



**MEETING OF THE MAYOR AND BOARD OF ALDERMEN
SOUTHAVEN, MISSISSIPPI
CITY HALL
NOVEMBER 20, 2012
6:00 p.m.
AGENDA**

- 1. Call To Order**
- 2. Invocation**
- 3. Pledge Of Allegiance**
- 4. Approval Of Minutes: November 6, 2012**
- 5. Resolution Fixing The Ad Valorem Tax Levy On Real And Personal Property For Taxes And Establishing The Amended Budget**
- 6. IDI Real Property Tax Exemption**
- 7. Resolution To Clean Private Property**
- 8. Emergency Repair - SPD**
- 9. Single Source Item Purchase – Parks Dept. & SPD**
- 10. Planning Agenda**
- 11. Mayor's Report**
- 12. Citizen's Agenda**
- 13. Committee Reports**
- 14. City Attorney's Legal Update**
- 15. Old Business**
- 16. Progress Reports**
- 17. Claims Docket**
- 18. Personnel & Litigation**

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 6, 2012
6:00 p.m.
AGENDA

1. Call To Order
2. Invocation
3. Pledge Of Allegiance
4. Approval Of Minutes: October 16, 2012
5. Resolution Directing The Sale And Award Of General Obligation Bonds, Series 2012 In The Amount Of \$2,875,000; And A Resolution Approving And Authorizing The Form Of, Execution And Distribution Of An Official Statement Pertaining To Bonds
6. Resolution for Surplus Police Vehicle
7. Resolution To Clean Private Property
8. Budget Amendment
9. Emergency Repair - SPD
10. PRB Entertainment, LLC
11. Municipal Compliance Questionnaire
12. Planning Agenda: Item #1 Application by Elmer Sipps, Jr. for a conditional use permit to allow a barber shop at 1140 Church Road
Item #2 1st draft proposal for city-wide bike and pedestrian plan
13. Mayor's Report
14. Citizen's Agenda
15. Personnel Docket
16. Committee Reports
17. City Attorney's Legal Update
18. Old Business
19. Progress Reports
20. Claims Docket
21. Personnel & Litigation

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 OF THE REGULAR MEETING
OF NOVEMBER 06, 2012
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 6th day of November, 2012 at six o'clock (6:00) p.m. at City Hall.

Present were:

Greg Guy	Alderman at Large
Lorine Cady	Alderman, Ward 1
Ronnie Hale	Alderman, Ward 2
William Brooks	Alderman, Ward 4
Ricky Jobs	Alderman, Ward 5
Randall Huling, Jr.	Alderman, Ward 6

Alderman Payne was absent. Also present were Sheila Heath, City Clerk, Chris Wilson, City Administrator and Nick Manley, City Attorney. Approximately twenty-five (25) other people were present.

Mayor Davis called the meeting to order. Alderman Cady led in prayer, followed by the Pledge of Allegiance led by Alderman Guy. Next, a motion was made by Alderman Cady to approve the minutes of the regular meeting of October 16, 2012 with any corrections, deletions, or additions necessary. There being none the motion was seconded by Alderman Jobs. Motion was put to a vote and passed unanimously.

RESOLUTION DIRECTING THE SALE AND AWARD OF GENERAL OBLIGATION BONDS, SERIES 2012 IN THE AMOUNT OF \$2,875,000. AND A RESOLUTION APPROVING AND AUTHORIZING THE FORM OF, EXECUTION AND DISTRIBUTION OF AN OFFICIAL STATEMENT PERTAINING TO BONDS.

RESOLUTION DIRECTING THE SALE AND AWARD OF GENERAL OBLIGATION BONDS, SERIES 2012 (THE "BONDS") OF THE CITY OF SOUTHAVEN, MISSISSIPPI, DATED NOVEMBER 1, 2012, IN THE PRINCIPAL AMOUNT OF TWO MILLION EIGHT HUNDRED SEVENTY FIVE THOUSAND DOLLARS (\$2,875,000); 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, acting for and on behalf of the City of Southaven, Mississippi (the "City"), hereby finds, determines, adjudicates and declares as follows:

1. The Mayor and Board of Aldermen on October 16, 2012, did adopt a resolution directing that General Obligation Bonds, Series 2012 (the "Bonds"), of the City in the principal amount of Two Million Eight Hundred Seventy-Five Thousand Dollars (\$2,875,000) be offered for sale on sealed bids to be received up until the hour of 3:00 o'clock p.m. on the 6th day of November, 2012 by the City Clerk of the City in her office in the City Hall for subsequent presentation to the Mayor and Board of Aldermen 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 6, 2012.

2. As directed by the aforesaid resolution, notice of sale of the Bonds was duly published in the *DeSoto County 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 October 23 and 30, 2012, the first publication having been made at least ten (10) days preceding November 6, 2012, 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 Mayor and Board of Aldermen 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 6, 2012.

4. At said time and place six (6) sealed proposals for the purchase of the Bonds were examined and considered by the Mayor and Board of Aldermen, said bids having heretofore been presented by and being on file with the Clerk.

5. The Mayor and Board of Aldermen 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 Raymond James & Associates, Inc., Memphis, Tennessee, and said bid was accompanied by a cashier's check, certified check or exchange payable to the City of Southaven, Mississippi, in the amount of Fifty Seven Thousand Five Hundred Dollars (\$57,500.00), 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 Mayor and Board of Aldermen 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 MAYOR AND BOARD OF ALDERMEN AS FOLLOWS:

SECTION 1. The Bonds are hereby awarded and sold to Raymond James & Associates, Inc., Memphis, Tennessee, in accordance with the offer submitted to the Mayor and Board of Aldermen in words and figures as follows:

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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 Mayor and Board of Aldermen 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 November 1, 2012; 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 First Security Bank, Batesville, Mississippi, said bank to act as paying agent, registrar and transfer agent for said Bonds; shall bear interest from the date thereof at the rates hereinafter set forth, payable semiannually on May 1 and November 1 in each year (each an "Interest Payment Date"), commencing November 1, 2013; and shall mature and become due and payable serially, on November 1 in the years and principal amounts as follows:

<u>YEAR</u>	<u>AMOUNT</u>	<u>INTEREST RATE</u>	<u>YEAR</u>	<u>AMOUNT</u>	<u>INTEREST RATE</u>
2013	\$260,000	1.250%	2018	\$290,000	1.250%
2014	270,000	1.250	2019	295,000	1.250
2015	275,000	1.250	2020	300,000	1.375
2016	280,000	1.250	2021	305,000	1.500
2017	285,000	1.250	2022	315,000	1.700

Bonds maturing on November 1, 2020 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 on any date on or after November 1, 2019, or in part, in inverse order of maturity and by lot within a maturity on November 1, 2019, or on any Interest Payment Date thereafter.

SECTION 5. The Mayor and Board of Aldermen 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 Mayor and Board of Aldermen.

SECTION 6. All orders, resolutions or proceedings of the Mayor and Board of Aldermen 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.

Motion was made by Alderman Guy and seconded by Alderman Cady, 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 Greg Guy	voted: YEA
Alderman Lorine Cady	voted: YEA
Alderman Ronnie Hale	voted: YEA
Alderman George Payne	voted: ABSENT
Alderman William Brooks	voted: YEA
Alderman Ricky Jobs	voted: YEA
Alderman Dr. Randy Huling	voted: ABSENT

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 6th day of November, 2012.

MAYOR

ATTEST:

CITY CLERK

(SEAL)

EXHIBIT A
FORM OF OFFICIAL STATEMENT

EXHIBIT B

PROOF OF PUBLICATION

ButlerSnow 14394528v1

RATINGS: Standard & Poor's: "AA-"
(See "RATING" herein)

NEW ISSUE-BOOK ENTRY

In the opinion of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Ridgeland, Mississippi, assuming continuing compliance by the City with the tax covenants and representations described herein, under existing law, 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 Mississippi State income taxation under existing laws. See "TAX EXEMPTION" herein.

\$2,875,000
GENERAL OBLIGATION BONDS
SERIES 2012
OF THE
CITY OF SOUTHAVEN, MISSISSIPPI

DATED: November 1, 2012

DUE: November 1, as shown below

Interest is payable semiannually on May 1 and November 1 of each year (each an "Interest Payment Date"), commencing November 1, 2013. The Bonds, in registered form and in the denomination of \$5,000 each, or integral multiples thereof up to the amount of a single maturity, will mature on November 1, with option of prior payment, in the years and principal amounts as follows:

<u>YEAR OF MATURITY</u>	<u>PRINCIPAL AMOUNT</u>	<u>INTEREST RATE</u>	<u>YIELD</u>	<u>YEAR OF MATURITY</u>	<u>PRINCIPAL AMOUNT</u>	<u>INTEREST RATE</u>	<u>YIELD</u>
2013	\$260,000	1.250%	0.350%	2018	\$290,000	1.250%	0.950%
2014	270,000	1.250	0.450	2019	295,000	1.250	1.200
2015	275,000	1.250	0.600	2020	300,000	1.375	1.400
2016	280,000	1.250	0.650	2021	305,000	1.500	1.550
2017	285,000	1.250	0.800	2022	315,000	1.700	1.700

Bonds maturing on November 1, 2020 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 on any date on or after November 1, 2019, or in part, in inverse order of maturity and by lot within a maturity on November 1, 2019, or on any Interest Payment Date thereafter.

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

The Bonds are offered subject to the final approval of the legality thereof by Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Ridgeland, Mississippi, Bond Counsel. It is expected that the Bonds will be available for delivery on or about November 29, 2012.

RAYMOND JAMES & ASSOCIATES, INC.

The date of this Official Statement is November 6, 2012.

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

Mayor
Charles G. Davis

Board of Aldermen

Lorine Cady
Ronnie Hale
George Payne
William Brooks
Ricky Jobs
Dr. Randy Huling
Greg Guy

City Clerk
Sheila Heath

City Attorney
Butler, Snow, O'Mara, Stevens & Cannada, PLLC
Ridgeland, Mississippi

Financial Advisor
Government Consultants, Inc.
Jackson, Mississippi

Bond Counsel
Butler, Snow, O'Mara, Stevens & Cannada, PLLC
Ridgeland, Mississippi
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OFFICIAL STATEMENT

\$2,875,000

GENERAL OBLIGATION BONDS

SERIES 2012

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 \$2,875,000 General Obligation Bonds, Series 2012, dated November 1, 2012 (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

Purpose and Authorization

The Bonds are being issued for the purpose of providing funds for erecting municipal buildings, and purchasing buildings or land therefor, and for repairing, improving, adorning and equipping the same; purchasing fire-fighting equipment and apparatus, and providing housing for same, and purchasing land therefor; and paying for the costs of issuance of the Bonds.

The Bonds will be issued pursuant to the provisions of Sections 21-33-301 et seq., Mississippi Code of 1972, as amended (the "Act"), and a Bond Resolution adopted by the Mayor and Board of Aldermen of the City (the "Governing Body") on October 16, 2012 (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. February 21, 2012, 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 2012 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 of Mississippi 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 of Mississippi. 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 November 1, 2012, 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 November 1, 2013, and semiannually thereafter on May 1 and November 1 of each year.

Redemption Provisions

Bonds maturing on November 1, 2020, 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, at any time, commencing November 1, 2019, or in part, in inverse order of maturity and by lot within a maturity on November 1, 2019, or on any Interest Payment Date thereafter.

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 and 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

Moody's Investors Services has assigned its municipal bond rating of "AA-" 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 EXEMPTION

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 not be included in gross income of the registered owners 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 included 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 opinions of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Ridgeland, Mississippi, the Bond Counsel, under existing law, interest on the Bonds is not included in 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 treated as a preference item in calculating the alternative minimum tax that may be imposed on individuals and corporations. Such interest, however, is includable in the "adjusted current earnings" of certain corporations for purposes of computing the alternative minimum tax (see "Certain Federal Tax Information – 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 law, Bond Counsel is of the opinion that, interest on the Bonds is exempt from all present taxes imposed by the State of Mississippi and any county, municipality or other political subdivision of the State of Mississippi, except for inheritance, estate and transfer taxes.

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.

Alternative Minimum Tax. The Code imposes an alternative minimum tax with respect to individuals and corporations on alternative minimum taxable income. A 20 percent alternative corporate minimum tax is imposed on corporations (other than S corporations, regulated investment companies, real estate investment trusts or real estate mortgage investment conduits, as such terms are defined in the Code). Interest on the Bonds is not treated as a preference item in calculating alternative minimum taxable income. The Code provides, however, that the corporation's alternative minimum taxable income is increased by 75 percent of the excess (if any) of (i) the "adjusted current earnings" of a corporation over (ii) its alternative minimum taxable income (determined without regard to this adjustment and the alternative tax net operating loss deduction). Interest on tax-exempt obligations, including the interest on the Bonds, would generally be included in computing a corporation's "adjusted current earnings." Accordingly, a portion of any interest on the Bonds received or accrued by a corporate registered owner will be included in computing such corporation's alternative minimum taxable income for such year.

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) of the Code).

The City has designated the Bonds as "qualified tax-exempt obligations" pursuant to Section 265(b)(3)(C) of the Code. Eighty percent (80%) of the interest expense deemed incurred by banks, thrift institutions and other 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.

TAX TREATMENT OF ORIGINAL ISSUE DISCOUNT

The Bonds maturing on November 1 in the years 2020 through 2021 (the "Discount Bonds") are being offered and sold to the public at an original issue discount ("OID") from the amounts payable at maturity thereon. OID is the excess of the stated redemption price of a bond at maturity (the face amount) over the "issue price" of such bond. The issue price is the initial offering price to the public (other than to bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of bonds of the same maturity are sold pursuant to that initial offering. For federal income tax purposes, OID on bond will accrue over the term of the bond, and for the Discount Bonds, the amount of accretion will be based on a single rate of interest, compounded semiannually (the "yield to maturity"). The amount of OID that accrues during each semi-annual period will do so ratably over that period on a daily basis. With respect to an initial purchaser of a Discount Bond at its issue price, the portion of OID

that accrues during the period that such purchaser owns the Discount Bond is added to such purchaser's tax basis for purposes of determining gain or loss at the maturity, redemption, sale or other disposition of that Discount Bond and thus, in practical effect, is treated as stated interest, which is excludable from gross income for federal income tax purposes.

Holders of Discount Bonds should consult their own tax advisors as to the treatment of OID and the tax consequences of the purchase of such Discount Bonds other than at the issue price during the initial public offering and as to the treatment of OID for state tax purposes.

TAX TREATMENT OF ORIGINAL ISSUE PREMIUM

The Bonds maturing on November 1 in the years 2013 through 2019 (the "Premium Bonds") have an issue price that is greater than the amount payable at maturity of such Premium Bonds. Any Premium Bonds purchased in the initial public offering at the issue price will have an "amortizable bond premium" within the meaning of Section 171 of the Code. A holder of a Premium Bond that has amortizable bond premium is not allowed any deductions for the amortizable bond premium. During each taxable year, a holder of a Premium Bond must reduce such holder's tax basis in such Premium Bond by the amount of the amortizable bond premium that is allocable to the portion of such taxable year during which the holder held such Premium Bond. The adjusted tax basis in a Premium Bond will be used to determine taxable gain or loss upon a disposition (e.g., upon a sale, exchange, redemption or payment at maturity) of such Premium Bond.

Holders of Premium Bonds who did not purchase such Premium Bonds in the initial offering at the issue price should consult their own tax advisors with respect to tax consequences of owning such Premium Bonds.

Holders of Premium Bonds should consult their own tax advisors with respect to the state and local tax consequences of owning the Premium Bonds.

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 ("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 six months after the end of each fiscal year of the City ending in or after September 30, 2013.

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 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 by March 31 in each year, unless the City changes its fiscal year. 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 of Mississippi 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 currently in compliance with all of its undertakings. There have been some 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 is required by statute to cause an annual audit (the "Annual Audit") to be made by a competent accountant or accountants. Because the Annual Audit has not always been timely performed, there have been instances in the previous five years when the City's annual reports have not been filed on a timely basis as required by previous undertakings of the City.

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.

No-Litigation Certificate

The attorney for the Mayor and Board of Aldermen will execute and deliver to the initial purchaser(s) of the Bonds a certificate dated as of the date of delivery 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, O'Mara, Stevens & Cannada, PLLC, 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.

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 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/ Charles G. Davis

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-Mart 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

¹Unincorporated

SOURCE: Censuses Data information at website: www.census.gov; November, 2012.

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	Occupation	Position Held Since
Charles G. Davis	Full-time Mayor	June, 1997
Lorine Cady	Homemaker	June, 1985
Ronnie Hale	Businessman	June, 2009
George Payne	Media	June, 2009
William Brooks	Retired Military	June, 2009
Ricky Jobs	Salesman	June, 1993
Dr. Randy Huling	Physician	June, 1997
Greg Guy	Business owner	June, 1997

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

	2011	2010	2009	2008	2007
RESIDENCE BASED EMPLOYMENT					
I. Civilian Labor Force	80,740	78,640	77,630	78,300	76,670
II. Unemployed	6,440	6,180	5,480	3,760	3,100
Rate	8.0	7.9	7.1	4.8	4.0
III. Employed	74,300	72,460	72,150	74,540	73,570
ESTABLISHMENT BASED EMPLOYMENT					
I. Manufacturing	3,810	3,550	4,320	5,300	5,710
II. Non-manufacturing	43,580	42,910	41,360	42,710	42,630
A. Agriculture, Forestry, Fishing & Hunting	80	90	70	80	80
B. Mining	30	30	30	30	30
C. Utilities	160	90	90	110	120
D. Construction	1,660	1,920	2,130	2,810	3,190
E. Wholesale Trade	3,510	3,290	3,220	2,970	2,730
F. Retail Trade	7,450	7,260	7,240	7,690	7,800
G. Transportation & Warehousing	5,650	5,410	4,560	4,460	4,280
H. Information	200	190	230	240	210
I. Finance & Insurance	900	960	980	1,000	1,010
J. Real Estate, Rental & Leasing	560	600	660	680	670
K. Prof., Scientific & Technical Service	860	910	910	930	1,010
L. Management of Companies & Entertainment	10	10	20	20	10
M. Administrative Support & Waste Management	3,510	3,220	2,670	3,350	3,790
N. Educational Services	200	230	170	150	130
O. Health Care & Social Assistance	5,030	4,880	4,710	4,490	4,210
P. Arts, Entertainment & Recreation	660	600	570	610	570
Q. Accommodation & Food Service	6,210	6,060	5,930	6,130	6,060
R. Other Services (except Public Administration)	900	880	850	900	910
S. Government	6,000	6,280	6,320	6,060	5,820
Education	3,490	3,720	3,760	3,640	3,550
III. Total Nonagricultural Employment	47,390	46,460	45,680	48,010	48,340

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, November, 2012.

Per Capita Income

Year	County	Mississippi	United States	County as % Of U.S.
2010	\$32,261	\$31,071	\$39,937	80%
2009	31,184	30,045	38,846	80
2008	32,613	30,945	40,947	79
2007	32,635	29,568	39,506	82
2006	31,683	27,917	37,725	83

SOURCE: Bureau of Economic Analysis: Regional Economic Accounts at website: www.bea.gov, 2006-2010; November, 2012.

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; November, 2012.

Retail Sales for the City

State Fiscal Year Ended June 30	Amount
2011	\$957,901,876
2010	910,561,229
2009	950,312,117
2008	972,366,414
2007	954,549,860

SOURCE: Annual Reports for years indicated, Mississippi Department of Revenue website: 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 2011-2012 scholastic year and for preceding years is as follows:

Scholastic Year	Enrollment
-----------------	------------

2011-2012	32,053
2010-2011	31,916
2009-2010	31,228
2008-2009	30,616
2007-2008	29,886

SOURCE: DeSoto County School District and Office of Research and Statistics, Mississippi Department of Education's website: <http://orsap.mde.k12.ms.us/MAARS/index.jsp>; November, 2012.

Banking Institutions

Institutions	2011 Total Assets
BancorpSouth1	\$13,362,287,000
BankPlus2	2,194,291,000
The Citizens National Bank of Meridian3	1,134,789,000
Community Bank, North Mississippi4	491,611,000
Covenant Bank5	234,993,000
Desoto County Bank6	81,115,000
First Security Bank7	523,616,000
First Tennessee Bank NA8	24,789,384,000
M&F Bank9	1,618,092,000
Regions Bank10	127,050,000
Renasant Bank ¹	4,253,448,000
SunTrust Bank11	176,859,000,000
Sycamore Bank12	178,908,000
Trustmark National Bank13	9,586,788,000
Wells Fargo Bank, National Association14	1,313,867,000,000

SOURCE: Mississippi Bank Directory, Mississippi Bankers Association, 2011-2012 edition;

-
- 1 Head office in Tupelo, Mississippi
 - 2 Head office in Ridgeland, Mississippi
 - 3 Head office in Meridian, Mississippi
 - 4 Head office in Amory, Mississippi
 - 5 Head office in Clarksdale, Mississippi
 - 6 Head office in Horn Lake, Mississippi
 - 7 Head office in Batesville, Mississippi
 - 8 Head office in Memphis, Tennessee, assets as of 12/31/11, obtained from Bank's 2011 Annual Report.
 - 9 Head office in Kosciusko, Mississippi
 - 10 Head office in Birmingham, Alabama, assets as of 12/31/11, obtained from Bank's 2011 Annual Report.
 - 11 Head office in Atlanta, Georgia, assets as of 12/31/11, obtained from Bank's 2011 Annual Report.
 - 12 Head office in Senatobia, Mississippi
 - 13 Head office in Jackson, Mississippi
 - 14 Head office in Sioux Falls, South Dakota, assets as of 12/31/11, obtained from Bank's 2011 Annual Report.

TAX INFORMATION

Assessed Valuation

Assessment Year	Real Property	Personal Property ¹⁵	Public Utility Property	Total
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 ¹⁶
2009	336,539,614	109,201,432	10,910,702	456,651,748
2008	308,279,210	111,291,089	9,797,484	429,367,783
2007	278,610,676	104,230,565	9,859,381	392,700,622

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 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

¹⁵ Personal Property includes automobiles, other motor vehicles and mobile homes.

¹⁶ Decrease is the result in fewer automobile purchases and a decrease in public utility property value.

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 of Mississippi 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)

	2012	2011	2010	2009	2008	2007
General Purpose	23.12	20.38	20.38	20.18	19.78	20.78
General Obligation Bond & Int. Sinking Fund	14.61	16.60	16.60	16.80	17.20	17.20
Library	0.00	0.75	0.75	0.75	0.75	0.75
Sanitation	6.00	6.00	6.00	6.00	6.00	6.00
Total	43.73	43.73	43.73	43.73	43.73	44.73

*Tax Levy is shown in mills.

SOURCE: Office of the City Administrator.

DEBT INFORMATION

Legal Debt Limit Statement
(as of November, 2012)

	15% Debt	20% Debt
Authorized Debt Limit (Last Completed Assessment for Taxation (\$531,946,618))	\$79,791,992	\$106,389,323
Present Debt Subject to Debt Limits	40,315,000	40,315,000
Less this Offering	2,875,000	2,875,000
Margin for Further Debt Under Debt Limits		

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 November, 2012)

Issue	Date of Issue	Original Principal	Outstanding Principal
G.O. Bonds	09/01/98	\$1,700,000	\$155,000
Public Improvement Bonds ¹⁷	12/01/04	4,500,000	610,000
Public Improvement Bonds	12/01/05	4,500,000	3,550,000
Public Improvement Bonds	07/01/07	6,000,000	4,950,000
Public Improvement Bonds	07/01/08	4,000,000	3,465,000
G.O. Notes	12/01/08	3,300,000	1,410,000
G.O. Refunding Bonds	04/16/09	6,665,000	5,675,000
G. O. Bonds	02/26/10	6,000,000	5,610,000
G.O. Refunding Bonds	04/15/10	3,595,000	2,925,000
G.O. Refunding Bonds	11/30/10	3,225,000	3,020,000
G.O. Refunding Bonds	02/17/11	3,505,000	3,195,000
G.O. Refunding Bonds	10/31/12	2,735,000	2,735,000
G.O. Refunding Bonds, 2012A	10/31/12	3,015,000	3,015,000
Total			\$40,315,000

SOURCE: Office of the City Administrator.

¹⁷A portion of these Bonds will be paid on October 31, 2012 with the City's \$3,015,000 General Obligation Refunding Bonds, Series 2012A, dated October 31, 2012 .

Additional Bonded Debt (not subject to Debt Limits)18
(as of November 1, 2012)

Issue	Date of Issue	Original Principal	Outstanding Principal
Water & Sewer	08/01/07	5,400,000	4,475,000
Total			\$4,475,000

Other Long-Term Debt
(as of November, 2012)

Issue	Date of Issue	Outstanding Principal
Mississippi Development Bank Loan19	07/01/03	\$2,645,000
Mississippi Development Bank Loan20	03/01/04	3,175,000
Mississippi Development Bank Loan21	03/01/06	7,710,000
Mississippi Development Bank Loan22	11/07/06	3,210,000
Mississippi Development Bank Loan23	02/01/09	5,675,000
Total		\$22,415,000

SOURCE: Office of the City Administrator.

