

BE IT REMEMBERED THAT THERE WAS HELD A SPECIAL MEETING OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF PETAL, MISSISSIPPI ON MAY 29, 2009 AT 8:00 A.M. IN THE BOARDROOM OF SAID CITY.

THOSE PRESENT	MAYOR CARL SCOTT
ALDERMEN	DAVID CLAYTON KAY FAIRLEY JAMES MOORE LIESA WEAVER STEVE STRINGER
OTHERS	JOE BUSH GAIL/EL PORTER ANNE/FRANK CLARKE ASST CHIEF LEONARD FULLER MICHELLE STREBECK BEN PIPER HAL MARX BRUCE ROGERS LARRY CARROLL

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

THE NOTICE OF SPECIAL MEETING WAS PRESENTED FOR FILING. THE NOTICE READS AS FOLLOW:

SEE EXHIBIT "A"

NOTICE OF SPECIAL MEETING

WHEREAS, MAYOR SCOTT PRESENTED THE FOLLOWING RESOLUTION:

SEE EXHIBIT "B"

RESOLUTION

RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF PETAL, MISSISSIPPI (THE "CITY"), TO ISSUE A TAXABLE SHORT TERM NOTE, SERIES 2009, IN THE MAXIMUM PRINCIPAL AMOUNT OF NOT TO EXCEED EIGHT HUNDRED THOUSAND DOLLARS (\$800,000) (THE "NOTE") TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR OPERATING EXPENSES OF THE CITY TO OFFSET THE SHORTFALL OF AD VALOREM TAXES AND OTHER ANTICIPATED REVENUES OF THE CITY IN THE FISCAL YEAR ENDING SEPTEMBER 30, 2009; AUTHORIZING THE EMPLOYMENT OF PROFESSIONALS IN CONNECTION WITH THE ISSUANCE OF THE NOTE; AND FOR RELATED PURPOSES.

THEREUPON, ALDERMAN MOORE MADE A MOTION TO ADOPT THE FOREGOING RESOLUTION. ALDERMAN CLAYTON SECONDED THE MOTION.

THOSE PRESENT AND VOTING "AYE"

ALDERMAN DAVID CLAYTON
ALDERMAN JAMES MOORE
ALDERMAN LIESA WEAVER
ALDERMAN STEVE STRINGER

THOSE PRESENT AND VOTING "NAY"

ALDERMAN KAY FAIRLEY

WHEREAS, MAYOR SCOTT PRESENTED A REQUEST TO LAY-OFF TWENTY FIVE (25) EMPLOYEES IN THE GENERAL FUND.

THEREUPON, ALDERMAN FAIRLEY MADE A MOTION TO LAY-OFF TWENTY-FIVE EMPLOYEES IN THE STREET, POLICE, JUDICIAL, CENTRAL FUELING STATION, RECREATION AND FIRE DEPARTMENTS AND HAVE THE DEPARTMENT HEADS TURN IN A LIST ON TUESDAY, JUNE 2, 2009. ALDERMAN WEAVER SECONDED THE MOTION.

THOSE PRESENT AND VOTING "AYE"

ALDERMAN DAVID CLAYTON
ALDERMAN KAY FAIRLEY
ALDERMAN LIESA WEAVER
ALDERMAN STEVE STRINGER

THOSE PRESENT AND VOTING "NAY"

ALDERMAN JAMES MOORE

THEREUPON, ALDERMAN WEAVER MADE A MOTION TO ADJOURN THE SPECIAL MEETING. ALDERMAN MOORE SECONDED THE MOTION.

THOSE PRESENT AND VOTING "AYE"

ALDERMAN DAVID CLAYTON
ALDERMAN KAY FAIRLEY
ALDERMAN JAMES MOORE
ALDERMAN LIESA WEAVER
ALDERMAN STEVE STRINGER

THOSE PRESENT AND VOTING "NAY"

NONE

THEREBEING NO FURTHER BUSINESS OF THE SPECIAL MEETING OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF PETAL, MISSISSIPPI WAS ADJOURNED ON THIS THE 29TH DAY OF MAY, 2009.



