenses reasonably and necessarily paid as are customarily paid to paying agents, transfer agents and bond registrars, subject to agreement between the 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 the duties and obligations of either the function of the Paying Agent or Transfer Agent, or both, by giving at least sixty (60) days' written notice to the 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 the 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/or state regulatory authorities under the jurisdiction of which it falls.

(v) Every successor Agent appointed hereunder shall execute, acknowledge and deliver to its predecessor Agent and to the 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,

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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 instruments 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.

(e) Any corporation or association into which an Agent may be converted or merged, or with which it may be consolidated or to which it may sell or transfer its assets as a whole or substantially as a whole, or any corporation or association resulting from any such conversion, sale, merger, consolidation or transfer to which it is a party, shall be and become successor Agent hereunder and vested with all the powers, discretion, immunities, privileges and all other matters as was its predecessor, without the execution or filing of any instrument or any further act, deed or conveyance on the part of either the 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 form attached hereto as **EXHIBIT A**, with such appropriate variations, omissions and insertions as are permitted or required by this Bond Resolution.

**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 Transfer Agent evidence satisfactory to them that such Bond was stolen, destroyed or lost, and of his ownership thereof, and furnishing the City or Transfer Agent with such security or indemnity as may be required by law or by them to save each of them harmless from all risks, however remote.

**SECTION 8.** For the purpose of effectuating and providing for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue, there shall be and is hereby levied a direct, continuing special tax upon all of the taxable property within the geographical limits of the City, adequate and sufficient, after allowance shall have been made for the expenses of collection and delinquencies in the payment of taxes, to produce sums required for the payment of the principal of and the interest on the Bonds; provided, however, that such tax levy for any year shall be abated pro

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tanto to the extent the City on or prior to September 1 of that year has transferred money to the 2013B Bond Fund of the Bonds, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City, in accordance with the provisions of the Bond Resolution. When necessary, said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the City are collected, and the rate of tax which shall be so extended shall be sufficient in each year fully to produce the sums required as aforesaid, without limitation as to time, rate or amount. The avails of said tax are hereby irrevocably pledged for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue. Should there be a failure in any year to comply with the requirements of this section, such failure shall not impair the right of the Registered Owners of any of the Bonds in any subsequent year to have adequate taxes levied and collected to meet the obligations of the Bonds, both as to principal and interest.

**SECTION 9.** Only such of the Bonds as shall have endorsed thereon a certificate of registration and authentication in substantially the form hereinabove set forth, duly executed by the Transfer Agent, shall be entitled to the rights, benefits and security of this Bond Resolution. No Bond shall be valid or obligatory for any purpose unless and until such certificate of registration and authentication shall have been duly executed by the Transfer Agent, which executed certificate shall be conclusive evidence of registration, authentication and delivery under this Bond Resolution. The Transfer Agent's certificate of registration and authentication on any Bond shall be deemed to have been duly executed if signed by an authorized officer of the Transfer Agent, but it shall not be necessary that the same officer sign said certificate on all of the Bonds that may be issued hereunder at any one time.

**SECTION 10.** Except as hereinabove provided, the Person in whose name any Bond shall be registered in the records of the City maintained by the Transfer Agent may be deemed the absolute owner thereof for all purposes, and payment of or on account of the principal of or interest on any Bond shall be made only to or upon the order of the Registered Owner thereof, or his legal representative, but such registration may be changed as hereinafter provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

**SECTION 11.** (a) Each Bond shall be transferable only in the 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 attorney duly authorized in writing. Upon the transfer of any Bond, 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 Bonds is exercised, the Transfer Agent shall authenticate and deliver Bonds in accordance with the provisions of this Bond Resolution.

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**SECTION 12.** (a) The City hereby establishes the 2013B Bond Fund which shall be maintained with a qualified depository in its name for the payment of the principal of and interest on the Bonds, and the payment of Agents' fees in connection therewith. There shall be deposited into the 2013B Bond Fund as and when received:

- (i) The accrued interest, if any, received upon delivery of the Bonds;
- (ii) The avails of any of the ad valorem taxes levied and collected pursuant to Section 8 hereof;
- (iii) Any income received from investment of monies in the 2013B Bond Fund; and
- (iv) Any other funds available to the City which may be lawfully used for payment of the principal of and interest on the Bonds, and which the Governing Body, in its discretion, may direct to be deposited into the 2013B Bond Fund.

(b) As long as any principal of and interest on the Bonds remains outstanding, the Clerk is hereby irrevocably authorized and directed to withdraw from the 2013B Bond Fund sufficient monies to make the payments herein provided for and to transfer same to the account of the Paying Agent in time to reach said Paying Agent at least five (5) days prior to the date on which said interest or principal and interest shall become due.

**SECTION 13.** The City hereby establishes the 2013 Costs of Issuance Fund which shall be held by the City. A certain portion of the proceeds received upon the sale of the Bonds shall be deposited in the 2013 Costs of Issuance Fund. Any income received from investment of monies in the 2013 Costs of Issuance Fund shall be deposited in the 2013 Costs of Issuance Fund. Funds in the 2013 Costs of Issuance Fund shall be used to pay the costs, fees and expenses incurred by the City in connection with the authorization, issuance, sale, validation and delivery of the Bonds. Any amounts which remain in the 2013 Costs of Issuance Fund after the payment of the costs of issuance for the Bonds shall be transferred by the Paying Agent to the City for deposit in the 2013B Bond Fund and used as permitted under State law.

**SECTION 14.** A certain portion of the Bonds will be remitted directly to (a) the 2005 Paying Agent for the prepayment and current refunding of the 2005 Note; and (b) the City, to pay the costs of issuance of the Bonds.

**SECTION 15.** (a) Payment of principal on the Bonds shall be made, upon presentation and surrender of the Bonds at the principal office of the Paying Agent, to the Record Date Registered Owner thereof who shall appear in the registration records of the 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.

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

**SECTION 16.** The Bonds may be submitted to validation as provided by Chapter 13, Title 31, Mississippi Code of 1972, and to that end, if requested, the Clerk is hereby directed to make up a transcript of all legal papers and proceedings relating to the Bonds and to certify and forward the same to the State's bond attorney for the institution of validation proceedings.

**SECTION 17.** The issuer in this matter is not required to comply with the annual disclosure requirements set forth in 17 CFR § 240.15c2-12 (the "Rule"). Pursuant to the Rule, the obligation of an issuer of municipal securities to make annual disclosures is only applicable to primary offerings of municipal securities with an aggregate principal amount of \$1,000,000 or more. The Bonds in this matter are being sold through a negotiated sale and not a public offering to a purchaser without a view for distributing said Bonds. The Purchaser of said Bonds shall be required to execute a certification at closing to the effect that the Bonds are being purchased for the account of the Purchaser without the intent to distribute. As such, the issuance of the Bonds in this matter is not a primary offering of municipal securities, and as such, the Rule does not apply.

**SECTION 18.** The City Clerk, acting for and on behalf of the City, is hereby authorized to pay costs of issuance expenses on the closing date for the Bonds from the proceeds of the Bonds deposited with the City in the 2013 Costs of Issuance Fund; provided, however, total costs of issuance for said Bonds shall not exceed 5.00% of the par amount of the Bonds. The Mayor or any other Authorized Officer is authorized to sign requisitions for the payment of costs of issuance for the Bonds for such costs to be requisitioned from the 2013 Costs of Issuance Fund as provided above.

**SECTION 19.** That the Governing Body of the City hereby authorizes Bond Counsel and Financial Advisor to negotiate the sale of the Bonds to the Purchaser and authorizes the execution by the Mayor and City Clerk of the Governing Body of the Bond Purchase Agreement in substantially the same form attached hereto as **EXHIBIT D** for and on behalf of the City, with such completions, changes, insertions and modifications as shall be approved by the officers executing and delivering the same (the execution thereof shall constitute conclusive evidence approval of any such completions, changes, insertions and modifications), based on the recommendation of Bond Counsel and provided that the following parameters are met: (1) the par amount of the Bonds will not exceed \$2,935,000; (2) the net interest cost of the Bonds will not exceed 6.00%; (3) the term of the Bonds will not exceed 20 years; and (4) terms and provisions of the Bonds in compliance with the Act.

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**SECTION 20.** Each of the following constitutes an event of default under this Bond Resolution:

- (a) failure by the City to pay any installment of principal of or interest on any Bond at the time required;
- (b) 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 thirty (30) 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
- (c) an Act of Bankruptcy occurs.

**SECTION 21.** The Mayor and Clerk and any other Authorized Officer of the Governing Body are authorized to execute and deliver such resolutions, certificates and other documents as are required for the sale, issuance and delivery of the Bonds.

**SECTION 22.** This resolution shall serve as notice to the 2005 Paying Agent of the City's desire to provide for the Refunding Project.

**SECTION 23.** All orders, resolutions or proceedings of the Governing Body in conflict with any provision hereof shall be, and the same are hereby repealed, rescinded and set aside, but only to the extent of such conflict. For cause, this Bond Resolution shall become effective upon the adoption hereof.

Motion was made by Alderman Flores and seconded by Alderman Brooks, 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	YES
Aldermoman Shirley Beshears	YES
Alderman George Payne	YES
Alderman Joel Gallagher	YES
Alderman Scott Ferguson	YES
Alderman Raymond Flores	YES
Alderman-At-Large William Brooks	YES

The motion having received the affirmative vote of a majority of the members present, the Mayor declared the motion carried and the resolution adopted, on this the 5th day of November, 2013.

**CITY OF SOUTHAVEN,  
MISSISSIPPI**

**BY: \_\_\_\_\_  
DARREN  
MUSSELWHITE  
MAYOR**

# Minutes, City of Southaven, Southaven, Mississippi

ATTEST:

\_\_\_\_\_  
SHEILA HEATH  
CITY CLERK

(SEAL)

## EXHIBIT A

UNITED STATES OF AMERICA  
STATE OF MISSISSIPPI  
CITY OF SOUTHAVEN, MISSISSIPPI  
TAXABLE GENERAL OBLIGATION BOND  
SERIES 2013B

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

Rate of Interest      Maturity      Date of Original Issue      CUSIP

%

Registered Owner:

Principal Amount:

DOLLARS

The City of Southaven, 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 (the "Paying Agent") for the Taxable General Obligation Refunding Bonds, Series 2013B, 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 June 1 and December 1 of each year (each an "Interest Payment Date"), commencing June 1, 2014, 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

# Minutes, City of Southaven, Southaven, Mississippi

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 \_\_\_\_\_ Dollars (\$\_\_\_\_,000) to raise money for the purpose of providing funds for the prepayment and current refunding of the outstanding Promissory Note by and between the City and BancorpSouth Bank, dated February 1, 2005 issued in the original principal amount of \$4,000,000; and paying for costs of issuance of the Bonds.

This Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including Section 21-33-301 through 21-33-329, Mississippi Code of 1972, as amended (the "Bond Act") and Sections 31-15-1 et seq., Mississippi Code of 1972, as amended (the "Refunding Act" and together with the Bond Act, the "Act"), and by the further authority of proceedings duly had by the Board of Aldermen of the City, including a resolution adopted November 5, 2013 (the "Bond Resolution").

(Insert Redemption Language if any).

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 Transfer Agent, but only in the manner, subject to the limitations in the Bond Resolution, and upon surrender and cancellation of this Bond. Upon such transfer or exchange, a new Bond or Bonds of like aggregate principal amount in authorized denominations of the same maturity will be issued.

The 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.

# Minutes, City of Southaven, Southaven, Mississippi

The Bonds are and will continue to be payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon all the taxable property within the geographical limits of the City; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the 2013B Bond Fund of the Bonds, or has made other provisions for funds, to be applied toward payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City. The City, when necessary, will levy annually a special tax upon all taxable property within the geographical limits of the City adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same falls due.

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

**IT IS HEREBY CERTIFIED, RECITED AND REPRESENTED** that all conditions, acts and things required by law to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds, in order to make the same legal and binding general obligations of the City, according to the terms thereof, do exist, have happened and have been performed in regular and due time, form and manner as required by law. For the performance in apt time and manner of every official act herein required, and for the prompt payment of this Bond, both principal and interest, the full faith and credit of the City are hereby irrevocably pledged.

**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, as of the \_\_\_ day of December, 2013.

**CITY OF SOUTHAVEN, MISSISSIPPI**

**BY:**

\_\_\_\_\_  
**Mayor**

**COUNTERSIGNED:**

\_\_\_\_\_  
**City Clerk**

**(SEAL)**

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

# Minutes, City of Southaven, Southaven, Mississippi

## CERTIFICATE OF REGISTRATION AND AUTHENTICATION

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

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

**BY:**

\_\_\_\_\_ Authorized Officer

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

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

## REGISTRATION AND VALIDATION CERTIFICATE

STATE OF MISSISSIPPI

COUNTY OF DESOTO

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

\_\_\_\_\_ City Clerk

(SEAL)

## ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

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

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

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

Signatures guaranteed:

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

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

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

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

## EXHIBIT B FORM OF BOND PURCHASE AGREEMENT

### HANDBOOK AMENDMENT

#### City of Southaven Vehicle Use Policy

The City of Southaven by statutory authority may assign vehicles to employees when deemed necessary in order to discharge their daily job functions. It is imperative for all employees assigned a City vehicle to understand it is a privilege and not a mandatory requirement by the Board of Aldermen or a City department and all are required to follow the established policies set forth. A vehicle

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assignment may be incidental, a routine assignment used to fulfill an employees' job description, or authorized take-home vehicle assignment.

It is incumbent upon all operators of City vehicles to follow all motor vehicle laws and rules of the road, and to operate City vehicles in a safe and courteous manner. It is recognized that this policy may not cover all instances and examples of acceptable vehicle usage. In cases not specifically covered in this policy, the employee is responsible to utilize common sense and seek clarification from their immediate supervisor or Department Head. Failure to adhere to all aspects of this policy may result in the employee being held personally responsible for damages, and may result in disciplinary actions if so determined by the Mayor and Board of Aldermen.

The City reserves the right to deny any employee the use of a City vehicle and may choose not to indemnify any employee who fails to adhere to the policies and procedures contained in this document.

## I. ASSIGNMENT

A. A City vehicle may be assigned to an employee when deemed necessary and cost effective to carry out the daily functions and responsibilities of a particular job or position.

B. A vehicle assignment will be a determination by the department head and/or the City Administrator and if necessary by the Mayor. The determination will be based on objective analysis using a number of factors including, but not limited to:

1. Approximate number of miles necessary to discharge duties
2. Cost to pay mileage for use of privately owned vehicles
3. Liability
4. Safety
5. Specific vehicle and departmental needs (i.e., Animal Control, Road Management, Solid Waste)
6. Job functions and employee need for use of vehicle to properly perform such functions

C. Once a vehicle assignment has been made to an employee all applicable state and local policies and procedures shall be followed.

D. Must be at least eighteen years old.

E. Before any employee can drive a City vehicle the Department Head **and** the employee must sign this policy and **send the original** to the Human Resource Department.

## II. FUEL AND GASOLINE ACCOUNT CARDS

A. Each City owned vehicle shall have a specifically assigned gasoline account card and corresponding Personal Identification Number (PIN) for that employee.

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B. Corresponding cards and PIN's shall be used for the assigned vehicle and shall not be used for other City owned vehicles nor personal vehicles.

C. Only regular octane gasoline and/or diesel may be purchased with a gasoline account card.

D. All gasoline receipts shall be kept and turned in to each Department Head or his or her designee in order to track gasoline consumption and reconcile all billing statements.

E. Random departmental and individual audits of gasoline accounts may occur at any time without prior notice. Misuse of gasoline account cards may result in loss of vehicle privileges and/or other disciplinary action in accordance with the City of Southaven Personnel Manual.

F. Any deviation from the gasoline account card policy due to problems incurred while purchasing fuel must be approved by department head, City Administrator, or his or her designee and must be appropriate for the vehicle.

### III. DRIVER'S LICENSE REQUIREMENTS

City of Southaven employees operating City vehicles or operating personal, rental or other vehicles while on City business must adhere to the following:

A. No employee may operate a City vehicle without a current valid state issued driver's license.

B. An employee is required to report any moving traffic violation received while operating a City vehicle to his or her department head in accordance with the City's Accident Reporting Procedures as detailed within the Employee Policies and Procedures Handbook. Random driving record audits will be performed to ensure employees who are assigned vehicles maintain safe driving practices.

C. If an employee is required to drive a motor vehicle in connection with City employment and his or her driver's license is suspended, cancelled or revoked for any reason (i.e., DUI, excessive traffic violations) he or she must report the loss of license immediately in writing to his or her department head. Driving privileges will be immediately revoked upon a conviction that includes suspension or revocation.

D. The department head will forward any notification or traffic violation of license suspension to the City Administrator immediately.

E. An employee shall not drive a City vehicle and shall not drive on City business if they have more than one conviction in the past four years for driving under the influence of alcohol or drugs, or for reckless driving.

F. Loss or suspension of a driver's license by an employee whose essential job function includes operating a motor vehicle may result in reassignment or possible termination from employment.

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G. Every Department Head must collect copies of the valid driver's license for each employee's that is authorized to drive a City vehicle on October 1 of each year. The Department Head must deliver copies of the authorized drivers' license to the Human Resource Department no later than October 15th of each fiscal year.

## IV. PERSONAL USE

A. All City vehicles will be used for official City business only. A City vehicle may be used for incidental personal use under the following conditions.

1. The incidental personal use must be within one mile of the most direct route of the official business. Incidental personal use outside of City of Southaven is restricted to five miles from meeting or lodging facilities.

2. Any measurable amount of elapsed time during incidental personal use shall not be charged as time worked.

3. It is during normal business hours. (Take home vehicles may not be used for any incidental personal use once employee has arrived at place of residence with vehicle after working hours.)

B. Violations of personal use policy will result in loss of vehicle privileges and is subject to disciplinary action in accordance with the City of Southaven Personnel Manual.

## V. TAKE HOME POLICY

A take home vehicle is a City-owned automobile which is permanently assigned to a specific employee who has been granted the authority to drive the vehicle to and from work (24-hour per day assignment).

B. The City's primary interest in controlling take-home vehicles is to achieve a balance between the need to provide staff with a means to perform their job functions and the need to demonstrate the prudent use of public resources by minimizing unnecessary costs and liabilities associated with take home vehicles.

C. Take home vehicles shall be assigned by the Mayor and/or the City Administrator or Road Manager to City employees when determined it is reasonable and necessary for said employee to fully discharge his or her duties for the City and when such use would be for the benefit of and to the best interest for the City and at the recommendation of the employee's Department Head.

E. Prior to the Mayor and/or the City Administrator or Road Manager assigning a City take home vehicle, a recommendation from the department head must be provided in writing with appropriate justification. The recommendation from the department head shall be presented by the City administrator whereby an appropriate finding necessitating the take home vehicle will be established and spread upon the Board minutes permitting the use of the vehicle by the City employee.

F. Recommendations from department heads for assignments of take home vehicles should be based on the following:

# Minutes, City of Southaven, Southaven, Mississippi

1. Public Trust – ability to use vehicles in a manner the public would deem appropriate
2. Emergency Response – ensure effective, timely response to emergency situation
3. Legal Compliance – demonstrate compliance with not only applicable state statutes, but also federal tax code requirements
4. Cost Considerations – minimize number of take home vehicles thus reducing additional costs
5. Liability – reduces exposure to vehicle and personnel accidents
6. Necessity – ultimate need to carry out employee's job functions

G. Employees taking home City owned vehicles must comply with all applicable laws of the State of Mississippi and local jurisdictions. Take home vehicles may not be used to conduct any personal business unless incidental as stated in Section IV. Personal use does not qualify as incidental once vehicle reaches employee's place of residence.

H. With regard to the Southaven Police and Fire Departments, the following policies apply:

1. Emergency response vehicles will only be issued to personnel who maintain a residence inside the City of Southaven. This residence requirement applies to all personnel other than those on call who would have to respond from their residence. Emergency personnel who are considered to be on call and reside outside the city limits may be issued a take home vehicle at the discretion of the department head.
2. The issuance of a vehicle will be made at the discretion of the respective Chief of the Department and he/she has the final authority to assign vehicles on a case by case basis to any officer not meeting the standards of vehicle assignment.

I. Take home use of a City vehicle is considered a taxable benefit by the Internal Revenue Service (IRS). Under this policy all employees receiving such benefit shall comply with all state and federal tax reporting guidelines.

## VI. ADDITIONAL REQUIREMENTS

A. Each employee assigned any City vehicle for any purpose, shall not operate the vehicle and must comply with the following additional requirements as well:

1. All vehicles shall have the proper identification markings as per state statute. No vehicle may be used at any time without appropriate identification markings.
2. Seatbelts shall be used by driver and passengers at all times. It is the responsibility of the driver to ensure all passengers use seatbelts when vehicle is in motion.

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3. Employees are prohibited from talking or texting on cell phones while operating a City vehicle unless using a hands free device. The vehicle should be pulled over safely and the vehicle stopped before any phone usage.
4. At minimum, a bi-annual inspection of each vehicle will be performed, including digital photos. Unannounced inspections may take place at the discretion of the City Administrator
5. Fuel, check oil and tire pressure on a regular basis and wash vehicle as needed.
6. Interior of vehicle shall be clean at all times.
7. Bring vehicle in for scheduled service and make arrangements for an alternate vehicle while being serviced.
8. Must not permit any unauthorized person to drive a City vehicle under conditions which violate this policy, except when necessary in an emergency.
9. Report any home-to-work vehicle citations (both moving and parking violations) to the department head immediately and complete written report when applicable. Traffic citations, including parking citations will be the responsibility of the employee.
10. Leave vehicle legally parked with doors locked and windows up when unattended. All home-to-work vehicles shall be parked off the street at night. Keys removed.
11. Observe all traffic laws and drive in a safe and courteous manner.
12. Carry and maintain at all times a valid state issued driver's license (appropriate for vehicle, i.e., commercial) when operating a City vehicle.
13. Vehicles shall not idle for longer than five (5) minutes. If a vehicle is stationary for more than five (5) minutes (other than waiting for traffic), vehicle shall be turned off. It is understood that vehicles used for emergency purposes (i.e. Police, Fire) may idle for periods longer than five (5) minutes.
14. Use the vehicle only for authorized official business unless incidental personal use is necessary.
15. City of Southaven prohibits the illegal use, possession, distribution, unlawful manufacture, or dispensation of controlled substances. Employees shall not use illegal substances or abuse legal substances in a manner that impairs the performance of assigned tasks. Employees who take prescribed medication that may impact driving ability must not operate a vehicle when under the influence of a prescribed medication.

# Minutes, City of Southaven, Southaven, Mississippi

16. City of Southaven employees who spend the majority of their professional time driving must complete a safe driving course sponsored by the specific Department within a reasonable period of time after they are hired. Other employees who drive City vehicles are encouraged to attend a safe driving course every two years. Documentation of these course must be submitted to and kept on file by the City's Human Resource Department

17. Must not drive on City business if the driver has caused 3 or more at-fault accidents or received three or more traffic tickets or moving violations within the past eighteen months.

18. Employees found to be in violation of any of these policies will be subject to disciplinary action up to and including termination in accordance with the City of Southaven Personnel Manual.

19. Any employee who is on any type of leave or who is absent from work for more than two consecutive days must leave their City vehicle and keys at their daily assigned work location. Keys must be accessible to the person in charge in the absence of the employee. It is understood that public safety employee's (i.e. Police) may be absent from the assigned work day(s) for a period longer than two consecutive days.

20. Non-employees, off-duty employees, unauthorized persons and animals are not permitted in City vehicles at any time, without the express permission of the driver's Department Head.

21. Hitchhikers are prohibited in City vehicles at any time.

22. Personal license plates, decals, stickers or any other unofficial markings shall not be placed on a city vehicle.

## VII. REPORTING OF ACCIDENTS AND DAMAGE

A. Any accident or damage incurred or caused while operating a City vehicle, or personal, rental or other vehicle on City business, must be promptly reported to the local police and the City's Human Resource Department.

B. When you have been in an accident in a City vehicle or while on City business you must:

1. Get immediate medical aid if you are injured
2. Keep calm and do not argue
3. Make no statements or admissions concerning fault or responsibility for the accident
3. Do not offer or agree to make payments for the accident or suggest City of Southaven will do so
5. Notify the local police

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6. Discuss the accident only with police officers or representatives of the City's Human Resource Department.

7. Record as much information as you can on all of the other parties to the accident. This information should include their name, address, telephone numbers(s), insurance company, driver's license number, license plate number, make, model and year of their car, precisely where the accident happened, witnesses (with names, addresses and telephone numbers).

8. Refer all questions from lawyers, the other party to the accident, insurance adjusters or representatives of the other party and others to the City Attorney.

## VIII. MAINTENANCE OF VEHICLES

1. Employees with assigned City-owned vehicles are responsible for turning in a monthly inspection and mileage report of their vehicles. Scheduling of routine maintenance and repairs is the responsibility of the employee to whom the vehicle is assigned. All maintenance should be coordinated thru the City.

2. Individual department heads are responsible for monthly inspections of unassigned vehicles and scheduling routine maintenance and repairs thru the City.

3. No Alterations may be made to City-owned vehicles without prior written approval by department head of City Administrator.

4. The City Public Works Department is responsible for maintaining accurate and complete maintenance history for reach assigned vehicle.

5. All maintenance or repairs must be authorized by the employee's Department Head prior to the work being done. If for any reason maintenance or repairs are done by a second party receipts must be provided to the employee's Department Head as soon as possible following such repairs.

## IX. WHAT TO DO IN CASE OF AN ACCIDENT

It is the policy of City of Southaven that all accidents or incidents that result in either personal injury or illness, and or damage to City property shall be properly reported and investigated. Although accident/incident investigation is a reactive process, a comprehensive accident reporting and investigation process is a proactive measure that can effectively prevent or minimize future accidents/incidents. This operating procedure establishes a systematic process to ensure that accidents are properly reported in a timely manner, that all causes (direct and contributory) are thoroughly identified and that the appropriate corrective actions are taken.

**Regardless of the situation, the following procedure MUST be followed in the event of an accident while in a City owned vehicle:**

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1. Stop immediately and investigate even when the accident appears to be minor.
2. If someone is hurt or if there is a danger of fire, call 911 to request assistance. (I.e. Law Enforcement, Fire Department Ambulance, Rescue Squad)
3. Make no express or implied admission or liability or fault. Do not make an expression of apology or sorrow.
4. Notify your supervisor immediately.
5. Make written notes of the details of the accident while at the scene. Do not wait until later.
6. Do not give information concerning the accident to anyone unless the party requesting it is an authorized official.
7. Do not discuss the accident with insurance agents, news personnel, adjusters or attorneys without express permission from your supervisor and City attorney.
8. Complete the Motor Vehicle Accident Report with supervisor/manager.
9. All accident reports shall be submitted within 24 hours of the accident to the Department Head.

If necessary, an injury report must be completed and submitted to Human Resources as soon as possible in order to file workers' compensation claim within 24 hours of the accident in accordance with the Accident Reporting Procedures as detailed in the City of Southaven Personnel Manual.

The use of a City vehicle is a privilege and not a mandatory requirement. These guidelines will be followed at all times.

I acknowledge and understand that I am to follow the above City Vehicle Use Policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Alderman Flores made the motion to table this item until the next Board Meeting. Motion was seconded by Alderman Ferguson. Motion was put to vote and passed unanimously. No further discussion was allowed.

# Minutes, City of Southaven, Southaven, Mississippi

## DESOTO COUNTY I-69 CONTRIBUTION

Mayor Musselwhite reported that this was an agreement with the previous Board to reimburse the county in the amount of \$500.00 for research of the I-69 Project. Alderman Payne made the motion to pay the \$500.00 as presented to this Board. Motion was seconded by Alderman Brooks. Alderman Flores asked what the money was for and Mayor Musselwhite stated that it was for research. After extensive discussion the vote was put to a roll call.

Alderman William Brooks	Yes
Alderman Kristian Kelly	No
Alderman Shirley Beshears	No
Alderman George Payne	Yes
Alderman Joel Gallagher	No
Alderman Scott Ferguson	No
Alderman Raymond Flores	No

Mayor Musselwhite declared the motion failed.

## JAIL AGREEMENT AGREEMENT FOR THE USE OF THE DESOTO COUNTY JAIL BY THE CITY OF SOUTHAVEN FOR HOUSING INMATES AND DETAINEES

This Agreement is made and entered into as of the last date of signature of the parties hereto, by and between the City of Southaven, a municipal corporation of the State of Mississippi (the "City"), acting through its duly elected and serving Mayor and Board of Aldermen, and DeSoto County, Mississippi, a political subdivision of the State of Mississippi (the "County"), acting through its duly elected and serving Board of Supervisors, which entities are collectively referred to as the parties.

### RECITALS

**WHEREAS**, the County operates and maintains jail facilities, managed and overseen by the DeSoto County Sheriff, in accordance with and as required by Mississippi law; and

**WHEREAS**, the City desires to contract with the County for the purpose of housing City prisoners and detainees within the Jail; and

**WHEREAS**, the County is willing to permit the City to house the City's prisoners and detainees within the Jail, subject to the terms and conditions herein; and

**WHEREAS**, the parties have the statutory authority to enter into this Agreement

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pursuant to Mississippi Code Annotated Section 47-1-39, of the Mississippi Code of 1972, as amended.

**NOW, THEREFORE, FOR AND IN CONSIDERATION** of the mutual promises and covenants contained herein, the County and City do hereby agree and contract as follows:

## I. DEFINITIONS

the successor Boards unless, by majority vote, the incoming Board terminates the same in accordance with the procedures set forth herein.

2. Charges and costs: The City agrees to pay to the County the following:
  - a. A Booking Charge of \$20.00 per City Prisoner and/or City Detainee.
  - b. Effective January 1, 2014 a Housing Charge of \$25.00 per Billable Day, per City Prisoner and/or City Detainee, beginning the day following Booking. Effective January 1, 2015 the Housing Charge shall automatically increase to \$35.00 per Billable Day, per City Prisoner and/or City Detainee, beginning the day following Booking.
  - c. The Housing Charge shall commence the first day after Booking. Notwithstanding the foregoing or anything to the contrary herein, the City shall not be obligated to pay the Housing Charge for the day of Booking. Beginning the day after Booking, the City shall pay the Housing Charge for each Billable Day or any portion thereof. The waiver of the Housing Charge for the day of Booking shall not include any waiver of the City's obligation to pay for the City Prisoner's or City Detainee's medical expenses. The Housing Charges and medical expense obligation shall cease when the City Prisoner or City Detainee completes the process of Booking out of the Jail.
  - d. When a City Prisoner or City Detainee is in custody for a charge or sentence from more than one Court, the Housing Charge shall be apportioned on those days of joint custody. The Housing Charges and medical expenses shall be apportioned evenly between the parties responsible for the person's incarceration. For example, if two municipalities have pending charges on the same prisoner/detainee, each municipality will be charged for one-half the Housing Charge and medical expenses for each Billable Day that joint custody exists.

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e. For any City Prisoner or City Detainee who is subsequently bound over to, or charged into the jurisdiction of the Circuit Court or County Court, the Housing Charge and medical expense obligation will cease to accrue after 23:59 hours on the date custody with the Circuit Court or County Court is established, at which time the County will assume custody of the person and the costs for incarceration. For any prisoner or detainee who is transferred by the Circuit Court or County Court back to the jurisdiction of the City's Municipal Court, the City will commence accruing Housing Charges the day after the transfer occurs. Notwithstanding the foregoing, any City Prisoner or City Detainee held in the Jail as a result of an appeal of charges arising out of the City's Municipal Court, said person shall remain a City Prisoner or City Detainee, as the case may be, and the City will be responsible for all Housing Charges and medical expenses.

f. In the event of an escape of a City Prisoner or City Detainee, Housing Charges for the cost of incarceration will cease to accrue the day after the day of escape. In the case of a failure of a City Prisoner or City Detainee to report from an authorized leave, Housing Charges will cease the day after the last day of custody. Housing Charges and medical expense obligations will begin anew on the day the person is recaptured and completed Booking into the jail, however, in the event City Prisoner or City Detainee is charged with the criminal offense of "felony escape" the City will not be charged any additional expenses from and after the date the charges are filed.

3. Billing Procedures: The following processes will be followed for billing the City for charges for Booking Charges, Housing Charges, medical costs and any other costs assessed:

a. County will submit, on a monthly basis, a statement to the City setting forth the charges incurred by the City for all costs of incarceration, including Housing Charges and medical expenses of all City Prisoners and/or City Detainees housed the prior month. This statement shall provide for each person: name of all prisoners and detainees listed alphabetically, booking date and hour, release date and hour, itemization of all costs and billing charges, all cost incurred for medical care, billing period covered by the statement, total billing days and the total amount to be paid.

