

**CITY OF CLINTON
REGULAR MEETING OF THE MAYOR AND BOARD OF ALDERMEN
TUESDAY, MARCH 7, 2000 - 7:00 P.M.
MUNICIPAL COURTROOM - 305 MONROE STREET**

WELCOME AND CALL TO ORDER - Mayor Rosemary Aultman

INVOCATION AND PLEDGE OF ALLEGIANCE TO THE FLAG

The invocation was led by Alderman Lott followed by the Pledge of Allegiance to the Flag led by Alderman Brabham

ROLL CALL - City Clerk Nelson Byrd

Present: Jehu Brabham - Alderman-At-Large
 Tony Hisaw - Alderman Ward 1
 Rodney DePriest - Alderman Ward 2
 Clint Brantley - Alderman Ward 3
 Phil Fisher - Alderman Ward 4
 Herb Touchton - Alderman Ward 5
 Sharbert Lott - Alderman Ward 6
 Ken Dreher - City Attorney
 Nelson Byrd - City Clerk

RECOGNITIONS: Mayor Aultman announced that a recognition would be presented by Alderman Fisher to third grade Northside Elementary student Jelesia Smith, who performed the Heimlich maneuver on a fellow student, probably saving his life.

APPROVAL OF CONSENT AGENDA ITEMS A-EE

MOTION made by Alderman Brantley and **SECONDED** by Alderman Lott to approve Consent Agenda Items A-EE listed on page 602 of this Minute Book AA. Items B, C, D, E, F, G, & H will serve to advertise favorably the opportunities, possibilities, and resources of the City of Clinton. Quotes listed in Items I, P, Q, T, U, & V can be found in the Office of the City Clerk. **MOTION CARRIED UNANIMOUSLY**

ALDERMAN DEPRIEST LEFT ROOM AT 07:10 P.M.

APPROVAL OF PRELIMINARY SITE PLAN FOR HWY. 80 & SHAW ROAD

Upon recommendation of the Planning & Zoning Board, **MOTION** made by Alderman Brabham and **SECONDED** by Alderman Lott to approve the preliminary site plan for Mr. Wayne Gray located at 1551 Hwy. 80 and Shaw Road contingent on approval by other agencies for all necessary driveways. **MOTION CARRIED UNANIMOUSLY (6-0)**

ALDERMAN DEPRIEST RETURNED TO ROOM AT 07:14 P.M.

PRELIMINARY SITE PLAN FOR PROPOSED APARTMENT COMPLEX AT JOHNSTON BUSINESS PARK WAS TABLED TO A FUTURE DATE

ADOPTION OF BOND RESOLUTION AND PRELIMINARY OFFICIAL STATEMENT FOR \$1,200,000 TIF BONDS

Upon recommendation of financial advisor Demery Grubbs, **MOTION** made by Alderman Fisher and **SECONDED** by Alderman Brantley to approve the Bond resolution and preliminary official statement found on pages 604-721 of this Minute book AA. **MOTION CARRIED UNANIMOUSLY**

ADOPTION OF MBE/WBE RESOLUTION FOR CDBG PROGRAM

MOTION made by Alderman Lott and **SECONDED** by Alderman Brabham to adopt that Resolution encouraging minority business enterprises and women business enterprises in conjunction with the current CDBG Program found on page 722 of this Minute book AA. **MOTION CARRIED UNANIMOUSLY**

APPROVAL OF LOWEST AND BEST BIDS ADVERTISED AND RECEIVED

Upon recommendation of Public Works Director Tim Rogers, **MOTION** made by Alderman Brantley and **SECONDED** by Alderman Brabham to approve that lowest and best bid with proof of publication found on pages 723-724 of this Minute book AA from Altec Industries for \$61,500.00 with a lease-purchase price of \$1,861.21/mo. for 36 months from First Continental Leasing for an aerial lift bucket truck. **MOTION CARRIED UNANIMOUSLY**
Copy of lease-purchase agreement can be found in the office of the City Clerk.

Upon recommendation of Public Works Director Tim Rogers, **MOTION** made by Alderman Touchton and **SECONDED** by Alderman Brabham to approve the lowest and best bid found on page 725 of this Minute Book AA from Deviney Equipment for \$16,404.90 for a tractor. **MOTION CARRIED UNANIMOUSLY**

Upon recommendation of City Engineer Richard Broome, **MOTION** made by Alderman Brabham and **SECONDED** by Alderman Touchton to approve the lowest and best bid and proof of publication found on pages 726-727 of this Minute book AA from Dickerson & Bowen, Inc. for \$473,152.50 for 2000 Street Improvements Program. **MOTION CARRIED UNANIMOUSLY**

APPOINTMENTS

Upon recommendation by Municipal Court Judge Mike Parker by letter found on pages 728-732 of this Minute Book AA, **MOTION** made by Alderman Brantley and **SECONDED** by Alderman Touchton to appoint Julianna Spell as Municipal Court Clerk. **MOTION CARRIED UNANIMOUSLY**

MOTION made by Alderman Fisher and **SECONDED** by Alderman Lott to appoint Patricia Gregory as Deputy Court Clerk. **MOTION CARRIED UNANIMOUSLY**

Upon recommendation of Mayor Aultman, **MOTION** made by Alderman Hisaw and **SECONDED** by Alderman Brabham to appoint Philip Gunn to the School Board for a 5 year term expiring 3-1-2005. **MOTION CARRIED UNANIMOUSLY**

APPROVAL OF FINAL PLATS

Upon recommendation of City Engineer Richard Broome, **MOTION** made by Alderman Brabham and **SECONDED** by Alderman Brantley to approve the final plat of Gardens of Oakhurst. **MOTION CARRIED UNANIMOUSLY**

Upon recommendation of City Engineer Richard Broome, **MOTION** made by Alderman Lott and **SECONDED** by Alderman Brabham to approve the final plat of Woodchase Park Drive - Phase I. **MOTION CARRIED UNANIMOUSLY**

SERVICES CONTRACT APPROVED FOR SCS DITCH SPRAYING

Upon recommendation of Public Works Director Tim Rogers, **MOTION** made by Alderman Brantley and **SECONDED** by Alderman Fisher to approve that contract for services with Weed Pro, LLC for the spraying of SCS ditches for a total of \$11,499.00 for the year 2000 found on pages 733-734 of this Minute Book AA. **MOTION CARRIED UNANIMOUSLY**

APPROVAL OF AD VALOREM TAX EXEMPTIONS

MOTION made by Alderman Brabham and **SECONDED** by Alderman Lott to approve that final order and approval from the State Tax Commission found on pages 735-753 of this Minute book AA for MCI Worldcom Management Company, Inc. in the amount of \$44,240,123.00 for five years after 12-31-98. **MOTION CARRIED UNANIMOUSLY**

MOTION made by Alderman Hisaw and **SECONDED** by Alderman Lott to approve that Resolution and application found on pages 754-761 of this Minute Book AA for Delphi Automotive Systems for a five year ad valorem tax exemption on new manufacturing completions as of 12-31-99 in the amount of \$6,455,194.73. **MOTION CARRIED UNANIMOUSLY**

APPROVAL OF PURCHASE OF BUILDING AT 202 W. LEAKE STREET

Upon recommendation of Public Works Director, Tim Rogers, **MOTION** made by Alderman Brantley and **SECONDED** by Alderman Brabham to purchase the Building at 202 W. Leake Street as per contract found on pages 762-768 of this Minute book AA. **MOTION CARRIED 7-0 with Alderman Touchton abstaining.**

APPROVAL OF CONSTRUCTION CHANGE ORDER NO. 1 ON PARKWAY PROJECT

MOTION made by Alderman Touchton and **SECONDED** by Alderman Fisher to approve that recommendation by ABMB Engineers, Inc. and Construction Change Request No. 1 on the Clinton Parkway Project in the amount of \$4,131.15 found on pages 769-772 of this Minute Book AA. **MOTION CARRIED UNANIMOUSLY**

ADJOURN 7:48 p.m.

MOTION made by Alderman Brabham and **SECONDED** by Alderman Fisher to adjourn. **MOTION CARRIED UNANIMOUSLY**

Copy of Agenda can be found on pages 602-603 of this Minute Book AA.

APPROVED: Rosemary G. Aultman
Rosemary G. Aultman, Mayor

Date March 13, 2000

ATTEST: Nelson Byrd
Nelson Byrd, City Clerk

Date March 13, 2000



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There came on for consideration before the Mayor and Aldermen of the City of Clinton, Mississippi, the following Resolution:

RESOLUTION AUTHORIZING AND DIRECTING THE ISSUANCE OF TAX INCREMENT LIMITED OBLIGATION BONDS, SERIES 2000, OF THE CITY OF CLINTON, MISSISSIPPI, IN THE PRINCIPAL AMOUNT OF ONE MILLION TWO HUNDRED THOUSAND DOLLARS (\$1,200,000) TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS NECESSARY TO DEFRAY THE COST OF CONSTRUCTING VARIOUS INFRASTRUCTURE IMPROVEMENTS IN CONNECTION WITH THE CONSTRUCTION OF THE WAL-MART SUPERCENTER PROJECT, INCLUDING BUT NOT LIMITED TO, ACQUIRING AND CONSTRUCTING INFRASTRUCTURE IMPROVEMENTS, INSTALLATION OF UTILITIES SUCH AS WATER, SANITARY SEWER, AND NATURAL GAS LINES; INSTALLATION OF DRAINAGE FACILITIES AND IMPROVEMENTS; CONSTRUCTION OF ROADWAYS WITH CURB AND GUTTER; INSTALLATION OF TRAFFIC SIGNALIZATION AND SIGNAGE; RELOCATION/REALIGNMENT OF ROADWAYS; RELOCATION OF UTILITIES; LANDSCAPING OF RIGHTS-OF-WAY, PURCHASE OF RIGHTS-OF-WAY NECESSARY FOR THE INSTALLATION OF THE INFRASTRUCTURE IMPROVEMENTS DESCRIBED HEREINABOVE; OTHER INCIDENTAL COSTS; PROFESSIONAL FEES, CAPITALIZED INTEREST AND COST OF ISSUANCE OF THE BONDS, WHICH PROJECT WILL BE LOCATED ON APPROXIMATELY 24 ACRES OF LAND LOCATED ALONG THE SOUTHERN RIGHT-OF-WAY OF U.S. HIGHWAY 80 IN THE CITY OF CLINTON, MISSISSIPPI.

WHEREAS, the Mayor and Aldermen of the City of Clinton, Mississippi, acting for and on behalf of said City of Clinton, Mississippi, and Hinds County, Mississippi hereby find, determine, adjudicate and declare as follows:

1. (a) In addition to any words and terms elsewhere defined herein, the following words and terms shall have the following meanings, unless so other meaning is plainly intended:

"Act" shall mean Sections 21-45-1 to 21-45-21, Mississippi Code of 1972, as amended.

CC116.3
Bond Resolution
03/07/00

"**Agent**" shall mean any Transfer Agent, Paying Agent, Authentication Agent or Registration Agent, whether serving in either or both capacities, and herein designated by the Governing Body.

"**Assessment Certificate**" shall mean the Assessment Certificate of the Tax Assessor of Hinds County, Mississippi as required by Section 21-45-21, Mississippi Code of 1972, as amended, under which the Tax Assessor, on behalf of the Municipality and the County, will certify as to the value of the Original Assessed Value, Current Assessed Value and Captured Assessed Value as each relates to the Redevelopment Project, which Certificate further sets forth the estimated amount of additional City and County ad valorem taxes available for debt service on the Bonds.

"**Authentication Agent**" shall mean any bank, trust company or other institution hereinafter designated by the Governing Body for the authentication of the Bonds.

"**Board**" shall mean the Board of Supervisors of Hinds County.

"**Bond**" or "**Bonds**" shall mean the Tax Increment Limited Obligation Bonds, Series 2000, of the Municipality authorized and directed to be issued by this resolution and shall be dated April 1, 2000.

"**Bond Counsel**" shall mean Harris Geno & Dunbar, P.A., Jackson, Mississippi.

"**Bond Fund**" shall mean the fund of the Municipality provided for in Section 12 hereof.

"**Bond Resolution**" shall mean this resolution.

"**Captured Assessed Value**" means the incremental increase in assessed value of the City and County real and personal property constituting a part of the Redevelopment Project Site and improvements thereon when the Original Assessed Value is subtracted from the Current Assessed Value, as of January 1, 2001 initially and each January 1 thereafter.

"**Chancery Clerk**" shall mean the Chancery Clerk of Hinds County, Mississippi who is also the Clerk of the Board of Supervisors of the County.

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

"**County**" shall mean Hinds County, Mississippi, acting by and through its Board of Supervisors.

"**Construction Fund**" shall mean the Construction Fund of the Municipality provided for in Section 14 hereof.

"**Current Assessed Value**" shall mean the estimated assessed value of the Redevelopment Project Site and all improvements thereon that constitute City and County real and personal property as determined by the Tax Assessor of Hinds County, Mississippi as of January 1 of the year following final completion of the Redevelopment Project and each January 1 thereafter, said determination and estimated value initially being made pursuant to information made available to the Tax Assessor by the owners of the Redevelopment Project and the Redevelopment Project Site.

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

"**Interlocal Cooperation Agreement**" shall mean the Interlocal Cooperation Agreement dated as of April 1, 2000 between the City and the County.

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

"**Municipality**" or "**City**" shall mean the City of Clinton, Mississippi.

"**Notice**" shall mean the Notice of Bond Sale set out in Section 21 hereof.

"**Original Assessed Value**" shall mean the assessed value of the City and County real and personal property that constitutes a part of the Redevelopment Project Site and improvements thereon, if any, as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 1999.

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

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

"Pledge Agreement" shall mean the Pledge Agreement dated as of April 1, 2000 between the City and the County under which the County pledged to the City the Tax Increment resulting from the taxation of the Captured Assessed Value by the County for County ad valorem tax purposes which tax revenues shall be used to pay a portion of the principal and interest on the Bonds along with the fees and expenses of the Paying Agent.

"Preliminary Official Statement" shall mean the Preliminary Official Statement dated as of March 7, 2000 and distributed by the City to potential Purchasers.

"Public Improvement Project" shall mean the construction of infrastructure improvements in connection with the development and construction of the Wal-Mart SuperCenter Project, including but not limited to acquiring and constructing infrastructure improvements, installation of utilities such as water, sanitary sewer, and natural gas lines; installation of drainage facilities and improvements; construction of roadways with curb and gutter installation of traffic signalization and signage; relocation/realignment of roadways; relocation of utilities; landscaping of rights-of-way, purchase of rights-of-way necessary for the installation of the infrastructure improvements described hereinabove; other incidental costs, professional fees and capitalized interest and cost of issuance of the Bonds.

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

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

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

"Redevelopment Plan" shall mean both of the Tax Increment Financing Redevelopment Plan of 1995, City of Clinton and the Tax Increment Financing Redevelopment Plan of 1995, as Amended and Restated dated November, 1996, Hinds County.

"Redevelopment Project" shall mean the Wal-Mart SuperCenter Project as described in detail in (i) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, City of Clinton, Mississippi, and approved by the Governing Body on May 18, 1999; and (ii) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, Hinds County, Mississippi, and approved by the Board of Supervisors of Hinds County on June 21, 1999, such project to be located on the parcel of land described in Exhibit A to this Bond Resolution of the City.

"Redevelopment Project Site" shall mean the parcel of real property described in Exhibit A to this Bond Resolution of the City upon which the Redevelopment Project will be constructed.

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

"Registration Agent" shall mean any bank, trust company or other institution hereafter designated by the Governing Body for the registration of the Bonds.

"Tax Increment" shall mean the added increments of City and County ad valorem tax revenue resulting from the taxation of the Captured Assessed Value of City real and personal property and County real and personal property in an amount not to exceed \$35,000 per year contained within and forming a part of the Redevelopment Project, Redevelopment Project Site and improvements thereon, which shall be used to pay the principal of and interest on the City's Tax Increment Limited Obligation Bonds dated April 1, 2000 together with the annual fees and expenses of the Paying Agent on the Bonds but shall not include ad valorem taxes for school district purposes.

"Tax Increment Financing Plan" means both of the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, City of Clinton, Mississippi approved by the Governing Body on May 18, 1999, and the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, Hinds County, Mississippi approved by the Board on June 21, 1999.

"Tax Increment Surplus" shall mean the remainder of the additional ad valorem tax receipts derived from taxation of the Captured Assessed Value of the City and County real and personal property contained within and forming a part of the Redevelopment Project and the Redevelopment Project Site and improvements thereon, after deducting the Tax Increment, which surplus shall be withheld and disbursed by the Municipality and the County pursuant to Section 3 of the Pledge

Agreement and used for any lawful municipal purpose as authorized by Section 21-45-21 of the Act.

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

(b) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words and terms herein defined shall be equally applicable to the plural as well as the singular form of any such words and terms.

2. (a) The Mayor and Aldermen of the City of Clinton, Mississippi (the "Municipality" or "City"), and the Board of Supervisors of Hinds County (the "County"), each a public body corporate and politic and a municipality as defined in Title 21, Chapter 45, Section 3, Mississippi Code of 1972, as amended (the "Act"), are authorized and empowered by the Constitution and Statutes of the State of Mississippi, including Sections 21-45-1 through 21-45-21, Mississippi Code of 1972, as amended, to undertake and carry out redevelopment projects within an area determined by the Governing Body of the City and the Board of the County to be in need of development and/or redevelopment and designated as appropriate for a redevelopment project, in accordance with redevelopment and tax increment financing plans adopted by the Governing Body of the City and the Board of the County.

(b) The County has designated the City to act on behalf of itself and the County in connection with the construction of the Public Improvement Project and the issuance of the Bonds and has executed an Interlocal Cooperation Agreement expressing its intentions and designation, which Interlocal Cooperation Agreement has been submitted to the Attorney General of the State for his approval.

(c) The City and County will execute a Pledge Agreement under which the County has agreed to pledge to the City the Tax Increment resulting from County ad valorem taxation of the Redevelopment Project Site and improvements thereon to pay a portion of the principal of and interest on the Bonds and the fees and expenses of the Paying Agent.

3. Said redevelopment projects may include:

- i. activities for the elimination and for the prevention of the development and spread of blight;
- ii. slum clearance, redevelopment, rehabilitation, and conservation within a project area, including both demolition and removal of buildings and improvements; and
- iii. a program of voluntary or compulsory repair and rehabilitation of buildings or other improvements within a project area in accordance with a redevelopment plan.

4. (a) The Governing Body of the City has heretofore approved the Tax Increment Financing Redevelopment Plan of 1995, City of Clinton, and on May 18, 1999, approved the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, City of Clinton, Mississippi, after conducting public hearings on each as required by the Act.

(b) The Board of the County has heretofore approved the Tax Increment Financing Redevelopment Plan of 1995, as Amended and Restated November, 1996, Hinds County, and on June 21, 1999, approved the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, Hinds County, Mississippi, after conducting a public hearing on each as required by the Act.

5. The City, acting for and on behalf of itself and the County, desires to afford maximum opportunity, consistent with the sound needs of the Municipality and County as a whole, for the rehabilitation and redevelopment of the Project Area, as such term is defined in the Redevelopment Plan, by private enterprise, and in order to utilize appropriate private and public resources to eliminate and prevent development or spread of urban blight, to encourage needed urban rehabilitation, to provide for the redevelopment of blighted areas, and to undertake such of the aforesaid activities or other feasible municipal activities as may be suitably employed to achieve the objectives of the Redevelopment Plan, the Municipality and County encourage rehabilitation and clearance and redevelopment of portions of the Project Area described in the Redevelopment Plan by carrying out a program of voluntary repair and rehabilitation of buildings or other improvements in accordance with the Redevelopment Plan, demolition and removal of buildings and improvements, and construction of improvements necessary for carrying out the redevelopment objectives in accordance with the Redevelopment Plan, and, as part of such program, the Municipality and County, from time to time, are authorized to issue bonds to finance all or part of the costs (including costs of acquiring real estate) of constructing or reconstructing streets, utilities and other site improvements essential to the preparation of sites for uses in

accordance with the Redevelopment Plan and public improvements to encourage private development in accordance with the Redevelopment Plan.

6. The Municipality desires to issue and sell the Bonds for the purpose of financing the cost of the Public Improvement Project in accordance with the Redevelopment Plan.

7. As an inducement to the Municipality to issue the Bonds and to apply the proceeds of such Bonds to fund the cost of constructing the Public Improvement Project, it being contemplated by the Municipality that a portion of the incremental increase in revenues from ad valorem taxes collected by the City with respect to increased property values on the real and personal property and the County with respect to increased property values on the real and personal property in an amount not exceeding \$35,000 per year, contained within and forming a part of the Redevelopment Project Site and improvements thereon shall be dedicated to and sufficient for the payment of principal of and interest on the Bonds and the fees and expenses of the Paying Agent.

8. The Governing Body is authorized and empowered by the provisions of the Act to issue the Bonds in the form and manner hereinafter provided for by the Act.

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

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

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

(b) For the purpose of effecting and providing for the payment of the principal of and interest on the Bonds and the fees and expenses of the Paying Agent as the same shall respectively mature and accrue, there is hereby irrevocably pledged:

- i. the avails of the Tax Increment authorized herein as the same is received by the City and the County;
- ii. the avails of the tax revenue generated by the County through ad valorem taxation of the real and personal

property in an amount not to exceed \$35,000 constituting the Redevelopment Project Site and improvements thereon and pledged by the County to the City for this purpose through the Pledge Agreement but not including ad valorem taxes for school district purposes; and

- iii. the amounts held on behalf of the Municipality in the funds and accounts established herein, namely the Construction Fund and the Bond Fund.

Should there be a failure in any year to comply with the requirements of this subsection (b), such failure shall not impair the right of the Registered Owners of any of the Bonds to subsequently receive payments of principal of and interest on the Bonds from the avails of the Tax Increment or under the Pledge Agreement, or amounts in the funds and accounts named in this subsection (b). The pledge made herein and the covenants and agreements herein set forth to be performed on behalf of the Municipality shall be for the equal benefit, protection and security of the Registered Owners of any and all of the Bonds, all of which, regardless of the time or times of their authentication and delivery or maturity, shall be of equal rank without preference, priority or distinction.

SECTION 2. The Bonds are hereby authorized and ordered to be prepared and issued in the principal amount of One Million Two Hundred Thousand Dollars (\$1,200,000) to raise money for the Public Improvement Project as authorized by the Act.

SECTION 3. (a) Payments of interest on the Bonds shall be made by check or draft mailed to the Record Date Registered Owner, and payments of principal shall be made to the Record Date Registered Owner upon presentation and surrender thereof at the principal office of the Paying Agent in lawful money of the United States of America. Interest and principal shall be payable in such manner irrespective of any transfer or exchange of such Bond pursuant to Section 16 hereof subsequent to the Record Date and prior to the due date of such interest or principal. Payments of interest and principal shall be made in lawful money of the United States of America.

(b) The Bonds are subject to redemption as provided in (1) below upon giving notice as provided in (2) below:

1. The Bonds maturing on April 1, 2011 and thereafter are subject to redemption prior to their respective maturities at the option of the Municipality on April 1, 2010 or any principal and interest payment date thereafter, either as a whole or in part.
2. Not less than thirty (30) days prior to the date of any redemption, notice of the call for redemption shall be published one time in a newspaper having a circulation throughout the State of Mississippi, and shall also be mailed to the last known address of all Registered Owners of the Bonds; provided, however, such mailing shall not be a condition precedent to such redemption, and failure to mail any such notice shall not affect the validity of the proceedings for the redemption of Bonds.
3. In the event of a partial redemption of the Bonds as approved in (b)(1) above, the Bonds shall be redeemed in inverse order of maturity and by lot within a maturity, at the principal amount thereof plus accrued interest to the date of redemption.

(c) The Bonds shall be registered as to both principal and interest; shall be dated April 1, 2000; shall be issued in the denomination of \$5,000.00 each, or integral multiples thereof up to the amount of a single maturity; shall be numbered from one upward in the order of issuance; shall bear interest from the date thereof at the rate or rates specified by further order of the Governing Body, payable on April 1 of each year commencing April 1, 2001 and on each succeeding April 1 thereafter until the outstanding principal amount shall have been paid in full; and shall mature and become due and payable, subject to redemption as hereinabove stated, on April 1, in the years and in the principal amounts as follows:

<u>YEAR</u>	<u>AMOUNT</u>
(Apr. 1)	
2001	\$ -0-
2002	35,000
2003	35,000
2004	40,000
2005	40,000
2006	45,000
2007	45,000

2008	50,000
2009	55,000
2010	55,000
2011	60,000
2012	65,000
2013	70,000
2014	70,000
2015	75,000
2016	80,000
2017	85,000
2018	90,000
2019	100,000
2020	105,000

In the event the Bonds are purchased solely by institutional purchasers or financial institutions, upon approval by such purchasers, one Bond containing a maturity schedule may be issued and delivered by the Municipality.

SECTION 4. (a) The Bonds shall be executed by the manual or facsimile signature of the Mayor and countersigned by the manual or facsimile signature of the Clerk, with the seal of the Municipality imprinted or affixed thereto; provided, however, all signatures and seals appearing on the Bonds, other than the signature of an authorized officer of the Transfer Agent hereafter provided for, may be facsimile and shall have the same force and effect as if manually signed or impressed. In case any official of the Municipality whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such official before the delivery or reissuance thereof, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such official had remained in office until delivery or reissuance.

(b) 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 of the Purchaser, as hereinafter provided; 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.

(c) The Bonds shall be delivered to the Purchaser upon payment of the purchase price therefor in accordance with the terms and conditions of their sale and award, together with a complete certified transcript of the proceedings had and done in the matter of the authorization,

issuance, sale and validation of the Bonds, and the final, unqualified approving opinion of the Bond Counsel, which opinion shall be imprinted on the reverse of each of the Bonds.

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

- i. a copy, certified by the Clerk, of the transcript of proceedings of the Governing Body in connection with the authorization, issuance, sale and validation of the Bonds;
- ii. an authorization to the Transfer Agent, signed by the Mayor, to authenticate and deliver the Bonds to the Purchaser; and
- iii. an original executed copy of the Interlocal Cooperation Agreement, the Pledge Agreement and the Assessment Certificate.

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

(f) Certificates, blank as to denomination, rate of interest, date of maturity and CUSIP number and sufficient in quantity in the judgment of the Municipality to meet the reasonable transfer and reissuance needs of the Bonds, shall be printed and delivered to the Transfer Agent in generally-accepted format, and held by the Transfer Agent until needed for transfer or reissuance, whereupon the Transfer Agent shall imprint the appropriate information as to denomination, rate of interest, date of maturity and CUSIP number prior to the registration, authentication and delivery thereof to the transferee holder. The Transfer Agent is hereby authorized upon the approval of the Governing Body to have printed from time to time as necessary additional certificates bearing the facsimile seal of the Municipality and facsimile signatures of the persons who were the officials of the Governing Body as of the date of original issue of the Bonds. Provided, however, the provisions of this subsection 4(f) shall not apply in the event the Bonds are issued pursuant to subsection 4(g) below.

(g) In the event the Purchaser(s) of the Bonds is an institutional purchaser or a financial institution which purchases the Bonds for its own account, upon approval of such Purchaser(s), typed Bonds containing a maturity schedule on the face thereof may be issued and delivered by the Municipality in lieu of the method described in the preceding subsection 4(f).

SECTION 5. (a) The Transfer Agent, Paying Agent, Authentication Agent and Registration Agent, which may be the same Bank, trust company or national banking association, shall be designated by further order of the Governing Body. The Municipality specifically

reserves the right to hereafter designate a separate Transfer Agent, Paying Agent, Authentication Agent and Registration Agent in its discretion in the manner hereinafter provided.

(b) So long as any of the Bonds shall remain outstanding, the Municipality shall maintain with the Transfer Agent records for the registration and transfer of the Bonds. The Transfer Agent is hereby appointed registrar for the Bonds, in which capacity the Transfer Agent shall register in such records and permit to be transferred thereon, under such reasonable regulations as may be prescribed, any Bond entitled to registration or transfer.

(c) The Municipality shall pay or reimburse the Agent or Agents for reasonable fees for the performance of the services normally rendered and the incurring of normal expenses reasonably and necessarily paid as are customarily paid to trustees, paying agents, transfer agents and bond registrars, subject to agreement between the Municipality and the Agent. Fees and reimbursements for extraordinary services and expenses, so long as not occasioned by the negligence, misconduct or willful default of the Agent, shall be made by the Municipality on a case-by-case basis, subject, where not prevented by emergency or other exigent circumstances, to the prior written approval of the Governing Body.

- (d) (i) An Agent may at any time resign and be discharged of the duties and obligations of either the function of the Paying Agent or Transfer Agent, or both, by giving at least sixty (60) days' written notice to the Municipality. If such Agent so appointed, or any successor thereto, shall fail, neglect or refuse to perform any of the duties herein imposed or that may be imposed by reason of any of the provisions of this Bond Resolution, such Agent or any successor thereto, shall, on the written request of twenty per centum or more in aggregate principal amount of the holder or holders of the Bonds or other obligations issued pursuant to the Bond Resolution, be removed, by resolution duly adopted by the Municipality by which such Agent, or any successor thereto, was appointed; and in such event, it shall be the duty of any such Agent so removed to effectuate a valid transfer of all moneys then in the possession or under the control of such Agent so removed to a duly appointed successor, and a failure on the part of such Agent so removed to do so shall constitute an embezzlement of such moneys and shall be punishable accordingly. The resolution shall specify the date on which such removal shall take effect and the name and address of the successor Agent, and shall be transmitted to the Agent being removed within a reasonable time prior to the effective date thereof. Provided, however, that no resignation or removal of an Agent shall become effective until a successor Agent has been appointed pursuant to this Bond Resolution. Pursuant to the Act, such successor Agent shall be satisfactory to said holder or holders of twenty percent or more in aggregate principal amount of Bonds as heretofore described in this subparagraph.

(ii) Upon receiving notice of the resignation of an Agent, the Municipality shall promptly appoint a successor Agent by resolution of the Governing Body. Any appointment of a successor Agent shall become effective upon acceptance of appointment by the successor Agent. If no successor Agent shall have been so appointed and have accepted appointment within thirty (30) days after the notice of resignation, the resigning Agent may petition any court of competent jurisdiction for the appointment of a successor Agent, which court may thereupon, after such notice as it may deem appropriate, appoint a successor Agent.

(iii) In the event of a change of Agents, the predecessor Agent shall cease to be custodian of any funds held pursuant to this Bond Resolution in connection with its role as such Agent, and the successor Agent shall become such custodian; provided, however, that before any such delivery is required to be made, all fees, advances and expenses of the retiring or removed Agent shall be fully paid. Every predecessor Agent shall deliver to its successor Agent all records of account, registration records, lists of Registered Owners and all other records, documents and instruments relating to its duties as such Agent.

(iv) Any successor Agent appointed under the provisions hereof shall be a bank, trust company or national banking association having Federal Deposit Insurance Corporation insurance of its accounts, duly authorized to exercise corporate trust powers and subject to examination by and in good standing with the federal and/or state regulatory authorities under the jurisdiction of which it falls.

(v) Every successor Agent appointed hereunder shall execute, acknowledge and deliver to its predecessor Agent and to the Municipality an instrument in writing accepting such appointment hereunder, and thereupon such successor Agent, without further act, shall become fully vested with all the rights, immunities and powers, and subject to all the duties and obligations, of its predecessor.

(vi) Should any transfer, assignment or instrument in writing be required by any successor Agent from the Municipality to more fully and certainly vest in such successor Agent the estates, rights, powers and duties hereby vested or intended to be vested in the predecessor Agent, any such transfer, assignment and written instrument shall, on request, be executed, acknowledged and delivered by the Municipality.

(vii) The Municipality will provide any successor Agent with certified copies of all resolutions, orders and other proceedings adopted by the Governing Body relating to the Bonds.

(viii) All duties and obligations imposed hereby on an Agent or successor Agent shall terminate upon the accomplishment of all duties, obligations and responsibilities imposed by law or required to be performed by this Bond Resolution.

(e) Any corporation or association into which an Agent may be converted or merged, or with which it may be consolidated or to which it may sell or transfer its assets as a whole or substantially as a whole, or any corporation or association resulting from any such conversion, sale, merger, consolidation or transfer to which it is a party, shall be and become successor Agent hereunder and vested with all the powers, discretions, immunities, privileges and all other matters as was its predecessor, without the execution or filing of any instrument or any further act, deed or conveyance on the part of either the Municipality or the successor Agent, anything herein to the contrary notwithstanding, provided only that such successor Agent shall be satisfactory to the Municipality and eligible under the provisions of Section 5(d)(iv) hereof.