Other Outstanding Debt

The City also has outstanding approximately \$2,000,000 in tax increment limited obligation bonds, secured solely by the tax revenue received from the five projects, which are subject to neither the 15 nor 20 percent debt limitations, pursuant to Section 21-45-9, Mississippi Code of 1972.

Also, the City has entered into an agreement with the Mississippi Development Authority for loans under the local government's capital improvements revolving loan program. The loan balance as of September 30, 2010 was \$1.9 million, and is subject to neither the 15 nor 20 per cent debt limitation.

The City has entered into lease purchase agreements which are subject to annual appropriations and they are subject to neither the 15 nor 20 percent 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 anticipates issuing General Obligation Refunding Bonds to prepay the outstanding note this year.

18 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.

19 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.

20 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.

21 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.

22 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.

23 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.

Annual Debt Service Requirements

General Obligation Bonds					
FY Ending September 30	Existing Debt			New Issue	
	Principal	Interest	Total	Principal	Interest
2013					
2014					
2015					
2016					
2017					
2018					
2019					
2020					
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
Total:					

General Obligation Bonded Debt

	Fiscal Year Ended September 30				
	2012	2011	2010	2009	2008
Obligation Bonds (09/01/98)	\$ 155,000	\$ 300,000	\$ 440,000	\$ 575,000	\$
Obligation Public Improvement Bonds 24	3,365,000	3,550,000	3,730,000	3,900,000	4
Obligation Public Improvement Bonds	3,550,000	3,730,000	3,900,000	4,060,000	4
Obligation Public Improvement Bonds	4,950,000	5,180,000	5,390,000	5,610,000	5
Obligation Public Improvement Bonds	3,465,000	3,610,000	3,745,000	3,875,000	4
Obligation Notes (12/01/08)	1,410,000	2,070,000	2,700,000	3,300,000	
Obligation Refunding Bonds (04/16/09)	5,675,000	6,250,000	6,565,000	6,665,000	
Obligation Bonds (02/26/10)	5,610,000	5,810,000	6,000,000	-0-	

24 To be refunded with the City's General Obligation Refunding Bonds, Series 2012A.

ligation Refunding Bonds (04/15/10)	2,925,000	3,280,000	3,595,000	-0-	
ligation Refunding Bonds (11/30/10)	3,020,000	3,225,000	-0-	-0-	
ligation Refunding Bonds (02/17/11)	3,195,000	3,505,000	-0-	-0-	
	\$37,320,000	\$40,510,000	\$36,065,000	\$27,985,000	\$18

Debt Ratios

FY Ended September 30	General Obligation Debt	General Obligation Debt to Assessed Value
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 November, 2012)

	2010 Population	Current Assessed Valuation	General Obligation Bonded Debt	General Obligation Bonded Debt Per Capita
DeSoto County	161,252	\$1,569,717,013	\$94,625,000	\$586.81

	Current Assessed Valuation	Total General Obligation Bonded Debt
DeSoto County School District	\$1,569,717,013	\$147,739,000

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APPENDIX B

NOTICE OF BOND SALE
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NOTICE OF BOND SALE
\$2,875,000
GENERAL OBLIGATION BONDS
SERIES 2012
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 6th day of November, 2012 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 Two Million Eight Hundred Seventy Five Thousand Dollars (\$2,875,000) principal amount General Obligation Bonds, Series 2012, of the City (the "Bonds").

The Bonds will be dated November 1, 2012, 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 May 1 and November 1 in each year (each an "Interest Payment Date"), commencing November 1, 2013. The Bonds will mature serially on November 1 in each year and in the principal amounts as follows:

<u>YEAR</u>	<u>AMOUNT</u>	<u>YEAR</u>	<u>AMOUNT</u>
2013	\$260,000	2018	\$290,000
2014	270,000	2019	295,000
2015	275,000	2020	300,000
2016	280,000	2021	305,000
2017	285,000	2022	315,000

Bonds maturing on November 1, 2020 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 on any date on or after November 1, 2019, or in part, in inverse order of maturity and by lot within a maturity on November 1, 2019, or on any Interest Payment Date thereafter.

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 City. 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 erecting municipal buildings, and purchasing buildings or land therefor, and for repairing, improving, adorning and equipping the same; purchasing fire-fighting equipment and apparatus, and providing housing for same, and purchasing land therefor; and paying for the costs of issuance of the Bonds.

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 2012 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 2012, 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 Fifty Seven Thousand Five Hundred Dollars (\$57,500.00) 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, O'Mara, Stevens & Cannada, PLLC, 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 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, 2012, 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 October 16, 2012, 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 October 16, 2012.

/s/ Sheila Heath

CITY CLERK

PUBLISH: October 23 and 30, 2012

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APPENDIX C

BUDGETS

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ADOPTED BUDGET FOR FISCAL YEAR 2012-2013

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APPENDIX D

AUDIT

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FINANCIAL STATEMENT FOR FISCAL YEAR

ENDED SEPTEMBER 30, 2011

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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 NOVEMBER 1, 2012

**In Connection With the Issuance and Sale of \$2,875,000 City of Southaven,
Mississippi
General Obligation Bonds, Series 2012, Dated November 1, 2012**

WHEREAS, the City has heretofore authorized the issuance of \$2,875,000 in the aggregate principal amount of its General Obligation Bonds, Series 2012 (the "Bonds"), to be dated November 1, 2012 and to mature in the principal amounts and on the dates set forth in the City's Official Statement, dated November 6, 2012, 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 October 16, 2012 (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.

"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, 2013, 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 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 more than 15 days after its filing with the State Department of Audit pursuant to the provisions of the Mississippi General Statutes, generally not later than six months after the end of each fiscal year. The information required to be filed in Section 2 will be filed not later than six 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 2012, dated November 1, 2012, in the total authorized aggregate amount of \$2,875,000 (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 October 16, 2012, 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, and with respect to the exemption of interest on the Bonds from federal and Mississippi 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. R-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 of Mississippi presently in effect, that the Bonds constitute valid and legally binding obligations of the City, that the Bonds are 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.
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 of Mississippi and any county, municipality or other political subdivision of the State of Mississippi, 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, has 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 included 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 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.

Ownership of the Bonds may result in collateral federal income tax consequences to certain taxpayers including, without limitation, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or to carry the Bonds.

In particular, attention is called to the fact that 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)(C) of the Code. Eighty percent (80%) of the interest expense deemed incurred by banks, thrift institutions and other 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.

Very truly yours,

BUTLER, SNOW, O'MARA, STEVENS & CANNADA,

PLLC

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RESOLUTION FOR SURPLUS POLICE VEHICLES

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

WHEREAS, the City of Southaven is presently in possession of various vehicles, and

WHEREAS, it has been recommended to the Mayor and Board of Aldermen that these vehicles either 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), or amending its fixed assets inventory pursuant to State guidelines, 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 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 vehicles shown on the attached Collective Exhibit "A" be, and they are 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, pursuant to Section 21-17-1, 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 Hale, 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 Greg Guy	YEA
Alderman Lorine Cady	YEA
Alderman Ronnie Hale	YEA
Alderman George Payne	ABSENT
Alderman William Brooks	YEA
Alderman Ricky Jobs	YEA
Alderman Dr. Randy Huling	ABSENT

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 6th day of November, 2012.

RESOLVED AND DONE, this 6th day of November, 2012.

EXHIBIT A

Unit # 3038
2008 Ford Crown Victoria, White
VIN/2FAFP71V98X159434
Asset #3717

RESOLUTION TO CLEAN PRIVATE PROPERTY

RESOLUTION GRANTING AUTHORITY TO CLEAN PRIVATE PROPERTY

WHEREAS, the governing authorities of the City of Southaven, Mississippi, have received numerous complaints regarding the parcel of land located at the following address, to-wit: **8607 Cedar Circle East**, to the effect that the said parcel of land has been neglected whereby **the grass height is in violation and there exist other unsafe conditions** and that the parcel of land in the present condition is deemed to be a menace to the public health and safety of the community.

WHEREAS, pursuant to Section 21-19-11 of the Mississippi Code Annotated (1972), the governing authorities of the City of Southaven, Mississippi, provided the owners of the above described parcel of land with notice of the condition of their respective parcel of land and further provided them with notice of a hearing before the Mayor and Board of Aldermen on **Tuesday, November 6, 2012**, by United States mail and by posting said notice, to determine whether or not the said parcel of land were in such a state of uncleanness as to be a menace to the public health and safety of the community.

WHEREAS, none of the owners of the above described parcel of land appeared at the meeting of the Mayor and Board of Aldermen on **Tuesday, November 6, 2012**, to voice objection or to offer a defense.

NOW, THEREFORE, BE IT HEREBY RESOLVED, by the Mayor and Board of Alderman of the City of Southaven, Mississippi, that the above described parcel of land located at: **8607 Cedar Circle East** is deemed in the existing condition to be a menace to the public health and safety of the community.

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

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

ALDERMAN	VOTED
Alderman Greg Guy	YEA
Alderman Lorine Cady	YEA
Alderman Ronnie Hale	YEA
Alderman George Payne	ABSENT
Alderman William Brooks	YEA
Alderman Ricky Jobes	YEA
Alderman Randall T. Huling, Jr.	ABSENT

The Resolution, having received a majority vote of all Aldermen present, was declared adopted on this, the **6th day of November, 2012**.

BUDGET AMENDMENT

Mayor Davis reported that this amendment is money in – money out.

Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount
0400 580 205	WATER IMP LOAN	\$ -	\$ (329,269)	\$ (2,768,320)	\$ (2,768,320)
					\$ (2,768,320)
Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount
811 650 850	WATER LOAN IMP	\$ -	\$ -	\$ 2,768,320	\$ 2,768,320
					\$ 2,768,320
					\$ 2,850,000
					\$ 2,500,000
					\$ 8,118,320
Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount
0100 580 400	BOND PROCEEDS	\$ -	\$ -	\$ (2,850,000)	\$ (2,850,000)
					\$ (2,850,000)
Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount
711 640 900 0700	FIRE STATION	\$ -	\$ -	\$ 2,850,000	\$ 2,850,000
					\$ -
Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount
	HURRICANE CREEK	\$ -	\$ -	\$ (2,500,000)	\$ (2,500,000)
					\$ (2,500,000)
Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount
	HURRICANE CREEK	\$ -	\$ -	\$ 2,500,000	\$ 2,500,000
					\$ -

Alderman Hale made the motion to approve the budget amendment as presented to this Board. Motion was seconded by Alderman Guy. Motion was put to vote and passed unanimously.

EMERGENCY REPAIR-SPD

Mayor Davis reported that pursuant to MS Code 31-7-13 (K) the Southaven Police Department will be repairing an emergency siren head for the tornado siren at Getwell and Rasco Road. The cost will be \$6,850.00 to Federal Signal Corporation. Mayor Davis stated that this emergency purchase will need to be entered into the minutes, and the second emergency purchase is from the Utility Division, and it will be to repair a water well and a service pump motor at the cost of \$58,355.77 to Parks and Parks Well Service. It too, will need to be entered into the minutes. Alderman Brooks made the motion to approve the two Emergency Purchases as presented to this Board. Motion was seconded by Alderman Jobes. Motion was put to vote and passed unanimously.

(Alderman Huling came into the meeting)

PRB ENTERTAINMENT, LLC

Mayor Davis stated that PRB Entertainment, LLC is applying for a limousine service to be based out of Southaven. As per the City of Southaven’s Code of Ordinance (Section 21-27-131), this is considered a motor vehicle for hire business license which requires this Board’s approval. Mr. Jordan Chase Fitts came before the Board for any questions. He stated that he will be running the

service from his house and would be storing the limousines in a storage unit located on Pleasant Hill Road. Mr. Fitts stated that the limos would never be stored in a residential subdivision. He reported that he would have a 40' bus as well as a 20' shuttle. Mayor Davis along with Chief Tom Long reported that they have done a background check on Mr. Fitts, and he passed everything. Also, Mayor Davis stated that if this Board approves the business tonight, he will bring all bonds and insurance certificates in before the business license is issued. Alderman Cady made the motion to accept the application for motor vehicle for hire. Motion was seconded by Alderman Brooks. Motion was put to vote and passed unanimously.

MUNICIPAL COMPLIANCE QUESTIONNAIRE

Mayor Davis stated that the Municipal Compliance Questionnaire is the same form filled out last year for the City's annual audit. This form is required to be approved by this Board before the auditor can start our audit. Alderman Brooks made the motion to approve the Municipal Compliance Questionnaire. Motion was seconded by Alderman Huling. Motion was put to vote and passed unanimously.

Mayor Davis left the meeting and Alderman Cady, Mayor Pro Tempore took charge.

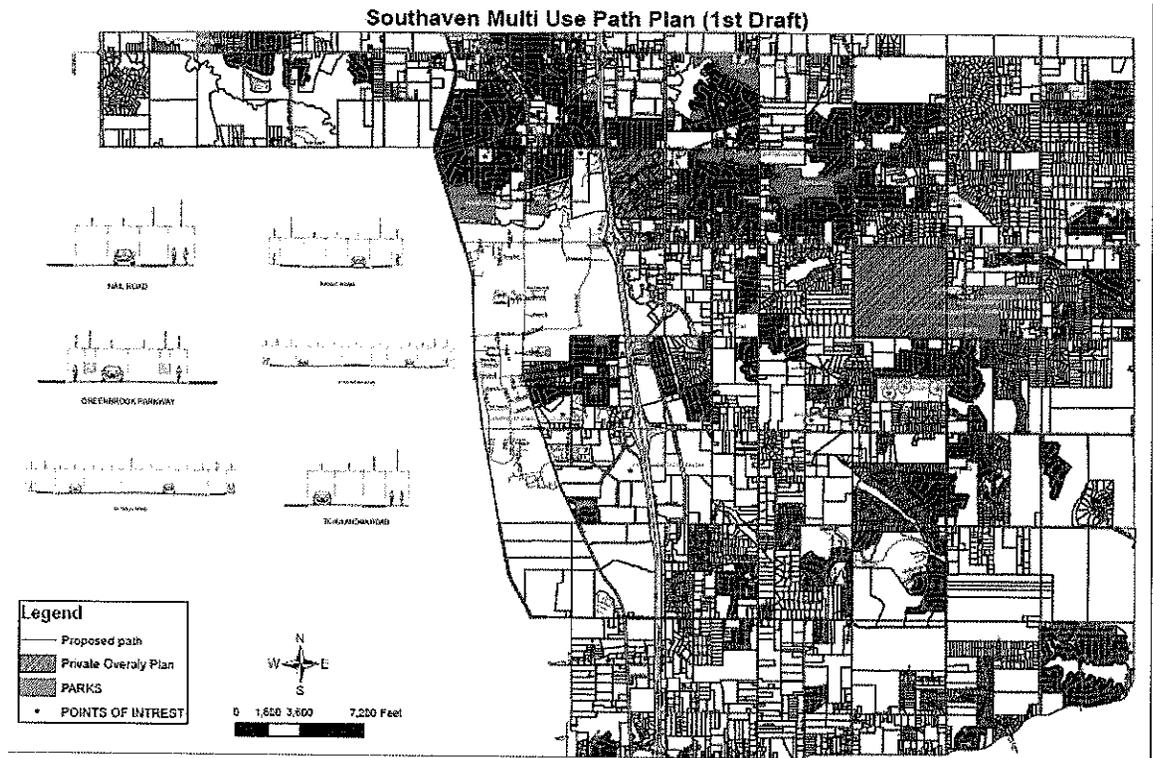
PLANNING AGENDA

Mrs. Whitney Choat-Cook presented the Planning Agenda.

Item #1 Application by Elmer Sipps, Jr. for a conditional use permit to allow a barber shop at 1140 Church Road. This will be located on Church Road, east of Highway 51. This barber shop will be in compliance with the ½ mile radius and was approved unanimously by the Planning Commission. Alderman Brooks made the motion to approve Item #1 as presented to this Board. Motion was seconded by Alderman Hale. Motion was put to vote and passed unanimously.

Mayor Davis came back to the meeting.

Item #2 1st draft proposal for city-wide bike and pedestrian plan. Mrs. Choat-Cook reported that this is for review only. The map will be attached to this set of minutes. Mayor Davis asked Mrs. Choat-Cook to give the Board a map for their review. She stated she would.



MAYOR'S REPORT

Mayor Davis reported that the City would be holding the annual Veteran's Day Appreciation Luncheon on Monday, November 12, 2012, at the Southaven Arena at 11:00 a.m. Please RSVP by Friday, Nov. 9th.

CITIZEN'S AGENDA:

Mrs. Rebecca West, 8745 Carriage Drive E, came before the Board to ask them to help her and her neighbor with a flooding problem on Carriage Drive. She said her house and her neighbor's house floods often. She said when it rains, it runs into her house, and she is not able to sweep it out anymore. She asked if the City could get someone out and run a camera through the pipe to see what the problem is. After a discussion, Mayor told her he would get someone out to look at it.

PERSONNEL DOCKET

Personnel Docket 11/6/2012				
Payroll Additions				
Name	Position	Department	Date of Hire	Rate of Pay
Melitta Duncan	Administrative Assistant	IT - 150	11/5/2012	\$10.00
Lyndsey McArthur	Administrative Assistant	MCE - 511	11/5/2012	\$10.00
Christopher Thomas	Paramedic	Fire - 297	11/21/2012	\$15.28
Payroll Deletions				
Name	Position	Department	Date of Termination	Rate of Pay
Stacey Barnett	Code Enforcement Officer	MCE - 511	10/30/2012 - resigned	\$10.00
Larry Belton	Seasonal Laborer	Parks - 411	10/25/2012 - seasonal employment ended	\$7.50
Seaver Binson	Field Service Tech	Utilities - 825	11/2/2012 - resigned	\$10.20
Promotions				
Name	Position Promoted To	Department	Effective Date	Rate of Pay
Gent Brokaw	Full Time Laborer	Parks - 411	11/5/2012	\$10.25
Terry Givens	Full Time Laborer	Parks - 411	11/5/2012	\$11.00
Tyrone Scott	Full Time Laborer	Parks - 411	11/5/2012	\$10.25
David Dayton	Full Time Laborer	Parks - 411	11/5/2012	\$10.25
Suspensions				
Name	Position	Department	Effective Date	Length
Ben Bynum	Sergeant	Police - 211	Supervisor Determined Upon Approval	1 day
Fred Sims	Sergeant	Police - 211	Supervisor Determined Upon Approval	2 days
Craig Respass	P2	Police - 211	Supervisor Determined Upon Approval	1 day

Alderman Brooks made the motion to approve the Personnel Docket as presented to this Board. Motion was seconded by Alderman Jobes. Motion was put to vote and passed unanimously.

COMMITTEE REPORTS

No Committee Reports

CITY ATTORNEY'S LEGAL UPDATE

On October 5, 2012, City of Southaven employee, Christopher Austin, was moving his truck to repair a light pole in the Southaven City Hall parking lot. Mr. Austin was backing up in the City of Southaven truck and did not realize that the tailgate was down. The truck's tailgate struck the parked car, owned by the FBI, on the right quarter panel and caused damage. I have reviewed the facts, documents, and police report, and I am of the opinion that Mr. Austin was the cause of the accident and the City of Southaven may have liability as a result of the accident. The FBI provided 2 quotes for the damage to the vehicle as a result of the accident. The FBI provided a quote from ABRA Auto Body and Glass in the amount of \$1,152.64. The current deductible of the City of Southaven is \$10,000.00, so the amount of damages does not meet the City of Southaven's deductible. Therefore, it is my opinion that the City of Southaven Board of Alderman compensates the FBI in the amount of \$1,152.64 for the damage to the vehicle in exchange for FBI executing a full release of liability to the City of Southaven. Alderman Cady made the motion to take the recommendation of the City Attorney to pay the claim. Motion was seconded by Alderman Jobes. Motion was put to vote and passed unanimously.

OLD BUSINESS

No Old Business

PROGRESS REPORTS

No Progress Reports

CLAIMS DOCKET

A motion was made by Alderman Jobs to approve the Claims Docket of November 6, 2012, including demand checks and payroll in the amount of \$2,066,765.49. Motion was seconded by Alderman Brooks

Excluding voucher numbers:

190484, 190630, 190631, 190881, 190909, 191045, 191078, 191191, 191268, 191289, 191306, 191307, 191379, 191424, 191425, 191467, 191524.

Roll call was as follows:

ALDERMAN	VOTED
Alderman Guy	ABSTAINED
Alderman Cady	YEA
Alderman Hale	YEA
Alderman Payne	ABSENT
Alderman Brooks	YEA
Alderman Jobs	YEA
Alderman Huling	YEA

Having received a majority of affirmative votes, the Mayor declared that the motion was carried and approved for payment on this the 6th day of November, 2012.

PERSONNEL AND LITIGATION

There being no further business to come before the Board of Aldermen, a motion was made by Alderman Guy to adjourn. Motion was seconded by Alderman Hale. Motion was put to a vote and passed unanimously, November 6, 2012 at 6:40 p.m.

Charles G. Davis
Mayor

Sheila Heath, City Clerk

(Seal)

Minutes, City of Southaven, Southaven, Mississippi

RESOLUTION DIRECTING THE SALE AND AWARD OF GENERAL OBLIGATION BONDS, SERIES 2012 (THE "BONDS") OF THE CITY OF SOUTHAVEN, MISSISSIPPI, DATED NOVEMBER 1, 2012, IN THE PRINCIPAL AMOUNT OF TWO MILLION EIGHT HUNDRED SEVENTY FIVE THOUSAND DOLLARS (\$2,875,000); 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, acting for and on behalf of the City of Southaven, Mississippi (the "City"), hereby finds, determines, adjudicates and declares as follows:

1. The Mayor and Board of Aldermen on October 16, 2012, did adopt a resolution directing that General Obligation Bonds, Series 2012 (the "Bonds"), of the City in the principal amount of Two Million Eight Hundred Seventy-Five Thousand Dollars (\$2,875,000) be offered for sale on sealed bids to be received up until the hour of 3:00 o'clock p.m. on the 6th day of November, 2012 by the City Clerk of the City in her office in the City Hall for subsequent presentation to the Mayor and Board of Aldermen 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 6, 2012.
2. As directed by the aforesaid resolution, notice of sale of the Bonds was duly published in the *DeSoto County 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 October 23 and 30, 2012, the first publication having been made at least ten (10) days preceding November 6, 2012, 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 Mayor and Board of Aldermen 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 6, 2012.
4. At said time and place six (6) sealed proposals for the purchase of the Bonds were examined and considered by the Mayor and Board of Aldermen, said bids having heretofore been presented by and being on file with the Clerk.
5. The Mayor and Board of Aldermen 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 Raymond James & Associates, Inc., Memphis, Tennessee, and said bid was accompanied by a cashier's check, certified check or exchange payable to the City of Southaven, Mississippi, in the amount of Fifty Seven Thousand Five Hundred Dollars (\$57,500.00), 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 Mayor and Board of Aldermen finds it necessary to approve the form of, execution and distribution of an Official Statement for the Bonds.

Minutes, City of Southaven, Southaven, Mississippi

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND BOARD OF ALDERMEN AS FOLLOWS:

SECTION 1. The Bonds are hereby awarded and sold to Raymond James & Associates, Inc., Memphis, Tennessee, in accordance with the offer submitted to the Mayor and Board of Aldermen in words and figures as follows:

[remainder of this page intentionally left blank]

Minutes, City of Southaven, Southaven, Mississippi

INSERT COPY OF WINNING BID

Minutes, City of Southaven, Southaven, Mississippi

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 Mayor and Board of Aldermen 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 November 1, 2012; 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 First Security Bank, Batesville, Mississippi, said bank to act as paying agent, registrar and transfer agent for said Bonds; shall bear interest from the date thereof at the rates hereinafter set forth, payable semiannually on May 1 and November 1 in each year (each an "Interest Payment Date"), commencing November 1, 2013; and shall mature and become due and payable serially, on November 1 in the years and principal amounts as follows:

<u>YEAR</u>	<u>AMOUNT</u>	<u>INTEREST RATE</u>	<u>YEAR</u>	<u>AMOUNT</u>	<u>INTEREST RATE</u>
2013	\$260,000	1.250%	2018	\$290,000	1.250%
2014	270,000	1.250	2019	295,000	1.250
2015	275,000	1.250	2020	300,000	1.375
2016	280,000	1.250	2021	305,000	1.500
2017	285,000	1.250	2022	315,000	1.700

Bonds maturing on November 1, 2020 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 on any date on or after November 1, 2019, or in part, in inverse order of maturity and by lot within a maturity on November 1, 2019, or on any Interest Payment Date thereafter.

SECTION 5. The Mayor and Board of Aldermen 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 Mayor and Board of Aldermen.

SECTION 6. All orders, resolutions or proceedings of the Mayor and Board of Aldermen 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.

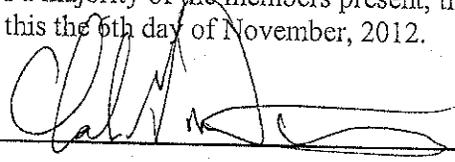
SECTION 7. For cause, this resolution shall become effective immediately upon the adoption thereof.

