

BE IT REMEMBERED THAT THERE THE RECESSED MEETING OF THE MAYOR AND BOARD OF ALDERMEN OF FEBRUARY 2, 1999 WAS CALLED TO ORDER ON THIS THE 8TH DAY OF FEBRUARY, 1999 AT 4:00 P.M. IN THE BOARD ROOM OF SAID CITY.

THOSE PRESENT

MAYOR JACK GAY

ALDERMEN

WILLIE W. HINTON
CHARLES E. HOLBROOK
ROBERT F. LANGFORD
LEROY SCOTT

OTHERS PRESENT

THE MAYOR DECLARED A QUORUM PRESENT AND DECLARED THE CITY COUNCIL IN SESSION.

WHEREAS, MAYOR GAY PRESENTED THE FOLLOWING PROPOSALS TO SERVE AS THE CITY'S BOND COUNSEL IN THE PROPOSED \$750,000 TO \$1,000,000 TAX INCREMENT FINANCING OF THE WALMART PROJECT.

SEE EXHIBIT "A"

BUTLER, SNOW, O'MARA, STEVENS
& CANNADA, PLLC
P O BOX 22567
JACKSON, MS. 39225-22567

WATKINS LUDLAM WINTER & STENNIS, P.A.
P O BOX 427
JACKSON, MS. 39205-0427

HOLCOMB DUNBAR, P.A.
P O BOX 2990
JACKSON, MS. 39207-2990

THEREUPON, ALDERMAN HOLBROOK MADE A MOTION TO ACCEPT THE PROPOSAL FROM BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC TO SERVE AS BOND COUNSEL TO THE CITY. ALDERMAN SCOTT SECONDED THE MOTION.

THOSE PRESENT AND VOTING "AYE":

ALDERMAN WILLIE W. HINTON
ALDERMAN CHARLES E. HOLBROOK
ALDERMAN ROBERT F. LANGFORD
ALDERMAN LEROY SCOTT

THOSE PRESENT AND VOTING "NAY":

NONE

THEREUPON, ALDERMAN HOLBROOK MADE A MOTION TO ADJOURN. ALDERMAN HINTON SECONDED THE MOTION.

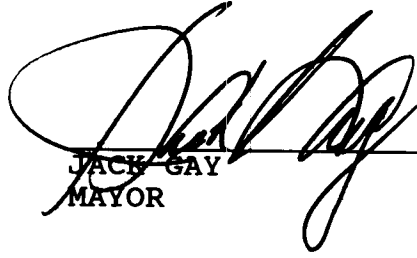
THOSE PRESENT AND VOTING "AYE":

ALDERMAN WILLIE W. HINTON
ALDERMAN CHARLES E. HOLBROOK
ALDERMAN ROBERT F. LANGFORD
ALDERMAN DONALD H. ROWELL
ALDERMAN LEROY SCOTT

THOSE PRESENT AND VOTING "NAY":

NONE

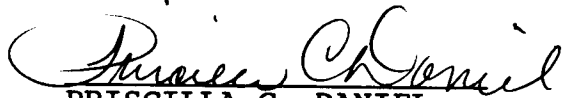
THEREBEING NO FURTHER BUSINESS, THE REGULAR RECESSED MEETING OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF PETAL, MISSISSIPPI WAS ADJOURNED ON THIS THE 8TH DAY OF FEBRUARY, A.D., 1999.



JACK GAY
MAYOR

(SEAL)

ATTEST:



PRISCILLA C. DANIEL
CITY CLERK

EXHIBIT "A"

WATKINS LUDLAM WINTER & STENNIS, P.A.