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

[BOND FORM]

UNITED STATES OF AMERICA
STATE OF MISSISSIPPI
CITY OF CLINTON, MISSISSIPPI
TAX INCREMENT LIMITED OBLIGATION BONDS, SERIES 2000

NO. R-_____

\$_____

Rate of
Interest

Maturity

Date of
Original Issue

CUSIP

April 1, 2000

Registered Owner:

Principal Amount:

DOLLARS

The City of Clinton, located in Hinds County, State of Mississippi (the "City" or "Municipality"), a body politic existing under the Constitution and laws of the State of Mississippi, acting by and through its Mayor and Aldermen, acknowledges itself to owe and for value received, promises to pay in lawful money of the United States of America to the registered owner identified above, upon the presentation and surrender of this Bond, at the principal office of _____, or its successor, as paying agent (the "Paying Agent") for the Tax Increment Limited Obligation Bonds, Series 2000, of the City (the "Bonds"), on the maturity date identified above, the principal amount identified above. Payment of the principal amount of this Bond shall be made to the registered owner hereof who shall appear in the registration records of the City maintained by _____, or its successor, as transfer agent for the Bonds (the "Transfer Agent"), as of the 15th day of the calendar month preceding the maturity date hereof.

The City further promises to pay interest on such principal amount from the date of this Bond or from the most recent interest payment date to which interest has been paid at the rate of interest per annum set forth above, on April 1 of each year, commencing April 1, 2001, on each April 1 thereafter until the outstanding principal amount shall have been paid in full, to the

registered owner hereof who shall appear in the registration records of the City maintained by the Transfer Agent as of the 15th day of the calendar month preceding the applicable interest payment date.

Payments of interest on this Bond shall be made by check or draft mailed to such registered owner at his address as it appears on such registration records and payments of principal shall be made upon presentation and surrender thereof at the principal office of the Paying Agent in lawful money of the United States of America. The registered owner hereof may change such address by written notice to the Transfer Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Transfer Agent, such notice to be received by the Transfer Agent not later than the 15th day of the calendar month preceding the applicable principal or interest payment date.

This Bond is one of a series of Bonds of like date of original issue, tenor and effect, except as to denomination, number, rate of interest and date of maturity, issued in the aggregate authorized principal amount of One Million Two Hundred Thousand Dollars (\$1,200,000) to raise money for the purpose of providing funds necessary to defray the cost of constructing various infrastructure improvements in connection with the construction of the Wal-Mart SuperCenter Project, including but not limited to, installation of utilities such as water, sanitary sewer, and natural gas lines; installation of drainage facilities and improvements; construction of roadways with curb and gutter; installation of traffic signalization and signage; relocation/realignment of roadways; relocation of utilities; landscaping of rights-of-way, purchase of rights-of-way necessary for the installation of the infrastructure improvements described hereinabove; and other incidental costs, professional fees and capitalized interest and cost of issuance of the Bonds; which project will be located on a 24 acre (+/-) parcel of land located along the Southern right-of-way of U.S. Highway 80 in the Municipality and will consist of a Wal-Mart SuperCenter of approximately 185,000 square feet (the "Redevelopment Project").

This Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including Sections 21-45-1 to 21-45-21, Mississippi Code of 1972 (the "Act"), and by the further authority of proceedings duly had by the Mayor and Aldermen of the City, including a resolution adopted March 7, 2000 (the "Bond Resolution").

The Bonds are registered as to both principal and interest. The Bonds are to be issued or reissued in the denomination of \$5,000.00 each, or integral multiples thereof up to the amount of a single maturity but may be issued in the form of a single Bond containing a maturity schedule in lieu of serial Bonds.

This Bond may be transferred or exchanged by the registered owner hereof in person or by his attorney duly authorized in writing at the principal office of the Transfer Agent, but only in the manner, subject to the limitations in the Bond Resolution, and upon surrender and

cancellation of this Bond. Upon such transfer or exchange, a new Bond or Bonds of like aggregate principal amount in authorized denominations of the same maturity will be issued.

The City and Paying Agent may deem and treat the registered owner hereof as the absolute owner for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes and neither the City nor the Paying Agent shall be affected by any notice to the contrary.

The Bonds are and will continue to be payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing ad valorem tax to be levied annually upon:

- (i) the incremental increase in assessed value of all taxable City real and personal property within and forming a part of the Redevelopment Project, Redevelopment Project Site and improvements thereon as described in the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, City of Clinton, Mississippi, as adopted by the Mayor and Aldermen of the City on May 18, 1999; and
- (ii) the incremental increase in assessed value of all taxable County real and personal property within and forming a part of the Redevelopment Project, the Redevelopment Project Site and improvements thereon and the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, Hinds County, Mississippi, as adopted by the Board of Supervisors of Hinds County, Mississippi on June 21, 1999.

The Bond Resolution defines the incremental increase in assessed value as the Tax Increment, which is hereinafter defined.

Ad valorem taxes assessed and collected on a portion of the real and personal property constituting the Redevelopment Project, the Redevelopment Project Site and Improvement thereon in an amount not to exceed \$35,000 per year by Hinds County, Mississippi in an amount not to exceed \$35,000 per year constitute a part of the Tax Increment and are also pledged to the payment of the principal of and interest on this Bond and the fees and expenses of the Paying Agent through a Pledge Agreement dated as of April 1, 2000 between the City and the County and such pledge is irrevocable until such time as the principal of and interest on the City's Bonds are paid in full, whether at maturity or otherwise.

"Captured Assessed Value" means the incremental increase in assessed value of City and County real and personal property constituting a part of the Redevelopment Project Site and improvements thereon when the Original Assessed Value is subtracted from the Current Assessed Value, as of January 1, 2001 initially and each January 1 thereafter.

"Current Assessed Value" means the estimated assessed value of the Redevelopment Project Site and all improvements thereon that constitute City and County real and personal property as determined by the Tax Assessor of Hinds County, Mississippi as of January 1 of the year following final completion of the Redevelopment Project and each January 1 thereafter, said determination and estimate initially being made pursuant to information made available to the Tax Assessor by the owner and developer of the Redevelopment Project and the Redevelopment Project Site.

"Original Assessed Value" means the assessed value of City and County real and personal property that constitutes a part of the Redevelopment Project Site and improvements thereon, if any, as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 1999.

"Redevelopment Project" means the Wal-Mart SuperCenter Project as described in detail in (i) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, City of Clinton, Mississippi, and approved by the Governing Body on May 18, 1999; and (ii) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, Hinds County, Mississippi, and approved by the Board of Supervisors of Hinds County on June 21, 1999, such project to be located on the parcel of land described in Exhibit A to the Bond Resolution of the City.

"Redevelopment Project Site" means the parcel of real property described in Exhibit A to the Bond Resolution of the City upon which the Redevelopment Project will be constructed.

"Tax Increment" shall mean the added increments of City and County ad valorem tax revenue resulting from the taxation of the Captured Assessed Value of the City real and personal property and County real and personal property in an amount not to exceed \$35,000 per year contained within and forming a part of the Redevelopment Project, Redevelopment Project Site and improvements thereon, which shall be used to pay the principal of and interest on the City's Tax Increment Limited Obligation Bonds dated April 1, 2000 together with the annual fees and expenses of the Paying Agent on the Bonds, but shall not include ad valorem taxes school district purposes.

The Bonds are subject to redemption as provided in (1) below upon giving notice as provided in (2) below:

1. The Bonds maturing on April 1, 2011 and thereafter are subject to redemption prior to their respective maturities at the option of the Municipality on April 1, 2010 or any

principal and interest payment date thereafter, either as a whole or in part.

2. Not less than thirty (30) days prior to the date of any redemption, notice of the call for redemption shall be published one time in a newspaper having a circulation throughout the State of Mississippi, and shall also be mailed to the last known address of all registered owners of the Bonds; provided, however, such mailing shall not be a condition precedent to such redemption, and failure to mail any such notice shall not affect the validity of the proceedings for the redemption of Bonds.
3. In the event of a partial redemption of the Bonds as approved in (1) or (2) above, the Bonds shall be redeemed in inverse order of maturity and by lot within a maturity, at the principal amount thereof plus accrued interest to the date of redemption.

THE BONDS ARE NOT OBLIGATIONS OF THE STATE OF MISSISSIPPI AND THE PAYMENT OF THE PRINCIPAL OF OR INTEREST ON THE BONDS IS NOT GUARANTEED BY THE STATE OF MISSISSIPPI. THE BONDS ARE NOT A GENERAL OBLIGATION OF THE MUNICIPALITY OR THE COUNTY AND, EXCEPT AS HERETOFORE DESCRIBED THE BONDS SHALL NEVER CONSTITUTE AN INDEBTEDNESS OF THE MUNICIPALITY OR COUNTY AND SHALL NOT GIVE RISE TO A PECUNIARY LIABILITY OF THE MUNICIPALITY OR THE COUNTY OR A CHARGE AGAINST THE GENERAL CREDIT OR TAXING POWERS OF THE MUNICIPALITY OR THE COUNTY. THE BONDS ARE LIMITED OBLIGATIONS OF THE MUNICIPALITY AND THE COUNTY SECURED SOLELY BY THE INCREMENTAL INCREASE IN AD VALOREM TAX REVENUES RECEIVED BY THE MUNICIPALITY AND COUNTY FROM LEVYING AN AD VALOREM TAX ON THE REAL PROPERTY WHICH CONSTITUTES A PART OF THE REDEVELOPMENT PROJECT. AD VALOREM TAXATION FOR SCHOOL DISTRICT PURPOSES ARE NOT PLEDGED TO THE PAYMENT OF THE BONDS.

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

IT IS HEREBY CERTIFIED, RECITED AND REPRESENTED that all conditions, acts and things required by law to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds, in order to make the same legal and binding obligations of the

Municipality, according to the terms thereof, do exist, have happened and have been performed in regular and due time, form and manner as required by law.

IN WITNESS WHEREOF, the Municipality has caused this Bond to be executed in its name by the manual or facsimile signature of the Mayor of the Municipality, countersigned by the manual or facsimile signature of the Clerk of the Municipality, under the facsimile seal of the Municipality, which said facsimile signatures and seal said officials adopt as and for their own proper signatures and seal, all as of the 1st day of April, 2000.

CITY OF CLINTON, MISSISSIPPI

BY: Rosemary G. Aultman
ROSEMARY AULTMAN, MAYOR

COUNTERSIGNED:

Nelson Byrd
NELSON BYRD, CITY CLERK

(Facsimile Seal)



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

CERTIFICATE OF REGISTRATION AND AUTHENTICATION

This Bond is one of the Bonds described in the within mentioned Bond Resolution and is one of the Tax Increment Limited Obligation Bonds, Series 2000, of the City of Clinton, Mississippi.

As Transfer Agent

BY: _____
Authorized Officer

Date of Registration and Authentication

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

REGISTRATION AND VALIDATION CERTIFICATE

**STATE OF MISSISSIPPI
COUNTY OF HINDS
CITY OF CLINTON**

I, the undersigned City Clerk of the City of Clinton, Mississippi, do hereby certify that the within bond has been duly registered by me as a limited obligation of said Municipality pursuant to law in a book kept in my office for that purpose and the issuance of the Bonds was confirmed by a validation decree of the Chancery Court of Hinds County, Mississippi on _____, 2000.

(Facsimile) Nelson Byrd
Nelson Byrd, City Clerk

(Facsimile Seal)

CC116.3
Bond Resolution
03/07/00

ASSIGNMENT

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

(Name and Address of Assignee)

(Insert Social Security No. Or Other Tax I.D. No. of Assignee)

the within Bond and does hereby irrevocably constitute and appoint _____
_____ attorney to transfer the said Bond on the records kept for registration and transfer of the
within Bond, with full power of substitution in the premises.

Signature Guaranteed:

(Bank, Trust Company or
Transfer Agent)

Date of Assignment

NOTICE: *The signature to this Assignment must
correspond with the name of the registered owner as
it appears upon the face of the within bond in every
particular, without any alteration whatever.*

SECTION 7. In case any Bond shall become mutilated or be stolen, destroyed or lost, the Municipality shall cause to be authenticated and delivered a new Bond of like date, number, maturity and tenor in exchange and substitution for and upon cancellation of such mutilated Bond, or in lieu of and in substitution for such Bond stolen, destroyed or lost, upon the Registered Owner's paying the reasonable expenses and charges of the Municipality in connection therewith, and in case of a Bond stolen, destroyed or lost, his filing with the Municipality or Transfer Agent evidence satisfactory to them that such Bond was stolen, destroyed or lost, and of his ownership thereof, and furnishing the Municipality or Transfer Agent with such security or indemnity as may be required by law or by them to save each of them harmless from all risks, however remote.

SECTION 8. For the purpose of effectuating and providing for the payment of the principal of and interest on the Bonds and the fees and expenses of the Paying Agent as the same shall respectively mature and accrue, pursuant to Section 21-45-13 of the Act, there shall be and continue to be levied, as long as any of the Bonds remain outstanding, a direct and continuing ad valorem tax upon all of the taxable City real and personal property and improvements thereon and County real and personal property and improvements thereon in an amount not to exceed \$35,000 per year within the geographical limits of the Redevelopment Project Site described in Exhibit A hereto. All or any portion of the receipts from the levy and collection of said ad valorem tax which represents the Tax Increment shall be withheld by the tax collector and paid over to the Municipality and the County, who shall pay over all or a part of such Tax Increment to the Paying Agent in an amount sufficient to pay the annual principal and interest payment to the Paying Agent along with the fees and expenses of the Paying Agent, which amount shall be a credit to the Bond Fund created pursuant to Section 12 hereof. Any such moneys so paid to the Paying Agent to the credit of the Bond Fund shall be expended only as provided in Section 12 hereof. The Tax Increment Surplus shall be retained by the Municipality and the County and used for any municipal purpose authorized by law.

Nothing in this Resolution shall be construed as a guarantee on the part of the State of Mississippi to pay the principal or interest on the Bonds.

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

SECTION 10. (a) In the event the Purchaser shall fail to designate the names, addresses and social security or tax identification numbers of the Registered Owners of the Bonds within five (5) days of the date of sale, or at such other later date as may be designated by the Municipality, one Bond registered in the name of the Purchaser may be issued in the full amount for each maturity. Ownership of the Bonds shall be in the name of the Purchaser until the initial Registered Owner has made timely payment and, upon request of the Purchaser within a reasonable time of the initial delivery of the Bonds, the Transfer Agent shall re-register any such Bond upon its records in the name of the Registered Owner to be designated by the Purchaser in the event timely payment has not been made by the initial Registered Owner.

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

SECTION 11. Each Bond shall be transferable only in the records of the Municipality, upon surrender thereof at the office of the Transfer Agent, together with a written instrument of transfer satisfactory to the Transfer Agent duly executed by the Registered Owner or his attorney duly authorized in writing. Upon the transfer of any Bond, the Municipality, acting through its Transfer Agent, shall issue in the name of the transferee a new Bond or Bonds of the same aggregate principal amount and maturity and rate of interest as the surrendered Bond or Bonds.

In all cases in which the privilege of transferring Bonds is exercised, the Transfer Agent shall authenticate and deliver Bonds in accordance with the provisions of this Bond Resolution.

SECTION 12. The Municipality shall maintain with the Paying Agent a Bond Fund in its name for the payment of the principal of and interest on the Bonds, and the payment of the Paying Agents' fees in connection therewith. There is hereby established a fund to be known as the "2000 Tax Increment Bond Fund" (the "Bond Fund"), which fund shall be held by the Paying Agent. There shall be deposited into the Bond Fund:

- i. The accrued interest and premium, if any, received upon delivery of the Bonds as and when the same shall be received;
- ii. Transfers made to the Bond Fund pursuant to Section 13 hereof including the funds subject to the Pledge Agreement;

- iii. Any income received from investment of monies in the Bond Fund and from investments made pursuant to Section 15 hereof;
- iv. Surplus funds remaining in the Construction Fund upon completion of the Public Improvement Project;
- v. Capitalized interest from funds on deposit in the Construction Fund to the extent that such payments are approved by the Governing Body of the City and Bond Counsel; and
- vi. Any other funds available to the Municipality or the County which may be lawfully used for payment of the principal of and interest on the Bonds, and which the Governing Body, in its discretion, may direct to be deposited into the Bond Fund.

SECTION 13. (a) The Paying Agent shall deposit all moneys received by it from the Municipality or the County, including but not limited to funds derived through the Pledge Agreement and the Tax Increment portion of the receipts from the levy and collection of the ad valorem tax upon the taxable real property within and constituting a part of the Redevelopment Project Site, but excluding the proceeds of the Bonds (other than for capitalized interest) and the Tax Increment Surplus, into the Bond Fund. The Bond Fund shall be held by the Paying Agent which shall be a member of the Federal Deposit Insurance Corporation.

Not later than March 15, 2001 and each March 15 of each year thereafter (or in the event March 15 is not a business day, the next succeeding business day) in which the Bonds are outstanding, the Municipality shall pay to the Paying Agent an amount equal to the amount necessary to make the payment required on each interest or principal and interest payment date together with the annual fees and expenses of the Paying Agent. The source of such funds shall be limited to the Tax Increment portion of the ad valorem tax receipts derived from the Captured Assessed Value.

(b) With respect to each interest payment date for the Bonds, and as long as any principal of and interest on the Bonds remains outstanding, the Paying Agent is hereby irrevocably authorized and directed to withdraw from the Bond Fund an amount which shall equal the amount necessary to make the payment required on each principal and interest payment date and to pay the Registered Owners of the Bonds as each appears on the registration books of the City maintained by the Paying Agent along with the fees and expenses of the Paying Agent.

SECTION 14. The principal proceeds received upon the sale of the Bonds, exclusive of accrued interest and premium, if any, shall be deposited to the credit of the Municipality in the Construction Fund, which fund shall be maintained by a qualified depository of the Municipality. There is hereby established a fund to be known as the "2000 Tax Increment Construction Fund" (the "Construction Fund") which fund shall be held by a qualified depository designated by the Municipality. From the Construction Fund there shall be first paid the costs, fees and expenses incurred by the Municipality in connection with the authorization, issuance, sale, validation and delivery of the Bonds. From the Construction Fund, there next may be established a reserve to pay a portion of the interest payment due on April 1, 2001 in an amount as may be determined by the Municipality. The balance thereof shall be held and disbursed for payment of the cost of the Public Improvement Project, as authorized by the Act. Costs of the Public Improvement Project shall be deemed to include all reasonable costs directly or indirectly related to the Public Improvement Project, including payment of capitalized interest, employment of engineers, attorneys and such other employees as shall be necessary or useful in carrying out the construction and financing of the Public Improvement Project.

Upon completion of construction of the Public Improvement Project, all remaining and unexpended funds remaining in the Construction Fund shall be transferred to the Bond Fund.

SECTION 15. Moneys in the Construction Fund, Bond Fund and all other accounts created hereunder, if any, shall be invested in the same manner as permitted under the laws of the State of Mississippi for the investment generally of money of the Municipality. Any income received from said investments shall be properly credited to the fund from which the investment was initially made.

SECTION 16. Principal of and interest on the Bonds shall be paid to the Record Date Registered Owners at the addresses appearing in the registration records of the Transfer Agent pursuant to Section 3 hereof. Any such address may be changed by written notice from the Registered Owner to the Transfer Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Transfer Agent, such notice to be received by the Transfer Agent not later than the 15th day of the calendar month preceding the applicable principal or interest payment date to be effective as of such date.

SECTION 17. The Governing Body covenants and certifies to and for the benefit of the Registered Owners of the Bonds that it will neither take any action or omit to take any action or make any investment or use of the proceeds from the issue and sale of the Bonds, including amounts treated as proceeds, if any, which will cause the Bonds to be classified as arbitrage bonds within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as such may be applicable to the Bonds at the time of such action, investment or use.

SECTION 18. The Bonds shall be offered for sale on sealed bids at a meeting of the Governing Body to be held at the place, and on the date and at the hour specified and upon the terms and conditions set out in the Notice in Section 22 hereof. On or before said date and hour, such sealed bids must be filed with the Clerk at the place specified in the Notice. The Governing Body reserves the right to reject any and all bids submitted, and if all bids are rejected, to sell the Bonds at a private sale pursuant to the authorization of Section 31-19-25 of the Act.

SECTION 19. The Municipality hereby covenants that it shall not extend the time for the payment of the principal of or interest on the Bonds directly or indirectly by any means or in any manner.

SECTION 20. The Governing Body hereby covenants that it shall not authorize the issuance of any additional bonds secured by a lien on the items pledged pursuant to Section 1 hereof unless such bonds shall have a lien on the items pledged pursuant to Section 1 hereof which shall be subordinate to the lien granted to the Registered Owners of the Bonds.

SECTION 21(a). The Pledge Agreement is hereby approved in substantially the following form with such changes, additions, deletions, and modifications as shall be approved by the officers of the City executing the Pledge Agreement, their execution thereof signifying their approval.

TAX PLEDGE AGREEMENT

Tax Pledge Agreement dated as of April 1, 2000 (the "Pledge Agreement") between Hinds County, Mississippi (the "County") acting by and through its Board of Supervisors (the "Board") and the City of Clinton, Mississippi (the "City") acting by and through its Mayor and Aldermen (the "Governing Body").

RECITALS:

1. Sections 43-35-1 *et seq.*, Mississippi Code of 1972, as amended (the "Act"), authorizes the City and the County, acting jointly or severally, to exercise the powers and authority set forth in the Act.

2. The City has heretofore adopted the City's Tax Increment Financing Redevelopment Plan of 1995, approved the City's Tax Increment Financing Plan (Wal-Mart SuperCenter Project), June, 1999, on May 18, 1999, and approved the issuance of the City's Tax Increment Limited Obligation Bonds (Wal-Mart SuperCenter Project) in the principal amount not to exceed \$1,200,000 (the "Bonds").

3. The County has heretofore adopted the County's Tax Increment Redevelopment Plan of 1995, as Amended and Restated dated November, 1996, approved the County's Tax Increment Financing Plan (Wal-Mart SuperCenter Project) June 21, 1999, and approved the issuance by the City of the City's Tax Increment Limited Obligation Bonds (Wal-Mart SuperCenter Project) in the principal amount not to exceed \$1,200,000.

4. The City will adopt a resolution on March 7, 2000 (the "Bond Resolution") authorizing the issuance of the Bonds.

5. The City and County have agreed to jointly exercise the powers and authority set forth in the Act and have entered into an Interlocal Cooperation Agreement dated as of April 1, 2000, under which the respective duties and obligations of each are set forth, which Interlocal Cooperation Agreement was submitted to the Attorney General of the State for approval, as required by the laws of the State and is in full force and effect.

6. The Interlocal Cooperation Agreement, among other things, provides for the City to issue the Bonds for the Wal-Mart SuperCenter Project which Bonds will be secured by (i) a pledge of the avails of the increased ad valorem tax revenues accruing to the City levied against the real and personal property and improvements thereon constituting the Redevelopment Project Site as described in the Bond Resolution (the "Redevelopment Project Site") of the City which pledge will be made through the documents executed in connection with the issuance of the Bonds; and (ii) a pledge of the avails of the increased ad valorem tax revenues accruing to the County levied against the real and personal property and improvements thereon constituting the Redevelopment Project Site in an amount not to exceed \$35,000 per year for a term not to exceed twenty (20) years which

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Preliminary Official Statement

relating to

**THE CITY OF CLINTON, MISSISSIPPI
\$1,200,000
Tax Increment Limited Obligation Bonds
Series 2000
to be dated April 1, 2000**

INTRODUCTORY STATEMENT

This Preliminary Official Statement, including the cover page and Appendices A, B, C, D and E hereto, is furnished to prospective purchasers by the Mayor and Board of Aldermen (the "Governing Body") of the City of Clinton, Mississippi (the "City") in connection with the sale of the City's \$1,200,000 in principal amount Tax Increment Limited Obligation Bonds, Series 2000, to be dated April 1, 2000 (the "Bonds"). The Bonds will be issued for the purpose of providing funds necessary to defray the cost of constructing various infrastructure improvements in connection with the construction of the Wal-Mart SuperCenter Project, including but not limited to, installation of utilities such as water, sanitary sewer, and natural gas lines; installation of drainage facilities and improvements; construction of roadways with curb and gutter; installation of traffic signalization and signage; relocation/realignment of roadways; relocation of utilities; landscaping of rights-of-way, purchase of rights-of-way necessary for the installation of the infrastructure improvements described hereinabove; and other incidental costs, professional fees and capitalized interest and cost of issuance of the Bonds; which project will be located on a 24 acre (+/-) parcel of land located along the Southern right-of-way of U.S. Highway 80 in the Municipality and will consist of a Wal-Mart SuperCenter of approximately 185,000 square feet (the "Redevelopment Project").

The Bonds will be issued by the City under the authority of the Constitution and laws of the State of Mississippi and pursuant to a resolution of the Governing Body of the City to be dated March 7, 2000 (the "Bond Resolution"). The Bonds will constitute limited obligations of the City for the payment of the principal of and the interest on the Bonds for which the City will irrevocably pledge the incremental increase in ad valorem tax receipts resulting from taxation of the real and personal property that constitutes a part of the Redevelopment Project Site and the additional improvements thereon. Additionally, Hinds County, Mississippi will irrevocably pledge the incremental increase in County ad valorem taxes resulting from taxation of the real and personal property that constitutes a part of the Redevelopment Project Site and the additional improvements thereon in the maximum amount of \$35,000 per year for twenty (20) years to the payment of the principal of and interest on the Bonds pursuant to a Pledge Agreement. See "Interlocal Agreement/Pledge Agreement" herein.

The pledge of ad valorem taxes to the payment of the principal of and interest on the Bonds will not include ad valorem taxation for either City or County school district purposes.

THE BONDS

General Description

The Bonds will be dated April 1, 2000, will bear interest at the respective rates shown on the cover page of this Preliminary Official Statement, and will mature on April 1 in the respective principal amounts and years also shown on the cover page of this Preliminary Official Statement.

The principal of and interest on the Bonds shall be payable at the principal corporate trust office of _____ (the "Bank") located in _____, Mississippi. Interest thereon will be payable on April 1, 2001, and annually thereafter on April 1 of each year by check mailed by the Bank to the then registered owners of the Bonds. The Bonds will be issued in fully registered form in the denomination of \$5,000 each or any integral multiple thereof not to exceed an annual maturity. The principal on the Bonds shall be payable only upon presentation and surrender of the Bonds at the principal corporate trust office of the Bank. Interest on the Bonds shall be remitted by the Bank to the then registered owners of the Bonds at their respective addresses as shown on the registration books of the Bank pertaining to the Bonds.

Deferred Principal Payments

It is projected that the Redevelopment Project will be completed in June, 2000, will be fully taxable on January 1, 2001, with the first ad valorem tax payment being due before March 1, 2002. As a result of the timing of the first ad valorem tax payment, the City will use a portion of the proceeds of the Bonds to pay a portion of the interest due on April 1, 2001.

Authority for Issuance and Purpose

The City is issuing the Bonds on behalf of the City and Hinds County, Mississippi (the "County").

The Mayor and Board of Aldermen of the City of Clinton, Mississippi (the "Governing Body" of the "City") and the Board of Supervisors (the "Board") of the County, each being a public body corporate and politic and a municipality as defined in Title 21, Chapter 45, Section 3, Mississippi Code of 1972, as amended (the "Act"), are each authorized and empowered by the Constitution and Statutes of the State of Mississippi, including Sections 21-45-1 through 21-45-21, Mississippi Code of 1972, as amended, to undertake and carry out redevelopment projects within an area determined by the respective governing bodies of the City and the County to be in need of development and/or redevelopment and designated as appropriate for a redevelopment project, in accordance with redevelopment and tax increment financing plans adopted by the governing bodies of the City and the County.

In order to issue the Bonds, the governing bodies of the City and the County adopted resolutions declaring their intention to adopt the *Tax Increment Financing Redevelopment Plan of 1995, City of Clinton* ("City Redevelopment Plan"), the *Tax Increment Financing Redevelopment Plan of 1995, as Amended and Restated dated November, 1996, Hinds County* ("County Redevelopment Plan") the Tax Increment Financing Plan, *Wal-Mart SuperCenter Project, June 1999, City of Clinton, Mississippi* ("City TIF Plan"), and the Tax Increment Financing Plan, *Wal-Mart SuperCenter Project, June 1999, Hinds County, Mississippi* ("County TIF Plan"), called for public hearings to be held with respect to the City Redevelopment Plan, the County Redevelopment Plan, and both the City and County TIF Plans, and gave notice of such public hearings by publication of said resolutions in a newspaper having general circulation in the City and the County, all as required by the Act.

After conducting a public hearing on each as required by the Act, the Governing Body of the City approved the City Redevelopment Plan as required by law and on May 18, 1999, approved the City TIF Plan.

The Governing Body of the County approved the County Redevelopment Plan as required by law, and the County TIF Plan on June 21, 1999 after conducting a public hearing on each as required by the Act.

The Public Improvement Project

The Bonds will be issued for the purpose of providing funds necessary to defray the cost of constructing various infrastructure improvements in connection with the construction of the Wal-Mart SuperCenter Project, including but not limited to, installation of utilities such as water, sanitary sewer, and natural gas lines; installation of drainage facilities and improvements; construction of roadways with curb and gutter; installation of traffic signalization and signage; relocation/realignment of roadways; relocation of utilities; landscaping of rights-of-way, purchase of rights-of-way necessary for the installation of the infrastructure improvements described hereinabove; and other incidental costs, professional fees and capitalized interest and cost of issuance of the Bonds; which project will be located on a 24 acre (+/-) parcel of land located along the Southern right-of-way of U.S. Highway 80 in the Municipality and will consist of a Wal-Mart SuperCenter of approximately 185,000 square feet.

The Redevelopment Project

The Redevelopment Project (Phase I) will consist of the construction of a retail shopping center whose principal retail store will be a 185,000(+/-) square foot Wal-Mart SuperCenter. The retail shopping center will be located a 24 acre (+/-) parcel of land located along the Southern right-of-way of U.S. Highway 80 in the City, which is defined as the Redevelopment Project Site.

pledge will be made pursuant to this Pledge Agreement, all as authorized by the Act and the Interlocal Cooperation Agreement.

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged, the County and City hereby agree as follows:

Section 1. The Pledge. In order to provide for additional security and payment of the City's Tax Increment Limited Obligation Bonds, Series 2000, Wal-Mart SuperCenter Project) (the "Bonds"), the County hereby irrevocably pledges to the City for payment of a portion of the principal of and interest on the Bonds and the fees and expenses of the Paying Agent on the Bonds, an amount not exceed \$35,000 per year of the avails of all of the added incremental increase in county ad valorem taxes levied against the real and personal property and improvements thereon constituting the Redevelopment Project Site described in the Tax Increment Financing Plan, June, 1999, of the County and the Bond Resolution of the City as determined annually by the Tax Assessor of Hinds County. The County's maximum liability and obligation pursuant to this pledge is limited to \$35,000 per year for a term not to exceed twenty (20) years. The tax revenues pledged pursuant to this Pledge Agreement shall be determined by the Assessment Certificate of the Tax Assessor of Hinds County, Mississippi executed in connection with the issuance of the Bonds, subject to annual adjustment based on any change in the millage rate as annually determined by the Board but in no event shall such amount exceed \$35,000 per year and the term of such pledge shall not exceed twenty (20) years. County ad valorem taxes for school district purposes shall not be subject to the pledge of ad valorem taxes set forth herein.

Section 2. Term of the Pledge. The pledge of tax revenues made pursuant to this Pledge Agreement is irrevocable until such time as the entirety of the principal of and interest on the Bonds and the fees and expenses of the Paying Agent are indefeasibly paid in full, whether at maturity or otherwise.

Section 3. Surplus Tax Revenues. It is the intention of the City and the County that in the event the incremental increase in City and County ad valorem tax revenues derived from ad valorem taxation of the Redevelopment Project Site and improvements thereon, as defined in the Bond Resolution, exceed the principal and interest payments on the Bonds and the fees and expenses of the Paying Agent, that the County shall annually be entitled to all County ad valorem tax revenues in excess of \$35,000 per year and the City shall be entitled to City ad valorem tax revenues remaining after the principal and interest on the Bonds and the fees and expenses of the Paying Agent have been paid in full.

Section 4. Duties of the City Clerk and Chancery Clerk. By March 15 of each year, the City Clerk and Chancery Clerk shall jointly determine:

- i. the ad valorem tax revenue available for debt service with the advice and counsel of the Tax Assessor of Hinds County;

- ii. the amounts necessary to pay the principal of and interest on the Bonds and the fees and expenses of the Paying Agent when each respectively becomes due and payable;
- iii. how the tax revenues will be invested until such time as the revenues are needed to pay debt service on the Bonds; and
- iv. the distribution of surplus funds as set forth in Section 3 hereof, if any.

In the event the tax revenues are less than the amounts required to pay debt service, the City Clerk and the Chancery Clerk shall immediately put the Board and the Governing Body on notice of such deficit.

Section 5. (a) Representation and Warranty of the County. The County represents and warrants that this Pledge Agreement has been duly authorized by all necessary action on the part of the Board and upon execution and delivery will constitute a legal, valid and binding obligation of the County, enforceable against the County in accordance with the terms and provisions of this Pledge Agreement except as may be limited by bankruptcy laws or other creditors' rights in general.