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The City, upon request, shall be allowed accessed to the necessary records, in a timely manner, to verify all billing statements.

b. All statements submitted to the City will be paid within sixty (60) days .

c. Any statement which is not paid within sixty (60) days, and is not otherwise being contested, will accrue interest on the outstanding amounts, beginning on the sixty first (61<sup>st</sup>) day, at the rate of one and half percent (1½ %) per month.

d. City agrees that, a copy of each statement for which payment is tendered will be provided with all checks sent to the County as payment.

e. The City has the right to dispute charges in the following manner: (i) within thirty (30) days after receipt of a monthly billing statement, City shall advise the County of any charges it desires to contest. No dispute will be accepted if it is not made in writing within thirty (30) days after the City has received the monthly billing statement; (ii) when the City notifies the County of a dispute within the thirty (30) day prescribed period, the City may withhold payment on those specific City Prisoners or City Detainees for whom billing is disputed; (iii) if a notice of dispute is not contested in writing by the County the dispute shall be considered resolved in favor of the City; (iv) disputes regarding billing statements shall be jointly reviewed by the parties and all reasonable efforts used to satisfactorily resolve the dispute within forty-five (45) days of the date of the billing statement; (v) all contested charges for which a resolution is reached, shall be paid within ten (10) days after resolution of such dispute; (vi) any charges remaining unresolved after forty-five (45) days from the date of the notice of dispute may be mediated by a mutually agreeable third party, or submitted to the Court of proper jurisdiction by the County for collection proceedings; (vii) when the City disputes any charge, and withholds payment of the same, the specific items in dispute will be indicated by the City on each statement for which the disputed charges are a part; (viii) in the event County proceeds with any court action to collect disputed charges, and obtains a ruling in its favor, County shall be entitled to interest on such judgment, at the rate of one and half percent (1½ %) per month, accruing from that date which is 45 days after

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the date of invoice of the disputed charge(s); (ix) in the event the City disputes any medical bills it is invoiced per section 5, and the County proceeds with any court action to collect disputed charges and obtains a ruling in its favor, County shall be entitled to recover, as additional damages, any late fees assessed to it by the provider of the medical services, or its collection agency.

4. Booking and Housing: The County will receive, hold and house all City Prisoners and City Detainees who are transported by the City to the Jail according to the following procedures:

a. The County will render Booking services within a reasonable time after

b. The City agrees that if a City Prisoner or City Detainee is presented to the Jail with a serious emergency medical problem, requiring physician or hospital examination and treatment, the Jail may reject the prisoner or detainee for Booking purposes. In such circumstances, the City will transport the prisoner or detainee to the appropriate facilities for such medical examination and care, as is necessary, before the County will undertake the Booking process for that person. If said prisoner or detainee is taken from the Jail for medical evaluation or treatment, and returns to be incarcerated, the City will not be charged for more than one Booking process.

c. After Booking, the County will assume the general care, custody, feeding and

d. By accepting a City Prisoner or City Detainee, the County does not in any way accept responsibility for the cost of medical care that may be provided to that person while housed at the Jail.

e. Transportation of all City Prisoners and City Detainees to and from the Municipal Court of the City, or other locations to which the City desires to transport the person, except for transportation for medical care, shall be the responsibility of the City. The County will be responsible for transportation of prisoners/detainees for medical care after the person has been accepted into the Jail through the Booking process.

f. The County reserves the right to refuse to accept any inmates or detainees of the City in the event any undisputed invoice remains unpaid forty-five (45) days after the date of invoice.

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5. Medical Care:

a. The County will furnish all appropriate and necessary medical care and treatment to the City Prisoner and City Detainees. In this regard, the County provides to all prisoners and detainees within the Jail the services of an on call physician. Medical care or treatment provided by the on call medical physician will not cause the City to incur any charges, except for charges for medical provisions that are dispensed to the City Prisoners or City Detainees such as prescription medication, bandages and similar medical supplies.

b. When City Prisoners or City Detainees require medical or surgical treatment beyond the scope and ability of the on call physician, or when the on call Jail physician is not available, the County will provide the City with as much advance notice as may be reasonably possible under the circumstances. It is agreed and understood that advance notice may not be possible in emergency circumstances as determined by the Jail physician or staff. The purpose of the advance notice, when time permits, is to allow the City the opportunity to consider alternative arrangements for care and/or continued custody of the Prisoner or City Detainee. If alternate arrangements are not timely made by the City and coordinated with the County, the County will transport the person to the appropriate physician's office or hospital. When this occurs, the City will pay the County for all medical, surgical and hospital services, furnished to the prisoner or detainee, at the current prevailing rates which are charged to the County by the attending hospital or medical care provider. The City's obligation to pay the cost of medical care for the City Prisoners and City Detainees shall be in addition to the Housing Charge.

c. For all medical cost assessed to the City, the County will submit a monthly statement to the City itemizing the particular charges for services and care rendered to each of the City's prisoners or detainees in accordance with the billing procedures set forth in Section II, paragraph 3, above.

d. The City agrees that if a City Prisoner or City Detainee suffers an emergency medical problem, requiring physician or hospital examination and

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treatment, while in the custody of the City for any purpose including, but not limited to, attendance of a session of the municipal court and transportation by the City to and from Court proceedings, the City will transport the prisoner or detainee to the appropriate facilities for such medical examination and care, as is necessary. The City Prisoner or City Detainee will remain in the custody of the City until he/she has been released from the care of the physician or hospital providing the emergency medical care. The County will not be obligated to assume custody of the City Prisoner or City Detainee until such time as all necessary emergency medical care has been provided, the prisoner/inmate has been released from care and the prisoner/inmate has been returned to the jail by the City. The City agrees that if a City Prisoner or City Detainee is presented to the Jail with an emergency medical condition after being in the custody of the City, and requires physician or hospital examination and treatment, the Jail may refuse to accept custody of the prisoner or detainee until the City has provided proper medical care.

6. Default and Termination:

a. In the event of a material breach or default by either party, which remains uncured following sixty (60) days of written notice describing such breach or default in reasonable detail, the non-defaulting party shall, if it so elects, have the right to terminate the Agreement upon giving the defaulting party notice of intention to terminate the Agreement. All rights of the defaulting party there upon the effective date of such termination specified in the notice (which shall not be less than ten (10) days after the giving of such notice) shall end as fully and completely as if that were the date herein fixed for the expiration of the Term.

c. Notwithstanding any other provision of this Agreement, if funds necessary for the continued fulfillment of this Agreement by either party are at any time insufficient, or not forthcoming through failure of any entity to appropriate funds, or otherwise, the party without funding shall have the right to terminate this Agreement without penalty, liability, cost or expense by giving not less than thirty (30) calendar days' prior written notice documenting the lack of funding. In such instance, unless

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otherwise agreed to by the parties, this Agreement shall terminate and become null and void on the last day of the fiscal period for which County's appropriations were received, or funding was available, or ninety (90) calendar days after such notice has been delivered to the other, whichever is sooner. Notwithstanding the foregoing, the City shall remain liable for payment of all costs and medical expense due, pursuant to this agreement, through and until the date of termination provided for by this paragraph.

d. In the event of termination of this agreement for any reason, the City will remain obligated to pay all Housing Charge and medical expenses incurred for each City Prisoner and City Detainee until they are released from the Jail.

e. In the event of a breach or threatened breach by either party of any of the terms, covenants, conditions or provisions hereof, the non-breaching party shall have the right to apply for an injunction to restrain the same or invoke any remedy allowed by law or in equity, including, without limitation, specific performance, and the right to money damages, as if such specific remedies or reimbursements were herein provided for. The rights and remedies given to the non-defaulting party in this Agreement or distinct, separate and cumulative remedies and no one of them, whether or not exercised by the non-defaulting party, shall be deemed to be an exclusion of any of the others provided herein or by equity.

## 7. Miscellaneous Provisions:

a. The City shall not be obliged to the County for any cost incurred for the housing and care of inmates or detainees of the Jail except as herein provided.

b. Nothing in this Agreement shall be construed as either limiting or .

c. Each party agrees that it shall maintain, for the duration of this Agreement, policies of public liability insurance covering their operations and the actions of their employees, with bodily injury limits of an amount not less than the limits of liabilities set forth by the Mississippi Tort Claims Act for public entities. The parties may fulfill the obligations of this provision by programs of self insurance equivalent to the statutory caps set forth by the Mississippi Tort Claims Act.

d. This Agreement shall be governed by the laws of the State of Mississippi,

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regardless of the venue or jurisdiction where issues, suits or actions hereunder may otherwise be brought or heard.

e. Except as otherwise specifically provided in this Agreement, neither the City nor the County shall assign this Agreement, nor transfer any of the rights herein, without the prior written agreement of the other party.

f. There are no third-party beneficiaries to this Agreement. Nothing contained in this Agreement shall create a contractual relationship with or a cause of action in favor of a third party against either party.

g. The notices required under this Agreement shall be deemed properly given if reduced to writing and personally delivered or transmitted by registered or certified mail, or by a trackable commercial delivery service including Federal Express, UPS, or the equivalent, to the office of the Mayor, for the City, and the office of the County Administrator, for the County, with postage prepaid, or if transmitted by recognized overnight courier service or facsimile, with confirmation receipt.

h. The headings of Sections and paragraphs are for convenience only and shall not modify rights and obligations created by this Agreement.

i. The failure of any party to insist upon strict compliance by another party shall not be deemed a waiver of its right to do so in the future.

j. Whenever the consent, approval, acknowledgment or permission of either party is required under this Agreement, it shall not be unreasonably withheld, delayed or conditioned.

k. In case any one or more provisions of this Agreement shall for any reason be held invalid, illegal or unenforceable in any respect, any such invalidity, illegality, or unenforceability shall not effect any other provision of this Agreement, and this Agreement shall be construed as if such invalid, illegal, or unenforceable provision had never been incorporated therein.

l. No oral order, agreement, claim or notice by any party to the other shall affect or modify any of the terms or obligations contained herein, and none of the provisions herein shall be held to be waived or modified by reason of any act whatsoever, other than

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by an agreed waiver or modification thereof in writing, and no evidence shall be introduced in any proceeding of any other waiver or modification.

m. The parties each represent that the person executing this document on behalf of such party has the power and authority to enter into this Agreement and such entity has the authority to consummate the transactions herein contemplated. The execution and delivery hereof and the performance by each party of its obligations hereunder will not violate or constitute an event of default under the terms or provisions of any agreement, document or other instrument to which it is a party or by which it is bound. All proceedings required to be taken by or on behalf of each party to authorize it to make, deliver and carry out the terms of this Agreement have been or will be duly and properly taken by each party and this Agreement is the legal, valid and binding obligation of the parties and is enforceable in accordance with its terms.

n. County shall comply with all applicable provisions of the Americans with Disabilities Act, and all applicable Federal and State regulations regarding the housing and care of inmates at all times during the terms of this Agreement.

o. This agreement replaces all prior agreements with the City for housing municipal inmates and detainees.

Witness to the signatures of the parties hereto after first being approved by the respective governing authorities this the \_\_\_\_\_ day of \_\_\_\_\_, 2013.

DESOTO COUNTY, MISSISSIPPI

BY: \_\_\_\_\_  
MARK GARDNER, PRESIDENT  
DESOTO COUNTY BOARD OF SUPERVISORS

ATTESTED BY:

\_\_\_\_\_  
W. E. DAVIS  
CLERK OF BOARD OF SUPERVISORS  
(Seal)

CITY OF SOUTHAVEN

# Minutes, City of Southaven, Southaven, Mississippi

BY: \_\_\_\_\_  
DARREN MUSSELWHITE, MAYOR

ATTESTED BY:  
\_\_\_\_\_

(Seal)

Nick Manley, City Attorney, presented this to the Mayor and Board of Alderman. Mr. Manley stated that the Jail Agreement currently charges \$20.00 per day for housing of inmates and detainees. This amount will increase to \$25.00 per day effective January 1, 2014 and then to \$35.00 per day effective January 1, 2015. Alderman Payne made the motion to accept the Jail Agreement with Desoto County. Motion was seconded by Alderman Beshears. After extensive discussion this was put to a roll call vote.

Alderman William Brooks	Yes
Alderman Kristian Kelly	Yes
Alderman Shirley Beshears	Yes
Alderman George Payne	Yes
Alderman Joel Gallagher	Yes
Alderman Scott Ferguson	Yes
Alderman Raymond Flores	Yes

Mayor Musselwhite declared the motion carried.

## **CONTRACT CHANGE ORDER #5 – SBEC SEWER PROJECT – PHASE IV**

Alderman Ferguson made the motion to accept contract change order #5, for Phase IV of the SBEC Sewer Project. Motion was seconded by Alderman Payne. The motion was put to vote and passed unanimously. (A copy of the change order will be attached to these minutes.)

## **SOLE SOURCE – ZOLL MEDICAL SERVICE AGREEMENT**

Ronald White, Fire Chief, presented this agreement to the Board. He stated that the current contract for extended warranty has expired and requested Board approval for a new thirty-six month (36) month contract with Zoll Medical Corporation for preventative maintenance and testing and of the department's Zoll cardiac monitors. Alderman Brooks made the motion to accept the Sole Source Service agreement with Zoll Medical. Motion was seconded by Alderman Gallagher. Motion was put to vote and passed unanimously.

## **SURPLUS PROPERTY – SPD, PUBLIC WORKS, MAYOR'S OFFICE**

# Minutes, City of Southaven, Southaven, Mississippi

Nick Manley presented SPD and PWD Resolutions.

## **SOUTHAVEN POLICE DEPARTMENT:**

### **RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI DECLARING SURPLUS PROPERTY AND GRANTING AUTHORIZATION TO ADVERTISE FOR AUCTION AND SALE**

**WHEREAS**, the City of Southaven is presently in possession of various surplus property, and

**WHEREAS**, 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 state law, or retained and removed from the fixed assets inventory, and

**WHEREAS**, the Mayor and Board of Aldermen are desirous of disposing of such surplus property, pursuant to Section 21-17-1 of the Mississippi Code (1972), and

**WHEREAS**, the Mayor and Board of Aldermen hereby authorize that the list on the Exhibit attached hereto as Collective Exhibit "A," be declared as surplus and, if warranted, listed on Govdeals.com or sold at public auction or otherwise disposed of as appropriate and in accordance with state law, or deleted from the fixed assets inventory, as appropriate.

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

1. The various surplus property shown on the attached Collective Exhibit "A" be and hereby declared to be surplus property.
2. The City Clerk, or her designee, be, and she is hereby authorized and directed to advertise the vehicles on Govdeals.com or sell the vehicles at public auction, or to otherwise dispose of said property in accordance with state law, or to retain such items and remove them from the fixed assets inventory pursuant to State guidelines.

Motion was made by Alderman Beshears and seconded by Alderman Flores, 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 William Brooks	YES
Alderman Kristian Kelly	YES
Alderman Shirley Beshears	YES
Alderman George Payne	YES
Alderman Joel Gallagher	YES
Alderman Scott Ferguson	YES
Alderman Raymond Flores	YES

**RESOLVED AND DONE**, this 5<sup>th</sup> day of November, 2013.

# Minutes, City of Southaven, Southaven, Mississippi

## PUBLIC WORKS DEPARTMENT:

### RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI DECLARING SURPLUS PROPERTY AND GRANTING AUTHORIZATION TO RECYCLE THE PROPERTY

**WHEREAS**, the City of Southaven is presently in possession of various surplus property, and

**WHEREAS**, 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 state law, or retained and removed from the fixed assets inventory, and

**WHEREAS**, the Mayor and Board of Aldermen are desirous of disposing of such surplus property, pursuant to Section 21-17-1 of the Mississippi Code (1972), and

**WHEREAS**, the Mayor and Board of Aldermen hereby authorize that two hundred (200) ninety six (96) solid waste carts be declared as surplus and recycled or otherwise disposed of as appropriate and in accordance with state law, or deleted from the fixed assets inventory, as appropriate.

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

1. The two hundred (200) ninety six (96) solid waste carts be and hereby declared to be surplus property.
2. The City Clerk, or her designee, be, and she is hereby authorized and directed to or to otherwise dispose of said property in accordance with state law, or to retain such items and remove them from the fixed assets inventory pursuant to State guidelines.

Motion was made by Alderman Brooks and seconded by Alderman Kelly, 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 William Brooks	YES
Alderman Kristian Kelly	YES
Alderman Shirley Beshears	YES
Alderman George Payne	YES
Alderman Joel Gallagher	YES
Alderman Scott Ferguson	YES
Alderman Raymond Flores	YES

RESOLVED AND DONE, this 5 day of November, 2013.

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## MAYOR SURPLUS:

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

WHEREAS, the City of Southaven is presently in possession of a white 2011 Chrysler 300C with a VIN #2C3CA6CT8BH580166 ("Vehicle"), and

WHEREAS, it has been recommended to the Mayor and Board of Aldermen that this Vehicle be declared as surplus and conveyed to Homer Skelton Ford for Twenty Five Thousand, Five Hundred Fifty Dollars (\$25,500.00) and removed from the fixed assets inventory, and

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

WHEREAS, the Mayor and Board of Aldermen hereby authorize that the Vehicle be declared as surplus and deleted from the fixed assets inventory, as appropriate.

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

1. The Vehicle be hereby declared to be surplus property.
2. The Vehicle be conveyed to Homer Skelton Ford for Twenty Five Thousand, Five Hundred Fifty Dollars and 00/100 (\$25,500.00).
3. The City Clerk, or her designee, be, and she is hereby authorized and directed to remove them from the fixed assets inventory pursuant to State guidelines.

Motion was made by Alderman Ferguson and seconded by Alderman Gallagher, 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 William Brooks	YES
Alderman Kristian Kelly	YES
Alderman Shirley Beshears	YES
Alderman George Payne	YES
Alderman Joel Gallagher	YES
Alderman Scott Ferguson	YES
Alderman Raymond Flores	YES

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The motion having received the affirmative vote of a majority of the members of the Governing Body, present the Mayor declared the motion carried and the resolution adopted on this the 5 day of November, 2013.

## FOREVER YOUNG PROGRAM CONTRACT

Nick Manley, City Attorney, reported this would be a contract for the use of the Tennis Center, once a week on Friday evenings. This will be in exchange for their service of dance lessons for Forever Young Seniors in lieu of rental payment. Alderman Flores made the motion to accept this contract as presented to this Board. Motion was seconded by Alderman Brooks. Motion was put to vote and passed unanimously. A copy of the signed agreement will be attached to these minutes.

## PLANNING AGENDA

Planning Agenda presented by Mrs. Whitney Choat-Cook, Planning Director.

### **TABLED ITEM #1**

Request for a variance to the building ordinances to allow a replacement mobile home approximately 20 years old at 1404 Willard Drive in the Desoto Woods Subdivision. Alderman Gallagher made the motion to remove this item from the table. Motion was seconded by Alderman Ferguson. Motion was put to vote and passed unanimously. Whitney Choat-Cook stated that this request has been the only request for a variance to the building ordinances to extend the age limits of replacement mobile homes and recommended that we follow the current ordinance. Alderman Gallagher made the motion to follow the City Planner's advice to follow the ordinance that is currently in place. Motion was seconded by Alderman Kelly. This item was put to a roll call vote.

Alderman William Brooks	YES
Alderman Kristian Kelly	YES
Alderman Shirley Beshears	YES
Alderman George Payne	YES
Alderman Joel Gallagher	YES
Alderman Scott Ferguson	YES
Alderman Raymond Flores	YES

Mayor Musselwhite declared that this motion was carried and the variance was denied. On this 5<sup>th</sup> day of November 2013.

### **ITEM #2**

Application by Southaven Marketplace LLC for site plan and design review approval for a retail building to be located in the Bob White Farms Subdivision on the east side of Getwell Road, south of Goodman Road. Alderman Payne made the motion to approve Item #2, as presented to this Board, with the additional requirements approved by the Planning Commission to include raising the roof line to add more depth and make extensive additions to the landscape. Motion was seconded by Alderman Ferguson. Motion was put to vote and passed unanimously.

# Minutes, City of Southaven, Southaven, Mississippi

## **ITEM #3**

Quantity change for materials for the Stateline / Tchulahoma Road intersection Project Alderman Ferguson made a motion to accept the contract change order as presented to this Board. Motion was seconded by Alderman Kelly. Motion was put to vote and passed unanimously. A copy of this change order will be attached to these minutes.

## **MAYOR'S REPORT**

Mayor Musselwhite reported that there will be a Veteran's Day Luncheon on Monday, November 11<sup>th</sup>, 2013 and extended an invitation to all that would like to attend.

Next, Mayor Musselwhite reported that it was not official, but the agreement that will free up the money that was withheld from the City due to past circumstances may become available in the near future and will allow funding for the Multi-Purpose Trail project.

## **CITIZEN'S AGENDA**

Mr. Delashmit addressed the Board about some concerns that he has on his street. Mr. Delashmit lives at 2195 Ashland and is requesting two (2) additional stop signs at Charleston and Ashland (North and South) to create a four way stop. Mr. Delaschmidt said that the stop signs east and west at Charleston and Ashland are not being adhered to and stated that making this intersection a four way stop will address this problem. Next, Mr. Delashmit stated that a speed limit sign and children at play sign need to be placed on his street due to the number of children that live on Ashland. Last, Mr. Delashmit stated that the drainage ditch at 2221 Ashland Drive was stopped up, causing a safety hazard. Mayor Musselwhite stated that he would have the Public Works Director look into the matters.

Next, Fred Paskel congratulated all of the newly elected officials. Then, he stated that he had concerns with a vacant lot in Summerwood Subdivision and the zoning of that single lot that was annexed by the City. His concerns at this point were that someone could put a mobile home on this lot. Mayor Musselwhite thanked him for making him aware of this situation and assured him that he would look into the matter and contact him with a possible solution.

John Bowen stated that he had concerns about a City employee connecting to a fire plug unmetered to fill up his chemical tank for personal use. He also stated that this company has a contract with the City of Southaven and he feels that it is an illegal contract and requested that this issue be addressed. Mayor Musselwhite assured him he would look into this and give him a return call.

Ellen Hester congratulated all of the newly elected officials and requested her Alderman's contact information.

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## PERSONNEL DOCKET

### Personnel Docket

November 5, 2013

<u>Payroll Additions</u>	<u>Position</u>	<u>Department</u>	<u>Start Date</u>	<u>Rate of Pay</u>
Lari Masler	P/T Billing Clerk	Utilities Billing - 820	November 6, 2013	\$8.50
Kiel Davis	Field Service Tech	Utilities Maintenance - 825	November 6, 2013	\$10.20

<u>Payroll Adjustments</u>	<u>Previous Classification</u>	<u>New Classification</u>	<u>Effective Date</u>	<u>Rate of Pay</u>
Michael Young	Firefighter III	Driver	November 8, 2013	\$15.88
Perry Baldwin	Patrol Officer III	Sergeant	November 9, 2013	\$20.64

<u>Employee Name</u>	<u>Department</u>	<u>Action Taken</u>	<u>Effective Date</u>	<u>With/Without Pay</u>
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<u>Payroll Deletions</u>	<u>Position</u>	<u>Department</u>	<u>Termination Date</u>	<u>Rate of Pay</u>
Beverly Behringer	Crossing Guard	Police - 211	May 21, 2013	\$9.00
Gwendolyn Brasher	Crossing Guard	Police - 211	May 21, 2013	\$9.00
Patricia Brewington	Crossing Guard	Police - 211	May 21, 2013	\$9.00
Pamela Feraios	Crossing Guard	Police - 211	August 11, 2013	\$9.00
Tara Alm	Dispatcher II	Police - 211	September 16, 2013	\$18.74
Colby Jackson	Seasonal Laborer	Parks and Recreation - 411	October 18, 2013	\$7.50
Erica Walton	Crossing Guard	Police - 211	October 25, 2013	\$9.00
Ian Sammons	Patrol Officer II	Police - 211	October 31, 2013	\$18.87
Dominique Crenshaw	IT Tech I	IT - 150	November 8, 2013	\$16.48
Baylee Welch	EMT/Paramedic	Fire - 290	November 16, 2013	\$15.28

Alderman Brooks made the motion to approve the Personnel Docket of November 5, 2013 as presented to this Board. Motion was seconded by Alderman Payne. This item was put to a roll call vote.

Alderman William Brooks	YES
Alderman Kristian Kelly	YES
Alderman Shirley Beshears	YES
Alderman George Payne	YES
Alderman Joel Gallagher	YES
Alderman Scott Ferguson	YES
Alderman Raymond Flores	YES

## COMMITTEE REPORTS

Alderman Ferguson made the motion requesting approval for the Planning Department to review usage of tents for commercial purposes and report back to

# Minutes, City of Southaven, Southaven, Mississippi

the Board. Motion was seconded by Alderman Flores. Motion was put to vote and passed unanimously.

## CITY ATTORNEY'S LEGAL UPDATE

Mr. Nick Manley, City Attorney presented the City Attorney's Legal Update.

Nick Manley explained to the Board regarding issues that the City would like to address for transient vendors as it relates to requiring certain zoning requirements. An ordinance has been mentioned as a possibility; however, while researching the issue, it seems that guidance will be needed from the Attorney General; thus, he requested permission to write for an Attorney General Opinion for transient vendors. A motion was made by Alderman Brooks to authorize him to seek an Attorney General Opinion. Motion was seconded by Alderman Flores and it passed unanimously.

Nick Manley presented the issue regarding Bancorp South utilizing the Parks Building on Thursdays beginning January 31, 2014 through April 1, 2014 to assist low income residents with filing of taxes. Nick informed the Board that a release has been signed by Bancorp South for use of the Building. A motion was made by Alderman Payne to allow for Bancorp South to utilize the parks building on Thursdays from January 31, 2014 through April 1, 2014 for assistance with individuals for taxes as it serves the citizens of the City of Southaven and provides a good and favorable use of the City Building to the citizens due to the positive publicity it provides for the City. The motion was seconded by Gallagher and it passed unanimously.

Nick Manley presented the Board with the issue of cancelling the lease contract with Tower Ventures, III, LLC (Crown Castle), Lease # 129282 which obligated the City to pay Ventures, III, LLC \$500 a month for use of space on the tower. The original lease was entered into on October 8, 2003 by a prior City administration and board, and was for use of space on the tower located on City property primarily for Magnolia Wave Internet service, which was discontinued in January of this year. The Board noted that pursuant to the Mississippi Supreme Court precedent that a prior board is not legally able to bind a successor board under Mississippi law *Biloxi Firefighters Assoc. v. City of Biloxi*, 810 So.2d 589 (Miss. 2002). In noting the facts of the situation and the applicable Mississippi law, a motion was made by Alderman Brooks to void Lease # 129282 with Ventures, III, LLC (Crown Castle) as the prior board could not bind the current board with the lease. The motion was seconded by Alderman Flores. The motion was approved by a unanimous vote.

## OLD BUSINESS

No Old Business

## PROGRESS REPORTS

No Progress Report

# Minutes, City of Southaven, Southaven, Mississippi

## CLAIMS DOCKET

A motion was made by Alderman Payne to approve the Claims Docket of November 5, 2013, including demand checks and payroll in the amount of **\$2,534,239.65**. Motion was seconded by Alderman Flores. Alderman Ferguson made the motion to remove voucher number 209933 payable to Ferrell Calhoun. Motion was seconded by Alderman Gallagher. The motion for the amendment was put to vote and passed unanimously. Next, Mayor Musselwhite asked for a roll call vote for the approval of the claims docket with the amendment.

### **Excluding voucher numbers:**

209669, 209801, 209841, 209983, 210168, 210191, 210193, 210196, 210259, 210266, 210591.

Roll call was as follows:

ALDERMAN	VOTED
Alderman Brooks	YES
Alderman Kelly	YES
Alderman Beshears	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Ferguson	YES
Alderman Flores	YES

Having received a majority of affirmative votes, the Mayor Musselwhite declared that the motion was carried and approved for payment on this the 5th day of November, 2013.

Alderman Ferguson left the room.

A motion was made by Alderman Payne to approve the Special Claims Docket of November 5, 2013, in the amount of **\$2,593.28**. Motion was seconded by Alderman Brooks. Roll call vote was as followed:

ALDERMAN	VOTED
Alderman Brooks	YES
Alderman Kelly	YES
Alderman Beshears	YES
Alderman Payne	YES
Alderman Gallagher	YES
Alderman Ferguson	ABSENT
Alderman Flores	YES

Having received a majority of affirmative votes, the Mayor Musselwhite declared that the motion was carried and approved for payment on this the 5th day of November, 2013.

# Minutes, City of Southaven, Southaven, Mississippi

At this point, Alderman Ferguson returned to the meeting.

## PERSONNEL AND LITIGATION

A motion was made by Alderman Brooks to move for a closed determination of the issue on whether or not to declare an Executive Session. Motion was put to vote and passed unanimously. Alderman Brooks made the motion to go into Executive Session for the purpose of discussing Economic Development, potential litigation, and land acquisition. Motion was seconded by Alderman Flores. Motion was put to a vote and passed unanimously by the raise of hands.

A motion was made by Gallagher to settle the claim filed by Daniel W. Acheson in the amount of \$2,650.00 to repair his vehicle and authority to issue a demand check for the amount owed based on the recommendation of the Utilities Director for an accident which occurred with a City owned and operated backhoe. The motion was seconded by Payne. The motion was approved by a unanimous vote.

A motion was made by Alderman Flores to approve compensation in the amount of \$100 per hour to Robbie Hayes for contested forfeitures. The motion was seconded by Alderman Brooks. The motion was approved by a unanimous vote.

Mayor Musselwhite called the meeting back to order.

There being no further business to come before the Board of Aldermen, a

motion was made by Alderman Brooks to adjourn. Motion was seconded by Alderman Payne. Motion was put to a vote and passed unanimously,

# Minutes, City of Southaven, Southaven, Mississippi

November 5, 2013 at 8:50 p.m.

\_\_\_\_\_  
Darren Musselwhite,  
Mayor

\_\_\_\_\_  
Sheila Heath, City Clerk

(Seal)

# Minutes, City of Southaven, Southaven, Mississippi

Posted

11-6-13

## CITY OF SOUTHAVEN Top of Mississippi

8710 Northwest Drive  
Southaven, MS 38671



Phone: 662.393.6939  
Fax: 662.393.7294

### NOTICE OF SPECIAL CALLED MEETING OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI

In accordance with Mississippi Code Annotated §21-3-21, notice is hereby given that a Special Meeting of the Mayor and Board of Aldermen of the City of Southaven shall be held on Thursday the 7<sup>th</sup> day of November, 2013, at 3:00 PM in the Boardroom of Southaven City Hall, located at 8710 Northwest Drive, Southaven, Mississippi.

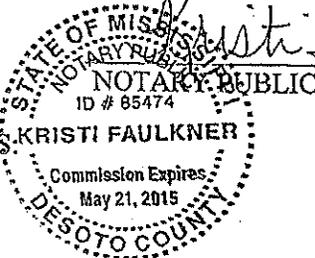
The subject matters of business (Agenda) to be acted upon at this Special Meeting are as follows, to-wit:

- Excutive Session  
1. Economic Development

This Special Meeting Of the Mayor and Board Of Aldermen is hereby called by the Mayor, Darren Musselwhite, on this, the 6th day of November, 2013.

Darren Musselwhite, Mayor

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 6th day of November, 2013



MY COMMISSION EXPIRES

May 21, 2015

KRISTI FAULKNER  
Commission Expires  
May 21, 2015

Minutes, City of Southaven, Southaven, Mississippi

# Minutes, City of Southaven, Southaven, Mississippi

## MINUTES OF THE SPECIAL MEETING OF NOVEMBER 7, 2013 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 Special Session on the 7<sup>th</sup> day of November, 2013 at three o'clock (3:00) p.m. at City Hall.

**Present were:**

William Brooks	Alderman At Large
Kristian Kelly	Alderman, Ward 1
Shirley Beshears	Alderman, Ward 2
George Payne	Alderman, Ward 3
Joel Gallagher	Alderman, Ward 4
Scott Ferguson	Alderman, Ward 5
Raymond Flores	Alderman, Ward 6

Also present were Mayor Musselwhite, Sheila Heath, and Nick Manley, City Attorney. Approximately ten (10) 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 Ferguson.

### PERSONNEL AND LITIGATION

A motion was made by Alderman Brooks to move for a closed determination of the issue on whether or not to declare an Executive Session. Motion was put to vote and passed unanimously. Alderman Brooks made the motion to go into Executive Session for the purpose of discussing Economic Development. Motion was seconded by Alderman Payne. Motion was put to a vote and passed unanimously by the raise of hands.

**The Executive Session was ended and Mayor Musselwhite called the meeting back to order.**

### **RESOLUTION BY THE CITY OF SOUTHAVEN FOR THE APPLICATION BY DESOTO MID SOUTH TOURISM PROJECT, LLC FOR THE OUTLET SHOPS OF THE MID SOUTH**

It came on for consideration the matter of showing support for The Outlet Shops of the Mid-South a cultural retail attraction project, and acknowledging that certain sales tax will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty percent (30%) of certain approved costs by the Mississippi Development Authority ("MDA")

# Minutes, City of Southaven, Southaven, Mississippi

incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first

After full consideration of the matter, Alderman Brooks offered and moved the adoption of the following resolution:

RESOLUTION OF THE MAYOR AND ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI, SUPPORTING THE OUTLET SHOPS OF THE MID-SOUTH PROJECT AND PLANNED SUBSEQUENT DEVELOPMENT PHASES, ALL LOCATED ON PROPERTY CURRENTLY OWNED BY DESOTO POINTE DEVELOPMENT, LLC, A CULTURAL RETAIL ATTRACTION PROJECT, AND ACKNOWLEDGING THAT SALES TAX COLLECTED FROM PHASE I OF THE OUTLET SHOPS OF THE MID-SOUTH WILL BE DIVERTED TO THE SALES TAX INCENTIVE FUND FOR A PERIOD OF UP TO FIFTEEN YEARS, OR WHEN THE AGGREGATE AMOUNT OF THIRTY PERCENT (30%) OF THE APPROVED PHASE I PROJECT COSTS BY THE MISSISSIPPI DEVELOPMENT AUTHORITY INCURRED BY DESOTO MID-SOUTH TOURISM PROJECT, LLC FOR THE TOURISM PROJECT HAS BEEN PAID, WHICHEVER SHALL OCCUR FIRST, PURSUANT TO SECTION 57-26-1 *ET SEQ.* MISSISSIPPI CODE OF 1972, AS AMENDED; AND FOR RELATED PURPOSES.