ATTORNEYS AT LAW

MARK S. AQUADRO
ROBERT M. ARENTSON, JR.
JEFFREY R. BARBER
ALLAN P. BENNETT
NEVILLE H. BOSCHERT
ROBERT E. BOIX, JR.
J. CHASE BRYAN
ALVENO N. CASTILLA
H. MITCHELL COWAN
C. YORK CRAIG, JR.
THOMAS W. CROCKETT
JENNIFER R. CROWSON
MARK T. DAMS
JACK R. DODSON III
*ALPRADO D. DONELSON
WILLIAM E. DOSSETT
AMY C. FELDER

W. PARRISH FORTENBERRY
W. DAMS FRYE
VIRGINIA S. GAUTIER
DAVID B. GRISHMAN
J. LAWSON HESTER
KATHRYN H. HESTER
JOHN H. HOLLOMAN III
ROBERT B. HOUSE
PEYTON S. IRBY, JR.
GINA M. JACOBS
KRISTINA M. JOHNSON
STUART G. KRUGER
CRAIG N. LANDRUM
ROBERT S. LAZARUS
RICKY G. LUKE
DAVID L. MARTIN
CHRISTY C. MCCLOSKEY

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W. WHITAKER RAYNER
ADRIAN O. RUSSELL
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JOHN HAMPTON STENNIS
JOSEPH J. STROBLE
ZACHARY TAYLOR III
JIM B. TOHILL
RANDALL B. WALL
ROBERT H. WEAVER

CORY TODD WILSON
WILLIAM F. WINTER
WARREN V. LUDLAM, JR.
MARTHA ROSS THOMAS
OF COUNSEL
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GULFPORT, MISSISSIPPI 39502
TEL (228) 864-3094
FAX (228) 864-0516

February 4, 1999

VIA FEDERAL EXPRESS

Mr. Jack Gay
Mayor, City of Petal, Mississippi
119 West 8th Avenue
Petal, Mississippi 39465-0564

RE: City of Petal, Mississippi Proposed Tax Increment Financing Bonds
in the Approximate Amount of \$750,000 to \$1,000,000

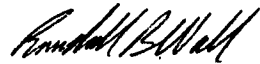
Dear Mayor Gay:

We appreciate the opportunity to present the enclosed Proposal and Capability
Presentation for the above bonds.

Please let us know if you should have any questions, or if anything further is needed. We
hope that we will have the opportunity to work with you on this matter.

Sincerely yours,

WATKINS LUDLAM WINTER & STENNIS, P.A.



Randall B. Wall

RBW/kr
Enclosure

EXHIBIT "A"

V. REPRESENTATIVE TAX INCREMENT FINANCING BOND ISSUES ON WHICH WATKINS LUDLAM WINTER & STENNIS, P.A., HAS ACTED AS DEVELOPER'S COUNSEL

<u>DATE</u>	<u>ISSUER</u>	<u>ISSUE</u>
4/1/95	City of Jackson, Mississippi	\$1,650,000 Tax Increment Financing Bonds, Series 1995 (The Junction Project)
7/1/96	City of Jackson, Mississippi	\$1,650,000 Tax Increment Financing Bonds, Series 1996 (Metro Station Project)

VI. PROPOSED FEE

Setting a fixed fee to cover everything that bond counsel may be called upon to do on a tax increment finance bond issue is very difficult, since bond counsel is sometimes requested to work on the draft of various agreements not directly required for the authority to issue bonds, and to facilitate the negotiation of the terms of such agreements. The nature and difficulty of such agreements cannot be predicted in advance. Therefore, we proposed to set out our fee for traditional bond counsel work, which will encompass the drafting of all documents pertaining to the authority of the City to issue tax increment finance bonds, any documents pertaining to the tax-exemption, if any, under federal and state law, the rendering of a bond counsel opinion as to the validity of the proposed bonds, and the preparation of documents for and supervision of the validation proceedings.

Fee as Bond Counsel (for traditional bond counsel work):	\$12,500
Estimated Expenses of Bond Counsel:	\$ 1,000

Any work other than that described above, and specifically referring to work pertaining to any agreements with the developer or other parties locating in the tax increment finance area, and any agreements between the City and any other governmental entities that may participate in the financing, we propose to do on the basis of our regular hourly rates, or on such other basis as may be agreed to in the future. A schedule of the applicable rates is enclosed.

In addition, the City should expect to incur expenses of printing the bonds, if printing is required (approximately \$1,000-\$2,000), and fees for validation (approximately \$600). Other expected or possible expenses pertain to your local attorney, the project consultant or financial advisor and the paying agent bank.