(b) Representation and Warranty of the City. The City represents and warrants that this Pledge Agreement has been duly authorized by all necessary action on the part of the Governing Body of the City and upon execution and delivery will constitute a legal, valid and binding obligation of the City, enforceable against the City in accordance with the terms and provisions of this Pledge Agreement except as may be limited by bankruptcy laws or other creditors' rights in general.

Section 6. Further Assurances. The City and County hereby agree, one to the other, that at any time and from time to time, that each will promptly execute and deliver all further instruments and documents and take all further action that may be necessary and desirable in order to carry out the transactions contemplated by this Pledge Agreement including the issuance of the Bonds.

Section 7. Amendments. This Pledge Agreement may be amended from time to time upon the mutual written consent and agreement of both the City and County but no such amendment shall be effective with respect to any decrease of the amounts of pledged tax revenues pledged pursuant to this Pledge Agreement.

Section 8. Agreement with Registered Owners of the Bonds. The Registered Owners, as such term is defined in the Bond Resolution, of the Bonds shall be third party beneficiaries of the pledge under this Pledge Agreement and may enforce the rights of each of the City and County under this Pledge Agreement by way of any remedy or proceeding, in law or in equity, available under the laws of the State and this Pledge Agreement shall constitute a contract with the respective Registered Owners of the Bonds.

Section 9. Severability. Any provision of this Pledge Agreement that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition of unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

Section 10. Execution in Counterparts. This Pledge Agreement may be executed by the parties hereto in separate counterparts, all of which taken together shall be deemed to constitute one and the same instrument. One or more counterparts of this Pledge Agreement may be delivered via telecopier with the intention that they shall have the same effect as an original executed counterpart hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Pledge Agreement to be duly executed and delivered by their officers thereunto duly authorized as of the date and year first above written but actually on the _____ day of April, 2000.

HINDS COUNTY, MISSISSIPPI

By: _____
Douglas Anderson, President, Board of Supervisors

Attest:

L. Glynn Pepper, Chancery Clerk

CITY OF CLINTON, MISSISSIPPI

By: _____
Rosemary Aultman, Mayor

Attest:

Nelson Byrd, City Clerk

SECTION 21(b). The Assessment Certificate of the Tax Assessor of Hinds County is hereby approved in substantially the following form with such changes, additions, deletions, and modifications as shall be approved by the officers of the County executing the Assessment Certificate, their execution thereof signifying their approval.

CC116.3
Bond Resolution
03/07/00

-33-

**ASSESSMENT CERTIFICATE OF TAX ASSESSOR
HINDS COUNTY, MISSISSIPPI
RE: ASSESSMENT OF VALUE OF REAL PROPERTY**

Pursuant to and as required by Section 21-45-21, Mississippi Code of 1972, as amended, and two resolutions duly adopted by the Mayor and Aldermen of the City of Clinton, Mississippi, and the Board of Supervisors of Hinds County, Mississippi (the "Resolutions"), I, Mike Barnes, the undersigned Tax Assessor of Hinds County, Mississippi, after having been requested and authorized to do so by the Resolutions, do hereby certify that:

1. Pursuant to the provisions of the resolution duly adopted by the City, the City has irrevocably pledged to the payment of the principal of and interest on the City's Tax Increment Limited Obligation Bonds, Series 2000, dated April 1, 2000, (the "Bonds") together with the annual fees and expenses of the Paying Agent, an amount equal to the City's portion of the Tax Increment, as defined below, from the avails of the City ad valorem tax generated from taxation of the Captured Assessed Value, as defined below.

2. Pursuant to the provisions of the resolution duly adopted by Hinds County, Mississippi, the County has irrevocably pledged to the payment of the City's Bonds, through the execution and delivery of a pledge agreement (the "Pledge Agreement"), an amount equal to the County's portion of the Tax Increment, as defined below, from the avails of the County ad valorem tax generated from the taxation of the Captured Assessed Value, as defined below.

3. The Original Assessed Value of the Redevelopment Project Site, as such terms are defined below, and improvements thereon, if any, as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 1999 is \$_____.

4. The estimated Current Assessed Value, as defined below, of the Redevelopment Project Site and improvements thereon that constitute real and personal property as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 2001 will be \$_____ which is the estimated true value upon completion based upon information provided by the owner and developer of the Redevelopment Project Site.

5. The Captured Assessed Value of the Redevelopment Project Site and improvements thereon, as defined below and in Section 21-45-21, Mississippi Code of 1972, as amended, on January 1, 2001 will be \$_____.

6. On January 1, 2001 the estimated incremental increase in ad valorem taxes resulting from City and County ad valorem taxation when applied to the Captured Assessed Value is \$_____ for the City and \$_____ for the County for a total of \$_____ of which \$35,000 per year is pledged to the payment of the principal and interest on the Bonds (the

"Tax Increment") based upon an assessment ratio of fifteen percent (15%) of true value and the current City millage rate of 34.94 mills and the current County millage rate of 35.41 mills.

7. The resolution of the City requires that the use of the funds held within the Bond Fund, including the investment earnings thereon, is limited solely to payment of the principal of and interest on the Bonds as each respectively becomes due and payable together with the annual fees and expenses of the Paying Agent on the Bonds, and avails of the Tax Increment are pledged, pursuant to the respective resolutions of the City and County, to the Bond Fund to pay the principal of and interest on the Bonds and the annual fees and expenses of the Paying Agent on the Bonds. A portion of the Bond proceeds will be used to supplement the tax revenues available on January 1, 2001, in order to pay accrued interest on the Bonds on April 1, 2001.

For purposes of this Certificate, the following words and phrases shall have the following meaning:

"Captured Assessed Value" means the incremental increase in assessed value of the City and County real and personal property constituting a part of the Redevelopment Project Site and improvements thereon when the Original Assessed Value is subtracted from the Current Assessed Value, as of January 1, 2001 initially and each January 1 thereafter.

"Current Assessed Value" means the estimated assessed value of the Redevelopment Project Site and all improvements thereon that constitute City and County real and personal property as determined by the Tax Assessor of Hinds County, Mississippi as of January 1 of the year following final completion of the Redevelopment Project and each January 1 thereafter, said determination and estimate initially being made pursuant to information made available to the Tax Assessor by the owner and developer of the Redevelopment Project and the Redevelopment Project Site.

"Original Assessed Value" means the assessed value of the City and County real and personal property that constitutes a part of the Redevelopment Project Site and improvements thereon, if any, as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 1999.

"Redevelopment Project" means mean the Wal-Mart SuperCenter Project as described in detail in (i) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, City of Clinton, Mississippi, and approved by the Governing Body on May 18,

1999; and (ii) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, Hinds County, Mississippi, and approved by the Board of Supervisors of Hinds County on June 21, 1999, such project to be located on the parcel of land described in Exhibit A to the Bond Resolution of the City.

“Redevelopment Project Site” means the parcel of real property described in Exhibit A to the Bond Resolution of the City upon which the Redevelopment Project and other improvements will be constructed.

"Tax Increment" shall mean the added increments of City and County ad valorem tax revenue resulting from the taxation of the Captured Assessed Value of City real and personal property and County real and personal property in an amount not to exceed \$35,000 per year contained within and forming a part of the Redevelopment Project, Redevelopment Project Site and improvements thereon, which shall be used to pay the principal of and interest on the City's Tax Increment Limited Obligation Bonds dated April 1, 2000 together with the annual fees and expenses of the Paying Agent on the Bonds but shall not include ad valorem taxes for school district purposes.

This the ____ day of April, 2000.

HINDS COUNTY, MISSISSIPPI

By: _____
MIKE BARNES, TAX ASSESSOR

SECTION 22. As required by Section 31-19-25, Mississippi Code of 1972, the Clerk is hereby authorized and directed to give Notice by publishing an advertisement at least two (2) times in *The Clarion-Ledger*, a newspaper published in and of general circulation in the City of Clinton and Hinds County, Mississippi, the first publication thereof to be made at least ten (10) days preceding the date fixed herein for the receipt of bids. The Notice shall be in substantially the following form:

NOTICE OF BOND SALE
\$1,200,000
TAX INCREMENT LIMITED OBLIGATION BONDS, SERIES 2000
OF THE CITY OF CLINTON, MISSISSIPPI

Sealed proposals will be received by The Mayor and Aldermen of the City of Clinton, Mississippi (the "Governing Body" of the "Municipality"), in its regular meeting place at the City Hall of the Municipality until the hour of 4:00 o'clock p.m. on Tuesday, the 21st day of March, 2000, at which time said bids will be publicly opened and 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 One Million Two Hundred Thousand Dollars (\$1,200,000) principal amount Tax Increment Limited Obligation Bonds, Series 2000, of the Municipality (the "Bonds").

The Bonds will be dated April 1, 2000, 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 April 1 of each year, commencing on April 1, 2001 and on each April 1 thereafter until the principal amount has been paid in full. The Bonds will mature serially on April 1 in each of the years as follows:

<u>YEAR</u>	<u>AMOUNT</u>
(Apr. 1)	
2001	\$ -0-
2002	35,000
2003	35,000
2004	40,000
2005	40,000
2006	45,000
2007	45,000
2008	50,000
2009	55,000
2010	55,000
2011	60,000
2012	65,000
2013	70,000
2014	70,000
2015	75,000
2016	80,000
2017	85,000
2018	90,000

2019
2020

100,000
105,000

The successful bidder may designate a bank or trust company located within the State of Mississippi to serve as paying agent (the "Paying Agent") for the Bonds within forty-eight (48) hours of the date of sale of the Bonds, subject to the approval of the Municipality. The Municipality's approval of the Paying Agent shall be contingent on a determination as to the willingness and ability of the Paying Agent to perform the duties of transfer agent (the "Transfer Agent") and on the satisfactory negotiation of service fees. 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, as hereinafter defined, under which the Bonds are issued.

The successful bidder must deliver to the Transfer Agent within twenty (20) days of the date of sale, or at such other later date as may be designated by the Municipality, 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.

The Bonds will be transferable only upon the books of the Municipality maintained by the Transfer Agent.

Payments of interest on the bonds shall be made by check or draft mailed to the Record Date Registered Owner (as defined in the Bond Resolution), and payments of principal shall be made to such Record Date Registered Owner upon presentation and surrender of the Bond at the principal office of the Paying Agent. Payments of interest and principal shall be made in lawful money of the United States of America.

The Bonds are subject to redemption as provided in (1) below upon giving notice as provided in (2) below:

1. The Bonds maturing on April 1, 2011 and thereafter are subject to redemption prior to their respective maturities at the option of the Municipality on April 1, 2010 or any principal and interest payment date thereafter, either as a whole or in part.
2. Not less than thirty (30) days prior to the date of any redemption, notice of the call for redemption shall be published one time in a newspaper having a circulation throughout the State of Mississippi, and shall also be mailed

to the last known address of all Registered Owners of the Bonds; provided, however, such mailing shall not be a condition precedent to such redemption, and failure to mail any such notice shall not affect the validity of the proceedings for the redemption of Bonds.

3. In the event of a partial redemption of the Bonds as approved in (b)(1) above, the Bonds shall be redeemed in inverse order of maturity and by lot within a maturity, at the principal amount thereof plus accrued interest to the date of redemption.

The Bonds are issued under the authority of the Constitution and statutes of the State of Mississippi, including Section 21-45-1 *et seq.*, Mississippi Code of 1972, as amended, and by the further authority of proceedings duly had by the Mayor and Aldermen of the Municipality, including a resolution to be adopted by the Municipality on or about March 7, 2000 (the "Bond Resolution").

The Bonds will be limited obligations of the Municipality payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing ad valorem tax to be levied annually by the Municipality and Hinds County, Mississippi (the "County") upon the incremental increase in assessed value of all taxable real property and improvements thereon within and forming a part of the Redevelopment Project Site as described in (i) the Tax Increment Financing Plan, June, 1999, Wal-Mart SuperCenter Project, as adopted by the Mayor and Aldermen of the Municipality on May 18, 1999, and (ii) the Tax Increment Financing Plan, June, 1999, Wal-Mart SuperCenter Project, Hinds County, Mississippi, as adopted by the Board of Supervisors of Hinds County, Mississippi on June 21, 1999.

The pledge by Hinds County, Mississippi is limited to \$35,000 per year for twenty (20) years of the increased ad valorem tax revenues accruing to the County.

For the purpose of effecting and providing for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue and the fees and expenses of the Paying Agent, pursuant to the Bond Resolution, the Municipality has irrevocably pledged the avails of the Tax Increment, as hereinafter defined, and the amounts held on behalf of the Municipality in the funds and accounts established in the Bond Resolution, namely the Construction Fund and the Bond Fund. Should there be a failure in any year to comply with the requirements of the Bond Resolution, such failure shall not impair the right of the Registered Owners of any of the Bonds to subsequently receive payments of principal of and interest on the Bonds from avails of the Tax Increment or amounts in the funds and accounts pledged pursuant to the Bond Resolution.

Ad valorem taxes assessed and collected by Hinds County, Mississippi constitute part of the Tax Increment and are also pledged to the payment of the principal of and interest on the Bonds and the fees and expenses of the Paying Agent in an amount not to exceed \$35,000 per year through a Pledge Agreement dated as of April 1, 2000, between the City and the County and such pledge is irrevocable until such time as the principal of and interest on the Bonds are paid in full, whether at maturity or otherwise.

"Captured Assessed Value" means the incremental increase in assessed value of the City and County real and personal property constituting a part of the Redevelopment Project Site and improvements thereon when the Original Assessed Value is subtracted from the Current Assessed Value as of January 1, 2001 initially and each January 1 thereafter.

"Current Assessed Value" means the estimated assessed value of the Redevelopment Project Site and all improvements thereon that constitute City and County real and personal property as determined by the Tax Assessor of Hinds County, Mississippi as of January 1 of the year following final completion of the Redevelopment Project and each January 1 thereafter, said determination and estimated value initially being made pursuant to information made available to the Tax Assessor by the owners of the Redevelopment Project and the Redevelopment Project Site.

"Original Assessed Value" means the assessed value of the City and County real and personal property that constitute a part of the Redevelopment Project Site and improvements thereon, if any, as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 1999.

"Redevelopment Project" means the Wal-Mart SuperCenter Project as described in detail in (i) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, City of Clinton, Mississippi, and approved by the Governing Body on May 18, 1999; and (ii) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, Hinds County, Mississippi, and approved by the Board of Supervisors of Hinds County on June 21, 1999, such project to be located on the parcel of land described in Exhibit A to the Bond Resolution of the City.

"Redevelopment Project Site" means the parcel of real property described in Exhibit A to the Bond Resolution of the City upon which the Redevelopment Project and other improvements will be constructed.

"Tax Increment" means the added increments of Municipal and County ad valorem tax revenue resulting from the taxation of the Captured Assessed Value of the City real and personal property and County real and personal property in an amount not to exceed \$35,000 per year and contained within and forming a part of the Redevelopment Project, the Redevelopment Project Site and improvements thereon which shall be the amount necessary and sufficient to pay the principal of and interest on this Bond together with the annual fees and expenses of the Paying Agent on the Bonds but shall not include ad valorem taxes for school district purposes.

THE BONDS ARE NOT OBLIGATIONS OF THE STATE OF MISSISSIPPI AND THE PAYMENT OF THE PRINCIPAL OF OR INTEREST ON THE BONDS IS NOT GUARANTEED BY THE STATE OF MISSISSIPPI. THE BONDS ARE NOT A GENERAL OBLIGATION OF THE MUNICIPALITY OR THE COUNTY AND, EXCEPT AS HERETOFORE DESCRIBED THE BONDS SHALL NEVER CONSTITUTE AN INDEBTEDNESS OF THE MUNICIPALITY OR COUNTY AND SHALL NOT GIVE RISE TO A PECUNIARY LIABILITY OF THE MUNICIPALITY OR THE COUNTY OR A CHARGE AGAINST THE GENERAL CREDIT OR TAXING POWERS OF THE MUNICIPALITY OR THE COUNTY. THE BONDS ARE LIMITED OBLIGATIONS OF THE MUNICIPALITY AND THE COUNTY SECURED SOLELY BY THE INCREMENTAL INCREASE IN AD VALOREM TAX REVENUES RECEIVED BY THE MUNICIPALITY AND COUNTY FROM LEVYING AN AD VALOREM TAX ON THE REAL PROPERTY WHICH CONSTITUTES A PART OF THE REDEVELOPMENT PROJECT SITE AND IMPROVEMENTS THEREON. AD VALOREM TAXATION FOR SCHOOL DISTRICT PURPOSES ARE NOT PLEDGED TO THE PAYMENT OF THE BONDS.

The Bonds shall mature in the amounts and on the dates hereinabove set forth. The Bonds are to be sold at not less than par plus interest on the Bonds accrued to the date of delivery, and are to be awarded to the bidder whose bid results in the lowest overall maximum interest rate to maturity. No Bond shall bear more than one (1) rate of interest; each Bond shall bear interest from its date to its stated maturity date at the interest rate specified in the bid; all Bonds of the same maturity shall bear the same rate of interest from date to maturity; no interest payment shall be evidenced by more than one (1) coupon and neither cancelled nor supplemental coupons shall be permitted; the lowest rate of interest specified for any Bond shall not be less than seventy percent (70%) of the highest rate of interest specified for any Bond; and the highest rate of interest specified for any Bond shall not exceed eleven percent (11%). Each interest rate specified in any bid must be a multiple of one-eighth of one percent ($1/8$ of 1%) or a multiple of one-tenth of one percent ($1/10$ of 1%) and a zero rate of interest cannot be named.

The City has covenanted in its Bond Resolution that pursuant to Rule 15c2-12, as amended, of the Securities and Exchange Commission the City will deliver or cause to be delivered, commencing with the fiscal year of the City ending after September 30, 2000, (i) to each person requesting same, financial information relating to the City, including audited financial statements of the City, and (ii) to the "nationally recognized municipal securities information repository," within the meaning of Rule 15c2-12, and certain other entities described in Rule 15c2-12 (said repositories and other entities are collectively referred to as the "Repositories"), notice of any material events relating to the Bonds and the City, if the City deems such events to be material as set forth under Rule 15c2-12, as amended. Anyone requesting information under the continuing disclosure requirements of Rule 15c2-12, as amended, should contact the City Clerk, City Hall, 300 Jefferson Street, Clinton, Mississippi 39060, Telephone Number (601) 924-5462.

Proposals should be enclosed in a sealed envelope and addressed to The Mayor and Aldermen and should be plainly marked "*Proposal for Tax Increment Limited Obligation Bonds, Series 2000, of the City of Clinton, Mississippi,*" and should be filed with the Clerk of the Municipality on or prior to the date and hour hereinabove named at City Hall, 300 Jefferson Street, Clinton, Mississippi 39060.

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 Clinton, Mississippi, in the amount of Twenty Four Thousand Dollars (\$24,000) 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 Municipality 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 Municipality within said period of time.

The Bonds have been designated by the Governing Body as "Qualified Tax Exempt Obligations" for purposes described in Paragraph 3 of Section 265(b), Internal Revenue Code of 1986 and the City does not anticipate issuing in excess of \$10,000,000 of such qualified tax exempt obligations during the 2000 calendar year.

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

The Bonds are offered subject to the unqualified approval of the legality thereof by Harris Geno & Dunbar, P.A., Jackson, Mississippi, Bond Counsel. The Municipality, out of the proceeds of the Bonds will pay for all legal fees and will pay for the printing of the Bonds, and will also furnish the usual closing papers, including a certificate evidencing the fact that no litigation is pending in any way affecting the legality of the Bonds or the taxes to be levied for the payment of the principal thereof and interest thereon.

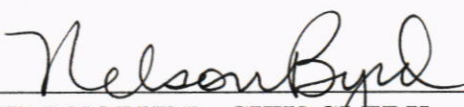
Delivery of the Bonds is expected to be made within twenty (20) days after the aforesaid date of sale of the Bonds in Clinton, Mississippi or such other place as may be agreed to by the Municipality and the purchaser and without cost to the purchaser.

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 Municipality; the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser.

Further information with respect to the Bonds may be obtained from the office of the City Clerk, City Hall, 300 Jefferson Street, Post Office Box 156, Clinton, Mississippi 39060, (Telephone Number (601) 924-5462), or Harris Geno & Dunbar, P.A., Suite 290 - 111 Capitol Building, 111 East Capitol Street, Post Office Box 2990, Jackson, Mississippi 39207 (Telephone: (601) 948-0048), Attention: W. Larry Harris, Kay Valentine, or Duell Smith.

By order of The Mayor and Aldermen of the City of Clinton, Mississippi, on March 7, 2000.


NELSON BYRD, CITY CLERK

BID FORM

\$1,200,000

**TAX INCREMENT LIMITED OBLIGATION BONDS, SERIES 2000
CITY OF CLINTON, MISSISSIPPI**

March 21, 2000

City of Clinton, Mississippi
300 Jefferson Street
Post Office Box 156
Clinton, Mississippi 39060

Ladies and Gentlemen:

For the One Million Two Hundred Thousand Dollars (\$1,200,000) Tax Increment Limited Obligation Bonds, Series 2000, of the City of Clinton, Mississippi, described above, bearing interest at the rate or rates specified below, we will pay you the par value thereof plus a premium of (\$_____) plus accrued interest to the date of delivery of said Bonds to us.

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

<u>YEAR</u>	<u>PRINCIPAL AMOUNT</u>	<u>INTEREST RATE</u>
(Apr. 1 Maturity)		
2001	\$ -0-	_____
2002	35,000	_____
2003	35,000	_____
2004	40,000	_____
2005	40,000	_____
2006	45,000	_____
2007	45,000	_____
2008	50,000	_____
2009	55,000	_____
2010	55,000	_____
2011	60,000	_____
2012	65,000	_____
2013	70,000	_____

CC116.3
Bond Resolution
03/07/00

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2014	70,000	_____
2015	75,000	_____
2016	80,000	_____
2017	85,000	_____
2018	90,000	_____
2019	100,000	_____
2020	105,000	_____

The following is a computation of the interest cost and overall maximum interest rate to maturity, respectively, in the above and is submitted for information purposes only and is not a part of this bid unless it is in conformity with the above enumerated interest rates and premium, if any.

Gross Interest	\$ _____
Less Premium	\$ _____
Net Interest Cost	\$ _____
Average Interest Rate	_____ %

The overall maximum interest rate to maturity, calculated in accordance with the provisions of the Notice of Sale, is _____ %.

It is understood and agreed by the undersigned that if there be any discrepancy as between the net interest cost, average rate or overall interest rate to maturity computed upon the rate or rates of interest above specified and the interest cost, average interest rate or overall interest rate to maturity figures hereinabove set forth, the interest rate or rates above specified and the actual interest cost, average interest rate or overall interest rate to maturity computed upon said rate or rates shall prevail.

This proposal is subject to all of the terms and conditions of the Notice of Bond Sale relating to said Tax Increment Limited Obligation Bonds - Series 2000, which Notice by this reference thereto is hereby made a part hereof.

A certified or cashier's check, drawn upon a bank located within the State of Mississippi, payable to the order of the City of Clinton, Mississippi, in the amount of Twenty Four Thousand Dollars (\$24,000) accompanied this proposal as evidence of good faith and said good faith deposit shall be returned to the undersigned if this bid be not accepted or if the City should fail to deliver said Bonds to the undersigned in accordance with the terms of the said Notice of Sale, otherwise said good faith deposit shall be held by the City and shall be applied as and when the Bonds are delivered and paid for under the terms of this bid, as part payment therefor, or be applied as and

for liquidated damages in the event that the undersigned fails to take up and pay for said Bonds. Pending the application of the good faith deposit of the successful bidder as aforesaid, such deposit may be invested in direct obligations guaranteed by the United States or in repurchase agreements with banks fully secured by such obligations, and the City shall be entitled to any income from any such investment.

This Bid is for immediate acceptance.

BY: _____

**AND ASSOCIATES
(SEE LIST ATTACHED)**

(Note: No addition to or alteration in this proposal is to be made, and any erasure may cause a rejection of the bid. Bids must be filed with the Clerk of the City at the Office of the Clerk, City Hall, Clinton, Mississippi, sealed and worded on the outside, in substance, "*Proposal for Tax Increment Limited Obligation Bonds, Series 2000, of the City of Clinton, Mississippi*", at or prior to 4:00 p.m. Central Daylight Time, on Tuesday, the 21st day of March, 2000. No interest will be allowed the bidder on the good faith deposit which accompanies this proposal.)

ACCEPTANCE

The above proposal accepted by the City of Clinton, Mississippi, this the _____ day of March, 2000, and receipt of the within mentioned check is hereby acknowledged.

CITY OF CLINTON, MISSISSIPPI

ROSEMARY AULTMAN, MAYOR

SECTION 22. The Clerk shall obtain from the publisher of the aforesaid newspaper the customary publisher's affidavit proving publication of the Notice for the time and in the manner required by law, and such proof of publication shall be filed in the Clerk's office and exhibited before the Governing Body at the hour and date set for the filing of the sealed bids pursuant to Section 22.

SECTION 23. The Bonds shall be and hereby are designated as a portion of the \$10,000,000 allowed as "Qualified Tax Exempt Obligation" for purposes of paragraph (3) of subsection 265(b) of the Internal Revenue Code of 1986. The Municipality does not anticipate issuing in excess of \$10,000,000 of such qualified tax exempt obligations during the 1999 calendar year.

SECTION 24. The Municipality agrees that pursuant to Rule 15c2-12, as amended, of the Securities and Exchange Commission, the City will comply with the requirements of Rule 15c2-12 and will, among other requirements, deliver or cause to be delivered, commencing with the fiscal year of the City ending after September 30, 2000, (i) to each person requesting same, financial information relating to the City, including audited financial statements of the City, and (ii) to the "nationally recognized municipal securities information repository," within the meaning of Rule 15c2-12, and certain other entities described in Rule 15c2-12 (said repositories and other entities are collectively referred to as the "Repositories"), notice of any material events relating to the Bonds and the City, if the City deems such events to be material as set forth under Rule 15c2-12, as amended.

SECTION 25. The Mayor and City Clerk are hereby authorized and directed to distribute copies of the Preliminary Official Statement to potential purchasers of the Bonds.

SECTION 26. The City Clerk is hereby authorized and directed to obtain from the Tax Assessor the Assessment Certificate in appropriate form and as may be required by Section 21-45-21, Mississippi Code of 1972, as amended.

SECTION 27. That the Preliminary Official Statement to be used in connection with selling and marketing the Bonds is hereby approved in the form attached hereto as Exhibit B and the Mayor, City Clerk, Bond Counsel and the Financial Advisor are hereby authorized to distribute the Preliminary Official Statement to potential purchasers of the Bonds.

SECTION 28. All orders, resolutions or proceedings of the Governing Body in conflict with any provision hereof shall be, and the same are hereby repealed, rescinded and set aside, but only to the extent of such conflict. For cause, this Bond Resolution shall become effective upon the adoption hereof.

The foregoing Resolution having first been reduced to writing, was presented by the Clerk and moved by Alderman Fisher, seconded by Alderman Brantley.

Alderman	<u>Brabham</u>	voted:	<u>Aye</u>
Alderman	<u>Hisaw</u>	voted:	<u>Aye</u>
Alderman	<u>DePriest</u>	voted:	<u>Aye</u>
Alderman	<u>Brantley</u>	voted:	<u>Aye</u>
Alderman	<u>Fisher</u>	voted:	<u>Aye</u>
Alderman	<u>Toucheaton</u>	voted:	<u>Aye</u>
Alderman	<u>Lott</u>	voted:	<u>Aye</u>

The motion having received the affirmative vote of a majority of all of the members of the Board present, the Mayor declared the motion carried and the Resolution adopted on this the 7th day of March, 2000.

CITY OF CLINTON, MISSISSIPPI

By: Rosemary G. Aultman
ROSEMARY AULTMAN, MAYOR

ATTEST:

Nelson Byrd
NELSON BYRD, CITY CLERK



EXHIBIT A

REDEVELOPMENT PROJECT SITE

CC116.3
Bond Resolution
03/07/00

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EXHIBIT A

PROPOSED WAL-MART PARCEL

R.M. HEDERMAN AND T.M. HEDERMAN, JR.
(DEED BOOK 403, PAGE 97)

Being a parcel of land situated in Sections 28 and 33, Township 6 North, Range 1 West, City of Clinton, Hinds County, Mississippi and being out of and a part of a tract of land conveyed to R. M. Hederman and T. M. Hederman, Jr. as described by deed recorded in Deed Book 403, Page 97 in the Chancery Clerk's Office of First Judicial District, Hinds County, Jackson, Mississippi. Said parcel being more particularly described as follows:

COMMENCING at a 1 inch iron pipe set at the intersection of the line between the East ½ and the West ½ of the West ½ of said Section 28, same being the East line of Block "G", Lakeside Park, as recorded in Plat Book 8, Page 49 in the Chancery Clerk's Office of First Judicial District, Hinds County, Jackson, Mississippi, with the South Right-of-Way line of U.S. Highway 80 (200 foot wide Right-of-Way);

THENCE run along said South Right-of-Way line of U.S. Highway 80, south 60° 30' 00" East, 1320.00 feet to a 1 inch iron pipe set in concrete marking the Northwest corner and the POINT OF BEGINNING of the herein described parcel;

THENCE continue along said South Right-of-Way line of U.S. Highway 80, South 60° 30' 00" East, 950.00 feet to a 1 inch iron pipe set in concrete;

THENCE leaving said South Right-of-Way line of U.S. Highway 80, and running perpendicular to same, run South 29° 30' 00" West, 1100.00 feet to a 1 inch iron pipe set in concrete;

THENCE running parallel with said South Right-of-Way line of U.S. Highway 80, run North 60° 30' 00" West, 950.00 feet to a 1 inch iron pipe set in concrete;

THENCE running perpendicular to said South Right-of-Way line of U.S. Highway 80, run North 29° 30' 00" East, 1100.00 feet to the POINT OF BEGINNING, containing 23.99 acres (1,045,000 square feet), more or less.

EXHIBIT B

PRELIMINARY OFFICIAL STATEMENT

CC116.3
Bond Resolution
03/07/00

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PRELIMINARY OFFICIAL STATEMENT

In the opinion of Bond Counsel, based on existing statutes, regulations, rulings and court decisions and assuming, among other matters, compliance with certain covenants, interest on the Bonds is not includible in the gross income of the holders thereof for federal income tax purposes and is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although it is included in adjusted current earnings in calculating corporate minimum taxable income. Bond Counsel is also of the opinion that under existing law, interest on the Bonds will be exempt from State of Mississippi income taxation. See "TAX EXEMPTION" herein.

\$1,200,000
THE CITY OF CLINTON, MISSISSIPPI
Tax Increment Limited Obligation Bonds
Series 2000

Dated: April 1, 2000

Due: April 1, as shown below

Principal payable on April 1, 2002, at the principal corporate trust office of, and annual interest payable annually on April 1, 2001, and on each April 1 thereafter, by check or draft mailed to the registered holder of each of the Bonds by the _____ Bank, _____, Mississippi, paying agent for the Bonds. The Bonds will be issuable only in the form of fully registered bonds without coupons in the denomination of \$5,000 or any integral multiple of \$5,000. The Bonds will be a limited obligation of the City secured by the ad valorem tax revenues generated by the ad valorem tax levy by the City and Hinds County, Mississippi on the real property that constitutes a part of the Redevelopment Project and additional improvements constructed on the Redevelopment Project Site, as hereinafter described and defined. (See "Security" herein).

The Bonds will mature in the years and principal amounts as follows:

<u>April 1</u> <u>Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2001	\$ -0-	
2002	35,000	
2003	35,000	
2004	40,000	
2005	40,000	
2006	45,000	
2007	45,000	
2008	50,000	
2009	55,000	
2010	55,000	
2011	60,000	
2012	65,000	
2013	70,000	
2014	70,000	
2015	75,000	
2016	80,000	
2017	85,000	
2018	90,000	
2019	100,000	
2020	105,000	

The Bonds are designated as qualified tax exempt obligations as such term is defined in Section 265(b)(3), Internal Revenue Code of 1986.

The City is issuing the Bonds on behalf of the City and the County and the County has pledged the avails of the County ad valorem tax on the real property that constitutes a part of the Redevelopment Project Site and improvements thereon by way of a Pledge Agreement dated as of April 1, 2000. See "Interlocal Agreement/Pledge Agreement" herein.

The date of this Preliminary Official Statement is March 7, 2000.

The Bonds will be offered by the City when, as and if issued and received by the Purchaser thereof, subject to the approval of the validity thereof by Harris Geno & Dunbar, P.A., Jackson, Mississippi, Bond Counsel. It is expected that the Bonds in definitive form will be available for delivery on or about April 6, 2000. The Bonds will be sold pursuant to a Notice of Sale in the form attached hereto and marked as Appendix A.

The Bonds maturing on March 1, 2011 are subject to redemption prior to maturity on March 1, 2010 or on any principal and interest payment date thereafter upon giving thirty (30) days' written notice of such Redemption. (See Redemption Provisions herein).