WHEREAS, pursuant to the provisions of the Mississippi Tourism Incentive Program, as set forth in Section 57-26-1, *et seq.*, Mississippi Code of 1972, as amended (the "Tourism Act"), Desoto Mid-South Tourism Project, LLC, a Mississippi limited liability company, by and through its Members, proposes to develop and construct The Outlet Shops of the Mid-South, together with additional phases of development to be undertaken and completed following construction of The Outlet Shops of the Mid-South (collectively, the "Project"), all within the City of Southaven, Mississippi and in connection therewith will make application to the MDA for the benefits provided by the Tourism Act; and

WHEREAS, the Project is a cultural retail attraction project as contemplated in the Tourism Act and the Project will have a significant impact on the economy of the City of Southaven, Desoto County, and the surrounding region; and

WHEREAS, the City of Southaven, Mississippi is in full support of the Project and supports the application of Desoto Mid-South Tourism Project, LLC pursuant to the Tourism Act; and

WHEREAS, the City of Southaven, Mississippi acknowledges that the Project will have multiple phases consisting of various cost for each phase that comprise the complete application as submitted by Desoto Mid-South Tourism Project, LLC to the MDA; and

WHEREAS, pursuant to the Tourism Act, the City of Southaven acknowledges that the City of Southaven sales tax collected from Phase I, which costs shall comprise an amount not to exceed One Hundred Fifteen Million and 00/100 (\$115,000,000.00) of cost toward the Project, as set forth in the Master Plan and attached hereto as Exhibit A, will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty percent (30%) of the MDA approved Phase I Project costs incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first; and

# Minutes, City of Southaven, Southaven, Mississippi

WHEREAS, certain infrastructure improvements completed for the Project by Desoto Mid-South Tourism Project, LLC or completed on Desoto Mid-South Tourism Project, LLC's behalf, whether dedicated or not dedicated to the City shall be done in accordance with the applicable MDA regulations and City of Southaven regulations, ordinances and laws. NOW, THEREFORE, BE IT RESOLVED by the Mayor and Aldermen of the City of Southaven, Mississippi, as follows:

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

Section 2. That the City of Southaven, Mississippi fully supports the Project and the application of Desoto Mid-South Tourism Project, LLC to the MDA pursuant to the Tourism Act and acknowledges that sales tax collected from Phase I of the Project, which Phase I shall comprise of costs in an amount not to exceed One Hundred Fifteen Million Dollars and 00/100 (\$115,000,000.00) of the total costs of the Project, consistent with the designs and costs of Exhibit A attached hereto, will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty percent (30%) of the approved Phase I MDA Project Costs incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first.

Section 3. That the City of Southaven, Mississippi shall commit to its obligations under this Resolution provided that the Desoto Mid-South Tourism Project, LLC is in compliance with the applicable MDA regulations, schedules, timelines and guidelines governing the duties and obligations of the Desoto Mid-South Tourism Project, LLC.

Section 4. That the City of Southaven, Mississippi shall require the infrastructure improvements completed for the Project by Desoto Mid-South Tourism Project, LLC or completed on Desoto Mid-South Tourism Project, LLC's behalf, whether dedicated or not dedicated to the City be done in accordance with the applicable MDA regulations and City of Southaven specifications, ordinances and zoning regulations.

Section 5. That the City of Southaven Mayor is authorized to execute any and all necessary documents and clarifications required or requested by MDA for the qualification of the Tourism Incentive Program. Alderman Payne seconded the motion to adopt the foregoing resolution and the same being put to a roll call vote, the result was as follows:

Alderman William Brooks	Yes
Alderman Kristian Kelly	Yes
Alderman Shirley Beshears	Yes
Alderman George Payne	Yes
Alderman Joel Gallagher	Yes
Alderman Scott Ferguson	Yes
Alderman Raymond Flores	No

# Minutes, City of Southaven, Southaven, Mississippi

The motion having received the affirmative vote of a majority of the members of the Governing Body, present the Mayor declared the motion carried and the resolution adopted on this the 7th day of November, 2013.

THE CITY OF SOUTHAVEN, MISSISSIPPI

\_\_\_\_\_  
BY: Darren Musselwhite, Mayor

ATTEST:

\_\_\_\_\_  
Sheila Heath, City Clerk

There being no further business to come before the Board of Aldermen, a Motion was made by Alderman Brooks to adjourn. Motion was seconded by Alderman Beshears. Motion was put to a vote and passed unanimously, November 7, 2013 at 5:45 p.m.

\_\_\_\_\_  
Darren Musselwhite,  
Mayor

\_\_\_\_\_  
Andrea Mullen, Assistant City Clerk

(Seal)

# Minutes, City of Southaven, Southaven, Mississippi

## RESOLUTION BY THE CITY OF SOUTHAVEN FOR THE APPLICATION BY DESOTO MID SOUTH TOURISM PROJECT, LLC FOR THE OUTLET SHOPS OF THE MID SOUTH

It came on for consideration the matter of showing support for The Outlet Shops of the Mid-South a cultural retail attraction project, and acknowledging that certain sales tax will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty percent (30%) of certain approved costs by the Mississippi Development Authority ("MDA") incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first

After full consideration of the matter, Alderman Brooks offered and moved the adoption of the following resolution:

RESOLUTION OF THE MAYOR AND ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI, SUPPORTING THE OUTLET SHOPS OF THE MID-SOUTH PROJECT AND PLANNED SUBSEQUENT DEVELOPMENT PHASES, ALL LOCATED ON PROPERTY CURRENTLY OWNED BY DESOTO POINTE DEVELOPMENT, LLC, A CULTURAL RETAIL ATTRACTION PROJECT, AND ACKNOWLEDGING THAT SALES TAX COLLECTED FROM PHASE I OF THE OUTLET SHOPS OF THE MID-SOUTH WILL BE DIVERTED TO THE SALES TAX INCENTIVE FUND FOR A PERIOD OF UP TO FIFTEEN YEARS, OR WHEN THE AGGREGATE AMOUNT OF THIRTY PERCENT (30%) OF THE APPROVED PHASE I PROJECT COSTS BY THE MISSISSIPPI DEVELOPMENT AUTHORITY INCURRED BY DESOTO MID-SOUTH TOURISM PROJECT, LLC FOR THE TOURISM PROJECT HAS BEEN PAID, WHICHEVER SHALL OCCUR FIRST, PURSUANT TO SECTION 57-26-1 *ET SEQ.* MISSISSIPPI CODE OF 1972, AS AMENDED; AND FOR RELATED PURPOSES.

WHEREAS, pursuant to the provisions of the Mississippi Tourism Incentive Program, as set forth in Section 57-26-1, *et seq.*, Mississippi Code of 1972, as amended (the "Tourism Act"), Desoto Mid-South Tourism Project, LLC, a Mississippi limited liability company, by and through its Members, proposes to develop and construct The Outlet Shops of the Mid-South, together with additional phases of development to be undertaken and completed following construction of The Outlet Shops of the Mid-South (collectively, the "Project"); all within the City of Southaven, Mississippi and in connection therewith will make application to the MDA for the benefits provided by the Tourism Act; and

# Minutes, City of Southaven, Southaven, Mississippi

WHEREAS, the Project is a cultural retail attraction project as contemplated in the Tourism Act and the Project will have a significant impact on the economy of the City of Southaven, Desoto County, and the surrounding region; and

WHEREAS, the City of Southaven, Mississippi is in full support of the Project and supports the application of Desoto Mid-South Tourism Project, LLC pursuant to the Tourism Act; and

WHEREAS, the City of Southaven, Mississippi acknowledges that the Project will have multiple phases consisting of various cost for each phase that comprise the complete application as submitted by Desoto Mid-South Tourism Project, LLC to the MDA; and

WHEREAS, pursuant to the Tourism Act, the City of Southaven acknowledges that the City of Southaven sales tax collected from Phase I, which costs shall comprise an amount not to exceed One Hundred Fifteen Million and 00/100 (\$115,000,000.00) of cost toward the Project, as set forth in the Master Plan and attached hereto as Exhibit A, will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty percent (30%) of the MDA approved Phase I Project costs incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first; and

WHEREAS, certain infrastructure improvements completed for the Project by Desoto Mid-South Tourism Project, LLC or completed on Desoto Mid-South Tourism Project, LLC's behalf, whether dedicated or not dedicated to the City shall be done in accordance with the applicable MDA regulations and City of Southaven regulations, ordinances and laws.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Aldermen of the City of Southaven, Mississippi, as follows:

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

Section 2. That the City of Southaven, Mississippi fully supports the Project and the application of Desoto Mid-South Tourism Project, LLC to the MDA pursuant to the Tourism Act and acknowledges that sales tax collected from Phase I of the Project, which Phase I shall comprise of costs in an amount not to exceed One Hundred Fifteen Million Dollars and 00/100 (\$115,000,000.00) of the total costs of the Project, consistent with the designs and costs of Exhibit A attached hereto, will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty

# Minutes, City of Southaven, Southaven, Mississippi

percent (30%) of the approved Phase I MDA Project Costs incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first.

Section 3. That the City of Southaven, Mississippi shall commit to its obligations under this Resolution provided that the Desoto Mid-South Tourism Project, LLC is in compliance with the applicable MDA regulations, schedules, timelines and guidelines governing the duties and obligations of the Desoto Mid-South Tourism Project, LLC.

Section 4. That the City of Southaven, Mississippi shall require the infrastructure improvements completed for the Project by Desoto Mid-South Tourism Project, LLC or completed on Desoto Mid-South Tourism Project, LLC's behalf, whether dedicated or not dedicated to the City be done in accordance with the applicable MDA regulations and City of Southaven specifications, ordinances and zoning regulations.

Section 5. That the City of Southaven Mayor is authorized to execute any and all necessary documents and clarifications required or requested by MDA for the qualification of the Tourism Incentive Program.

Alderman Payne seconded the motion to adopt the foregoing resolution and the same being put to a roll call vote, the result was as follows:

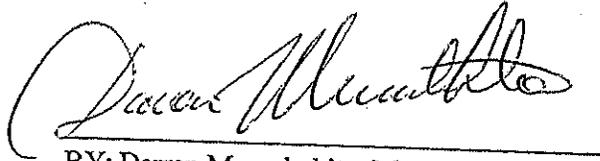
Alderman William Brooks	voted: Yes
Alderman Kristian Kelly	voted: Yes
Alderman Shirley Beshears	voted: Yes
Alderman George Payne	voted: Yes
Alderman Joel Gallagher	voted: Yes
Alderman Scott Ferguson	voted: Yes
Alderman Raymond Flores	voted: No

The motion having received the affirmative vote of a majority of the members of the Governing Body, present the Mayor declared the motion carried and the resolution adopted on this the 7th day of November, 2013.

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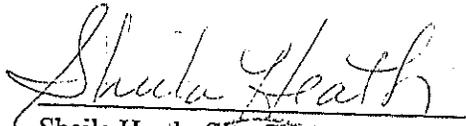
# Minutes, City of Southaven, Southaven, Mississippi

THE CITY OF SOUTHAVEN, MISSISSIPPI



BY: Darren Musselwhite, Mayor

ATTEST:



Sheila Heath, City Clerk

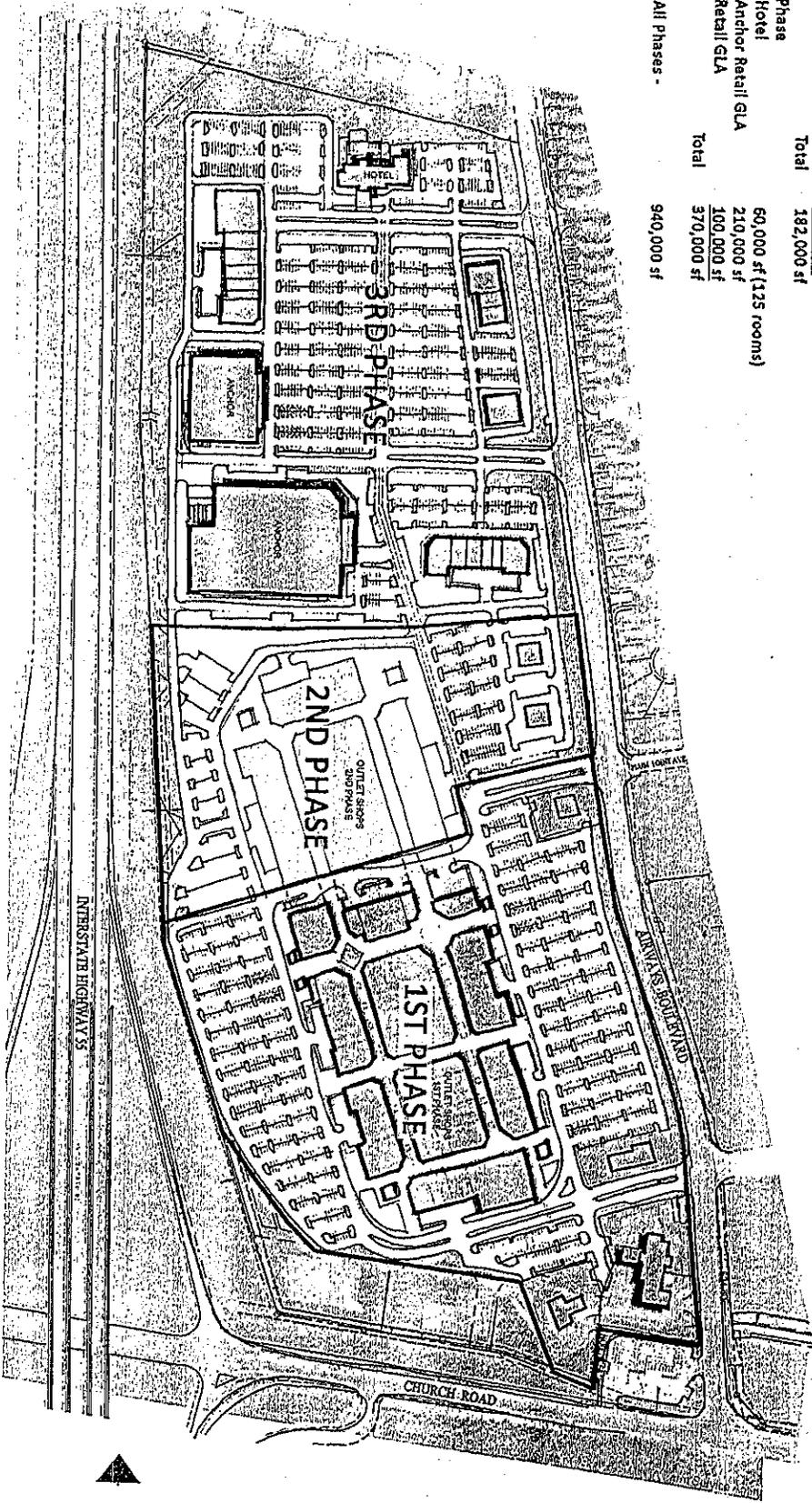


Minutes, City of Southaven, Southaven, Mississippi

EXHIBIT A  
DESOTO MID-SOUTH TOURISM PROJECT, LLC MASTER PLAN

# Minutes, City of Southaven, Southaven, Mississippi

All Phases -		Mississippi Tourism Rebate Program Estimated Project Costs	
Phase	Outlet Shops GLA	1ST Phase	3RD Phase
Outlet Shops GLA (Incl. hotel)	310,000 sf	Outlet Center	Additional Cultural
Total	78,000 sf	Outlet Shops FF&E	Retail Attraction Facilities
Phase	388,000 sf	Total	Up to \$75 million
Retail GLA	170,000 sf		
Outlet Shops GLA	12,000 sf		
Total	182,000 sf		
Phase	60,000 sf (125 rooms)		
Hotel	210,000 sf		
Anchor Retail GLA	100,000 sf		
Retail GLA	370,000 sf		
Total	940,000 sf		



OAG Shopping Centers

Master Site - Concept Layout

THE OUTLET SHOPS OF THE MID-SOUTH

Southaven, MS

September 30, 2013

**RESOLUTION DIRECTING THE SALE AND AWARD OF GENERAL OBLIGATION BONDS, SERIES 2013A (THE "BONDS") OF THE CITY OF SOUTHAVEN, MISSISSIPPI, DATED DECEMBER 1, 2013, IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED SIX MILLION FIVE HUNDRED SIXTY FIVE THOUSAND DOLLARS (\$6,565,000); AND A RESOLUTION APPROVING AND AUTHORIZING THE FORM OF, EXECUTION AND DISTRIBUTION OF AN OFFICIAL STATEMENT PERTAINING TO BONDS.**

**WHEREAS**, the Mayor and Board of Aldermen of the City of Southaven, Mississippi (the "Governing Body"), acting for and on behalf of the City of Southaven, Mississippi (the "City"), hereby finds, determines, adjudicates and declares as follows:

1. The Governing Body on November 5, 2013, did adopt a resolution directing that General Obligation Bonds, Series 2013A (the "Bonds"), of the City in the principal amount of Six Million Five Hundred Sixty Five Thousand Dollars (\$6,565,000) be offered for sale on sealed bids to be received up until the hour of 3:00 o'clock p.m. on November 19, 2013 by the City Clerk of the City in her office in the City Hall for subsequent presentation to the Governing Body of the City, in its meeting place in the City Hall of the City at a meeting scheduled for 6:00 o'clock p.m. on November 19, 2013.

2. As directed by the aforesaid resolution, notice of sale of the Bonds was duly published in the *Desoto Times Tribune*, a newspaper published in and having a circulation in the City and qualified under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended, said notice having been published in said newspaper on November 7 and 14, 2013, the first publication having been made at least ten (10) days preceding November 19, 2013, all as shown by the proof of publication of said notice filed in the office of the Clerk and attached hereto as **EXHIBIT B**.

3. The Governing Body did meet at their meeting place in the City Hall in the City of Southaven, Mississippi, at 6:00 o'clock P.M. on November 19, 2013.

4. At said time and place \_\_\_\_\_ (\_\_\_) proposals for the purchase of the Bonds were examined and considered by the Governing Body, said bids having heretofore been presented by and being on file with the Clerk.

5. The Governing Body does now find, determine and adjudicate that the highest and best bid made and offered for the Bonds on the basis of the lowest net interest cost over the life of the issue was made by \_\_\_\_\_, and said bid was accompanied by a cashier's check, certified check or exchange payable to the City in the amount of One Hundred Thirty One Thousand Three Hundred Dollars (\$131,300.00), issued or certified by a bank located in the State of Mississippi, as a guarantee that said bidder would carry out its contract and purchase the Bonds if its bid be accepted.

6. The Governing Body finds it necessary to approve the form of, execution and distribution of an Official Statement for the Bonds.

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

**SECTION 1.** The Bonds are hereby awarded and sold to \_\_\_\_\_, in accordance with the offer submitted to the Governing Body in words and figures as follows:

INSERT COPY OF WINNING BID

**SECTION 2.** The Mayor and Clerk are hereby authorized and directed to endorse upon a copy or duplicate of the aforesaid offer a suitable notation as evidence of the acceptance thereof, for and on behalf of the City.

**SECTION 3.** The good faith checks filed by all unsuccessful bidders shall forthwith be returned to them upon their respective receipts therefor, and the good faith check filed by the successful bidder shall be retained by the Governing Body as a guarantee that said bidder shall carry out its contract and purchase the Bonds. If said successful bidder fails to purchase the Bonds pursuant to its bid and contract, the amount of such good faith check shall be retained by the City as liquidated damages for such failure.

**SECTION 4.** The Bonds shall be in fully registered form; shall be dated December 1, 2013; shall be of the 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 order of issuance; shall be payable, both as to principal and interest, in lawful money of the United States of America at the principal office of the \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, a bank acting as a paying agent, registrar and transfer agent for said Bonds (the “Paying Agent”); shall bear interest from the date thereof at the rates or rates specified by further order of the Governing Body, payable on June 1 and December 1 of each year (each an “Interest Payment Date”), commencing December 1, 2014; and shall mature and become due and payable on December 1 in the years and in the principal amount as follows:

<b>YEAR</b>	<b>AMOUNT</b>	<b>INTEREST RATE</b>	<b>YEAR</b>	<b>AMOUNT</b>	<b>INTEREST RATE</b>
2014	\$230,000		2024	\$330,000	
2015	240,000		2025	340,000	
2016	250,000		2026	350,000	
2017	260,000		2027	365,000	
2018	265,000		2028	375,000	
2019	275,000		2029	390,000	
2020	285,000		2030	405,000	
2021	295,000		2031	415,000	
2022	305,000		2032	430,000	
2023	315,000		2033	445,000	

Bonds maturing on December 1, 2024 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, at any time on or after December 1, 2023.

**SECTION 5.** The Governing Body of the City of Southaven, Mississippi, hereby approves and adopts the Official Statement in the form attached hereto as **EXHIBIT A**, and hereby authorizes the Mayor and Clerk to sign and distribute an Official Statement, in substantially the same form, for and on behalf of said Governing Body.

**SECTION 6.** All orders, resolutions or proceedings of the Governing Body in conflict with the provisions of this resolution shall be and are hereby repealed, rescinded and set aside, but only to the extent of such conflict.

**SECTION 7.** For cause, this resolution shall become effective immediately upon the adoption thereof.

Alderman \_\_\_\_\_ moved the adoption of the foregoing Resolution, Alderman \_\_\_\_\_ seconded the motion, and the question being put to a roll call vote, the result was as follows:

Alderman Kristian Kelly	voted: _____
Alderwoman Shirley Beshears	voted: _____
Alderman George Payne	voted: _____
Alderman Joel Gallagher	voted: _____
Alderman Scott Ferguson	voted: _____
Alderman Raymond Flores	voted: _____
Alderman-At-Large William Brooks	voted: _____

The motion having received the foregoing vote of the Board of Aldermen, the Mayor declared the motion and the resolution adopted, on this the 19th day of November, 2013.

**CITY OF SOUTHAVEN, MISSISSIPPI**

**BY: \_\_\_\_\_**  
**DARREN MUSSELWHITE**  
**MAYOR**

**ATTEST:**

\_\_\_\_\_  
**SHEILA HEATH**  
**CITY CLERK**

**(SEAL)**

**EXHIBIT A**  
**FORM OF OFFICIAL STATEMENT**

**EXHIBIT B**  
**PROOF OF PUBLICATION**

ButlerSnow 18329928v1

**NEW ISSUE-BOOK ENTRY**

In the opinion of Butler Snow LLP, Ridgeland, Mississippi, Bond Counsel, assuming continuing compliance by the City (as defined herein) with the tax covenants and representations described herein, under existing laws, regulations, rulings and judicial decisions, interest on the Bonds is excludable from federal gross income pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and is not a specific item of tax preference under Section 57 of the Code for purposes of calculating alternative minimum tax; however, such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations. Bond Counsel is of the further opinion that interest on the Bonds is exempt from State income taxation under existing laws, regulations, rulings and judicial decisions. See "TAX MATTERS" herein.

**\$6,565,000**  
**GENERAL OBLIGATION BONDS**  
**SERIES 2013A**  
**OF THE**  
**CITY OF SOUTHAVEN, MISSISSIPPI**

**DATED: December 1, 2013**

**DUE: December 1, as shown below**

The Bonds will be dated December 1, 2013, and will bear interest from that date to their respective maturities in the amounts and at the rates set forth below. The Bonds are issuable only as fully registered instruments and will be initially issued only in book-entry form, under a book-entry system (described herein) in which The Depository Trust Company ("DTC") is the securities depository for the Bonds, to the nominee of DTC ("Cede & Co."), with no physical delivery of Bond certificates to the purchasers thereof. Principal and interest payments on the Bonds will be paid to the DTC nominee, which will distribute such payments to the participating members of DTC for subsequent remittance to the owners of the beneficial interest in the Bonds. Such beneficial owners will be permitted to exercise the rights of holders of Bonds only indirectly through DTC and its participating members. Interest on the Bonds is payable semiannually on June 1 and December 1 of each year (each an "Interest Payment Date"), commencing December 1, 2014. So long as DTC or its nominee is the registered owner of the Bonds, interest, together with the principal of and redemption premium, if any, on the Bonds will be paid directly to DTC by \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, Paying Agent, all as defined and more fully described herein under the caption, "THE BONDS - Book-Entry-Only System."

<u>YEAR OF MATURITY</u>	<u>PRINCIPAL AMOUNT</u>	<u>INTEREST RATE</u>	<u>PRICE OR YIELD</u>	<u>YEAR OF MATURITY</u>	<u>PRINCIPAL AMOUNT</u>	<u>INTEREST RATE</u>	<u>PRICE OR YIELD</u>
2014	\$230,000			2024	\$330,000		
2015	240,000			2025	340,000		
2016	250,000			2026	350,000		
2017	260,000			2027	365,000		
2018	265,000			2028	375,000		
2019	275,000			2029	390,000		
2020	285,000			2030	405,000		
2021	295,000			2031	415,000		
2022	305,000			2032	430,000		
2023	315,000			2033	445,000		

Bonds maturing on December 1, 2024 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, at any time on or after December 1, 2023.

The Bonds have been designated by the City as "qualified tax exempt obligations" for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

The Bonds are being offered for sale in accordance with the official Notice of Bond Sale, dated November 5, 2013, the form of which is attached hereto as APPENDIX B.

The Bonds are offered subject to the final approval of the legality thereof by Butler Snow LLP, Ridgeland, Mississippi, Bond Counsel. It is expected that the Bonds will be available for delivery on or about December 19, 2013.

The date of this Official Statement is November 19, 2013.

No dealer, broker, salesman or other person has been authorized to make any representations with respect to the Bonds other than is contained in this Official Statement, and if given or made, such other information or representations must not be relied upon. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy any of the Bonds in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. The information, estimates and expressions of opinion contained herein are subject to changes without notice, and while all information has been secured from sources which are believed to be reliable, all parties preparing and distributing the Official Statement make no guaranty or warranty relating thereto. All opinions, estimates or assumptions, whether or not expressly identified, are intended as such and not as representations of fact. Neither the delivery of this Official Statement shall, nor any sale made hereunder, under any circumstances, create any implication that there has been no change in the affairs of the City since the date hereof.

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**THE CITY OF SOUTHAVEN, MISSISSIPPI**

***DARREN MUSSELWHITE***  
**MAYOR**

**BOARD OF ALDERMEN**

***KRISTIAN KELLY***  
***SHIRLEY BESHEARS***  
***GEORGE PAYNE***  
***JOEL GALLAGHER***  
***SCOTT FERGUSON***  
***RAYMOND FLORES***  
***WILLIAM BROOKS***

***SHEILA HEATH***  
**CITY CLERK**

***BUTLER SNOW LLP***  
***RIDGELAND, MISSISSIPPI***  
**CITY ATTORNEY**

***GOVERNMENT CONSULTANTS, INC.***  
***JACKSON, MISSISSIPPI***  
**FINANCIAL ADVISOR**

***BUTLER SNOW LLP***  
***RIDGELAND, MISSISSIPPI***  
**BOND COUNSEL**

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**OFFICIAL STATEMENT**

**\$6,565,000**

**GENERAL OBLIGATION BONDS**

**SERIES 2013A**

**OF THE**

**CITY OF SOUTHAVEN, MISSISSIPPI**

**INTRODUCTION**

The purpose of this Official Statement is to set forth certain information in connection with the sale of the \$6,565,000 General Obligation Bonds, Series 2013A, dated December 1, 2013 (the "Bonds"), of the City of Southaven, Mississippi (the "City").

Reference is made to the Act as hereinafter defined, the Bond Resolution as hereinafter defined and any and all modifications and amendments thereof for a description of the nature and extent of the security of the Bonds, the pledge of tax revenues for the payment of the principal of and interest on the Bonds, the nature and extent of said pledge and the terms and conditions under which the Bonds are issued.

**THE BONDS**

**Definitions**

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 21-33-301 through 21-33-329, Mississippi Code of 1972, as amended.

"Bond" or "Bonds" shall mean the \$6,565,000 General Obligation Bonds, Series 2013A, of the City authorized and directed to be issued in the Bond Resolution.

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

"Bond Resolution" shall mean the resolution adopted by the Governing Body on November 5, 2013, as may be amended from time to time.

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

"Governing Body" shall mean the Board of Aldermen of the City.

“State” shall mean the State of Mississippi.

### **Purpose and Authorization**

The Bonds are being issued for the purpose of providing funds for (i) constructing, improving or paving streets, sidewalks, driveways, parkways, walkways, bridges, culverts or public parking facilities, and purchasing land therefor; protecting a municipality, its street and sidewalks from overflow, caving banks and other like dangers; establishing storm or drainage, and repairing, improving and extending the same; (ii) erecting, repairing, improving, adorning and equipping municipal buildings and purchasing buildings or land therefor; and (iii) paying for costs of issuance of the Bonds (together, the "Project").

The Bonds will be issued pursuant to the provisions of the Act and the Bond Resolution.

In order to issue the Bonds, the Governing Body adopted a resolution declaring its intention to issue the Bonds and gave notice of such intention by publication of said resolution in a newspaper published in the City. If ten percent (10%), or fifteen hundred (1,500), whichever had been less, of the qualified electors of the City had filed a written protest against the issuance of the Bonds on or before the date specified in said resolution, an election on the question of the issuance of the Bonds would have been held. November 5, 2013, was set by the Governing Body as the date on or before which written protest was required to have been filed. No written protest having been received on or before said date, the Governing Body is now authorized and empowered by the Act to issue the Bonds without the necessity of calling and holding an election on the question of the issuance thereof.

### **Security**

The Bonds will be general obligations of the City payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to rate or amount upon the taxable property within the geographical limits of the City; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the 2013A Bond Fund of the Bonds, or has made other provisions for funds, to be applied toward payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City. The City, when necessary, will levy annually a special tax upon all taxable property within the geographical limits of the City adequate and sufficient to provide for the payment of principal of and the interest on the Bonds as the same falls due.

The qualified electors of the State voted in a general election held on November 7, 1995, to amend the Mississippi Constitution of 1890 (the "Constitution") to add the following new Section 172A (the "Amendment"):

SECTION 172A. Neither the Supreme Court nor any inferior court of this state shall have the power to instruct or order the state or any political subdivision thereof, or an official of the state or any political subdivision, to levy or increase taxes.

The Amendment does not affect the underlying obligation to pay the principal of and interest on the Bonds as they mature and become due, nor does it affect the obligation to levy a tax sufficient to accomplish that purpose. However, even though it appears that the Amendment was not intended to affect Bondholders' remedies in the event of a payment default, it potentially prevents Bondholders from obtaining a writ of mandamus to compel the levying of taxes to pay the principal of and interest on the Bonds in a Court of the State. It is not certain whether the Amendment would affect the right of a Federal Court to direct the levy of a tax to satisfy a contractual obligation. Other effective remedies are available to the Bondholders in the event of a payment default with respect to the Bonds. For example, Bondholders can seek a writ of mandamus to compel the City to use any legally available moneys to pay the debt service on the Bonds, and if such writ of mandamus is issued and public officials fail to comply with such writ, then such public officials may be held in contempt of court. In addition, pursuant to the Mississippi Constitution §175, all public officials who are guilty of willful neglect of duty may be removed from office.

Certain information relating to the City is set forth in "APPENDIX A - INFORMATION ON THE CITY" and certain financial information on the City is included in "APPENDIX C - BUDGETS" and in "APPENDIX D - AUDIT."

### **Form of the Bonds**

The Bonds shall be dated December 1, 2013, shall be delivered in the denomination of Five Thousand Dollars (\$5,000) each, or integral multiples thereof up to the amount of a single maturity, shall be numbered from one upward in the order of issuance, shall be issued in fully registered form, and shall bear interest from the date thereof at the rate or rates specified herein, commencing December 1, 2014, and semiannually thereafter on June 1 and December 1 of each year.

### **Redemption Provisions**

Bonds maturing on December 1, 2024, 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, at any time on or after December 1, 2023.

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 (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.

### **Book-Entry Only System**

The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Bonds. The Bonds will be initially issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by the authorized representative of DTC. One fully-registered Bond certificate will be issued for the Bonds in the aggregate principal amount of the issue and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions, in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com) and [www.dtc.org](http://www.dtc.org).

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for such Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transactions, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct or Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds. DTC's records reflect only the identity of the Direct Participants to whose accounts the Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices are to be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and divided payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from the City or Paying Agent, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, Paying Agent or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the City or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

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

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

So long as Cede & Co. is the registered holder of the Bonds as nominee of DTC, references herein to the Holders, holders, or registered owners of the Bonds mean Cede & Co. and not the Beneficial Owners of the Bonds.