Minutes, City of Southaven, Southaven, Mississippi

Motion was made by Alderman Guy and seconded by Alderman Cady, 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 Greg Guy	voted: YEA
Alderman Lorine Cady	voted: YEA
Alderman Ronnie Hale	voted: YEA
Alderman George Payne	voted: ABSENT
Alderman William Brooks	voted: YEA
Alderman Ricky Jobs	voted: YEA
Alderman Dr. Randy Huling	voted: ABSENT

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 6th day of November, 2012.



MAYOR

ATTEST:



CITY CLERK

(SEAL)

Minutes, City of Southaven, Southaven, Mississippi

EXHIBIT A
FORM OF OFFICIAL STATEMENT

Minutes, City of Southaven, Southaven, Mississippi

EXHIBIT B PROOF OF PUBLICATION

ButlerSnow 14394528v1

Minutes, City of Southaven, Southaven, Mississippi

RATINGS: Standard & Poor's: "AA-"
(See "RATING" herein)

NEW ISSUE-BOOK ENTRY

In the opinion of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Ridgeland, Mississippi, assuming continuing compliance by the City with the tax covenants and representations described herein, under existing law, 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 Mississippi State income taxation under existing laws. See "TAX EXEMPTION" herein.

\$2,875,000 GENERAL OBLIGATION BONDS SERIES 2012 OF THE CITY OF SOUTHAVEN, MISSISSIPPI

DATED: November 1, 2012

DUE: November 1, as shown below

Interest is payable semiannually on May 1 and November 1 of each year (each an "Interest Payment Date"), commencing November 1, 2013. The Bonds, in registered form and in the denomination of \$5,000 each, or integral multiples thereof up to the amount of a single maturity, will mature on November 1, with option of prior payment, in the years and principal amounts as follows:

<u>YEAR OF MATURITY</u>	<u>PRINCIPAL AMOUNT</u>	<u>INTEREST RATE</u>	<u>YIELD</u>	<u>YEAR OF MATURITY</u>	<u>PRINCIPAL AMOUNT</u>	<u>INTEREST RATE</u>	<u>YIELD</u>
2013	\$260,000	1.250%	0.350%	2018	\$290,000	1.250%	0.950%
2014	270,000	1.250	0.450	2019	295,000	1.250	1.200
2015	275,000	1.250	0.600	2020	300,000	1.375	1.400
2016	280,000	1.250	0.650	2021	305,000	1.500	1.550
2017	285,000	1.250	0.800	2022	315,000	1.700	1.700

Bonds maturing on November 1, 2020 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 on any date on or after November 1, 2019, or in part, in inverse order of maturity and by lot within a maturity on November 1, 2019, or on any Interest Payment Date thereafter.

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

The Bonds are offered subject to the final approval of the legality thereof by Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Ridgeland, Mississippi, Bond Counsel. It is expected that the Bonds will be available for delivery on or about November 29, 2012.

RAYMOND JAMES & ASSOCIATES, INC.

The date of this Official Statement is November 6, 2012.

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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Minutes, City of Southaven, Southaven, Mississippi

THE CITY OF SOUTHAVEN, MISSISSIPPI

Mayor
Charles G. Davis

Board of Aldermen

Lorine Cady
Ronnie Hale
George Payne
William Brooks
Ricky Jobs
Dr. Randy Huling
Greg Guy

City Clerk
Sheila Heath

City Attorney
Butler, Snow, O'Mara, Stevens & Cannada, PLLC
Ridgeland, Mississippi

Financial Advisor
Government Consultants, Inc.
Jackson, Mississippi

Bond Counsel
Butler, Snow, O'Mara, Stevens & Cannada, PLLC
Ridgeland, Mississippi

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OFFICIAL STATEMENT

\$2,875,000

GENERAL OBLIGATION BONDS

SERIES 2012

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 \$2,875,000 General Obligation Bonds, Series 2012, dated November 1, 2012 (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

Purpose and Authorization

The Bonds are being issued for the purpose of providing funds for erecting municipal buildings, and purchasing buildings or land therefor, and for repairing, improving, adorning and equipping the same; purchasing fire-fighting equipment and apparatus, and providing housing for same, and purchasing land therefor; and paying for the costs of issuance of the Bonds.

The Bonds will be issued pursuant to the provisions of Sections 21-33-301 et seq., Mississippi Code of 1972, as amended (the "Act"), and a Bond Resolution adopted by the Mayor and Board of Aldermen of the City (the "Governing Body") on October 16, 2012 (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. February 21, 2012, 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.

Minutes, City of Southaven, Southaven, Mississippi

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 2012 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 of Mississippi 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 of Mississippi. 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 November 1, 2012, 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 November 1, 2013, and semiannually thereafter on May 1 and November 1 of each year.

Redemption Provisions

Bonds maturing on November 1, 2020, 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, at any time, commencing November 1, 2019, or in part, in inverse order of maturity and by lot within a maturity on November 1, 2019, or on any Interest Payment Date thereafter.

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

Minutes, City of Southaven, Southaven, Mississippi

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 and 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.

Minutes, City of Southaven, Southaven, Mississippi

~~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 Participates.

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

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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

Moody's Investors Services has assigned its municipal bond rating of "AA-" 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 EXEMPTION

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 not be included in gross income of the registered owners 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 included in the gross income of the registered owners for

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~~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 opinions of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Ridgeland, Mississippi, the Bond Counsel, under existing law, interest on the Bonds is not included in 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 treated as a preference item in calculating the alternative minimum tax that may be imposed on individuals and corporations. Such interest, however, is includable in the "adjusted current earnings" of certain corporations for purposes of computing the alternative minimum tax (see "Certain Federal Tax Information – 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 law, Bond Counsel is of the opinion that, interest on the Bonds is exempt from all present taxes imposed by the State of Mississippi and any county, municipality or other political subdivision of the State of Mississippi, except for inheritance, estate and transfer taxes.

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.**

Alternative Minimum Tax. The Code imposes an alternative minimum tax with respect to individuals and corporations on alternative minimum taxable income. A 20 percent alternative corporate minimum tax is imposed on corporations (other than S corporations, regulated investment companies, real estate investment trusts or real estate mortgage investment conduits, as such terms are defined in the Code). Interest on the Bonds is not treated as a preference item in calculating alternative minimum taxable income. The Code provides, however, that the corporation's alternative minimum taxable income is increased by 75 percent of the excess (if any) of (i) the "adjusted current earnings" of a corporation over (ii) its alternative minimum taxable income (determined without regard to this adjustment and the alternative tax net operating loss deduction). Interest on tax-exempt obligations, including the interest on the Bonds, would generally be included in computing a corporation's "adjusted current earnings." Accordingly, a portion of any interest on the Bonds received or accrued by a corporate registered owner will be included in computing such corporation's alternative minimum taxable income for such year.

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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) of the Code).

The City has designated the Bonds as "qualified tax-exempt obligations" pursuant to Section 265(b)(3)(C) of the Code. Eighty percent (80%) of the interest expense deemed incurred by banks, thrift institutions and other 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.

TAX TREATMENT OF ORIGINAL ISSUE DISCOUNT

The Bonds maturing on November 1 in the years 2020 through 2021 (the "Discount Bonds") are being offered and sold to the public at an original issue discount ("OID") from the amounts payable at maturity thereon. OID is the excess of the stated redemption price of a bond at maturity (the face amount) over the "issue price" of such bond. The issue price is the initial offering price to the public (other than to bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of bonds of the same maturity are sold pursuant to that initial offering. For federal income tax purposes, OID on bond will accrue over the term of the bond, and for the Discount Bonds, the amount of accretion will be based on a single rate of interest, compounded semiannually (the "yield to maturity"). The amount of OID that accrues during each semi-annual period will do so ratably over that period on a daily basis. With respect to an initial purchaser of a Discount Bond at its issue price, the portion of OID that accrues during the period that such purchaser owns the Discount Bond is added to such purchaser's tax basis for purposes of determining gain or loss at the maturity, redemption, sale or other disposition of that Discount Bond and thus, in practical effect, is treated as stated interest, which is excludable from gross income for federal income tax purposes.

Holders of Discount Bonds should consult their own tax advisors as to the treatment of OID and the tax consequences of the purchase of such Discount Bonds other than at the issue price during the initial public offering and as to the treatment of OID for state tax purposes.

TAX TREATMENT OF ORIGINAL ISSUE PREMIUM

The Bonds maturing on November 1 in the years 2013 through 2019 (the "Premium Bonds") have an issue price that is greater than the amount payable at maturity of such Premium Bonds. Any Premium Bonds purchased in the initial public offering at the issue price will have an "amortizable bond premium" within the meaning of Section 171 of the Code. A holder of a Premium Bond that has amortizable bond premium is not allowed any deductions for the amortizable bond premium. During each taxable year, a holder of a Premium Bond must reduce such holder's tax basis in such Premium Bond by the amount of the amortizable bond premium that is allocable to the portion of such taxable year during which the holder held such Premium Bond. The adjusted tax basis in a Premium Bond will be used to determine taxable gain or loss

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~~upon a disposition (e.g. upon a sale, exchange, redemption or payment at maturity) of such~~
Premium Bond.

Holders of Premium Bonds who did not purchase such Premium Bonds in the initial offering at the issue price should consult their own tax advisors with respect to tax consequences of owning such Premium Bonds.

Holders of Premium Bonds should consult their own tax advisors with respect to the state and local tax consequences of owning the Premium Bonds.

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 ("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 six months after the end of each fiscal year of the City ending in or after September 30, 2013.

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 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 by March 31 in each year, unless the City changes its fiscal year. 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

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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 of Mississippi 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 currently in compliance with all of its undertakings. There have been some instances in the previous five years in which the City has failed to comply, in all material

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~~respects, with previous written undertakings of the City to provide continuing disclosure. The~~
City is required by statute to cause an annual audit (the "Annual Audit") to be made by a competent accountant or accountants. Because the Annual Audit has not always been timely performed, there have been instances in the previous five years when the City's annual reports have not been filed on a timely basis as required by previous undertakings of the City.

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.

No-Litigation Certificate

The attorney for the Mayor and Board of Aldermen will execute and deliver to the initial purchaser(s) of the Bonds a certificate dated as of the date of delivery 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, O'Mara, Stevens & Cannada, PLLC, 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.

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

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~~make the statements therein in the 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/ Charles G. Davis
MAYOR

/s/Sheila Heath
CITY CLERK

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APPENDIX A

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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-Mart 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

¹Unincorporated

SOURCE: Censuses Data information at website: www.census.gov; November, 2012.

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	Occupation	Position Held Since
Charles G. Davis	Full-time Mayor	June, 1997
Lorine Cady	Homemaker	June, 1985
Ronnie Hale	Businessman	June, 2009
George Payne	Media	June, 2009
William Brooks	Retired Military	June, 2009
Ricky Jobes	Salesman	June, 1993
Dr. Randy Huling	Physician	June, 1997
Greg Guy	Business owner	June, 1997

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

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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.

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County Employment

	2011	2010	2009	2008	2007
RESIDENCE BASED EMPLOYMENT					
I. Civilian Labor Force	80,740	78,640	77,630	78,300	76,670
II. Unemployed	6,440	6,180	5,480	3,760	3,100
Rate	8.0	7.9	7.1	4.8	4.0
III. Employed	74,300	72,460	72,150	74,540	73,570
ESTABLISHMENT BASED EMPLOYMENT					
I. Manufacturing	3,810	3,550	4,320	5,300	5,710
II. Non-manufacturing	43,580	42,910	41,360	42,710	42,630
A. Agriculture, Forestry, Fishing & Hunting	80	90	70	80	80
B. Mining	30	30	30	30	30
C. Utilities	160	90	90	110	120
D. Construction	1,660	1,920	2,130	2,810	3,190
E. Wholesale Trade	3,510	3,290	3,220	2,970	2,730
F. Retail Trade	7,450	7,260	7,240	7,690	7,800
G. Transportation & Warehousing	5,650	5,410	4,560	4,460	4,280
H. Information	200	190	230	240	210
I. Finance & Insurance	900	960	980	1,000	1,010
J. Real Estate, Rental & Leasing	560	600	660	680	670
K. Prof., Scientific & Technical Service	860	910	910	930	1,010
L. Management of Companies & Entertainment	10	10	20	20	10
M. Administrative Support & Waste Management	3,510	3,220	2,670	3,350	3,790
N. Educational Services	200	230	170	150	130
O. Health Care & Social Assistance	5,030	4,880	4,710	4,490	4,210
P. Arts, Entertainment & Recreation	660	600	570	610	570
Q. Accommodation & Food Service	6,210	6,060	5,930	6,130	6,060
R. Other Services (except Public Administration)	900	880	850	900	910
S. Government	6,000	6,280	6,320	6,060	5,820
Education	3,490	3,720	3,760	3,640	3,550
III. Total Nonagricultural Employment	47,390	46,460	45,680	48,010	48,340

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, November, 2012.

Per Capita Income

Year	County	Mississippi	United States	County as % Of U.S.
2010	\$32,261	\$31,071	\$39,937	80%
2009	31,184	30,045	38,846	80
2008	32,613	30,945	40,947	79
2007	32,635	29,568	39,506	82
2006	31,683	27,917	37,725	83

SOURCE: Bureau of Economic Analysis: Regional Economic Accounts at website: www.bea.gov, 2006-2010; November, 2012.

Major Employers

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

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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; November, 2012.

Retail Sales for the City

State Fiscal Year Ended June 30	Amount
2011	\$957,901,876
2010	910,561,229
2009	950,312,117
2008	972,366,414
2007	954,549,860

SOURCE: Annual Reports for years indicated, Mississippi Department of Revenue website: 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 2011-2012 scholastic year and for preceding years is as follows:

Scholastic Year	Enrollment
-----------------	------------

Minutes, City of Southaven, Southaven, Mississippi

2011-2012	32,053
2010-2011	31,916
2009-2010	31,228
2008-2009	30,616
2007-2008	29,886

SOURCE: DeSoto County School District and Office of Research and Statistics, Mississippi Department of Education's website: <http://orsap.mde.k12.ms.us/MAARS/index.jsp>; November, 2012.

Banking Institutions

Institutions	2011 Total Assets
BancorpSouth ¹	\$13,362,287,000
BankPlus ²	2,194,291,000
The Citizens National Bank of Meridian ³	1,134,789,000
Community Bank, North Mississippi ⁴	491,611,000
Covenant Bank ⁵	234,993,000
Desoto County Bank ⁶	81,115,000
First Security Bank ⁷	523,616,000
First Tennessee Bank NA ⁸	24,789,384,000
M&F Bank ⁹	1,618,092,000
Regions Bank ¹⁰	127,050,000
Renasant Bank ¹	4,253,448,000
SunTrust Bank ¹¹	176,859,000,000
Sycamore Bank ¹²	178,908,000
Trustmark National Bank ¹³	9,586,788,000
Wells Fargo Bank, National Association ¹⁴	1,313,867,000,000

SOURCE: Mississippi Bank Directory, Mississippi Bankers Association, 2011-2012 edition;

¹ Head office in Tupelo, Mississippi

² Head office in Ridgeland, Mississippi

³ Head office in Meridian, Mississippi

⁴ Head office in Amory, Mississippi

⁵ Head office in Clarksdale, Mississippi

⁶ Head office in Horn Lake, Mississippi

⁷ Head office in Batesville, Mississippi

⁸ Head office in Memphis, Tennessee, assets as of 12/31/11, obtained from Bank's 2011 Annual Report.

⁹ Head office in Kosciusko, Mississippi

¹⁰ Head office in Birmingham, Alabama, assets as of 12/31/11, obtained from Bank's 2011 Annual Report.

¹¹ Head office in Atlanta, Georgia, assets as of 12/31/11, obtained from Bank's 2011 Annual Report.

¹² Head office in Senatobia, Mississippi

¹³ Head office in Jackson, Mississippi

¹⁴ Head office in Sioux Falls, South Dakota, assets as of 12/31/11, obtained from Bank's 2011 Annual Report.

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TAX INFORMATION

Assessed Valuation

Assessment Year	Real Property	Personal Property ¹⁵	Public Utility Property	Total
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 ¹⁶
2009	336,539,614	109,201,432	10,910,702	456,651,748
2008	308,279,210	111,291,089	9,797,484	429,367,783
2007	278,610,676	104,230,565	9,859,381	392,700,622

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 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

¹⁵ Personal Property includes automobiles, other motor vehicles and mobile homes.

¹⁶ Decrease is the result in fewer automobile purchases and a decrease in public utility property value.

Minutes, City of Southaven, Southaven, Mississippi

~~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 of Mississippi 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.

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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)

	2012	2011	2010	2009	2008	2007
General Purpose	23.12	20.38	20.38	20.18	19.78	20.78
General Obligation Bond & Int. Sinking Fund	14.61	16.60	16.60	16.80	17.20	17.20
Library	0.00	0.75	0.75	0.75	0.75	0.75
Sanitation	6.00	6.00	6.00	6.00	6.00	6.00
Total	43.73	43.73	43.73	43.73	43.73	44.73

*Tax Levy is shown in mills.

SOURCE: Office of the City Administrator.

DEBT INFORMATION

Legal Debt Limit Statement

(as of November, 2012)

	* 15% Debt	20% Debt
Authorized Debt Limit (Last Completed Assessment for Taxation (\$531,946,618))	\$79,791,992	\$106,389,323
Present Debt Subject to Debt Limits	40,315,000	40,315,000
Less this Offering	2,875,000	2,875,000
Margin for Further Debt Under Debt Limits		

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

Minutes, City of Southaven, Southaven, Mississippi

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 November, 2012)

Issue	Date of Issue	Original Principal	Outstanding Principal
G.O. Bonds	09/01/98	\$1,700,000	\$155,000
Public Improvement Bonds ¹⁷	12/01/04	4,500,000	610,000
Public Improvement Bonds	12/01/05	4,500,000	3,550,000
Public Improvement Bonds	07/01/07	6,000,000	4,950,000
Public Improvement Bonds	07/01/08	4,000,000	3,465,000
G.O. Notes	12/01/08	3,300,000	1,410,000
G.O. Refunding Bonds	04/16/09	6,665,000	5,675,000
G. O. Bonds	02/26/10	6,000,000	5,610,000
G.O. Refunding Bonds	04/15/10	3,595,000	2,925,000
G.O. Refunding Bonds	11/30/10	3,225,000	3,020,000
G.O. Refunding Bonds	02/17/11	3,505,000	3,195,000
G.O. Refunding Bonds	10/31/12	2,735,000	2,735,000
G.O. Refunding Bonds, 2012A	10/31/12	3,015,000	3,015,000
Total			\$40,315,000

SOURCE: Office of the City Administrator.

¹⁷A portion of these Bonds will be paid on October 31, 2012 with the City's \$3,015,000 General Obligation Refunding Bonds, Series 2012A, dated October 31, 2012.

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~~Additional Bonded Debt (not subject to Debt Limits)~~¹⁸

(as of November 1, 2012)

Issue	Date of Issue	Original Principal	Outstanding Principal
Water & Sewer	08/01/07	5,400,000	4,475,000
Total			\$4,475,000

Other Long-Term Debt

(as of November, 2012)

Issue	Date of Issue	Outstanding Principal
Mississippi Development Bank Loan ¹⁹	07/01/03	\$2,645,000
Mississippi Development Bank Loan ²⁰	03/01/04	3,175,000
Mississippi Development Bank Loan ²¹	03/01/06	7,710,000
Mississippi Development Bank Loan ²²	11/07/06	3,210,000
Mississippi Development Bank Loan ²³	02/01/09	5,675,000
Total		\$22,415,000

SOURCE: Office of the City Administrator.

Other Outstanding Debt

The City also has outstanding approximately \$2,000,000 in tax increment limited obligation bonds, secured solely by the tax revenue received from the five projects, which are subject to neither the 15 nor 20 percent debt limitations, pursuant to Section 21-45-9, Mississippi Code of 1972.

Also, the City has entered into an agreement with the Mississippi Development Authority for loans under the local government's capital improvements revolving loan program. The loan balance as of September 30, 2010 was \$1.9 million, and is subject to neither the 15 nor 20 percent debt limitation.

The City has entered into lease purchase agreements which are subject to annual appropriations and they are subject to neither the 15 nor 20 percent 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 anticipates issuing General Obligation Refunding Bonds to prepay the outstanding note this year.

¹⁸ 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.

¹⁹ 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.

²⁰ 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.

²¹ 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.

²² 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.

²³ 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.

Minutes, City of Southaven, Southaven, Mississippi

Annual Debt Service Requirements

FY Ending September 30	General Obligation Bonds					
	Existing Debt			New Issue		
	Principal	Interest	Total	Principal	Interest	Total
2013						
2014						
2015						
2016						
2017						
2018						
2019						
2020						
2021						
2022						
2023						
2024						
2025						
2026						
2027						
2028						
2029						
2030						
Total:						

General Obligation Bonded Debt

	Fiscal Year Ended September 30				
	2012	2011	2010	2009	2008
General Obligation Bonds (09/01/98)	\$ 155,000	\$ 300,000	\$ 440,000	\$ 575,000	\$ 710,000
General Obligation Public Improvement Bonds	3,365,000	3,550,000	3,730,000	3,900,000	4,060,000
General Obligation Public Improvement Bonds	3,550,000	3,730,000	3,900,000	4,060,000	4,240,000
General Obligation Public Improvement Bonds	4,950,000	5,180,000	5,390,000	5,610,000	5,830,000
General Obligation Public Improvement Bonds	3,465,000	3,610,000	3,745,000	3,875,000	4,010,000
General Obligation Notes (12/01/08)	1,410,000	2,070,000	2,700,000	3,300,000	3,900,000
General Obligation Refunding Bonds (04/16/09)	5,675,000	6,250,000	6,565,000	6,665,000	6,765,000
General Obligation Bonds (02/26/10)	5,610,000	5,810,000	6,000,000	-0-	-0-
General Obligation Refunding Bonds (04/15/10)	2,925,000	3,280,000	3,595,000	-0-	-0-

²⁴ To be refunded with the City's General Obligation Refunding Bonds, Series 2012A.

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ation Refunding Bonds (11/30/10)	3,020,000	3,225,000	-0-	-0-	
ation Refunding Bonds (02/17/11)	3,195,000	3,505,000	-0-	-0-	
	\$37,320,000	\$40,510,000	\$36,065,000	\$27,985,000	\$18,790,000

Debt Ratios

FY Ended September 30	General Obligation Debt	General Obligation Debt to Assessed Value
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 November, 2012)

	2010 Population	Current Assessed Valuation	General Obligation Bonded Debt	General Obligation Bonded Debt Per Capita
DeSoto County	161,252	\$1,569,717,013	\$94,625,000	\$586.81

	Current Assessed Valuation	Total General Obligation Bonded Debt
DeSoto County School District	\$1,569,717,013	\$147,739,000

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APPENDIX B

NOTICE OF BOND SALE
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NOTICE OF BOND SALE
\$2,875,000
GENERAL OBLIGATION BONDS
SERIES 2012
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 6th day of November, 2012 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 Two Million Eight Hundred Seventy Five Thousand Dollars (\$2,875,000) principal amount General Obligation Bonds, Series 2012, of the City (the "Bonds").

The Bonds will be dated November 1, 2012, 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

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thereof at the rate or rates offered by the successful bidder in its bid, payable on May 1 and November 1 in each year (each an "Interest Payment Date"), commencing November 1, 2013. The Bonds will mature serially on November 1 in each year and in the principal amounts as follows:

<u>YEAR</u>	<u>AMOUNT</u>	<u>YEAR</u>	<u>AMOUNT</u>
2013	\$260,000	2018	\$290,000
2014	270,000	2019	295,000
2015	275,000	2020	300,000
2016	280,000	2021	305,000
2017	285,000	2022	315,000

Bonds maturing on November 1, 2020 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 on any date on or after November 1, 2019, or in part, in inverse order of maturity and by lot within a maturity on November 1, 2019, or on any Interest Payment Date thereafter.

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 City. 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 erecting municipal buildings, and purchasing buildings or land therefor, and for repairing, improving, adorning and equipping the same; purchasing fire-fighting equipment and apparatus, and providing housing for same, and purchasing land therefor; and paying for the costs of issuance of the Bonds.

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 2012 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 2012, 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.

Minutes, City of Southaven, Southaven, Mississippi

~~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 Fifty Seven Thousand Five Hundred Dollars (\$57,500.00) 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, O'Mara, Stevens & Cannada, PLLC, 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 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, 2012, 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 October 16, 2012, has been "deemed final" as of such date by the City with permitted omissions, subject to change without notice and to completion or

Minutes, City of Southaven, Southaven, Mississippi

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 October 16, 2012.