In the opinion of Bond Counsel, interest on the Bonds is excluded from the gross income of the registered owner for State of Mississippi and for Federal income tax purposes, with the standard exceptions for the effect the interest may have on the taxable income of corporations subject to alternative minimum tax, environmental tax and branch profits tax, and the possible effect on recipients of Social Security or Tier 1 Railroad Retirement Benefits, on taxpayers deemed to have incurred or continued indebtedness to purchase the Bonds, and on the income adjustments of property and casualty insurers. (See Tax Exemption Provisions herein).

The Bonds are designated as Qualified Tax Exempt Obligations as described in Section 265(b)(3) of the Internal Revenue Code of 1986 and the City reasonably expects that the total amount of Qualified Tax Exempt Obligations issued by the City including any subordinate entity of the City will not exceed \$10,000,000 during calendar year 2000.

The date of this Preliminary Official Statement is March 7, 2000.

IMPORTANT NOTICES

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 Preliminary Official Statement and if given or made, such other information or representations must not be relied upon. This Preliminary Official Statement does not constitute an offer to sell or the solicitation of an offer to buy the Bonds in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. While all information has been secured from sources which are believed to be reliable, all parties preparing and distributing the Preliminary Official Statement make no guarantee or warranty relating thereto. All opinions, instruments or assumptions, whether or not expressly identified, are intended as such and not as representations of fact. Neither the delivery of this Preliminary Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City since the date hereof.

THE MAYOR AND ALDERMEN
OF THE CITY OF CLINTON, MISSISSIPPI

Mayor

Rosemary Aultman

Aldermen

Jehu W. Brabham
Tony Hisaw
Rodney W. DePriest
Clint Brantley
Phil Fisher
Herb Touchton
Sharbert K. Lott

City Clerk

Nelson Byrd

Purchaser

City Attorney

Pyle, Dreher, Mills & Dye
Jackson, Mississippi

Bond Counsel

Harris Geno & Dunbar, P.A.
Jackson, Mississippi

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Security

For the purpose of effecting and providing for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue and the fees and expenses of the Paying Agent pursuant to the Bond Resolution, there have been irrevocably pledged the avails of the Tax Increment (as defined below) and the amounts held on behalf of the City in the funds and accounts established in the Bond Resolution, namely the Construction Fund and the Bond Fund. Should there be a failure in any year to comply with the requirements of the Bond Resolution, such failure shall not impair the right of the Registered Owners of any of the Bonds in subsequent years to receive payments of principal of and interest on the Bonds from avails of the Tax Increment or amounts in the funds and accounts pledged pursuant to the Bond Resolution.

Additionally, the ad valorem tax receipts of the County arising out of ad valorem taxation of the real and personal property constituting a part of the Redevelopment Project, the Redevelopment Project Site and improvements thereon on behalf of the County constitute a portion of the Tax Increment and are irrevocably pledged to the payment of the principal of and interest on the Bonds in the maximum amount of \$ 35,000 per year for twenty (20) years, pursuant to a Pledge Agreement between the City and the County, all as authorized by the Act.

The Assessment Certificate attached hereto as Appendix C sets forth the tax revenue available at this time that is pledged to the payment of the principal of and interest on the Bonds along with the fees and expenses of the Paying Agent.

A portion of the interest payments due on April 1, 2001 will be paid by the avails of taxation of the Captured Assessed Value, if any, and to the extent necessary, a portion of the proceeds of the Bonds in an amount not to exceed \$72,000. From and after January 1, 2002, ad valorem tax receipts from taxation of the Captured Assessed Value will be sufficient to pay the principal and interest on the Bonds. (See "Assessment Certificate" attached as Appendix C).

"Captured Assessed Value" means the incremental increase in assessed value of the City and County real and personal property constituting a part of the Redevelopment Project Site and improvements thereon when the Original Assessed Value is subtracted from the Current Assessed Value as of January 1, 2001 initially and each January 1 thereafter.

"Current Assessed Value" means the estimated assessed value of the Redevelopment Project Site and all improvements thereon that constitute City and County real and personal property as determined by the Tax Assessor of Hinds County, Mississippi as of January 1 in the year following final completion of the Redevelopment Project and each January 1 thereafter, said determination and estimate being made initially pursuant to information made available to the Tax Assessor by the owner of the Redevelopment Project and the Redevelopment Project Site.

"Original Assessed Value" means the assessed value of the City and County real and personal property that constitute a part of the Redevelopment Project Site and improvements thereon, if any, as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 1999.

"*Redevelopment Project*" means the Wal-Mart SuperCenter Project as described in detail in (i) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June 1999, City of Clinton, Mississippi, and approved by the Governing Body on May 18, 1999; and (ii) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June 1999, Hinds County, Mississippi, and approved by the Board of Supervisors of Hinds County on June 21, 1999, such project to be located on the Redevelopment Project Site.

"*Redevelopment Project Site*" means the parcel of real property described in Exhibit A to the Bond Resolution of the City, upon which the Redevelopment Project and other improvements will be constructed.

"*Tax Increment*" means the added increments of City and County ad valorem tax revenue resulting from the taxation of the Captured Assessed Value of the City real and personal property and the County real and personal property, in the maximum amount of \$35,000 per year, with respect to the County ad valorem taxes, contained within and forming a part of the Redevelopment Project Site and improvements thereon, which shall be the amount necessary and sufficient to pay the principal of and interest on the Bonds together with the annual fees and expenses of the Paying Agent on the Bonds but shall not include ad valorem taxes on personal property of the County nor ad valorem taxes for school district purposes.

Interlocal Cooperation Agreement/Pledge Agreement

The City and County are each authorized to jointly or severally exercise the authority granted under the Act. In order to expedite the construction of the improvements on the Redevelopment Project Site and the issuance of the Bonds, the City and County have entered into an Interlocal Cooperation Agreement pursuant to Section 17-13-1 *et seq.*, Mississippi Code of 1972, as amended (the "Interlocal Cooperation Act of 1974") under which the City agreed and was so designated by the County to issue the Bonds on behalf of itself and the County and the County agreed to irrevocably pledge to the City the avails of ad valorem taxation of the real and personal property that constitute a part of the Redevelopment Project Site and the additional improvements thereon accruing to the County, in an amount not to exceed \$35,000 per year for twenty (20) years, to be used for the payment of the principal of and interest on the City's Bonds and the fees and expenses of the Paying Agent. Pursuant to and as authorized by the Interlocal Cooperation Agreement, the City and County executed and delivered the Pledge Agreement under which the County irrevocably pledged the avails of the County's ad valorem tax receipts accruing from the taxation of the real and personal property that constitute a part of the Redevelopment Project Site and the additional improvements constructed thereon, in an amount not to exceed \$35,000 per year for twenty (20) years.

Any City and County ad valorem tax receipts accruing to the City and County from taxation by the City of the real and personal property and by the County on the real and personal property (not to exceed \$35,000 per year with respect to County taxes for twenty (20) years) that constitute a part of the Redevelopment Project Site and the additional improvements constructed thereon are irrevocably pledged to the payment of the principal of and interest on the Bonds and the fees and expenses of the Paying Agent.

Assessment Certificate

The Tax Assessor of the County will deliver a certificate for and on behalf of the City and the County, in the form set forth in Appendix "C" hereto, under which the Tax Assessor will certify to the Original Assessed Value, Current Assessed Value, Captured Assessed Value and the Tax Increment with respect to the incremental increase in assessed value and increased ad valorem taxes generated by levying ad valorem taxes on the City and County real and personal property, in the maximum amount set forth, that constitutes a part of the Redevelopment Project and a portion of the Redevelopment Project Site. See "Appendix C" attached hereto for details.

Redemption/Notice

The Bonds are subject to redemption as provided in (1) below upon giving notice as provided in (2) below:

1. The Bonds maturing on April 1, 2011 and thereafter are subject to redemption prior to their respective maturities at the option of the City on April 1, 2010 or any principal and interest payment date thereafter, either as a whole or in part, at a redemption price equal to the principal amount thereof plus accrued interest to the date of redemption.
2. Not less than thirty (30) days prior to the date of any redemption, notice of the call for redemption shall be published one time in a newspaper having a circulation throughout the State of Mississippi, and shall also be mailed to the last known address of all registered owners of the Bonds; provided, however, such mailing shall not be a condition precedent to such redemption, and failure to mail any such notice shall not affect the validity of the proceedings for the redemption of the Bonds.
3. In the event of a partial redemption of the Bonds as approved in (1) above, the Bonds shall be redeemed in inverse order of maturity and by lot within a maturity, at the principal amount thereof plus accrued interest to the date of redemption.

Registration and Payment of Bonds

The Bonds as initially issued will be dated April 1, 2000. Principal on the Bonds will be payable on April 1 of each year, beginning April 1, 2002, by check or draft mailed to the registered owner as shown on the registration books kept by the Bond Registrar at the main corporate trust office of the Bond Registrar and Paying Agent (the "Bond Registrar" or "Paying Agent") on the 15th day of the calendar month preceding such April 1. The Bonds will mature on the dates and in the amounts, and will bear interest to maturity at the rates, set forth on the cover page hereof. The principal of the Bonds is payable when due to the registered owner upon presentation of the Bonds at the principal corporate trust office of the Paying Agent.

Denomination and Transfer

The Bonds are to be fixed-rate bonds in fully registered form in the denomination of \$5,000.00 or any integral multiple thereof not to exceed a single maturity aggregating \$1,200,000. Ownership of any Series 2000 Bond is transferable upon surrender thereof to the Bond Registrar, together with an assignment duly executed by the registered owner or his attorney or legal representative, in such form as shall be satisfactory to the Bond Registrar. Upon any such registration of transfer of ownership, the Bond Registrar shall cause to be authenticated and delivered a new Series 2000 Bond or Bonds registered in the name or names of the transferee(s) in any denomination that is a multiple of \$5,000.00 in the same aggregate principal amount, maturity and interest rate as the Bonds surrendered for such transfer. The Bonds may be exchanged by the Bond Registrar for a like principal amount of Bonds of the same maturity of other authorized denominations. For every exchange or registration or transfer of Bonds, the Bond Registrar may make a charge sufficient to reimburse it for any tax or other governmental charge required to be paid with respect to such exchange or registration of transfer, but no other charge may be made to the owner for any exchange or registration of transfer of the Series 2000 Bond.

Use of Proceeds

The City expects that the total proceeds from the sale of the Bonds will be as follows:

Principal amount of the Series 2000 Bonds	\$1,200,000
Accrued Interest to Date of Delivery (Estimated)	<u>2,070</u>
Proceeds of the Bonds	\$1,202,070

The City expects that the said proceeds will be applied as follows:

(a) Project Costs	\$1,038,000
(b) For Payment of the Expenses of Issuing the Bonds	\$ 90,000 ¹
(c) Capitalized Interest	\$ 72,000 _(Not to Exceed)
(d) Accrued Interest Deposited into Bond Fund	<u>\$ 2,070</u>
TOTAL	\$1,202,070

¹Includes all legal, printing, rating agency fee, if any, and miscellaneous expenses.

ECONOMIC AND DEMOGRAPHIC INFORMATION

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ECONOMIC AND DEMOGRAPHIC INFORMATION

General Description

The City is located in the central portion of the state, directly in the heart of Mississippi's largest urban area, some seven miles west of Jackson, the capitol city. It enjoys ready access to all the advantages of a large metropolitan area while continuing to have the amenities of a Mississippi "Most Livable Community."

Population

The population of the City and the County has been recorded by the United States Department of Commerce, Bureau of the Census as follows:

	<u>1997</u> ¹	<u>1990</u>	<u>1980</u>	<u>1970</u>
Clinton	24,723	20,788	16,917	7,289
Hinds County	247,492	254,441	250,998	214,973

¹Estimated.

Government

The City operates under the Mayor-Alderman form of government with a full-time Mayor elected from the City at large and seven part-time Aldermen, one elected at large, and the other six from districts or wards. The current Mayor, Rosemary Aultman, has served in that position since July, 1993. The current members of the Board of Aldermen are:

<u>NAME</u>	<u>OCCUPATION</u>	<u>POSITION HELD SINCE</u>
Jehu W. Brabham	Church Administrator	July 1993
Tony Hisaw	Special Agent, Prudential Preferred Financial Services	July 1997
Rodney W. DePriest	Building Contractor	July 1993
Clint Brantley	Retired	July 1997
Phil Fisher	Sales Representative, Proctor & Gamble	July 1993
Herb Touchton	Retired	July 1993
Sharbert K. Lott	Specialist, South Central Bell	July 1993

Transportation

Clinton is on Interstate 20, an important east-west corridor and is approximately seven miles from Interstates 55 and 220 and U.S. Highway 49. Two other major highways, U.S. Highway 80 and Mississippi Highway 18, also serve the City.

Midsouth Railroad provides freight service on three different lines that radiate in all directions from the City. The company offers about 20 scheduled runs per day. Passenger service is available in Jackson, where Amtrak uses Illinois Central's rails to run daily north-south schedules through Jackson from New Orleans to Chicago.

Over 20 motor freight companies offer interstate and intrastate shipping services into and out of the City. Interline service is available to every state in the continental United States, with overnight service to points throughout the southeast and the lower Mississippi River Valley. Companies include Bowman Transportation, Carolina Freight Carriers, Consolidated Freightways, Freeman Truck Line, Jones Truck Lines and KLLM.

Inland barge facilities are available at the Port of Vicksburg on the Mississippi River, only 35 miles to the west. Charter air service for package freight is provided by Airborne, Emery and Federal Express. Parcel service is also offered through at least seven parcel services, including United Parcel Service, Purolator, and Film Transit.

Air transportation is available in nearby Jackson. The Jackson International Airport is off Interstate 20, about 21 miles east of Clinton. Designated as a general purpose Foreign Trade Zone, it houses an office of the U.S. Customs Service. The airport maintains two 8500-foot runways and provides direct service to almost every major city in the United States, with non-stop flights to hub cities including Atlanta, Cincinnati, Dallas, Memphis, Nashville and New Orleans. Airlines which utilize its services, providing about 30 flights daily, include American Eagle and American Airlines, Delta Air Lines, Continental Express, Northwest Airlines and Southwest Airlines, US Airways and United Airlines.

Closer to Clinton is Jackson's former municipal airport, Hawkins Field, which is now primarily a private aircraft base, serving jet and regular air traffic. It operates a tower with full FAA facilities. Two smaller fields for private aircraft are also located in the area, one between Clinton and Raymond.

Medical Facilities

There are no hospitals in Clinton city limits, but several general and specialty hospitals and the University of Mississippi Medical Center Complex are located in Jackson. Central Mississippi Medical Center is the closest general hospital, located just off Interstate 20 about three miles away. Other major hospitals in the area include Mississippi Baptist Medical Center, Veterans Administration, St. Dominic-Jackson Memorial, Mississippi Methodist Rehabilitation, Charter Behavioral Health Systems, River Oaks and East River Oaks Women's Pavilion.

The Mississippi State Hospital at Whitfield, a state facility in nearby Rankin County provides treatment for mental and related diseases. The Jackson Mental Health Center is operated as a community resource by St. Dominic's Hospital, and recovery centers for addictive behavior include the Jackson Recovery Center and the Baptist Medical Center's Restorative Care facility.

Educational Facilities

Public Schools. The Clinton Public School District, formed in 1970, is comprised of eight schools: four elementary, three secondary (one for 7th and 8th grade, one for 9th grade and one high school), and one vocational-technical school. Enrollment is based solely on grade level and has no relation to the area of the City in which a family resides. A bond issue passed in 1993 provided funds for the state-of-the-art high school, which opened in August 1996.

Total first-month enrollment figures for the District in recent scholastic years is as follows:

<u>Year</u>	<u>Enrollment</u>
1999-2000	4,883
1998-1999	5,054
1997-1998	5,099
1996-1997	5,249
1995-1996	5,204
1994-1995	5,253

SOURCE: Office of the Superintendent, Clinton Public School District, September 1999

Institutions of Higher Learning

Clinton is home to Mississippi College, a Baptist college which is the oldest institution of higher learning in Mississippi and one of the 64 oldest in the country. It gave the U.S. its first woman graduate of a four-year college and has a current enrollment of approximately 3,600. The main campus of Hinds Community College, the state's largest two-year college and vocational training complex, is five miles away in Raymond.

Employment (Hinds County)

	1998	1997	1996	1995	1994
RESIDENCE BASED EMPLOYMENT					
I. Civilian					
Labor Force	129,690	129,700	127,970	127,810	128,450
II. Unemployed	5,260	5,180	5,160	5,600	6,480
% of Civilian					
Labor Force	4.1	4.0	4.0	4.4	5.0
III. Employed	124,430	124,520	122,810	122,210	121,970
A. Nonag- ricultural					
Wage and Salary Workers	115,930	115,810	113,670	112,800	112,350
B. Other Non- agricultural					
Workers	7,050	7,270	7,600	7,760	8,090
C. Agricultural Workers	1,450	1,430	1,530	1,650	1,530
ESTABLISHMENT BASED EMPLOYMENT					
I. Manufacturing (Total)	154,930	152,440	150,670	145,580	149,190
II. Nonmanufacturing (Total)	11,480	11,860	12,510	13,370	13,020
A. Mining	143,450	140,580	138,160	132,200	136,170
B. Construction	320	420	360	360	440
C. Transportation and Public Utilities	6,390	6,520	6,220	5,530	6,490
D. Wholesale and Retail Trade	9,860	9,300	9,100	8,260	8,880
E. Finance, Insurance and Real Estate	35,530	34,570	34,340	33,400	34,420
F. Service and Miscellaneous	11,600	11,360	11,250	11,080	11,460
G. Government	45,540	45,180	43,850	41,390	41,690
1. Public Education	34,210	33,230	33,040	32,190	32,780
	13,690	13,320	12,650	12,760	12,650

SOURCE: Mississippi Employment Security Commission, Labor Market Information Department, Annual Averages 1989-1998, April 1999.

Unemployment Statistics (Clinton)

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	1999	1998	1997	1996	1995
January	2.1	2.0	2.1	2.1	2.0
February	1.6	1.9	2.0	2.1	1.9
March	1.8	2.0	2.0	2.0	2.0
April	1.5	1.7	1.7	2.0	2.0
May	1.9	2.1	2.1	2.1	2.3
June	2.2	2.4	2.4	2.6	2.7
July	2.0	2.2	2.2	2.1	2.5
August	2.0	2.3	2.0	2.1	2.7
September	2.0	2.1	2.2	1.9	2.5
October	2.0	2.1	2.0	1.9	2.2
November	1.5	1.8	1.7	1.7	1.8
December	1.6	1.6	1.3	1.5	1.7
Annual Average	1.9	2.0	1.9	2.0	2.2

Source: Mississippi Employment Security Commission, Labor Market Information Department, Internet Site, November 1999 and February 2000.

Major Employers

Following is a partial list of the major employers within or adjacent to the City, their products or services and their approximate number of employees:

EMPLOYER	EMPLOYEES	PRODUCT/SERVICE
Delphi Automotive Systems	1,575	automotive wiring harness components
Clinton Public Schools	575	education
Mississippi College	490	private 4-year college
Riverwood International USA, Inc.	200-249	cartons
AKZO Nobel Coatings, Inc.	100-130	industrial chemical coatings for wood, metal & plastic
City of Clinton	160	government
Gulf State Cannery, Inc.	50-100	soft drinks, fountain syrups

SOURCE: Clinton Chamber of Commerce, September 1999

Per Capita Income (Hinds County)

YEAR	COUNTY	MISSISSIPPI	UNITED STATES	COUNTY AS PER-CENT OF U.S.
1992	\$17,801	\$14,163	\$20,547	86.6%
1993	18,642	14,900	21,220	87.9
1994	19,561	15,886	22,056	88.7
1995	20,925	16,574	23,059	90.7
1996	21,591	17,398	24,164	89.4
1997	22,186	18,098	25,288	87.7

SOURCE: Mississippi Employment Security Commission, Labor Market Information Department, **Mississippi Population-Personal Income Data, United States, Mississippi & Counties, 1992-1997**, Internet Version, November 1999.

Retail Sales

	Clinton	Hinds County
Fiscal Year Ending June 30	Amount	Amount
1999	\$173,181,721	\$4,106,614,746
1998	156,532,992	4,140,239,774
1997	148,808,291	3,685,846,541
1996	138,194,224	3,187,867,848
1995	127,419,537	3,534,726,063
1994	125,186,269	3,352,543,287
1993	115,202,236	3,060,708,565
1992	108,728,118	2,887,267,122
1991	85,423,019	2,817,777,030
1990	86,727,684	2,643,995,032

SOURCE: Mississippi State Tax Commission, Annual Reports for the Fiscal Years shown

TAX INFORMATION

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TAX INFORMATION

Assessed Valuation - City of Clinton

FISCAL YEAR ENDING SEPTEMBER 30	REAL PROPERTY	PERSONAL PROPERTY	PUBLIC UTILITIES	TOTAL
1999	\$70,364,089	\$ 38,930,394	\$7,915,222	\$ 117,209,205
1998	66,120,442	36,674,774	7,915,222	110,710,438
1997	63,137,097	33,059,159	7,771,657	103,967,913
1996	57,916,983	30,671,073	7,649,109	96,237,165
1995	56,189,566	28,195,706	7,186,650	91,571,922
1994	55,515,021	27,472,505	7,178,595	90,166,121

SOURCE: City of Clinton, Mississippi, February, 2000.

Assessed Valuation - Hinds County

ASSESSMENT YEAR	REAL PROPERTY	PERSONAL PROPERTY	PUBLIC UTILITIES	TOTAL
1999	\$ 744,450,291	\$ 452,114,170	\$ 189,985,883	\$ 1,386,460,344
1998	736,514,060	421,997,182	181,628,114	1,340,139,356
1997	721,914,082	396,940,183	183,147,752	1,302,002,017
1996	703,331,742	373,904,427	171,624,977	1,248,861,146
1995	677,515,338	328,344,717	172,479,019	1,178,339,074
1994	669,967,701	307,613,863	164,643,849	1,142,225,413

SOURCE: Office of the Hinds County Tax Assessor, February 2000.

Procedure For Property Assessments

Real and personal property valuations other than motor vehicles and property owned by public utilities are determined by the County Tax Assessor. All taxable real property situated in the County is assessed each year and taxes thereon paid for the ensuing year. Assessment rolls of such property subject to taxation are prepared by the County Tax Assessor and are delivered to the Board of Supervisors of the County on the first Monday in July. Thereafter, the assessments are equalized by the Board of Supervisors and notice is given to the taxpayers that the Board of Supervisors will meet to hear objections to the assessments. After objections are heard the Board of Supervisors adjusts the rolls and submits them to the State Tax Commission. On receipt of the assessment rolls, the State Tax Commission examines them and may then accept the rolls or if it finds a roll incorrect in any particular, it may return the rolls to the Board of Supervisors for correction and the Board of Supervisors shall cause the same to be corrected in accordance with the recommendations of the State Tax Commission. If the Board of

Supervisors has any objections to the order of the State Tax Commission it may arrange a hearing before the Commission. Otherwise, the assessment roll is finalized and is submitted to the City Tax Collector for collection.

The assessed value of motor vehicles is determined by an assessment schedule prepared each year by the State Tax Commission. With minor exceptions the property of public utilities is assessed each year by the State Tax Commission.

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

Section 27-41-55, Mississippi Code of 1972, as amended, and related statutes provide that after the fifteenth day of February or the fifth day of August in each year, the tax collector for each County shall advertise all lands in a City on which all taxes due and in arrears have not been paid, as well as all land liable for other matured taxes, for sales on the first Monday in April or the last Monday of August following, as the case may be. Hinds 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 (the "Mississippi Code"), which ordered a state-wide reappraisal of property and required appraisal at true value and assessment in proportion to true value.

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, are 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.

Hinds County adopted the four-year cycle in September 1997 and began the real and personal property cycles effective January 1, 1998.

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 the 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 \$6,000 of assessed value thereof.

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 in Place per \$1,000 Valuation - City of Clinton
(Excludes School District)

	<u>Years for Which Taxes Were Levied</u>				
	<u>1999</u>	<u>1998</u>	<u>1997</u>	<u>1996</u>	<u>1995</u>
<u>General Purposes</u>					
General Fund	31.24	30.12	30.12	30.12	27.15
Parks & Recreation					
Bond & Interest	1.10	1.24	1.24	1.24	1.24
North/South Parkway					
Bond & Interest	2.60	3.10	3.60	--	--
Fire & Police Retirement	<u>1.28</u>	<u>1.76</u>	<u>1.26</u>	<u>1.26</u>	<u>1.26</u>
TOTAL	36.22	36.22	36.22	32.62	29.65

SOURCE: Office of the City Clerk, February 2000.

Tax Levy in Place per \$1,000 Valuation - Hinds County
(excludes School District, Flood Control District, Fire Dept., Garbage & Rubbish Disposal)

	<u>Fiscal Years for Which Taxes Were Levied</u>				
	<u>2000</u>	<u>1999</u>	<u>1998</u>	<u>1997</u>	<u>1996</u>
<u>General Purposes</u>					
General Funds	21.38	21.38	21.87	20.85	21.20
Special Tax Levy	1.00	1.00	1.00	1.00	1.00
Jackson-Hinds Library	.874	.874	.874	.874	--
Care of Mentally Ill	.846	.846	.846	.846	--
Roads/Bridges/Culverts	2.65	2.65	2.16	2.83	2.83
Bond & Int. Sinking Fund	2.62	2.62	2.02	2.02	2.02
Agricultural High School	.60	.60	.60	.95	.60
Hinds Community College	5.44	5.44	5.44	5.44	5.44
TOTAL	35.41	35.41	34.81	34.81	33.09

SOURCE: Office of the Hinds County Chancery Clerk, February 2000.
Ad Valorem Tax Collections - City of Clinton¹

<u>YEAR ENDING SEPT. 30</u>	<u>TAXES DUE</u>	<u>TAXES COLLECTED</u>	<u>DIFFERENCE (OVER/UNDER)</u>	<u>PERCENT COLLECTED</u>
1999	\$4,141,380	\$4,133,576	(7,804)	99.8%
1998	3,908,093	3,889,705	(18,388)	99.5
1997	3,636,988	3,625,160	(11,828)	99.7
1996	3,114,067	3,106,109	(7,958)	99.7
1995	2,679,345	2,685,963	6,618	100.2
1994	2,593,501	2,591,108	(2,393)	99.9
1993	2,597,909	2,565,419	(32,490)	98.7

¹Includes collection of delinquent taxes for prior years, but excludes taxes for School District purposes.

SOURCE: City of Clinton, Audited Financial Statements.

Ad Valorem Tax Collections - Hinds County

<u>FISCAL YEAR ENDED SEPT. 30</u>	<u>AMOUNT BUDGETED</u>	<u>AMOUNT COLLECTED</u>	<u>DIFFERENCE OVER/(UNDER)</u>	<u>PERCENT COLLECTED</u>
1999	\$24,320,710	\$24,159,253	(161,457)	99.3%
1998	25,643,168	25,357,650	(285,518)	98.9
1997	23,945,840	23,207,288	(738,552)	96.9
1996	22,704,934	22,630,355	(74,579)	99.7
1995	22,547,028	21,689,328	(857,700)	96.2
1994	20,642,297	19,689,035	(953,262)	95.4
1993	19,309,902	18,538,568	(771,334)	96.0

SOURCE: Office of the Hinds County Chancery Clerk, February 2000.

Ten Largest Taxpayers

The ten taxpayers in the City having the highest assessed valuation, along with the taxes they paid are as follows:

NAME	ASSESSED VALUE*	TAXES COLLECTED**
Delphi Automotive Systems	\$5,945,241	\$215,337
Baptist Healthplex	1,617,481	58,585
Gulf State Cannery, Inc.	1,347,658	48,812
WalMart Stores	1,266,717	45,880
MCIWorldCom	1,139,517	41,273
AKZO/Nobel Coatings, Inc.	961,477	34,825
Riverwood International Corporation	802,277	29,058
The Kroger Company	739,036	26,768
Leon V. Ghetti	513,400	18,595
Windsor Village Associates	373,494	13,528

* For tax year 1999.

** Due February 1, 2000; collected by February 1, 2000.

SOURCE: Hinds County Tax Assessor's Office and Office of City Clerk, February 2000.

DEBT INFORMATION

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DEBT INFORMATION

Legal Debt Limit Statement - City of Clinton (at September 30, 1999)

	<u>15% Limit</u>	<u>20% Limit</u>
Authorized Debt Limit (Last Completed Assessment for Taxation - \$117,209,705)	\$ 17,581,455	\$ 23,441,941
Present Debt Subject to Debt Limits	\$ 3,020,000	\$ 5,795,000
Margin for Further Debt Under Debt Limits	\$ 14,561,455	\$17,646,941

Legal Debt Limit Statement of the County (As of September 30, 1999)

	<u>15% Limit</u>	<u>20% Limit</u>
Authorized Debt Limit (Last Completed Assessment for Taxation - \$1,386,460,344)	\$ 207,969,052	\$ 277,292,069
Present Debt Subject to Debt Limits	\$ 25,845,000	\$ 25,845,000
Margin for Further Debt Under Debt Limits	\$ 182,124,052	\$251,447,069

General Statutory Debt Limits Provisions

The City is subject to a general statutory debt limitation under which no City may incur general obligation bonded indebtedness in an amount which shall exceed either (a) fifteen percent (15%) of the assessed value of the taxable property within such City, according to the last completed assessment for taxation or (b) ten percent (10%) of the assessment upon which taxes were levied for its fiscal year ending September 30, 1984, whichever is greater. In computing general obligation bonded indebtedness for purposes of this limitation, there may be deducted all bonds or other evidences of indebtedness issued for school, water, 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 the City's proportion of any betterment program, a portion of which is primarily chargeable to the property benefitted. However, in no case shall any City contract for any indebtedness which, when added to all of the outstanding general obligation indebtedness, both bonded and floating, shall exceed either (a) twenty

percent (20%) of the assessed value of all taxable property within such City according to the last completed assessment for taxation or (b) fifteen percent (15%) of the assessment upon which taxes were levied for its fiscal year ending September 30, 1984, whichever is greater. These limitations do not apply to contract obligations in any form incurred by any City which are subject to annual appropriations therefor, or to bonds heretofore issued by any City for school purposes, or to contract obligations in any form incurred by any City which are payable exclusively from the revenues of any municipally-owned utility, or to bonds issued by any City under the provisions of Sections 57-1-1 through 57-1-51, Mississippi Code of 1972, as amended, or to any special assessment improvement bonds issued by any City under the provisions of Sections 21-41-1 through 21-41-53, Mississippi Code of 1972, as amended.

**Outstanding General Obligation Bonded Debt - City of Clinton - (excluding School Bonds)
(at September 30, 1999)**

<u>ISSUE</u>	<u>DATE OF ISSUE</u>	<u>ORIGINAL AMOUNT OF ISSUE</u>	<u>PRINCIPAL BALANCE</u>
Water Improvement	12/01/85	\$ 2,300,000	\$ 400,000
Park Improvement	06/01/91	850,000	215,000
Public Improvement Police/Court Facility	07/01/92	400,000	145,000
Water Improvement	03/01/95	1,000,000	820,000
Street Improvement	07/01/96	3,100,000	2,660,000
Water & Sewer System	03/01/98	1,600,000	1,155,000
TOTAL			\$5,795,000

SOURCE: City of Clinton, Draft of Comprehensive Annual Financial Report, September 30, 1999.

**Other Outstanding Bonded Debt - Revenue Bonds¹ - City of Clinton
(at September 30, 1999)**

<u>Issue</u>	<u>Date of Issue</u>	<u>Original Issue</u>	<u>Outstanding Amount</u>
Sewer System Refunding	12/01/95	\$1,440,000	\$ 1,405,000

¹ Exempt from the 15% and 20% debt limit.

SOURCE: City of Clinton, Draft of Comprehensive Annual Financial Report, September 30, 1999.

**Other Long Term Debt - City of Clinton
(as of September 30, 1999)**

Other debts include a Tax Increment Limited Obligation Bond, Series 1996, with an outstanding balance of \$445,000; \$290,146.28 in obligations under capital leases, and notes payable under agreements with the Mississippi Department of Environmental Quality in the amount of \$1,459,402.35 and with the Mississippi Department of Economic and Community Development in the amount of \$1,119,429.77.

Outstanding General Obligation Bonded Debt - Hinds County
(As of September 30, 1999)

<u>Issue</u>	<u>Date of Issue</u>	<u>Original Issue</u>	<u>Outstanding Principal</u>
County Detention Center	3/1/91	\$ 19,800,000	\$ 1,690,000
Industrial Park '94	7/15/94	6,100,000	5,475,000
1994 Refunding Bonds	7/1/94	15,160,000	14,310,000
1999 Refunding Bonds	9/30/99	4,370,000	4,370,000
Double G Coating ¹	5/1/94	5,000,000	<u>4,015,000</u>
TOTAL		\$ 29,860,000	

¹ Bonds to be paid by Double G

SOURCE: Office of the Hinds County Chancery Clerk, February 2000.