**THE CITY AND THE PAYING AGENT CANNOT AND DO NOT GIVE ANY ASSURANCES THAT THE DIRECT PARTICIPANTS OR THE INDIRECT PARTICIPANTS WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE BONDS (I) PAYMENTS OF PRINCIPAL OF OR INTEREST AND PREMIUM, IF ANY, ON THE BONDS; (II) CERTIFICATES REPRESENTING AN OWNERSHIP INTEREST OR OTHER CONFIRMATION OF BENEFICIAL OWNERSHIP INTERESTS IN BONDS; OR (III) REDEMPTION OR OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS NOMINEE, AS THE REGISTERED OWNERS OF THE BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS OR THAT DTC OR DIRECT OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT. THE CURRENT "RULES" APPLICABLE TO DTC ARE ON FILE WITH THE SECURITIES AND EXCHANGE COMMISSION AND THE CURRENT "PROCEDURES" OF DTC TO BE FOLLOWED IN DEALING WITH DTC PARTICIPANTS ARE ON FILE WITH DTC.**

**NEITHER THE CITY NOR THE PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO SUCH DTC PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO (1) THE BONDS; (2) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (3) THE PAYMENT BY ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL AMOUNT OF OR INTEREST OR PREMIUM, IF ANY, ON THE BONDS; (4) THE DELIVERY BY ANY DTC PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE BOND RESOLUTION TO BE GIVEN TO BONDHOLDERS; (5) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; OR (6) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS BONDHOLDER.**

## **RATING**

Standard & Poor's is expected to assign its municipal bond rating of "\_\_\_" to the Bonds. Information on the rating may be obtained from the City Clerk. Such rating reflects only the views of such organization, and an explanation of the significance of the rating may be obtained only from said rating agency. The rating may be changed, suspended or withdrawn as a result of changes in, or unavailability of, information. Any downward revision, suspension or withdrawal of such rating may have an adverse effect on the market price of the Bonds.

## **FINANCIAL ADVISOR**

The City has retained the firm of Government Consultants, Inc., Jackson, Mississippi, as independent financial advisor (the "Financial Advisor") to the City in connection with the issuance of the Bonds. In such capacity the Financial Advisor has provided recommendations and other financial guidance to the City with respect to the preparation of documents, the preparation for the sale of the Bonds and of the time of the sale, tax-exempt bond market conditions and other factors related to the sale of said Bonds.

Although the Financial Advisor performed an active role in drafting of the Official Statement, it has not independently verified any of the information set forth herein. The information contained in this Official Statement has been obtained primarily from municipal records and from other sources which are believed to be reliable, including financial records of the City and other entities which may be subject to interpretation. No guarantee is made as to the accuracy or completeness of any information obtained from sources other than the City. Any summaries or excerpts of statutes, ordinances, resolutions or other documents do not purport to be complete statements of same and reference is made to such original sources in all respects.

## **TAX MATTERS**

### **General**

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements which must be met subsequent to delivery of the Bonds in order that the interest on the Bonds is excludable from gross income for federal income tax purposes under Section 103 of the Code. The certificate as to non-arbitrage and other tax matters of the City, which will be delivered concurrently with the delivery of the Bonds, will contain provisions and procedures relating to compliance with such requirements of the Code. The City agrees, covenants and represents in the Bond Resolution that it will not make any use of the gross proceeds of the Bonds or amount that may be treated as proceeds of the Bonds or do or take or omit to take any other action that would cause: (i) the Bonds to be "arbitrage bonds" as such term is defined in Section 148(a) of the Code, and the Regulations promulgated thereunder; (ii) the interest on the Bonds to be includable in the gross income of the registered owners 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.

Except as expressly stated in the following two paragraphs of this section, Bond Counsel will express no opinion as to any federal or state consequences of the ownership of, receipt of interest on, or disposition of the Bonds.

In the opinion of Bond Counsel, under existing laws, regulations, rulings and judicial decisions, interest on the Bonds is excludable from gross income of the owners thereof for federal income tax purposes pursuant to Section 103 of the Code and interest on the Bonds is not a specific preference item for purposes of the federal alternative minimum tax. Such interest, however, is included in the "adjusted current earnings" of certain corporations for purposes of computing the alternative minimum tax. In rendering the foregoing opinion, Bond Counsel has assumed the compliance by the City with the tax covenants and representations in the Bond Resolution and the representations in the certificate as to non-arbitrage and other tax matters. These requirements relate to, *inter alia*, the use and investment of the gross proceeds of the Bonds and rebate to the United States Treasury of specified arbitrage earnings, if any. Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring) after the date of issuance of the Bonds have resulted in a failure of the City to comply with its covenants. Failure of the City to comply with such covenants could result in the interest on the Bonds becoming subject to federal income tax from the date of issue. For federal tax information, see "Certain Federal Tax Information" herein.

Under existing laws, regulations, rulings, and judicial decisions, Bond Counsel is of the opinion that, interest on the Bonds is exempt from all present income taxation imposed by the State.

### **Certain Federal Tax Information**

**General.** The following discussion of certain federal income tax matters is a summary of possible collateral tax consequences. It does not purport to deal with all aspects of federal taxation that may be relevant to particular registered owners. Further, the following discussion should not be construed as expressing an opinion of Bond Counsel as to any such matters, not specifically addressed in their opinion. **Prospective purchasers of the Bonds should be aware that ownership of the Bonds may result in collateral federal income tax consequences in certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, certain S corporations with "excess net passive income," foreign corporations subject to the branch profits tax, life insurance companies and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry or have paid or incurred certain expenses allocable to the Bonds. Bond Counsel does not express any opinion regarding such collateral tax consequences. Prospective purchasers of the Bonds should consult their tax advisors regarding collateral federal income tax consequences.**

**Financial Institutions.** Section 265(b)(1) of the Code provides that commercial banks, thrift institutions and other financial institutions may not deduct the portion of their otherwise allowable interest expense allocable to tax exempt obligations acquired after August 7, 1986 (other than "qualified tax-exempt obligations" as defined in Section 265(b)(3)(B) of the Code).

The City has designated the Bonds as "qualified tax-exempt obligations" pursuant to Section 265(b)(3)(B) of the Code. Eighty percent (80%) of the interest expense deemed incurred

by certain financial institutions to purchase or carry "qualified tax-exempt obligations" is deductible.

### **Changes in Federal and State Tax Laws**

From time to time, there are legislative proposals introduced and regulatory actions proposed or announced at the federal or state level that, if enacted, could alter or amend directly or indirectly relevant federal and state tax matters, including, without limitation, those mentioned hereinabove or could adversely affect the market value of the Bonds. It cannot be predicted whether or when or in what form any such legislative or regulatory proposal might be enacted or implemented or whether if enacted or implemented it would apply to tax exempt obligations issued prior to enactment or implementation. In addition, from time to time litigation is threatened or commenced which, if concluded in a particular manner, could adversely affect relevant tax matters or the market value of the Bonds. It cannot be predicted how any particular litigation or judicial action will be resolved or whether the Bonds or the market value thereof would be impacted thereby. Purchasers of the Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Bonds and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending or proposed legislation, regulatory initiatives or litigation.

### **CONTINUING DISCLOSURE**

In the Bond Resolution authorizing the Bonds, the City has made the following agreement for the benefit of the holders and beneficial owners of the Bonds. The City is required to observe the agreement for so long as it remains obligated to advance funds to pay the Bonds. Under this agreement, the City will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified material events, to the (i) (a) Municipal Securities Rulemaking Board (the "MSRB") through MSRB's Electronic Municipal Market Access system at [www.emma.msrb.org](http://www.emma.msrb.org) ("EMMA"), in the electronic format then prescribed by the Securities and Exchange Commission (the "SEC") (the "Required Electronic Format") pursuant to Rule 15c2-12, as amended from time to time (the "Rule") of the SEC, together with any identifying information or other information then required to accompany the applicable filing (the "Accompanying Information"), and (b) in the future, any successor repository or repositories prescribed by the SEC for the purpose of serving as repository under the Rule (together (a) and (b) are the "National Repository"); and (ii) any public or private repository or entity designated by the State as a State repository for the purposes of the Rule (the "State Repository" and together with the National Repository, the "Repository"), together with any identifying information or other information then required to accompany the applicable filing (the "Accompanying Information"). As of the date of this Official Statement there is no State Repository. This information will be available free to securities brokers and others through EMMA.

## **Annual Reports**

The City will provide certain updated financial information and operating data annually to each Repository, together with any Accompanying Information. The information to be updated includes all quantitative financial information and operating data with respect to the City of the general type included in the Official Statement in APPENDIX A under the headings "ECONOMIC AND DEMOGRAPHIC INFORMATION," "TAX INFORMATION" and "DEBT INFORMATION" and other financial information set forth in APPENDICES C and D. The City will update and provide this information within twelve months after the end of each fiscal year of the City ending in or after September 30, 2014.

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

The City's current fiscal year end is September 30. If the City changes its fiscal year, it will notify each Repository, together with any Accompanying Information, of the change.

Anyone requesting information under the continuing disclosure requirements of the Rule, should contact the City Clerk, City Hall, 8710 Northwest Drive, Southaven, Mississippi 38671 Telephone Number: (662) 280-2489.

## **Material Event Notices**

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

than in the ordinary course of business, or the entry into a definitive agreement to engage in such a transaction, or a termination of such an agreement, other than in accordance with its terms; and (6) appointment of a successor or additional trustee, or the change in the name of the trustee. In addition, the City will provide timely notice of any failure by the City to provide information, data, or financial statements in accordance with its agreement.

### **Availability of Information from Each Repository**

The City has agreed to provide the foregoing information to each Repository, together with any Accompanying Information. The information will be available free to holders of Bonds through EMMA.

As of the date of this Official Statement, the State has not designated a State Repository.

### **Limitations and Amendments**

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

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

For a summary of the City's undertaking, see "APPENDIX E - FORM OF CONTINUING DISCLOSURE AGREEMENT" attached hereto.

### **Compliance with Prior Undertaking**

The City is in compliance with all continuing disclosure agreements executed in connection with previously issued debt subject to the Rule. There have been instances in the previous five years in which the City has failed to comply, in all material respects, with previous written undertakings of the City to provide continuing disclosure. The City did file its annual financial information and operating data, including the available audited financial statements by the March 31 deadline set forth in their continuing disclosure undertakings in years 2012 and

2013. On November 29, 2010, the City filed its annual financial information and operating data, including audited financial statements for years 2006, 2007, 2008 and 2009. However, the City notes that it has failed to file unaudited financial statements, in accordance with their continuing disclosure undertakings in the previous five years.

## **MISCELLANEOUS AND LEGAL INFORMATION**

### **No Default on Securities**

No securities of the City have been in default as to principal or interest payments or in any other material respect at any time in at least the last 25 years. No principal or interest on any obligations of the City is past due.

### **No Bond Proceeds for Current Operating Expenses**

No proceeds from the sale of securities (except tax anticipation notes issued against revenues of a current fiscal year) have been used for current operating expenses at any time in at least the last 10 years.

### **Pension Plan**

The City has no pension plan or retirement plan for employees. City employees are members of and contribute to the Mississippi Public Employees' Retirement System (PERS). The Governmental Accounting Standards Board (GASB) approved two (2) new standards on June 25, 2012 that will substantially improve the accounting and financial reporting of public employee pensions by state and local governments, including the State. Statement No. 67, Financial Reporting for Pension Plans, revises existing guidance for the financial reports of most pension plans. Statement No. 68, Accounting and Financial Reporting for Pensions, revises and establishes new financial reporting requirements for most governments that provide their employees with pension benefits.

### **No-Litigation Certificate**

The attorney for the Mayor and Board of Aldermen will execute and deliver to the initial purchaser(s) of the Bonds an opinion, dated as of the date of delivery of the Bonds, that no litigation has been filed or is then pending to restrain or enjoin the issuance or delivery of the Bonds, or which would affect the provisions made for the payment of the principal of and interest on the Bonds or in any manner questioning the validity of the Bonds.

### **Validation**

The Bonds will be validated before the Chancery Court of DeSoto County, Mississippi (the "County"), as provided by Sections 31-13-1 to 31-13-11, Mississippi Code of 1972, as amended.

## **Approval of Legal Proceedings**

All legal matters in connection with the authorization and issuance of the Bonds are subject to the final unqualified approval of the legality thereof by Butler Snow LLP, Ridgeland, Mississippi, Bond Counsel. The form of the opinion of Bond Counsel is attached hereto as APPENDIX F and will be available in final form at the time of delivery of the Bonds. No representation is made to the registered owners of the Bonds that such Bond Counsel has verified the accuracy, completeness or fairness of the statements in the Official Statement and Bond Counsel assumes no responsibility to the registered owners of the Bonds except for the matters set forth in such opinion.

## **Bankruptcy**

The City is a “Municipality” as that term is defined in Title 11 of the United States Code (the “Bankruptcy Code”).<sup>1</sup> Section 109(c) of the Bankruptcy Code prescribes the conditions and circumstances under which a Municipality may file a petition for relief under the Bankruptcy Code. As a debtor, a Municipality may *only* file for relief pursuant to Chapter 9 of the Bankruptcy Code (“Chapter 9”). Pursuant to Section 303(a) of the Bankruptcy Code, no creditor or judgment holder of a Municipality may file a Chapter 9 petition on behalf of a Municipality.

Pursuant to Section 109(c)(2) of the Bankruptcy Code, before a municipality may file a petition under Chapter 9 of the Bankruptcy Code, a municipality must be specifically authorized by (a) state law or (b) a governmental officer or organization empowered to authorize such a filing. Accordingly, before a Municipality in the State may file for Chapter 9 protection, it must have specific authority granted to it. Currently, there is no State statute that prescribes, authorizes or otherwise contains authorization for any Municipality to file for Chapter 9 protection, or delegates such authority to a governmental officer or organization. As such, in order for a State Municipality, including the City, to file for Chapter 9 relief, the Municipality must obtain specific authority from the State Legislature.

The State Legislature is comprised of the Senate and the House of Representatives. The Senate is composed of 52 members, and the House of Representatives consists of 122 members. Each member of each chamber is elected to a four-year term. In the State, the Legislature convenes annually on the first Tuesday after the first Monday each January. Regular sessions of the State Legislature last 90 days in all years of an administration except for the first session after a new governor has been elected, when a 125-day session is held.

In order to obtain specific authority from the State Legislature to file for relief pursuant to Chapter 9, a Municipality would have to request both houses during the annual session of the State Legislature to approve a bill authorizing the Municipality to file for relief pursuant to Chapter 9 and such bill would have to be signed into law by the Governor of the State. There is no appeal process or any other proceeding under current State law that the Municipality may pursue if such requested specific authority is not granted by the State Legislature.

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<sup>1</sup> Section 101(40) of the Bankruptcy Code provides that “[t]he term “municipality” means political subdivision or public agency or instrumentality of a state.” 11 U.S.C. § 101(40).

## **Miscellaneous**

The references, excerpts and summaries of all documents referred to herein do not purport to be complete statements of the provisions of such documents, and reference is directed to all such documents for full and complete statements of all matters of fact relating to the Bonds, the security for the payment of the Bonds and the rights and obligations of the registered owners thereof.

The information contained in this Official Statement has been taken from sources considered reliable, but is not guaranteed. To the best of our knowledge, information in this Official Statement does not include any untrue statement of material fact; nor does the information omit the statement of any material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

The Preliminary Official Statement, dated November 5, 2013, has been "deemed final" as of such date by the City with permitted omissions, subject to change without notice and to completion or modification in a final Official Statement (the "Official Statement"). The City will make available to the successful bidder a reasonable number of Official Statements within seven (7) business days (excluding Saturdays, Sundays and national holidays) of the award of the Bonds. The successful bidder shall conform to the requirements of SEC Rule 15c2-12, including an obligation, if any, to update the Official Statement and shall bear all costs relating thereto. During the period from the delivery of the Official Statement to and including the date which is twenty-five (25) days following the end of the underwriting period for the Bonds (as described below) the City shall notify the successful bidder if any event of which it has knowledge shall occur which might or would cause the Official Statement, as then supplemented or amended, to contain any untrue statement of a material fact or to omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

The successful bidder shall file the Official Statement with the National Repository at the earliest practicable date after the date of delivery of the Bonds. The end of the underwriting period shall mean the earlier of (a) the date of the closing unless the City has been notified in writing to the contrary by the representative of the successful bidder on or prior to such date, or (b) the date on which the "end of the underwriting period" for the Bonds has occurred under SEC Rule 15c2-12. The successful bidder shall notify the City of the date which is the "end of the underwriting period" within the meaning of the SEC Rule 15c2-12.

**CITY OF SOUTHAVEN, MISSISSIPPI**

**/s/ Darren Musselwhite**  
**MAYOR**

**/s/Sheila Heath**  
**CITY CLERK**

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**APPENDIX A**  
**INFORMATION ON THE CITY**

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## ECONOMIC AND DEMOGRAPHIC INFORMATION

### General Description

Southaven, Mississippi is located in the north central part of DeSoto County (the "County"), which lies just south of the Tennessee border and east of the Mississippi River and Tunica County, Mississippi. The City is approximately five miles south of Memphis, Tennessee, and 200 miles northeast of Jackson, Mississippi, the state capital.

Southaven began as a part of Whitehaven, Tennessee, which was then an unincorporated suburb of Memphis. Whitehaven was annexed by Memphis, and the Mississippi portion of the suburb was incorporated in 1980. Since then, the City has doubled its land area, and its population has nearly tripled. It is one of the fastest growing cities in the southeast United States. Industries have been attracted to the area by the healthy economic environment and by the availability of a qualified labor force. These factors have helped make the City the business hub of DeSoto County; one of the highest grossing Wal-Marts in the entire chain is located in the City as is the nation's largest Sam's Wholesale Club. The nation's largest youth baseball complex, Snowden Grove Park, was completed in 2000 and brings to the area over 200,000 players and over 500,000 spectators per year.

### Population

The population of the City has been recorded or estimated as follows:

1980	1990	2000	2010
16,441	17,949	28,977	48,982

<sup>1</sup>Unincorporated

SOURCE: Censuses Data information at website: [www.census.gov](http://www.census.gov); October, 2013.

### Government

The Governing Body of the City is comprised of the Mayor and a seven-member Board of Aldermen, in whom the City's legislative powers are vested. The Mayor has the superintending control of all offices and affairs of the City and has the duty to see that the laws and ordinances of the City are executed. The Mayor and one of the Aldermen are elected at large; the other Aldermen are each elected from one of the City's six wards. All are elected for concurrent four year terms, and are not limited in the number of terms they may serve.

The members of the Governing Body are:

Name	Position	Current Position Held Since
Darren Musselwhite	Full-time Mayor	June, 2013
Kristian Kelly	Alderman	June, 2013
Shirley Beshears	Alderman	June, 2013
George Payne	Alderman	June, 2013
Joel Gallagher	Alderman	June, 2013
Scott Ferguson	Alderman	June, 2013
Raymond Flores	Alderman	June, 2013
William Brooks	Alderman – At - Large	June, 2013

**Transportation**

**Highways:** Interstate Highway 55 provides a four-lane north/south corridor and is being upgraded to eight or 10 lanes from Stateline Road in the City to the City of Hernando. U.S. Highway 51 also runs north/south through the City. U.S. Highways 61 and 78 traverse other parts of the County. State Highways 301 and 302 and a number of county roads provide access to outlying areas.

**Railroad:** BNSF Railway and Canadian National-Illinois Central Railroad serve as the County's rail lines. All six Class I rail systems serve Memphis, Tennessee and all have intermodal yards in the metro area.

**Air Service:** The nearest commercial airport is Memphis International Airport, served by nine major airlines and three commuter airlines, with more than 300 daily passenger flights. Memphis is also the number one cargo hub in the world – home to the FedEx Super Hub, a major UPS hub and an RPS sort facility.

**Waterways:** The nearest port is the Port of Memphis, which has a channel depth of nine feet and is located 12 miles away on the Mississippi River, in Shelby County, Tennessee. It is the fourth-largest inland port in the U.S. and ranks first in the nation in foreign import tonnage. More than 30 international freight forwarders operate in Memphis.

**Motor Freight Carriers:** The County is home to 195 truck terminals and several companies have hubs in the area, as the City lies within the Memphis commercial delivery zone.

## County Employment

	2012	2011	2010	2009	2008
RESIDENCE BASED EMPLOYMENT					
I. Civilian Labor Force	81,540	80,900	78,640	77,630	78,300
II. Unemployed	5,570	6,380	6,180	5,480	3,760
Rate	6.8	7.9	7.9	7.1	4.8
III. Employed	75,970	74,520	72,460	72,150	74,540
ESTABLISHMENT BASED EMPLOYMENT					
I. Manufacturing	4,050	3,820	3,550	4,320	5,300
II. Non-manufacturing	45,590	43,650	42,910	41,360	42,710
A. Agriculture, Forestry, Fishing & Hunting	90	80	90	70	80
B. Mining	40	30	30	30	30
C. Utilities	150	160	90	90	110
D. Construction	1,680	1,680	1,920	2,130	2,810
E. Wholesale Trade	3,660	3,510	3,290	3,220	2,970
F. Retail Trade	7,630	7,440	7,260	7,240	7,690
G. Transportation & Warehousing	6,060	5,660	5,410	4,560	4,460
H. Information	250	190	190	230	240
I. Finance & Insurance	930	910	960	980	1,000
J. Real Estate, Rental & Leasing	530	560	600	660	680
K. Prof., Scientific & Technical Service	830	860	910	910	930
L. Management of Companies & Entertainment	20	10	10	20	20
M. Administrative Support & Waste Management	3,670	3,440	3,220	2,670	3,350
N. Educational Services	220	200	230	170	150
O. Health Care & Social Assistance	5,420	5,050	4,880	4,710	4,490
P. Arts, Entertainment & Recreation	630	640	600	570	610
Q. Accommodation & Food Service	6,360	6,170	6,060	5,930	6,130
R. Other Services (except Public Administration)	910	890	880	850	900
S. Government	6,510	6,170	6,280	6,320	6,060
Education	3,980	3,660	3,720	3,760	3,640
III. Total Nonagricultural Employment	49,640	47,470	46,460	45,680	48,010

SOURCE: Mississippi Department of Employment Security: Annual Averages: Labor Force and Establishment Based Employment 2001-2010 and 2011 Forward, Labor Market Information Department at website: [www.mdes.ms.gov](http://www.mdes.ms.gov), October, 2013.

**Per Capita Income**

Year	County	Mississippi	United States	County as % Of U.S.
2011	\$33,737	\$39,791	\$41,560	81%
2010	31,976	30,841	39,791	80
2009	31,169	30,013	38,637	80
2008	32,613	30,945	40,947	79
2007	32,635	29,568	39,506	82

SOURCE: Bureau of Economic Analysis: Regional Economic Accounts at website: [www.bea.gov](http://www.bea.gov), 2007-2011; October, 2013.

## **Major Employers**

The following is a partial listing of major employers in the County, their products or services and their approximate number of employees:

Employer	Employees	Product/Service
DeSoto County School District	3,000	Education
Baptist Memorial Hospital	1,627	Hospital
Dizzy Dean Baseball, Inc.	1,000	Sports and recreation club
Wal-Mart	500	Department store
District Transportation & Sec.	500	Transportation
Quebecor Printing	450	Printers
Associated Wholesale Grocers	350	Grocers-wholesale
Parts Distribution	350	General freight trucking
City of Southaven	300	City Government
DeSoto County Civic Center	300	Convention and meeting center
Future Electronics	300	Electronic equipment & supplies
Kawneer Co. Inc.	300	Aluminum extruded products
Landau Uniforms	300	Uniform manufacturer
Thomas & Betts Corp.	300	Lighting Fixtures-wholesale

SOURCE: Mississippi Development Authority; October, 2013<sup>2</sup>.

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<sup>2</sup> MDA's employment figures are as of August, 2010.

**Retail Sales for the City**

State Fiscal Year Ended June 30	Amount
2012	\$1,026,750,166
2011	957,901,876
2010	910,561,229
2009	950,312,117
2008	972,366,414

SOURCE: Annual Reports for years indicated, Mississippi Department of Revenue website: [www.dor.ms.gov](http://www.dor.ms.gov); November, 2012.

### **Educational Facilities**

The City schools are part of the DeSoto County School District, which is the largest and fastest growing school district in the State. Its Gifted Instructional Program also has the largest enrollment of any such program in the State. The School District operates 24 elementary and intermediate schools, 8 middle schools, and 8 high schools, in addition to a vocational complex and an alternative center. The County is credited with having one of the best technical preparatory programs in the State. Also, thanks to the State's Computers in the Classroom initiative, every classroom in the School District is equipped with computers and internet accessibility, as well as opportunities for distance learning. The high schools are all on block scheduling, which allows more advanced students to complete higher level courses and to earn college credits through dual enrollment and offers remediation to students who are experiencing difficulties. All schools are accredited by the Southern Association of Colleges and Schools and by the State, and about 87% of the County's high school graduates attend college. Total enrollment for the School District for the 2012-2013 scholastic year and for preceding years is as follows:

Scholastic Year	Enrollment
2012-2013	32,759
2011-2012	32,311
2010-2011	31,916
2009-2010	31,228
2008-2009	30,616

SOURCE: Office of Research and Statistics, Mississippi Department of Education's website: <http://orshome.mde.k12.ms.us/maars/>; October, 2013.

## **Banking Institutions**

Institutions	2012 Total Assets
BancorpSouth <sup>3</sup>	\$13,140,904,000
BankPlus <sup>4</sup>	2,275,542,000
The Citizens National Bank of Meridian <sup>5</sup>	1,096,201,000
Community Bank, North Mississippi <sup>6</sup>	489,176,000
Covenant Bank <sup>7</sup>	253,513,000
Desoto County Bank <sup>8</sup>	76,250,000
First Security Bank <sup>9</sup>	520,509,000
First Tennessee Bank NA <sup>10</sup>	25,520,140,000
M&F Bank <sup>11</sup>	1,553,778,000
Regions Bank <sup>12</sup>	121,798,000,000
Renasant Bank <sup>2</sup>	4,102,958,000
SunTrust Bank <sup>13</sup>	173,442,000,000
Sycamore Bank <sup>14</sup>	193,528,000
Trustmark National Bank <sup>15</sup>	9,780,656,000
Wells Fargo Bank, National Association <sup>16</sup>	1,422,968,000,000

**SOURCE:** Mississippi Bank Directory, Mississippi Bankers Association, 2013 edition; unless otherwise stated.

<sup>3</sup> Head office in Tupelo, Mississippi.

<sup>4</sup> Head office in Ridgeland, Mississippi.

<sup>5</sup> Head office in Meridian, Mississippi.

<sup>6</sup> Head office in Amory, Mississippi.

<sup>7</sup> Head office in Clarksdale, Mississippi.

<sup>8</sup> Head office in Horn Lake, Mississippi.

<sup>9</sup> Head office in Batesville, Mississippi.

<sup>10</sup> Head office in Memphis, Tennessee, assets as of 12/31/12, obtained from Bank's 2012 Annual Report.

<sup>11</sup> Head office in Kosciusko, Mississippi. Renasant Corporation will acquire M&F Bank; the acquisition is expected to close during the third quarter of 2013.

<sup>12</sup> Head office in Birmingham, Alabama, assets as of 9/30/12, obtained from Bank's website.

<sup>13</sup> Head office in Atlanta, Georgia, assets as of 12/31/12, obtained from Bank's 20112 Annual Report.

<sup>14</sup> Head office in Senatobia, Mississippi.

<sup>15</sup> Head office in Jackson, Mississippi.

<sup>16</sup> Head office in Sioux Falls, South Dakota, assets as of 12/31/12, obtained from Bank's 2012 Annual Report.

## TAX INFORMATION

### Assessed Valuation

Assessment Year	Real Property	Personal Property <sup>17</sup>	Public Utility Property	Total
2013 <sup>18</sup>	\$321,984,668	\$187,516,635	\$11,863,604	\$521,364,907
2012	347,692,132	173,432,380	10,822,106	531,946,618
2011	347,139,528	163,571,760	9,685,865	520,397,153
2010	341,298,918	105,219,105	8,749,749	446,518,023 <sup>19</sup>
2009	336,539,614	109,201,432	10,910,702	456,651,748

SOURCE: Office of the County Tax Assessor.

### Procedure for Property Assessments

The Tax Assessor of DeSoto County assesses all real and personal property subject to taxation in the County, including property in the City, except motor vehicles and property owned by public service corporations, both of which are required by law to be assessed by the State Tax Commission.

Section 21-33-9, Mississippi Code of 1972, as amended, provides that the governing authorities of a municipality which is located within a county having completed a countywide reappraisal approved by the State Tax Commission and which has been furnished a true copy of that part of the County assessment roll containing the property located within a municipality as provided in Section 27-35-167, Mississippi Code of 1972, as amended, shall adopt such assessment rolls for its assessment purposes. The City is utilizing the assessment rolls of the County.

The City may not correct or revise such assessment rolls except for the purpose of conforming the municipal assessment roll to corrections or revisions made to the County assessment roll. All objections to the municipal assessment roll may be heard by the Board of Supervisors of the County at the time and in the manner that objections to the County assessment roll are heard. The Board of Supervisors shall notify, in writing, the Governing Body and the Tax Assessor of the City of any corrections or revisions made by it to the part of the County assessment roll adopted as the municipal assessment roll.

### Procedure for Tax Collections

Ad valorem taxes on real, personal and utility property are due on February 1 of each year. A penalty in the amount of one percent (1%) per month is levied against all delinquent ad

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<sup>17</sup> Personal Property includes automobiles, other motor vehicles and mobile homes.

<sup>18</sup> Decrease in assessed value due to reappraisal.

<sup>19</sup> Decrease is the result in fewer automobile purchases and a decrease in public utility property value.

valorem taxes. In the event the taxes are not paid by August 5, the property is sold for taxes on the last Monday in August and upon the sale of any property for failure to pay ad valorem taxes, the owner has two years from the date of sale in which to redeem the property. Ad valorem taxes for motor vehicles (license plates) are due one year from the first day of the month in which the tag is acquired. A onetime late penalty in the amount of 25% of the amount of the taxes due is levied in the event the license plate is not acquired in the month in which it expires. Ad valorem receipts for motor vehicles are collected on a monthly basis.

The Mayor and Board of Aldermen, acting for and on behalf of the City, are required under the Act and the Bond Resolution to annually levy a special tax upon all taxable property within the City sufficient to provide for the payment of the principal of and the interest on the Bonds. If any taxpayer neglects or refuses to pay his taxes on the due date thereof, the unpaid taxes will bear interest at the rate of 1% per month or fractional part thereof from the delinquent date to the date of payment of such taxes. When enforcement officers take action to collect delinquent taxes, other fees, penalties and costs may accrue. Both real property and personal property are subject to public tax sale.

Section 27-41-55, Mississippi Code of 1972, as amended, and related statutes provide that after the fifteenth day of February or the fifth day of August in each year, the tax collector for each County shall advertise all lands in a City on which all taxes due and in arrears have not been paid, as well as all land liable for other matured taxes, for sales on the first Monday in April or the last Monday of August following, as the case may be. DeSoto County conducts its tax sales during the month of August.

### **History of Assessed Valuation**

The State has undertaken substantial revision of its property taxation since 1980. In that year the Mississippi Supreme Court rendered its decision in State Tax Commission v. Fondren, 387 So. 2d 712, in which the State Tax Commission was enjoined from approving assessment rolls from any county in the state for the tax year 1983 unless the Tax Commission equalized the assessment rolls of all counties. While the appeal of that case was pending in the Mississippi Supreme Court, the Legislature passed Senate Bill No. 2672, Regular Session 1980, which is codified in part as Sections 27-35-49 and 27-35-50, Mississippi Code of 1972, as amended, which ordered a state-wide reappraisal of property and required appraisal at true value and assessment in proportion to true value. DeSoto County has completed reappraisal.

On June 3, 1986, the voters of the State of Mississippi approved an amendment to Section 112 of the Mississippi Constitution which established certain classes of property and related assessment ratios for property taxation purposes. Formerly there were four classes of property and no assessment ratio of one class could be more than double the assessment ratio of each of the other classes of property. The amendment sets forth five classes of property and provides that the assessment ratio of one class of property must not be more than three times the assessment ratio of each of the other classes of property.

CLASS I      Single-family, owner-occupied, residential real property – ten percent (10%) of true value;

- CLASS II All real property except that of public utilities and single-family, owner-occupied property - fifteen percent (15%) of true value;
- CLASS III All personal property except motor vehicles and personal property of public utilities - fifteen percent (15%) of true value;
- CLASS IV All public utility property - thirty percent (30%) of true value; and
- CLASS V Motor vehicles - thirty percent (30%) of true value.

The entire State has completed its reappraisal, and all property in the City is now appraised at true value. Assessments for the years 1986 and thereafter, for taxes payable in the years 1987 and thereafter, have been and will continue to be based on the assessment ratios set forth in the constitutional amendment and legislation related thereto.

Sections 27-35-15, *et seq.*, Mississippi Code of 1972, as amended, require county tax assessors to annually appraise all personal property subject to taxation and describe how the assessors are to obtain and maintain property lists and how to value the property. Section 27-35-50 of the Mississippi Code also requires determination of true value of all real property annually, and the Mississippi State Tax Commission is given power to establish rules to facilitate implementation of appraisal and assessment.

Rule 6 of the Commission's Property Tax Bureau set the tax roll year 1997 as a year of developing and adopting standards and minimum requirements for maintenance of property appraisal. Each county was to prepare a base property sales file and establish an update cycle of no more than four years, during which 100% of the tax parcels would be physically observed and notated on the county's property records. The Tax Commission has statutory authority to monitor each county's progress and to assure that each county's assessment records comply with acceptable standards.

DeSoto County has opted for the four-year cycle, established its base real and personal property sales files, and is in the midst of its second cycle of physically observing and notating all tax parcels.