/s/ Sheila Heath
CITY CLERK

PUBLISH: October 23 and 30, 2012

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Minutes, City of Southaven, Southaven, Mississippi

APPENDIX C

BUDGETS

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ADOPTED BUDGET FOR FISCAL YEAR 2012-2013

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APPENDIX D

AUDIT

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FINANCIAL STATEMENT FOR FISCAL YEAR
ENDED SEPTEMBER 30, 2011

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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 NOVEMBER 1, 2012

In Connection With the Issuance and Sale of \$2,875,000 City of Southaven, Mississippi
General Obligation Bonds, Series 2012, Dated November 1, 2012

WHEREAS, the City has heretofore authorized the issuance of \$2,875,000 in the aggregate principal amount of its General Obligation Bonds, Series 2012 (the "Bonds"), to be dated November 1, 2012 and to mature in the principal amounts and on the dates set forth in the City's Official Statement, dated November 6, 2012, 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 October 16, 2012 (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

Minutes, City of Southaven, Southaven, Mississippi

~~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.

"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, 2013, 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

Minutes, City of Southaven, Southaven, Mississippi

(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 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 more than 15 days after its filing with the State Department of Audit pursuant to the provisions of the Mississippi General Statutes, generally not later than six months after the end of each fiscal year. The information required to be filed in Section 2 will be filed not later than six 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:

Minutes, City of Southaven, Southaven, Mississippi

(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

Minutes, City of Southaven, Southaven, Mississippi

~~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.

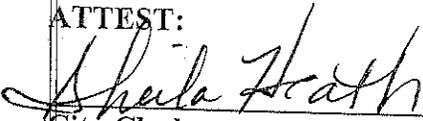
IN WITNESS WHEREOF, the City has caused this Continuing Disclosure Agreement to be executed in its name by its undersigned officer, duly authorized, all as of the date first above written.

CITY OF SOUTHAVEN, MISSISSIPPI

By: 

Mayor

ATTEST:


City Clerk

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APPENDIX F

Minutes, City of Southaven, Southaven, Mississippi

**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 2012, dated November 1, 2012, in the total authorized aggregate amount of \$2,875,000 (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 October 16, 2012, 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, and with respect to the exemption of interest on the Bonds from federal and Mississippi 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. R-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 of Mississippi presently in effect, that the Bonds constitute valid and legally binding obligations of the City, that the Bonds are 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.
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 of Mississippi and any county, municipality or other political subdivision of the State of Mississippi, 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.

Minutes, City of Southaven, Southaven, Mississippi

The Mayor and Board of Aldermen, acting for and on behalf of the City, has 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 included 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 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.

Ownership of the Bonds may result in collateral federal income tax consequences to certain taxpayers including, without limitation, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or to carry the Bonds.

In particular, attention is called to the fact that 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)(C) of the Code. Eighty percent (80%) of the interest expense deemed incurred by banks, thrift institutions and other 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.

Very truly yours,

BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

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Minutes, City of Southaven, Southaven, Mississippi

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

PROPERTY AND GRANTING AUTHORIZATION TO ADVERTISE FOR AUCTION

WHEREAS, the City of Southaven is presently in possession of various vehicles, and

WHEREAS, it has been recommended to the Mayor and Board of Aldermen that these vehicles either 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), or amending its fixed assets inventory pursuant to State guidelines, 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 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 vehicles shown on the attached Collective Exhibit "A" be, and they are 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, pursuant to Section 21-17-1, 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 Hale, 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 Greg Guy

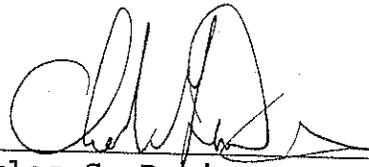
voted: YEA

Minutes, City of Southaven, Southaven, Mississippi

Alderman Lorine Cady	voted: YEA
Alderman Ronnie Hale	voted: YEA
Alderman George Payne	voted: ABSENT
Alderman William Brooks	voted: YEA
Alderman Ricky Jobes	voted: YEA
Alderman Dr. Randy Huling	voted: ABSENT

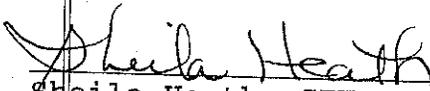
The motion having received the affirmative vote of a majority of the members present, the Mayor declared the motion carried and the resolution adopted, on this the 6th day of November, 2012.

RESOLVED AND DONE, this 6th day of November, 2012.



Charles G. Davis, MAYOR

ATTEST:


Sheila Heath, CITY CLERK

Minutes, City of Southaven, Southaven, Mississippi

EXHIBIT A

Unit # 3038
2008 Ford Crown Victoria, White
VIN/2FAFP71V98X159434
Asset #3717

Error! Unknown document property name.

Minutes, City of Southaven, Southaven, Mississippi

RESOLUTION GRANTING AUTHORITY TO CLEAN PRIVATE PROPERTY

WHEREAS, the governing authorities of the City of Southaven, Mississippi, have received numerous complaints regarding the parcel of land located at the following address, to-wit: **8607 Cedar Circle East**, to the effect that the said parcel of land has been neglected whereby **the grass height is in violation and there exist other unsafe conditions** and that the parcel of land in the present condition is deemed to be a menace to the public health and safety of the community.

WHEREAS, pursuant to Section 21-19-11 of the Mississippi Code Annotated (1972), the governing authorities of the City of Southaven, Mississippi, provided the owners of the above described parcel of land with notice of the condition of their respective parcel of land and further provided them with notice of a hearing before the Mayor and Board of Aldermen on **Tuesday, November 6, 2012**, by United States mail and by posting said notice, to determine whether or not the said parcel of land were in such a state of uncleanness as to be a menace to the public health and safety of the community.

WHEREAS, none of the owners of the above described parcel of land appeared at the meeting of the Mayor and Board of Aldermen on **Tuesday, November 6, 2012**, to voice objection or to offer a defense.

NOW, THEREFORE, BE IT HEREBY RESOLVED, by the Mayor and Board

Minutes, City of Southaven, Southaven, Mississippi

of Alderman of the City of Southaven, Mississippi, that the above described parcel of land located at: **8607 Cedar Circle East** is deemed in the existing condition to be a menace to the public health and safety of the community.

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

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

ALDERMAN	VOTED
Alderman Greg Guy	YEA
Alderman Lorine Cady	YEA
Alderman Ronnie Hale	YEA
Alderman George Payne	ABSENT
Alderman William Brooks	YEA
Alderman Ricky Jobes	YEA
Alderman Randall T. Huling, Jr.	ABSENT

The Resolution, having received a majority vote of all Aldermen present, was declared adopted on this, the **6th day of November, 2012.**

Minutes, City of Southaven, Southaven, Mississippi

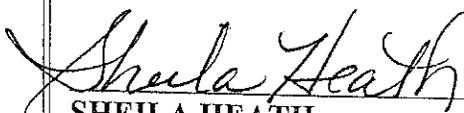
CITY OF SOUTHAVEN, MISSISSIPPI

BY:



CHARLES G. DAVIS
MAYOR

ATTEST:



SHEILA HEATH
CITY CLERK

(SEAL)

Minutes, City of Southaven, Southaven, Mississippi

Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount	
0400 580 205	WATER IMP LOAN	\$ -	\$ (329,269)	\$ (2,768,320)	\$ (2,768,320)	
					\$ (2,768,320)	
Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount	
811 650 850	WATER LOAN IMP	\$ -	\$ -	\$ 2,768,320	\$ 2,768,320	\$ 2,768,320
					\$ -	\$ 2,850,000
						\$ 2,500,000
						\$ 8,118,320
Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount	
0100 580 400	BOND PROCEEDS	\$ -	\$ -	\$ (2,850,000)	\$ (2,850,000)	
					\$ (2,850,000)	
Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount	
711 640 900 07005	FIRE STATION	\$ -	\$ -	\$ 2,850,000	\$ 2,850,000	
					\$ -	
Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount	
	HURRICANE CREEK	\$ -	\$ -	\$ (2,500,000)	\$ (2,500,000)	
					\$ (2,500,000)	
Code	Description	Original Approp	YTD Actual	Proposed Budget	Amend Amount	
	HURRICANE CREEK	\$ -	\$ -	\$ 2,500,000	\$ 2,500,000	
					\$ -	

Minutes, City of Southaven, Southaven, Mississippi

CITY OF SOUTHAVEN

Top of Mississippi
Office of the Mayor

GREG DAVIS
MAYOR



8710 Northwest Drive
Southaven, MS 38671
Phone: 662.393.6939
Fax: 662.393.7294
mayor@southaven.com

TO: BOARD OF ALDERMEN
FROM: MAYOR GREG DAVIS
DATE: NOVEMBER 2, 2012
RE: EMERGENCY PURCHASE

Pursuant to MS Code 31-7-13(K) concerning emergency purchases, I am authorizing the emergency repair of the Siren Head for the Tornado Siren at Getwell & Rasco Roads to be completed by Federal Signal Corporation in the amount of \$6,850.00.

Greg Davis, Mayor

Minutes, City of Southaven, Southaven, Mississippi

Jordan Chase Fitts
PRB Entertainment, LLC
3369 Jacob Lane
Southaven, MS 38672

October 19, 2012

RE: PRB Entertainment, LLC

To Whom it May Concern:

I, Jordan Chase Fitts, owner of PRB Entertainment, LLC, am requesting licensing to operate a "motor vehicle for hire" business based out of Southaven, Mississippi. I am also requesting transportation licensing of my drivers of said business. I have employed two outstanding drivers with CDL licensure, both with many years of experience. They are long-time previous employees of my father's farm and trucking company located in Sunflower County, MS. They are reputable men of fine moral character with good driving records, both over the age of 18, and physically/mentally capacitated to drive and operate said motor vehicles. I am attaching their personal information for your records.

I currently own one limo bus and will be buying another bus in the near future. I am working with corporations and local businesses to provide transportation to promoted special events; i.e., sporting events, concerts, casinos, et cetera. I feel like it will be a new and safe option of transportation for citizens of Desoto County to safely reach and return from their entertainment destinations. According to the U.S. Department of Transportation, in fatal crashes in 2010 the highest percentage of drivers with a BAC level of .08 or higher was for drivers ages 21 to 24 (34%), followed by ages 25 to 34 (30%) and 35 to 44 (25%). These are the age demographics of customers that PRB Entertainment, LLC will be targeting. I hope to make a difference in the community by providing safe transportation for entertainment purposes, offering local pickup and drop off for passengers.

Storage of my fleet will be provided by a gated outdoor storage facility on Pleasant Hill Road.

I appreciate your consideration and look forward to working in Desoto County.

Sincerely,

Jordan Chase Fitts
PRB Entertainment, LLC
858-888-2519

Minutes, City of Southaven, Southaven, Mississippi

Municipal Compliance Questionnaire

As part of the municipality's audit, the governing authorities of the municipality must make certain assertions with regard to legal compliance. The municipal compliance questionnaire was developed for this purpose.

The following questionnaire and related certification must be completed at the end of the municipality's fiscal year and entered into the official minutes of the governing authorities at their next regular meeting.

The governing authorities should take care to answer these questions accurately. Incorrect answers could reduce the auditor's reliance on the questionnaire responses, resulting in the need to perform additional audit procedures at added cost.

Information

Note: Due to the size of some municipalities, some of the questions may not be applicable. If so, mark N/A in answer blanks. Answers to other questions may require more than "yes" or "no," and, as a result, more information on this questionnaire may be required and/or separate work papers may be needed.

1. Name and address of municipality:
Southaven, MS
8710 Northwest Dr. Southaven, MS 38671
2. List the date and population of the latest official U.S. Census or most recent official census:
2010 - 50,000
3. Names, addresses and telephone numbers of officials (include elected officials, chief administrative officer, and attorney).
See attached
4. Period of time covered by this questionnaire:
From: 10/1/11 To: 9/30/12
5. Expiration date of current elected officials' term: 7/2013

Minutes, City of Southaven, Southaven, Mississippi

MUNICIPAL COMPLIANCE QUESTIONNAIRE Year Ended September 30, 20__

Answer All Questions: Y - YES, N - NO, N/A - NOT APPLICABLE

PART I - General

- | | |
|---|----------|
| 1. Have all ordinances been entered into the ordinance book and included in the minutes? (Section 21-13-13) | <u>Y</u> |
| 2. Do all municipal vehicles have public license plates and proper markings? (Sections 25-1-87 and 27-19-27) | <u>Y</u> |
| 3. Are municipal records open to the public? (Section 25-61-5) | <u>Y</u> |
| 4. Are meetings of the board open to the public?
(Section 25-41-5) | <u>Y</u> |
| 5. Are notices of special or recess meetings posted?
(Section 25-41-13) | <u>Y</u> |
| 5. Are all required personnel covered by appropriate surety bonds? | |
| · Board or council members (Sec. 21-17-5) | <u>Y</u> |
| · Appointed officers and those handling money, see statutes governing the form of government (i.e., Section 21-3-5 for Code Charter) | <u>Y</u> |
| · Municipal clerk (Section 21-15-38) | <u>Y</u> |
| · Deputy clerk (Section 21-15-23) | <u>Y</u> |
| · Chief of police (Section 21-21-1) | <u>Y</u> |
| · Deputy police (Section 45-5-9) (if hired under this law) | <u>Y</u> |
| 7. Are minutes of board meetings prepared to properly reflect the actions of the board? (Sections 21-15-17 and 21-15-19) | <u>Y</u> |
| 8. Are minutes of board meetings signed by the mayor or majority of the board within 30 days of the meeting?
(Section 21-15-33) | <u>Y</u> |
| 9. Has the municipality complied with the nepotism law in its employment practices? (Section 25-1-53) | <u>Y</u> |
| 10. Did all officers, employees of the municipality, or their relatives avoid any personal interest in any contracts with the municipality during their term or within one year after their terms of office or employment? (Section 25-4-105) | <u>Y</u> |
| 11. Does the municipality contract with a Certified Public Accountant or an auditor approved by the State Auditor for its annual audit within twelve months of the end of each fiscal year? (Section 21-35-31) | <u>Y</u> |

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Minutes, City of Southaven, Southaven, Mississippi

12. Has the municipality published a synopsis or notice of the annual audit within 30 days of acceptance?
(Section 21-35-31 or 21-17-19)

Y

PART II - Cash and Related Records

1. Where required, is a claims docket maintained?
(Section 21-39-7)
2. Are all claims paid in the order of their entry in the claims docket? (Section 21-39-9)
3. Does the claims docket identify the claimant, claim number, amount and fund from which each warrant will be issued?
(Section 21-39-7)
4. Are all warrants approved by the board, signed by the mayor or majority of the board, attested to by the clerk, and bearing the municipal seal? (Section 21-39-13)
5. Are warrants for approved claims held until sufficient cash is available in the fund from which it is drawn?
(Section 21-39-13)
6. Has the municipality adopted and entered on its minutes a budget in the format prescribed by the Office of the State Auditor? (Sections 21-35-5, 21-35-7 and 21-35-9)
7. Does the municipality operate on a cash basis budget, except for expenditures paid within 30 days of fiscal year end or for construction in progress? (Section 21-35-23)
8. Has the municipality held a public hearing and published its adopted budget? (Sections 21-35-5, 27-39-203, & 27-39-205)
9. Has the municipality complied with legal publication requirements when budgetary changes of 10% or more are made to a department's budget? (Section 21-35-25)
10. If revenues are less than estimated and a deficit is anticipated, did the board revise the budget by its regular July meeting? (Section 21-35-25)

Y

Y

Y

Y

Y

Y

Y

Y

Y

n/a

Minutes, City of Southaven, Southaven, Mississippi

11. Have financial records been maintained in accordance with the chart of accounts prescribed by the State Auditor? (Section 21-35-11)	Y
12. Does the municipal clerk submit to the board a monthly report of expenditures against each budget item for the preceding month and fiscal year to date and the unexpended balances of each budget item? (Section 21-35-13)	Y
13. Does the board avoid approving claims and the city clerk not issue any warrants which would be in excess of budgeted amounts, except for court-ordered or emergency expenditures? (Section 21-35-17)	Y
14. Has the municipality commissioned municipal depositories? (Sections 27-105-353 and 27-105-363)	Y
15. Have investments of funds been restricted to those instruments authorized by law? (Section 21-33-323)	Y
16. Are donations restricted to those specifically authorized by law? [Section 21-17-5 (Section 66, Miss. Constitution) -- Sections 21-19-45 through 21-19-59, etc.]	Y
17. Are fixed assets properly tagged and accounted for? (Section II - Municipal Audit and Accounting Guide)	Y
18. Is all travel authorized in advance and reimbursements made in accordance with Section 25-3-41?	Y
19. Are all travel advances made in accordance with the State Auditor's regulations? (Section 25-3-41)	Y
PART III - Purchasing and Receiving	
1. Are bids solicited for purchases, when required by law (written bids and advertising)? [Section 31-7-13(b) and (c)]	Y
2. Are all lowest and best bid decisions properly documented? [Section 31-7-13(d)]	Y
3. Are all one-source item and emergency purchases documented on the board's minutes? [Section 31-7-13(m) and (k)]	Y
4. Do all officers and employees understand and refrain from accepting gifts or kickbacks from suppliers? (Section 31-7-23)	Y

Minutes, City of Southaven, Southaven, Mississippi

PART IV - Bonds and Other Debt

1. Has the municipality complied with the percentage of taxable property limitation on bonds and other debt issued during the year? (Section 21-33-303) Y
2. Has the municipality levied and collected taxes, in a sufficient amount for the retirement of general obligation debt principal and interest? (Section 21-33-87) Y
3. Have the required trust funds been established for utility revenue bonds? (Section 21-27-65) Y
4. Have expenditures of bond proceeds been strictly limited to the purposes for which the bonds were issued? (Section 21-33-317) Y
5. Has the municipality refrained from borrowing, except where it had specific authority? (Section 21-17-5) Y

PART V - Taxes and Other Receipts

1. Has the municipality adopted the county ad valorem tax rolls? (Section 27-35-167) Y
2. Are interest and penalties being collected on delinquent ad valorem taxes? (Section 21-33-53) Y
3. Has the municipality conducted an annual land sale for delinquent ad valorem taxes? (Section 21-33-63) Y
4. Have the various ad valorem tax collections been deposited into the appropriate funds? (Separate Funds for Each Tax Levy) (Section 21-33-53) Y
5. Has the increase in ad valorem taxes, if any, been limited to amounts allowed by law? (Sections 27-39-320 and 27-39-321) Y
6. Are local privilege taxes collected from all businesses located within the municipality, except those exempted? (Section 27-17-5) Y
7. Are transient vendor taxes collected from all transient vendors within the municipality, except those exempted? (Section 75-85-1) Y
8. Is money received from the state's "Municipal Fire Protection Fund" spent only to improve municipal fire departments? (Section 83-1-37) Y

Minutes, City of Southaven, Southaven, Mississippi

- | | |
|--|---|
| 9. Has the municipality levied or appropriated not less than 1/4 mill for fire protection and certified to the county it provides its own fire protection or allowed the county to levy such tax? (Sections 83-1-37 and 83-1-39) | Y |
| 10. Are state-imposed court assessments collected and settled monthly? (Section 99-19-73, 83-39-31, etc.) | Y |
| 11. Are all fines and forfeitures collected when due and settled immediately to the municipal treasury? (Section 21-15-21) | Y |
| 12. Are bids solicited by advertisement or, under special circumstances, three appraisals obtained when real property is sold? (Section 21-17-1) | Y |
| 13. Has the municipality determined the full and complete cost for solid waste for the previous fiscal year? (Section 17-17-347) | Y |
| 14. Has the municipality published an itemized report of all revenues, costs and expenses incurred by the municipality during the immediately preceding fiscal year in operating the garbage or rubbish collection or disposal system? (Section 17-17-348) | Y |
| 15. Has the municipality conducted an annual inventory of its assets in accordance with guidelines established by the Office of the State Auditor? (MMAAG) | Y |

Minutes, City of Southaven, Southaven, Mississippi

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Minutes, City of Southaven, Southaven, Mississippi

(MUNICIPAL NAME)

Certification to Municipal Compliance Questionnaire

Year Ended September 30, 2012

We have reviewed all questions and responses as contained in this Municipal Compliance Questionnaire for the Municipality of Southaven, and, to the best of our knowledge and belief, all responses are accurate.


(City Clerk's Signature)

11-16-12
(Date)


(Mayor's Signature)

11/15/12
(Date)

Minute Book References:

Book Number 27

Page _____

(Clerk is to enter minute book references when questionnaire is accepted by board.)

Minutes, City of Southaven, Southaven, Mississippi

City Officials:

Charles G. Davis 8710 Northwest Drive	Mayor Southaven, MS 38671	662-393-6939 mayor@southaven.org
Greg Guy 4035 Garden Road	Alderman At Large Southaven, MS 38672	901-834-8787 gguy@southaven.org
Lorine Cady 8681 Yorktown Drive	Alderman Ward 1 Southaven MS 38671	901-283-2724 lcady@southave.org
Ronnie Hale 1833 Brookhaven Drve	Alderman Ward 2 Southaven, MS 38671	901-488-4257 rhale@sothaven.org
George Payne 7843 Richland Driv	Alderman Ward 3 Southaven, MS 38671	662-280-2368 gpayne@southaven.org
William Brooks 5105 Weeping Willow Lane, Apt 103	Alderman Ward 4 Southaven, MS 38671	662-418-7036 wbrooks@southaven.org
Ricky Jobes 1825 Pecan Ridge	Alderman Ward 5 Southaven, MS 38671	662-349-3009 rjobes@southaven.org
Randy Huling, MD 1776 Stonehedge Drive	Alderman Ward 6 Southaven, MS 38671	662-349-9850 rhuling@southaven.org
Chris Wilson 8710 Northwest Drive	CAO Southaven, MS 38671	662-393-6939 cwilson@southaven.org
Nick Manley Suite 500 6075 Poplar Avenue	City Attorney Memphis, TN 38119	901-680-7314 nick.manley@butlersnow.com

Minutes, City of Southaven, Southaven, Mississippi



City of Southaven Office of Planning and Development Conditional Permit Use Staff Report

City of Southaven City Hall
Executive Board Room
8710 Northwest Drive

Date of Hearing:	October 29 , 2012
Public Hearing Body:	Planning Commission
Applicant	Elmer Sipp, Jr. 1140 Church Road Southaven, MS 662-306-0291
Location	1140 Church Road
Total Acreage	NA
Existing Zoning:	Planned Unit Development (Ross PUD)
Location of Conditional Use application:	North side of Church Road, east of Hwy. 51.
Requirements for CUP:	
<i>"Barber shops, hair/beauty salons, hair studios, spa (full service), hair braiding establishments and Wigology establishments may locate in the stated zones with the stated requirements so long as an existing establishment of the same classification is not currently located within a half mile (1/2) radius of the newly proposed establishment."</i>	
Comprehensive Plan Designation:	NA
Staff Comments: By definition Barber Shop is: A licensed establishment with any one or any combination of the following practices (when done upon the upper part of the human body for cosmetic purposes and not for the treatment of diseases or physical or mental ailment and when done for payment either directly or indirectly, or without payment, for the public generally) constitutes the	

Minutes, City of Southaven, Southaven, Mississippi

practice of barbering:

- Shaving or trimming the beard or cutting the hair;
- Giving facial or scalp massages or treatments with oils, creams, lotions or other preparations, either by hand or mechanical devices;
- Singeing, shampooing, or dyeing the hair, or beard, or applying hair tonic;
- Applying cosmetic preparations, antiseptics, powders, clays or lotions to scalp, face, neck or upper part of the body.

Furthermore, as shown in the requirements of the CUP, these types of establishments have to meet the ½ mile radius rule. Per the applicant, the shop will deal solely with the defined barbershop items, if less, and will be open Tuesday through Saturday.