Outstanding Limited Obligation Bonded Debt - Hinds County
(As of September 30, 1999)

Walmart TIF Bonds	9/1/97	\$ 500,000	\$ 490,000
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SOURCE: Office of the Hinds County Chancery Clerk, February 2000.

Other Long Term Debt - Hinds County
(As of September 30, 1999)

The County owes \$700,000 in contractual obligations for parking, \$594,669 under capital leases for road equipment, and \$1,832,911 for other loan obligations.

MISCELLANEOUS AND LEGAL INFORMATION

CC116.4pr
Preliminary Official Statement

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MISCELLANEOUS AND LEGAL INFORMATION

No Default on Securities of City

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

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

All full time employees and elected officials of the City are members of the Mississippi Public Employees' Retirement System.

Reappraisal of Property and Limitation on Ad Valorem Levies

Senate Bill No. 2672, General Laws of Mississippi, Regular Session 1980, provides that all real and personal property in the State shall be appraised at true value and assessed in proportion to true value. To insure that property taxes do not increase dramatically as the counties complete reappraisals, said Senate Bill No. 2672 provides for the limit on increase in tax revenues discussed below.

The aforesaid Senate Bill No. 2672 limits ad valorem tax levies by the City subsequent to October 1, 1980, to a rate which will result in an increase in total receipts of not greater than ten percent (10%) over the previous year's receipts, excluding revenue from ad valorem taxes on any newly constructed properties, any existing properties added to the tax rolls or any properties previously exempt which were not assessed in the next preceding year. This limitation does not apply to levies for the payment of principal of and the interest on general obligation bonds issued by the City or to certain other specified levies. This limitation may be increased only if the proposed increase is approved by a majority of those voting in an election held on such question.

Legal Proceedings

There are no pending legal proceedings which might be expected to affect the City's ability to perform its obligations to the holders of the Bonds being offered for sale.

Validation

The Bonds shall be submitted to validation before the Chancery Court of the First Judicial District of Hinds County as provided by Sections 31-13-1 through 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 unqualified approving opinion of Harris Geno & Dunbar, P.A. Copies of such opinion will be available at the time of delivery of the Bonds. No representation is made to the holders of the Bonds that such Bond Counsel has verified the accuracy, completeness or fairness of the statements in the Preliminary Official Statement, and Bond Counsel assumes no responsibility to the holders of the Bonds except for the matters set forth in such opinion.

Tax Exemption

In the opinion of Bond Counsel, interest on the Bonds will be excluded from gross income for federal income tax purposes under existing statutes, regulations, rulings and court decisions, except as set forth hereinbelow. In the opinion of Bond Counsel, interest on the Bonds will be exempt from income taxation by the State of Mississippi under existing statutes.

Prospective purchasers of the Bonds should be aware of the provision included in the Internal Revenue Code of 1986 (the "Code") which will require that interest on the Bonds received by a corporation (as defined for federal income tax purposes) is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on such corporations. Also, the interest on the Bonds will be subject to the environmental tax imposed on corporations and, in the case of United States branches of foreign corporations, the branch profits tax imposed by the Code. Prospective purchasers of the Bonds should also be aware of the provision included in the Code which requires property and casualty insurance companies owning Bonds to reduce their loss reserve deduction by 15% of the interest received or accrued on the Bonds.

Furthermore, prospective purchasers of the Bonds should recognize that interest on the Bonds may become subject to federal income taxation from the date of issuance in the event that the City fails to satisfy certain requirements imposed by the Code respecting (i) limitations on the use of proceeds from the sale of the Bonds in the trade or business of, or to make or finance loans to, persons other than governmental units, (ii) restrictions on investment earnings on proceeds of the Bonds, and (iii) the rebate to the federal government of certain arbitrage profits. The City has covenanted that it will not take, or omit to take, any action lawful and within its power to take, if such action or omission would cause interest in any Series 2000 Bond to become subject to federal income taxes in addition to those federal income taxes to which interest on such Series 2000 Bond is subject on the date of original issuance thereof.

Although interest on the Bonds will be exempt from federal income taxation as discussed in the preceding paragraphs, the Social Security Amendments of 1983 provide that for tax years after 1983, under certain circumstances, receipt of such tax-exempt interest could subject to federal income taxation a portion of Social Security or railroad retirement benefits that would not otherwise be taxable. A prospective purchaser of the Bonds should consult his personal tax adviser in this regard in connection with his decision to purchase any of the Bonds.

Qualified Tax Exempt Obligations

The Bonds are designated as qualified tax-exempt obligations as such term is described in Section 265(b)(3) of the Internal Revenue Code of 1986, and the City will not issue in excess of \$10,000,000 in tax-exempt obligations during calendar year 2000.

Arbitrage Covenant

The Governing Body, acting for and on behalf of the City, has covenanted and certified to and for the benefit of the owners of the Bonds that the City will neither take any action nor omit to take any action, nor make any investment or use of the proceeds from the issue and sale of the Bonds, including amounts treated as proceeds, if any, which will cause the Bonds to be classified as arbitrage bonds within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, supplemented or superseded, and any regulations that may be applicable to the Bonds, at the time of such action, investment or use.

Continuing Reporting under Rule 15c2-12

The City has agreed in the Bond Resolution for the benefit of the holders and beneficial owners of the Bonds for so long as it remains obligated to advance funds to pay the Bonds, that it will provide certain updated financial information and operating data annually, and timely notice of specified material events, to certain information vendors as hereinafter set forth. This information will be available to securities brokers and others who subscribe to receive the information from the vendors. Compliance with Rule 15c2-12 will be effected through the delivery by the City of a Continuing Disclosure Certificate, the provisions of which are hereinafter generally described.

The City will provide certain updated financial information and operating data to certain information vendors annually. The information to be updated includes all quantitative financial information and operating data with respect to the City of the general type included in this Preliminary Official Statement used in connection with marketing the Bonds under the headings "ECONOMIC AND DEMOGRAPHIC INFORMATION," "TAX INFORMATION," and "DEBT INFORMATION," as well as a copy of the most recent City audit. The City will update and provide this information within six (6) months after the end of each fiscal year of the City ending in or after 2000. The City will provide the updated information to each nationally recognized municipal securities information repository ("NRMSIR") and to any state information depository ("SID") that is designated by the State of Mississippi and approved by the staff of the United States Securities and Exchange Commission (the "SEC").

The City may provide updated information in full text or may incorporate by reference certain other publicly available documents, as permitted by SEC Rule 15c2-12. 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 April 1 in each year, unless the City changes its fiscal year. If the City changes its fiscal year, it will notify each NRMSIR and any SID of the change.

Anyone requesting information under the continuing disclosure requirements of Rule 15c2-12, as amended, should contact the City Clerk, City Hall, 300 Jefferson Street, P. O. Box 156, Clinton, Mississippi 39060-0156, Telephone: (601) 924-5462.

The City will also provide timely notices of certain events to certain information vendors. The City will provide notice of any of the following events with respect to the Bonds, if such event is material to a decision to purchase or sell Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions or events affecting the tax-exempt status of the Bonds; (7) modifications to rights of holders of the Bonds; (8) Bond calls; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Bonds; and (11) rating changes affecting the Bonds. In addition, the City will provide timely notice of any failure by the City to provide information, data, or financial statements in accordance with its agreement described above under the second, third and fourth paragraphs of this Section. The City will provide each notice described in this paragraph to any SID and to either each NRMSIR or the Municipal Securities Rulemaking Board ("MSRB").

The City has agreed to provide the foregoing information to NRMSIRs, MSRB and any SID. The information will be available to holders of Bonds only if the holders comply with the procedures and pay the charges established by such information vendors or obtain the information through securities brokers who do so.

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

The City may amend its continuing disclosure agreement only if (1) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in identity, nature, or status of the City, (2) the agreement, as amended, would have complied with SEC Rule 15c2-12 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.

Underwriter

The Bonds have been initially purchased by _____, located in _____.

Rebate

The Bonds are exempt from "rebate" as such term is described in Section 148 of the Internal Revenue Code of 1986 pursuant to the small issuer exemption set forth therein and the City will not issue in excess of \$5,000,000 in tax-exempt debt obligations during calendar year 2000.

Miscellaneous

The reference, 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 holders thereof.

The information contained in this Preliminary Official Statement has been taken from sources considered reliable, but is not guaranteed. To the best of our knowledge, information in this 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.

Additional financial information concerning the annual audit of the City, budgets, operating statements of the City may be obtained from Nelson Byrd at the address below.

Additional copies of this Preliminary Official Statement as well as the Notice of Bond Sale may be obtained from:

Nelson Byrd
City Clerk, City Hall
300 Jefferson Street
Post Office Box 156
Clinton, Mississippi 39060-0156
Telephone: (601) 924-5462

Harris Geno & Dunbar, P.A.
Post Office Box 2990
Jackson, Mississippi 39207
Attention: W. Larry Harris
Kay King Valentine
Duell Smith
Telephone: (601) 948-0048

THE CITY OF CLINTON, MISSISSIPPI

BY: /s/ Rosemary Aultman
MAYOR

/s/ Nelson Byrd
CITY CLERK

APPENDIX A
NOTICE OF BOND SALE

NOTICE OF BOND SALE
\$1,200,000
TAX INCREMENT LIMITED OBLIGATION BONDS, SERIES 2000
OF THE CITY OF CLINTON, MISSISSIPPI

Sealed proposals will be received by The Mayor and Aldermen of the City of Clinton, Mississippi (the "Governing Body" of the "Municipality"), in its regular meeting place at the City Hall of the Municipality until the hour of 4:00 o'clock p.m. on Tuesday, the 21st day of March, 2000, at which time said bids will be publicly opened and 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 One Million Two Hundred Thousand Dollars (\$1,200,000) principal amount Tax Increment Limited Obligation Bonds, Series 2000, of the Municipality (the "Bonds").

The Bonds will be dated April 1, 2000, 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 April 1 of each year, commencing on April 1, 2001 and on each April 1 thereafter until the principal amount has been paid in full. The Bonds will mature serially on April 1 in each of the years as follows:

<u>YEAR</u>	<u>AMOUNT</u>
(Apr. 1)	
2001	\$ -0-
2002	35,000
2003	35,000
2004	40,000
2005	40,000
2006	45,000
2007	45,000
2008	50,000
2009	55,000
2010	55,000
2011	60,000
2012	65,000
2013	70,000
2014	70,000
2015	75,000
2016	80,000
2017	85,000
2018	90,000
2019	100,000
2020	105,000

CC116NOTICE

The successful bidder may designate a bank or trust company located within the State of Mississippi to serve as paying agent (the "Paying Agent") for the Bonds within forty-eight (48) hours of the date of sale of the Bonds, subject to the approval of the Municipality. The Municipality's approval of the Paying Agent shall be contingent on a determination as to the willingness and ability of the Paying Agent to perform the duties of transfer agent (the "Transfer Agent") and on the satisfactory negotiation of service fees. 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, as hereinafter defined, under which the Bonds are issued.

The successful bidder must deliver to the Transfer Agent within twenty (20) days of the date of sale, or at such other later date as may be designated by the Municipality, 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.

The Bonds will be transferable only upon the books of the Municipality maintained by the Transfer Agent.

Payments of interest on the bonds shall be made by check or draft mailed to the Record Date Registered Owner (as defined in the Bond Resolution), and payments of principal shall be made to such Record Date Registered Owner upon presentation and surrender of the Bond at the principal office of the Paying Agent. Payments of interest and principal shall be made in lawful money of the United States of America.

The Bonds are subject to redemption as provided in (1) below upon giving notice as provided in (2) below:

1. The Bonds maturing on April 1, 2011 and thereafter are subject to redemption prior to their respective maturities at the option of the Municipality on April 1, 2010 or any principal and interest payment date thereafter, either as a whole or in part.
2. Not less than thirty (30) days prior to the date of any redemption, notice of the call for redemption shall be published one time in a newspaper having a circulation throughout the State of Mississippi, and shall also be mailed to the last known address of all Registered Owners of the Bonds; provided, however, such mailing shall not be a condition precedent to such redemption, and failure to mail

any such notice shall not affect the validity of the proceedings for the redemption of Bonds.

3. In the event of a partial redemption of the Bonds as approved in (b)(1) above, the Bonds shall be redeemed in inverse order of maturity and by lot within a maturity, at the principal amount thereof plus accrued interest to the date of redemption.

The Bonds are issued under the authority of the Constitution and statutes of the State of Mississippi, including Section 21-45-1 *et seq.*, Mississippi Code of 1972, as amended, and by the further authority of proceedings duly had by the Mayor and Aldermen of the Municipality, including a resolution to be adopted by the Municipality on or about March 7, 2000 (the "Bond Resolution").

The Bonds will be limited obligations of the Municipality payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing ad valorem tax to be levied annually by the Municipality and Hinds County, Mississippi (the "County") upon the incremental increase in assessed value of all taxable real property and improvements thereon within and forming a part of the Redevelopment Project Site as described in (i) the Tax Increment Financing Plan, June, 1999, Wal-Mart SuperCenter Project, as adopted by the Mayor and Aldermen of the Municipality on May 18, 1999, and (ii) the Tax Increment Financing Plan, June, 1999, Wal-Mart SuperCenter Project, Hinds County, Mississippi, as adopted by the Board of Supervisors of Hinds County, Mississippi on June 21, 1999.

The pledge by Hinds County, Mississippi is limited to \$35,000 per year for twenty (20) years of the increased ad valorem tax revenues accruing to the County.

For the purpose of effecting and providing for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue and the fees and expenses of the Paying Agent, pursuant to the Bond Resolution, the Municipality has irrevocably pledged the avails of the Tax Increment, as hereinafter defined, and the amounts held on behalf of the Municipality in the funds and accounts established in the Bond Resolution, namely the Construction Fund and the Bond Fund. Should there be a failure in any year to comply with the requirements of the Bond Resolution, such failure shall not impair the right of the Registered Owners of any of the Bonds to subsequently receive payments of principal of and interest on the Bonds from avails of the Tax Increment or amounts in the funds and accounts pledged pursuant to the Bond Resolution.

Ad valorem taxes assessed and collected by Hinds County, Mississippi constitute part of the Tax Increment and are also pledged to the payment of the principal of and interest on the Bonds and the fees and expenses of the Paying Agent in an amount not to exceed \$35,000 per year through a Pledge Agreement dated as of April 1, 2000, between the City and the County and such

pledge is irrevocable until such time as the principal of and interest on the Bonds are paid in full, whether at maturity or otherwise.

"Captured Assessed Value" means the incremental increase in assessed value of the City and County real and personal property constituting a part of the Redevelopment Project Site and improvements thereon when the Original Assessed Value is subtracted from the Current Assessed Value as of January 1, 2001 initially and each January 1 thereafter.

"Current Assessed Value" means the estimated assessed value of the Redevelopment Project Site and all improvements thereon that constitute City and County real and personal property as determined by the Tax Assessor of Hinds County, Mississippi as of January 1 of the year following final completion of the Redevelopment Project and each January 1 thereafter, said determination and estimated value initially being made pursuant to information made available to the Tax Assessor by the owners of the Redevelopment Project and the Redevelopment Project Site.

"Original Assessed Value" means the assessed value of the City and County real and personal property that constitute a part of the Redevelopment Project Site and improvements thereon, if any, as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 1999.

"Redevelopment Project" means the Wal-Mart SuperCenter Project as described in detail in (i) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, City of Clinton, Mississippi, and approved by the Governing Body on May 18, 1999; and (ii) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, Hinds County, Mississippi, and approved by the Board of Supervisors of Hinds County on June 21, 1999, such project to be located on the parcel of land described in Exhibit A to the Bond Resolution of the City.

"Redevelopment Project Site" means the parcel of real property described in Exhibit A to the Bond Resolution of the City upon which the Redevelopment Project and other improvements will be constructed.

"Tax Increment" means the added increments of Municipal and County ad valorem tax revenue resulting from the taxation of the Captured Assessed Value of the City real and personal property and County real and personal property in an amount not to exceed \$35,000 per year and contained within and forming a part of the Redevelopment Project, the Redevelopment Project Site and improvements thereon which shall be the amount necessary and sufficient to pay the principal of and interest on this Bond together with the annual fees and expenses of the Paying Agent on the Bonds but shall not include ad valorem taxes for school district purposes.

THE BONDS ARE NOT OBLIGATIONS OF THE STATE OF MISSISSIPPI AND THE PAYMENT OF THE PRINCIPAL OF OR INTEREST ON THE BONDS IS NOT GUARANTEED BY THE STATE OF MISSISSIPPI. THE BONDS ARE NOT A GENERAL OBLIGATION OF THE MUNICIPALITY OR THE COUNTY AND, EXCEPT AS

HERETOFORE DESCRIBED THE BONDS SHALL NEVER CONSTITUTE AN INDEBTEDNESS OF THE MUNICIPALITY OR COUNTY AND SHALL NOT GIVE RISE TO A PECUNIARY LIABILITY OF THE MUNICIPALITY OR THE COUNTY OR A CHARGE AGAINST THE GENERAL CREDIT OR TAXING POWERS OF THE MUNICIPALITY OR THE COUNTY. THE BONDS ARE LIMITED OBLIGATIONS OF THE MUNICIPALITY AND THE COUNTY SECURED SOLELY BY THE INCREMENTAL INCREASE IN AD VALOREM TAX REVENUES RECEIVED BY THE MUNICIPALITY AND COUNTY FROM LEVYING AN AD VALOREM TAX ON THE REAL PROPERTY WHICH CONSTITUTES A PART OF THE REDEVELOPMENT PROJECT SITE AND IMPROVEMENTS THEREON. AD VALOREM TAXATION FOR SCHOOL DISTRICT PURPOSES ARE NOT PLEDGED TO THE PAYMENT OF THE BONDS.

The Bonds shall mature in the amounts and on the dates hereinabove set forth. The Bonds are to be sold at not less than par plus interest on the Bonds accrued to the date of delivery, and are to be awarded to the bidder whose bid results in the lowest overall maximum interest rate to maturity. No Bond shall bear more than one (1) rate of interest; each Bond shall bear interest from its date to its stated maturity date at the interest rate specified in the bid; all Bonds of the same maturity shall bear the same rate of interest from date to maturity; no interest payment shall be evidenced by more than one (1) coupon and neither cancelled nor supplemental coupons shall be permitted; the lowest rate of interest specified for any Bond shall not be less than seventy percent (70%) of the highest rate of interest specified for any Bond; and the highest rate of interest specified for any Bond shall not exceed eleven percent (11%). Each interest rate specified in any bid must be a multiple of one-eighth of one percent (1/8 of 1%) or a multiple of one-tenth of one percent (1/10 of 1%) and a zero rate of interest cannot be named.

The City has covenanted in its Bond Resolution that pursuant to Rule 15c2-12, as amended, of the Securities and Exchange Commission the City will deliver or cause to be delivered, commencing with the fiscal year of the City ending after September 30, 2000, (i) to each person requesting same, financial information relating to the City, including audited financial statements of the City, and (ii) to the "nationally recognized municipal securities information repository," within the meaning of Rule 15c2-12, and certain other entities described in Rule 15c2-12 (said repositories and other entities are collectively referred to as the "Repositories"), notice of any material events relating to the Bonds and the City, if the City deems such events to be material as set forth under Rule 15c2-12, as amended. Anyone requesting information under the continuing disclosure requirements of Rule 15c2-12, as amended, should contact the City Clerk, City Hall, 300 Jefferson Street, Clinton, Mississippi 39060, Telephone Number (601) 924-5462.

Proposals should be enclosed in a sealed envelope and addressed to The Mayor and Aldermen and should be plainly marked "*Proposal for Tax Increment Limited Obligation Bonds, Series 2000, of the City of Clinton, Mississippi,*" and should be filed with the Clerk of the Municipality on or prior to the date and hour hereinabove named at City Hall, 300 Jefferson Street, Clinton, Mississippi 39060.

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 Clinton, Mississippi, in the amount of Twenty Four Thousand Dollars (\$24,000) 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 Municipality 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 Municipality within said period of time.

The Bonds have been designated by the Governing Body as "Qualified Tax Exempt Obligations" for purposes described in Paragraph 3 of Section 265(b), Internal Revenue Code of 1986 and the City does not anticipate issuing in excess of \$10,000,000 of such qualified tax exempt obligations during the 2000 calendar year.

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

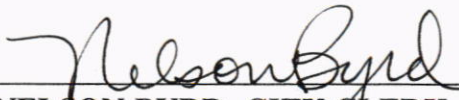
The Bonds are offered subject to the unqualified approval of the legality thereof by Harris Geno & Dunbar, P.A., Jackson, Mississippi, Bond Counsel. The Municipality, out of the proceeds of the Bonds will pay for all legal fees and will pay for the printing of the Bonds, and will also furnish the usual closing papers, including a certificate evidencing the fact that no litigation is pending in any way affecting the legality of the Bonds or the taxes to be levied for the payment of the principal thereof and interest thereon.

Delivery of the Bonds is expected to be made within twenty (20) days after the aforesaid date of sale of the Bonds in Clinton, Mississippi or such other place as may be agreed to by the Municipality and the purchaser and without cost to the purchaser.

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 Municipality; the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser.

Further information with respect to the Bonds may be obtained from the office of the City Clerk, City Hall, 300 Jefferson Street, Post Office Box 156, Clinton, Mississippi 39060, (Telephone Number (601) 924-5462), or Harris Geno & Dunbar, P.A., Suite 290 - 111 Capitol Building, 111 East Capitol Street, Post Office Box 2990, Jackson, Mississippi 39207 (Telephone: (601) 948-0048), Attention: W. Larry Harris, Kay Valentine, or Duell Smith.

By order of The Mayor and Aldermen of the City of Clinton, Mississippi, on March 7, 2000.


NELSON BYRD, CITY CLERK

APPENDIX B

BID FORM

BID FORM

\$1,200,000

TAX INCREMENT LIMITED OBLIGATION BONDS, SERIES 2000
CITY OF CLINTON, MISSISSIPPI

March 21, 2000

City of Clinton, Mississippi
300 Jefferson Street
Post Office Box 156
Clinton, Mississippi 39060

Ladies and Gentlemen:

For the One Million Two Hundred Thousand Dollars (\$1,200,000) Tax Increment Limited Obligation Bonds, Series 2000, of the City of Clinton, Mississippi, described above, bearing interest at the rate or rates specified below, we will pay you the par value thereof plus a premium of (\$ _____) plus accrued interest to the date of delivery of said Bonds to us.

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

<u>YEAR</u>	<u>PRINCIPAL AMOUNT</u>	<u>INTEREST RATE</u>
(Apr. 1 Maturity)		
2001	\$ -0-	_____
2002	35,000	_____
2003	35,000	_____
2004	40,000	_____
2005	40,000	_____
2006	45,000	_____
2007	45,000	_____
2008	50,000	_____
2009	55,000	_____
2010	55,000	_____
2011	60,000	_____
2012	65,000	_____
2013	70,000	_____
2014	70,000	_____

CC116BID

2015	75,000	_____
2016	80,000	_____
2017	85,000	_____
2018	90,000	_____
2019	100,000	_____
2020	105,000	_____

The following is a computation of the interest cost and overall maximum interest rate to maturity, respectively, in the above and is submitted for information purposes only and is not a part of this bid unless it is in conformity with the above enumerated interest rates and premium, if any.

Gross Interest	\$ _____
Less Premium	\$ _____
Net Interest Cost	\$ _____
Average Interest Rate	_____ %

The overall maximum interest rate to maturity, calculated in accordance with the provisions of the Notice of Sale, is _____ %.

It is understood and agreed by the undersigned that if there be any discrepancy as between the net interest cost, average rate or overall interest rate to maturity computed upon the rate or rates of interest above specified and the interest cost, average interest rate or overall interest rate to maturity figures hereinabove set forth, the interest rate or rates above specified and the actual interest cost, average interest rate or overall interest rate to maturity computed upon said rate or rates shall prevail.

This proposal is subject to all of the terms and conditions of the Notice of Bond Sale relating to said Tax Increment Limited Obligation Bonds - Series 2000, which Notice by this reference thereto is hereby made a part hereof.

A certified or cashier's check, drawn upon a bank located within the State of Mississippi, payable to the order of the City of Clinton, Mississippi, in the amount of Twenty Four Thousand Dollars (\$24,000) accompanied this proposal as evidence of good faith and said good faith deposit shall be returned to the undersigned if this bid be not accepted or if the City should fail to deliver said Bonds to the undersigned in accordance with the terms of the said Notice of Sale, otherwise said good faith deposit shall be held by the City and shall be applied as and when the Bonds are delivered and paid for under the terms of this bid, as part payment therefor, or be applied as and for liquidated damages in the event that the undersigned fails to take up and pay for said Bonds. Pending the application of the good faith deposit of the successful bidder as aforesaid, such deposit

may be invested in direct obligations guaranteed by the United States or in repurchase agreements with banks fully secured by such obligations, and the City shall be entitled to any income from any such investment.

This Bid is for immediate acceptance.

BY: _____

**AND ASSOCIATES
(SEE LIST ATTACHED)**

(Note: No addition to or alteration in this proposal is to be made, and any erasure may cause a rejection of the bid. Bids must be filed with the Clerk of the City at the Office of the Clerk, City Hall, Clinton, Mississippi, sealed and worded on the outside, in substance, "*Proposal for Tax Increment Limited Obligation Bonds, Series 2000, of the City of Clinton, Mississippi*", at or prior to 4:00 p.m. Central Daylight Time, on Tuesday, the 21st day of March, 2000. No interest will be allowed the bidder on the good faith deposit which accompanies this proposal.)

ACCEPTANCE

The above proposal accepted by the City of Clinton, Mississippi, this the _____ day of March, 2000, and receipt of the within mentioned check is hereby acknowledged.

CITY OF CLINTON, MISSISSIPPI

ROSEMARY AULTMAN, MAYOR

APPENDIX C

**ASSESSMENT CERTIFICATE OF TAX ASSESSOR
OF HINDS COUNTY, MISSISSIPPI**

**ASSESSMENT CERTIFICATE OF TAX ASSESSOR
HINDS COUNTY, MISSISSIPPI
RE: ASSESSMENT OF VALUE OF REAL PROPERTY**

Pursuant to and as required by Section 21-45-21, Mississippi Code of 1972, as amended, and two resolutions duly adopted by the Mayor and Aldermen of the City of Clinton, Mississippi, and the Board of Supervisors of Hinds County, Mississippi (the "Resolutions"), I, Mike Barnes, the undersigned Tax Assessor of Hinds County, Mississippi, after having been requested and authorized to do so by the Resolutions, do hereby certify that:

1. Pursuant to the provisions of the resolution duly adopted by the City, the City has irrevocably pledged to the payment of the principal of and interest on the City's Tax Increment Limited Obligation Bonds, Series 2000, dated April 1, 2000, (the "Bonds") together with the annual fees and expenses of the Paying Agent, an amount equal to the City's portion of the Tax Increment, as defined below, from the avails of the City ad valorem tax generated from taxation of the Captured Assessed Value, as defined below.
2. Pursuant to the provisions of the resolution duly adopted by Hinds County, Mississippi, the County has irrevocably pledged to the payment of the City's Bonds, through the execution and delivery of a pledge agreement (the "Pledge Agreement"), an amount equal to the County's portion of the Tax Increment, as defined below, from the avails of the County ad valorem tax generated from the taxation of the Captured Assessed Value, as defined below.
3. The Original Assessed Value of the Redevelopment Project Site, as such terms are defined below, and improvements thereon, if any, as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 1999 is \$_____.
4. The estimated Current Assessed Value, as defined below, of the Redevelopment Project Site and improvements thereon that constitute real and personal property as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 2001 will be \$_____ which is the estimated true value upon completion based upon information provided by the owner and developer of the Redevelopment Project Site.
5. The Captured Assessed Value of the Redevelopment Project Site and improvements thereon, as defined below and in Section 21-45-21, Mississippi Code of 1972, as amended, on January 1, 2001 will be \$_____.
6. On January 1, 2001 the estimated incremental increase in ad valorem taxes resulting from City and County ad valorem taxation when applied to the Captured Assessed Value is \$_____ for the City and \$_____ for the County for a total of \$_____ of which \$35,000 per year is pledged to the payment of the principal and interest on the Bonds (the "Tax Increment") based upon an assessment ratio of fifteen percent (15%) of true value and the current City millage rate of 34.94 mills and the current County millage rate of 35.41 mills.

CC116AC

7. The resolution of the City requires that the use of the funds held within the Bond Fund, including the investment earnings thereon, is limited solely to payment of the principal of and interest on the Bonds as each respectively becomes due and payable together with the annual fees and expenses of the Paying Agent on the Bonds, and avails of the Tax Increment are pledged, pursuant to the respective resolutions of the City and County, to the Bond Fund to pay the principal of and interest on the Bonds and the annual fees and expenses of the Paying Agent on the Bonds. A portion of the Bond proceeds will be used to supplement the tax revenues available on January 1, 2001, in order to pay accrued interest on the Bonds on April 1, 2001.

For purposes of this Certificate, the following words and phrases shall have the following meaning:

"Captured Assessed Value" means the incremental increase in assessed value of the City and County real and personal property constituting a part of the Redevelopment Project Site and improvements thereon when the Original Assessed Value is subtracted from the Current Assessed Value, as of January 1, 2001 initially and each January 1 thereafter.

"Current Assessed Value" means the estimated assessed value of the Redevelopment Project Site and all improvements thereon that constitute City and County real and personal property as determined by the Tax Assessor of Hinds County, Mississippi as of January 1 of the year following final completion of the Redevelopment Project and each January 1 thereafter, said determination and estimate initially being made pursuant to information made available to the Tax Assessor by the owner and developer of the Redevelopment Project and the Redevelopment Project Site.

"Original Assessed Value" means the assessed value of the City and County real and personal property that constitutes a part of the Redevelopment Project Site and improvements thereon, if any, as determined by the Tax Assessor of Hinds County, Mississippi as of January 1, 1999.

"Redevelopment Project" means mean the Wal-Mart SuperCenter Project as described in detail in (i) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, City of Clinton, Mississippi, and approved by the Governing Body on May 18, 1999; and (ii) the Tax Increment Financing Plan, Wal-Mart SuperCenter Project, June, 1999, Hinds County, Mississippi, and approved by the Board of Supervisors of Hinds County on June 21,

1999, such project to be located on the parcel of land described in Exhibit A to the Bond Resolution of the City.

"Redevelopment Project Site" means the parcel of real property described in Exhibit A to the Bond Resolution of the City upon which the Redevelopment Project and other improvements will be constructed.

"Tax Increment" shall mean the added increments of City and County ad valorem tax revenue resulting from the taxation of the Captured Assessed Value of City real and personal property and County real and personal property in an amount not to exceed \$35,000 per year contained within and forming a part of the Redevelopment Project, Redevelopment Project Site and improvements thereon, which shall be used to pay the principal of and interest on the City's Tax Increment Limited Obligation Bonds dated April 1, 2000 together with the annual fees and expenses of the Paying Agent on the Bonds but shall not include ad valorem taxes for school district purposes.

This the ____ day of April, 2000.

HINDS COUNTY, MISSISSIPPI

By: _____
MIKE BARNES, TAX ASSESSOR

APPENDIX D

INTERLOCAL COOPERATION AGREEMENT

INTERLOCAL COOPERATION AGREEMENT

This Interlocal Cooperation Agreement is made and entered as of the 1st day of April, 2000, by and between **The Mayor and Board of Aldermen (the "Governing Body") of the City of Clinton, Mississippi**, a municipal corporation organized and existing under the laws of the State of Mississippi, (the "City"), and **The Board of Supervisors (the "Board") of Hinds County, Mississippi**, a political subdivision of the State of Mississippi (the "County").

RECITALS:

WHEREAS, the City and the County are each authorized to exercise the authority set forth in Sections 21-45-1, *et seq.*, Mississippi Code of 1972, as amended, (the "Act");

WHEREAS, pursuant to the provisions of the Interlocal Cooperation Act of 1974, cited as Sections 17-13-1, *et seq.*, Mississippi Code of 1972, as amended, (the "Code"), counties and municipalities may make the most efficient use of their powers by cooperating and contracting with one another to their mutual advantage, and thereby, provide services and facilities which will accord best with the geographic, economic, population, and other factors to best serve the needs and development of such local government units;

WHEREAS, Section 17-13-7 of the Code provides that the City and County may contract to jointly exercise and carry out any power, authority or responsibility exercised or capable of being exercised by a local governmental unit;

WHEREAS, the Governing Body and the Board have approved this agreement as to form;

WHEREAS, the City adopted Tax Increment Financing Plan (Wal-Mart SuperCenter Project), as Amended, June, 1999 (the "City TIP Plan"), as required by the Act.

WHEREAS, the County adopted a Tax Increment Financing Plan (Wal-Mart SuperCenter Project), As Amended, June, 1999 (the "County TIF Plan"), as required by the Act;

WHEREAS, the City and County desire to enter into this Interlocal Cooperation Agreement, pursuant to Sections 17-13-1, *et seq.*, of the Code for the purpose of (i) assisting in the development of the Wal-Mart SuperCenter Project and by providing the financing of various infrastructure improvements in connection thereto and (ii) to satisfy the requirements of Sections 21-45-3 of the Act.