**Homestead Exemption**

The Homestead Exemption Law of 1946, as amended, reduces the local tax burden on certain homes and provides partial replacement of the tax loss by revenues from other sources of taxation on the state level. Provisions of the homestead exemption law determine qualification, define ownership and limit the amount of property that may come within the exemption. The exemption is not applicable to taxes levied to pay the Bonds, except as hereinafter noted.

Those homeowners who qualify for homestead exemption and who have reached the age of sixty-five (65) years on or before January 1 of the year for which the exemption is claimed, service-connected, totally disabled American veterans who were honorably discharged from military services, and those classified as disabled under the federal Social Security Act are exempt from any and all ad valorem taxes on qualifying homesteads not in excess of \$7,500 of assessed value. The tax loss resulting to the City from homestead exemptions is reimbursed by

the State Tax Commission. However, in any year the City will not be reimbursed an amount in excess of one hundred six percent (106%) of the total net reimbursement made to the City in the previous year nor may any exemption exceed \$200.00 per qualified applicant.

**Tax Levy per \$1000 Valuation\***

(Year in Which Taxes Levied)

	2013	2012	2011	2010	2009
General Purpose	22.36	23.12	20.38	20.38	20.18
General Obligation Bond & Int. Sinking Fund	15.37	14.61	16.60	16.60	16.80
Library	0.00	0.00	0.75	0.75	0.75
Sanitation	6.00	6.00	6.00	6.00	6.00
Total	43.73	43.73	43.73	43.73	43.73

\*Tax Levy is shown in mills.

SOURCE: Office of the City Administrator.

## DEBT INFORMATION

### **Legal Debt Limit Statement**

(as of October, 2013)

	15% Debt	20% Debt
Authorized Debt Limit (Last Completed Assessment for Taxation (\$521,364,907))	\$78,204,736	\$104,272,981
Present Debt Subject to Debt Limits	36,470,000	39,205,000
Margin for Further Debt Under Debt Limits	\$41,734,736	\$65,067,981
Less this Offering	6,565,000	6,565,000
Margin for Further Debt Under Debt Limits After Issuance of the Bonds	\$35,169,736	\$58,502,981

### **General Statutory Debt Limits Provisions**

The City is subject to a general statutory debt limitation under which no municipality in the State may incur general obligation bonded indebtedness in an amount which will exceed 15 percent of the assessed value of the taxable property within such municipality according to the last completed assessment for taxation. In computing general obligation bonded indebtedness for purposes of such 15 percent limitation, there may be deducted all bonds or other evidences of indebtedness issued for school, water and sewerage systems, gas and light and power purposes and for the construction of special improvements primarily chargeable to the property benefitted, or for the purpose of paying a municipality's proportion of any betterment program, a portion of which is primarily chargeable to the property benefitted.

However, in no case may a municipality contract any indebtedness payable in whole or in part from proceeds of ad valorem taxes which, when added to all of its outstanding general obligation indebtedness, both bonded and floating, exceeds 20 percent of the assessed value of the taxable property within such municipality.

In arriving at the limitations set forth above, bonds issued for school purposes, bonds payable exclusively from the revenues of any municipally-owned utility, general obligation industrial bonds issued under the provisions of Sections 57-1-1 to 57-1-51, Mississippi Code of 1972, as amended, and special assessment improvement bonds issued under the provisions of Sections 21-41-1 to 21-41-53, Mississippi Code of 1972, as amended, are not included. Also excluded from both limitations are contract obligations subject to annual appropriations.

**Outstanding General Obligation Bonded Debt**

(as of October, 2013)

<b>Issue</b>	<b>Date of Issue</b>	<b>Original Principal</b>	<b>Outstanding Principal</b>
Public Improvement Bonds	12/01/04	\$4,500,000	\$ 415,000
Public Improvement Bonds	12/01/05	4,500,000	3,365,000
Public Improvement Bonds	07/01/07	6,000,000	4,710,000
Public Improvement Bonds	07/01/08	4,000,000	3,315,000
G.O. Notes	12/01/08	3,300,000	720,000
G.O. Refunding Bonds	04/16/09	6,665,000	5,080,000
G. O. Bonds	02/26/10	6,000,000	5,400,000
G.O. Refunding Bonds	04/15/10	3,595,000	2,195,000
G.O. Refunding Bonds	11/30/10	3,225,000	2,820,000
G.O. Refunding Bonds	02/17/11	3,505,000	2,620,000
G.O. W&S Refunding Bonds <sup>20</sup>	10/31/12	2,735,000	2,735,000
G.O. Refunding Bonds, 2012A	10/31/12	3,015,000	2,955,000
G.O. Bonds	11/29/12	2,875,000	2,875,000
Total			\$39,205,000

SOURCE: Office of the City Administrator.

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<sup>20</sup> Subject only to 20% limitation.

**Additional Bonded Debt (not subject to Debt Limits)<sup>21</sup>**

(as of October, 2013)

Issue	Date of Issue	Original Principal	Outstanding Principal
Water & Sewer	08/01/07	5,400,000	4,265,000
Total			\$4,265,000

**Other Long-Term Debt**

(as of October, 2013)

Issue	Date of Issue	Outstanding Principal
Mississippi Development Bank Loan <sup>22</sup>	07/01/03	\$2,455,000
Mississippi Development Bank Loan <sup>23</sup>	03/01/04	2,970,000
Mississippi Development Bank Loan <sup>24</sup>	03/01/06	7,455,000
Mississippi Development Bank Loan <sup>25</sup>	11/07/06	2,855,000
Mississippi Development Bank Loan <sup>26</sup>	02/01/09	5,565,000
Total		\$21,300,000

SOURCE: Office of the City Administrator.

**Other Outstanding Debt**

The City also has outstanding tax increment limited obligation bonds, secured solely by the tax revenue received from the projects, which are subject to neither the 15 nor 20 percent debt limitations, pursuant to Section 21-45-9, Mississippi Code of 1972.

<sup>21</sup> The debt shown in the chart above constitutes debt incurred by revenue producing projects of the City. The current outstanding revenue producing debt was incurred in connection with the water and sewer system, and such debt is paid with revenues of the City derived from the operation of the water and sewer system. Such bonds and the interest thereon are limited obligations of the City and do not constitute nor give rise to any pecuniary liability of the City or a charge against its general credit or taxing powers.

<sup>22</sup> The City borrowed \$4,000,000 on July 1, 2003 from the Mississippi Development Bank (the "Bank") in order to fund a portion of the cost of recreation facilities within the City. This loan is payable from legally available revenues of the City, including tax monies, backed by agreements which provide for the intercept of local taxes from the State Tax Commission, and further secured by a Financial Guaranty Insurance Policy and a Surety Bond. The loans are exempt from the 15% and the 20% debt limitations.

<sup>23</sup> The City borrowed \$4,500,000 on March 1, 2004 from the Mississippi Development Bank (the "Bank") in order to fund a portion of the cost of recreation facilities within the City. This loan is payable from legally available revenues of the City, including tax monies, backed by agreements which provide for the intercept of local taxes from the State Tax Commission, and further secured by a Financial Guaranty Insurance Policy and a Surety Bond. The loans are exempt from the 15% and the 20% debt limitations.

<sup>24</sup> The City borrowed \$9,000,000 from the Bank on March 1, 2006 for improvements in the water and sewer systems. The loan is secured by revenues of the City derived from the operation of the water and sewer system. The bonds and the interest thereon are limited obligations of the City and do not constitute or give rise to any pecuniary liability of the City or a charge against its general credit or taxing powers.

<sup>25</sup> The City borrowed \$4,185,000 from the Bank on November 7, 2006 to refund a portion of the loan made to it by the Bank on March 1, 2000, which loan funded a portion of the cost of recreation facilities within the City. The 2006 loan is payable from legally available revenues of the City, including tax monies, backed by an agreement which provides for the intercept of local taxes from the State Tax Commission, and further secured by a Financial Guaranty Insurance Policy and a Surety Bond.

<sup>26</sup> The City borrowed \$6,500,000 from the Bank on February 1, 2009 for improvements in the water and sewer systems. The loan is secured by revenues of the City derived from the operation of the water and sewer system. The bonds and the interest thereon are limited obligations of the City and do not constitute or give rise to any pecuniary liability of the City or a charge against its general credit or taxing powers.

The City also has outstanding notes, which are not subject to the 15 nor 20 per cent debt limitation.

The City entered into a promissory note with BancorpSouth Bank on February 1, 2005 for the purposes of purchasing land for parks, improving, equipping and adorning the same, and purchasing buildings to be used as a park and recreational facility. The City is in the process of issuing Taxable General Obligation Refunding Bonds to prepay the outstanding note this year.

**Annual Debt Service Requirements**

General Obligation Bonds							
FY Ending September 30	Existing Debt			New Issue			Estimated Total Debt Service
	Principal	Interest	Total	Principal	Interest	Total	
2014	\$3,735,000.00	\$1,361,954.79	\$5,096,954.79				
2015	3,105,000.00	1,230,947.54	4,335,947.54				
2016	3,215,000.00	1,032,052.54	4,247,052.54				
2017	3,325,000.00	935,702.54	4,260,702.54				
2018	3,430,000.00	833,058.79	4,263,058.79				
2019	3,550,000.00	724,063.79	4,274,063.79				
2020	3,400,000.00	617,198.79	4,017,198.79				
2021	2,925,000.00	518,084.43	3,443,084.43				
2022	2,655,000.00	430,555.05	3,085,555.05				
2023	2,385,000.00	353,705.67	2,738,705.67				
2024	2,145,000.00	281,425.03	2,426,425.03				
2025	1,935,000.00	211,266.26	2,146,266.26				
2026	1,390,000.00	148,547.51	1,538,547.51				
2027	1,110,000.00	98,353.13	1,208,353.13				
2028	705,000.00	52,193.75	757,193.75				
2029	420,000.00	25,475.00	445,475.00				
2030	440,000.00	8,800.00	448,800.00				
2031	0.00	0.00	0.00				
2032	0.00	0.00	0.00				
2033	0.00	0.00	0.00				
2034	0.00	0.00	0.00				
Total:	\$39,870,000.00	\$8,863,384.61	\$48,733,384.61				

**General Obligation Bonded Debt**

	Fiscal Year Ended September 30				
	2013	2012	2011	2010	2009
General Obligation Bonds (09/01/98)	\$ -0-	\$ 155,000	\$ 300,000	\$ 440,000	\$ 575,000
General Obligation Public Improvement Bonds (12/01/04)	415,000	3,365,000	3,550,000	3,730,000	3,900,000
General Obligation Public Improvement Bonds (12/01/05)	3,365,000	3,550,000	3,730,000	3,900,000	4,060,000
General Obligation Public Improvement Bonds (07/01/07)	4,710,000	4,950,000	5,180,000	5,390,000	5,610,000
General Obligation Public Improvement Bonds (07/01/08)	3,315,000	3,465,000	3,610,000	3,745,000	3,875,000
General Obligation Notes (12/01/08)	720,000	1,410,000	2,070,000	2,700,000	3,300,000
General Obligation Refunding Bonds (04/16/09)	5,080,000	5,675,000	6,250,000	6,565,000	6,665,000
General Obligation Bonds (02/26/10)	5,400,000	5,610,000	5,810,000	6,000,000	-0-
General Obligation Refunding Bonds (04/15/10)	2,565,000	2,925,000	3,280,000	3,595,000	-0-
General Obligation Refunding Bonds (11/30/10)	2,820,000	3,020,000	3,225,000	-0-	-0-
General Obligation Refunding Bonds (02/17/11)	2,915,000	3,195,000	3,505,000	-0-	-0-
General Obligation W&S Refunding Bonds (10/31/12)	2,735,000	-0-	-0-	-0-	-0-
General Obligation Refunding Bonds 2012A (10/31/12)	2,955,000	-0-	-0-	-0-	-0-
General Obligation Bonds (11/29/12)	2,875,000	-0-	-0-	-0-	-0-
<b>Total</b>	<b>\$39,870,000</b>	<b>\$37,320,000</b>	<b>\$40,510,000</b>	<b>\$36,065,000</b>	<b>\$27,985,000</b>

## **Debt Ratios**

FY Ended September 30	General Obligation Debt	General Obligation Debt to Assessed Value
2013	\$39,870,000	7.64%
2012	37,320,000	7.15
2011	40,510,000	9.07
2010	36,065,000	7.90
2009	27,985,000	6.52
2008	18,790,000	4.78

## **Overlapping General Obligation Indebtedness**

(as of October, 2013)

	2010 Population	Current Assessed Valuation <sup>27</sup>	General Obligation Bonded Debt	General Obligation Bonded Debt Per Capita
DeSoto County	161,252	\$1,603,722,772	\$97,665,000	\$605.66

	Current Assessed Valuation	Total General Obligation Bonded Debt
DeSoto County School District	\$1,569,717,013 <sup>25</sup>	\$115,740,000 <sup>28</sup>

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<sup>27</sup> 2012 Assessment Year.

<sup>28</sup> Source: District's 2012 Audited Financial Statement.

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**APPENDIX B**  
**NOTICE OF BOND SALE**

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**NOTICE OF BOND SALE**  
**\$6,565,000**  
**GENERAL OBLIGATION BONDS**  
**SERIES 2013A**  
**OF THE**  
**CITY OF SOUTHAVEN, MISSISSIPPI**

Sealed proposals will be received and opened by the City Clerk of the City of Southaven, Mississippi, in her office in the City Hall until the hour of 3:00 o'clock p.m. on the 19th day of November, 2013 for subsequent presentation to the Mayor and Board of Aldermen of the City of Southaven, Mississippi (the "Governing Body" of the "City"), in its meeting place in the City Hall of the City at a meeting scheduled for 6:00 o'clock p.m. on said date, at which time said bids will be publicly read, for the purchase in its entirety, at not less than par and accrued interest to the date of delivery thereof, of an issue of Six Million Five Hundred Sixty-Five Thousand Dollars (\$6,565,000) principal amount General Obligation Bonds, Series 2013A, of the City (the "Bonds").

The Bonds will be dated December 1, 2013, will be delivered in the denomination of Five Thousand Dollars (\$5,000) each, or integral multiples thereof up to the amount of a single maturity, will be numbered from one upward; will be issued in fully registered form; and will bear interest from the date thereof at the rate or rates offered by the successful bidder in its bid, payable on June 1 and December 1 in each year (each an "Interest Payment Date"), commencing December 1, 2014. The Bonds will mature serially on December 1 in each year and in the principal amounts as follows:

<b>YEAR</b>	<b>AMOUNT</b>	<b>YEAR</b>	<b>AMOUNT</b>
2014	\$230,000	2024	\$330,000
2015	240,000	2025	340,000
2016	250,000	2026	350,000
2017	260,000	2027	365,000
2018	265,000	2028	375,000
2019	275,000	2029	390,000
2020	285,000	2030	405,000
2021	295,000	2031	415,000
2022	305,000	2032	430,000
2023	315,000	2033	445,000

The Bonds maturing on December 1, 2024 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, at any time on or after December 1, 2023.

The City will appoint the Paying and Transfer Agent for the Bonds after receiving the recommendation of the successful bidder. The Paying and Transfer Agent shall be a bank or trust company with a main office or branch located within the State of Mississippi. The Paying Agent and/or Transfer 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.

The successful bidder must deliver to the Transfer Agent within thirty (30) days of the date of sale, or at such other later date as may be designated by the City, 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 to the Transfer Agent by 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.

Both principal of and interest on the Bonds will be payable by check or draft mailed on the Interest Payment Date 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 Transfer Agent. Payment of principal at maturity shall be conditioned on the presentation and surrender of the Bonds at the principal office of the Transfer Agent.

The Bonds will be transferable only upon the records of the City maintained by the Transfer Agent.

The Bonds shall not bear a greater overall maximum interest rate to maturity than eleven percent (11%) per annum, and shall mature in the amounts and on the dates hereinabove set forth; 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 or rates specified in the bid; all Bonds of the same maturity shall bear the same rate of interest from date to maturity. The lowest interest rate specified shall not be less than seventy percent (70%) of the highest interest rate specified; each interest rate specified must be an even 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 cannot be named. The interest rate for any one maturity shall not exceed eleven percent (11%) per annum.

The Bonds are being issued for the purpose of providing funds for (a) constructing, improving or paving streets, sidewalks, driveways, parkways, walkways, bridges, culverts or public parking facilities, and purchasing land therefor; protecting a municipality, its street and sidewalks from overflow, caving banks and other like dangers; establishing storm or drainage, and repairing, improving and extending the same; (b) erecting, repairing, improving, adorning and equipping municipal buildings and purchasing buildings or land therefor; (c) paying for costs of issuance of the Bonds (together (a) through (c) are referred to herein as the "Project").

The Bonds will be general obligations of the City payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon the taxable property within the geographical limits of the City; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the 2013A Bond Fund of the Bonds, or has made other provisions for funds, to be applied toward payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City. The City, when necessary, will levy annually a special tax upon all taxable property within the geographical limits of the City adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same falls due.

The City did designate the Bonds as qualified tax-exempt obligations within the meaning and for the purposes of Section 265(b)(3) of the Code.

Proposals should be addressed to the Mayor and Board of Aldermen and should be plainly marked "Proposal for General Obligation Bonds, Series 2013A, 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.

Each bid must be accompanied by a cashier's check, certified check, or exchange, issued or certified by a bank located in the State of Mississippi, payable to the City of Southaven, Mississippi, in the amount of One Hundred Thirty One Thousand Three Hundred Dollars (\$131,300.00) as a guaranty that the bidder will carry out its contract and purchase the Bonds if its bid be accepted. 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. All checks of unsuccessful bidders will be returned immediately on award of the Bonds. All proposals shall remain firm for three hours after the time specified for the opening of proposals and an award of the Bonds, or rejection of proposals, will be made by the City within said period of time.

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. The net interest cost will 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 proposal 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 proposal.

The Governing Body reserves the right to reject any and all bids submitted and to waive any irregularity or informality.

The obligation of the purchaser to purchase and pay for the Bonds is conditioned on the delivery, at the time of settlement of the Bonds, of the following: (1) the approving legal opinion of Butler Snow LLP, Ridgeland, Mississippi, Bond Counsel, to the effect that the Bonds constitute valid and legally binding obligations of the City payable from and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon all the taxable property within the geographical limits of the City and to the effect that the interest on the Bonds is exempt from Federal and State of 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; and (2) the delivery of certificates in form and tenor satisfactory to Bond Counsel evidencing the proper execution and delivery of the Bonds and receipt of payment therefor, including a statement of the City, dated as of the date of such delivery, to the effect that there is no litigation pending or, to the knowledge of the signer or signers thereof, threatened relating to the issuance, sale and delivery of the Bonds. A copy of said approving legal opinion will appear on or accompany the Bonds.

Delivery of the Bonds is expected to be made within sixty (60) days after the aforesaid date of sale of the Bonds at a place to be designated by the purchaser and without cost to the

purchaser. Simultaneously with the delivery of the Bonds, the purchaser shall furnish to the City a certificate, in form acceptable to Bond Counsel, stating that: (i) it purchased the Bonds as an investment for its own account and not with a view toward distribution or resale in the capacity of a bond house, broker, or intermediary; or (ii) pursuant to a bona fide public offering of all of the Bonds, it sold a substantial amount (ten percent (10%), or more, in par amount) of each maturity of the Bonds to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) at or below the initial public offering prices set forth in such certificate. The purchaser shall also furnish a certificate, in form acceptable to Bond Counsel, setting forth the yield on the Bonds and issue price thereof, calculated in accordance with the requirements of the Code.

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.

The City has covenanted in its Bond Resolution that under SEC Rule 15c2-12, the City will deliver or cause to be delivered annually, commencing with the fiscal year of the City ending on September 30, 2014, to each "nationally recognized municipal securities information repository," within the meaning of SEC Rule 15c2-12, and certain other entities described in SEC Rule 15c2-12 (said repositories and other entities are collectively referred to as the "Repositories"), (i) annual financial information and operating data relating to the City, including audited financial statements of the City and (ii) notice of certain events, if any, relating to the Bonds and the City, if the City deems such events to be material, as set forth in SEC Rule 15c2-12. Anyone requesting information under the continuing disclosure requirements of SEC Rule 15c2-12 should contact the City Clerk, City Hall, 8710 Northwest Drive, Southaven, Mississippi 38671 Telephone Number: (662) 280-2489.

The Preliminary Official Statement, dated November 5, 2013, has been "deemed final" as of such date by the City with permitted omissions, subject to change without notice and to completion or modification in a final Official Statement (the "Official Statement"). The City will make available to the successful bidder a reasonable number of Official Statements within seven (7) business days (excluding Saturdays, Sundays and national holidays) of the award of the Bonds. The successful bidder shall conform to the requirements of Securities Exchange Act 15c2-12 ("SEC Rule 15c2-12"), including an obligation, if any, to update the Official Statement and shall bear all costs relating thereto. During the period from the delivery of the Official Statement to and including the date which is twenty-five (25) days following the end of the underwriting period for the Bonds (as described below) the City shall notify the successful bidder if any event of which it has knowledge shall occur which might or would cause the Official Statement, as then supplemented or amended, to contain any untrue statement of a material fact or to omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

The successful bidder shall file the Official Statement with a nationally recognized municipal securities information repository (a "Repository") at the earliest practicable date after the date of delivery of the Bonds. The end of the underwriting period shall mean the earlier of (a) the date of the Closing unless the City has been notified in writing to the contrary by the representative of the successful bidder on or prior to such date, or (b) the date on which the "end of the underwriting period" for the Bonds has occurred under SEC Rule 15c2-12. The successful bidder shall notify the City of the date which is the "end of the underwriting period" within the meaning of the SEC Rule 15c2-12.

By order of the Board of Aldermen of the City of Southaven, Mississippi, on November 5, 2013.

/s/ Sheila Heath  
CITY CLERK

**PUBLISH: November 7 and 14, 2013**

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**APPENDIX C**  
**BUDGETS**

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**ADOPTED BUDGET FOR FISCAL YEAR 2013-2014**

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**APPENDIX D**

**AUDIT**

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**FINANCIAL STATEMENT FOR FISCAL YEAR  
ENDED SEPTEMBER 30, 2012**

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**APPENDIX E**

**FORM OF CONTINUING DISCLOSURE AGREEMENT**

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**CONTINUING DISCLOSURE AGREEMENT**

**BY CITY OF SOUTHAVEN, MISSISSIPPI  
DATED AS OF DECEMBER 1, 2013**

**In Connection With the Issuance and Sale of \$6,565,000 City of Southaven, Mississippi  
General Obligation Bonds, Series 2013A, Dated December 1, 2013**

**WHEREAS**, the City has heretofore authorized the issuance of \$6,565,000 in the aggregate principal amount of its General Obligation Bonds, Series 2013A (the "Bonds"), to be dated December 1, 2013 and to mature in the principal amounts and on the dates set forth in the City's Official Statement, dated November 19, 2013, describing the Bonds (the "Official Statement"); and

**WHEREAS**, the City has offered the Bonds for sale through competitive bid pursuant to its Notice of Bond Sale, dated November 5, 2013 (the "Notice of Sale"); and

**WHEREAS**, in the Notice of Sale the City has heretofore acknowledged that an underwriter may not purchase or sell the Bonds unless it has reasonably determined that the City has undertaken in a written agreement for the benefit of the holders or beneficial owners of the Bonds to provide certain continuing disclosure information as required by Securities and Exchange Commission (the "SEC") Rule 15c2-12(b)(5) (the "Rule"), and the City desires to assist the underwriter of the Bonds in complying with the Rule; and

**WHEREAS**, in order to assist the underwriter of the Bonds in complying with the Rule, this Continuing Disclosure Agreement is to be made, executed and delivered in connection with the issuance of the Bonds and to be described in the Official Statement, all for the benefit of the holders and beneficial owners of the Bonds, as they may be from time to time.

**NOW, THEREFORE, THE CITY HEREBY REPRESENTS, COVENANTS AND AGREES AS FOLLOWS:**

**Section 1. Definitions.** In addition to the terms defined above, the following capitalized terms shall have the meanings ascribed thereto:

"Accompanying Information" means any identifying information or other information then required to accompany the applicable filing pursuant to the Rule.

"Annual Report" shall mean any Annual Report provided by the City pursuant to, and as described in, Sections 2 and 3 of this Continuing Disclosure Agreement.

"EMMA" means MSRB's Electronic Municipal Market Access system on the MSRB Website.

"Listed Events" shall mean any events listed in Section 4 of this Continuing Disclosure Agreement.

"MSRB" shall mean the Municipal Securities Rulemaking Board established under the 1933 Securities Act, as amended, or any successor thereto.

"MSRB Website" shall mean [www.emma.msrb.org](http://www.emma.msrb.org).

"National Repository" means (a) MSRB's EMMA, and (b) in the future, any successor repository or repositories prescribed by the SEC for the purpose of serving as repository under the Rule.

"Repository" shall mean each National Repository and each State Repository.

"Required Electronic Format" means the electronic format then prescribed by the SEC or the MSRB pursuant to the Rule.

"State" shall mean the State of Mississippi.

"State Repository" shall mean any public or private repository or entity designated by the State as a State repository for the purposes of the Rule. As of the date of this Continuing Disclosure Agreement, there is no State Repository.

## **Section 2. Annual Reports.**

- a. The City agrees to provide or cause to be provided to each Repository all annual financial information and operation data regarding the City, together with any Accompanying Information, commencing with information and data for the fiscal year ending September 30, 2014, as follows:
  - (i) Up-dated financial information and operating data of the type contained in the Official Statement as set forth in APPENDIX A under the headings "ECONOMIC AND DEMOGRAPHIC INFORMATION," "TAX INFORMATION," and "DEBT INFORMATION;
  - (ii) Updated financial statements, which includes information on the City's general fund, capital project funds and special revenue funds, prepared in accordance with state law which utilizes the generally accepted accounting principles, as promulgated by the Governmental Accounting Standards Board from time to time, as set forth in APPENDIX D of the Official Statement; and
  - (iii) Updated budgeted or estimated revenues and expenditures of the City's general fund as set forth in APPENDIX C of the Official Statement.

If audited financial statements are not available by the required time, the City will provide unaudited financial statements, if available, by such time and audited financial statements when the audit report becomes available.

- b. The above-referenced information is expected to be provided by the filing of and cross reference to the City's comprehensive annual financial report, including

audited financial statements, and the City's adopted budget. The information may be provided in whole or in part by cross-reference to other documents provided to each Repository, including official statements of the City which will be available on MSRB's EMMA.

- c. Subject to the requirements of Section 8 hereof, the City reserves the right to modify from time to time the specific types of information or data provided or the format of the presentation of such information or data, to the extent necessary or appropriate; provided that the City agrees that any such modification will be done in a manner consistent with the Rule. The City also reserves the right to modify the preparation and presentation of financial statements described herein as may be required to conform with changes in Mississippi law applicable to cities.

**Section 3. Timing.** The above-referenced audited financial information is expected to be provided not later than twelve months after the end of each fiscal year. The information required to be filed in Section 2 will be filed not later than twelve months after the end of each fiscal year. The City currently operates on an October 1 - September 30 fiscal year basis.

**Section 4. Event Notice.**

- a. The City agrees to provide or cause to be provided in a timely manner not in excess of ten business days after the occurrence of the following events to each Repository, notice of the occurrence of such events with respect to the Bonds, together with any Accompanying Information:
  - (i) principal and interest payment delinquencies;
  - (ii) unscheduled draws on debt service reserves, reflecting financial difficulties;
  - (iii) unscheduled draws on credit enhancements, reflecting financial difficulties;
  - (iv) substitution of credit or liquidity providers for the Bonds, or their failure to perform;
  - (v) adverse tax opinions, IRS notices or events affecting the tax status of the Bonds;
  - (vi) defeasances;
  - (vii) rating changes;
  - (viii) tender offers; and
  - (ix) bankruptcy, insolvency, receivership or a similar proceeding of the obligated person.

- b. The City agrees to provide or cause to be provided in a timely manner not in excess of ten business days after the occurrence of an event to each Repository, notice of the occurrence of any of the following events with respect to the Bonds, if material, together with any Accompanying Information:
  - (i) non-payment related defaults;
  - (ii) modifications to rights of bond holders;
  - (iii) bond calls or redemption;
  - (iv) release, substitution, or sale of property securing repayment of the Bonds;
  - (v) the consummation of a merger, consolidation, acquisition involving an obligated person, other than in the ordinary course of business, or the sale of all or substantially all the assets of an obligated person, other than in the ordinary course of business, or the entry into a definitive agreement to engage in such a transaction, or a termination of such an agreement, other than in accordance with its terms; and
  - (vi) appointment of a successor or additional trustee, or the change in the name of a trustee.

**Section 5. Notice of Failure.** The City agrees to provide or cause to be provided, in a timely manner, to each Repository notice of any failure by the City to provide the annual financial information described in Section 2(a) of this Continuing Disclosure Agreement, together with any Accompanying Information.

**Section 6. Termination of Reporting Obligation.** The City's obligations under this Continuing Disclosure Agreement shall terminate upon the defeasance, prior redemption or payment in full of all of the Bonds.

**Section 7. Agent.** The City may, from time to time, appoint or engage an agent to assist it in carrying out its obligations under this Continuing Disclosure Agreement, and may discharge any such agent, with or without appointing a successor agent.

**Section 8. Amendment, Waiver.** Notwithstanding any other provision of this Continuing Disclosure Agreement, the City may amend this Continuing Disclosure Agreement and any provision of this Continuing Disclosure Agreement may be waived, only if (1) the amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in identity, nature, or status of the City, (2) the agreement, as amended, would have complied with the Rule at the date of sale of the Bonds, taking into account any amendments or interpretations of the Rule as well as any change in circumstance, and (3) the City receives an opinion of nationally recognized bond counsel to the effect that the amendment or waiver does not materially impair the interests of the holders and beneficial owners of the Bonds. A copy of any amendment will be filed in a timely manner with each Repository, together with any Accompanying Information.

**Section 9. Additional Information.** Nothing in this Continuing Disclosure Agreement shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Continuing Disclosure Agreement or any other means of communications, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Continuing Disclosure Agreement. If the City chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Continuing Disclosure Agreement, the City shall have no obligation under this Continuing Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

**Section 10. Indemnification.** The City agrees to indemnify and save its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to any agent's negligence or misconduct. The obligations of the City under this Section shall survive resignation or removal of any agent and payment of the Bonds.

**Section 11. Enforceability.** The City agrees that its undertaking pursuant to the Rule set forth in this Continuing Disclosure Agreement is intended to be for the benefit of the holders or beneficial owners of the Bonds and shall be enforceable by them; provided, that the right to enforce the provisions of this undertaking shall be limited to a right to obtain specific enforcement of the City's obligations hereunder. In the event of the City's failure to comply with any provision of this Continuing Disclosure Agreement any bondholder or beneficial owner may take such action as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Continuing Disclosure Agreement. No monetary damages shall arise or be payable hereunder nor shall any failure to comply with this Continuing Disclosure Agreement constitute default of the City with respect to the Bonds.

**IN WITNESS WHEREOF**, the City has caused this Continuing Disclosure Agreement to be executed in its name by its undersigned officer, duly authorized, all as of the date first above written.

**CITY OF SOUTHAVEN, MISSISSIPPI**

**By:** \_\_\_\_\_  
**Mayor**

**ATTEST:**

\_\_\_\_\_  
**City Clerk**

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**APPENDIX F**

**FORM OF OPINION OF BOND COUNSEL**

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**[FORM OF OPINION OF BOND COUNSEL]**

Mayor and Board of Aldermen  
City of Southaven, Mississippi

Dear Sirs:

We have acted as Bond Counsel for City of Southaven, Mississippi (the "City"), in connection with the issuance of the City of Southaven, Mississippi General Obligation Bonds, Series 2013A, dated December 1, 2013, in the total authorized aggregate amount of \$6,565,000 (the "Bonds").

The Bonds bear interest, are subject to redemption prior to maturity and may be transferred and exchanged as set out in the Bonds and in the resolution adopted by the Mayor and Board of Aldermen of the City on November 5, 2013, authorizing their issuance (the "Bond Resolution"). Capitalized terms contained and not defined herein shall have the same meaning as set forth in the Bond Resolution.

We have acted as Bond Counsel for the sole purpose of rendering an opinion with respect to the legality and validity of the Bonds under the laws of the State of Mississippi (the "State"), and with respect to the exemption of interest on the Bonds from federal and State income taxation. We have not investigated or verified original proceedings, records, data or other material, but have relied solely upon the certified transcript of proceedings described in the following paragraph. We have relied on the authenticity, truthfulness and completeness set forth in such documents, instruments and certificates. We have not assumed any responsibility with respect to the financial condition or capabilities of the City or the disclosure thereof in connection with the sale of the Bonds.

In our capacity as Bond Counsel, we have participated in the preparation of and have examined a certified transcript of proceedings pertaining to the Bonds which contains copies of certain proceedings of the City, customary certificates of officers, agents and representatives of the City and other public officials and other matters relating to the authorization and issuance of the Bonds including a certification of the City prepared pursuant to Section 1.148-2(b)(2)(i) of the United States Treasury Regulations (the "Non-Arbitrage Certificate"). We have also examined executed Bond No. 1 of this issue.