CARL L SCOTT, MAYOR

(SEAL)

ATTEST:



JEAN ISHEE, CITY CLERK

EXHIBIT "A"

NOTICE OF SPECIAL MEETING

Please be advised that a special meeting of the Mayor and Board of Aldermen of the City of Petal, Mississippi, will be held, Friday, May 29, 2009 at 8:00 A.M. in the Boardroom of said City for the purpose of:

1. Personnel Matters
2. Resolution & Proclamations



CARL L SCOTT, MAYOR

EXHIBIT "B"

The Mayor and Board of Aldermen of the City of Petal, Mississippi (the "City"), acting for and on behalf of the City, took up for consideration the matter of issuing a Taxable Short Term Note, Series 2009 of said City. After a discussion of the subject, Alderman [Name] carried and moved the adoption of the following resolution:

RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF PETAL, MISSISSIPPI (THE CITY) TO ISSUE A TAXABLE SHORT TERM NOTE, SERIES 2009, IN THE MAXIMUM PRINCIPAL AMOUNT OF NOT TO EXCEED EIGHT HUNDRED THIRTY AND 00/100 DOLLARS (\$800,000) (THE "NOTE"), TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR OPERATING EXPENSES OF THE CITY TO OFFSET THE SHORTFALL OF AD VALOREM TAXES AND OTHER ANTICIPATED REVENUES OF THE CITY IN THE FISCAL YEAR ENDING SEPTEMBER 30, 2009; AUTHORIZING THE EMPLOYMENT OF PROFESSIONALS IN CONNECTION WITH THE ISSUANCE OF THE NOTE; AND FOR RELATED PURPOSES.

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

1. The estimated amount of the ad valorem taxes and other anticipated revenues from local sources to be collected for the City is less than the amount estimated at the time of formulation of the City budget for the fiscal year, due to circumstances which were unanticipated at the time of the formulation of the budget and which will prevent the City from meeting its financial obligations.

2. The shortfall of ad valorem taxes and other anticipated revenue from local sources is estimated to be \$300,000 which shortfall does not exceed twenty-five percent (25%) of the City's budget to be funded from the sources of the shortfall for the fiscal year ending September 30, 2009.

3. That in order to prepare the necessary resolutions and documents for the sale and issuance of the not to exceed \$800,000 Taxable Short Term Note, Series 2009, of the City, it is in the best interest of the City to authorize the law firm of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Jackson, Mississippi, as Note Counsel, Government Consultants, Inc., Jackson, Mississippi, as Financial Advisor, and Altman, Tyner & Ruffin, LTD, Hattiesburg, Mississippi, as the City's Counsel, to prepare and distribute such resolutions and documents necessary in order to facilitate the sale and issuance of such Note at a subsequent date.

4. The City is authorized by Section 27-1-111, Mississippi Code of 1972, as amended (the "Act") to issue a Note hereinafter proposed to be issued for the purposes and the amount set forth in paragraph 1 of this preamble.

5. It is necessary and in the public interest to issue a Taxable Short Term Note, Series 2009, of the City in the principal amount of not to exceed Eight Hundred Thirty and 00/100 DOLLARS (\$800,000) to raise money for the purpose of providing funds for operating expenses of the City to offset the shortfall of ad valorem taxes and other anticipated revenues of the City in the fiscal year ending September 30, 2009 (the "Project").

6. The sale will not exceed any constitutional or statutory limitation upon indebtedness which may be incurred by the City.

7. The Governing Body desires to authorize the sale of the Note at 7:00 o'clock a.m. on June 10, 2009.

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

SECTION 1. The Governing Body hereby declares its intention to issue a Taxable Short Term Note, Series 2009, of the City in the principal amount of not to exceed Eight Hundred Thousand Dollars (\$800,000) pursuant to the Act to raise money for the purpose of providing funds for the Project. The Note will be a general obligation of the City payable as to principal

and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually upon all the taxable property within the geographical limits of the City for the three (3) years next succeeding the fiscal year in which the Note is issued in an amount sufficient to repay the indebtedness in full, including interest.