NOW, THEREFORE, FOR AND IN CONSIDERATION OF THE ABOVE AND THE MUTUAL BENEFITS ACCRUING TO THE CITY AND COUNTY, THE CITY AND COUNTY DO HEREBY AGREE AS FOLLOWS:

Section 1. Duration. This Agreement shall be in force and effect until the City's Tax Increment Financing Bonds, Series 2000 (the "Bonds") are paid in full.

Section 2. Purpose. The purpose of this Agreement is to define the responsibilities of each of the City and County with respect to the development of the Public Improvements Projects (the "Project") as described and set forth in the City TIF Plan and the County TIF Plan and the financing of certain of the infrastructure improvements in connection thereto.

Section 3. Statutory Authority. The City and County are authorized to jointly exercise and carry out any power, authorities, and responsibilities to be exercised by each of them pursuant to the terms of this Agreement by Section 21-45-3 of the Act.

Section 4. Administration. This Agreement shall be administered as a joint undertaking of the City and County. A separate entity is not created under this Agreement. The City and County hereby designate the City as having the responsibility for administration of this undertaking and is hereby designated as the primary party in interest in financing and constructing the Project, as such term is defined in the City TIF Plan and the County TIF Plan, including but not

limited to the issuance of Bonds or Notes or other debt obligations to provide funds to defray the cost of the infrastructure improvements and to cause the Project to be designed and constructed.

The City and the County shall have access to all records pertaining to the Project and shall be invited to participate in all related activities undertaken relating to the construction of the Project and financing the infrastructure improvements. No changes which affect the overall scope of the Project will be initiated without the written consent of the City and County.

Section 5. Pledge of Taxes. To provide security and payment for the Bonds or Notes or other debt obligations, the City will pledge the added increment of ad valorem taxes on real and personal property described in the City TIF Plan and located in the TIF Financing District as defined in the City TIF Plan through the documents used in connection with the issuance of Bonds or Notes or other debt obligations, all as provided in Section 21-45-21 of the Act. The County will provide additional security and payment for the Bonds or Notes by pledging, through a Pledge Agreement or other similar document, all the added incremental increase of ad valorem tax on real and personal property in an amount not to exceed \$35,000 per year for a term not to exceed twenty (20) years described in the County TIF Plan and located in the TIF Financing District defined in the County TIF Plan.

Section 6. Termination. This Agreement may be terminated upon the mutual written agreement of both the City and County.

Section 7. Joint Undertaking. This Agreement is a joint undertaking for and on behalf of the City and County with the City having herein been designated as having the responsibility for the administration of this joint undertaking. There shall be no staffing of this joint undertaking nor any joint board created for the administration of this joint undertaking.

WITNESS the Signature of the President and Clerk of the Board of Supervisors of Hinds
County, Mississippi, as of April 1, 2000, but actually on this the _____ day of
_____, 2000.

**BOARD OF SUPERVISORS OF
HINDS COUNTY, MISSISSIPPI**

By: _____
President

ATTEST:

Chancery Clerk

APPROVAL OF ATTORNEY GENERAL

The foregoing Agreement is hereby approved.

DATED this the ____ day of _____, 2000.

**MIKE MOORE, ATTORNEY GENERAL
STATE OF MISSISSIPPI**

By: _____
Assistant Attorney General

G:\USERS\DUELL\CC116\Interlocal-Coop-Agmt.j00

APPENDIX E
TAX PLEDGE AGREEMENT

TAX PLEDGE AGREEMENT

Tax Pledge Agreement dated as of April 1, 2000 (the "Pledge Agreement") between Hinds County, Mississippi (the "County") acting by and through its Board of Supervisors (the "Board") and the City of Clinton, Mississippi (the "City") acting by and through its Mayor and Aldermen (the "Governing Body").

RECITALS:

1. Sections 43-35-1 *et seq.*, Mississippi Code of 1972, as amended (the "Act"), authorizes the City and the County, acting jointly or severally, to exercise the powers and authority set forth in the Act.

2. The City has heretofore adopted the City's Tax Increment Financing Redevelopment Plan of 1995, approved the City's Tax Increment Financing Plan (Wal-Mart SuperCenter Project), June, 1999, on May 18, 1999, and approved the issuance of the City's Tax Increment Limited Obligation Bonds (Wal-Mart SuperCenter Project) in the principal amount not to exceed \$1,200,000 (the "Bonds").

3. The County has heretofore adopted the County's Tax Increment Redevelopment Plan of 1995, as Amended and Restated dated November, 1996, approved the County's Tax Increment Financing Plan (Wal-Mart SuperCenter Project) June, 1999, and approved the issuance by the City of the City's Tax Increment Limited Obligation Bonds (Wal-Mart SuperCenter Project) in the principal amount not to exceed \$1,200,000.

4. The City will adopt a resolution on March 7, 2000 (the "Bond Resolution") authorizing the issuance of the Bonds.

5. The City and County have agreed to jointly exercise the powers and authority set forth in the Act and have entered into an Interlocal Cooperation Agreement dated as of April 1, 2000, under which the respective duties and obligations of each are set forth, which Interlocal Cooperation Agreement was submitted to the Attorney General of the State for approval, as required by the laws of the State and is in full force and effect.

6. The Interlocal Cooperation Agreement, among other things, provides for the City to issue the Bonds for the Wal-Mart SuperCenter Project which Bonds will be secured by (i) a pledge of the avails of the increased ad valorem tax revenues accruing to the City levied against the real and personal property and improvements thereon constituting the Redevelopment Project Site as described in the Bond Resolution (the "Redevelopment Project Site") of the City which pledge will be made through the documents executed in connection with the issuance of the Bonds; and (ii) a pledge of the avails of the increased ad valorem tax revenues accruing to the County levied against the real and personal property and improvements thereon constituting the Redevelopment Project Site in an amount not to exceed \$35,000 per year for a term not to exceed twenty (20) years which pledge will be made pursuant to this Pledge Agreement, all as authorized by the Act and the Interlocal Cooperation Agreement.

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged, the County and City hereby agree as follows:

Section 1. The Pledge. In order to provide for additional security and payment of the City's Tax Increment Limited Obligation Bonds, Series 2000, Wal-Mart SuperCenter Project) (the "Bonds"), the County hereby irrevocably pledges to the City for payment of a portion of the principal of and interest on the Bonds and the fees and expenses of the Paying Agent on the Bonds, an amount not exceed \$35,000 per year of the avails of all of the added incremental increase in county ad valorem taxes levied against the real and personal property and improvements thereon constituting the Redevelopment Project Site described in the Tax Increment Financing Plan, June, 1999, of the County and the Bond Resolution of the City as determined annually by the Tax Assessor of Hinds County. The County's maximum liability and obligation pursuant to this pledge is limited to \$35,000 per year for a term not to exceed twenty (20) years. The tax revenues pledged pursuant to this Pledge Agreement shall be determined by the Assessment Certificate of the Tax Assessor of Hinds County, Mississippi executed in connection with the issuance of the Bonds, subject to annual adjustment based on any change in the millage rate as annually determined by the Board but in no event shall such amount exceed \$35,000 per year and the term of such pledge shall not exceed twenty (20) years. County ad valorem taxes for school district purposes shall not be subject to the pledge of ad valorem taxes set forth herein.

Section 2. Term of the Pledge. The pledge of tax revenues made pursuant to this Pledge Agreement is irrevocable until such time as the entirety of the principal of and interest on the Bonds and the fees and expenses of the Paying Agent are indefeasibly paid in full, whether at maturity or otherwise.

Section 3. Surplus Tax Revenues. It is the intention of the City and the County that in the event the incremental increase in City and County ad valorem tax revenues derived from ad valorem taxation of the Redevelopment Project Site and improvements thereon, as defined in the Bond Resolution, exceed the principal and interest payments on the Bonds and the fees and expenses of the Paying Agent, that the County shall annually be entitled to all County ad valorem tax revenues in excess of \$35,000 per year and the City shall be entitled to City ad valorem tax revenues remaining after the principal and interest on the Bonds and the fees and expenses of the Paying Agent have been paid in full.

Section 4. Duties of the City Clerk and Chancery Clerk. By March 15 of each year, the City Clerk and Chancery Clerk shall jointly determine:

- i. the ad valorem tax revenue available for debt service with the advice and counsel of the Tax Assessor of Hinds County;
- ii. the amounts necessary to pay the principal of and interest on the Bonds and the fees and expenses of the Paying Agent when each respectively becomes due and payable;

- iii. how the tax revenues will be invested until such time as the revenues are needed to pay debt service on the Bonds; and
- iv. the distribution of surplus funds as set forth in Section 3 hereof, if any.

In the event the tax revenues are less than the amounts required to pay debt service, the City Clerk and the Chancery Clerk shall immediately put the Board and the Governing Body on notice of such deficit.

Section 5. (a) Representation and Warranty of the County. The County represents and warrants that this Pledge Agreement has been duly authorized by all necessary action on the part of the Board and upon execution and delivery will constitute a legal, valid and binding obligation of the County, enforceable against the County in accordance with the terms and provisions of this Pledge Agreement except as may be limited by bankruptcy laws or other creditors' rights in general.

(b) Representation and Warranty of the City. The City represents and warrants that this Pledge Agreement has been duly authorized by all necessary action on the part of the Governing Body of the City and upon execution and delivery will constitute a legal, valid and binding obligation of the City, enforceable against the City in accordance with the terms and provisions of this Pledge Agreement except as may be limited by bankruptcy laws or other creditors' rights in general.

Section 6. Further Assurances. The City and County hereby agree, one to the other, that at any time and from time to time, that each will promptly execute and deliver all further instruments and documents and take all further action that may be necessary and desirable in order to carry out the transactions contemplated by this Pledge Agreement including the issuance of the Bonds.

Section 7. Amendments. This Pledge Agreement may be amended from time to time upon the mutual written consent and agreement of both the City and County but no such amendment shall be effective with respect to any decrease of the amounts of pledged tax revenues pledged pursuant to this Pledge Agreement.

Section 8. Agreement with Registered Owners of the Bonds. The Registered Owners, as such term is defined in the Bond Resolution, of the Bonds shall be third party beneficiaries of the pledge under this Pledge Agreement and may enforce the rights of each of the City and County under this Pledge Agreement by way of any remedy or proceeding, in law or in equity, available under the laws of the State and this Pledge Agreement shall constitute a contract with the respective Registered Owners of the Bonds.

Section 9. Severability. Any provision of this Pledge Agreement that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition of unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

Section 10. Execution in Counterparts. This Pledge Agreement may be executed by the parties hereto in separate counterparts, all of which taken together shall be deemed to constitute one and the same instrument. One or more counterparts of this Pledge Agreement may be delivered via telecopier with the intention that they shall have the same effect as an original executed counterpart hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Pledge Agreement to be duly executed and delivered by their officers thereunto duly authorized as of the date and year first above written but actually on the _____ day of April, 2000.

HINDS COUNTY, MISSISSIPPI

By: _____
Douglas Anderson, President, Board of Supervisors

Attest:

L. Glynn Pepper, Chancery Clerk

CITY OF CLINTON, MISSISSIPPI

By: _____
Rosemary Aultman, Mayor

Attest:

Nelson Byrd, City Clerk

G:\USERS\DUELL\CC116\tpa

**RESOLUTION
ENCOURAGING MINORITY BUSINESS ENTERPRISES AND
WOMEN BUSINESS ENTERPRISES (MBE/WBE)**

WHEREAS, from time to time, the City of Clinton receives funds from the State of Mississippi, Department of Economic and Community Development, Community Services Division; and

WHEREAS, the Mississippi Department of Economic and Community Development has advised the City of Clinton that it is a requirement of Community Development Block Grant recipients to adopt and enforce a policy to encourage minority business enterprises and women business enterprises participation in the Community Development Block Grant Program; and

WHEREAS, the Mayor and Aldermen of the City of Clinton, Mississippi, deem it in the best interest of the citizens of the City of Clinton to comply with such grant requirements.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Aldermen of the City of Clinton that the foregoing policy be adopted and enforced:

The City of Clinton hereby promotes the participation of minority business enterprises and women business enterprises in the Community Development Block Grant Program.

RESOLVED, this the 7th day of MARCH, 2000.

THE CITY OF CLINTON

BY: Rosemary J. Aultman
Rosemary Aultman, Mayor

ATTEST:

Nelson Byrd
Nelson Byrd, City Clerk

BID OPENING REPORT

Project: Aerial Lift Bucket Truck
Street Dept/Public Works

Bid Date: February 28, 2000 at 10:00 a.m. xxx

Location: City Hall
300 Jefferson Street
Clinton, MS 39056

Owner: City of Clinton

Engineer: _____

Pre Bid Estimate: _____

\$ 52,000.⁰⁰

BIDDER	Model DST 2975 Dual Lift	Model # 210	Model # AT-200A				
Super E. Sterling	\$ 64,562. ⁰⁰						
Altec Industries	\$ 61,500. ⁰⁰						
Altec Industries * with exception			\$ 51,000. ⁰⁰				
							10 A

The above bid amounts have not been checked. The bid totals are subject to correction after the bids have been completely reviewed.

Signed: Nelson Byrd
Date: 2-28-00

10A+B

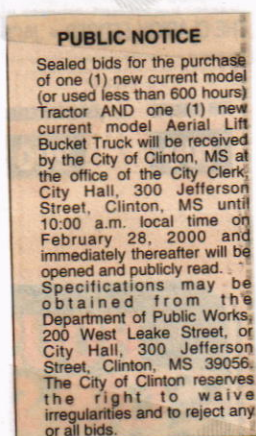
PROOF OF PUBLICATION
THE STATE OF MISSISSIPPI

10A+B

PROOF OF PUBLICATION
THE STATE OF MISSISSIPPI

HINDS COUNTY

Reference No.
Ad Invoice # 268042
PASTE PROOF HERE



PERSONALLY appeared before me, the undersigned notary public in and for Hinds County, Mississippi,

BEVERLY COLLINS,

an authorized clerk of THE CLARION-LEDGER, a daily newspaper as defined and prescribed in Sections 13-3-31 and 13-3-32, of the Mississippi Code of 1972, as amended, who, being duly sworn, states that the notice, a true copy of which is hereto attached, appeared in the issues of said newspaper as follows:

February 8th, 2000

February 15th, 2000

February, 2000

February, 2000

February, 2000

Number of Lines/Words 26 Lines

Published 2 Times

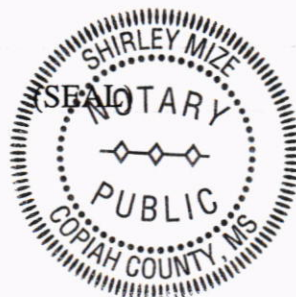
Total: \$159.95

Signed Beverly Collins
Authorized Clerk of The Clarion-Ledger

SWORN to and subscribed before me the 15th day of February, 2000.

Shirley Mize
Notary Public

Notary Public State of Mississippi At Large.
My Commission Expires: Feb. 26, 2002
Bonded thru Notary Public Underwriters



BID OPENING REPORT

Project: Tractor

Street Dept/Public Works

Owner: City of Clinton

Engineer: _____

Bid Date: February 28, 2000 at 10:00 _____
a.m. ☒ p.m.

Location: City Hall
300 Jefferson Street
Clinton, MS 39056

Pre Bid Estimate: \$20,000.

[illegible]

The above bid amounts have not been checked. The bid totals are subject to correction after the bids have been completely reviewed.

Signed: Joe Albre
Date: 2-28-2000

AGENDA ITEM 10C

BID TABULATION
2000 STREET IMPROVEMENTS PROGRAM

CITY OF CLINTON, MS
March 3, 2000
10:00 A.M.

Item Number	Item Description	Proposal Quantity	Item Unit	Superior Asphalt, Inc.		Dickerson & Bowen, Inc.		APAC - Mississippi, Inc.		Adcamp, Inc.	
				Unit Price	Total Price	Unit Price	Total Price	Unit Price	Total Price	Unit Price	Total Price
S-403-C	Hot Bituminous Pavement Surface Course, SC-1, Type 2	14,050	Tons	\$35.72	\$501,866.00	\$32.05	\$450,302.50	\$32.50	\$456,625.00	\$33.42	\$469,551.00
S-301-A	Base Failure Repair Dig Out and Repair with BB-1	200	Tons	\$34.67	\$6,934.00	\$32.05	\$6,410.00	\$32.50	\$6,500.00	\$33.00	\$6,600.00
S-304	Granular Material Class 5, Group C (For Shoulder Work)	200	Tons	\$10.00	\$2,000.00	\$12.00	\$2,400.00	\$13.00	\$2,600.00	\$9.25	\$1,850.00
406-A	Cold Milling of Bituminous Pavement (All Depths)	6,000	Square Yards	\$1.60	\$9,600.00	\$1.60	\$9,600.00	\$1.65	\$9,900.00	\$1.00	\$6,000.00
901-S-619-C	Traffic Stripe (Continuous White)	18,500	Feet	\$0.12	\$2,220.00	\$0.12	\$2,220.00	\$0.12	\$2,220.00	\$0.12	\$2,220.00
901-S-619-D	Traffic Stripe (Continuous Yellow)	18,500	Feet	\$0.12	\$2,220.00	\$0.12	\$2,220.00	\$0.12	\$2,220.00	\$0.12	\$2,220.00
TOTAL BID PRICE				\$524,840.00		\$473,152.50		\$480,065.00		\$488,441.00	

THIS IS TO CERTIFY THAT THE ABOVE BID AMOUNTS ARE A TRUE AND ACCURATE TABULATION OF THE CONSTRUCTION BIDS RECEIVED ON THIS PROJECT.

BY: Richard L. Broome
RICHARD L. BROOME, P.E., CITY ENGINEER
CITY OF CLINTON, MS

DATE:

3/3/00



10C

Proof of Publication

10C

Proof of Publication

The State of Mississippi

Hinds County

PASTE PROOF HERE

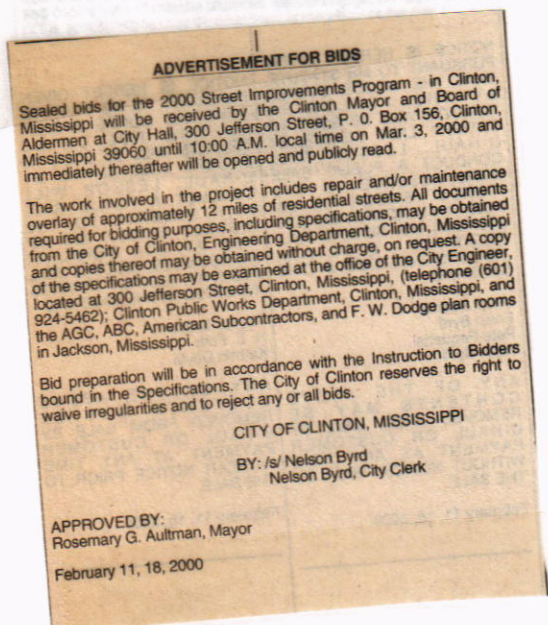
PERSONALLY appeared before me, the undersigned notary public in and for Hinds County, Mississippi,

Shirley Mize

an authorized clerk of THE CLARION-LEDGER, a daily newspaper as defined and prescribed in Sections 13-3-31 and 13-3-32, of the Mississippi Code of 1972, as amended, who, being duly sworn, states that the notice, a true copy of which is hereto attached, appeared in the issues of said newspaper as follows:

Dates of Publication:

Lines:	66	Friday, February 11, 2000
Words:	215	Friday, February 18, 2000
Issues:	2	
Total:	\$53.30	



Signed

Shirley Mize

Authorized Clerk
of The Clarion-Ledger

Marie Mize

Notary Public

SWORN to and subscribed before me on
02/18/2000

Notary Public State of Mississippi At Large.

My Commission Expires: Nov. 8, 2000

Bonded thru Notary Public Underwriters

(SEAL)

11 A

SCANLON, SESSUMS, PARKER & DALLAS

A Professional Limited Liability Company

Attorneys at Law

1650 MIRROR LAKE PLAZA
2829 LAKELAND DRIVE
JACKSON, MISSISSIPPI 39208

Mike Parker

Direct No. (601)933-2043

E-mail: mparker@sspd.com

CITY OF CLINTON

TELEPHONE 601. 933.2040

FACSIMILE 601. 933.2050

INTERNET www.sspd.com

March 1, 2000

Honorable Rosemary Aultman
Mayor of the City of Clinton
Post Office Box 156
Clinton, Mississippi 39060

HAND DELIVERY

Re: Municipal Court Clerk

Dear Mayor Aultman:

I appreciated the opportunity to visit with you by telephone to discuss the position of Municipal Court Clerk. Although Julie Spell is presently functioning as the Court Clerk, I was not sure that the City had officially appointed her to that position and I was unable to locate Minutes to that effect. Unless the governing authority appoints a Municipal Court Clerk, the clerk of the municipality serves as the court clerk. Miss. Code Ann. §21-23-11.

I would like the City to fill this position primarily because a duly-appointed Municipal Court clerk could and should handle some of the more routine matters that I presently have to handle on weekends or after hours.

The statutes governing Municipal Courts provide that the clerk of court may handle initial appearances for persons charged with the commission of misdemeanor violations *if* the clerk has completed a course of training and education on the subject conducted by the Mississippi Judicial College *and* the Municipal Judge has established written guidelines and procedures for the Clerk of the Court to discharge this function. Julie Spell, the acting court clerk, has completed the training to conduct initial appearances and I established guidelines and procedures several years ago for the clerk of court to discharge this function. The previous court clerk, Anita Wray, handled initial appearances by following a form (which I also use) recommended by the Mississippi Judicial College. A copy of the form is enclosed along with a copy of Julie's certificate for initial appearance from the Mississippi Judicial Training College.

Persons charged with misdemeanor violations must have an initial appearance within 48 hours of their arrest. Many of these arrests occur over the weekend which means that the initial appearances have to be conducted on Sundays or on Monday or Tuesday night when I leave work. Once approved, the court clerk could handle appearances for weekend arrests during regular working hours on Monday and Tuesday. This would simply return us to the position we

March 1, 2000

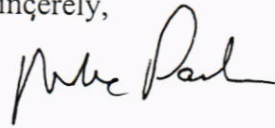
Page Two

were in when Anita Wray was court clerk. Of course, I will still handle initial appearances in all felony cases and most misdemeanor cases.

If a court clerk is appointed, I will enter the necessary order authorizing the clerk to handle municipal appearances and setting forth the guidelines and procedures as required. The only action I'm requesting of the City is to fill the position of Municipal Court Clerk so that we can take advantage of the benefits and duties that are part of the position.

Please let me know if you need further information or would like to discuss this further. Thank you for your consideration of this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read "Mike T. Parker". The signature is fluid and cursive, with the first name "Mike" and last name "Parker" clearly distinguishable.

Mike T. Parker

MTP/bsc
encl.



Certificate of Attendance

The University of Mississippi Law Center
Awards this Certificate to

Juliana Spell

for having attended the

Municipal Court Clerks Initial Appearance Training

Hilton Jackson ~ Jackson, Mississippi

September 10, 1999

conducted by the

Mississippi Judicial College

Linda E. Deas
Program Manager

Katie Johnson
Director

THE STATE OF MISSISSIPPI
MUNICIPAL COURT
CITY OF

CERTIFICATE OF INITIAL APPEARANCE
(Misdemeanor)

I certify that _____ whose address is _____

was granted an initial appearance before me on the _____ day of _____, 19____.
The following information was given to the defendant verbally and a copy of this certificate was also given the said defendant.

TO: _____, defendant:
1. **CHARGE AND PENALTY.** You have been charged with the following violations of law and if you are ultimately convicted you may be sentenced to the penalty shown after the offense(s).

Offense	Statute	Penalty
A. _____	_____	_____
B. _____	_____	_____
C. _____	_____	_____
D. _____	_____	_____

A copy of the complaint against you is attached to this certificate.

If your name and address as shown above are incorrect, the error should be pointed out to the Court, or any officer of the Court in which you appear.

- RIGHT TO REMAIN SILENT.** You are not required to speak and any statements you make may be used against you.
- RIGHT TO AN ATTORNEY.** You are entitled to be represented by a lawyer on the charges made against you if you so desire and if you are unable to afford an attorney you should ask the judge or the clerk of court to appoint an attorney to represent you which they will do if you qualify for appointed counsel. You may represent yourself if you so desire.
- RIGHT TO COMMUNICATION.** You have the right to communicate with your attorney, family or friends and reasonable means will be provided by the officer in charge of the jail to enable you to do so.
- ARRAIGNMENT AND TRIAL.** You will appear before the municipal court for arraignment on the _____ day of _____ charge(s) made against you. At this time you are to enter a plea of guilty, not guilty, or nolo contendere to the charge(s) in which the prosecution must prove your guilt beyond a reasonable doubt, you may not be required to testify but you may testify and may have witnesses subpoenaed in your own behalf and cross examine any witnesses testifying against you.
- RIGHT TO PRELIMINARY HEARING.** If you are not released from jail at the time you are arraigned and your case is not promptly tried thereafter you are entitled to a preliminary hearing to determine whether sufficient evidence exists to justify keeping you in jail and you may ask the judge or clerk of court to conduct a preliminary hearing.
- APPEAL.** You have the right to appeal an adverse judgement of the municipal court to county court or circuit court if there is no county court, within 30 days of judgement entry by filing with the clerk of the court to which an appeal is taken, simultaneously a written notice of appeal and cost bond to be approved by the municipal judge. If you are unable to make bond by reason of poverty you may appeal without bond if you make an affidavit of poverty as provided in Sec. 99-35-7 of the Mississippi Code.
- BAIL.** You have the right to bail. Your bail corresponding to the charges set forth in paragraph 1 above is:
A. _____ B. _____ C. _____ D. _____
The _____ must approve any bail bond

- COMMITMENT:** You are hereby committed to the custody of the Chief of Police to await the arraignment and further action of the municipal court.

This is the _____ day of _____, 19____.

(SEAL)

Municipal Judge/Court Clerk

Original — Municipal Court
Copy — Defendant

MC Form 8
8/95

Citation/Title

Miss. Code Ann. § 21-23-11, Court clerk; dockets and minutes; initial misdemeanor appearances

*8152 Miss. Code Ann. § 21-23-11

**WEST'S ANNOTATED MISSISSIPPI CODE
TITLE 21. MUNICIPALITIES
CHAPTER 23. MUNICIPAL COURTS**

Current through End of 1999 Reg. Sess.

§ 21-23-11. Court clerk; dockets and minutes; initial misdemeanor appearances

The clerk of the municipality shall be the clerk of the municipal court, unless the governing authorities shall otherwise elect. The clerk of the court shall attend the sittings of the court in person or by duly appointed deputies, and he shall be under the direction of the municipal judge. The governing authorities may authorize the municipal judge to appoint other municipal employees as deputy clerks of the court to assist the clerk of the court in the conduct of the court's responsibilities or the governing authorities may appoint deputy clerks of the court. The authorization to appoint and/or appointment of deputy clerks of the court shall be entered in the minutes of the municipality. A police officer of the municipality may be the clerk of the court or a deputy clerk of the court. The governing authorities shall provide for the training of court personnel.

The clerk of the court shall keep permanent dockets, upon which all cases shall be entered; said docket shall contain the style of the case and the nature of the charge against an accused, and the names of witnesses for the prosecution and defendant. The clerk of the court shall also keep a minute record in which all orders and judgments shall be entered. One (1) record may serve as both the docket record and minute record. The clerk of the court or deputy clerk of the court shall issue all process from the court, except arrest warrants or process for the seizure of persons and property, and shall administer the collection of all fines, penalties, fees and costs imposed by the court and deposit all collections with the municipal treasurer or equivalent officer. The clerk of the court shall purchase all dockets, minute record, stationery and other supplies for the municipal court, and have the account allowed by the municipal judge; the order allowing the same shall be entered upon the minutes, and the municipal authorities shall pay the same. The clerk of the court and deputy clerks of the court shall have power to take acknowledgments, administer any oaths required by law to be taken by any person, and take affidavits charging any crime against the municipality or state.

*8153 When the municipal judge is unavailable, persons charged with the commission of misdemeanor violations within the municipality may be brought before the clerk of the court for initial appearances required by the Mississippi Uniform Criminal Rules of Circuit Court Practice where the clerk of the court has satisfactorily completed a course of training and education on this subject conducted by the Mississippi Judicial College of the University of Mississippi Law Center and the municipal judge has established written guidelines and procedures for the clerk of the court to discharge this function. Such guidelines shall be entered in the minutes of the court and be deemed a public record and made available to defendant or counsel.

CREDIT(S)

1999 Main Volume

Laws 1950, Ch. 491, § 105; Laws 1979, Ch. 401, § 7; Laws 1988, Ch. 418, § 1; Laws 1989, Ch. 571, § 3; Laws 1995, Ch. 506, § 1; Laws 1995, Ch. 447, § 6, eff. July 1, 1995.

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Contract For Services

Agreement made this 25th day of Mar, 2000, by and between Weed Pro, LLC, a Louisiana Limited Liability Corporation, whose address is 109 Cedarbrook, Monroe, Louisiana 71203 "the Contractor" and the City of Clinton, Mississippi whose address is P.O. Box 156 Clinton, Mississippi 39060 ("the Company").

Agreement

Now, therefore, in consideration of the mutual covenants herein contained, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. **Services to be performed.** During the term hereof, as hereinafter defined, the Contractor shall control all vegetation (except bermuda grass) in approximately 40 acres of drainage channels with 3 spraying applications. The first application shall be made in April, the second application made in the month of June and the third application made in the month of August; dependent upon weather conditions. Applications shall be made by custom hand gun treatments with truck-mounted spray equipment or backpack sprayers.

2. **Term.** This Agreement shall terminate on September 30, 2000 unless extended by written agreement of the parties.

3. **Contract Amount; Payment.** Contract amounts shall be agreed upon as: Drainage Sprayings - 3 (three) applications at \$3,833.33 per application. The total Contract amount for all services for 2000 without additions shall total \$11,499.00. Additional drainage areas may be added at the rate of \$.01 per square foot per application. Additional streets may be added at the rate of \$199.00 per mile per application. Upon satisfactory completion of the services specified above, the Company shall pay the Contractor based upon Contractor's invoice. No payment shall be made for areas which the herbicides are ineffective and additional treatments shall be performed by the Contractor at the Contractor's cost until effectiveness is achieved.

4. **Compliance with Laws.** The Contractor maintains that it is in the business of providing the services described above and that it currently holds valid licenses or permits necessary for the conduct of its business.

5. **Insurance.** The Contractor currently holds and shall maintain the following insurance:

General Liability:	\$2,000,000
Workmen's Compensation:	\$1,000,000
Automobile Liability:	\$1,000,000

6. **Safety.** The Contractor shall be responsible for maintaining safety at and around the worksite, and shall provide adequate precautions when performing services on City or State roads.

14.

6. **Safety.** The Contractor shall be responsible for maintaining safety at and around the worksite, and shall provide adequate precautions when performing services on City or State roads.

7. **Governing Law.** This Agreement shall be construed in accordance with the laws, statutes and regulations of the State of Mississippi.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date and year first above written.

By: *David E. Hanson*
 Name: DAVID E HANSON
 Title: PRESIDENT

Weed Pro, LLC
 Witness: *Deanna Hanson*

109 Cedarbrook
 Monroe, Louisiana 71203

By: *Rosemary G. Aultman*
 Name: ROSEMARY AULTMAN
 Title: MAYOR

City of Clinton
 Witness: *Nelson Byrd*

P.O. Box 156
 Clinton, Mississippi 39060



1999

**FINAL RESOLUTION OF
THE MAYOR AND BOARD OF ALDERMEN OF CLINTON, MISSISSIPPI
GRANTING EXEMPTION FROM AD VALOREM TAXES**

The Mayor and Board of Aldermen next took up for consideration the matter of granting tax exemption from ad valorem taxes for **MCI WORLDCOM MANAGEMENT COMPANY, INC.**, and the following Resolution, being first reduced to writing, was introduced:

**RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN
OF CLINTON, MISSISSIPPI, GRANTING FINAL APPROVAL
OF AD VALOREM TAX EXEMPTION TO **MCI WORLDCOM
MANAGEMENT COMPANY, INC.**, CLINTON, MISSISSIPPI.**

WHEREAS, heretofore, **MCI WORLDCOM MANAGEMENT COMPANY, INC.** authorized to do business and doing business in Clinton, Hinds County, Mississippi, filed with the Mayor and Board of Aldermen of Clinton, Mississippi, an application for ad valorem taxes except state and Hinds County School District ad valorem taxes for an initial period of five (5) years as authorized by Section 27-31-105, et seq., of the Mississippi Code of 1972, as amended, which said application was approved by the Mayor and Board of Aldermen of Clinton, Mississippi, subject to the approval of the State Tax Commission of the State of Mississippi; that **MCI WORLDCOM MANAGEMENT COMPANY, INC.** is entitled to apply for ~~and be granted~~ an extension of five (5) years upon furnishing proof of compliance, but that the total years for any exemption granted will not exceed ten (10) years; and

WHEREAS, on the 24th day of FEBRUARY, ~~19~~²⁰⁰⁰, the State Tax Commission of the State of Mississippi approved said application; and

WHEREAS, a certified copy of the aforesaid State Tax Commission's approval has been received by the Mayor and Board of Aldermen of Clinton, Mississippi and recorded in its minutes.