Based upon the foregoing, it is our opinion, on the date hereof, that:

1. The transcript of proceedings evidences complete legal authority for the issuance of the Bonds in full compliance with the laws of the State presently in effect, and that the Bonds constitute valid and legally binding obligations of the City payable from and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon all the taxable property within the geographical limits of the City; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the 2013A Bond

Fund of the Bonds, or has made other provisions for funds, to be applied toward payment of the principal of and interest on the Bonds due during the ensuring fiscal year of the City.

2. Under existing law, regulations and court decisions, as presently interpreted and construed, interest on the Bonds is exempt from all present taxes imposed by the State, except for inheritance, estate and transfer taxes.

3. Interest on the Bonds is excludable from gross income of the owners thereof for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and interest on the Bonds is not treated as a specific item of tax preference under Section 57 of the Code in calculating the alternative minimum tax imposed by Section 55 of the Code. Such interest, however, is taken into account in determining "adjusted current earnings" of certain corporations for purposes of computing the alternative minimum tax.

The Mayor and Board of Aldermen, acting for and on behalf of the City, have covenanted in the Bond Resolution that it will not make any use of the gross proceeds of the Bonds or amount that may be treated as proceeds of the Bonds or do or take or omit to take any other action that would cause: (i) the Bonds to be "arbitrage bonds" as such term is defined in Section 148(a) of the Code and the Regulations promulgated thereunder; (ii) the interest on the Bonds to be includable in the gross income of the registered owners 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. Failure of the City to comply with such covenants could result in the interest on the Bonds being subject to federal income tax from the date of issue.

In rendering the foregoing opinion, Bond Counsel has assumed the continuing compliance by the City with the tax covenants and representations in the Bond Resolution and the representations in the Non-Arbitrage Certificate. These requirements relate to, *inter alia*, the use and investment of the gross proceeds of the Bonds, the use of any facility, equipment or improvement financed or refinanced directly or indirectly with the proceeds of the Bonds and rebate to the United States Treasury of specified arbitrage earnings, if any. Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring) after the date of issuance of the Bonds have resulted in a failure of the City to comply with its covenants. Failure of the City to comply with such covenants could result in the interest on the Bonds becoming subject to federal income tax from the date of issue.

Section 265(b)(1) of the Code provides that commercial banks, thrift institutions and other financial institutions may not deduct the portion of their otherwise allowable interest expense allocable to tax exempt obligations acquired after August 7, 1986 (other than "qualified tax-exempt obligations" as defined in Section 265(b)(3) of the Code). The City has designated the Bonds as "qualified tax-exempt obligations" pursuant to Section 265(b)(3)(B) of the Code, and, in the case of certain financial institutions (within the meaning of Section 265(b)(5) of the Code), eighty percent (80%) of the interest expense deemed incurred by such financial institutions to purchase or to carry "qualified tax-exempt obligations" is deductible.

Owners of the Bonds should consult their own tax advisors as to the applicability and effect on their federal income taxes of the alternative minimum tax, the environmental tax, the

branch profits tax and the tax on passive investment income of corporations, as well as the applicability and effect of any other collateral federal income tax consequences.

It is understood that the rights of the owners of the Bonds and the enforceability of the Bonds and the Bond Resolution may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar law affecting creditors' rights heretofore or hereafter enacted and that the enforcement thereof may be subject to the exercise of judicial discretion in accordance with general principles of equity.

In rendering the foregoing opinions, we have assumed the accuracy and truthfulness of all public records and of all certificates, resolutions, documents and other proceedings examined by us that have been executed or certified by public officials acting within the scope of their official capacities and have not verified the accuracy or truthfulness thereof. We also have assumed the genuineness of the signatures appearing upon such public records, certifications, resolutions, documents and proceedings.

Very truly yours,

BUTLER SNOW LLP

**RESOLUTION OF CITY OF SOUTHAVEN BOARD OF ALDERMAN  
REJECTING ALL BIDS FOR ELECTRICAL CONTRACTOR**

**WHEREAS**, the City of Southaven (“City”) advertised for pricing for electrical contractors on **October 3, 2013 and October 10, 2013** which will assist the City with electrical work for various facilities; and

**WHEREAS**, pursuant to the legislative intent of Mississippi Code 31-7-13, the City desires to operate and expend public City money in the most efficient and responsible manner for its citizens; and

**WHEREAS**, the City’s Officers and Board have reviewed the pricing and bids along with the qualifications, responsibility, types of work needed and other information which is responsive to the Advertisement for Pricing for Electrical Contractors to determine which bid is the lowest and best; and

**WHEREAS**, the City Officers have examined various methods for completing certain tasks for electrical work required in the City and have determined that flat rate method based on individual tasks will provide a cost savings to the City; and

**WHEREAS**, the electrical specifications issued by the City did not provide for a flat rate method of pricing as drafting specifications for each possible task which may be needed by the City would be inefficient and impossible to determine; and

**WHEREAS**, the vast majority of electrical projects anticipated to be needed by the City will be under the Fifty Thousand Dollars and 00/100 (\$50,000.00) threshold required for public bids pursuant to Mississippi Code 31-7-13; and

**WHEREAS**, the City adheres to the purchasing guidelines set forth in Mississippi Code 31-7-13 and the City Purchase Guidelines, which provides the implementation of the procedures for Mississippi Code 31-7-13; and

**WHEREAS**, based on the responses by the individual contractors to the City’s Advertisement for Pricing for Electrical Contractors, the City is unable to determine the lowest and best bid based on the different hourly prices for certain electrical personnel and the uncertainty of which type of electrical personnel will be utilized for the majority of the work needed by the City; and

**WHEREAS**, the City desires to establish a consistent and stable approach with regard to specific tasks and the wide variances in the hourly rates for different electrical personnel as submitted by the responders to the Advertisement for Electrical Pricing does not allow for City to satisfy this demand of the City auditor; and

**WHEREAS**, the advertised bid specifications allowed for the City to reject any and all bids; and

**WHEREAS**, the City can save its citizens money and allow for more efficient uses of the public resources and monies by adhering to a flat rate method per individual task, pursuant to the purchasing laws as set forth in Mississippi Code 31-7-13, based on each electrical task; and

**NOW THEREFORE**, be it resolved as follows:

1. Pursuant to the bid specifications whereby City advertised that it had the discretion to reject any and all bids and the recommendation of the City's Public Works and Director of Operations, the City hereby rejects all electrical bids due to the savings that the City can realize by allowing for a flat rate for an individual task in accordance with the dictates of Mississippi Code 31-7-13 as opposed to an hourly rate as set forth in the bid specifications and responses. Also, the City is unable to determine the lowest and best response to the Bids based on the various pricing for different electrical personnel as will be required and utilized by the City. In addition, the City desires to establish a consistent and stable approach with regard to specific tasks and the wide variances in the hourly rates for different electrical personnel as submitted by the responders to the Advertisement for Electrical Pricing does not allow for City to satisfy this demand of the City auditor. Furthermore, as the Mississippi Supreme Court and multiple Attorney General Opinions have noted, the City Board has great discretion when reviewing bids. *Parker Bros. v. Crawford*, 219 Miss. 199, 209, 68 So.2d 281 (1953).

2. The City Officials, Employees and Representatives shall utilize any and all electrical services in a manner consistent with the laws of Mississippi Code 31-7-13 and the City Purchasing Guidelines.

3. The City does not currently have any current electrical contracts with any third parties, as no prior approval for any current or binding contracts are located in the minutes; however, to the extent any such contract is or has been claimed by any third party, the City voids all electrical contracts with the City as it is well-settled in Mississippi that governing authorities of a municipality may not bind their successors in office to a contract which takes away the successor board's rights and powers conferred by law. *Biloxi Firefighters Assoc. v. City of Biloxi*, 810 So.2d 589 (Miss.2002).

3. The Mayor or his designee is authorized to act in a manner consistent with the intent and purpose of this Resolution.

4. In the event, the City determines that re-bidding the electrical services is necessary based on the lack of cost savings to the City, the City may re-bid the pricing in a manner consistent with Mississippi Code 31-7-13.

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Following the reading of the foregoing Resolution, Alderman \_\_\_\_\_ made the motion and Alderman \_\_\_\_\_ seconded the motion for its adoption. The Mayor put the question to a roll call vote, and the result was as follows:

Alderman William Brooks	voted: _____
Alderman Kristian Kelly	voted: _____
Alderman Shirley Beshears	voted: _____
Alderman George Payne	voted: _____
Alderman Joel Gallagher	voted: _____
Alderman Scott Ferguson	voted: _____
Alderman Raymond Flores	voted: _____

RESOLVED AND DONE, this 19<sup>th</sup> day of November, 2013.

\_\_\_\_\_  
Darren Musselwhite, MAYOR

ATTEST:

\_\_\_\_\_  
Sheila Heath, CITY CLERK

**RESOLUTION OF CITY OF SOUTHAVEN BOARD OF ALDERMAN  
REJECTING ALL BIDS FOR GENERATOR MAINTENANCE**

**WHEREAS**, the City of Southaven ("City") advertised for pricing for generator maintenance on **October 3, 2013 and October 10, 2013** which will assist the City with generators for various facilities and items; and

**WHEREAS**, pursuant to the legislative intent of Mississippi Code 31-7-13, the City desires to operate and expend public City money in the most efficient and responsible manner for its citizens; and

**WHEREAS**, the City's Officers and Board have reviewed the pricing and bids along with the qualifications, responsibility, types of work needed and other information which is responsive to the Advertisement for Pricing for Generator Maintenance to determine which bid is the lowest and best; and

**WHEREAS**, the City Officers have examined various methods for completing generator maintenance required in the City and have determined that an ongoing contract is not necessary or suggested to address the issue of generator maintenance efficiently and due to the critical nature of this equipment in maintaining the safety of City personnel and its citizens, the City desires to request quotes, if required, from qualified vendors when maintenance is needed as opposed to a flat rate method based on individual tasks, which will provide a cost savings to the City; and

**WHEREAS**, the generator maintenance anticipated to be needed by the City will be under the Fifty Thousand Dollars and 00/100 (\$50,000.00) threshold required for public bids pursuant to Mississippi Code 31-7-13; and

**WHEREAS**, the City adheres to the purchasing guidelines set forth in Mississippi Code 31-7-13 and the City Purchase Guidelines, which provides the implementation of the procedures for Mississippi Code 31-7-13; and

**WHEREAS**, based on the responses by the individual contractors to the City's Advertisement for Pricing for Generator Maintenance, the City is unable to determine the lowest and best bid based on the different hourly prices combined with the actual experience of each responder; and

**WHEREAS**, the City desires to establish a consistent and stable approach with regard to specific tasks and compliance with Mississippi Code 31-7-13; and

**WHEREAS**, the advertised bid specifications allowed for the City to reject any and all bids; and

**WHEREAS**, the City can save its citizens money and allow for more efficient uses of the public resources and monies by adhering to the guidelines set forth in Mississippi Code 31-7-13 per individual task for each generator maintenance task; and

**NOW THEREFORE**, be it resolved as follows:

1. Pursuant to the bid specifications whereby City advertised that it had the discretion to reject any and all bids and the recommendation of the City's Public Works and Director of Operations, the City hereby rejects all generator maintenance bids due to the savings that the City can realize by allowing the City to request quotes, if required, from qualified vendors in accordance with the dictates of Mississippi Code 31-7-13 when maintenance is needed as opposed to a flat rate method as set forth in the bids. Also, the City is unable to determine the lowest and best response to the Bids based on the responses when combining the hourly rates and experience of each contractor as will be required and utilized by the City. Furthermore, as the Mississippi Supreme Court and multiple Attorney General Opinions have noted, the City Board has great discretion when reviewing bids. *Parker Bros. v. Crawford*, 219 Miss. 199, 209, 68 So.2d 281 (1953).

2. The City Officials, Employees and Representatives shall utilize any and all generator maintenance services in a manner consistent with the laws of Mississippi Code 31-7-13 and the City Purchasing Guidelines.

3. The City voids all current generator maintenance contracts with the City as it is well-settled in Mississippi that governing authorities of a municipality may not bind their successors in office to a contract which takes away the successor board's rights and powers conferred by law. *Biloxi Firefighters Assoc. v. City of Biloxi*, 810 So.2d 589 (Miss.2002).

3. The Mayor or his designee is authorized to act in a manner consistent with the intent and purpose of this Resolution.

4. In the event, the City determines that re-bidding the generator maintenance services is necessary based on the lack of cost savings to the City, the City may re-bid the pricing in a manner consistent with Mississippi Code 31-7-13.

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Following the reading of the foregoing Resolution, Alderman \_\_\_\_\_ made the motion and Alderman \_\_\_\_\_ seconded the motion for its adoption. The Mayor put the question to a roll call vote, and the result was as follows:

Alderman William Brooks	voted: _____
Alderman Kristian Kelly	voted: _____
Alderman Shirley Beshears	voted: _____
Alderman George Payne	voted: _____
Alderman Joel Gallagher	voted: _____
Alderman Scott Ferguson	voted: _____
Alderman Raymond Flores	voted: _____

RESOLVED AND DONE, this 19th day of November, 2013.

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Darren Musselwhite, MAYOR

ATTEST:

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Sheila Heath, CITY CLERK

**RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN  
OF THE CITY OF SOUTHAVEN, MISSISSIPPI  
DECLARING SURPLUS PROPERTY AND AUTHORIZING  
THE SALE OF SAME TO DESOTO COUNTY, MISSISSIPPI**

**WHEREAS**, the City of Southaven (“City”) is presently in possession of a wooden pew (“property”) which is being stored by the City; and

**WHEREAS**, the Mayor and Board of Aldermen are desirous of selling the above referenced property for the sum of One Dollar (\$1.00), pursuant to Section 31-7-13(m)(vi) of the Mississippi Code (1972), and

**WHEREAS**, the Mayor and Board of Aldermen hereby authorize the City Clerk to sell the property to Desoto County, Mississippi for the sum of One Dollar (\$1.00) as the cost of maintaining and storing the property will create an unnecessary financial burden on the Citizens of the City of Southaven, Mississippi.

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

1. The City Clerk is hereby authorized to sell to Desoto County, Mississippi the above described property for the sum of One Dollar (\$1.00), pursuant to Section 31-7-13(m)(vi) of the Mississippi Code (1972).
2. The Mayor and Board of Aldermen do hereby determine that the sale of the property, as set forth herein, is in the best interest of the taxpayers of Southaven, Mississippi.

Following the reading of the foregoing Resolution, Alderman \_\_\_\_\_ made the motion and Alderman \_\_\_\_\_ seconded the motion for its adoption. The Mayor put the question to a roll call vote, and the result was as follows:

Alderman William Brooks	voted: _____
Alderman Kristian Kelly	voted: _____
Alderman Shirley Beshears	voted: _____
Alderman George Payne	voted: _____
Alderman Joel Gallagher	voted: _____
Alderman Scott Ferguson	voted: _____
Alderman Raymond Flores	voted: _____

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**RESOLVED AND DONE**, this 19th day of November, 2013.

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**Darren Musselwhite, MAYOR**

**ATTEST:**

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**Sheila Heath, CITY CLERK**

**RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN  
OF THE CITY OF SOUTHAVEN, MISSISSIPPI  
DECLARING SURPLUS PROPERTY AND AUTHORIZING  
THE SALE OF SAME TO GLENDORA,  
MISSISSIPPI POLICE DEPARTMENT**

**WHEREAS**, the City of Southaven is presently in possession of the following surplus property –2005 Ford Crown Victoria Police Interceptor, VIN # 2FAFP71W85X163690, Asset # 2667 (“property”), and

**WHEREAS**, the Mayor and Board of Aldermen are desirous of selling the above referenced property for the sum of One Dollar (\$1.00), pursuant to Section 31-7-13(m)(vi) of the Mississippi Code (1972), and

**WHEREAS**, the Mayor and Board of Aldermen hereby authorize the Southaven Police Department to sell such item to the Glendora, Mississippi Police Department for the sum of One Dollar (\$1.00) as the cost of maintaining and storing the property will create an unnecessary financial burden on the Citizens of the City of Southaven, Mississippi.

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

1. The Southaven Police Department be, and is hereby authorized to sell to Glendora, Mississippi Police Department the above described property for the sum of One Dollar (\$1.00), pursuant to Section 31-7-13(m)(vi) of the Mississippi Code (1972).
2. The City Clerk remove the item from the City’s Asset List.
3. The Mayor and Board of Aldermen do hereby determine that the sale, as set forth herein, is in the best interest of the taxpayers of Southaven, Mississippi.

Following the reading of the foregoing Resolution, Alderman \_\_\_\_\_ made the motion and Alderman \_\_\_\_\_ seconded the motion for its adoption. The Mayor put the question to a roll call vote, and the result was as follows:

Alderman William Brooks	voted: _____
Alderman Kristian Kelly	voted: _____
Alderman Shirley Beshears	voted: _____
Alderman George Payne	voted: _____
Alderman Joel Gallagher	voted: _____
Alderman Scott Ferguson	voted: _____
Alderman Raymond Flores	voted: _____

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**RESOLVED AND DONE**, this 19th day of November, 2013.

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**Darren Musselwhite, MAYOR**

**ATTEST:**

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**Sheila Heath, CITY CLERK**

**RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN  
OF THE CITY OF SOUTHAVEN, MISSISSIPPI  
DECLARING SURPLUS PROPERTY AND AUTHORIZING  
THE SALE OF SAME TO TCHULA,  
MISSISSIPPI POLICE DEPARTMENT**

**WHEREAS**, the City of Southaven is presently in possession of the following surplus property –2005 Ford Crown Victoria Police Interceptor, VIN # 2FAFP71W15X163689, Asset # 2666 (“property”), and

**WHEREAS**, the Mayor and Board of Aldermen are desirous of selling the above referenced property for the sum of One Dollar (\$1.00), pursuant to Section 31-7-13(m)(vi) of the Mississippi Code (1972), and

**WHEREAS**, the Mayor and Board of Aldermen hereby authorize the Southaven Police Department to sell such item to the Tchula, Mississippi Police Department for the sum of One Dollar (\$1.00) as the cost of maintaining and storing the property will create an unnecessary financial burden on the Citizens of the City of Southaven, Mississippi.

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

1. The Southaven Police Department be, and is hereby authorized to sell to Tchula, Mississippi Police Department the above described property for the sum of One Dollar (\$1.00), pursuant to Section 31-7-13(m)(vi) of the Mississippi Code (1972).
2. The City Clerk remove the item from the City’s Asset List.
3. The Mayor and Board of Aldermen do hereby determine that the sale, as set forth herein, is in the best interest of the taxpayers of Southaven, Mississippi.

Following the reading of the foregoing Resolution, Alderman \_\_\_\_\_ made the motion and Alderman \_\_\_\_\_ seconded the motion for its adoption. The Mayor put the question to a roll call vote, and the result was as follows:

Alderman William Brooks	voted: _____
Alderman Kristian Kelly	voted: _____
Alderman Shirley Beshears	voted: _____
Alderman George Payne	voted: _____
Alderman Joel Gallagher	voted: _____
Alderman Scott Ferguson	voted: _____
Alderman Raymond Flores	voted: _____

**REMAINDER OF PAGE LEFT BLANK**

**RESOLVED AND DONE**, this 19th day of November, 2013.

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**Darren Musselwhite, MAYOR**

**ATTEST:**

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**Sheila Heath, CITY CLERK**

10. Request for  
Authorization to Bid for  
Deer Creek Lane  
Drainage Project

**CONTRACT CHANGE ORDER**

OWNER: City of Southaven

CONTRACTOR: Enscor, LLC

DATE: 10/29/2013 LOAN NUMBER: SRF-C280 910-01

CHANGE ORDER NUMBER: 1 CONTRACT NUMBER: 1

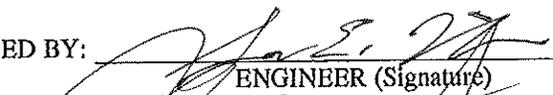
PROJECT NAME Hurricane Creek Sewer Project, Gravity Sewer Main - Phase 1

REASON FOR CHANGE: Time extension due to delays associated with allowing the farmer to harvest the wheat crop prior to contractor disturbance.

**THE CONTRACTOR IS HEREBY REQUESTED TO COMPLY WITH THE FOLLOWING CHANGES FROM THE CONTRACT PLANS, SPECIFICATIONS AND CONTRACT DOCUMENTS (USE ADDITIONAL SHEETS IF REQUIRED):**

ITEM NO.	DESCRIPTION OF CHANGE(S) (QUANTITIES, ETC.)	UNIT COST	TOTAL CONTRACT	TOTAL ELIGIBLE COST
			TOTAL	TOTAL ELIGIBLE
ORIGINAL CONTRACT AMOUNT:			\$ 1,158,119.00	\$1,158,119.00
CURRENT CONTRACT AMOUNT:			\$ 1,158,119.00	\$1,158,119.00
THIS CONTRACT CHANGE:			( )\$	( )\$
REVISED CONTRACT AMOUNT:			\$	\$
CURRENT CONTRACT COMPLETION DATE:			10/25/2013	10/25/2013
TIME EXTENSION REQUIRED BY CHANGE:			52 days	52 days
REVISED CONTRACT COMPLETION DATE:			12/16/2013	12/16/2013

**THIS CONTRACT CHANGE ORDER SHALL BECOME AN AMENDMENT TO THE CONTRACT AND ALL PROVISIONS OF THE CONTRACT WILL APPLY.**

RECOMMENDED BY:   
ENGINEER (Signature)

11-15-13  
DATE

ACCEPTED BY:   
CONTRACTOR (Signature)

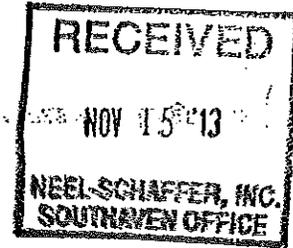
11-15-13  
DATE

APPROVED BY: \_\_\_\_\_  
OWNER (Signature)

\_\_\_\_\_  
DATE

# ENSCOR, LLC

"Sitework Solutions"



October 25, 2013

Mr. Sean E. Hilsdon, P.E.  
NEEL-SCHAFFER, INC.  
5740 Getwell Road, Building 2  
Southaven, Ms 38672

Re: Hurricane Creek Sewer Project  
Time Extension

Dear Mr. Hilsdon,

Per the City of Hernando's request we delayed work until the farmer was able to get his crop out of the field.

He did not get his crop out of the field until June 20, 2013.

In doing so we were delayed 52 days before we were able to begin work.

We are requesting 52 days be added to our contract time.

Sincerely,

A handwritten signature in black ink, appearing to read "J. C. Smith".

Jeffrey C. Smith  
ENSCOR, LLC



June 21, 2010

Mr. Brian Copeland, PE  
MDOT District 2 LPA Engineer  
P.O. Box 660  
Batesville, MS 38606

RE: LPA PROJECT ACTIVATION REQUEST  
CITY OF SOUTHAVEN BIKE TRAIL PROJECT  
TRANSPORTATION ENHANCEMENT PROGRAM  
CITY OF SOUTHAVEN, DESOTO COUNTY, MISSISSIPPI

Dear Mr. Copeland:

In accordance with the LPA Project Development Manual (PDM), the City of Southaven would like to request project activation for the referenced project, which is part of a 80% Federal – 20% local match program funded by MDOT under the Transportation Enhancement Program. The proposed project will include the design and construction of a ten-foot wide multi-use recreational trail along Tchulahoma Road, Nail Road and Getwell Road and will provide connectivity between two existing parks within the City – Central Park and Snowden Grove Park.

Attached you will find (1) a vicinity map that represents the proposed project corridor, (2) meeting minutes from the Board of Aldermen meeting authorizing the project activation request and (3) the LPA Training Certificate for the LPA Project Director, Mr. Ron Smith, PE. Upon activation of the project by MDOT and receipt of the Project Number, the City of Southaven will facilitate the next steps to move the project forward as detailed in the PDM, including the the Memorandum of Understanding (MOU) and the LPA-100 and LPA-800 forms, etc.

The City of Southaven is excited that our project was selected under the Transportation Enhancement Program and our staff looks forward to initiating this process and working with the LPA Division to facilitate the project. Should you have any questions or require additional information, please feel free to contact myself or our Project Manager, Ms. Whitney Choat ([wchoat@southaven.org](mailto:wchoat@southaven.org)), regarding this project.

Sincerely,  
CITY OF SOUTHAVEN

Darren Musselwhite- Mayor

C: Ms. Whitney Choat, City Planner/Project Manager  
Mr. Ron Smith, PE, City Engineer/Project Director



PH. (662) 393-4639

FAX PH. (662) 342-9123

### TENT PERMIT APPLICATION

City of Southaven  
8710 Northwest Drive  
Southaven, MS 38671  
[www.southaven.org](http://www.southaven.org)

SITE ADDRESS \_\_\_\_\_

NAME OF BUSINESS \_\_\_\_\_

CONTRACTOR \_\_\_\_\_

CONTRACTOR'S ADDRESS \_\_\_\_\_

**\*IF PURPOSE OF TENT IS FOR ASSEMBLY OR COOKING OPERATIONS IT WILL BE REQUIRED TO BE INSPECTED AND APPROVED BY THE FIRE DEPARTMENT BEFORE USE\***

APPLICATION FEES:		SQ. FT. of TENT
(1) Up to 1600 Sq. Ft. (per tent)	\$35.00	_____
(2) Up to 4000 Sq. Ft. (per tent)	\$50.00	_____
(3) Larger than 4000 Sq. Ft. (per tent)	\$75.00	_____

\*Allowed in C-3 and C-4 districts with permission from Office of Planning and Development ONLY

PERMIT FEE \$ \_\_\_\_\_

- **Permits are valid for two (2) weeks ONLY (one (1) week). Businesses will be allowed two (2) permits (four (4) permits) annually.**
- To ensure uniformity throughout the City of Southaven event tents will be restricted to the following colors:
  - White
  - Black
  - Gray
  - Blue
  - Tan
  - Any color **not** shown above **OR** any multi colored tents must be approved by the Office of Planning and Development

Beginning date of event \_\_\_\_\_

Ending date of event \_\_\_\_\_

DATE \_\_\_\_\_ APPLICANT'S SIGNATURE \_\_\_\_\_

CASH \_\_\_\_\_ CHECK \_\_\_\_\_ RECEIPT# \_\_\_\_\_ PERMIT# \_\_\_\_\_

**\*You will need to check with the Planning and Development Department for required setbacks at (662) 393-0111.**

# 13. Mayor's Report

**Personnel Docket**

November 19, 2013

<b>Payroll Additions</b>	<b>Position</b>	<b>Department</b>	<b>Start Date</b>	<b>Rate of Pay</b>
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<b>Payroll Adjustments</b>	<b>Previous Classification</b>	<b>New Classification</b>	<b>Effective Date</b>	<b>Rate of Pay</b>
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<b>Employee Name</b>	<b>Department</b>	<b>Action Taken</b>	<b>Effective Date</b>	<b>With/Without Pay</b>
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<b>Payroll Deletions</b>	<b>Position</b>	<b>Department</b>	<b>Termination Date</b>	<b>Rate of Pay</b>
Andrew White	Patrol Officer II	Police - 211	November 19, 2013	\$18.87

# 14. Citizen's Agenda

# 16. Committee Reports

# 17. City Attorney's Legal Update

# 18. Old Business

- Desoto County I-69 Contribution
- Handbook Amendment

## City of Southaven Vehicle Use Policy

| The City of Southaven (“City”) by statutory authority may assign vehicles to employees when deemed necessary in order to discharge their daily job functions. It is imperative for all employees assigned a City vehicle to understand it is a privilege and not a mandatory requirement by the Board of Aldermen or a City department and all are required to follow the established policies set forth or be subject to forfeiture of City vehicle. A vehicle assignment may be incidental, a routine assignment used to fulfill an employees’ job description, or authorized take-home vehicle assignment.

It is incumbent upon all operators of City vehicles to follow all motor vehicle laws and rules of the road, and to operate City vehicles in a safe and courteous manner. It is recognized that this policy may not cover all instances and examples of acceptable vehicle usage. In cases not specifically covered in this policy, the employee is responsible to utilize common sense and seek clarification from their immediate supervisor or Department Head. Failure to adhere to all aspects of this policy may result in the employee being held personally responsible for damages, and may result in disciplinary actions if so determined by the Mayor and Board of Aldermen.

The City reserves the right to deny any employee the use of a City vehicle and may choose not to indemnify any employee who fails to adhere to the policies and procedures contained in this document.

### I. ASSIGNMENT

A. A City vehicle may be assigned to an employee when deemed necessary and cost effective to carry out the daily functions and responsibilities of a particular job or position.

B. A vehicle assignment will be a determination by the department head and/or the City Administrator and if necessary by the Mayor. The determination will be based on objective analysis using a number of factors including, but not limited to:

1. Approximate number of miles necessary to discharge duties
2. Cost to pay mileage for use of privately owned vehicles
3. Liability
4. Safety
5. Specific vehicle and departmental needs (i.e., Animal Control, Road Management, Solid Waste)
6. Job functions and employee need for use of vehicle to properly perform such functions

| C. Once a vehicle assignment has been made to an employee all applicable state and local [laws](#), policies and procedures shall be followed.

D. Must be at least eighteen years old.

E. Before any employee can drive a City vehicle the Department Head **and** the employee must sign this policy and **send the original** to the Human Resource Department.

## II. FUEL AND GASOLINE ACCOUNT CARDS

A. Each City owned vehicle shall have a specifically assigned gasoline account card and corresponding Personal Identification Number (PIN) for that employee.

B. Corresponding cards and PIN's shall be used for the assigned vehicle and shall not be used for other City owned vehicles nor personal vehicles.

C. Only regular octane gasoline may be purchased with a gasoline account card.

D. All gasoline receipts shall be kept and turned in to each Department Head or his or her designee in order to track gasoline consumption and reconcile all billing statements.

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E. Random departmental and individual audits of gasoline accounts may occur at any time without prior notice. Misuse of gasoline account cards may result in loss of vehicle privileges and/or other disciplinary action in accordance with the City of Southaven Personnel Manual and laws.

F. Any deviation from the gasoline account card policy due to problems incurred while purchasing fuel must be approved by department head, City Administrator, or his or her designee and must be appropriate for the vehicle.

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## III. DRIVER'S LICENSE REQUIREMENTS

City of Southaven employees operating City vehicles or operating personal, rental or other vehicles while on City business must adhere to the following:

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A. No employee may operate a City vehicle without a current valid state issued driver's license.

B. An employee is required to report any moving traffic violation received while operating a City vehicle to his or her department head in accordance with the City's Accident Reporting Procedures as detailed within the Employee Policies and Procedures Handbook. Random driving record audits will be performed to ensure employees who are assigned vehicles maintain safe driving practices.

C. If an employee is required to drive a motor vehicle in connection with City employment and his or her driver's license is suspended, cancelled or revoked for any reason (i.e., DUI, excessive traffic violations) he or she must report the loss of license immediately in writing to his or her department head. Driving privileges will be immediately revoked upon a conviction that includes suspension or revocation.

D. The department head will forward any notification or traffic violation of license suspension to the City Administrator immediately.

E. An employee shall not drive a City vehicle and shall not drive on City business if they have more than one conviction in the past four years for driving under the influence of alcohol or drugs, or for reckless driving.

F. Loss or suspension of a driver's license by an employee whose essential job function includes operating a motor vehicle may result in reassignment or possible termination from employment.

G. Every Department Head must collect copies of the valid driver's license for each employee's that is authorized to drive a City vehicle on October 1 of each year. The Department Head must deliver copies of the authorized drivers' license to the Human Resource Department no later than October 15th of each fiscal year.

#### IV. PERSONAL USE

A. All City vehicles will be used for official City business only. A City vehicle may be used for incidental personal use under the following conditions.

1. The incidental personal use must be within one mile of the most direct route of the official business. Incidental personal use outside of City of Southaven is restricted to five miles from meeting or lodging facilities.
2. Any measurable amount of elapsed time during incidental personal use shall not be charged as time worked.
3. It is during normal business hours. (Take home vehicles may not be used for any incidental personal use once employee has arrived at place of residence with vehicle after working hours.)

B. Violations of personal use policy will result in loss of vehicle privileges and is subject to disciplinary action in accordance with the City of Southaven Personnel Manual.

#### V. TAKE HOME POLICY

A. A take home vehicle is a City-owned automobile which is permanently assigned to a specific employee who has been granted the authority to drive the vehicle to and from work (24-hour per day assignment).

B. The City's primary interest in controlling take-home vehicles is to achieve a balance between the need to provide staff with a means to perform their job functions and the need to demonstrate the prudent use of public resources by minimizing unnecessary costs and liabilities associated with take home vehicles.

C. Take home vehicles shall be assigned by the Mayor and/or the City Administrator ~~or Road Manager~~ to City employees when determined it is reasonable and necessary for said employee to fully discharge his or her duties for the City and when such use would be for the benefit of and to the best interest for the City and at the recommendation of the employee's Department Head.

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E. Prior to the Mayor and/or the City Administrator ~~or Road Manager~~ assigning a City take home vehicle, a recommendation from the department head must be provided in writing with appropriate justification. The recommendation from the department head shall be presented by the City administrator whereby an appropriate finding necessitating the take home vehicle will be established and spread upon the Board minutes permitting the use of the vehicle by the City employee.