EXHIBIT "A"

02/08/99 10:35 FAX 601.973.1487

BSOS, S ATTY'S.

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February 8, 1999

Mayor and Board of Aldermen
City of Petal, Mississippi

Re: Proposed \$750,000 to \$1,000,000 City of Petal, Mississippi Tax Increment
Limited Obligation Bonds

Gentlemen:

We propose to serve in the role of bond counsel for the City of Petal, Mississippi in the above-referenced bond issue for a fixed fee in the amount of \$12,000 plus the expenses ordinarily associated with such an issue. These expenses will include copying, long distance telephone calls, word processing, travel and printing of Bonds.

Payment of our fee and expenses is completely contingent upon the successful closing of the bond issue. If for any reason the bond issue is not consummated or completed without the rendition of our opinion, we will expect no compensation from the City.

As we discussed, Butler, Snow, O'Mara, Stevens & Cannada, PLLC, is representing Walmart Stores, Inc. ("Walmart") regarding its real estate acquisition. While our firm does not consider this a conflict, our services to you as Bond Counsel will be contingent upon receiving a written release of any conflict which we have requested from Walmart.

As you know, we have extensive experience in tax increment financings. Attached as EXHIBIT A is a list of financings for which we have or are presently serving as Bond Counsel.

If the foregoing terms of this engagement are acceptable to you, please so indicate by returning the enclosed copy of this letter signed by an appropriate officer, retaining the original for your files. We look forward to working with you.

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

BY: 

ACCEPTED BY:

CITY OF PETAL, MISSISSIPPI

BY: 

MAYOR

EXHIBIT "A"

JAN-19-99 TUE 02:57 PM HOLCOMB, DUNBAR LAW FIRM FAX NO. 801 948 0051

P. 03/05

Jack F. Dunbar
William M. Claffin
William G. Withard, Jr.
W. Larry Harris
Craig M. Gano
Edward A. Mann
Thomas J. Sumich
David C. Dunbar
Michael N. Wain
William A. Basden
David A. Burris
T. Ewayne Alford
Mike Pumphrey
Jack W. Cooks, Jr.
David D. O'Donnell
Marjorie T. O'Donnell
John R. McCarroll, III
Robert F. Wood

— LAW OFFICES —
HOLCOMB DUNBAR
A Professional Association

Nancy M. Maddox
Jeffrey K. Tyrre
G. Clark Moore II
Michael K. Graves
R. Bradley Best
Angela Spivey Carter
Edward F. Conall, Jr.
Frickman W. Mitchell
Billy C. Campbell, Jr.
J. Wade Sweet
Stephen L. Sparks

Pat D. Holcomb
(1989 - 1996)

Of Counsel
Chester N. Curtis

January 19, 1999

The Mayor and Aldermen of the City of Petal, Mississippi
Petal City Hall
Post Office Box 564
Petal, Mississippi 39465

Attention: Honorable Jack Gay, Mayor

RE: Tax Increment Financing Bonds,
City of Petal, Mississippi,
(Wal-Mart SuperCenter Project)

Ladies & Gentlemen:

The purpose of this letter is to set forth the role we propose to serve and responsibilities we propose to assume as bond counsel in connection with the issuance of the above-referenced bonds (the "Bonds") by the City of Petal (the "Issuer").

Bond counsel is engaged to render an objective legal opinion with respect to the authorization and issuance of bonds.

As bond counsel, we will: examine applicable law; prepare all proceedings of the Issuer, including the resolutions, indenture or ordinance authorizing and securing the Bonds (the "Resolutions") and other authorizing documents; consult with the parties to the transaction prior to the issuance of the Bonds; review certified proceedings; and undertake such additional duties as we deem necessary to render the customary opinion.

W.H.COIBERLING

Jackson Clarksdale Oxford Southaven

111 East Capitol Street, Suite 290 Post Office Box 2990 Jackson, Mississippi 39207-2990
601.948.0048 Fax 601.948.0050 E-mail hdccw@petalink.net

EXHIBIT "A"

JAN-19-99 TUE 02:58 PM HOLCOMB, DUNBAR LAW FIRM FAX NO. 601 948 0051

P. 04/05

The Mayor and Aldermen of the City of Petal, Mississippi
Attention: Honorable Jack Gay, Mayor
January 19, 1999
Page 2

Subject to the completion of proceedings to our satisfaction, we will render the customary legal opinion including tax and arbitrage opinions.