NOW, THEREFORE, in consideration of the premises, the Mayor and Board of Aldermen of Clinton, Mississippi, do hereby finally approve said application for ad valorem tax exemption, except State and Hinds County School District ad valorem taxes for an initial period of five (5) years from January 1, 1999. That **MCI WORLDCOM MANAGEMENT COMPANY, INC.** is entitled to apply for ~~and be granted~~ an extension of five (5) years upon furnishing proof of compliance, but that the total years for any exemption granted will not exceed ten (10) years.

The foregoing Resolution granting ad valorem tax exemption except State and Hinds County School District ad valorem taxes to **MCI WORLDCOM MANAGEMENT COMPANY, INC.**, was made on motion by Board member BRABHAM, Seconded by Board member LOTT, and unanimously adopted on this the 7TH day of MARCH,

2000
19

Rosemary G. Auetman

ATTEST:

Nelson Byrd

Ed Buelow, Jr., Chairman
and Commissioner of Revenue

Lisa W. Davis, CPA
Associate Commissioner

Russell E. Hawkins, CPA
Associate Commissioner



MISSISSIPPI
STATE TAX COMMISSION

Office of Property Tax
Post Office Box 960
Jackson, Mississippi 39205-0960
Telephone: 601-923-7631
Fax: 601-923-7637
RITA FISHER

February 24, 2000

Mr. Nelson Byrd
City Clerk
City of Clinton
P. O. Box 156
Clinton, MS 39060

RE: Ad Valorem Taxation Exemption -MCI WorldCom Management Company

Dear Mr. Byrd:

In response to your application for ad valorem taxation, except for state and school district taxes, we concur with the prior approval of the local authorities from which this exemption is sought. This exemption is for a period of five (5) years from and after December 31, 1998, with a total true value of \$44,240,123.

In accordance with the power and authority conferred upon the State Tax Commission by Section 27-31-101, et seq., Mississippi Code of 1972, as amended, the State Tax Commission hereby certifies that the above captioned property is eligible for ad valorem tax exemption and is in compliance with the provisions of the above statute.

By issuing this certificate of approval, we are enclosing the original application of the above captioned corporation for further action by the board of supervisors, and/or the governing authorities of the municipality, to enter a final order on its minutes declaring that this property is exempted and the dates when such exemption commences and expires.

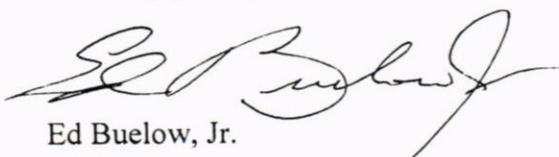
SCHOOL TAX/YEAR	#	353,833
CITY	✓	✓
		\$ 240,354

Nelson Byrd
Page -2-
February 24, 2000

Please submit to our office a copy of your final board resolution showing the total true value approved by the board.

With kindest personal regards, we are

Sincerely yours,



Ed Buelow, Jr.
Chairman

EB/ns

Enclosures

cc: Mike Barnes

/mcil

APPLICATION TO THE MAYOR AND BOARD OF ALDERMEN
OF CLINTON, MISSISSIPPI
FOR EXEMPTIONS FROM AD VALOREM TAXES

**APPLICATION OF MCI WORLDCOM MANAGEMENT COMPANY, INC.
FOR EXEMPTION FROM AD VALOREM TAXES FOR A PERIOD OF
FIVE YEARS AS AUTHORIZED BY SECTION 27-31-101, et seq., OF THE
MISSISSIPPI CODE OF 1972, AS AMENDED**

TO THE MAYOR AND BOARD OF ALDERMEN OF CLINTON, MISSISSIPPI:

1. **MCI WORLDCOM MANAGEMENT COMPANY, INC.** files this its application in triplicate for exemption from ad valorem taxation, except State and school district ad valorem taxation, and respectfully represents unto this Honorable Mayor and Board of Aldermen as follows:
2. Applicant, **MCI WORLDCOM MANAGEMENT COMPANY, INC.** is a Delaware corporation, domiciled in the city of Clinton, Hinds County, Mississippi, and qualified to do business in Mississippi, with the headquarters of its operations in Clinton, Hinds County, Mississippi.
3. Applicant is now operating within the City of Clinton, Hinds County, Mississippi, located at 500 Clinton Center Drive and is a bona fide enterprise of public utility within the meaning of Sections 27-31-101, et seq., and 27-31-105, et seq., and related Sections of the Mississippi Code of 1972, as amended, which has made additions to or expansions of its facilities or properties or has replaced equipment used in connection with or necessary to the operation of its business.
4. That Applicant is a corporate regional and national headquarters under the Department of Economic and Community Development guidelines(copies of which are attached

hereto as Exhibit "A") for purposes of ad valorem tax exemption under Section 27-31-105 of the Miss. Code of 1972, as amended.

5. Applicant therefore is eligible for the exemption granted by Section 27-31-105 of the Mississippi Code of 1972, as amended, namely as a corporate regional and national headquarters within the meaning of Sections 27-31-101, et seq., and 27-31-105, et seq., of the Mississippi Code of 1972, as amended.

6. The exemption prayed for in this Application is with respect to additions to, expansions of, or replacements with respect to Applicant's said enterprise of public utility as enumerated in Section 27-31-101, which expansions, additions, and replacements will promote the development of Hinds County, Mississippi and the City of Clinton, Mississippi.

7. Applicant is constructing a building in Hinds County, Clinton, Mississippi, located at 500 Clinton Center Drive, Clinton, Mississippi 39056, for the purpose of expanding its regional and national headquarters. This Application relates to the additions and replacements of real property (as listed in Exhibit "B" hereto) and personal property (as listed in Exhibit "C" hereto) as a result of the expansion.

8. The expansion which is the subject of this Application was completed on or about the 31st day of December, 1998, within the meaning of the applicable statutes of the State of Mississippi, and therefore, the exemption hereby claimed should commence on January 1, 1999.

9. Said expansion will provide approximately 250 new jobs with an estimated annual payroll of between \$6 million and \$8 million.

10. When hiring, the Applicant will give preference to Hinds County residents and will utilize Hinds County minority vendors, suppliers, subcontractors, and professionals to the extent consistent with the law and to the extent consistent with the following. The Applicant affirms that it is an equal opportunity employer. Nothing in this paragraph is intended to create third-party beneficiary rights or, since this Application is intended to apply only to the Applicant's facility in Hinds County, to restrict the Applicant's discretion in employment decisions or contracts of national or international scope and not of a purely local nature, or otherwise unrelated to Hinds County, nor to restrict the applicant from employing the best qualified applicants for positions in all locations, including the Hinds County facility. Thus, Applicant will continue to hire the best qualified applicant for each position, giving preference to Hinds County residents for positions in its Hinds County facility when all other factors, such as education, experience, and skill level are equal.

11. The true value of all real property to be exempted is \$21,561,010 and the true value of all personal property to be exempted is \$20,124,652, as shown in an itemized lists attached hereto as Exhibits "B" and "C" and made a part hereof.

12. Said exemption of the real and personal property described in Exhibits "B" and "C" should be granted for an initial period of five (5) years beginning on January 1, 1999 and ending on the 31st day of December, 2003. Applicant should be entitled to apply for ~~and be granted~~ an extension of five (5) years upon furnishing proof of compliance, with the total years for any exemption not to exceed ten (10) years.

PRAYER

WHEREFORE, Applicant prays that the Mayor and Board of Aldermen enter a finding that applicant's business is in fact a corporate regional and national headquarters, that the Applicant has in fact undertaken an addition to, expansion of, or replacement with respect to an enterprise of public utility; and that the first phase of same was completed on the 31st day of December, 1998, within the meaning of the applicable laws of Mississippi;

That applicant be granted an exemption from ad valorem taxation except State and School District ad valorem taxation, as provided by law, for an initial period of five(5) years beginning on the 1st day of January, 1999, and ending on the 31st day of December, 2003, upon all of the real and personal property described in Exhibits "B" and "C" attached hereto and made a part hereof, used in, or necessary to the operation of applicant's business in the City of Clinton, Hinds County, Mississippi;

That Applicant be entitled to apply for ~~and be granted~~ an extension of five (5) years upon furnishing proof of compliance, with the total years for any exemption granted not to exceed ten (10) years; and

That the Mayor and Board of Aldermen approve this application by an order or resolution spread upon its minutes, declaring that such property is exempt from all ad valorem taxation, except State and School District ad valorem taxation, for an initial period of five(5) years beginning on January 1, 1999; that the Applicant will be entitled to apply for and be granted an extension of five (5) additional years; that the total years for exemption for this expansion shall not exceed ten (10) years; and that said Mayor and Board of Aldermen shall forward the original and three certified

Respectfully submitted, this the 19th day of October, 1999.

By: Robert Hansen

Title: Director

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority, Rafael L. Garces known to me to be the Director of Property Tax of MCI WORLDCOM MANAGEMENT COMPANY, INC., who being first duly sworn upon his oath says the facts stated in the foregoing application for Exemption from Ad Valorem Taxes are true and correct.

GIVEN under my hand and seal of office this the 19th day of October, 1999.

Jody Pace
NOTARY PUBLIC

My Commission Expires:

12-18-2001

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 18, 2001
BONDED THRU STEGALL NOTARY SERVICE

MDECD GUIDELINES FOR AD VALOREM EXEMPTION

A minimum of 35 jobs must be created to qualify for the ad valorem exemption.

National Headquarters

That location or office, of a multi-state business, where managerial, professional, technical and administrative personnel are domiciled and employed and where the businesses financial, personnel, legal, technical, support staff, support services, and other centralized business functions are performed. The function and purpose of the national headquarters is to plan, direct, and control all aspects of the organization operations and has final authority over all regional offices, operating facilities, or any other offices of the business enterprise. The "national headquarters" is subordinate only to the ownership of the organization or its representatives.

Regional Headquarters

One of several management offices or facilities of a multi-state business that is responsible for planning, directing, and controlling all aspects of the business operations within a sub-divided area of the United States.

A regional headquarters is a separate function from those offices and personnel responsible for the management of operating facilities within its region. The regional headquarters employees would be comprised of management, administrative, and other personnel engaged in their direct support. A regional headquarters would have final authority over all matters within its region of operations and be subordinate to a national headquarters.

Support staff are those full-time employees required to assist management and other headquarters personnel or perform other functions which are unique to, or required by the national headquarters. The classification of support personnel as headquarters employees is dependent on their duties being in direct relationship to the functions of the office or facility and not solely upon their presence in that physical location.

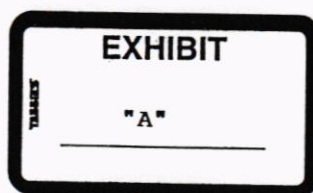


EXHIBIT B

Worldcom Management Co.
Schedule of Exempt Real Property
500 Clinton Center Drive
Hinds County, Mississippi 39056
Y/E 12/31/98

<u>Description</u>	<u>True Value</u>
Land (Parcel # 2862166-97)	
#1 Building	2,766,750
#2 Building	9,205,810
	9,588,450
 TOTAL	
	<u>21,561,010</u>

See attached three pages for legal description of property.

A parcel of land situated in the Southeast Quarter and the Southwest Quarter of Section 30, and the Northeast Quarter of the Northwest Quarter of Section 31, Township 6 North, Range 1 West, City of Clinton, Hinds County, Mississippi, and being more particularly described as follows:

Begin at the Southeast corner of Section 30, Township 6 North, Range 1 West, marked by a found half inch iron pin; Thence South 89 degrees 45 minutes 37 seconds West, along the South line of said Section 30, and also the South line as described in a boundary line agreement as recorded in Deed Book 3500, Page 521 in the office of the Chancery Clerk of Hinds County, Jackson, Mississippi, for a distance of 1334.44 feet to the Southeast corner of the Southwest Quarter of the Southeast Quarter of said Section 30, marked by a found 2 inch pipe, said point also being the Northeast corner of Countrywood of Trailwood Subdivision, Part 1, as recorded in the office of the Chancery Clerk of Hinds County;

Thence North 89 degrees 57 minutes 19 seconds West, along the South line of said Section 30, for a distance of 270.11 feet to a point marked by a found 1 inch iron pipe;

Thence South 89 degrees 15 minutes 30 seconds West, along the South line of said Section 30, for a distance of 1053.90 feet to the Southwest corner of the Southeast Quarter of Section 30 as marked by a found half inch iron pin;

Thence South 01 degree 46 minutes 18 seconds West for a distance of 168.00 feet to a found half inch iron pin;

Thence South 89 degrees 25 minutes 05 seconds West for a distance of 579.24 feet to a found half inch iron pin on the East right of way line of Clinton-Raymond Road, having an 80 foot wide right of way, as it is now laid out and exists, September 12, 1996;

Thence along said East right of way the following courses;

North 41 degrees 14 minutes 39 seconds East for a distance of 126.02 feet to a found half inch iron pin; North 26 degrees 49 minutes 06 seconds East for a distance of 261.21 feet to a found half inch iron pin; N 25 degrees 43 minutes 49 seconds East for a distance of 385.85 feet to a found half inch iron pin; North 23 degrees 38 minutes 21 seconds East for a distance of 262.49 feet to a found half inch iron pin; North 18 degrees 40 minutes 47 seconds East for a distance of 214.42 feet to a found half inch iron pin; North 13 degrees 54 minutes 43 seconds East for a distance of 467.99 feet to a found half inch iron pin; North 12 degrees

31 minutes 56 seconds East for a distance of 374.77 feet to a set half inch iron pin; South 78 degrees 56 minutes 30 seconds East for a distance of 10.00 feet to a found half iron pin; North 11 degrees 03 minutes 30 seconds East for a distance of 201.50 feet to a found half iron pin marking the flare of the South right of way line of Interstate 20;

Thence along the South right of way line of said Interstate 20 the following;

North 71 degrees 09 minutes 25 seconds East for a distance of 141.74 feet to a found concrete right of way monument, said point being 290 feet measured perpendicular from the centerline of said Interstate 20;

South 65 degrees 37 minutes 52 seconds East for a distance of 485.08 feet to a found half inch iron pin being 170 feet measured perpendicular from the centerline of said Interstate 20;

South 51 degrees 18 minutes 30 seconds East for a distance of 760.78 feet to a found concrete right of way monument, being 170 feet measured perpendicular from the centerline of said Interstate 20;

Thence along a curve to the left having a radius of 17359.72 feet and arc length of 544.55 feet for a chord bearing and distance of South 52 degrees 12 minutes 25 seconds East, 544.53 feet to a found half inch iron pin being 170 feet measured perpendicular from the centerline of said Interstate 20;

South 50 degrees 46 minutes 21 seconds East for a distance of 303.52 feet to a found half inch iron pin being 185 feet measured perpendicular from the centerline of said Interstate 20;

Thence along a curve to the left, having a radius of 17374.72 feet and arc length of 755.37 feet for a chord bearing and distance of South 55 degrees 21 minutes 04 seconds East, 755.31 feet to the East line of said Section 30, marked by a found 3/4 inch iron pin;

Thence, leaving said South right of way line, South 00 degrees 14 minutes 20 seconds East along said East line and further described in a boundary line agreement, recorded in Deed Book 3500 Page 521, for a distance of 357.17 feet to the Point of Beginning, containing 3,708,696.000 square feet, 85.14 acres, more or less.

Less and except the following:

INDEX: SE ¼ and the SE ¼ of the SW ¼ of Sec. 30, T-6-N, R-1-W

Begin at a point being a found concrete right-of-way monument on the present Southern right-of-way line for the existing Interstate 20 Highway that is located South 38°41'30" West, a distance of 289.95 feet from the centerline of survey for said Interstate Highway at Station 84+30 as shown on the plans for Federal Aid Project No. 59-0020-01-136-10; from said point of beginning run thence South 65°37'29" East along said present right-of-way line, a distance of 485.06 feet to a found iron pin being 170 feet Southerly of and perpendicular to the centerline of survey for said Highway at Station 89+00; thence continue to run along said present right-of-way line South 51°14'35" East, a distance of 650.48 feet; thence leaving said present right-of-way line, run North 67°36'09" West, a distance of 677.20 feet to a point being 360 feet Southerly of and perpendicular to the centerline of survey for said Highway at Station 89+00; thence run courses of North 79°47'06" West, a distance of 416.86 feet and South 34°29'18" West, a distance of 161.55 feet to a point being 80 feet Easterly of and perpendicular to the centerline of survey for the relocation of Clinton-Raymond Road at Station 111+50 as shown on the plans for said Project; thence run South 12°41'13" West, a distance of 442.47 feet to a point being 80 feet Easterly of and perpendicular to the centerline survey for said Road at Point of Tangency Station 107+07.53; thence run South 10°23'41" East, a distance of 122.16 feet to a line that is parallel with and 130 feet Easterly of measured radially to the centerline of survey for said Road at Station 106+00; thence run Southwesterly along said parallel line being the circumference of a circle to the right with a radius of 2,994.79 feet, a distance of 78.42 feet to a point radial to the centerline of survey for said Road at Station 105+25 and hereby designated as Point "D" for future reference; thence continue to run Southwesterly along said parallel line being the circumference of a circle to the right with a radius of 2,994.79 feet, a distance of 104.54 feet to a point radial to the centerline of survey for said Road at Station 104+25 and hereby designated as Point "C" for future reference; thence continue to run Southwesterly along said parallel line being the circumference of a circle to the right with a radius of 2,994.79 feet, a distance of 26.13 feet to a point radial to the centerline of survey for said Road at Station 104+00; thence run South 39°49'39" West, a distance of 164.79 feet to a point being 75 feet Easterly of measured radially to the centerline of survey for said Road at 102+50 and hereby designated as Point "B" for future reference; thence run South 28°24'30" West, a distance of 252.49 feet to a point being 50 feet Easterly of and perpendicular to the centerline of survey for said Road at Station 100+00; thence run North 72°00'44" West, a distance of 11.65 feet to a found iron pin on the present Easterly right-of-way line for the existing Clinton-Raymond Road and hereby designated as Point "A" for future reference; thence run along said present right-of-way line courses of North 23°41'33" East, a distance of 262.49 feet to a found iron pin and North 18°41'06" East, a distance of 214.40 feet to a found iron pin and North 13°56'53" East, a distance of 467.96 feet to a found iron pin and North 12°34'47" East, a distance of 376.03 feet to a found iron pin, and South 78°56'30" East, a distance of 10.00 feet to a found iron pin and North 11°06'44" East, a distance of 200.91 feet to a found iron pin marking the intersection of said present Road right-of-way line and said present Highway right-of-way line; thence run North 71°08'43" East along the said Highway right-of-way line, a distance of 141.39 feet to the point of beginning containing 6.09 acres of land, more or less, and being situated in and a part of the Southeast ¼ and the Southeast ¼ of the Southwest ¼ of Section 30, Township 6 North, Range 1 West, Hinds County, Mississippi and

Together with any and all abutter's right of access if any, in, to, over, on and across the above described parcel of land, except that such remaining property shall have access between Point "A" and Point "B" and between Point "C" and Point "D" as designated above and shown on the plans for said Project.

Page 3 of 3

EXHIBIT C

Worldcom Management Co.
Schedule of Exempt Personal Property
500 Clinton Center Drive
Hinds County, Mississippi 39056
Y/E 12/31/98
1999 Additions

<u>Description</u>	<u>Cost</u>	<u>Depreciation</u>	<u>Net Book Value</u>
Furniture & Fixtures	2,783,871	167,032	2,616,839
Personal Computers	17,330,461	2,079,655	15,250,806
Office Equipment	2,564,781	307,774	2,257,007
 TOTAL	 <u>22,679,113</u>	 <u>2,554,461</u>	 <u>20,124,652</u>

See Attached Detailed Listing

WorldCom Management Company, Inc.
Detail of Exempt Personal Property
500 Clinton Center Drive
Hinds County, Mississippi 39056
YE 12/31/98

Asset Number	Location Code	Description	Account	Exhibit C-Class	By Site-Class	Sub-Type	Acquisition Date	Cost
CIP-26534	03080	Furniture & Fixtures - Movable Partitions	150010	Furniture & Fixtures	Under Construction	15008	199812	2,781,838
CIP-25377	08320	Furniture & Fixtures	150010	Furniture & Fixtures Total	Under Construction	15000	199812	2,233
324730	03047	OFFICE EQUIPMENT-FACIMILE DEVI	153030	Office Equipment	Office Equipment	16006	199809	3,007
347803	03080	Office Equipment-Photostat Cop	153030	Office Equipment	Office Equipment	16008	199809	20,400
350846	03080	Office Equipment-Photostat Cop	153030	Office Equipment	Office Equipment	16008	199809	1,428
352017	03080	Security Alarm System	153030	Office Equipment	Office Equipment	16028	199810	345,379
357092	03080	Office Equipment-Telephone/Pbx	153030	Office Equipment	Office Equipment	16013	199812	547,329
359542	03080	Office Equipment-Telephone/Pbx	153030	Office Equipment	Office Equipment	16013	199812	107,564
317404	08320	OFFICE EQUIPMENT-FACIMILE DEVI	153030	Office Equipment	Office Equipment	16006	199801	2,108
317405	08320	OFFICE EQUIPMENT-TELEPHONE/PBX	153030	Office Equipment	Office Equipment	16006	199802	81,485
330268	08320	OFFICE EQUIPMENT-FACIMILE DEVI	153030	Office Equipment	Office Equipment	16006	199802	2,241
347141	08320	Camera/Audio Visual Equip/Vc	153030	Office Equipment	Office Equipment	16002	199808	68,391
347142	08320	Office Equipment-Facimile Devl	153030	Office Equipment	Office Equipment	16006	199808	145
347143	08320	Office Equipment-Facimile Devl	153030	Office Equipment	Office Equipment	16006	199808	3,723
347144	08320	Office Equipment-Facimile Devl	153030	Office Equipment	Office Equipment	16006	199808	1,925
347145	08320	Office Equipment-Facimile Devl	153030	Office Equipment	Office Equipment	16006	199808	1,799
347146	08320	Office Equipment-Facimile Devl	153030	Office Equipment	Office Equipment	16006	199808	1,799
349429	08320	Office Equipment-Facimile Devl	153030	Office Equipment	Office Equipment	16006	199809	1,799
350976	08320	Office Equipment-Facimile Devl	153030	Office Equipment	Office Equipment	16006	199809	126
350977	08320	Office Equipment-Facimile Devl	153030	Office Equipment	Office Equipment	16006	199809	126
350978	08320	Office Equipment-Facimile Devl	153030	Office Equipment	Office Equipment	16006	199809	126
358498	08320	Office Equipment-Facimile Devl	153030	Office Equipment	Office Equipment	16002	199812	13,645
358499	08320	Camera/Audio Visual Equip/Vc	153030	Office Equipment	Office Equipment	16004	199812	33,265
359818	08320	Office Equipment-Other	153030	Office Equipment	Office Equipment	16013	199812	404
CIP-28802	03080	Office Equipment-Telephone/Pbx	153030	Office Equipment	Office Equipment	16013	199812	44,927
CIP-27355	03080	Copier	150010	Office Equipment	Under Construction	16008	199812	2,212
CIP-27356	03080	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	2,775
CIP-27656	03080	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	2,377
CIP-27686	03080	Camera/Audio Visual/VCR	150010	Office Equipment	Under Construction	16002	199812	10,203
CIP-27725	03080	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	1,985
CIP-27755	03080	Copier	150010	Office Equipment	Under Construction	16008	199812	45,021
CIP-27814	03080	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	1,985
CIP-27861	03080	Copier	150010	Office Equipment	Under Construction	16008	199812	28,628
CIP-28375	03080	Copier	150010	Office Equipment	Under Construction	16008	199812	29,118
CIP-28377	03080	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	2,267
CIP-28474	03080	Copier	150010	Office Equipment	Under Construction	16008	199812	21,138
CIP-23660	08320	Office Equipment - Other	150010	Office Equipment	Under Construction	16004	199812	986,683
CIP-24038	08320	Telephone/PBX	150010	Office Equipment	Under Construction	16013	199812	0
CIP-25792	08320	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	59
CIP-26046	08320	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	2,383
CIP-26766	08320	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	1,981
CIP-466	08320	Office Equipment - Other	150010	Office Equipment	Under Construction	16004	199812	33,428
CIP-596	08320	Office Equipment - Other	150010	Office Equipment	Under Construction	16004	199812	78,682
CIP-27634	08320	Telephone/PBX	150010	Office Equipment	Under Construction	16013	199812	192
CIP-27665	08320	Camera/Audio Visual/VCR	150010	Office Equipment	Under Construction	16002	199812	1,028
CIP-27812	08320	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	1,981
CIP-27815	08320	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	1,981
CIP-28090	08320	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	3,243
CIP-28093	08320	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	2,379
CIP-28300	08320	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	6,111

CIP-28382	08320	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	2,339
CIP-28482	08320	Fax Machine	150010	Office Equipment	Under Construction	16006	199812	4,877
CIP-27727	03047	Copier	150010	Office Equipment	Under Construction	16006	199812	6,783
				Office Equipment Total				2,664,781
356800	00745	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	87,521
351841	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199810	3,851
320615	03080	GENERAL HARDWARE	153070	Personal Computers	Personal Computers	17111	199803	66,889
357093	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	145,788
357094	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	918
357095	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	83,740
357096	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	226,768
357097	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	275,427
357098	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	213,433
357099	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	70,990
357100	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	307,782
357101	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	188,042
357102	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	3,480,837
357103	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	152,328
357104	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	310,389
356843	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	4,023
356844	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	7,341
356845	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	14,823
356846	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	43,646
356847	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	9,818
356848	03080	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	1,015
322593	08320	GENERAL HARDWARE	153070	Personal Computers	Personal Computers	17111	199803	226,377
326206	08320	GENERAL HARDWARE	153070	Personal Computers	Personal Computers	17111	199803	4,212
326207	08320	GENERAL HARDWARE	153070	Personal Computers	Personal Computers	17111	199803	4,344
331756	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199807	318,009
331757	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199807	1,598,405
350873	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199803	15,778
356850	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	69,828
356851	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	127,910
356852	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	169,889
356853	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	487,522
356854	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	36,972
356855	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	84,838
356856	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	408,564
356857	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	41,029
356858	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	4,045
356859	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	730,822
356810	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	56,730
356811	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	147,870
356820	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	712,410
356822	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	370,436
356824	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	9,163
356826	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	385,465
356828	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	34,076
356830	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	81,268
356832	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	285,485
356834	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	28,963
356836	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	2,868
356838	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	23,288
356840	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	248,536
356842	08320	General Hardware	153070	Personal Computers	Personal Computers	17111	199812	2,979
CIP-26446	03080	Computer - General Hardware	150010	Personal Computers	Personal Computers	17111	199812	10
CIP-25743	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	2,037
CIP-26598	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	660
CIP-26845	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	4,142
CIP-26984	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	17,478

CIP-27028	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	
CIP-27406	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	96,590
CIP-27441	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	868
CIP-27445	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	5,412
CIP-27446	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	23,724
CIP-27537	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	15,600
CIP-27657	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	293,564
CIP-27681	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	61,838
CIP-27720	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	62,324
CIP-27798	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	1,550,039
CIP-27985	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	56,478
CIP-28029	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	150,327
CIP-28083	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	37,433
CIP-28081	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	64,193
CIP-28174	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	31,327
CIP-28321	03080	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	38,431
CIP-25144	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	9,366
CIP-26123	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	446,667
CIP-26414	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	0
CIP-26480	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	12,413
CIP-26586	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	86,285
CIP-26607	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	45,620
CIP-26798	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	33,030
CIP-27050	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	3,163
CIP-27160	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	302
CIP-27906	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	87,875
CIP-28178	08320	Computer - General Hardware	150010	Personal Computers	Under Construction	17111	199812	11,398
				Personal Computers Total	Under Construction	17111	199812	1,735,057
				Grand Total				17,330,461
								22,679,113.00

RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN
OF CLINTON, MISSISSIPPI, AUTHORIZING APPLICATION
OF **DELPHI AUTOMOTIVE SYSTEMS, LLC** FOR EXEMPTION
FROM AD VALOREM TAXES AS AUTHORIZED BY
SECTION 27-31-101, ET SEQ. OF THE MISSISSIPPI CODE OF 1972
AND COMPLETED DECEMBER 31, 1999

The Board next took up for consideration the matter of granting tax exemption from ad valorem taxes for Delphi Automotive Systems, LLC, and the following Resolution, having first been reduced to writing, was introduced:

RESOLUTION OF THE MAYOR AND BOARD OF
ALDERMEN OF CLINTON, MISSISSIPPI, GRANTING
TAX EXEMPTION FROM AD VALOREM TAXES FOR
A ~~TEN~~^{FIVE}-YEAR PERIOD TO DELPHI AUTOMOTIVE
SYSTEMS, LLC, AS AUTHORIZED BY SECTION 27-
31-101, ET SEQ. OF THE MISSISSIPPI CODE, AS
AMENDED.

WHEREAS, Delphi Automotive Systems, LLC, filed in triplicate with this Board its Application for exemption from ad valorem taxation on expanded or replaced equipment and facilities in Plants 20, 21, 22, 24, 25 and 27, completed December 31, 1999, and located within the industrial park of the City of Clinton, Hinds County, Mississippi; and

WHEREAS, Delphi Automotive Systems, 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, the additions and expansions and replacement of equipment were completed on December 31, 1999, and as of that date the true value of all property to be exempt was Six Million, Four Hundred Fifty-five Thousand, One Hundred Ninety-Four

and 73/100 (\$6,455,194.73), as shown in an itemized list provided with the Application, a copy of which is attached hereto as Exhibit "A"; and

WHEREAS, this Board finds as a fact that the property described in the aforesaid Application constitutes an expanded industrial enterprise of public utility which was completed on the 31st day of December, 1999, and that said company is entitled to an exemption of five (5) years beginning on the 31st day of December, 1999, and ending on the 30th day of December, 2004, subject to approval and certification by the Mississippi State Tax Commission. Applicant can apply for consideration of an additional five year extension of this exemption at the conclusion of the first five years granted herein.

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

1. That the Application for ad valorem tax exemption by Delphi Automotive Systems, LLC, on the property described in Exhibit "A" of the Application filed by said Company for tax exemption with a true value of \$6,455,194.73, is hereby approved and said exemption is hereby granted to the extent of a five year period beginning on the 31st day of December, 1999, and ending on the 30th day of December, 2004, subject to certification of eligibility by the Mississippi State Tax Commission.

2. That the Clerk of this Board be and is hereby directed to spread a copy of this Order on the minutes of this Board; and that said Clerk shall forward the original and three certified copies of the Application and a certified copy of the transcript of this Order approving said Application to the Mississippi State Tax Commission for its certification of eligibility; and said Clerk shall also forward one certified copy to the Tax Assessor of

the City of Clinton and obtain the Certificate of said Tax Assessor stating that both the real and personal property as itemized in the Application have been placed on the appropriate tax roll as "Non-Taxable," except for State and School District ad valorem taxes, for the duration of the exemption period only.

After a full discussion of this matter, Alderman HISAW moved that the foregoing Resolution be adopted and said motion was seconded by Alderman Lott, and upon the question being put to a vote, the vote was as follows:

Alderman Jehu Brabham voted:	<u>Aye</u>
Alderman Tony Hisaw voted:	<u>Aye</u>
Alderman Rodney De Priest voted:	<u>Aye</u>
Alderman Clint Brantley voted:	<u>Aye</u>
Alderman Philip Fisher voted:	<u>Aye</u>
Alderman Herb Touchton voted:	<u>Aye</u>
Alderman Sharbert Lott voted:	<u>Aye</u>

WHEREUPON, the foregoing Resolution was declared passed and adopted at a regular meeting of the Board of Alderman of Clinton, Mississippi, on this, the 7th day of March, 2000.