F. Recommendations from department heads for assignments of take home vehicles should be based on the following:

1. Public Trust – ability to use vehicles in a manner the public would deem appropriate
2. Emergency Response – ensure effective, timely response to emergency situation
3. Legal Compliance – demonstrate compliance with not only applicable state statutes, but also federal tax code requirements
4. Cost Considerations – minimize number of take home vehicles thus reducing additional costs
5. Liability – reduces exposure to vehicle and personnel accidents
6. Necessity – ultimate need to carry out employee's job functions

G. Employees taking home City owned vehicles must comply with all applicable laws of the State of Mississippi and local jurisdictions. Take home vehicles may not be used to conduct any personal business unless incidental as stated in Section IV. Personal use does not qualify as incidental once vehicle reaches employee's place of residence.

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H. With regard to the Southaven Police and Fire Departments, the following policies apply:

1. Emergency response vehicles will only be issued to personnel who maintain a residence inside the City of Southaven. This residence requirement applies to all personnel other than those on call who would have to respond from their residence. Emergency personnel who are considered to be on call and reside outside the city limits may be issued a take home vehicle at the discretion of the department head.
2. The issuance of a vehicle will be made at the discretion of the respective Chief of the Department and he/she has the final authority to assign vehicles on a case by case basis to any officer not meeting the standards of vehicle assignment.

I. Take home use of a City vehicle is considered a taxable benefit by the Internal Revenue Service (IRS). Under this policy all employees receiving such benefit shall comply with all state and federal tax reporting guidelines.

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## VI. ADDITIONAL REQUIREMENTS

A. Each employee assigned any City vehicle for any purpose, shall not operate the vehicle and must comply with the following additional requirements as well:

1. All vehicles shall have the proper identification markings as per state statute. No vehicle may be used at any time without appropriate identification markings.
2. Seatbelts shall be used by driver and passengers at all times. It is the responsibility of the driver to ensure all passengers use seatbelts when vehicle is in motion.
3. Employees are prohibited from talking or texting on cell phones while operating a City vehicle unless using a hands free device. The vehicle should be pulled over safely and the vehicle stopped before any phone usage.
4. At minimum, a bi-annual inspection of each vehicle will be performed, including digital photos. Unannounced inspections may take place at the discretion of the City Administrator or Road Manager.
5. Fuel, check oil and tire pressure on a regular basis and wash vehicle as needed.
6. Interior of vehicle shall be clean at all times.
7. Bring vehicle in for scheduled service and make arrangements for an alternate vehicle while being serviced.
8. Must not permit any unauthorized person to drive a City vehicle under conditions which violate this policy, except when necessary in an emergency.
9. Report any home-to-work vehicle citations (both moving and parking violations) to the department head immediately and complete written report when applicable. Traffic citations, including parking citations will be the responsibility of the employee.
10. Leave vehicle legally parked with doors locked and windows up when unattended. All home-to-work vehicles shall be parked off the street at night. Keys removed.
11. Observe all traffic laws and drive in a safe and courteous manner.
12. Carry and maintain at all times a valid state issued driver's license (appropriate for vehicle, i.e., commercial) when operating a City vehicle.
13. Vehicles shall not idle for longer than five (5) minutes. If a vehicle is stationary for more than five (5) minutes (other than waiting for traffic), vehicle shall be turned off. It is understood that vehicles used for emergency purposes (i.e. Police, Fire) may idle for periods longer than five (5) minutes.

14. Use the vehicle only for authorized official business unless incidental personal use is necessary.

15. City of ~~Southaven~~ prohibits the illegal use, possession, distribution, unlawful manufacture, or dispensation of controlled substances. Employees shall not use illegal substances or abuse legal substances in a manner that impairs the performance of assigned tasks. Employees who take prescribed medication that may impact driving ability must not operate a vehicle when under the influence of a prescribed medication.

16. City of ~~Southaven~~ employees who spend the majority of their professional time driving must complete a safe driving course sponsored by the specific Department within a reasonable period of time after they are hired. Other employees who drive City vehicles are encouraged to attend a safe driving course every two years. Documentation of these course must be submitted to and kept on file by the City's Human Resource Department

17. Must not drive on City business if the driver has caused 3 or more at-fault accidents or received three or more traffic tickets or moving violations within the past eighteen months.

18. Employees found to be in violation of any of these policies will be subject to disciplinary action up to and including termination in accordance with the City of ~~Southaven~~ Personnel Manual.

19. Any employee who is on any type of leave or who is absent from work for more than two consecutive days must leave their City vehicle and keys at their daily assigned work location. Keys must be accessible to the person in charge in the absence of the employee. It is understood that public safety employee's (i.e. Police) may be absent from the assigned work day(s) for a period longer than two consecutive days.

20. Non-employees, off-duty employees, unauthorized persons and animals are not permitted in City vehicles at any time, without the express permission of the driver's Department Head.

21. Hitchhikers are prohibited in City vehicles at any time.

22. Personal license plates, decals, stickers or any other unofficial markings shall not be placed on a city vehicle.

## VII. REPORTING OF ACCIDENTS AND DAMAGE

A. Any accident or damage incurred or caused while operating a City vehicle, or personal, rental or other vehicle on City business, must be promptly reported to the local police and the City's Department of Risk Management and Safety.

B. When you have been in an accident in a City vehicle or while on City business you must:

1. Get immediate medical aid if you are injured

2. Keep calm and do not argue

3. Make no statements or admissions concerning fault or responsibility for the accident

4. Do not offer or agree to make payments for the accident or suggest City of Southaven will do so

5. Notify the local police

6. Discuss the accident only with police officers or representatives of the City's Department of Risk Management and Safety

7. Record as much information as you can on all of the other parties to the accident. This information should include their name, address, telephone numbers(s), insurance company, driver's license number, license plate number, make, model and year of their car, precisely where the accident happened, witnesses (with names, addresses and telephone numbers).

8. Refer all questions from lawyers, the other party to the accident, insurance adjusters or representatives of the other party and others to the City's Board Attorney.

#### VIII. MAINTENANCE OF VEHICLES

1. Employees with assigned City-owned vehicles are responsible for turning in a monthly inspection report of their vehicles. Scheduling of routine maintenance and repairs is the responsibility of the employee to whom the vehicle is assigned. All maintenance should be coordinated thru the City of Southaven Fleet Manager.

2. Individual department heads are responsible for monthly inspections of unassigned vehicles and scheduling routine maintenance and repairs thru the Fleet Manager.

3. No Alterations may be made to City-owned vehicles without prior written approval by department head of City Administrator.

4. The City Public Works Department is responsible for maintaining accurate and complete maintenance history for reach assigned vehicle.

5. All maintenance or repairs must be authorized by the employee's Department Head prior to the work being done. If for any reason maintenance or repairs are done by a second party receipts must be provided to the employee's Department Head as soon as possible following such repairs.

#### IX. WHAT TO DO IN CASE OF AN ACCIDENT

Error! Unknown document property name.

It is the policy of City of Southaven that all accidents or incidents that result in either personal injury or illness, and or damage to City property shall be properly reported and investigated. Although accident/incident investigation is a reactive process, a comprehensive accident reporting and investigation process is a proactive measure that can effectively prevent or minimize future accidents/incidents. This operating procedure establishes a systematic process to ensure that accidents are properly reported in a timely manner, that all causes (direct and contributory) are thoroughly identified and that the appropriate corrective actions are taken.

**Regardless of the situation, the following procedure MUST be followed in the event of an accident while in a City owned vehicle:**

1. Stop immediately and investigate even when the accident appears to be minor.
2. If someone is hurt or if there is a danger of fire, call 911 to request assistance. (I.e. Law Enforcement, Fire Department Ambulance, Rescue Squad)
3. Make no express or implied admission or liability or fault. Do not make an expression of apology or sorrow.
4. Notify your supervisor immediately.
5. Make written notes of the details of the accident while at the scene. Do not wait until later.
6. Do not give information concerning the accident to anyone unless the party requesting it is an authorized official.
7. Do not discuss the accident with insurance agents, news personnel, adjusters or attorneys without express permission from your supervisor and City attorney.
8. Complete the Motor Vehicle Accident Report with supervisor/manager.
9. All accident reports shall be submitted within 24 hours of the accident to the Department Head.

If necessary, an injury report must be completed and submitted to Human Resources as soon as possible in order to file workers' compensation claim within 24 hours of the accident in accordance with the Accident Reporting Procedures as detailed in the City of Southaven Personnel Manual.

The use of a City vehicle is a privilege and not a mandatory requirement. These guidelines will be followed at all times.

I acknowledge and understand that I am to follow the above City Vehicle Use Policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

DRAFT

City of Southaven  
Docket of Claims



Warrant #: C-111913 & W-111913

City of Southaven Claims Docket  
Warrant #: C-111913 & W-111913

<u>Invoice #</u>	<u>Check#</u>	<u>Voucher #</u>	<u>Vendor #</u>	<u>Vendor Name</u>	<u>Invoice Description</u>	<u>Invoice Amnt</u>
35513	0	211092	424	A TO Z ADVERTISING	A RUSHING 2014 ALLOT	\$279.03
35561	0	211000	424	A TO Z ADVERTISING	B BOUCHARD 2014 ALLOT	\$131.94
35516	0	211089	424	A TO Z ADVERTISING	B RIGGS 2014 ALLOT	\$54.00
35612	0	211087	424	A TO Z ADVERTISING	B ROSENBERG 2014 ALLOT	\$197.00
35411	0	211076	424	A TO Z ADVERTISING	BADGE PATCHES	\$832.20
35615	0	211088	424	A TO Z ADVERTISING	D BARR 2014 ALLOT	\$81.00
35532	0	211035	424	A TO Z ADVERTISING	D DICKSON 2014 ALLOT	\$89.94
35477	0	211030	424	A TO Z ADVERTISING	HALLOWEEN TSHIRTS	\$252.55
35510	0	211090	424	A TO Z ADVERTISING	J HITT 2014 ALLOT	\$129.95
35643	0	211093	424	A TO Z ADVERTISING	J OLIVERIA 2014 ALLOT	\$40.00
35560	0	210999	424	A TO Z ADVERTISING	J POOLE 2014 ALLOT	\$199.39
35474	0	211034	424	A TO Z ADVERTISING	M KIMBELL 2014 ALLOT	\$159.00
35443	0	211022	424	A TO Z ADVERTISING	SWAT / K9 HATS	\$317.64
35590	0	211091	424	A TO Z ADVERTISING	V RAY 2014 ALLOT	\$170.00
102113	0	211204	20836	ABRAM BENNIE	ELMORE RD LAND ACQUISITION	\$200.00
5603	0	211032	12445	ACCURATE LAW ENFOR	E JAMES 2014 ALLOT	\$290.00

<u>Invoice #</u>	<u>Check#</u>	<u>Voucher #</u>	<u>Vendor #</u>	<u>Vendor Name</u>	<u>Invoice Description</u>	<u>Invoice Amnt</u>
5600	0	211033	12445	ACCURATE LAW ENFOR	J COX 2014 ALLOT	\$315.74
5602	0	211031	12445	ACCURATE LAW ENFOR	N YORK 2014 ALLOT	\$272.94
CS207	0	210812	13494	ACTION PLUMBING	PLUMBING SERVICES @ CITY HALL	\$160.00
CS205	0	210814	13494	ACTION PLUMBING	PLUMBING SERVICES @ MR DAVIS LIBRARY	\$75.00
CS206	0	210815	13494	ACTION PLUMBING	PLUMBING SERVICES @ MR DAVIS LIBRARY	\$80.00
CS208	0	210813	13494	ACTION PLUMBING	PLUMBING SERVICES @ PARKS	\$450.00
CS209	0	211228	13494	ACTION PLUMBING	PLUMBING SERVICES @ STATION 1	\$150.00
112202	0	210798	883	AMERICAN TIRE REPAIR	SQUAD 1 MOUNT/DISMOUNT	\$105.00
113235	0	210987	883	AMERICAN TIRE REPAIR	TIRES FOR #825	\$150.50
3022455050	0	211137	9669	AMERIGAS	PROPANE - SNOWDEN HOUSE	\$137.99
3022348554	0	211138	9669	AMERIGAS	PROPANE - TENNIS CTR	\$32.00
027973	0	211005	20462	AMTEC LESS LETHAL SY	SIMMUNITION BOLTS	\$5,726.96
25128	0	210761	20924	ANGELA LUCILLE TANNE		\$61.83
363189-2014	0	211004	151	APCO INTERNATIONAL I	D ROSENBERG MEMBERSHIP	\$92.00
581-4929487	0	210997	156	ARAMARK UNIFORM SERV	MATS @ CITY HALL	\$228.56
581-4929486	0	210779	156	ARAMARK UNIFORM SERV	MATS @ COURT	\$108.21
280836771113	0	211107	13136	AT&T	PHONE SERVICES - COURT	\$180.11
102813	0	210773	1167	AT&T MOBILITY	ACCT 6622800258 (ARENA)	\$67.39
110713	112809	210686	11832	ATCHISON DANIEL	DAMAGE TO VEHICLE BY CITY BACKHOE	\$2,648.87
7730-2FY14	0	211205	1145	ATMOS ENERGY	1320 BROOKHAVEN - PARKS	\$17.81
6889-1FY14	0	211201	1145	ATMOS ENERGY	8691 NORTHWEST DR - POLICE	\$132.05
6401-1FY14	0	211193	1145	ATMOS ENERGY	8779 WHITWORTH	\$26.15

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4209-2FY14	0	211196	1145	ATMOS ENERGY	8779 WHITWORTH - POLICE	\$17.81
6337-2FY14	0	211199	1145	ATMOS ENERGY	8779 WHITWORTH - POLICE	\$30.59
4408-1FY14	0	211202	1145	ATMOS ENERGY	8889 NORTHWEST DR - COURT	\$47.17
7945-2FY14	0	211208	1145	ATMOS ENERGY	FIELD OF DREAMS - PARKS	\$1,546.39
6621-1FY14	112822	211047	1145	ATMOS ENERGY	6450 GETWELL RD - POLICE	\$30.28
110513	0	211207	13180	BARR DON	PER DIEM - GONZALES LA	\$123.00
374-244366	0	210919	13650	BATTERIES PLUS	BATTERIES FOR PORTABLES	\$327.92
374-244348	0	210868	13650	BATTERIES PLUS	WALKIE TALKIE BATTERY	\$49.95
110913	0	210923	8764	BEASLEY GARY	FOOTBALL REF	\$370.00
2003309	0	211127	17201	BEST-WADE PETROLEUM	FUEL FOR PEPPERCHASE	\$19,791.35
2003181	0	211126	17201	BEST-WADE PETROLEUM	MAY BLVD	\$8,392.49
15227	0	211019	407	BILL FOWLER'S BODYWO	07 CHEVY CLASSIC C1500 REPAIRS	\$949.20
15199	0	211001	407	BILL FOWLER'S BODYWO	1857 - REPLACED LH MIRROR	\$171.00
25113	0	210746	20909	BISBEE APRIL		\$102.36
2840	0	210887	20065	BLC OF MS LLC	BEHIND I55 WALL (11/1 - 11/2)	\$5,570.00
2841	0	211161	20065	BLC OF MS LLC	PROP. MAINT AT TRAINING CENTER	\$925.00
2842	0	211162	20065	BLC OF MS LLC	PROP. MAINT. AT TRAINING CENTER	\$925.00
25112	0	210745	20908	BOWDEN JORDAN K		\$50.00
25078	0	210711	20890	BOYD BEN & AMANDA		\$35.36
110913	0	210924	18755	BOYLAN JESSIE LEE	FOOTBALL REF	\$390.00
111313	0	211134	14697	BRANAN DEBRA	SPECIAL PROSECUTOR 11/13	\$400.00
25086	0	210719	19197	BRANNON BUILDERS - C		\$61.56

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25080	0	210713	19197	BRANNON BUILDERS - C		\$111.77
09457127.00	0	211060	185	BROWNELL'S INC	MATERIALS FOR RANGE	\$333.74
110913	0	211206	13048	BRYANT DALE	PER DIEM - JACKSONVILLE FL	\$287.00
111313	0	211084	15399	BRYANT KENNETH	REIMBURSE 2014 CLOTHING ALLOT	\$500.00
5729098	0	211179	663	BULLFROG AMOCO	MATERIALS FOR EQUIPMENT	\$80.00
STMT10008497	0	210876	17086	BUTLER SNOW	GENERAL SERVICES OCT 2013	\$18,463.31
13-10-09	0	211095	14405	C H CONSTRUCTION SER	1191 CUSTER	\$450.00
25056	0	210689	20869	CAKE LADY BAKERY LLC		\$67.94
110713	0	211217	2083	CALARCO CARL	PER DIEM	\$86.86
25121	0	210754	20917	CALARCO CARL - RENTA		\$35.36
25115	0	210748	20911	CAMPBELL COREY		\$86.51
25110	0	210743	20906	CAMPBELL JUDITH - RE		\$36.77
110913	0	210937	2574	CARSON, MICHAEL A	SOCCER REF	\$200.00
25058	0	210691	20871	CAYSON BENJAMIN & CA		\$29.11
110413	0	211218	4288	CELLULAR SOUTH	CELL PHONES	\$6,680.08
32460	0	211176	16158	CENTRAL BATTERY	MATERIALS FOR SHOP	\$80.00
25069	0	210702	20881	CHOE WON & JESSICA		\$30.52
3415	0	211080	19700	CHOICE TOWING	3010 TOW	\$50.00
12518	0	210846	19700	CHOICE TOWING	TRUCK 810 TOW	\$50.00
2173	0	211221	19433	CIVIL LINK	COE FLOOD ASSISTANCE	\$756.60
2179	0	210952	19433	CIVIL LINK	COE MAPPING	\$43,277.37
2177	0	210963	19433	CIVIL LINK	DCRUA SEWER METER MONITORING	\$3,191.76

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2174	0	211224	19433	CIVIL LINK	DEER CREEK LANE DRAINAGE	\$2,055.30
2175	0	210950	19433	CIVIL LINK	MDOT - HWY 51 & STARLANDING	\$3,955.46
2172	0	211222	19433	CIVIL LINK	MDOT TEP BIKE TRAIL	\$5,171.40
2178	0	210962	19433	CIVIL LINK	PLUM POINT SEWER PROJECT	\$2,445.30
2171	0	211223	19433	CIVIL LINK	STATELINE/TCHULAHOMA	\$3,908.58
2176	0	210951	19433	CIVIL LINK	UTILITY RPR GENERAL SERVICES	\$8,786.96
2180	0	210953	19433	CIVIL LINK	WATER METER SURVEY / EVALUATION	\$11,953.45
102213	112441	210673	20865	CLARION INN & CONFER	DON BARR LODGING - P.A.T.C. CONFERENCE ON SEX CRIM	\$189.96
25108	0	210741	20904	CLAY POLLY THOMASON		\$6.08
INV0011147	0	211013	4294	COMBINED TACTICAL SY	SPD TRAINING 0805-080813	\$695.00
911329011113	112810	210685	2351	COMCAST	1334 E. GOODMAN RD - MATHIS TIRE LOCATION	\$401.02
873341011113	112823	211051	2351	COMCAST	2101 COLONIAL HILLS DR	\$198.89
899023011114	112823	211049	2351	COMCAST	GETWELL WTP - UTILITIES	\$91.11
1152164	0	210905	2343	COMMERCIAL APPEAL	INDOOR SOCCER ADS	\$1,818.74
39262	0	210801	17845	CONCERN	NOV 2013 BILLING	\$412.50
25055	0	210688	20868	CORZINE LINDSEY		\$36.77
284423	0	210891	836	COUNTRY FORD INC	03 CROWN VIC - REPLACE HEATER CORE	\$1,088.14
284424	0	210900	836	COUNTRY FORD INC	205 - SERVICE TO TRAINING VEHICLE	\$1,731.70
284093	0	211028	836	COUNTRY FORD INC	3062 A/C CONDENSER	\$1,219.87
284283	0	211003	836	COUNTRY FORD INC	3066 REPLACE P/S RACK & PUMP	\$966.62
284217	0	210899	836	COUNTRY FORD INC	7001 / U1 - INJECTOR PRESSURE REGULATOR	\$648.74
17294	0	210959	309	COWBOY CORNER INC	C WILLIAMS WORK BOOTS	\$100.00

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20246	0	210960	309	COWBOY CORNER INC	J DICKEY WORK BOOTS	\$84.96
20277	0	211156	309	COWBOY CORNER INC	UNIFORMS	\$80.71
20283	0	211157	309	COWBOY CORNER INC	UNIFORMS	\$84.96
20280	0	211150	309	COWBOY CORNER INC	UNIFORMS	\$94.00
20307	0	211148	309	COWBOY CORNER INC	UNIFORMS	\$97.71
20273	0	211146	309	COWBOY CORNER INC	UNIFORMS	\$99.95
20271	0	211153	309	COWBOY CORNER INC	UNIFORMS	\$100.00
20272	0	211154	309	COWBOY CORNER INC	UNIFORMS	\$100.00
20274	0	211155	309	COWBOY CORNER INC	UNIFORMS	\$114.75
20309	0	211149	309	COWBOY CORNER INC	UNIFORMS	\$116.41
20311	0	211086	309	COWBOY CORNER INC	WINK - BOOTS	\$80.71
110913	0	210938	3546	COX DAVID R JR	SOCCER REF	\$30.00
307400000042	0	210890	19311	CREDIT BUREAU SYSTEM	EMS COLLECTIONS OCT 2013	\$787.51
OCT2013	0	211094	962	CRIME STOPPERS	OCT 2013 MTHLY ASSESSMENT	\$1,892.48
676144339	0	211011	19948	CRITICAL ALERT	PAGERS - SPD	\$681.62
102413	0	211212	9472	CUNNINGHAM WILL	PER DIEM - GRENADA MS	\$164.00
110913	0	210925	2729	CURBOW JOSH	FOOTBALL REF	\$60.00
1391	0	211118	12576	D&J'S CLEANING SERVI	CLEANING @ POLICE	\$995.00
1390	0	211119	12576	D&J'S CLEANING SERVI	CLEANING @ PUBLIC WORKS	\$225.00
1389	0	211113	12576	D&J'S CLEANING SERVI	CLEANING @ SPAC	\$100.00
1386	0	211116	12576	D&J'S CLEANING SERVI	CLEANING @ SPAC	\$150.00
1396	0	211170	12576	D&J'S CLEANING SERVI	CLEANING AT SPAC	\$100.00

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1395	0	211169	12576	D&J'S CLEANING SERVI	CLEANING AT SPAC	\$150.00
1387	0	211115	12576	D&J'S CLEANING SERVI	FLOOR WORK @ COURT	\$1,375.00
1392	0	211117	12576	D&J'S CLEANING SERVI	FLOORWORK @ POLICE	\$2,400.00
1388	0	211114	12576	D&J'S CLEANING SERVI	FLOORWORK @ SPAC	\$1,585.00
1393	0	211168	12576	D&J'S CLEANING SERVI	FLOORWORK AT COURT	\$970.00
1394	0	211167	12576	D&J'S CLEANING SERVI	FLOORWORK AT PUBLIC WORKS	\$775.00
25100	0	210733	20896	DAHL LORA J-C/CO S D		\$5.00
110613	0	211098	20759	DAMARE MARY LYNN	SPECIAL JUDGE 11/6	\$400.00
25123	0	210756	20919	DAVIS BEN - RENTAL A		\$50.00
11-1-2013	0	210883	1363	DAVIS W. E. "SLUGGO"	HURRICANE CREEK EASEMENTS	\$12.00
25073	0	210706	20885	DE SILVA PRAJA		\$50.92
25082	0	210715	20892	DEAN LONG CONST		\$111.30
OCT2013	0	211105	963	DEPT OF PUBLIC SAFET	OCT 2013 MONTHLY IWRCP ASSESSMENT	\$6,542.47
111413	0	211216	4646	DESOTO COUNTY REGION	COLLECTED SEWER FEES - OCT 2013	\$14,800.00
OCT-2013	0	210807	964	DESOTO COUNTY SHERIF	INMATE HOUSING - OCT 2013	\$12,560.00
OCT2013	0	210806	964	DESOTO COUNTY SHERIF	INMATE MEDICAL - OCT 2013	\$291.52
300052522	0	211104	1185	DESOTO TIMES-TRIBUNE	INDOOR SOCCER ADS	\$135.85
300052779	0	211100	1185	DESOTO TIMES-TRIBUNE	NTB: HURRICANE CREEK SEWER	\$68.22
300052372	0	210775	1185	DESOTO TIMES-TRIBUNE	RESOLUTION: GOB/\$9.5	\$560.66
256754A	0	211152	2394	DIAMOND INTERNATIONA	TRUCK 835 AIR REGULATOR	\$147.26
2172539244	0	211190	16529	DIRECTV	ACCT 046471734 - PARKS OFFICE	\$207.64
110913	0	210939	11508	DOCKERY LAWRENCE	SOCCER REF	\$50.00

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110913	0	210940	15547	DOCKERY PATRICK	SOCCER REF	\$30.00
110913	0	210926	18061	DOVER LARRY	FOOTBALL REF	\$330.00
25084	0	210717	19475	DREAM HOME CONSTRUCT		\$108.95
110613	112824	211044	17571	DUNCAN MELITTA	PER DIEM MMCCA CLASS - OXFORD, MS	\$123.00
25101	0	210734	20897	ECCLES P ECCLES % S		\$1.24
2729	0	210986	4640	ECHOLS GROUP	LOBBYING NOV 2013	\$1,500.00
25062	0	210695	20875	EDDINGTON KAREN		\$23.20
408314	0	210871	17659	EEP	7001 REPLACE SIDE DOOR LATCH	\$216.19
7854	0	211229	13181	ELDRIDGE SERVICES	HVAC SERVICES @ HEARTLAND CHURCH	\$705.00
7250	0	210970	20830	ELECTRIC SYSTEMS TEC	SPARE RADIO FOR SCADA SYSTEM	\$2,717.90
A209343	0	211099	14581	ELECTRONIC VAULTING	OCT 2013 OFF-SITE STORAGE	\$1,900.00
STMT83071	0	211195	4781	FAMILY MEDICAL CLINI	EMPLOYMENT SCREENINGS	\$900.00
25070	0	210703	20882	FAST TRACK REALTY LL		\$86.95
2-412-82778A	0	211189	1137	FEDEX	SHIPPING CHARGES - R SMITH	\$29.18
2-456-7776	0	211007	1137	FEDEX	SHIPPING CHARGES - SFD	\$34.36
111213	0	211136	1064	FERGUSON BRIAN	REPLACE LOST CHECK	\$187.00
25075	0	210708	20887	FIELDS C DION		\$21.88
E0276	0	211103	4545	FIRST CHOICE CATERIN	VETERANS DAY LUNCHEON 2013	\$5,869.25
25104	0	210737	20900	FISHER CHRISTOPHER		\$181.84
132518	0	210805	654	FLEET SAFETY EQUIPME	TRUCK 3 - LED RED FLASHERS	\$173.75
25098	0	210731	20894	FOWLER LANNY D - REN		\$50.00
NP39474349	0	211054	6919	FUELMAN	FUEL - SPD	\$6,537.96

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NP39598306	0	211059	6919	FUELMAN	FUEL - SPD	\$7,617.86
NP39474373	0	210995	6919	FUELMAN	FUEL CARDS - SFD	\$117.04
NP39598330	0	210901	6919	FUELMAN	FUEL CARDS - SFD	\$131.81
109558	0	210994	650	G & W DIESEL SERVICE	LATCH SPRING SCBA REPAIR	\$59.01
1126	0	211101	9195	GAINES, ROBERT	SCADA SERVICES - OCT 2013	\$4,845.00
BC0034440	0	211014	177	GALL'S INC	FLIGHT SUIT	\$165.00
BC0034128	0	211061	177	GALL'S INC	GAS MASKS/GOOGLES/GUN MOUNTED LIGHT (SWAT)	\$1,970.00
BC0033196	0	211046	177	GALL'S INC	SANTA GLOVES / TRUNK ORGANIZER	\$164.77
110913	0	210941	18075	GARCIA ARIANNA	SOCCER REF	\$40.00
I102095159	0	210908	494	GATEWAY TIRE & SERVI	O/C 2013 FORD F150	\$38.90
I102080613	0	210791	494	GATEWAY TIRE & SERVI	TUBE	\$19.95
6880	0	211025	474	GLEN'S GARAGE	3029 BULBS / INSPECTION	\$69.85
111013-3098	0	211081	474	GLEN'S GARAGE	3098 TOW	\$50.00
111113	0	211008	474	GLEN'S GARAGE	U4 TOW	\$65.00
25054	0	210687	20867	GMA PROPERTIES		\$66.64
901570186	0	211002	19912	GOODYEAR TIRE	TAHOE TIRES (SHOP)	\$1,308.40
901918495	0	210808	19912	GOODYEAR TIRE	TRAILER TIRES	\$263.44
901329411	0	211159	201	GOODYEAR WHOLESALE T	MATERIALS FOR SHOP	\$96.03
969291884	0	210983	5072	GRAYBAR ELECTRIC	MAJOR CUSTOM CABLE (TRAFFIC SIGNALS)	\$608.30
14447954	0	211067	18342	GREAT AMERICA LEASIN	AUDIO SYSTEM - SPD	\$276.06
14442699	0	211021	18342	GREAT AMERICA LEASIN	CAMERA SYSTEM - SPD	\$1,129.00
25076	0	210709	20888	GRICE DONALD W.		\$25.60

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110113	0	210998	20465	GRIFFIN RAVONDA L	SPECIAL PROSECUTOR 10/30 & 11/1	\$400.00
110813	0	210991	20465	GRIFFIN RAVONDA L	SPECIAL PROSECUTOR 11/6 & 11/8	\$400.00
25066	0	210699	20879	GRIFFIN RONALD & RAC		\$36.79
25099	0	210732	20895	GRIST MIKE - RENTAL		\$50.00
25097	0	210730	20893	GROSS STEPHEN - RENT		\$29.11
110913	0	210928	13307	HAMILTON, MARTIN	FOOTBALL REF	\$240.00
19512	0	210869	13790	HANCOCK BANK	REF: SOUTHCT1110	\$735.00
B680732	0	210844	11578	HD SUPPLY WATERWORK	3/4 METER RISERS	\$1,008.00
B700567	0	210921	11578	HD SUPPLY WATERWORK	CUTTER HEAD FOR PULLING RIG	\$350.00
B655145	0	210842	11578	HD SUPPLY WATERWORK	PVC PARTS	\$80.00
B696820	0	210836	11578	HD SUPPLY WATERWORK	RISERS	\$174.00
B649059	0	210843	11578	HD SUPPLY WATERWORK	SERVICE LINE PULLER / COUPLINGS	\$942.27
103113	112825	211037	1230	HEATH, SHEILA	MAGPPA - MS ASSOC. OF GOV. PURCHASING AGENTS	\$131.22
19032	0	211027	16787	HEMKER COLOR LAB	2013 COMPOSITE	\$1,200.00
9207412-01	0	211191	16050	HENRY SCHEIN INC	MEDICAL SUPPLIES	\$2,789.17
522	0	211075	14106	HERO GEAR	D CRITES 2014 ALLOT	\$74.00
488	0	211020	14106	HERO GEAR	T SAMPLES 2014 ALLOT	\$125.00
110913	0	210942	20725	HILL MASON	SOCCER REF	\$25.00
220897406	0	210889	12713	HILL'S PET NUTRITION	FEED	\$152.34
220924967	0	210920	12713	HILL'S PET NUTRITION	FEED	\$152.34
102113	112442	210675	20859	HILTON GARDEN INN	HOTEL RESV. FOR MS APA CONFERENCE - W. CHOAT	\$368.42
25119	0	210752	20915	HITE QUANTA		\$50.00

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107430	0	210992	189	HOMER SKELTON FORD	2013 EXPEDITION - MAYOR MUSSELWHITE	\$16,700.00
313148	0	211016	189	HOMER SKELTON FORD	3002 OIL FILTER / SPARK PLUGS	\$449.39
025700011113	0	211109	1388	HORN LAKE WATER ASSO	5813 PEPPERCHASE DR - UTILITIES	\$662.00
06015001113	0	211108	1388	HORN LAKE WATER ASSO	SEWER - SWEETWATER DR - UTILITIES	\$9.75
110913	0	210943	10115	HOUGUE ALEX LANDEN	SOCCER REF	\$55.00
25103	0	210736	20899	HUNT JOEL R.-RENTAL		\$50.00
315718-2014	0	211197	12760	ICMA MEMBERSHIP	MEMBERSHIP - C WILSON	\$1,105.00
127556	0	210964	1146	IDEAL CHEMICAL	(PER BID CONTRACT) CHLORINE	\$592.00
127558	0	210968	1146	IDEAL CHEMICAL	(PER BID CONTRACT) CHLORINE	\$592.00
127554	0	210965	1146	IDEAL CHEMICAL	(PER BID CONTRACT) CHLORINE	\$599.25
127555	0	210967	1146	IDEAL CHEMICAL	(PER BID CONTRACT) CHLORINE	\$811.00
127557	0	210966	1146	IDEAL CHEMICAL	CHLORINE	\$599.25
25059	0	210692	20872	IGLESIA CASA DE PODE		\$100.00
COZF1223719	0	211015	14326	INFORMATION INFORM	NCIC SUPPORT / ROUTER MAINTENANCE	\$356.05
102313	112443	210670	9036	INSTITUTE OF POLICE	D. BRYANT - INVESTIGATION OF MOTORCYCLE CRASHES	\$795.00
2714	0	211057	949	INTEGRATED COMMUNICA	(7) EARPIECES / (10) FREQ KNOBS	\$477.50
30197	0	211058	949	INTEGRATED COMMUNICA	NOV 2013 SERVICE AGREEMENT	\$1,860.00
HWE8383	0	211160	12714	IRON MOUNTAIN	CREDIT	-\$288.76
25124	0	210757	20920	JACKSON CLINTON		\$110.36
110913	0	210927	13175	JAKE JACOBSON	FOOTBALL REF	\$160.00
25081	0	210714	9672	JOHNNY COLEMAN BLDRS		\$36.30
25091	0	210724	9672	JOHNNY COLEMAN BLDRS		\$61.56