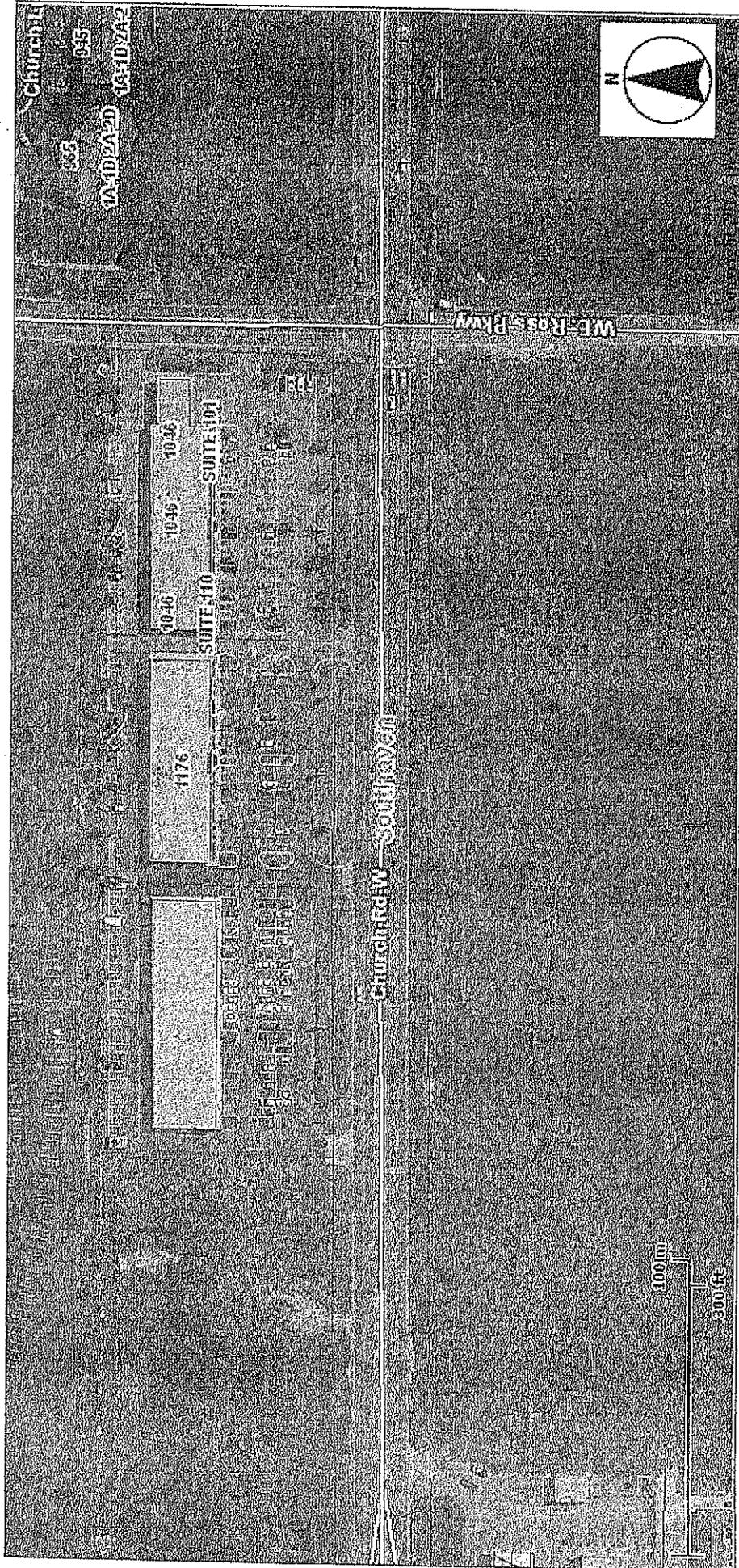
Staff Recommendation:

Staff has surveyed the surrounding areas and has not found a barber shop within a ½ mile radius to the proposed establishment. By definition, the applicant is meeting the criteria for a barber shop as defined by the City as well as the state statutes. There is some concern from the beauty salon located in the building adjacent to the east of this site. Staff understands the concerns and has compared the uses, which do not seem to be in competition for the most part. However, if the applicant expands the amenities in the future, which further defines into the realm of beauty shop, staff would recommend that the applicant be required to come back and amend the conditional use permit. That being said, staff recommends a conditional use permit for one (1) year with a four (4) year extension to be renewed annually.

**Planning Commission
Recommendation:**

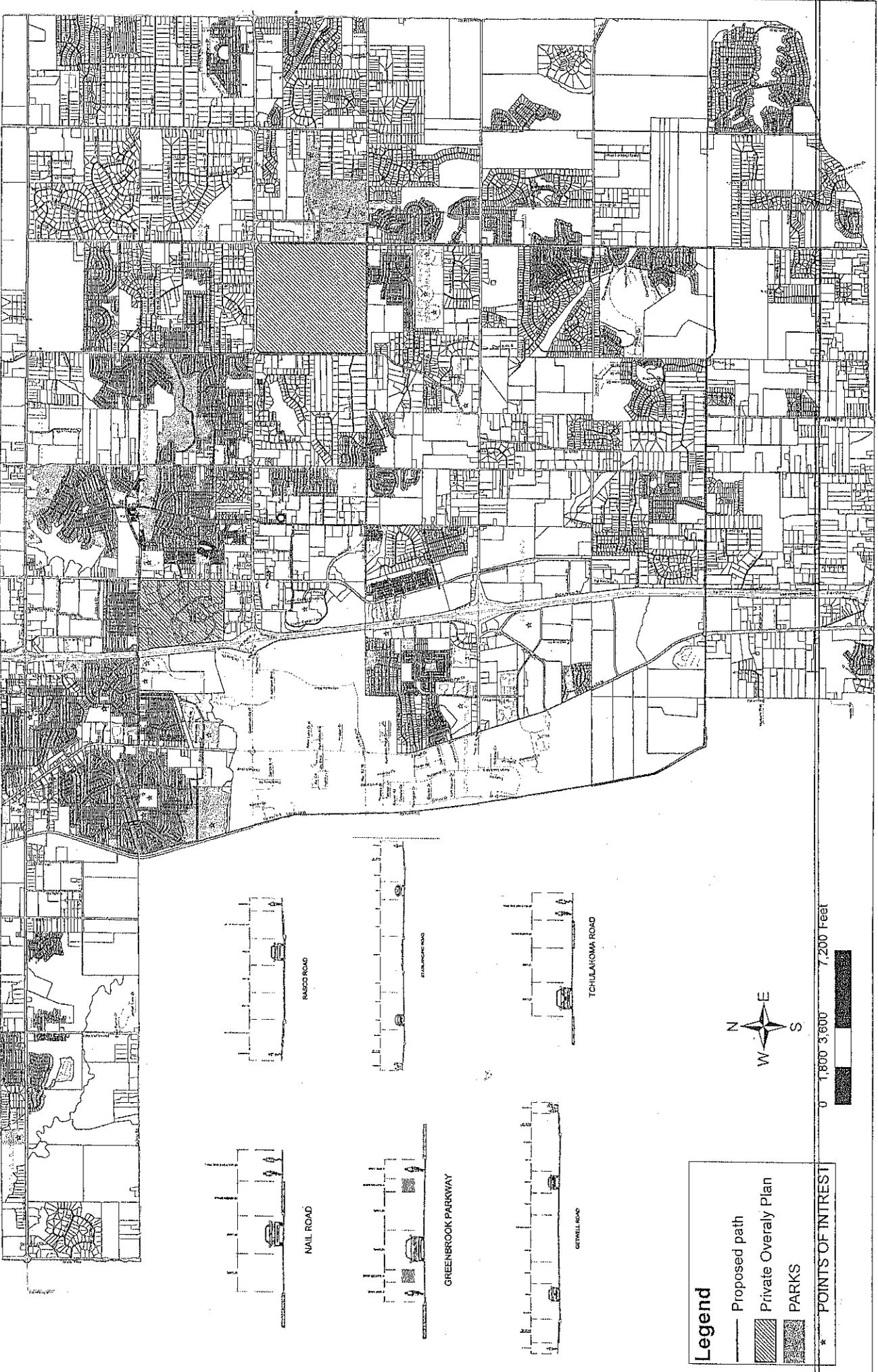
**Motion made by:
Seconded by:**

My Map



Minutes, City of Southaven, Southaven, Mississippi

Southaven Multi Use Path Plan (1st Draft)



**RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY
OF SOUTHAVEN, MISSISSIPPI, GRANTING EXEMPTION FROM REAL PROPERTY
AD VALOREM TAXES FOR A TEN YEAR PERIOD TO INDUSTRIAL PROPERTY
FUND VI, LLC AS AUTHORIZED BY SECTION 27-31-101 ET SEQ., OF THE
MISSISSIPPI CODE (1972), AS AMENDED**

WHEREAS, INDUSTRIAL PROPERTY FUND VI, LLC filed an Application in triplicate for exemption from ad valorem taxation, except ad valorem taxes levied for school district purposes (“school district taxes”), parks and library, road and bridge, municipal parks and library taxes and any of the “mandated levies” described in Mississippi Code Annotated (1972) with this Board; and

WHEREAS, INDUSTRIAL PROPERTY FUND VI, LLC., 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 the completion date of said enterprise; and

WHEREAS, this Board finds as a fact that the property described in the aforesaid Application constitutes an industrial enterprise of public utility as enumerated in Section 27-31-101 of the Mississippi Code Annotated (1972), was completed on October 17, 2012 and the application for tax exemption was completed on the 13th day of November, 2012 and that said Company is entitled to the exemption sought for a period of ten (10) years beginning on January 1, 2013, subject to approval and certification by the Mississippi Department of Revenue.

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

1. That the Application for ad valorem tax exemption for INDUSTRIAL PROPERTY FUND VI, LLC for period of ten (10) years, beginning on January 1, 2013 on the tangible property (other than tagged motor vehicles and finished products) used in, or

necessary to, the operation of INDUSTRIAL PROPERTY FUND VI, LLC. as described in the Application filed by said Company for tax exemption, be and the same is hereby approved, subject to approval and certification by the Mississippi Department of Revenue.

2. That INDUSTRIAL PROPERTY FUND VI, LLC. is hereby granted exemption from ad valorem taxation, except school district taxes, parks and library taxes, and the “mandated levies”, on the eligible exempt tangible property as described in Exhibit “A” of the Application having a true value of \$14,236,640.00 for a period of ten (10) years beginning on January 1, 2013.
3. 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, and obtain the Certificate of said Tax Assessor stating that the personal property as itemized in the Application has been placed on the appropriate tax roll as “Non-Taxable”, except for school district, parks and library taxes and the “mandated levies” for the duration of the exemption period only.

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

ALDERMEN

VOTED

ALDERMAN BROOKS

ALDERMAN PAYNE

ALDERMAN HULING

ALDERMAN HALE

ALDERMAN JOBES

ALDERMAN GUY

ALDERMAN CADY

WHEREUPON, the foregoing Resolution was declared passed and adopted at a regular meeting of the Mayor and Board of Alderman of the City of Southaven, Mississippi, on this, the 20th day of November, 2012.

CITY OF SOUTHAVEN, MISSISSIPPI

BY: _____
CHARLES G. DAVIS
MAYOR

ATTEST:

SHEILA HEATH
CITY CLERK

(S E A L)

**RESOLUTION FIXING THE AD VALOREM TAX LEVY ON REAL AND
PERSONAL PROPERTY FOR TAXES
AND ESTABLISHING THE AMENDED BUDGET
Appropriations and Expenditures for the Fiscal Year 2012-2013
FOR THE CITY OF SOUTHAVEN, MISSISSIPPI**

**BE IT RESOLVED BY THE MAYOR AND BOARD OF ALDERMEN OF THE
CITY OF SOUTHAVEN, MISSISSIPPI**

SECTION 1. That for the Fiscal Year beginning October 1, 2012, there shall be and there is hereby levied on all taxable property, Real and Personal, within the corporate limits of the City of Southaven, Mississippi for Ad Valorem taxes for municipal purposes as indicated, the following levies to be collected upon each dollar of assessed value as shown upon the Real and Personal Ad Valorem assessment rolls of the City of Southaven as to such property within the city limits, to-wit:

***FOR GENERAL REVENUE PURPOSES:
TWENTY-THREE POINT ONE TWO (23.12) MILLS
SECTION 27-39-307 AND 83-3-37 PARAGRAPH 5 OF THE MISSISSIPPI CODE
OF 1972***

***FOR DEBT RETIREMENT OF GENERAL OBLIGATION BONDS:
FOURTEEN POINT SIX ONE (14.61) MILLS
SECTION 21-33-45 OF THE MISSISSIPPI CODE OF 1972***

***FOR SANITATION:
SIX POINT ZERO (6.0) MILLS
SECTION 27-39-321 OF THE MISSISSIPPI CODE OF 1972***

***TOTAL FOR SAID MUNICIPAL PURPOSES:
FORTY-THREE POINT SEVENTY THREE (43.73) MILLS***

***FOR PARKS AND LIBRARY DEBT MILLAGE APPLIED TO EXEMPT BUSINESS AS PER
AD VALOREM TAX ABATEMENT PURPOSES:
TWENTY-THREE POINT SIX NINE (23.69) MILLS
SECTION 27-39-329 OF THE MISSISSIPPI CODE OF 1972***

WHEREAS, the Mayor and the Board of Aldermen of the City of Southaven, Mississippi, wish to prepare and publish a summarized budget of the municipal revenues and expense estimated for the fiscal year 2012-2013; and

WHEREAS, the budget herein shall be for the period beginning from October 1, 2012 and ending September 30, 2013; and

WHEREAS, the "Municipal Budget Law" of the State of Mississippi provides that said budget shall be adopted and approved as finally determined by governing authorities being the Mayor and Board of Aldermen of the City of Southaven, Mississippi; now therefore,

**BE IT RESOLVED BY THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF
SOUTHAVEN, DESOTO COUNTY, MISSISSIPPI, AS FOLLOWS:**

Fund Description	Amended Budget for FYE 9/30/2013
<hr/> GENERAL FUND <hr/>	
REVENUE	
	\$
GENERAL PROPERTY TAXES	(12,822,000)
LICENSES & PERMITS	(353,500)
INTERGOVERNMENTAL	(12,727,000)
CHARGES FOR SERVICES	(3,154,500)
FINES	(3,215,000)
FRANCHISE TAXES	(1,730,000)
GRANTS	(1,900,000)
OTHER	<u>(1,412,000)</u>
	\$
TOTAL REVENUE	(37,314,000)
NON REVENUE RECEIPTS	(2,850,000)
TRANSFERS FROM UTILITY	(200,000)
TRANSFERS FROM SANITATION	<u>(200,000)</u>
TOTAL AVAILABLE TAX	(40,564,000)
EXPENDITURES	
GENERAL GOVERNMENT	
PERSONNEL SERVICES	2,989,401
SUPPLIES	125,000
OTHER SERVICES & CHARGES	<hr/>

	<u>5,441,300</u>
TOTAL GENERAL GOVERNMENT	8,555,701
PUBLIC SAFETY	
POLICE	
PERSONNEL SERVICES	8,457,565
SUPPLIES	594,500
OTHER SERVICES & CHARGES	<u>893,500</u>
TOTAL PUBLIC SAFETY	9,945,565
FIRE	
PERSONNEL SERVICES	8,131,393
SUPPLIES	333,500
OTHER SERVICES & CHARGES	<u>924,500</u>
TOTAL PUBLIC SAFETY	9,389,393
PUBLIC WORKS	
PERSONNEL SERVICES	512,913
SUPPLIES	111,000
OTHER SERVICES & CHARGES	<u>719,000</u>
TOTAL PUBLIC WORKS	1,342,913
CULTURE & RECREATION	
PERSONNEL SERVICES	2,115,172
SUPPLIES	480,000
OTHER SERVICES & CHARGES	<u>1,667,000</u>
TOTAL CULTURE & RECREATION	4,262,172

HEALTH & WELFARE

PERSONNEL SERVICES	315,882
SUPPLIES	25,750
OTHER SERVICES & CHARGES	<u>30,000</u>
TOTAL HEALTH & WELFARE	371,632

CAPITAL OUTLAY 6,674,500

RESERVE 22,124

TOTAL EXPENDITURES 40,564,000

TOTAL EXP& YEAR END BALANCE -

TOURISM FUND

REVENUE

INTERGOVERNMENTAL	(750,000)
OTHER	<u>(235,000)</u>

TOTAL REVENUES (985,000)

EXPENDITURES

PARK IMPROVEMENTS	500,000
OTHER	<u>485,000</u>

TOTAL EXPENDITURES 985,000

TOTAL EXP & YEAR END BAL -

DEBT SERVICE FUND

REVENUE

GENERAL PROPERTY TAX (7,580,000)

RENT (90,000)

TOTAL REVENUE (7,670,000)

EXPENDITURES

DEBT SERVICE 7,527,805

RESERVE 142,195

TOTOAL EXP & YEAR END BAL -

UTILITY FUND

REVENUES

CHARGES FOR SERVICES (9,275,000)

OTHER (201,000)

NON REVENUE RECEIPTS (5,268,320)

TOTAL REVENUES (14,744,320)

EXPENDITURES

PERSONNEL SERVICES 1,108,188

SUPPLIES 1,558,000

CAPITAL OUTLAY 6,243,320

DEBT SERVICE 3,136,370

OTHER SERVICES & CHARGES 1,908,500

TOTAL EXPENDITURES

	13,954,378
TRANSFER TO GENERAL FUND	200,000
RESERVE	<u>589,942</u>
TOTAL EXPENDITURES & TRANSFERS	14,744,320
TOTAL EXP & YEAR END BAL	-

SANITATION FUND

REVENUES	
GENERAL PROPERTY TAX	(3,100,000)
CHARGES FOR SERVICES	<u>(585,000)</u>
TOTAL REVENUES	(3,685,000)
EXPENDITURES	
PERSONNEL SERVICES	148,591
SUPPLIES	27,500
PROFESSIONAL SERVICES	2,800,000
CAPITAL OUTLAY	85,000
OTHER	<u>30,000</u>
TOTAL EXPENDITURES	3,091,091
TRANSFER TO GENERAL FUND	200,000
RESERVE	<u>393,909</u>
TOTAL EXPENDITURES & TRANSFERS	3,685,000
TOTAL EXP & YEAR END BAL	-

SECTION 2. It is hereby authorized by the Mayor and Board of Aldermen the funds as herein provided shall be appropriated for the provision of municipal services in the City of Southaven, DeSoto County, Mississippi, for the fiscal period 2012-2013:

SECTION 3. The above funds are set forth herein in the budget summary concerning both appropriations and expenditures.

SECTION 4. The Utility Rates for the City of Southaven shall be:

Residential

Water: \$1.85/100 cubic feet
Sewer: \$1.15/100 cubic feet
Interceptor Sewer: \$1.21/100 cubic feet
System Improvement: \$0.45/100 cubic feet
¾" Tap Fee: \$525
1" Tap Fee: \$630
2" Tap Fee: \$1,315
Irrigation Tee: \$250
Cut-Off Fee: \$75.00
During Hours Turn-on Fee: \$25.00
After Hours Turn-On Fee: \$35.00

Commercial

Water: \$2.30/100 cubic feet
Sewer: \$1.75/100 cubic feet
Interceptor Sewer: \$1.75/100 cubic feet
System Improvement: \$0.75/100 cubic feet
DCRUA Sewer Fee: \$2.50/100 cubic feet
¾" Tap Fee: \$850.00
1" Tap Fee: \$850.00
2" Tap Fee: \$1,700.00
3" Tap Fee: \$1,900.00
4" Tap Fee: \$3,400.00
6" Tap Fee: \$5,000.00
Irrigation Tee: \$300.00
Cut-Off Fee: \$100.00
During Hours Turn-on Fee: \$50.00
After Hours Turn-On Fee: \$100.00

Sewer Tap Fees

Inside Basin: \$1,400.00
Outside Basin: \$2,050.00

These rates are to be effective October 1, 2012 and shall only be amended by the Southaven Board of Alderman or by an agreement entered into by the Mayor, the Southaven Utility Committee Chairman and the Southaven Utility Division Director.

SECTION 5. The Municipal Budget for the City of Southaven, DeSoto County, Mississippi, presented and reviewed at this public meeting for the fiscal year 2012-2013 shall be published according to law and be in full force and effect after passage.

SECTION 6. The Motion to adopt the budget and establish the millage rate as presented being made by Alderman _____ with a second by Alderman _____ with the following aldermen being present and voting thereon as follows:

“for the approval and adoption of proposed budget and voting YEA”

Alderman Greg Guy	YEA
Alderman Lorine Cady	YEA
Alderman Ronnie Hale	YEA
Alderman George Payne	YEA
Alderman William Brooks	YEA
Alderman Ricky Jobs	YEA
Alderman Randall Huling	YEA

RESOLVED THIS 20th DAY OF NOVEMBER 2012

Charles G. Davis, Mayor

Sheila Heath, City Clerk

CERTIFICATE

I, Sheila Heath, clerk of the City of Southaven, Mississippi do hereby certify that the above and foregoing is a true and correct copy of a Resolution duly and legally adopted at a Regular Meeting of the Mayor and Board of Aldermen on Tuesday, _____, 2012, and duly appears of record in Minute book _____ of the proceedings of the said Mayor and Board of Aldermen.

This the ____ day of _____ 2012

City Clerk

RESOLUTION GRANTING AUTHORITY TO CLEAN PRIVATE PROPERTY

WHEREAS, the governing authorities of the City of Southaven, Mississippi, have received numerous complaints regarding the parcel of land located at the following address, to-wit:**8432 Chesterfield Drive, 5890 Garden Walk East**, to the effect that the said parcel of land has been neglected whereby **the grass height is in violation and there exist other unsafe conditions** and that the parcel of land in the present condition is deemed to be a menace to the public health and safety of the community.

WHEREAS, pursuant to Section 21-19-11 of the Mississippi Code Annotated (1972), the governing authorities of the City of Southaven, Mississippi, provided the owners of the above described parcel of land with notice of the condition of their respective parcel of land and further provided them with notice of a hearing before the Mayor and Board of Aldermen on **Tuesday, November 20, 2012**, by United States mail and by posting said notice, to determine whether or not the said parcel of land were in such a state of uncleanliness as to be a menace to the public health and safety of the community.

WHEREAS, none of the owners of the above described parcel of land appeared at the meeting of the Mayor and Board of Aldermen on **Tuesday, November 20, 2012**, to voice objection or to offer a defense.

NOW, THEREFORE, BE IT HEREBY RESOLVED, by the Mayor and Board

of Alderman of the City of Southaven, Mississippi, that the above described parcel of land located at: **8432 Chesterfield Drive, 5890 Garden Walk East** is deemed in the existing condition to be a menace to the public health and safety of the community.

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

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

ALDERMAN

VOTED

Alderman Greg Guy

Alderman Lorine Cady

Alderman Ronnie Hale

Alderman George Payne

Alderman William Brooks

Alderman Ricky Jobes

Alderman Randall T. Huling, Jr.

The Resolution, having received a majority vote of all Aldermen present, was declared adopted on this, the **20th day of November, 2012.**

CITY OF SOUTHAVEN, MISSISSIPPI

BY:

CHARLES G. DAVIS
MAYOR

ATTEST:

SHEILA HEATH
CITY CLERK

(S E A L)

Southaven Police Department



W. TOM LONG
Chief of Police

STEVE PIRTLE
Deputy Chief of Police

MISSISSIPPI

November 8, 2012

Federal Signal Corporation
Attn: Bill Caldwell
2645 Federal Signal Drive
University Park IL 60466

Re: 2001-130 Siren Head

Mr. Caldwell,

Please accept this letter in lieu of Purchase Order for the Siren Head, Model #2001-130, as per your quote, in the amount of \$6,850.00. (see attached.)

This is considered an Emergency Purchase for the City of Southaven and this item should be shipped as soon as possible.

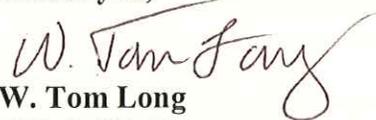
Siren Location: Getwell & College, Southaven MS

Ship to:
City of Southaven
5813 Pepperchase
Southaven MS 38671

Invoice to:
City of Southaven
8691 Northwest Drive
Southaven MS 38671

If you have any questions or concerns, please do not hesitate to contact me.

Thank you,


W. Tom Long
Chief of Police

SOUTHAVEN, MISSISSIPPI

<u>ITM</u>	<u>QTY</u>	<u>MODEL/DESCRIPTION</u>	<u>UNIT PR</u>	<u>EXT</u>
	1	2001-130 Siren Head Only		6,505.00
	1	ES-Shipping		345.00
		TOTAL		6,850.00

CHRIS PLEASE CALL ME (Home 662-256-5017 Cell 662-256-6659)with any questions

Bill Caldwell

Bill Caldwell
Federal Signal Corp. Rep.

PAYMENT TERMS: EQUIPMENT: NET 30 DAYS AFTER DELIVERY
INSTALLATION: 90% NET 30 DAYS FROM INSTALL
10% UPON ACCEPTANCE

DELIVERY: FOB UNIVERSITY PARK, IL

DELIVERY SCHEDULE: EQUIPMENT DELIVERY - 45 DAYS ARO INSTALLATION - 30 DAYS AFTER DELIVERY OF
EQUIPMENT.



November 8, 2012

Attention: Chief Steve Pirtle

SOLE SOURCE LETTER

City of Southaven
8710 N.W. Drive
Southaven, MS 38671

Deputy Chief Pirtle:

Federal Signal Corporation is the sole manufacturer of the mechanical controllers (models DCFCTBDU and FCTBDU) designed to operate with our proprietary digital (FSK) protocol and the Federal Commander Digital System software (SFCDWARE).

We are pleased to be able to supply customers with advanced digital protocol mechanical siren controllers. These products are the only models on the market that will control any mechanical siren, include a Motorola CDM-750 Radio (standard), and operate with the Federal Signal digital system.

Federal Signal takes pride in being able to offer our customers new technology as we develop it and in this case, upgrading from two-way DTMF to (FSK) Digital protocol is more secure and easier to administer and maintain. We are confident that our solution provides exceptional value and increased reliability for your control and monitoring system.

If I can answer any additional questions, or be of service in any way, please call me at the number below.

Sincerely,

A handwritten signature in black ink, appearing to read 'John Von Thaden', with a long horizontal flourish extending to the right.

John Von Thaden
Sales & Marketing Manager
Federal Warning Systems
Federal Signal Corporation
jvonthaden@fedsig.com

May 8, 2012

Chris Shelton
City of Southaven
8691 N.W. Drive
Southaven, Ms. 38671

RE: PROPOSAL REPLACE 2001-130 Head Only

Chris,

Federal Signal Corporation (FSC) is pleased to respond to your request for a proposal City of Southaven. The proposal submitted totally complies with the specification provided.