The opinions will be executed and delivered by us in written form on the date the Bonds are exchanged for their purchase price (the "Closing") and will be based on facts and law existing as of its date. Upon delivery of the opinion, our responsibilities as bond counsel will be concluded with respect to this financing; specifically, but without implied limitation, we do not undertake (unless separately engaged) to provide continuing advice to the Issuer or any other party concerning any actions necessary to assure that interest paid on the Bonds will continue to be excluded from gross income for federal income tax purposes, but will provide necessary instructions at or prior to Closing.

In rendering the opinion, we will rely upon the certified proceedings and other certifications of public officials and other persons furnished to us without undertaking to verify the same by independent investigation. We do not review the financial condition of the Issuer, the feasibility of the project to be financed with the Bond proceeds, or the adequacy of the security provided to Bond owners, and we will express no opinion relating thereto.

As bond counsel, we, along with counsel to the Issuer, will advocate the interests of the Issuer. We assume that the other parties to the transaction will retain such counsel as they deem necessary and appropriate to represent their interests in this transaction.

In this particular financing, it is our understanding that we will be asked to undertake responsibility for the preparation of an Official Statement and other required disclosure documents with respect to the Bonds. We will provide such services based upon information provided to us by representatives of the Issuer, provided, however, that we shall assume no responsibility for performing an independent investigation to determine the accuracy, completeness or sufficiency of any such document or information.

Based upon: (i) our current understanding of the terms, structure, size and schedule of the financing, (ii) the duties we will undertake pursuant to this letter, (iii) the time we anticipate devoting to the financing, and (iv) the responsibilities we assume, we estimate that our fee as bond counsel would be in the range of \$25,000.00 to \$30,000.00. Such fee may vary: (i) if material changes in the structure of the financing occur, or (ii) if unusual or unforeseen circumstances arise which require a significant increase in our time or responsibility. We have acted as bond counsel on similar projects and financings on several occasions. If, at any time, we believe that circumstances require an adjustment of our original fee estimate, either up or down, we will consult with you. In addition, we will expect to be reimbursed for all out-of-pocket expenses, including travel costs, photocopying,

EXHIBIT "A"

JAN-19-99 TUE 02:58 PM HOLCOMB, DUNBAR LAW FIRM FAX NO. 601 948 0051

P. 05/05

The Mayor and Aldermen of the City of Petal, Mississippi
Attention: Honorable Jack Gay, Mayor
January 19, 1999
Page 3

deliveries, long distance telephone charges, filing fees, and other necessary office disbursements and estimate that such out-of-pocket expenses will be in the range of \$1,500.00 to \$2,000.00.

If, for any reason, the financing is not consummated or is completed without the rendition of our opinion as bond counsel, we will expect to be compensated at our normal hourly rates (currently ranging from \$100.00 to \$145.00 depending on personnel) for time actually spent, plus out-of-pocket expenses. Our fee is usually paid at the Closing out of Bond proceeds, and we customarily do not submit any statement until the Closing unless there is a substantial delay in completing the financing. In the event the issue doesn't close for any reason, the Developer will be responsible for and will pay all costs and expenses, including attorney fees, incurred in connection with this financing.

The City of Petal is not liable for any fees or expenses incurred, including attorneys fees, as both will either be paid out of bond proceeds or by the Developer. I will obtain a Security and Reimbursement Agreement from the Developer reflecting this obligation.

If the foregoing terms of this engagement are acceptable to you, please so indicate by returning the enclosed copy of this letter signed by an appropriate officer, retaining the original for your files. We look forward to working with you.

Sincerely,

HOLCOMB DUNBAR,
A Professional Association

By: W. Larry Harris

W. LARRY HARRIS

Accepted and Approved:

The Mayor and Aldermen of the City of Petal, Mississippi

By: _____

Its: _____

Date: _____