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25096	0	210729	9672	JOHNNY COLEMAN BLDRS		\$95.72
25093	0	210726	9672	JOHNNY COLEMAN BLDRS		\$110.36
25095	0	210728	9672	JOHNNY COLEMAN BLDRS		\$110.36
25089	0	210722	9672	JOHNNY COLEMAN BLDRS		\$111.30
110413	0	210848	4489	JOHNSON CINDY	AEROBICS INSTRUCTOR	\$540.00
25116	0	210749	20912	JOHNSON KATRINA		\$71.34
110913	0	210944	10117	JOHNSON KEITH JR.	SOCCER REF	\$50.00
25122	0	210755	20918	JONES C. WILLIAM		\$125.00
1311-1	0	210874	2034	JONES-DAVIS & ASSOCI	ELMORE RD N RIGHT OF WAY	\$2,680.00
110413	112826	211040	20857	KELLEY DANIEL	CMC TRAINING IN PEARL, MS	\$164.00
102413	0	211213	20722	KERN SETH	PER DIEM - GRENADA MS	\$164.00
3000579	0	210969	7825	KEYSTONE MANAGMENT	ANNUAL SUPPORT AGREEMENT	\$3,200.00
110913	0	210945	18073	KLINCK ANDREW	SOCCER REF	\$15.00
110913	0	210946	15544	KLINCK MATTHEW	SOCCER REF	\$75.00
110913	0	210947	15545	KLINCK ZACHARY A	SOCCER REF	\$105.00
67345	0	210982	403	LAWRENCE PRINTING CO	MINUTE BOOK SHEETS	\$219.16
22404	0	210764	759	LEHMAN ROBERTS CO	PATCHING	\$108.64
22287	0	210867	759	LEHMAN ROBERTS CO	PATCHING	\$220.64
22436	0	211183	759	LEHMAN ROBERTS CO	PATCHING	\$227.36
22351	0	210831	759	LEHMAN ROBERTS CO	PATCHING	\$238.56
22387	0	210765	759	LEHMAN ROBERTS CO	PATCHING	\$278.32
22459	0	211184	759	LEHMAN ROBERTS CO	PATCHING	\$389.96

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25090	0	210723	19711	LIFESTYLE HOMES LLC		\$110.36
25094	0	210727	19711	LIFESTYLE HOMES LLC		\$110.36
31449537	0	210785	11401	LIGHT BULB DEPOT, LL	SOUTHERN LIGHTS 2013	\$1,056.00
25067	0	210700	20880	LOCKE ROY H III		\$51.89
102613	0	211209	14492	LOGAZINO BRETT	PER DIEM - JACKSONVILLE FL	\$287.00
25071	0	210704	20883	LORIO SETH & JAMIE		\$14.47
25105	0	210738	20901	LUTTERELL JAMES - RE		\$96.11
73912	0	211220	3011	M & M PROMOTIONS	ANIMAL CONTROL/CODE ENF SHIRTS	\$1,145.00
25060	0	210693	20873	MACE CHRISTOPHER & R		\$30.05
APP2	0	211198	5479	MADDEN PHILLIPS CONS	STATELINE/TCHULAHOMA	\$30,503.81
10945	0	211010	14117	MADISON SIGNS	B/C ROWLAND & KILLEBREW	\$90.00
10940	0	210872	14117	MADISON SIGNS	CONTINUANCE FORMS - COURT	\$350.00
0177577-IN	0	210804	734	MAGNOLIA ELECTRIC	U3 LIGHT BULBS	\$78.75
186969	0	210783	308	MAINTENANCE SUPPLY	MATERIALS FOR SOUTHERN LIGHTS	\$185.50
186915	0	210782	308	MAINTENANCE SUPPLY	MATERIALS FOR SOUTHERN LIGHTS	\$1,036.94
187102	0	210902	308	MAINTENANCE SUPPLY	SHOP MATERIALS	\$53.92
11713	0	210912	1051	MALONE TERRY	REPAIRS @ INDOOR SOCCER COMPLEX	\$240.00
740	0	211151	1320	MARTIN MACHINE WORKS	REPAIRS TO SEWER MACHINE	\$395.00
737	0	211112	1320	MARTIN MACHINE WORKS	TRAILER MATERIALS	\$338.00
103113	0	210786	13370	MARY J. CAIN	LINE DANCE INSTRUCTOR	\$180.00
9029999	0	210774	882	MATHIS TIRE & AUTO	292 (ROWLAND) O/C	\$32.20
9029635	0	210918	882	MATHIS TIRE & AUTO	O/C - 2012 CHRYSLER	\$62.20

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49590464	0	211064	1092	MATTHEW BENDER & CO.	MS CODE 13 SUPPLEMENT PKG	\$499.46
51412284	0	211066	1092	MATTHEW BENDER & CO.	MS CODE COURT RULES 2013	\$54.93
51346354	0	211065	1092	MATTHEW BENDER & CO.	MS CRIME & TRAFFIC LAWS	\$66.08
102313	0	210767	16884	MCARTHUR MARGARET	ART INSTRUCTOR	\$105.00
103013	0	210769	16884	MCARTHUR MARGARET	ART INSTRUCTOR	\$105.00
110913	0	210948	20747	MCCLENDON LARRY	SOCCER REF	\$35.00
25114	0	210747	20910	MCCULLAR SARAH		\$5.77
25077	0	210710	20889	MCCULLOUGH SHANNON L		\$29.11
102613	0	211210	17193	MCKINNEY JOSH	PER DIEM - JACKSONVILLE FL	\$287.00
111313	0	211024	17193	MCKINNEY JOSH	REIMBURSE 2014 CLOTHING ALLOT	\$30.77
110713	0	211233	18140	MCLENNAN KENNETH F	CLEANING TENNIS CTR	\$200.00
10-29-13	0	210977	13302	MCMULLIN GLORIA	LINE DANCE INSRUCTOR	\$300.00
103113	112444	210666	20833	MCREE JANICE	CLERKS COURSES - OXFORD	\$123.00
0058601-IN	0	210799	18772	MEDICAL ACCOUNTS REC	EMS BILLING - OCT 2013	\$7,192.23
103113	0	210770	20928	MELTON JOSHUA LUKE	CASH BOND REFUND	\$405.00
171013	0	210828	8159	MEMPHIS READY MIX	1180 CUSTER	\$236.00
171199	0	210826	8159	MEMPHIS READY MIX	4282 JESSICA	\$192.00
171144	0	210830	8159	MEMPHIS READY MIX	4282 JESSICA	\$192.00
171048	0	210829	8159	MEMPHIS READY MIX	4854 POPLAR WOODS DRIVE	\$148.00
171014	0	210827	8159	MEMPHIS READY MIX	JESSICA/NICHOLAS	\$412.00
171237	0	211182	8159	MEMPHIS READY MIX	STATELINE / BELMONT DR	\$148.00
194993	0	210880	354	METER SERVICE AND SU	(STOCK) JUMBO PLASTIC METERBOX	\$2,840.00

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194992	0	210881	354	METER SERVICE AND SU	(WATER METERS QUOTED) 3/4" NO LEAD METER	\$6,742.50
194994	0	210879	354	METER SERVICE AND SU	METERS	\$1,078.80
194991	0	210838	354	METER SERVICE AND SU	TRAFFIC REPAIR KIT FOR HYDRANTS	\$413.25
25102	0	210735	20898	METTS STEVEN		\$19.35
459289	0	210853	6685	MID SOUTH DIGITAL	#A1060 SPD	\$185.45
459264	0	210854	6685	MID SOUTH DIGITAL	#A1282 SPD	\$523.54
459195	0	210852	6685	MID SOUTH DIGITAL	#A1364 SPD NARCOTICS	\$184.69
459197	0	210857	6685	MID SOUTH DIGITAL	#A1468 4TH FLOOR	\$32.25
459199	0	210858	6685	MID SOUTH DIGITAL	#A1776 SFD	\$40.79
459196	0	210862	6685	MID SOUTH DIGITAL	#A1861 SENIOR SERVICES	\$360.91
459308	0	210860	6685	MID SOUTH DIGITAL	#A2214 PARKS	\$2.56
459392	0	210866	6685	MID SOUTH DIGITAL	#A2388 COURT	\$44.35
459232	0	210859	6685	MID SOUTH DIGITAL	#A2406 PARKS	\$49.24
459178	0	210861	6685	MID SOUTH DIGITAL	#A2615 GOLF COURSE	\$7.60
459193	0	210865	6685	MID SOUTH DIGITAL	#A2761 COURT	\$17.57
459194	0	210864	6685	MID SOUTH DIGITAL	#A2762 COURT	\$3.91
459252	0	210855	6685	MID SOUTH DIGITAL	#A3957 SPD	\$258.70
459284	0	210863	6685	MID SOUTH DIGITAL	#A4675 COURT	\$150.56
459786	0	210856	6685	MID SOUTH DIGITAL	#A4738 SPD EAST PRECINCT	\$6.48
459319	0	210851	6685	MID SOUTH DIGITAL	#G0788 SPD	\$369.59
79622A	0	210916	6685	MID SOUTH DIGITAL	INK CARTRIDGE	\$140.00
25106	0	210739	20902	MILLS LORI		\$32.06

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111213	0	211006	16993	MISSISSIPPI ASSOCIAT	REGISTRATION CHIEF TOM LONG	\$325.00
OCT2013	43211	211234	1176	MISSISSIPPI STATE TA	OCT 2013 SALES TAX	\$10,908.26
110913	0	210929	2737	MIZE BILLY	FOOTBALL REF	\$180.00
102113	0	211200	20839	MOORE BEN & PATRICIA	ELMORE RD LAND ACQUISITION	\$3,680.00
97960158I	0	211192	335	MOORE MEDICAL CORP	BATTERIES FOR LIFEPAKCS	\$1,348.90
102113	112445	210674	15679	MS CHAPTER AMERICAN	MS AMERICAN PLANNING ASSOC. ANNUAL CONF.	\$130.00
110713	0	210972	3923	MS SOCCER ASSO	INSURANCE FOR INDOOR SOCCER	\$6,973.00
21363	0	210803	958	MS STATE FIRE ACADEM	R MUELLER SMOKE DIVER COURSE	\$390.00
25087	0	210720	19403	MTR PROPERTIES, INC		\$111.30
25088	0	210721	19403	MTR PROPERTIES, INC		\$111.30
102913	112446	210667	20834	MULLEN ANDREA	CLERKS COURSES - OXFORD, MS	\$123.00
0000637	0	210811	1540	MURPHY & SONS, INC.	COURT - MISC REPAIRS	\$1,972.83
0000635	0	210810	1540	MURPHY & SONS, INC.	COURT - MOLD INVESTIGATION	\$317.17
0000640	0	210847	1540	MURPHY & SONS, INC.	REPAIRS @ SNOWDEN GROVE	\$2,366.00
0000639	0	210809	1540	MURPHY & SONS, INC.	SFD STATION 2 - WEATHER STRIPPING FOR DOORS	\$745.31
17615	0	210892	15230	MY-LOR. INC.	KYLE (NEW HIRE) TAG	\$8.19
103113	0	210771	20929	MYERS TAYLOR BARKLEY	CASH BOND REFUND	\$505.00
590520	0	210780	1150	NAPA GENUINE PARTS C	BITS TO REPAIR MACHINERY	\$14.21
593031	0	211181	1150	NAPA GENUINE PARTS C	FITTINGS FOR TRUCK 835	\$33.11
111413	0	211215	10365	NESBIT WATER	COLLECTED FEES - OCT 2013	\$3,096.00
103013	0	210772	20930	NEYMAN JODY	SPECIAL JUDGE 10/31/13	\$400.00
25083	0	210716	20183	NORTH MS HOME BUILDE		\$110.83

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25085	0	210718	20183	NORTH MS HOME BUILDE		\$111.77
39735	0	210800	5407	NORTH MS. TWO-WAY CO	SIREN INSTALLATION ON COMMAND TRAILER	\$816.98
592470081113	0	211180	1105	NORTHCENTRAL ELECTRI	STREET LIGHTS	\$1,295.82
592470071113	112827	211055	1105	NORTHCENTRAL ELECTRI	RIVER PTE. DR. #5714 - UTILITIES	\$86.16
110913	0	210930	8250	NYE ERIC	FOOTBALL REF	\$140.00
1257-129106	0	211226	7304	O'REILLYS AUTO PARTS	FRONT BRAKE KIT	\$14.24
1257-128186	0	211144	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$3.99
1791-282991	0	211177	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$19.98
1257-128179	0	211143	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$39.99
1257-129046	0	211178	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$164.93
1791-283637	0	210898	7304	O'REILLYS AUTO PARTS	RELAY SWITCH	\$4.99
1257-128858	0	210884	7304	O'REILLYS AUTO PARTS	TORX BIT SET (SHOP)	\$29.99
1791-282950	0	210845	7304	O'REILLYS AUTO PARTS	TRUCK 831 BATTERY / FUEL TREATMENT	\$159.08
678740309001	0	211039	7600	OFFICE DEPOT	BINS FOR PR - SPD	\$99.96
678953128001	0	211043	7600	OFFICE DEPOT	COPY PAPER - SPD	\$398.25
678953620001	0	211042	7600	OFFICE DEPOT	DESK SET - LT CRITES (PSD)	\$266.99
678740234001	0	211041	7600	OFFICE DEPOT	DOLLY FOR PR - SPD	\$132.98
679832590001	0	211135	7600	OFFICE DEPOT	OFFICE SUPPLIES	\$37.92
679831906001	0	210981	7600	OFFICE DEPOT	OFFICE SUPPLIES	\$190.52
678952516001	0	211036	7600	OFFICE DEPOT	OFFICE SUPPLIES - SPD	\$312.78
1627180879	0	210989	7600	OFFICE DEPOT	PRINTERS/INK FOR IT DEPT	\$533.72
678740310001	0	211038	7600	OFFICE DEPOT	STENO PADS - SPD	\$21.26

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1628010996	0	210988	7600	OFFICE DEPOT	TAB DIVIDERS	\$4.05
680694062001	0	210993	7600	OFFICE DEPOT	TONER	\$209.44
111213	0	210878	7820	OLIVER ANDREA	SALES/MARKETING NOV 1-15	\$1,012.50
298862	0	210788	539	OVERHEAD DOOR CO MEM	LABOR TO SERVICE OVERHEAD DOOR - GOLF CTR	\$174.00
299160	0	210897	539	OVERHEAD DOOR CO MEM	STATION 3 DOOR REPAIR	\$200.00
55029672	0	211171	7504	PAETEC	PHONE SERVICES	\$614.63
25117	0	210750	20913	PALUINO DARRELL		\$25.10
0193973	0	210886	983	PARAMOUNT UNIFORMS R	MATS @ ANIMAL SHELTER	\$5.00
0192647	0	210888	983	PARAMOUNT UNIFORMS R	MATS @ ANIMAL SHELTER	\$5.00
0193319	0	210911	983	PARAMOUNT UNIFORMS R	MATS @ ARENA	\$38.00
0193309	0	210910	983	PARAMOUNT UNIFORMS R	MATS @ PERFORMING ARTS CTR	\$45.00
0192649	0	211173	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$27.78
0193975	0	211175	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$27.78
0192650	0	211172	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$100.15
0193976	0	211174	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$100.15
0193040	0	210797	983	PARAMOUNT UNIFORMS R	UNIFORMS - BLDG DEPT	\$6.53
0194371	0	210875	983	PARAMOUNT UNIFORMS R	UNIFORMS - BLDG DEPT	\$6.53
0191678	0	210766	983	PARAMOUNT UNIFORMS R	UNIFORMS - GOLF	\$37.36
0193009	0	210915	983	PARAMOUNT UNIFORMS R	UNIFORMS - GOLF	\$37.36
0191978	0	210781	983	PARAMOUNT UNIFORMS R	UNIFORMS - PARKS	\$328.71
0193308	0	210903	983	PARAMOUNT UNIFORMS R	UNIFORMS - PARKS	\$375.71
0192648	0	210835	983	PARAMOUNT UNIFORMS R	UNIFORMS - UTILITY DEPT	\$115.54

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0191330	0	210841	983	PARAMOUNT UNIFORMS R	UNIFORMS - UTILITY DEPT	\$115.74
0193974	0	210954	983	PARAMOUNT UNIFORMS R	UNIFORMS - UTILITY DEPT	\$137.54
25662	0	211225	401	PATE HYDRAULICS	SHOP MATERIALS	\$7.13
1085	0	210778	18943	PATSY CLEEN COMMERC	CLEANING @ CITY HALL / COURT	\$2,399.00
25118	0	210751	20914	PATTERSON LATASHA		\$11.51
07454	0	210955	615	PAYNES LOCKSMITH SER	DOOR REPAIRS @ PEPPERCHASE	\$424.60
07453	0	210904	615	PAYNES LOCKSMITH SER	GOLF COURSE FRONT DOOR REPAIRS	\$1,035.00
110713	0	210906	17272	PERKINS WENDY JEAN	AEROBICS INSTRUCTOR	\$140.00
NOV2013	0	211085	1368	PIRTLE, STEVE	PETTY CASH	\$666.70
O70095938	0	211048	11281	PRECISION DOOR SERVI	TEMPORARY REPAIR TO E BAY DOOR	\$174.00
149909	0	211045	8309	PRIORITY DISPATCH	EMD RECERTIFICATIONS (9 DISPATCHERS)	\$450.00
149829	0	211029	8309	PRIORITY DISPATCH	EMD RETESTING - L YOUNG	\$30.00
171010	112447	210671	768	PUBLIC AGENCY TRAINI	DON BARR - SEX CRIME COURSE - GONZALES, LA	\$275.00
111313	0	211023	17797	RAY VINCE	REIMBURSE 2014 CLOTHING ALLOT	\$303.00
111313	0	211133	20825	READY GEORGE	SPECIAL JUDGE 11/13	\$400.00
25109	0	210742	20905	REID BROOKE		\$30.05
117718	0	210907	10865	RELIABLE EQUIPMENT	SUPPLIES TO REPAIR MOWERS	\$393.89
25072	0	210705	20884	RENASANT BANK--KENT		\$71.29
25126	0	210759	20922	RESTORATION INVESTME		\$115.35
102813	0	210849	18047	ROBBINS JANICE	YOGA INSTRUCTOR	\$120.00
724153	0	210971	10730	ROSEMOUNT ANALYTICAL	SPARE PH SENSOR FOR WATER PLAN	\$323.50
25064	0	210697	20877	RUSSELL KEITH & PENN		\$22.77

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25068	0	210701	20877	RUSSELL KEITH & PENN		\$124.20
25125	0	210758	20921	RUSSELL NATHAN & WHI		\$105.52
25120	0	210753	20916	RYDER JEFFREY L		\$13.06
102113	0	211203	20838	SANFORD LOUIS C	ELMORE RD LAND ACQUISITION	\$276.00
157554	0	211130	339	SAYLE OIL CO INC	STATION 1	\$993.87
157555	0	211128	339	SAYLE OIL CO INC	STATION 2	\$1,089.95
157556	0	211129	339	SAYLE OIL CO INC	STATION 3	\$2,176.58
127793180	0	211026	6743	SE EMERGENCY PHYSICI	E SAMMIS	\$531.00
25065	0	210698	20878	SEMOSH JOHN & MARY B		\$29.11
463672	0	211072	387	SHAPIRO UNIFORMS	A HARROLD 2014 ALLOT	\$84.95
463656	0	211070	387	SHAPIRO UNIFORMS	B BOUCHARD 2014 ALLOT	\$119.95
463571	0	211053	387	SHAPIRO UNIFORMS	B PECTOR 2014 ALLOT	\$311.15
463556	0	211050	387	SHAPIRO UNIFORMS	C LEE 2014 ALLOT	\$384.80
463618	0	211068	387	SHAPIRO UNIFORMS	G BARTON 2014 ALLOT	\$30.95
463567	0	211052	387	SHAPIRO UNIFORMS	G SMOROWSKI 2014 ALLOT	\$275.40
463667	0	211071	387	SHAPIRO UNIFORMS	J RAINS 2014 ALLOT	\$190.75
463655	0	211069	387	SHAPIRO UNIFORMS	M SMITH 2014 ALLOT	\$334.90
463671	0	211073	387	SHAPIRO UNIFORMS	T BURNHAM 2014 ALLOT	\$134.85
2350-8	0	211012	1104	SHERWIN WILLIAMS SOU	PAINT - EVIDENCE ROOM	\$19.29
64505	0	211083	1104	SHERWIN WILLIAMS SOU	STACKS - JACKET	\$388.30
89190	0	211158	611	SIGNS & STUFF	SIGN SERVICES	\$175.00
110913	0	210931	9136	SINQUEFIELD MURRAY	FOOTBALL REF	\$280.00

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110913	0	210932	975	SMITH BILLY K	FOOTBALL REF	\$290.00
103013	0	210768	17200	SMITH JOYCE W	YOGA INSTRUCTOR	\$25.00
110613	0	210909	17200	SMITH JOYCE W	YOGA INSTRUCTOR	\$25.00
SHP195-1458	0	211079	1101	SNAPPY WINDSHIELD	1458 WINDSHIELD REPAIR	\$45.00
84418	0	210975	1102	SOUTHAVEN SUPPLY	DUCT TAPE - SFD	\$9.79
87577	0	211056	1102	SOUTHAVEN SUPPLY	EQUIPMENT FOR EVIDENCE ROOM	\$28.69
84349	0	210974	1102	SOUTHAVEN SUPPLY	EXTENSION CORDS - SFD	\$117.03
72123	0	211097	1102	SOUTHAVEN SUPPLY	NUTS/BOLTS	\$3.92
90263	0	210957	1102	SOUTHAVEN SUPPLY	SHOP SUPPLIES	\$94.25
88475	0	210850	1102	SOUTHAVEN SUPPLY	SHOP SUPPLIES	\$217.81
88909	0	210956	1102	SOUTHAVEN SUPPLY	SHOP SUPPLIES	\$546.15
102913	0	211110	18521	SOUTHERN TELECOMMUNI	PHONE SERVICES FOR POLICE, FIRE, PARKS & CITY HALL	\$1,156.03
65276	0	211082	11610	SOUTHERN THUNDER	HD - THERMOSTAT	\$198.00
102413	0	211211	18133	STACKS GREG	PER DIEM - GRENADA MS	\$164.00
3213428467	0	211186	19739	STAPLES ADVANTAGE	2014 CALENDARS - PARKS	\$279.90
3213428471	0	211185	19739	STAPLES ADVANTAGE	CALCULATOR - PARKS	\$89.95
3213428473	0	211145	19739	STAPLES ADVANTAGE	COPY PAPER	\$114.46
3213428465	0	211188	19739	STAPLES ADVANTAGE	CREDIT FREIGHT CHARGE	\$-39.16
3193700728	0	210895	19739	STAPLES ADVANTAGE	FILE FOLDERS	\$130.36
3193700723	0	210894	19739	STAPLES ADVANTAGE	INK	\$111.97
3213428469	0	210877	19739	STAPLES ADVANTAGE	OFFICE SUPPLIES	\$16.15
3213428468	0	210873	19739	STAPLES ADVANTAGE	OFFICE SUPPLIES	\$45.38

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3213428466	0	211187	19739	STAPLES ADVANTAGE	OFFICE SUPPLIES - PARKS	\$76.57
8027498002	0	211009	19739	STAPLES ADVANTAGE	OFFICE SUPPLIES - SFD	\$64.74
3213428470	0	211147	19739	STAPLES ADVANTAGE	RUBBER BANDS	\$6.18
6484MAYOR	0	211132	2352	STATE TAX COMMISSION	GOVT TAG - VIN# 6484 MAYOR MUSSELWHITE	\$12.00
25151	43212	211235	4304	STATE TAX COMMISSION	OCT 2013 SALES TAX PAID.	\$1,615.12
OCT-2013	0	211106	955	STATE TREASURER	OCT 2013 MTHLY ASSESSMENT	\$92,572.29
103113	112448	210668	16778	STAY BRIDGE SUITES	D. BRYANT, LODGING I.P.T.M. CONFERENCE	\$474.00
SPAISLEY	0	211194	6885	STEGALL NOTARY SERVI	NOTARY RENEWAL - S PAISLEY	\$150.00
25057	0	210690	20870	STEWART ALAN & SUSAN		\$30.05
110913	0	210933	13794	STRICKLAND ERIK RYAN	FOOTBALL REF	\$120.00
25129	0	210762	20925	STURDIVANT DAVID		\$5.61
0112595-IN	0	211141	7500	SWEEPING CORPORATION	OCT 2013 - SWEPT I-55	\$1,973.17
0112596-IN	0	211123	7500	SWEEPING CORPORATION	RESIDENTIAL STREET SWEEPING	\$1,157.78
0112594-IN	0	211140	7500	SWEEPING CORPORATION	RESIDENTIAL STREET SWEEPING	\$5,103.36
8916	0	210976	5938	T & B TRUCK REPAIR	TRUCK 810 - REPLACE HIGH PRESSURE OIL LINE	\$837.98
4254	0	211074	6877	TACTGEAR INC	G PRUETT 2014 ALLOT	\$142.65
K30101648	0	211219	8347	TELECHECK	CHECK SERVICES - OCT 2013	\$2,359.82
676144649	0	210802	592	TELETOUCH COMMUNICAT	PAGERS - SFD	\$92.43
400615	0	210840	5329	TENCARVA MACHINERY C	INSTALL ALARM @ LAKES OF NICHOLS LIFT STATION	\$856.50
400833	0	210837	5329	TENCARVA MACHINERY C	LAKES OF NICHOLS LIFT STATION	\$465.15
306769	0	210896	20843	TESS COMPANY	OXYGEN	\$60.00
305664	0	210996	20843	TESS COMPANY	OXYGEN FOR UNITS	\$58.74

<u>Invoice #</u>	<u>Check#</u>	<u>Voucher #</u>	<u>Vendor #</u>	<u>Vendor Name</u>	<u>Invoice Description</u>	<u>Invoice Amnt</u>
303568	0	210893	4069	TESSCO	OXYGEN CYLINDERS FOR MEDICAL O2	\$2,315.50
3000770987	0	210985	492	THYSSENKRUPP ELEVATO	CITY HALL ELEVATOR MAINTENANCE	\$1,552.07
3000770976	0	210984	492	THYSSENKRUPP ELEVATO	PARKS OFFICE ELEVATOR MAINTENANCE	\$776.44
24470	0	210787	313	TIM MOTE PLUMBING	TENNIS CENTER	\$150.00
05831396	0	210990	5890	TIME WARNER TELECOM	INTERNET/NETWORK CONNECTIVITY	\$5,619.21
25130	0	210763	20926	TIMMON RUSTY & BEVER		\$8.53
562418	0	210922	7819	TOPMOST CHEMICAL	PAPER TOWELS	\$73.38
561467-1	0	210839	7819	TOPMOST CHEMICAL	SHOP SUPPLIES	\$715.89
3408QB	0	210833	9591	TRI FIRMA	2854 POPLAR WOODS	\$1,582.32
3407QB	0	210832	9591	TRI FIRMA	2863 MANNING CIRCLE S	\$1,418.07
3412QB	0	210979	9591	TRI FIRMA	3533 CAROLYN CROSSING	\$746.60
3410QB	0	210980	9591	TRI FIRMA	5424/5409 WOODCHASE	\$2,171.41
3409QB	0	210834	9591	TRI FIRMA	STATELINE/BELLMONT	\$502.57
3413QB	0	211232	9591	TRI FIRMA	W.O.#2506: DUG UP SINKHOLES @ 4282 JESSICA DR	\$2,956.35
13556-10	0	211120	469	TRI-STAR COMPANIES,	HVAC - PREV. MAINT. CONTRACT	\$4,250.00
TC3202	0	211122	469	TRI-STAR COMPANIES,	HVAC SERVICES	\$867.89
TC2972	0	211121	469	TRI-STAR COMPANIES,	HVAC SERVICES	\$1,041.55
TC3232	0	211166	469	TRI-STAR COMPANIES,	HVAC SERVICES AT CITY HALL	\$140.00
58626	0	210917	1213	TRI-STATE TROPHY	2013 LEAGUE CHAMPS TROPHIES	\$762.00
331012	0	211102	3575	TRUCK PARTS SPECIALI	PART FOR TRUCK 812	\$513.84
25079	0	210712	20891	TURPEN ANNIE		\$13.24
025-80689	0	211096	952	TYLER TECHNOLOGIES	CITATION INTERFACE ANNUAL MAINTENANCE	\$1,929.38

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111213	0	210973	20932	TYLER TIM	SPORTS REFUND	\$500.00
7730971	0	211078	1114	UNION AUTO PARTS	3033 BRAKE PADS	\$49.72
1449-00	0	211062	1114	UNION AUTO PARTS	3033 COIL ASSEMBLY	\$53.98
7732362	0	211077	1114	UNION AUTO PARTS	3033 INTAKE MANIFOLD	\$196.62
743-00	0	211063	1114	UNION AUTO PARTS	3060 RADIATOR FAN / CONTROLLER	\$355.63
6351	0	211227	1114	UNION AUTO PARTS	MOTOR MOUNTS (SHOP)	\$150.00
7567-00	0	211018	1114	UNION AUTO PARTS	NARCOTICS - PADS & ROTORS	\$240.94
7529-00	0	211017	1114	UNION AUTO PARTS	OIL (SHOP INVENTORY)	\$487.38
FY2014	0	211139	2310	UNITED STATES POSTAL	PO BOX RENTAL FOR SCOTTY BAKER	\$224.00
25127	0	210760	20923	VANDYKE KATHY		\$3.21
25061	0	210694	20874	VARADI SANDOR		\$87.12
25092	0	210725	18400	VENTURE SIGNATURE HO		\$110.36
971432691113	0	211214	1095	VERIZON WIRELESS	CELL PHONES	\$2,558.28
30452721	0	210958	2869	VULCAN CONSTRUCTION	CRUSHED LIMESTONE	\$444.21
30446820	0	210961	2869	VULCAN CONSTRUCTION	CRUSHED LIMESTONE	\$3,404.19
30446821	0	210882	2869	VULCAN CONSTRUCTION	RIPRAP	\$698.34
25107	0	210740	20903	WALLS JERRY		\$70.71
25074	0	210707	20886	WARD RICHARD & SARAH		\$30.05
25063	0	210696	20876	WARE LATASHA D		\$36.92
3042752	0	210792	8127	WASTE CONNECTIONS OF	3335 PINE TAR ALLEY (PARKS OFFICE)	\$108.55
3045409	0	210794	8127	WASTE CONNECTIONS OF	4700 STATELINE RD - SOCCER COMPLEX	\$121.46
3045184	0	210793	8127	WASTE CONNECTIONS OF	7360 HWY 51 (ARENA)	\$119.23

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3045005	0	210796	8127	WASTE CONNECTIONS OF	7505 CHERRY VALLEY	\$209.42
3046076	0	210777	8127	WASTE CONNECTIONS OF	8554 NORTHWEST DRIVE	\$116.56
3042784	0	210795	8127	WASTE CONNECTIONS OF	8925 SWINNEA - GOLF COURSE	\$94.60
3045941	0	210776	8127	WASTE CONNECTIONS OF	CITY HALL/SPD	\$259.22
3046735	0	211142	8127	WASTE CONNECTIONS OF	CURBSIDE RECYCLING SERVICES	\$41,648.00
1852	0	211111	19230	WASTE PRO	RUBBISH COLLECTION SERVICES	\$69,750.00
69745	0	211236	378	WAYNES CANDY CO INC	CANDY FOR CHRISTMAS PARADE 2013	\$1,740.35
69746	0	210790	378	WAYNES CANDY CO INC	EASTER EGG HUNT 2014 CANDY	\$1,398.12
25111	0	210744	20907	WHITE PAMELA		\$31.26
33900	0	211230	11134	WHITFIELD	ELECTRICAL SERVICES @ CITY HALL	\$97.71
33898	0	211231	11134	WHITFIELD	ELECTRICAL SERVICES @ STATION 1	\$1,435.39
40760	0	210870	2248	WILLIAMS, PITTS & BE	PROFESSIONAL SERVICES	\$4,560.00
110913	0	210934	976	WILLIAMS, TIM	FOOTBALL REF	\$160.00
110913	0	210935	973	WINDSOR JEFF	FOOTBALL REF	\$200.00
110913	0	210936	974	WINDSOR, JIM	FOOTBALL REF	\$390.00
110913	0	210949	19340	WINSTON TIMOTHY	SOCCER REF	\$120.00
103113	0	210784	15915	WISEMAN CYNTHIA	AEROBICS INSTRUCTOR	\$90.00
102413	0	210978	15915	WISEMAN CYNTHIA	ZUMBA INSTRUCTOR	\$135.00
092413	0	210885	5095	WOODS TREE SERVICE	TREE REMOVAL @ GREENBROOK WATER PLANT	\$925.00
38583	0	210913	349	WORLD CLASS ATHLETIC	GREEN TURF COLORANT	\$1,069.00

**Total Invoices Paid on this Docket: \$707,915.75**

# 20. Executive Session