EXECUTIVE OVERVIEW

PRODUCT FEATURES

- **Outstanding proven record of reliability, over 7000 of the proposed sirens in service throughout the World.**
- **The control system uses the Motorola CDM-750 programmable transceiver in the remote units.**
- **5-year warranty of siren head including free replacement of parts. (See section 3)**
- **Certified siren output documentation by an independent acoustical consultant.**
- **MSK digital data transmission using state of the art digital modems. Remote Sites are programmable from the Central Control Point.**

FEDERAL SIGNAL

- **Federal Signal Corporation (FSC) is a 105-year-old corporation with a solid financial background. We have the technical and financial resources to handle systems of any size throughout the world.**
- **FSC can deliver the equipment for the entire system to the County within 75 days.**
- **Federal Signal is an ISO 9001 Quality System manufacturer.(Certificate enclosed) This will provide a product of consistent quality.**

- **Federal Signal provides an entire group of siren products and activation equipment along with other emergency notification devices. These are Voice Alert Radios, status monitoring systems, products for the new Emergency Alert System (EAS) and telephone notification.**
- **The Federal Warning Systems group is focused on providing warning systems and it's Systems Planning and Development group specializes in managing turnkey projects.**
- **Federal Signal is supplying this system "factory direct" with one of our System Planning and Development engineers directly in charge of the manufacture and testing of the system.**
- **Installation for this project will be provided by a Federal Signal "factory certified" installer with years of experience in the installation of siren equipment.**

SYSTEM DESCRIPTION:

REMOTE SITES

We are proposing to supply our 2001DC battery operated siren. This siren has a certified output of 130dB @ 100 feet. It is in use all over the world with over 7000 units in operation. The 2001DC is an electromechanical siren. This type of siren has a proven record of reliability and longevity when compared to other types of sirens.

Federal Signal is proposing is Model 2001TR Transformer Rectifier that allows the sirens to operate on AC power even if the batteries are removed from the cabinet or are shorted. The use of this system is additional insurance that the siren will activate during an emergency and it also prolongs the lifetime of the battery system.

The Model DCFCTBDH controller, located at each siren site, is a product that has been designed and is built in our manufacturing facility in University Park, IL. It will contain the chargers, contactors, batteries, timer, encoder/decoder and transceiver, all housed in separate NEMA 4 type cabinets, prewired and mounted on a predrilled channel for easy installation. The DCFCTBDH is the "brain" of each siren, performing the commands sent via radio to carry out the various functions as well as watching over the primary and secondary functions of the 2001 siren and controller and reporting that the status back to the dispatcher at the Southaven control point.

Federal DCFCTDBH Features

time/date stamped. Example: Site One (1) DCFCTBDH controller reports an intrusion in the siren control cabinet that houses the electronics and battery appropriate information back to the SS2000D and it in turn would alarm and printout the alarm condition. After the alarm occurs, appropriate action can be taken to remedy the alarm condition, assuring all sirens are "armed" and ready to go when needed.

FEDERAL SS2000D SYSTEM ENCODER/CONTROLLER FEATURES

- MSK Digital Coding
- Available in small desk top size and in 19" rack mount configuration
- Both LCD display and audible alarm
- Programmable "hot" command keys
- In "voice band " signaling
- Secure Communications Protocol
- Built in Time Date stamp capability
- Simple to Operate

Federal "Commander" Graphic User Interface Software

Federal Signal will supply SFCD255 Commander User Interface Software. This system, when installed in a computer and interfaced with the SS2000D Digital Status Encoder will provide Desoto County with many additional capabilities

DISPLAY A DETAILED MAP OF THE CITY WITH SIREN SITES AND THEIR STATUS.

REPORT SIREN STATUS, POLE SIRENS AND ACTIVATE SYSTEM FROM MAP SCREEN

PROVIDE FULL STATUS REPORTS ON REMOTE SITE PARAMETERS

PROGRAM OR REPROGRAM REMOTE SITES FROM CENTRAL CONTROL POINT

CREATE AUTOMATIC PERSONNEL CALL LISTS TO ALERT SELECTED INDIVIDUALS VIA TELEPHONE.

PROVIDE PROTECTION FROM MISCHIEVOUS AND SPURIOUS FALSE ACTIVATION.

INSTALLATION

The sirens will be installed on 50' Class 2 Utility Poles per manufacturer's specifications and all State and Local electrical codes. An experienced and certified Federal Signal installer will perform the installation. If rock is encountered during the installation an extra charge based on time and materials will be necessary.

The City will be responsible for the following:

- Coordinate with the power company in bringing power to the remote sites.
- Final selection and approval of siren sites.
- Any right of way or zoning requirements.
- Call the appropriate agency to mark the under ground utilities at each site.

WARRANTY

FSC will provide a 5-year warranty on all parts in the Siren head; the only exclusions to this warranty are acts of God or abuse.

If there are any questions concerning this proposal, please contact Bill Caldwell 662/256-5017.

Sincerely,



Bill Caldwell, Sales Representative



November 8, 2012

Attention: Chief Steve Pirtle

SOLE SOURCE LETTER

City of Southaven
8710 N.W. Drive
Southaven, MS 38671

Deputy Chief Pirtle:

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Federal Signal takes pride in being able to offer our customers new technology as we develop it and in this case, upgrading from two-way DTMF to (FSK) Digital protocol is more secure and easier to administer and maintain. We are confident that our solution provides exceptional value and increased reliability for your control and monitoring system.

If I can answer any additional questions, or be of service in any way, please call me at the number below.

Sincerely,

A handwritten signature in black ink, appearing to read 'John Von Thaden', with a horizontal line extending to the right.

John Von Thaden
Sales & Marketing Manager
Federal Warning Systems
Federal Signal Corporation
jvonthaden@fedsig.com

Southaven Police Department



W. TOM LONG
Chief of Police

STEVE PIRTLE
Deputy Chief of Police

MISSISSIPPI

November 19, 2012

To: Mayor Davis
Board of Aldermen

Re: Sole Source Justification Letter

The Police Department is requesting approval of the Sole Source Letter attached from SPEX Forensics.

The equipment is being purchased for the departments Automated Fingerprint Identification System (AFIS). This is the only company that makes the equipment that works in conjunction with the County fingerprint search database.

Olive Branch has purchased the same equipment. Horn Lake is in the process of purchasing this equipment as well.

The AFIS database allows us to scan fingerprints and search the databases of the FBI, Tennessee, Mississippi, Shelby County and Desoto County.

If you have any questions or need anything further, please let us know.

Respectfully Submitted,

Tom Long
Chief of Police

HORIBA JOBIN YVON

HORIBA Jobin Yvon Inc./ SPEX Forensics Division
3880 Park Avenue, Edison, NJ 08820-3012, USA
E-mail: questions@mail.crimescope.com Web: www.crimescope.com
Tel: +1-732-623-8335 Fax: +1-732-628-8273



10 April 2012

SOLE SOURCE SPECIFICATIONS – PrintQuest® AFIS/APIIS

This is to certify that HORIBA Jobin Yvon Inc./SPEX Forensics Division is the only company which manufactures and sells an desktop AFIS/APIIS Automated Fingerprint Identification System with the following salient specifications which are critical for the accurate searching and matching of fingerprints and palm prints:

- The PrintQuest AFIS System is the only Desktop AFIS system to run Linux for stability, reliability and security
- PrintQuest is the only desktop AFIS system with a fully integrated IAFIS communications interface; does not use 3rd party software
- PrintQuest can input, search, and match unknown-scale latent prints; no other desktop system has this feature
- PrintQuest can enhance latent prints with embedded image enhancement tool including FFT, Filters and Brightness/ Contrast adjustment.
- Ability to use the full skeleton information, including ridge count to neighbor points, ridge count between cores and deltas and ridge flow vectors in the search.
- PrintQuest's comparison module uses multiple parameters in searches: Minutiae points, skeleton including ridge count from each point to neighboring points, and flow vectors; no other desktop AFIS system uses all three parameters for accuracy
- PrintQuest scans and processes ten print cards and latents with 16-bit grayscale depth of image
- PrintQuest scans, stores and searches palm prints without dividing them into segments
- PrintQuest has the ability to search the entire full hand in one search

A handwritten signature in black ink, appearing to read "Ron Almagno".

Ron Almagno
Forensic Instrument Specialist – SPEX Forensics
732-623-8192

CITY OF SOUTHAVEN

The Top of Mississippi

OFFICE OF PARKS AND RECREATION
MIKE MULLINS
PARKS DIRECTOR



3335 PINE TAR ALLEY
SOUTHAVEN, MISSISSIPPI 38672
PHONE 662-890-6726
FAX 662-890-6725

To: Southaven Board of Alderman

The Park and Recreation Department requests the approval to purchase a single source item from JJJ Earthmover Inc. for the price of \$7500.00. This item is a steel frame contractor's bridge. This item will be decorated and used as a Christmas display for Southern Lights in Central Park. In the future this item could possibly be incorporated into the design for the multi use trails system for the City of Southaven. The Parks and Recreation Department greatly appreciates your approval of this purchase.

Mike Mullins,

A handwritten signature in cursive script that reads "Mike Mullins".

Parks and Recreational Director

City of Southaven
Docket of Claims



Warrant #: C-110312 & W-112012

City of Southaven Claims Docket
Warrant #: C-110312 & W-112012

<u>Invoice #</u>	<u>Check#</u>	<u>Voucher #</u>	<u>Vendor #</u>	<u>Vendor Name</u>	<u>Invoice Description</u>	<u>Invoice Amnt</u>
33032	0	191853	424	A TO Z ADVERTISING	BARR, DON 2013 ALLOT	\$200.00
33010	0	191852	424	A TO Z ADVERTISING	K9 HATS	\$100.00
33059	0	191857	424	A TO Z ADVERTISING	RHYMES, SHAUNTEL - 2013 ALLOT	\$179.92
32998	0	191856	424	A TO Z ADVERTISING	VAUGHN, CYNTHIA - 2013 ALLOT	\$148.94
33202	0	191906	424	A TO Z ADVERTISING	T ALM 2013 ALLOT	\$242.90
33120	0	191902	424	A TO Z ADVERTISING	T SAMPLES 2013 ALLOT	\$265.00
33177	0	191855	424	A TO Z ADVERTISING	GOLDEN, DEBORAH 2013 ALLOT	\$20.00
33033	0	191859	424	A TO Z ADVERTISING	HARROLD, ALLEN - 2013 ALLOT	\$155.00
33031	0	191854	424	A TO Z ADVERTISING	RIGGS, BOBBY 2013 ALLOT	\$52.00
33203	0	191907	424	A TO Z ADVERTISING	J HITT 2013 ALLOT	\$109.96
33091	0	191904	424	A TO Z ADVERTISING	D DICKSON 2013 ALLOT	\$39.96
33090	0	191860	424	A TO Z ADVERTISING	GIFFORD, BLAKE - 2013 ALLOT	\$190.00
33060	0	191858	424	A TO Z ADVERTISING	POOLE, JOYCE - 2013 ALLOT	\$199.94
33224	0	191908	424	A TO Z ADVERTISING	D GOLDEN 2013 ALLOT	\$65.00
33199	0	191905	424	A TO Z ADVERTISING	T ROBINSON 2013 ALLOT	\$99.90
PP5-2012	0	191975	19383	ABSTON SAMUEL RYAN	SOCCER REF	\$16.00

<u>Invoice #</u>	<u>Check#</u>	<u>Voucher #</u>	<u>Vendor #</u>	<u>Vendor Name</u>	<u>Invoice Description</u>	<u>Invoice Amnt</u>
4624	0	192036	12445	ACCURATE LAW ENFOR	S PIRTLE 2013 ALLOT	\$39.99
111312	0	191781	19450	ALLEN STEVE	SPORTS REFUND	\$500.00
407148	0	191947	118	AMERICAN FLAG & POLE	FLAG SERVICES	\$187.80
110012	0	192010	883	AMERICAN TIRE REPAIR	(TIRES FOR BACK-HOE #827)	\$2,875.84
110008	0	191847	883	AMERICAN TIRE REPAIR	E3 MOUNT & DISMOUNT	\$157.00
14126	0	191576	246	ANIMAL CARE EQUIPMEN	LEASHES / CARRIERS	\$101.62
363189-2013	0	192038	151	APCO INTERNATIONAL I	DUES - D GOLDEN	\$92.00
581-4749505	0	191651	156	ARAMARK UNIFORM SERV	MATS @ COURT	\$90.17
581-4749506	0	191779	156	ARAMARK UNIFORM SERV	MATS @ CITY HALL	\$190.46
280836771212	0	191763	13136	AT&T	LONG DISTANCE - COURT	\$153.22
102812	0	192102	1167	AT&T MOBILITY	ACCT 6622800258 (PARKS BLDG)	\$54.28
82053881212	0	192148	1167	AT&T MOBILITY	PHONE SERVICE - DATA CARDS - UTILITIES	\$90.50
056036391212	0	191761	1145	ATMOS ENERGY	1320 BROOKHAVEN DR	\$22.69
063331881212	0	191942	1145	ATMOS ENERGY	STATION 1 - 1940 STATELINE RD W	\$119.04
057841881212	0	191762	1145	ATMOS ENERGY	8779 WHITWORTH ST	\$28.81
058436801112	103001	191565	1145	ATMOS ENERGY	5813 PEPPER CHASE DR. #B - ADMIN BLDG	\$96.67
062019171112	103001	191566	1145	ATMOS ENERGY	7360 HIGHWAY 51 N	\$568.74
058436751112	103001	191567	1145	ATMOS ENERGY	5813 PEPPERCHASE DR. #A - KENNEL	\$613.26
061246421112	103001	191568	1145	ATMOS ENERGY	6070 SNOWDEN LANE - PARKS	\$17.23
058077481112	103001	191569	1145	ATMOS ENERGY	6450 GETWELL RD - POLICE	\$29.42
057809191212	103006	191589	1145	ATMOS ENERGY	8779 WHITWORTH ST - POLICE	\$39.14
056199591212	103006	191592	1145	ATMOS ENERGY	8779 WHITWORTH ST	\$25.82

<u>Invoice #</u>	<u>Check#</u>	<u>Voucher #</u>	<u>Vendor #</u>	<u>Vendor Name</u>	<u>Invoice Description</u>	<u>Invoice Amnt</u>
156755841212	103006	191594	1145	ATMOS ENERGY	8691 NORTHWEST DR	\$181.00
156255761212	103006	191591	1145	ATMOS ENERGY	8710 NORTHWEST DR	\$536.19
818939-0	0	191868	4975	BAREFIELD & CO INC	CALENDARS, PENS, STENO PAD FOR INVENTORY ROOM	\$94.68
232312	0	191683	13650	BATTERIES PLUS	BATTERIES	\$86.10
232289	0	191880	13650	BATTERIES PLUS	FLASHLIGHTS FOR 831 & 835	\$245.90
111412	0	192112	9480	BAXTER ED	REPLACE LOST CHECK FROM 4/29/12	\$614.00
PP5-2012	0	191963	8764	BEASLEY GARY	FOOTBALL REF	\$250.00
40	0	191634	19244	BLANN, JR JAMES H	SENIORS MARTIAL ARTS	\$30.00
41	0	191791	19244	BLANN, JR JAMES H	MARTIAL ARTS CLASS	\$30.00
SI017212	0	191632	312	BOB LADD & ASSOCIATE	GOLF CART REPAIR	\$120.75
PP5-2012	0	191976	19356	BOETTCHER PACE	SOCCER REF	\$18.00
PP5-2012	0	191964	18755	BOYLAN JESSIE LEE	FOOTBALL REF	\$330.00
110712	0	191707	14697	BRANAN DEBRA	SPEICAL JUDGE 11/7/12	\$400.00
110712	0	192039	10437	BROWN BRYAN	REIMBURSE MEALS WHILE @ TRAINING	\$143.14
5974472	0	191937	663	BULLFROG AMOCO	PROPANE FOR EQUIPMENT	\$80.00
STMT514077	0	191824	17086	BUTLER SNOW	PROFESSIONAL SERVICES OCT 2012	\$12,514.74
12-11-01	0	191691	14405	C H CONSTRUCTION SER	8456 CEDARBRUSH DRIVE	\$850.00
12-10-29	0	191896	14405	C H CONSTRUCTION SER	1250 WORTHINGTON DRIVE	\$400.00
APP6	0	191714	19091	C. B. DEVELOPERS, IN	SBEC SEWER - PHASE IV	\$121,944.65
252298	0	191821	993	CARQUEST AUTO PARTS	FUSES FOR FLASHLIGHTS	\$9.79
CI1247614	0	191712	12138	CARROT-TOP INDUSTRIE	HONOR GUARD FLAG	\$49.44
PP5-2012[0	191977	2574	CARSON, MICHAEL A	SOCCER REF	\$150.00

<u>Invoice #</u>	<u>Check#</u>	<u>Voucher #</u>	<u>Vendor #</u>	<u>Vendor Name</u>	<u>Invoice Description</u>	<u>Invoice Amnt</u>
STMT633240	0	191893	14437	CB RICHARD ELLIS COR	COURT PARKING LEASE - NOV 2012	\$416.67
110912	0	192153	4288	CELLULAR SOUTH	CELL PHONES	\$8,316.35
31964	0	192140	16158	CENTRAL BATTERY	MATERIALS FOR A/C VEHICLE REPAIR	\$75.00
PP5-2012	0	191978	13940	CHANDLER NICHOLAS	SOCCER REF	\$75.00
PP5-2012	0	191979	18076	CHENOWETH BRANDON	SOCCER REF	\$50.00
2032	0	191921	19433	CIVIL LINK	ROAD/UTILITY IMPROVEMENTS (CHURCH @ AIRWAYS)	\$3,434.50
2031	0	191920	19433	CIVIL LINK	TEP BIKE TRAIL	\$2,155.78
2037	0	192004	18221	CIVIL-LINK, LLC	COE PROJECT	\$15,498.81
2033	0	192000	18221	CIVIL-LINK, LLC	UTILITIES RPR	\$6,599.68
2034	0	192001	18221	CIVIL-LINK, LLC	CDRUA SEWER METER MONITORING	\$4,054.05
2035	0	192002	18221	CIVIL-LINK, LLC	PLUM POINT SEWER PROJECT	\$11,681.46
2036	0	192003	18221	CIVIL-LINK, LLC	GOODMAN/TCHULAHOMA WATER EXT	\$3,524.14
899023011212	0	191846	2351	COMCAST	INTERNET - GETWELL WATER PLANT SCADA SERVICE	\$81.90
873341011212	103007	191597	2351	COMCAST	2101 COLONIAL HILLS DR	\$184.32
37132	0	191776	17845	CONCERN	MONTHLY BILLING - NOV 2012	\$412.50
2852	0	192147	16582	CONTRACTORS SUPPLY P	REPLACE BOTH TRACKS	\$1,850.00
PP5-2012	0	191980	18126	CORREA JULIO	SOCCER REF	\$76.00
271370	0	191679	836	COUNTRY FORD INC	2735 - REGULATOR ASSY	\$309.63
271731	0	191901	836	COUNTRY FORD INC	3004 - HOSE ASSY, PADS & ROTORS	\$403.19
271595	0	191585	836	COUNTRY FORD INC	7004 UNIT 6	\$285.00
271303	0	191696	836	COUNTRY FORD INC	3035 AB CONTROL	\$820.64
PP5-2012	0	191981	19357	COX NATHANIEL	SOCCER REF	\$32.00

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PP5-2012	0	191982	2577	COX, DAVID R	SOCCER REF	\$163.00
307400000006	0	191627	19311	CREDIT BUREAU SYSTEM	OCTOBER 2012 COLLECTIONS	\$748.37
OCT2012	0	191716	962	CRIME STOPPERS	MONTHLY ASSESSMENT - OCT 2012	\$1,547.63
535934	0	192032	223	CROW'S TRUCK SERVICE	1008 REPAIRS	\$1,584.95
536101	0	192031	223	CROW'S TRUCK SERVICE	1007 REPAIRS	\$1,584.95
1-536695	0	191685	223	CROW'S TRUCK SERVICE	ANTIFREEZE	\$83.64
1210	0	191960	12576	D&J'S CLEANING SERVI	FLOOR WORK AT COURT	\$970.00
1207	0	191959	12576	D&J'S CLEANING SERVI	CLEANING AT SPAC	\$100.00
1206	0	191841	12576	D&J'S CLEANING SERVI	CLEANING AT SPAC	\$150.00
1204	0	191839	12576	D&J'S CLEANING SERVI	CLEANING AT SPAC	\$150.00
1205	0	191840	12576	D&J'S CLEANING SERVI	CLEANING AT SPAC	\$100.00
1208	0	191838	12576	D&J'S CLEANING SERVI	FLOOR WORK AT SPAC	\$1,585.00
110912	103008	191596	10920	DALE K. THOMPSON	36 NOTICES OF LIEN FOR CLEANING PRIVATE PROPERTY	\$180.00
PP5-2012	0	191986	19358	DENTON KATELYN	SOCCER REF	\$75.00
NOV2012	0	191715	963	DEPT OF PUBLIC SAFET	IWRCP - NOV 2012	\$4,973.14
954	0	191695	497	DESOTO COUNTY ELECTR	REPAIR STREET LIGHTS	\$1,496.16
2013	0	192103	1383	DESOTO COUNTY HISTOR	MEMBERSHIP	\$100.00
126370	0	191726	182	DESOTO FAMILY MEDICA	C THOMAS - EMPLOYMENT SCREENING	\$80.00
22979	0	191043	19421	DESOTO MANAGEMENT &		\$124.75
300031286	0	191835	1185	DESOTO TIMES-TRIBUNE	UNIFORMS SFD	\$31.98
300031290	0	191833	1185	DESOTO TIMES-TRIBUNE	REDISTRICTING	\$17.80
300031556	0	191834	1185	DESOTO TIMES-TRIBUNE	BOND SALE	\$678.40

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300031805	0	191836	1185	DESOTO TIMES-TRIBUNE	PN: 2,875,000 BOND	\$13.00
111312	0	192104	19455	DIVISION OF MEDICAID	EMS BILLING REFUND	\$277.64
PP5-2012	0	191983	11508	DOCKERY LAWRENCE	SOCCER REF	\$75.00
PP5-2012	0	191984	15547	DOCKERY PATRICK	SOCCER REF	\$57.00
49650	0	191646	7947	DOMINO'S PIZZA	PIZZA - CONCESSIONS	\$154.50
2012001189	0	191946	17266	DOOR PRO, INC	DOOR REPAIR AT F. D.	\$225.00
PP5-2012	0	191965	18061	DOVER LARRY	FOOTBALL REF	\$340.00
13CL0000572	0	191900	1390	DPS CRIME LAB	ANALYTICAL FEES	\$1,050.00
PP5-2012	0	191985	16933	DUCK MATT	SOCCER REF	\$66.00
110512	102593	191541	16746	DUNCAN CANDICE	CITY CLERK'S CLASS - OXFORD, MS	\$164.00
2617	0	191774	4640	ECHOLS GROUP	LOBBYING - NOV 2012	\$1,500.00
92625152	0	192117	16484	ECOLAB EQUIPMENT	STATION 4 OVEN REPAIRS	\$207.47
404603	0	191926	17659	EEP	E3 REPAIRS	\$383.80
203	0	191724	12561	EMERGENCY MEDICAL RE	MED CONTROL NOV 2012	\$1,500.00
683870341212	0	191785	966	ENTERGY	249 GOODMAN RD W	\$70.30
153749521212	0	191775	966	ENTERGY	6050 ELMORE RD	\$728.45
594788671212	0	191830	966	ENTERGY	6345 AIRWAYS BLVD	\$29.07
168368841212	0	191742	966	ENTERGY	CHAPARRAL LN PARK	\$55.18
605725261212	0	191751	966	ENTERGY	GROVE MEADOWS LIFT STATION	\$61.19
508813091212	0	191798	966	ENTERGY	1005 CHURCH W RD	\$23.00
176259481212	0	191770	966	ENTERGY	4446 AIRWAYS BLVD	\$1,991.55
912245351212	0	191790	966	ENTERGY	992 CHURCH RD E	\$19.25