ROSEMARY G. AULTMAN, Mayor
City of Clinton, Mississippi

ATTEST:


NELSON BYRD, City Clerk
City of Clinton, Mississippi

(SEAL)

g: RFW/Delphi/Delphi7c.res

EXHIBIT "A"

GENERAL MOTORS CORPORATION

DELPHI PACKARD ELECTRIC SYSTEMS

True value of property added to Plants 20, 21, 22, 24, 25 and 27 completed December 31, 1999:

<u>LOCATION</u>	<u>MACHINERY AND EQUIPMENT</u>	<u>FURNITURE AND FIXTURES</u>	<u>WORK-IN- PROGRESS INVENTORIES</u>	<u>TOTAL</u>
Plant 20	396,025.94	317,255.24	200,768.12	914,049.30
Plant 21	320,238.97	46,603.76	162,347.39	529,190.12
Plant 22	1,400,555.60	84,637.12	710,021.47	2,195,214.19
Plant 24	1,463,766.47	5,132.30	742,066.66	2,210,965.43
Plant 25	255,646.42	0.00	129,601.74	385,248.16
Plant 27	<u>146,339.63</u>	<u>0.00</u>	<u>74,187.90</u>	<u>220,527.53</u>
	\$3,982,573.03	\$453,628.42	\$2,018,993.28	\$6,455,194.73

APPLICATION OF
DELPHI AUTOMOTIVE SYSTEMS, LLC, FOR EXEMPTION
FROM AD VALOREM TAXES ON ADDITIONAL AND
EXPANDED PROPERTIES AND REPLACEMENT OF
EQUIPMENT AS AUTHORIZED BY SECTION
27-31-101, ET SEQ. OF THE MISSISSIPPI
CODE OF 1972 AND COMPLETED DECEMBER 31, 1999

TO THE MAYOR AND BOARD OF ALDERMEN OF CLINTON, MISSISSIPPI:

Delphi Automotive Systems, LLC, files this its application in triplicate for exemption from ad valorem taxation and respectfully represents unto this Honorable Board as follows:

1. Applicant is a Delaware Corporation with its principal place of business in Detroit, Michigan, and is qualified to do business in Mississippi with its registered office in Hinds County, Mississippi.
2. Applicant is now operating as an automobile component part manufacturing type of industry within the industrial park of the City of Clinton, Hinds County, Mississippi, which factory includes Plants 20, 22, 24, 25 and 27 containing bona fide expanded facilities of public utility within the meaning of Section 27-31-101, et seq. and related Sections of the Mississippi Code, as amended, and is eligible for the exemption granted by the above-mentioned section by specific enumeration, namely "manufacturing"; and the exemption prayed for in this Application is for additions or expansions of the above-mentioned plants and the replacement of equipment used in connection with or necessary to the operation of the said enterprise as provided in Section 27-31-105 of the Mississippi Code, as amended.
4. That said new additions or expansions and replacement of equipment were completed on the 31st day of December, 1999, within the meaning of the applicable statutes of

the State of Mississippi; and, therefore, the exemption hereby claimed is for a five year period to begin on the 31st day of December, 1999, and to end on the 30th day of December, 2004.

5. That said new additions or expansions and replacement of equipment will make more secure and support approximately 40 jobs with an estimated annual payroll of \$1,000,000.00 in the facilities of Delphi Automotive Systems, LLC.

6. That the true value of all property to be exempted is Six Million, Four Hundred Fifty-five Thousand, One Hundred Ninety-Four and 73/100 (\$6,455,194.73), as shown in an itemized list attached hereto as Exhibit "A" and made a part hereof.

PRAYER

WHEREFORE, Applicant prays that this Board of Aldermen enter a finding that Applicant's factory is in fact an expanded enterprise of public utility, and that the same was completed on the 31st day of December, 1999, within the meaning of the applicable laws of Mississippi; and

That Applicant be granted an exemption from ad valorem taxation except State and School District ad valorem taxation, as provided by law, upon all of the tangible property described in Exhibit "A" attached hereto and made a part hereof, used in, or necessary to, the operation of Applicant's factory in the industrial park of the City of Clinton, Hinds County, Mississippi, for a five year period beginning on the 31st day of December, 1999, and ending on the 30th day of December, 2004;

That this Board of Aldermen approve this application by an order or resolution spread upon its minutes, declaring that such property is exempt from all ad valorem taxation, for a period of ^{FIVE TB}~~ten~~ years, and forward the original and three certified copies of this application and a

certified transcript of such approval to the Mississippi State Tax Commission, and upon approval of such application by the said Mississippi State Tax Commission and certification of its approval, the Board will enter a final order on its minutes granting the exemption herein prayed.

Respectfully submitted, this the 21st day of January, ~~1999~~ ²⁰⁰⁰ *JSB*

DELPHI AUTOMOTIVE SYSTEMS, LLC

BY: *Larry V. Johnson*
LARRY JOHNSON
DIRECTOR, MISSISSIPPI OPERATIONS

STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, LARRY JOHNSON, who stated that he is Director, Mississippi Operations, of Delphi Automotive Systems, LLC, Clinton, Mississippi, and that the matters set forth in the foregoing Application for Exemption from Ad Valorem Taxation are true and correct to the best of his knowledge, information and belief.

SWORN TO AND SUBSCRIBED BEFORE ME, on this, the 21st day of January, ~~1999~~ ²⁰⁰⁰ *JSB*

Leresa J. Black
NOTARY PUBLIC

My Commission Expires:

April 7, 2003

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: Apr. 7, 2003
BONDED THRU NOTARY PUBLIC UNDERWRITERS

OF COUNSEL:

ROBERT P. WISE
WISE CARTER CHILD & CARAWAY
PROFESSIONAL ASSOCIATION
P. O. Box 651
Jackson, Mississippi 39205
(601) 968-5500 (telephone)
(601) 968-5593 (facsimile)
Email: Rwiselaw@aol.com
Web: www.mslawyer.com/rwise

EXHIBIT "A"

GENERAL MOTORS CORPORATION

DELPHI PACKARD ELECTRIC SYSTEMS

True value of property added to Plants 20, 21, 22, 24, 25 and 27 completed December 31, 1999:

<u>LOCATION</u>	<u>MACHINERY AND EQUIPMENT</u>	<u>FURNITURE AND FIXTURES</u>	<u>WORK-IN- PROGRESS INVENTORIES</u>	<u>TOTAL</u>
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Plant 25	255,646.42	0.00	129,601.74	385,248.16
Plant 27	<u>146,339.63</u>	<u>0.00</u>	<u>74,187.90</u>	<u>220,527.53</u>
	\$3,982,573.03	\$453,628.42	\$2,018,993.28	\$6,455,194.73

School Tax/yr # 51,629.
City Tax/yr 35,071.



WALTER D. BECKER, JR., CCIM



Telephone (601) 956-1915
Post Office Box 13853, Jackson, Mississippi 39236-3853

CONTRACT OF THE SALE AND PURCHASE OF REAL ESTATE

The undersigned Seller agrees to sell the herein described property to the undersigned Purchaser, and the Purchaser agrees to purchase said property, on the terms and conditions stipulated in the following schedule. Both Purchaser and Seller acknowledge that WALTER D. BECKER, JR., CCIM, Broker, is the procuring cause of this sale.

1. DESCRIPTION:

See attached Warranty Deed recorded in Deed Book 4877
at Page 866 together with all real property thereon.

2. PRICE: The Purchase Price of the Property is \$85,000.00
Payable as follows:
CASH . At Closing \$85,000.00
Balance payable as follows \$ n/a

3. TAXES: Taxes for the current year are to be pro-rated as of the closing date.

4. HAZARD INSURANCE: By Purchaser.

5. TITLE: The Seller is to furnish a warranty deed and a certificate of title prepared by an attorney, upon whose certificate title insurance may be obtained at regular rates from a title insurance company qualified to do and doing business in Mississippi. In lieu of a certificate of title, Seller may furnish a title insurance binder from a title insurance company qualified to do and doing business in Mississippi, upon which binder said title insurance company will issue title insurance at regular rates. Such certificate of title or title insurance binder shall show said title to be free and clear of all tenancies, liens, encumbrances, and restrictions except as may be set forth in this contract. Reasonable time, taking into account the time for closing specified in Paragraph 9 hereinafter, shall be allowed for preparation of and examination of title. Should examination of title reveal defects which can be cured within a reasonable time, the Seller hereby obligates himself to cure same as expeditiously as reasonably possible, and to execute and tender a general warranty deed conveying insurable title, at regular rates, in accordance with the terms hereof, except for the following items recorded at the Chancery Clerk's office of Hinds County: protective covenants, zoning ordinances, prior mineral reservations, and easements for public utilities. If said title defects cannot be cured within 90 days after specified closing date, then Purchaser shall have the option of having his earnest money returned and being released from further liability hereon, or of having Seller complete the curing of same as expeditiously as possible.

If such defects cannot be cured by Seller within 60 days of the specified closing date, then this Contract shall, at the option of either party, terminate and both parties shall be released from any further obligation hereunder. Seller represents that the property may be legally used for commercial and that no governmental agency has served any notice requiring repairs, alterations or corrections of any existing condition except as stated herein.

Conditions 6, 7, 8, 9, 10, 11, 12, 13, 14, and 15 are on the reverse side of this contract and are a binding part of this contract.

16. STATEMENT: Each undersigned party to this transaction acknowledges that he has read and understands this contract, and hereby acknowledges receipt of a copy of this document. When herein used, the singular includes the plural, and the masculine includes the feminine.

WITNESS OUR SIGNATURES THIS 17th DAY OF February, 2000
Marilyn H. Sherman
Marilyn H. Sherman
SELLER

Rosemary S. Aultman
Rosemary Aultman, Mayor
PURCHASER
City of Clinton, Mississippi

Subject to clearance of any check given, the undersigned Broker acknowledges receipt of the above mentioned earnest money and holds same in trust subject to the terms of this contract.

Convey deed to: To be determined.

BROKER: WALTER D. BECKER, JR., CCIM

BY: [Signature]
DATE: 2/14/00

(Over)

THE FOLLOWING CONDITIONS OF SALE ARE AGREED TO BY PURCHASER AND SELLER
BEING THE CONDITIONS OF SALE REFERRED TO ON THE FACE SIDE.

6. SPECIAL LIENS: Special liens against the property shall be paid as follows: By Seller.
7. POSSESSION: Possession of said property is to be delivered with Warranty Deed.
8. DEPOSIT: Purchaser has deposited with Broker \$ 5,000.00 as earnest money. The same is to be applied to the cash down payment on closing of this transaction. If the title is not insurable as represented herein and cannot be cured within a reasonable time or Seller is otherwise incapable of performing this contract, the earnest money is to be returned to the Purchaser, and Seller shall have no further liability to Purchaser hereunder. If title is found to be insurable as represented herein and the Purchaser is approved on any loan specified as a contingency in this contract and if the Purchaser fails to perform the terms of this contract, 1/2 of said earnest money is to be retained by Broker, provided that the Broker's portion of any such forfeiture shall not exceed the commission he is entitled to under this contract, and Seller shall have the option of treating the remaining 1/2 of said earnest money as liquidated damages for said breach; or, if he deems his actual damages to be in excess thereof, he may institute suit therefor in any court of competent jurisdiction, giving credit on said damages for said earnest money, specific performance being the essence of this contract. Owners (Sellers) of properties sold or exchanged under this contract agree to pay Broker 6 % commission on the purchase price as shown in Paragraph 2.
9. The sale is to be closed within ten (10) days from delivery of copy of proposed deed and certificate of title to Purchaser, or as soon thereafter as said insurable title can be effected, as hereinabove provided.
10. RESPONSIBILITY OF BROKER: This instrument is to contain all terms of this sale, and no representations have been made other than are herein contained. No agent or representative or Broker shall have any power to make any representations as to the property or any statement, unless and except fully embodied herein in writing. This instrument shall impose no obligation upon Broker, otherwise than in accordance with its terms, and no agent or representative of Broker has any authority otherwise than herein stated to do any act or thing other than herein set forth and Purchaser and Seller hereby represent to Broker that no agent or representative has made any representation or done any act other than herein set forth.
11. ACCEPTANCE: The Purchaser hereby represents that he has personally inspected and examined the above mentioned premises and all improvements thereon and accepts the property in its as is and present condition. Neither party has relied upon any statement or representation not embodied in this contract made by the other party or the sales representative bringing the parties together. The provisions of this contract shall apply to and bind the heirs, executors, administrators, successors and assigns of the respective parties hereto.
12. DAMAGE BY FIRE, ETC.: This contract is further conditioned upon delivery of the improvements in their present condition, and in the event of damage by fire or otherwise, before closing, Purchaser may declare the contract void and shall be entitled to the return of his earnest money, or Purchaser may elect to complete the transaction in accordance with this contract, provided the property is restored by Seller at Seller's expense prior to closing of the sale. Alternatively, Purchaser may elect to complete the transaction in accordance with this contract even if the property is not restored by Seller at Seller's expense, and in such event, Purchaser may require Seller to assign to Purchaser any and all insurance proceeds as to which claims might be asserted in connection with such damage.
13. ATTORNEY'S FEES: If it becomes necessary to insure the performance of the conditions of this contract to employ an attorney then the defaulting party or parties agree to pay reasonable attorney fees and court costs therewith.
14. In the event that this contract is executed by Purchaser to Seller, said contract shall constitute an offer to Seller, but in the event that Seller has not accepted the offer and signed and delivered the appropriate original or copy of this contract to the Broker named herein not later than 5:00 o'clock on the 18th day of February, 2000, such offer is hereby withdrawn and revoked and all provisions contained in this contract shall be null and void.
15. SPECIAL PROVISIONS:
 - A. In compliance with Mississippi Real Estate Commission Rules & Regulations, the above-referenced Broker represents the Seller in this transaction.
 - B. This contract is contingent upon approval of the City of Clinton's Board of Alderman on March 7, 2000. At the end of this period of time, Purchaser shall waive this condition which will survive the Closing or notify Seller of its inability to satisfy this condition and have the earnest money deposit returned to Purchaser thereby voiding this Contract.
 - C. Subject property is being conveyed in its "as is" condition except for Seller's removal of the gridwall system. Purchaser shall have complete access to the subject property prior to March 7, 2000 to completely inspect the subject property and any information pertinent to it, and to investigate for the presence of hazardous materials.
 - D. Upon successful completion of Paragraphs 15.B. and 15.C., the sale shall be closed in accordance with Paragraphs 5 and 9.
 - E. Except where herein specified to the contrary, all the terms of this contract shall survive the Closing of the herein described transaction.

Prepared By:
Phillip M. Nelson
1220 Highway 51 North
Madison, Mississippi 39110
1-601-856-8869

BOOK 4877 PAGE 866

Index In: Lot 79, City of
Clinton & In Section 30,
T6N-R1W, First Jud. Dist.
Hinds County, Mississippi

498831

760
800

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars, (\$10.00), cash in hand paid and other good and valuable considerations, the receipt and sufficiency of all of which is hereby acknowledged, we, **ALVISE. LAWSON, JR. and wife, CATHERINE LAWSON**, Grantors, do hereby sell, convey and warrant unto **MARILYN H. SHERMAN and husband, WARREN S. SHERMAN**, Grantees, as joint tenants with full rights of survivorship and not as tenants in common, the following described real property lying and being situated in the City of Clinton, First Judicial District of Hinds County, State of Mississippi, to wit:

2098

A certain lot or parcel of land being a part of Lot 79, City of Clinton, Mississippi and being situated in the Northeast Quarter (NE-1/4) of the Northeast Quarter (NE-1/4) of Section 30, Township 6 North, Range 1 West, First Judicial District of Hinds County, Mississippi, as shown by survey plat attached hereto as Exhibit "A" and more particularly described by Exhibit "B" attached hereto and made a part hereof for all purposes.

AND ALSO:

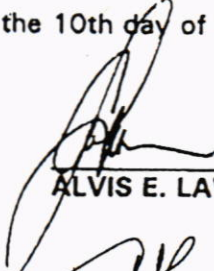
A 12 foot wide perpetual non-exclusive access easement for the purposes of ingress and egress to and from the above described property, which easement is more particularly described by Exhibit "C" attached hereto and made a part hereof for all purposes.

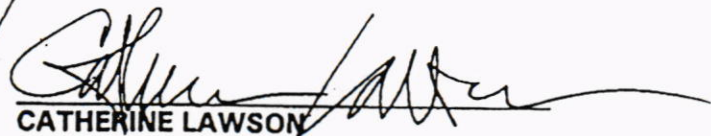
Excepted from the warranty of this conveyance are all covenants, restrictions, zoning ordinances, building codes, easements, rights-of-way, and roadways, pertaining to the parcel of land herein conveyed.

This conveyance is made subject to all prior reservations, conveyances or leases of all oil, gas and other minerals lying in, on or under the subject property.

Ad valorem taxes for the current year shall be paid by Grantors on or before the delinquent date therefor, and all subsequent years ad valorem taxes shall be paid by Grantees.

WITNESS OUR SIGNATURES, on this the 10th day of December, 1997.


ALVIS E. LAWSON, JR.


CATHERINE LAWSON

Grantor's Address:

202 W. Leake St.
Clinton, MS 39056
Res.Ph: 924-3012
Bus.Ph: 924-3005

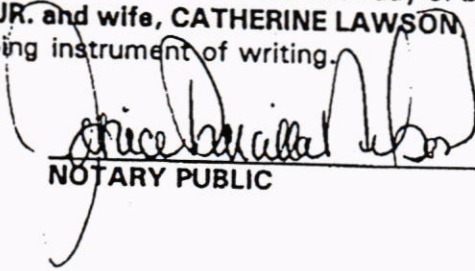
Grantee's Address:

10 PEAR OAKHARD PK
JACKSON, MS 39211
Res.Ph: 601-978-3875
Bus.Ph: SAME

STATE OF MISSISSIPPI

COUNTY OF MADISON

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned Notary Public in and for the said County and State, within my jurisdiction, on this the 10th day of December, 1997, the within named ALVIS E. LAWSON, JR. and wife, CATHERINE LAWSON, who each acknowledged that they executed the foregoing instrument of writing.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

My Commission Expires Sept. 21 1998

1 or 1

Exhibit "B"

Legal Description of
Part of Lot 79
Clinton, Mississippi

BOOK 4877 PAGE 869

Commencing at the Southeast corner of Lot 79, City of Clinton, according to a map or plat thereof which is on file and of record in the office of the Chancery Clerk of Hinds County at Jackson, Mississippi, Plat Book 2, page 43, said point being represented by a PK nail set; thence run South $89^{\circ}08'15''$ West along the South line of Lot 79 for a distance of 25.00 feet to the West wall of the present Clinton Public Works Department building, said point being the **True Point of Beginning** of the tract herein described.

From the **True Point of Beginning** thence continue South $89^{\circ}08'15''$ West along the South line of Lot 79 for a distance of 19.30 feet to the West wall of a particular building being directly West of the present Clinton Public Works Building; thence run North $00^{\circ}57'07''$ East along the West wall of said building a distance of 75.7 feet to the Northwest corner of said building; thence run North $88^{\circ}53'41''$ East along the North wall of said building a distance of 19.30 feet to the Northeast corner of said building; thence run South $00^{\circ}57'07''$ East along the East wall of said building a distance of 75.79 feet back to the **True Point of Beginning**, said tract being a part of Lot 79 of City of Clinton, Mississippi as per above referenced map and also located in the Northeast Quarter ($\frac{1}{4}$) of the Northeast Quarter ($\frac{1}{4}$) of Section 30, Township 6 North, Range 1 West, Hinds County, Mississippi.

Prepared By:

Richard T. Tolbert
Richard T. Tolbert, P.L.S.
Williford, Gearhart & Knight, Inc.
Engineers & Surveyors
November 18, 1997

97-302



Exhibit "C"

Legal Description of
a 12' Acre Easement
Clinton, Mississippi

BOOK 4877 PAGE 870

Commencing at the Southeast corner of Lot 79, City of Clinton, according to a map or plat thereof which is on file and on record in the office of the Chancery Clerk of Hinds County at Jackson, Mississippi, Plat Book 2, page 43, said point being represented by a PK nail set; thence run North $00^{\circ}57'07''$ West along the East line of Lot 79 for a distance of 75.90 feet to the Northeast corner of the present Clinton Public Works Department building, said point being the True Point of Beginning of the tract herein described.

From the True Point of Beginning thence run South $88^{\circ}53'41''$ West along the North wall of said building for a distance of 44.30 feet to the Northwest corner of a particular building being directly West of the present Clinton Public Works Building; thence run North $00^{\circ}57'07''$ West a distance of 12.00 feet to a point; thence run North $88^{\circ}53'41''$ East a distance of 44.30 feet to a point on the East line of Lot 79; thence run South $00^{\circ}57'07''$ East along the East line of Lot 79 a distance of 12.00 feet back to the True Point of Beginning, said tract being a part of Lot 79 of City of Clinton, Mississippi as per above referenced map and also located in the Northeast Quarter ($\frac{1}{4}$) of the Northeast Quarter ($\frac{1}{4}$) of Section 30, Township 6 North, Range 1 West, Hinds County, Mississippi.

Prepared By:

Richard T. Tolbert, P.L.S.
Williford, Gearhart & Knight, Inc.
Engineers & Surveyors
November 18, 1997

STATE OF MS
COUNTY OF HINDS
FILED - RECORDED

DEC 12 8 47 AM '97

BOOK 4877
PAGE 866
ALICE JAMES
CHANCERY CLERK

97-302



RECEIVED
FEB 29 2000
CITY OF CLINTON
ENGINEERING DEPARTMENT

February 28, 2000

Richard Broome, P.E., City Engineer
City of Clinton
P.O. Box 156
Clinton, MS 39060-0156

RE: City of Clinton, Mississippi
Clinton Parkway
Construction Change Request No. 1
Project No. STP-7312(2)

Dear Richard:

We are transmitting herewith three (3) originals of Construction Change Request Number One (1) on the above referenced project. This Construction Change Request deals with the adjustment of several contract items, briefly summarized as follows:

- A. Substitute 4", 6", 12" and 14" Class 900 Pipe for 4", 6", 12", and 14" Class 160. (Increase to contract)
- B. Increase to the contract for removal of additional asbestos material uncovered in the Ratliff House.
- C. Decrease to the contract for the deletion of a 24" Trial Shaft
- D. Decrease to the contract for the deletion of one Static Load Test
- E. Decrease to the contract for the adjustment of pile lengths based on the results of the load test.
- F. Increase to the contract for additional Standard Roadside Construction Signs.
- G. Increase to the contract for the addition of Excess Excavation and Borrow Material due to the removal of unsatisfactory subgrade material.

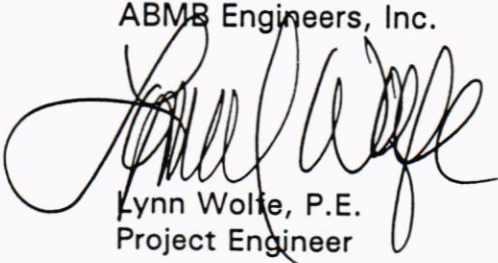
The net change to the contract as a result of the above noted items will result in an increase in the contract amount of \$4,131.15. Based on our review of the items noted above, it is our recommendation that the Change Order be approved.

401 EAST CAPITOL STREET, SUITE 400 JACKSON, MISSISSIPPI 39201 601.354.0696 601.354.0433 f

Upon your review and consideration, should you find all items to be in order, please have Mayor Aultman and yourself execute each copy and return to our office for further processing.

We appreciate your assistance in this matter. Should you have any further questions in this regard, please contact me.

Sincerely,
ABMB Engineers, Inc.

A handwritten signature in black ink, appearing to read 'Lynn Wolte', written over the printed name.

Lynn Wolte, P.E.
Project Engineer

MLW/lw

Enclosures

CONSTRUCTION CHANGE REQUEST

City of Clinton, Mississippi

1. Change Order No. ONE (1) 2. Project No. STP-7312(2)B
 3. Date: January 28, 2000 4. County: Hinds

5. The following changes on the above project, with stations, quantities and items involved, are recommended for the reasons stated in detail:

- A. PROPOSED: To substitute 4", 6", 12" and 14" Polyvinyl Chloride Plastic Pipe (Class 900) for the 4", 6", 12", and 14" Polyvinyl Chloride Plastic Pipe (Class 160 and Class 100) originally specified in the contract documents.
- REASON: The contract documents originally specified Polyvinyl Chloride Plastic Pipe (CI 160) in 4", 6", and 12" sizes, and Polyvinyl Chloride Plastic Pipe (CI. 100) in 14" size. After award of the contract, it was determined by the contractor that Class 160 and Class 100 pipe was currently unavailable. After consultation with the owner, a price was requested from the contractor to substitute Class 900 pipe for the Class 100 and Class 160 specified. Further discussion has resulted in the contractor offering to provide ductile iron pipe for the 14" size at the same unit price as Class 900. Discussions with the Owner indicates that they would like to proceed in this manner.
- B. PROPOSED To increase the lump sum unit price for Pay Item 907-201-A, Clearing and Grubbing.
- REASON During asbestos abatement of materials from 209 East Main Street, additional asbestos materials were located. These materials had previously been concealed prior to the contractor beginning work. These materials were not noted in the contract documents due to the fact that this material was flooring that was concealed beneath the visible flooring, together with additional heater pipe. It is necessary that this additional material be included in the asbestos abatement prior to the demolition of the building.
- C. PROPOSED To delete from the contract Pay Item No. 907-803-O, Trial Shaft (24" diameter)
- REASON Upon consultation with the Geotechnical Division of the Mississippi Department of Transportation, it was determined that all pile lengths for the project could be determined through the installation of Pay Item No. 907-803-O, Trial Shaft (30" diameter).
- D. PROPOSED To reduce the quantity of Pay Item No. 908-803-Q, Static Load Test, from 2.0 each to 1.0 each.
- REASON Upon consultation with the Geotechnical Division of the Mississippi Department of Transportation, it was determined that due to the fact that the contractor chose to perform an Osterberg Cell Load Test in lieu of a Static Load Test, all pile lengths for the project could be determined through the successful completion of one (1) static load test.
- E. PROPOSED To reduce the quantity of Pay Item No. 907-803-M, Drilled Shaft (24" diameter) (with Bells) and Pay Item No. 907-803-M, Drilled Shaft (30" diameter) (without bells).
- REASON After completion of the Osterberg Cell Load Test, pile lengths for these two pay items were determined. The resulting lengths of the pay items was less than originally estimated.
- F. PROPOSED To increase the quantities of Pay Item No. 619-D1, Standard Roadside Construction Signs (Less than 10 S.F.), and Pay Item No. 619-D2, Standard Roadside Construction Signs (10 S.F. or more.)
- REASON General construction signage was illustrated on Sheet TCPP1-1 of the plans. These signs and barricades were anticipated to be included under the lump sum payment for Pay Item No. 618-A, Maintenance of Traffic. Further interpretation of the Mississippi Standard Specifications for Road and Bridge Construction, 1990 Edition, Section 619.05, indicates that when a pay item is included for construction signs, these signs shall be measured for payment.
- G. PROPOSED To increase the quantity of Pay Item No. 203-G, Excess Excavation (LVM) (AH), and Pay Item No. 203-EX, Borrow Excavation (FME) (AH) (Class B-15).
- REASON During excavation operations, an area of unsuitable material was discovered between Station 59+70 and Station 68+50. This material proved to be organic in nature, and unsuitable as subgrade material for installation of base. The Project Engineer has investigated, taken carefull measurements, and determined that this material should be removed and replaced with suitable borrow material.
- H. Proposed To include the tie-in of the proposed water main to the existing water main
- Reason With the initiation of water line installation, it was determined that the tie-ins of the proposed water system were not included. Prior experience with Municipalities indicated that they normally prefer to make their own tie-ins to their existing system. Discussions with the City of Clinton indicates that they are not in a position to make these tie-ins due to the specialized materials involved and the amount of labor which will be be involved.

City of Clinton, Mississippi

Sheet 2 of 2

1. Change Order No. ONE (1)2. Project No. STP-7312(2)B

Pay Item No.	Description	Original Quantity	Unit	Unit Price	Revised Quantity	Original Amount	Revised Amount	Increase/ Decrease
907-201-A	Clearing and Grubbing	1.0	L.S.	\$100,000.00	1.0	\$100,000.00	\$101,795.00	\$1,795.00
203-G	Excess Excavation (LVM) (AH)	100,221	C.Y.	\$4.00	103,826	\$400,884.00	\$415,304.00	\$14,420.00
203-EX	Borrow Excavation (FME) (AH)(Class B-15)	41,726	C.Y.	\$6.00	44,499	\$250,356.00	\$266,994.00	\$16,638.00
907-612-A	14" Ductile Iron Water Main	399	L.F.	\$56.55	0	\$22,563.45	\$22,563.45	(\$22,563.45)
907-612-A	14" Ductile Iron Water Main	0	L.F.	\$44.20	3388	\$0.00	\$149,749.60	\$149,749.60
907-612-B	4" Polyvinyl Chloride Plastic Pipe (SDR 26, CI 160)	124	L.F.	\$17.40	0.0	\$2,157.60	\$0.00	(\$2,157.60)
907-612-B	4" Polyvinyl chloride Plastic Pipe (CI 900)	0	L.F.	\$17.50	124	\$0.00	\$2,170.00	\$2,170.00
907-612-B	6" Polyvinyl Chloride Plastic Pipe (SDR 26, CI 160)	722	L.F.	\$21.00	0	\$15,162.00	\$0.00	(\$15,162.00)
907-612-B	6" Polyvinyl Chloride Plastic Pipe (CI 900)	0	L.F.	\$21.00	722	\$0.00	\$15,162.00	\$15,162.00
907-612-B	12" Polyvinyl Chloride Plastic Pipe (SDR 26, CI 160)	324	L.F.	\$30.45	0	\$9,865.80	\$0.00	(\$9,865.80)
907-612-B	12" Polyvinyl Chloride Plastic Pipe (CI 900)	0	L.F.	\$35.00	324	\$0.00	\$11,340.00	\$11,340.00
907-612-B	14" Polyvinyl Chloride Plastic Pipe (SDR 26, CI 100)	2989	L.F.	\$31.80	0	\$95,050.20	\$0.00	(\$95,050.20)
907-612-N	6" Hot Tap	0	Ea.	\$1800.00	2	\$0.00	\$3,600.00	\$3,600.00
907-612-N	8" Hot Tap	0	Ea.	\$2750.00	1	\$0.00	\$2,750.00	\$2,750.00
907-612-N	10" Hot Tap	0	Ea.	\$3200.00	1	\$0.00	\$3,200.00	\$3,200.00
907-612-N	12" Hot Tap	0	Ea.	\$4100.00	1	\$0.00	\$4,100.00	\$4,100.00
907-612-N	14" Hot Tap	0	Ea.	\$8400.00	1	\$0.00	\$8,400.00	\$8,400.00
907-612-O	4" Tie to Existing	0	Ea.	\$600.00	2	\$0.00	\$1,200.00	\$1,200.00
907-612-O	6" Tie to Existing	0	Ea.	\$600.00	5	\$0.00	\$3,000.00	\$3,000.00
907-612-O	14" Tie to Existing	0	Ea.	\$1500.00	3	\$0.00	\$4,500.00	\$4,500.00
619-D1	Standard Roadside Construction Signs (Less than 10 S.F.)	78	S.F.	\$8.40	202	\$655.20	\$1,696.80	\$1,041.60
619-D2	Standard Roadside Construction Signs (10 S.F. or more)	268	S.F.	\$8.90	748	\$2385.20	\$6,657.20	\$4,272.00
619-G4	Barricades (Type III) (Double Faced)	156	L.F.	\$24.00	372	\$3,744.00	\$8,928.00	\$5,184.00
907-803-M	Drilled Shaft (24" Dia.) (with bells)	5,184	L.F.	\$40.00	4,425	\$207,360.00	\$177,000	(\$30,360.00)
907-803-M	Drilled Shaft (30" Dia.) (without bells)	2,552	L.F.	\$62.00	1,900	\$158,224.00	\$117,800.00	(\$40,424.00)
907-803-O	Trial Shaft (24" Dia.)	54	L.F.	\$52.00	0	\$2,808.00	\$0.00	(\$2,808.00)
907-803-Q	Static Load Test	2	Each	\$30,000	1	\$60,000.00	\$30,000.00	(\$30,000.00)
Totals						\$1,331,215.45	\$1,335,346.60	\$4,131.15

Total Estimated Project Cost - Per Contract		
Estimate Dated: <u>March 3,</u> 19 <u>99</u>	\$ <u>9,129,531.83</u>	(A)
Contingencies Per Estimate	\$ <u>0.00</u>	(B)
TOTAL CONTRACT ITEMS (A —B)	\$ <u>9,129,531.83</u>	(C)
TOTAL Previously Approved	\$ <u>0.00</u>	(D)
This Change Request ☐ Plus ☐ Minus	\$ <u>9,129,531.83</u>	(E)
NEW TOTAL — CONTRACT ITEMS (C+ —D)	\$ <u>4,131.15</u>	(F)
Estimated Amount —This Request ☐ Plus ☐ Minus	\$ <u>9,133,662.98</u>	(G)
REVISED TOTAL — CONTRACT ITEMS (E + —F)	\$ _____	
INDICATED UNDERRUN (A—G)	\$ _____	
INDICATED OVERRUN (G—A)	\$ <u>4,131.15</u>	

APPROVAL
REQUESTED: _____ 19
CITY ENGINEER

APPROVAL
RECOMMENDED: _____ 19
MAYOR

DISTRICT ENGINEER

APPROVED: _____

APPROVED: _____

FEDERAL HIGHWAY ADMINISTRATION

BY: _____

CONSTRUCTION ENGINEER