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815776371212	0	191750	966	ENERGY	2009 STAR LANDING RD E TOR SIREN	\$17.03
168531521212	0	191731	966	ENERGY	483 CHURCH RD	\$25.70
187578311212	0	191744	966	ENERGY	3401 WOODLAND TRACE NORTH	\$98.56
168377831212	0	191768	966	ENERGY	4005 COLLEGE RD	\$18.85
894172161212	0	191773	966	ENERGY	5577 GETWELL RD	\$33.03
381246241212	0	191738	966	ENERGY	CHERRY VALLEY PK FLOOD LIGHTS	\$33.21
167132401212	0	191734	966	ENERGY	CHURCH RD @ I-55	\$52.22
190757041212	0	191747	966	ENERGY	MS 302 & TCHULAHMA RD	\$59.98
637991831212	0	191760	966	ENERGY	6715 HOSPITALITY RD	\$119.10
857855331212	0	191753	966	ENERGY	E/S FLORA LEE DR LIFT PUMP	\$151.43
168350191212	0	191740	966	ENERGY	T L MILLBRANCH ST LIN	\$76.08
876464101212	0	192011	966	ENERGY	2560 STARLANDING RD	\$81.28
168380051212	0	191769	966	ENERGY	4830 AIRWAYS BLVD	\$17.23
980501801212	0	191759	966	ENERGY	5813 PEPPERCHASE DR	\$7.97
187576581212	0	191745	966	ENERGY	WOODLAND TRACE SOUTH	\$11.62
439811821212	0	192009	966	ENERGY	1903 STARLANDING RD LAKES OF NICHOLAS	\$48.74
571531321212	0	192005	966	ENERGY	2768 BLACK ROCK RD	\$31.11
168508851212	0	191743	966	ENERGY	AIRWAYS AND RASCO	\$33.40
168386171212	0	191737	966	ENERGY	SNOWDON PARK	\$113.14
193387141212	0	191756	966	ENERGY	TURMAN DR	\$101.52
850563981212	0	191771	966	ENERGY	750 BROOKSIDE RD	\$20.71
168329411212	0	191772	966	ENERGY	5140 TCHULAHOMA RD	\$14.19

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585229541212	0	191765	966	ENTERGY	6875 AIRWAYS BLVD	\$20.37
150649671212	0	191782	966	ENTERGY	ST LTS CITY MAINT	\$312.44
176270841212	0	191748	966	ENTERGY	170 COLLEGE RD	\$4,423.66
761941741212	0	191749	966	ENTERGY	303 LONG ST	\$19.28
168367021212	0	191741	966	ENTERGY	6854 TCHULAHOMA RD	\$110.78
167139681212	0	191733	966	ENTERGY	CHURCH RD @ GETWELL RD	\$38.24
874908841212	0	192007	966	ENTERGY	2017 STARLANDING RD E WTR TWR	\$135.01
176235701212	0	191767	966	ENTERGY	6052 ELMORE CD SIREN	\$22.67
843377161212	0	191746	966	ENTERGY	6145 AIRWAYS BLVD	\$43.67
176247431212	0	191766	966	ENTERGY	6200 GETWELL CD SIREN	\$22.59
594789411212	0	191832	966	ENTERGY	6610 AIRWAYS BLVD	\$27.53
605724761212	0	191752	966	ENTERGY	LEGENDS LAGOON	\$244.84
163447491212	0	191780	966	ENTERGY	SWEET FLAG LOOP	\$15.36
157656701212	0	191757	966	ENTERGY	SWEETWATER ST	\$429.42
168331211212	0	191777	966	ENTERGY	5813 PEPPERCHASE DR	\$1,401.48
190456651212	0	191735	966	ENTERGY	6845 MCCAIN DR	\$10.04
162933591212	0	191736	966	ENTERGY	WHITWORTH AND ST LINE RD	\$64.94
527304701212	0	191831	966	ENTERGY	85 CHURCH RD E	\$23.87
854916601212	0	191788	966	ENTERGY	CHANCEY COVE LOT 4	\$25.59
168514611212	0	191739	966	ENTERGY	HUNTERS GLEN ST	\$17.76
815775871212	0	191754	966	ENTERGY	165 STAR LANDING RD E TOR SIREN	\$16.53
796045341212	0	191755	966	ENTERGY	2543 GEM ST	\$35.34

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792402061212	0	191758	966	ENTERGY	4154 DAVIS RD ST CLAIR LIFT STATION SEWER	\$23.42
168517351212	0	191732	966	ENTERGY	5795 PEPPERCHASE DR	\$26.25
966900941212	103002	191564	966	ENTERGY	MAGNOLIA WAVE	\$1,570.10
966901851212	103002	191561	966	ENTERGY	MAGNOLIA WAVE	\$1,427.81
966901361212	103002	191560	966	ENTERGY	MAGNOLIA WAVE	\$1,555.00
966901691212	103002	191562	966	ENTERGY	MAGNOLIA WAVE	\$1,555.00
966901021212	103002	191563	966	ENTERGY	MAGNOLIA WAVE	\$1,562.13
STMT43679	0	191918	4781	FAMILY MEDICAL CLINI	EMPLOYMENT SCREENINGS	\$570.00
2-067-39129	0	191764	1137	FEDEX	SHIPPING CHARGES	\$147.09
2-073-91337	0	192035	1137	FEDEX	SHIPPING - SPD	\$207.23
E0036	0	191813	4545	FIRST CHOICE CATERIN	VETERANS DAY LUNCH 2012	\$5,284.25
11-1-2012	0	191818	2241	FIRST SECURITY BANK	G/O BONDS SERIES 2008	\$71,467.17
NP36163902	0	191928	6919	FUELMAN	FUEL CARDS - SFD	\$173.75
NP36285297	0	191703	6919	FUELMAN	FUEL - SPD	\$6,667.85
NP36285320	0	191927	6919	FUELMAN	FUEL CARDS - SFD	\$164.37
NP36163879	0	191689	6919	FUELMAN	FUEL - SPD	\$7,054.34
6480196	0	192100	1130	G & C SUPPLY CO	MATERIALS FOR STREETS	\$530.45
105462	0	191711	650	G & W DIESEL SERVICE	HOSE REPAIR	\$419.32
1114	0	191652	9195	GAINES, ROBERT	SCADA SERVICES	\$3,400.00
BC0003946	0	192057	177	GALL'S INC	J FOX 2013 ALLOT	\$283.70
PP5-2012	0	191966	14003	GAMMELL GARY D	FOOTBALL REF	\$120.00
PP5-2012	0	191987	18075	GARCIA ARIANNA	SOCCER REF	\$115.00

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2681	0	192028	13996	GBS PROPERTY MAINT	7751 PARKVIEW CIRCLE W	\$96.00
2685	0	192067	13996	GBS PROPERTY MAINT	2435 CUMBERLAND DR	\$96.00
2682	0	192064	13996	GBS PROPERTY MAINT	5959 SHEFFIELD DR	\$96.00
2672	0	192013	13996	GBS PROPERTY MAINT	SHOOTING RANGE 11/8/12	\$1,050.00
2686	0	192068	13996	GBS PROPERTY MAINT	2645 MARKSTON CV	\$96.00
2691	0	192073	13996	GBS PROPERTY MAINT	5941 ALEXANDRIA LN	\$96.00
2680	0	192026	13996	GBS PROPERTY MAINT	3260 PLUM POINT DR	\$192.00
2693	0	192075	13996	GBS PROPERTY MAINT	5549 STEFFANI DR	\$96.00
2684	0	192066	13996	GBS PROPERTY MAINT	2341 DICKENS PLACE DR	\$96.00
2679	0	192024	13996	GBS PROPERTY MAINT	2668 OLIVIA LN	\$96.00
2671	0	191730	13996	GBS PROPERTY MAINT	#822 TOW	\$50.00
2683	0	192065	13996	GBS PROPERTY MAINT	3298 FORREST BEND	\$96.00
2687	0	192069	13996	GBS PROPERTY MAINT	4618 NICHOLAS LN	\$96.00
2678	0	192022	13996	GBS PROPERTY MAINT	8018 HOWARD CV	\$96.00
2695	0	192077	13996	GBS PROPERTY MAINT	5484 BRADLEY LN	\$96.00
2676	0	192018	13996	GBS PROPERTY MAINT	2490 HEATHER RIDGE	\$96.00
2674	0	192015	13996	GBS PROPERTY MAINT	2275 ANSLEY PARK	\$96.00
2673	0	192014	13996	GBS PROPERTY MAINT	2255 ANSLEY PARK	\$96.00
2696	0	192078	13996	GBS PROPERTY MAINT	5820 WESTMINISTER LN	\$96.00
2698	0	192080	13996	GBS PROPERTY MAINT	ISLANDS ON SLEEPY HOLLOW	\$435.00
2677	0	192020	13996	GBS PROPERTY MAINT	2749 GREENCLIFF	\$96.00
2689	0	192071	13996	GBS PROPERTY MAINT	7744 WOODRIDGE DR W	\$96.00

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2675	0	192017	13996	GBS PROPERTY MAINT	8277 WINDSOR LN	\$96.00
2692	0	192074	13996	GBS PROPERTY MAINT	5787 ALEXANDRIA LN	\$96.00
2697	0	192079	13996	GBS PROPERTY MAINT	8607 CEDAR CIRCLE E	\$254.00
2688	0	192070	13996	GBS PROPERTY MAINT	3393 JACOB LN	\$96.00
2694	0	192076	13996	GBS PROPERTY MAINT	5583 APRIL DR	\$96.00
2690	0	192072	13996	GBS PROPERTY MAINT	5983 ALEXANDRIA LN	\$96.00
110612	0	191684	15398	GIFFORD BLAKE	REIMBURSE 2013 CLOTHING ALLOT	\$155.12
5791	0	192135	474	GLEN'S GARAGE	VEHICLE REPAIR	\$43.25
5767	0	191611	474	GLEN'S GARAGE	#1148 INSPECTION	\$10.00
5789	0	191670	474	GLEN'S GARAGE	3087 INSPECTION	\$38.50
9965592257	0	191602	457	GRAINGER	PVC CUTTERS	\$53.56
12943644	0	191702	18342	GREAT AMERICA LEASIN	SECURITY SYSTEM - SPD	\$1,129.00
60695	0	191917	16182	H&H SERVICES GROUP	FILTER SERVICES AT 5813 PEPPERCHASE	\$35.00
PP5-2012	0	191967	13307	HAMILTON, MARTIN	FOOTBALL REF	\$240.00
33174	0	191888	18529	HAMPTON INN OXFORD	LODGING - MCNEAMER & DUNCAN	\$480.00
17944	0	191787	13790	HANCOCK BANK	REF: SOUTHCT1110	\$735.00
210181010	0	191809	3538	HARDIN'S SYSCO	FOOD FOR CONCESSIONS	\$1,473.40
206011878	0	191808	3538	HARDIN'S SYSCO	FOOD FOR CONCESSIONS	\$87.19
PP5-2012	0	191988	19359	HARDY CONNER	SOCCER REF	\$48.00
5681862	0	192012	11578	HD SUPPLY WATERWORK	1200 MAIN STREET WATER EXT 12"	\$2,190.97
5719602	0	191604	11578	HD SUPPLY WATERWORK	RESPIRATORY CARTRIDGES	\$53.04
5669000	0	191829	11578	HD SUPPLY WATERWORK	BUFFER SOLUTION FOR PH METER	\$107.90

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1904	0	191710	1440	HEALTHCARE CONTRACT	OCT 2012 BILLING	\$112.71
1422925-01	0	192109	16050	HENRY SCHEIN INC	MEDICAL SUPPLIES	\$2,196.53
219500542	0	191578	12713	HILL'S PET NUTRITION	FEED	\$189.00
219463658	0	191577	12713	HILL'S PET NUTRITION	FEED	\$189.00
23027	0	191570	19444	HOLBROOK SUMMER L		\$215.67
6820	0	191922	13714	HOLIDAY INN	ROOMS FOR VET SCHOOL PROGRAM @ SHELTER	\$356.00
7764	0	191579	16199	HOLLAND INSURANCE	PUBLIC OFFICIALS BOND	\$12,075.00
110112	0	192145	19436	HORIZON CONSTRUCTION	REFUND	\$452.00
ME600805MR	0	192029	989	ICM OF MEMPHIS	PIPE SAW FOR EMERGENCY TRAILER	\$2,835.00
107140	0	192116	1146	IDEAL CHEMICAL	FLUORIDE FOR COLLEGE ROAD WTP	\$1,052.88
107141	0	192114	1146	IDEAL CHEMICAL	FLUORIDE FOR COLLEGE ROAD WTP	\$659.13
107142	0	192113	1146	IDEAL CHEMICAL	FLUORIDE FOR COLLEGE ROAD WTP	\$924.50
107139	0	192115	1146	IDEAL CHEMICAL	FLUORIDE FOR COLLEGE ROAD WTP	\$659.13
110512	0	191849	178	IIMC	MEMBERSHIP IIMC - C. DUNCAN	\$85.00
COZF1219585	0	192052	14326	INFORMATION INFORM	NCIC SUPPORT - OCT 2012	\$224.00
M-098643	0	191667	949	INTEGRATED COMMUNICA	NOV 2012 SERVICE AGREEMENT	\$1,860.00
110112	0	191725	1175	INTERNATIONAL ASSN O	MEMBERSHIP - J GENTRY	\$75.00
GAM3200	0	191962	12714	IRON MOUNTAIN	SECURE STORAGE SERVICES	\$1,161.94
6812	0	191957	11918	JNP COMMUNICATIONS	PHONE SERVICES	\$1,552.50
17	0	191638	4489	JOHNSON CINDY	AEROBICS INSTRUCTOR	\$540.00
PP5-2012	0	191989	10117	JOHNSON KEITH JR.	SOCCER REF	\$121.00
PP5-2012	0	191990	16995	JOHNSON KEVIN	SOCCER REF	\$98.00

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0221	0	192182	19456	JON L. WOODS CONTRUC	SPILLWAY CROSSING FOR 6" WATER LINE	\$4,950.00
102212	0	191817	1907	JUSTICE NETWORK	EMPLOYMENT SCREENING - J FLEMING	\$25.00
10-22-12	0	191815	1907	JUSTICE NETWORK	EMPLOYMENT SCREENING - K WILLIAMS	\$25.00
110512	0	191816	1907	JUSTICE NETWORK	EMPLOYMENT SCREENING - M DUNCAN	\$25.00
102877	0	192142	439	KINGS TIRE & ALIGNME	TIRE FOR TRAILER	\$350.00
102908	0	191923	439	KINGS TIRE & ALIGNME	FRONT END ALIGNMENT	\$54.95
PP5-2012	0	191991	15544	KLINCK MATTHEW	SOCCER REF	\$118.00
PP5-2012	0	191992	15545	KLINCK ZACHARY A	SOCCER REF	\$70.00
010021	0	191588	1362	KWIK CAR OIL & LUBE	O/C TRUCK 831	\$39.58
009916	0	192118	1362	KWIK CAR OIL & LUBE	U1 O/C	\$114.27
009911	0	191795	1362	KWIK CAR OIL & LUBE	O/C - 99 FORD F-150	\$39.58
009903	0	191622	1362	KWIK CAR OIL & LUBE	O/C (TAG G44356)	\$39.58
010035	0	191805	1362	KWIK CAR OIL & LUBE	O/C 2001 YUKON	\$39.58
010027	0	191587	1362	KWIK CAR OIL & LUBE	O/C TRUCK 826	\$39.58
010229	0	191819	1362	KWIK CAR OIL & LUBE	O/C BATTALION 1	\$43.17
213620	0	192141	2725	LANDERS DODGE	VEHICLE REPAIR	\$52.14
111312	0	191778	19451	LANE MAURY	SPORTS REFUND	\$500.00
3051163	0	192127	2564	LANGUAGE LINE SERVIC	INTERPRETER BY PHONE	\$381.80
17664	0	191919	759	LEHMAN ROBERTS CO	MATERIALS FOR STREETS	\$285.04
17544	0	191720	759	LEHMAN ROBERTS CO	PATCHING	\$124.88
17604	0	191848	759	LEHMAN ROBERTS CO	PATCHING	\$220.08
17642	0	192136	759	LEHMAN ROBERTS CO	MATERIALS FOR STREETS	\$172.80

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17568	0	191729	759	LEHMAN ROBERTS CO	PATCHING	\$64.40
17627	0	191650	759	LEHMAN ROBERTS CO	PATCHING	\$118.72
21433339	0	191649	11401	LIGHT BULB DEPOT, LL	CHRISTMAS LIGHTS	\$676.20
21433057	0	191648	11401	LIGHT BULB DEPOT, LL	CHRISTMAS LIGHTS @ CENTRAL PARK	\$289.80
110112	103005	191573	2496	LITTLE MARK	RODIG HOMICIDE CONFERENCE	\$230.00
110212	0	191844	8334	LITTLETON CHESTER	CELL PHONE USUAGE	\$25.00
272467-0	0	192107	16647	LONESOURCE	FURNITURE	\$2,238.00
902081	0	192160	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$125.04
914643	0	192179	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$9.08
902029	0	192161	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$40.32
979534	0	192178	5044	LOWE'S HOME CENTERS,	CREDIT	\$-102.40
902622	0	192165	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$73.49
914842	0	192169	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$86.73
914835	0	192175	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$94.97
914322	0	192163	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$297.45
902992B	0	192159	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$478.97
914945B	0	192174	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$22.75
914158	0	192171	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$131.60
927118	0	192166	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$48.33
914934	0	192167	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$36.00
902333	0	192155	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$65.99
979527	0	192177	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$102.40

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902806	0	192170	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$3.22
911733	0	192164	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$20.86
927446	0	192173	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$123.40
902358	0	192180	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$207.66
913748	0	192176	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$149.96
914105	0	192156	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$186.20
914247	0	192168	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$23.92
914239C	0	192172	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$28.12
902582	0	192158	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$113.74
902332	0	192162	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$142.64
913325	0	192157	5044	LOWE'S HOME CENTERS,	SUPPLIES	\$352.19
69883	0	191837	3011	M & M PROMOTIONS	POLO SHIRTS FOR OLLIE HALEY	\$136.50
70249	0	192043	3011	M & M PROMOTIONS	SHIRTS FOR OFFICE STAFF	\$410.00
70255	0	192044	3011	M & M PROMOTIONS	SHIRTS FOR PLANT OPERATORS	\$230.00
123739	0	192111	179	M C HERRINGTON DISTR	FULE FOR CITY VEHICLES	\$14,095.09
791	0	191958	18472	M2MANAGEMENT SOLUTIO	VEHICLE TRADING SERVICES	\$1,360.90
72161	0	191961	15888	MAC'S A/C & REFRIGER	PM INSPECTIONS PER CONTRACT	\$2,050.00
0162646-IN	0	191584	734	MAGNOLIA ELECTRIC	U5 BULBS	\$23.00
8813	0	191606	17210	MAIN STREET AUTOMOTI	FRONT BRAKES & ROTORS - TRUCK 828	\$455.23
182411	0	191810	308	MAINTENANCE SUPPLY	SHOP SUPPLIES	\$903.61
670	0	191623	1320	MARTIN MACHINE WORKS	TUBING FOR WATER MAIN SUPPORT	\$349.00
671	0	191693	1320	MARTIN MACHINE WORKS	STATELINE RD BRIDGE	\$520.00

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672	0	191590	1320	MARTIN MACHINE WORKS	WHITWORTH WATER PLANT	\$268.00
669	0	191713	1320	MARTIN MACHINE WORKS	DEER CREEK LANE	\$1,571.00
17	0	191792	13370	MARY J. CAIN	LINE DANCE INSTRUCTOR	\$120.00
9025185	0	191675	882	MATHIS TIRE & AUTO	3040 TIRES	\$400.95
9025146	0	191673	882	MATHIS TIRE & AUTO	3028 O/C	\$18.20
9025186	0	191676	882	MATHIS TIRE & AUTO	3092 O/C	\$18.20
13033486	0	192122	882	MATHIS TIRE & AUTO	3063 TIRE REPAIR	\$14.00
9025199	0	192050	882	MATHIS TIRE & AUTO	3079 O/C	\$153.90
9025222	0	192047	882	MATHIS TIRE & AUTO	3076 O/C	\$18.20
9025154	0	191674	882	MATHIS TIRE & AUTO	2774 - TIRES	\$326.00
9025240	0	192062	882	MATHIS TIRE & AUTO	3041 - TIRES	\$326.00
9025256	0	192060	882	MATHIS TIRE & AUTO	3004 TIRES	\$633.80
9025207	0	192048	882	MATHIS TIRE & AUTO	3045 TIRES	\$356.90
9025124	0	191678	882	MATHIS TIRE & AUTO	3072 TIRES	\$756.84
9025236	0	192121	882	MATHIS TIRE & AUTO	3097 O/C	\$18.20
9025229	0	192046	882	MATHIS TIRE & AUTO	3019 - TIRES, PADS & ROTORS	\$803.80
13033647	0	192131	882	MATHIS TIRE & AUTO	3058 O/C	\$17.20
9025198	0	192126	882	MATHIS TIRE & AUTO	3078 TIRES	\$153.90
13033166	0	192124	882	MATHIS TIRE & AUTO	3051 O/C	\$19.20
9025267	0	192059	882	MATHIS TIRE & AUTO	3090 TIRE REPAIR	\$14.00
9025145	0	191672	882	MATHIS TIRE & AUTO	3097 - TIRE REPAIR	\$32.20
13033214	0	192123	882	MATHIS TIRE & AUTO	3014 TIRE REPAIR	\$14.00

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13033768	0	192132	882	MATHIS TIRE & AUTO	3050 O/C & AIR FILTER	\$129.12
9025197	0	192051	882	MATHIS TIRE & AUTO	3067 TIRES	\$153.90
13033446	0	192125	882	MATHIS TIRE & AUTO	3066 TIRES	\$136.55
9025131	0	191671	882	MATHIS TIRE & AUTO	3082 O/C, PADS & ROTORS	\$103.20
9025241	0	192061	882	MATHIS TIRE & AUTO	3009 - CHECK FUSES	\$47.00
9025187	0	191677	882	MATHIS TIRE & AUTO	3045 O/C	\$18.20
9025206	0	192049	882	MATHIS TIRE & AUTO	3085 O/C	\$18.20
38167476	0	191886	1092	MATTHEW BENDER & CO.	MS CODE COURT RULES ANNOTATED 2012	\$48.89
38390582	0	191887	1092	MATTHEW BENDER & CO.	MS CRIM & TRAF LAWS 12 ED W/CD	\$59.49
37934090	0	191851	1092	MATTHEW BENDER & CO.	MS COURT RULES	\$48.89
31	0	191794	16884	MCARTHUR MARGARET	ART INSTRUCTOR	\$105.00
30	0	191637	16884	MCARTHUR MARGARET	ART INSTRUCTOR	\$105.00
PP5-2012	0	191993	19360	MCCARTHY MIKAYLA	SOCCER REF	\$16.00
103112	0	191645	18140	MCLENNAN KENNETH F	TENNIS CTR / SNOWDEN HOUSE CLEANING	\$200.00
110512	102594	191542	16179	MCNEAMER CHRISTY	CLERKS COURSES - OXFORD, MS	\$164.00
7928	0	191628	6683	MED TECH MEDICAL SER	COT REPAIRS U2	\$67.50
13080	0	191811	2495	MEDIA SOURCE	DIRECT ACCESS FEE - OCT 2012	\$65.00
0374393	0	191800	18541	MEMPHIS BEARING	SHAFTING / DRILL BITS	\$116.42
163987	0	191719	8159	MEMPHIS READY MIX	DEERCREEK LANE	\$142.00
164132	0	191616	8159	MEMPHIS READY MIX	STATELINE RD BRIDGE	\$142.00
163595	0	191692	8159	MEMPHIS READY MIX	2631 MARIAH LANE	\$265.00
164232	0	191614	8159	MEMPHIS READY MIX	STATELINE RD BRIDGE	\$492.00

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164054	0	191718	8159	MEMPHIS READY MIX	RASCO & SWINNEA	\$306.00
164192	0	191615	8159	MEMPHIS READY MIX	STATELINE RD BRIDGE	\$697.00
29242	0	192027	761	MEMPHIS STONE	FILL SAND	\$2,430.65
190913	0	191924	354	METER SERVICE AND SU	STATELINE RD BRIDGE	\$495.00
190912	0	191925	354	METER SERVICE AND SU	STATELINE RD BRIDGE	\$46.00
190911	0	191624	354	METER SERVICE AND SU	1200 MAIN STREET	\$540.50
190949	0	192016	354	METER SERVICE AND SU	1200 MAIN STREET WATER EXT	\$3,759.00
191056	0	192045	354	METER SERVICE AND SU	SPEED PLUG FOR MANHOLE REPAIR	\$440.00
189648	0	191709	354	METER SERVICE AND SU	VALVE BOX RISER	\$217.50
190910	0	192023	354	METER SERVICE AND SU	SEWER LINE REPAIR ON LONG BRAN	\$1,554.00
447835	0	192083	6685	MID SOUTH DIGITAL	COPIER A2214	\$0.88
447395	0	192085	6685	MID SOUTH DIGITAL	COPIER A2406	\$48.39
447337	0	192087	6685	MID SOUTH DIGITAL	COPIER A2762	\$6.79
447850	0	192099	6685	MID SOUTH DIGITAL	COPIER AGO788	\$352.14
447439	0	192093	6685	MID SOUTH DIGITAL	COPIER A1282	\$358.94
447394	0	192088	6685	MID SOUTH DIGITAL	COPIER A2388	\$109.50
447834	0	192096	6685	MID SOUTH DIGITAL	COPIER A1494	\$2.72
447313	0	192086	6685	MID SOUTH DIGITAL	COPIER A2615	\$7.77
447079	0	192089	6685	MID SOUTH DIGITAL	COPIER A 2761	\$16.53
447377	0	192095	6685	MID SOUTH DIGITAL	COPIER A1033	\$21.44
447393	0	192081	6685	MID SOUTH DIGITAL	COPIER A1860	\$47.88
447587	0	192098	6685	MID SOUTH DIGITAL	COPIER A1666	\$0.89

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447807	0	192097	6685	MID SOUTH DIGITAL	COPIER A1060	\$279.58
447339	0	192084	6685	MID SOUTH DIGITAL	COPIER A1861	\$89.24
447119	0	192090	6685	MID SOUTH DIGITAL	COPIER A3190	\$8.33
447344	0	192082	6685	MID SOUTH DIGITAL	COPIER A1776	\$33.91
447416	0	192092	6685	MID SOUTH DIGITAL	COPIER A3957	\$249.04
447080	0	192091	6685	MID SOUTH DIGITAL	COPIER A1364	\$105.73
447342	0	192094	6685	MID SOUTH DIGITAL	COPIER A1468	\$29.50
2111	0	192058	19248	MIKE COX AUTOMOTIVE	2777 O/C	\$27.29
PP5-2012	0	191994	18639	MISEL TREVOR	SOCCER REF	\$25.00
PP5-2012	0	191968	18139	MOORE JEREMY	FOOTBALL REF	\$330.00
4377	103003	191572	1206	MS MUNICIPAL WORKERS	WORKER'S COMPENSATION COVERAGE: 10/01/12 THRU 09/	\$537,053.00
20173	0	191822	958	MS STATE FIRE ACADEM	SMOKE DIVER - FORESMAN & HITT	\$780.00
0000314	0	192137	1540	MURPHY & SONS, INC.	CONTRACTOR WORK AT LIBRARY	\$549.04
013369	0	191640	1150	NAPA GENUINE PARTS C	RADIATOR FUNNELS FOR SHOP	\$12.16
560102	0	191626	1150	NAPA GENUINE PARTS C	TOOLS FOR WHITWORTH WELL	\$39.03
014029	0	191797	1150	NAPA GENUINE PARTS C	IMP/WRNH	\$115.00
PP5-2012	0	191996	19339	NELSEN MADELYN	SOCCER REF	\$16.00
PP5-2012	0	191995	17429	NELSEN PATRICK	SOCCER REF	\$16.00
51749	0	192030	691	NORTH MISSISSIPPI TI	E-3 TIRES	\$1,216.52
38800	0	192120	5407	NORTH MS. TWO-WAY CO	SOLENOID	\$201.40
38790	0	191708	5407	NORTH MS. TWO-WAY CO	RADIO REPAIRS	\$175.00
592470071212	103009	191595	1105	NORTHCENTRAL ELECTRI	RIVER PTE. DR - UTILITIES	\$88.16

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PP5-2012	0	191969	8250	NYE ERIC	FOOTBALL REF	\$120.00
1257-485742	0	191876	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$97.15
1257-486086	0	191873	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$279.24
1791-253925	0	191722	7304	O'REILLYS AUTO PARTS	U2 AIR FILTER	\$50.41
1791-253928	0	191721	7304	O'REILLYS AUTO PARTS	E3 HEADLIGHT	\$7.56
1257-486717	0	191605	7304	O'REILLYS AUTO PARTS	GREASE GUN & GREASE TUBES	\$61.89
1257-485740	0	191875	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$392.88
1791-254301	0	191593	7304	O'REILLYS AUTO PARTS	WIPER BLADES	\$40.85
1791-254030	0	191826	7304	O'REILLYS AUTO PARTS	BATTERY FOR BACKHOE	\$80.99
1257-485721	0	191872	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$44.90
1257-486819	0	191869	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$37.99
1257-486034	0	191871	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$16.62
1791-253930	0	191723	7304	O'REILLYS AUTO PARTS	U2 AIR FILTER	\$2.08
1257-485440	0	191874	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$215.14
1257-485778	0	191600	7304	O'REILLYS AUTO PARTS	BATTERIES (TRUCK 822)	\$205.98
1257-486848	0	191601	7304	O'REILLYS AUTO PARTS	PHONE CHARGER	\$19.99
1257-486581	0	191878	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$4.29
1257-487451	0	192133	7304	O'REILLYS AUTO PARTS	BATTERY	\$102.99
1257-485221	0	191870	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$8.68
1791-254502	0	191820	7304	O'REILLYS AUTO PARTS	E4 BULBS	\$9.98
1257-485963	0	191877	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$34.53
1257-485365	0	191938	7304	O'REILLYS AUTO PARTS	MATERIALS FOR SHOP	\$283.24

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630038396001	0	191682	7600	OFFICE DEPOT	ink & toner	\$104.98
630338297001	0	191865	7600	OFFICE DEPOT	VINYL NAME TAG POUCHES	\$366.52
1510649763	0	191619	7600	OFFICE DEPOT	MEMORY FOR DESKTOPS	\$159.96
1521228391	0	192033	7600	OFFICE DEPOT	ADOBE SOFTWARE S. HOWELL (PD)	\$299.99
1520348450	0	191861	7600	OFFICE DEPOT	CABLES AND POST CARDS	\$158.20
630683440001	0	191862	7600	OFFICE DEPOT	ITEMS FOR INVENTORY ROOM	\$95.64
626842264001	0	191728	7600	OFFICE DEPOT	288 - INK	\$21.52
626474755001	0	191608	7600	OFFICE DEPOT	CLIP BOARD	\$0.64
626335190001	0	191607	7600	OFFICE DEPOT	CLIP BOARDS	\$3.98
1515516576	0	191694	7600	OFFICE DEPOT	HEART WALK SUPPLIES	\$101.48
630427395001	0	191717	7600	OFFICE DEPOT	SUPPLIES	\$99.58
630338169001	0	191807	7600	OFFICE DEPOT	SUPPLIES	\$295.00
626445458001	0	191727	7600	OFFICE DEPOT	SUPPLIES	\$471.39
1519357208	0	191680	7600	OFFICE DEPOT	CHARGER, FLASH DRIVE, IPAD CASE	\$179.88
630038259001	0	191681	7600	OFFICE DEPOT	OFFICE SUPPLIES	\$59.33
630822689001	0	191863	7600	OFFICE DEPOT	NOTEPADS, INK, DESK CALENDAR	\$131.09
626544738001	0	191909	7600	OFFICE DEPOT	COPY HOLDER	\$11.13
626813538001	0	191612	7600	OFFICE DEPOT	CREDIT - CLIPBOARDS	\$-3.98
630950506001	0	191864	7600	OFFICE DEPOT	ALL ITEMS FOR 825 OFFICE SUPPLIES	\$797.99
628154353001	0	191866	7600	OFFICE DEPOT	INK FOR PRINTER	\$136.74
1519357209	0	191609	7600	OFFICE DEPOT	IPAD CASE W KEYBOARD	\$99.99
628527610001	0	191867	7600	OFFICE DEPOT	POCKET FILE FOLDERS	\$123.80

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111412	0	192181	7820	OLIVER ANDREA	SALES & MARKETING - 11/01-11/15/12	\$1,650.00
111412	0	192110	19454	OLSON TAMMIE	EMS BILLING REFUND	\$79.70
170	0	191629	14051	P.I.T., LLC	STATION 2 RENT - NOV 2012	\$30,867.22
54286333	0	191784	7504	PAETEC	PHONE SERVICE PUBLIC WORKS	\$610.04
12141201	0	191912	15738	PAM and TERRY	CHRISTMAS RECEPTION 12/14/12	\$800.00
0125696	0	191625	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$93.12
0125542	0	191643	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$36.50
0126958	0	191911	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$67.95
0126334	0	191796	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$307.73
0127365	0	192063	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$6.42
0125697	0	192149	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$26.34
0125695	0	191582	983	PARAMOUNT UNIFORMS R	MATS	\$5.00
0126100	0	191690	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$6.42
0126956	0	192042	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$93.12
0126957	0	191913	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$26.34
0124435	0	191581	983	PARAMOUNT UNIFORMS R	MATS	\$5.00
0125053	0	191639	983	PARAMOUNT UNIFORMS R	UNIFORMS	\$279.45
10491	0	191599	15972	PARKS & PARKS WELL	ANNUAL WELL PUMP TEST	\$3,300.00
1034	0	191892	18943	PATSY CLEEN COMMERCIAL	CLEANING CITY HALL & COURT	\$2,474.00
07253	0	192139	615	PAYNES LOCKSMITH SER	LOCK SERVICES AT CITY HALL	\$156.00
07259	0	192138	615	PAYNES LOCKSMITH SER	LOCK SERVICES AT CITY HALL	\$158.00
07261	0	191910	615	PAYNES LOCKSMITH SER	LOCK SERVICES AT CITY HALL	\$374.96

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07251	0	191636	615	PAYNES LOCKSMITH SER	DOOR LOCK REPAIR	\$96.00
497053	0	191884	971	PITNEY BOWES	POSTAGE SUPPLIES	\$38.24
470124	0	191885	971	PITNEY BOWES	POSTAGE SUPPLIES	\$217.71
5502057273	0	191883	971	PITNEY BOWES	POSTAGE SUPPLIES	\$203.96
DEC2012	0	192106	15428	PNC EQUIPMENT FINANC	DEC 2012 GOLF CART RENTAL	\$2,526.00
1125	0	191620	12790	PRESSGROVE RHONDA	PEPPERCHASE OFFICE CLEANING	\$585.00
22	0	191789	11125	PULEO VICKI GREENE	YOGA INSTRUCTOR	\$28.00
2013-074	0	191950	233	QUARLES FIRE PROTEC	SPRINKLER SERVICES AT 385 MAIN	\$500.00
2013-076	0	191948	233	QUARLES FIRE PROTEC	SPRINKLER SERVICES AT LIBRARY	\$250.00
2013-075	0	191949	233	QUARLES FIRE PROTEC	SPRINKLER SERVICES AT P.D.	\$150.00
2013-077	0	191951	233	QUARLES FIRE PROTEC	SPRINKLER SERVICES AT WIN JOBS	\$150.00
267198	0	191610	294	SAFETY-QUIP	LIGHTS & BARRICADES	\$269.64
455268	0	191655	387	SHAPIRO UNIFORMS	J OLIVERIA 2013 ALLOT	\$19.90
455552	0	192129	387	SHAPIRO UNIFORMS	J RUSSELL 2013 ALLOT	\$11.50
455269	0	191654	387	SHAPIRO UNIFORMS	T ROBINSON 2013 ALLOT	\$19.90
455560	0	192128	387	SHAPIRO UNIFORMS	B PECOR 2013 ALLOT	\$79.90
455615	0	191899	387	SHAPIRO UNIFORMS	H ALLEN 2013 ALLOT	\$13.30
455270	0	191653	387	SHAPIRO UNIFORMS	J OLIVERIA 2013 ALLOT	\$167.87
455568	0	192054	387	SHAPIRO UNIFORMS	D MOORE 2013 ALLOT	\$107.90
455246	0	191659	387	SHAPIRO UNIFORMS	J INIGUEZ 2013 ALLOT	\$318.25
455508	0	191932	387	SHAPIRO UNIFORMS	A RUSHING 2013 ALLOT	\$135.35
455499	0	191934	387	SHAPIRO UNIFORMS	B HYLANDER 2013 ALLOT	\$334.15

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455544	0	192056	387	SHAPIRO UNIFORMS	D BRITTAIN 2013 ALLOT	\$39.95
455267	0	191656	387	SHAPIRO UNIFORMS	D GOLDEN 2013 ALLOT	\$19.90
455443	0	191688	387	SHAPIRO UNIFORMS	D MOORE 2013 ALLOT	\$39.80
455498	0	191935	387	SHAPIRO UNIFORMS	J FLETCHER 2013 ALLOT	\$167.75
455511	0	191930	387	SHAPIRO UNIFORMS	L HOLLIDAY 2013 ALLOT	\$153.85
455633	0	191897	387	SHAPIRO UNIFORMS	M FOSHEE 2013 ALLOT	\$430.10
455475	0	191894	387	SHAPIRO UNIFORMS	B SUTHERLEN 2013 ALLOT	\$62.95
455477	0	191929	387	SHAPIRO UNIFORMS	M BOND 2013 ALLOT	\$29.50
455503	0	191933	387	SHAPIRO UNIFORMS	H ALLEN 2013 ALLOT	\$160.00
455242	0	191657	387	SHAPIRO UNIFORMS	C MERRITT 2013 ALLOT	\$125.90
455373	0	191660	387	SHAPIRO UNIFORMS	D CRITES 2013 ALLOT	\$257.80
455359	0	191666	387	SHAPIRO UNIFORMS	S PIRTLE 2013 ALLOT	\$131.89
455389	0	191664	387	SHAPIRO UNIFORMS	K GOFF 2013 ALLOT	\$144.90
455436	0	191686	387	SHAPIRO UNIFORMS	T JONES 2013 ALLOT	\$79.85
455479	0	192037	387	SHAPIRO UNIFORMS	VEST CARRIERS	\$5,644.55
455561	0	192130	387	SHAPIRO UNIFORMS	T SAMPLES 2013 ALLOT	\$16.95
455368	0	191661	387	SHAPIRO UNIFORMS	T ALM 2013 ALLOT	\$134.85
455545	0	192055	387	SHAPIRO UNIFORMS	W GRIFFIN 2013 ALLOT	\$39.95
455474	0	191895	387	SHAPIRO UNIFORMS	B LOGAZINO 2013 ALLOT	\$62.95
455622	0	191898	387	SHAPIRO UNIFORMS	D NUNLEY 2013 ALLOT	\$19.95
455402	0	191663	387	SHAPIRO UNIFORMS	J SCALLORN 2013 ALLOT	\$37.95
455496	0	191936	387	SHAPIRO UNIFORMS	M BOND 2013 ALLOT	\$117.90

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455227	0	191658	387	SHAPIRO UNIFORMS	T BURNHAM 2013 ALLOT	\$234.78
455369	0	191662	387	SHAPIRO UNIFORMS	J RUSSELL 2013 ALLOT	\$417.35
455509	0	191931	387	SHAPIRO UNIFORMS	C VAUGHN 2013 ALLOT	\$330.45
455445	0	191687	387	SHAPIRO UNIFORMS	D BARR 2013 ALLOT	\$26.95
455378	0	191665	387	SHAPIRO UNIFORMS	M ANDERSON 2013 ALLOT	\$99.90
500024	0	191890	19446	SHD CLINICAL SERVICE	DUI BLOOD DRAW SERVICES	\$70.00
111412	0	192034	11109	SHEPPARD, LANCE	REIMBURSE 2013 CLOTHING ALLOT	\$500.00
3183-2	0	191697	1104	SHERWIN WILLIAMS SOU	DET GIFFORDS OFFICE	\$41.39
4319839	102595	191540	19345	SIEMENS PUBLIC, INC	SBT ENERGY SAVINGS EQUIPMENT	\$23,916.80
87708	0	191668	611	SIGNS & STUFF	3101 (HARLEY) - DECAL PKG	\$125.00
PP5-2012	0	191970	9136	SINQUEFIELD MURRAY	FOOTBALL REF	\$310.00
119212	0	191799	398	SMC LIGHTING SUPPLY	BULBS FOR PARKS BLDG	\$264.60
PP5-2012	0	191971	975	SMITH BILLY K	FOOTBALL REF	\$540.00
16A	0	192154	17200	SMITH JOYCE W	YOGA INSTRUCTOR	\$50.00
19	0	191633	17200	SMITH JOYCE W	YOGA INSTRUCTOR	\$50.00
C-103	0	192152	19434	SORRELL MARK K	CONDEMNATION LIENS	\$7,200.00
C-102	0	192105	19434	SORRELL MARK K	CONDEMNATION LIENS	\$4,200.00
57252	0	191631	396	SOUTHAVEN RV CENTER	THIN-LITE	\$255.00
35259	0	191825	1102	SOUTHAVEN SUPPLY	TRASH BAGS	\$12.99
34218	0	191843	1102	SOUTHAVEN SUPPLY	WOOD SCREWS	\$5.99
35986	0	191575	1102	SOUTHAVEN SUPPLY	SUPPLIES	\$18.75
33821	0	191574	1102	SOUTHAVEN SUPPLY	SUPPLIES	\$25.98

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36847	0	192119	1102	SOUTHAVEN SUPPLY	DUCT TAPE	\$11.07
34472	0	191580	1102	SOUTHAVEN SUPPLY	SUPPLIES	\$19.67
35506	0	191669	1102	SOUTHAVEN SUPPLY	TANK LEVER / FLAPPER	\$13.46
230073	0	191613	461	SOUTHERN CO INC THE	FUEL PUMP @ MAY BLVD - REPAIRS	\$225.00
211-01247	0	191827	10235	SPORTSMAN'S WAREHOUS	NET FOR LIFT STATION	\$42.99
23030	33658	191891	4304	STATE TAX COMMISSION	OCTOBER 2012 SALES TAX PAID.	\$3,031.00
OCT2012	0	191850	955	STATE TREASURER	MONTHLY STATE ASSESSMENT - OCT 2012	\$73,893.16
54673	0	191644	2951	STATELINE TURF & TRA	MOWER REPAIR	\$186.79
56977	0	191641	2951	STATELINE TURF & TRA	MOWER REPAIR	\$209.62
110612	103004	191559	2354	STEWART, STEVE	REIMBURSEMENT OF BUY MONEY FOR SID	\$3,620.00
PP5-2012	0	191972	13794	STRICKLAND ERIK RYAN	FOOTBALL REF	\$310.00
1473999	0	191786	16514	SUN TRUST BANK	CONTRACT 4434007676001 (NOV 2012)	\$6,801.93
0109010-IN	0	191845	7500	SWEEPING CORPORATION	RESIDENTIAL STREET SWEEPING	\$13,026.85
0109067-IN	0	192144	7500	SWEEPING CORPORATION	SWEEPING SERVICES	\$355.00
8115	0	191828	5938	T & B TRUCK REPAIR	O/C & MAINTENANCE	\$533.68
4234	0	191701	6877	TACTGEAR INC	EXPLORERS PANTS	\$410.81
4235	0	191700	6877	TACTGEAR INC	TOTAL STATION BATTERY	\$207.95
4233	0	191699	6877	TACTGEAR INC	J WHEELER 2013 ALLOT	\$255.46
11712	0	191889	520	TAT - 1 WELDING SERV	FAB (2) PIPE RACKS	\$2,200.00
K201016468	0	191812	8347	TELECHECK	CHECK SERVICES OCT 2012	\$2,274.67
631325693	0	191583	592	TELETOUCH COMMUNICAT	PAGERS - SFD	\$42.43
631325286	0	192053	592	TELETOUCH COMMUNICAT	PAGERS - SPD	\$622.44

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627589562	0	191698	592	TELETOUCH COMMUNICAT	PAGERS - SPD	\$600.90
336245	0	191598	5329	TENCARVA MACHINERY C	TRANSDUCER FOR WOODLAND ESTATES	\$756.25
336170	0	192025	5329	TENCARVA MACHINERY C	TEAR DOWN AND REBUILD ROTATING	\$1,757.57
PC600557945	0	192008	715	THOMPSON MACHINERY	PARTS FOR BACKHOE	\$91.68
305154	0	191944	492	THYSSENKRUPP ELEVATO	ELEVATOR SERVICES AT PARKS	\$753.83
305153	0	191945	492	THYSSENKRUPP ELEVATO	ELEVATOR SERVICES AT CITY HALL	\$1,506.86
23536	0	191903	313	TIM MOTE PLUMBING	E PRECINCT - REPAIRS	\$225.00
05162411	0	191618	5890	TIME WARNER TELECOM	INTERNET / NETWORK CONNECTIVITY	\$2,530.27
2991QB	0	192019	9591	TRI FIRMA	DITCH IMPROVEMENT IN WOODLAND	\$2,861.02
2986QB	0	192021	9591	TRI FIRMA	REPAIRED MANHOLE (SUPERINTENDE	\$1,175.08
2992QB	0	191586	9591	TRI FIRMA	3510 WOODLAND ESTATES	\$621.74
TC2134	0	191955	469	TRI-STAR COMPANIES,	HVAC SERVICES AT CITY HALL	\$230.00
TC2033	0	191956	469	TRI-STAR COMPANIES,	HVAC SERVICES AT P.D.	\$270.00
025-55429	0	191706	952	TYLER TECHNOLOGIES	INTERFACE - SPD TO COURT	\$1,837.50
7264018	0	191704	1114	UNION AUTO PARTS	ANTIFREEZE	\$53.70
7258572	0	191705	1114	UNION AUTO PARTS	3082 BRAKE PADS	\$186.53
120612TN	0	191882	19452	UNIVERSITY OF ARKANS	REGISTRATION - T MASTIN	\$115.00
120612SH	0	191881	19452	UNIVERSITY OF ARKANS	REGISTRATION - S HEATH	\$115.00
61153	0	191939	16517	UPCHURCH SERVICES, L	HVAC SERVICES AT PARKS	\$105.00
61103	0	191943	16517	UPCHURCH SERVICES, L	HVAC PER CONTRACT	\$1,085.00
C9321	0	191914	16517	UPCHURCH SERVICES, L	HVAC PREV. MAINT. PER CONTRACT	\$1,733.75
61236	0	192146	16517	UPCHURCH SERVICES, L	HVAC SERVICES AT PARKS	\$280.00

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61103-2	0	191940	16517	UPCHURCH SERVICES, L	HVAC SERVICES AT TENNIS CENTER	\$4,468.00
61103-1	0	191941	16517	UPCHURCH SERVICES, L	HVAC SERVICES AT TENNIS CENTER	\$2,678.00
805661	0	191603	551	USA BLUEBOOK	FLOURIDE REAGENT	\$786.53
PP5-2012	0	191997	19363	VALDEZ JEANETTE	SOCCER REF	\$32.00
PP5-2012	0	191998	19364	VALDEZ LILY	SOCCER REF	\$64.00
111512	0	192151	1095	VERIZON WIRELESS	AIR CARDS	\$2,089.53
6803724982	0	191617	1095	VERIZON WIRELESS	SPD	\$484.02
2618427	0	191916	8127	WASTE CONNECTIONS OF	8554 NORTHWEST DRIVE	\$108.63
2617458	0	191802	8127	WASTE CONNECTIONS OF	7360 HIGHWAY 51	\$228.27
2617266	0	191801	8127	WASTE CONNECTIONS OF	7505 CHERRY VALLEY	\$575.80
2617705	0	191803	8127	WASTE CONNECTIONS OF	800 STOWEWOOD - SOFTBALL FIELDS	\$1,110.00
2618273	0	191915	8127	WASTE CONNECTIONS OF	CITY HALL & PD	\$242.58
2614922	0	191804	8127	WASTE CONNECTIONS OF	3335 PINE TAR ALLEY	\$222.99
2614958	0	191642	8127	WASTE CONNECTIONS OF	GOLF COURSE	\$93.82
2619169	0	192143	8127	WASTE CONNECTIONS OF	CURBSIDE RECYCLING	\$41,090.00
4	0	192150	19230	WASTE PRO	RUBBISH COLLECTION CONTRACT	\$68,820.00
00061240	0	191630	17215	WELSCO, INC	OXYGEN RENTALS	\$307.10
28747	0	191952	11134	WHITFIELD	ELECTRIC SERVICES AT P.D.	\$83.50
28782	0	192006	11134	WHITFIELD	7835 SUMMERWOOD LN	\$250.00
28706	0	191647	11134	WHITFIELD	REPAIRS @ SOUTHAVEN ARENA	\$772.87
28719	0	191953	11134	WHITFIELD	ELECTRIC SERVICES AT WELLNESS CENTER	\$212.74
28759	0	191954	11134	WHITFIELD	ELECTRIC SERVICES AT P.D.	\$150.00

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28726	0	191621	11134	WHITFIELD	LIGHT REPAIRS @ GETWELL WATER PLANT	\$257.76
28728	0	191806	11134	WHITFIELD	REPAIRS AT CENTRAL PARK FOR CHRISTMAS LIGHTS	\$299.75
111312	0	191783	19449	WILLIAMS LEVI	SPORTS REFUND	\$500.00
PP5-2012	0	191973	976	WILLIAMS, TIM	FOOTBALL REF	\$160.00
303653	0	192040	834	WILLOUGHBY INC	FUEL FOR CITY EQUIPMENT / VEHICLES	\$11,864.95
303654	0	192041	834	WILLOUGHBY INC	FUEL FOR CITY EQUIPMENT / VEHICLES	\$12,598.81
PP5-2012	0	191974	974	WINDSOR, JIM	FOOTBALL REF	\$150.00
PP5-2012	0	191999	19340	WINSTON TIMOTHY	SOCCER REF	\$55.00
24	0	191635	15915	WISEMAN CYNTHIA	AEROBICS INSTRUCTOR	\$30.00
41	0	191793	15915	WISEMAN CYNTHIA	ZUMBA INSTRUCTOR	\$30.00
110912	0	191814	16584	WOODRUFF KIMBERLY	REIMBURSE LUNCH EXPENSES FOR VET STUDENTS	\$40.86
111312	0	191823	15588	YOUNG MICHAEL	REIMBURSEMENT FOR EMT LICENSE	\$105.00

Total Invoices Paid on this Docket: \$1,359,349.86