SECTION 2. The issuance of the Note will not exceed any constitutional or statutory limitation upon indebtedness which may be incurred by the City.

SECTION 3. The Governing Body herein employs the law firm of Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Jackson, Mississippi, as Note Counsel, Government Consultants, Inc., Jackson, Mississippi, as Financial Advisor, and Altman, Tyner & Ruffin, LTD, Hattiesburg, Mississippi, as the City's Counsel, in connection with the sale and issuance of the Note, and authorizes them to prepare the necessary resolutions and offering documents for the subsequent sale and issuance of the Note subject to the approval of the Governing Body of the City.

SECTION 4. The Governing Body proposes to direct the issuance of the Note of the City in the amount, for the purposes and secured as aforesaid at the meeting place of the Governing Body in the City Hall in the City of Petal, Mississippi, at the hour of 7:00 o'clock p.m. on June 10, 2009.

SECTION 5. (a) The terms and conditions for the Note and the form of the Note shall be those agreed upon between the Governing Body, acting for and on behalf of the City, and the party agreeing to purchase the Note and shall be in conformance with the requirements of the Act and this resolution, provided, however, the rate of interest paid thereon shall not exceed that amount set forth in Section 25-17-109, Mississippi Code of 1972, as amended.

(b) The Note will be subject to redemption prior to its stated date of maturity, at any time at par, plus accrued interest to the date of redemption.

SECTION 6. The Mayor, the City Clerk, the Counsel to the Governing Body of the City, Demory Grubbs, representing Government Consultants, Inc., Jackson, Mississippi, as Financial Advisor, and Samuel W. Keyes, Jr., representing Butler, Snow, O'Mara, Stevens & Cannada, PLLC, Jackson, Mississippi, Note Counsel, are hereby authorized to negotiate for the sale of the Note and are hereby directed to present the negotiated proposal to the Governing Body for consideration and approval at the date and time specified above for the sale of the Note.

SECTION 7. The interest on the Note is not exempt from Federal income taxes. Under existing law, interest on the Note is exempt from present taxes imposed by the State of Mississippi and any county, municipality or other political subdivision of the State of Mississippi, except for inheritance, estate and transfer taxes.

SECTION 8. The principal amount of the Note is being issued in denomination of \$10,000 or more and is being sold to a single purchaser who will have knowledge and experience in financial and business matters making it capable of evaluating the merits and risks of the prospective investment. The Note shall be sold to a purchaser without a view for distribution and Note. The purchaser of said Note shall be required to execute a certification at closing to the effect that the Note is being purchased for the account of the purchaser without the intent to distribute. Based on the foregoing, the Note will be exempt from the continuing disclosure requirements of SEC Rule 15c2-12.

SECTION 9. This resolution evidences complete legal authority for the issuance of the Note in full compliance with the laws of the State of Mississippi presently in effect, that the Note constitutes a valid and legally binding obligation of the City, that the Note is payable from and secured by an irrevocable pledge of the avails of a direct and continuing tax upon all the taxable property within the geographical limits of the City.

SECTION 10. The Mayor, the City Clerk and the other authorized officers of the City are and each of them acting alone is, hereby authorized and directed to take such actions and to execute such documents as may be necessary to effectuate the purposes of this resolution.

SECTION 11. All orders, resolutions or proceedings of this Governing Body in conflict with the provisions of this resolution shall be and are hereby repealed, rescinded and set aside, entirely to the extent of such conflict.

SECTION 12. If any and of more of the provisions of this resolution shall, for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any of the other provisions of this resolution, but this resolution shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained herein.

Question: _____ Votes: _____ recorded the motion to adopt the foregoing resolution, and the question being put to a roll call vote, the result was as follows:

Alderman Darin Carlson	Voted	_____	_____
Alderman Rosa Weaver	Voted	_____	_____
Alderman Steve Springer	Voted	_____	_____
Alderman John Noyce	Voted	_____	_____
Alderman Nathan Carter	Voted	_____	_____

The motion having received the affirmative vote of a majority of the members present, the Mayor declared the motion carried and the resolution adopted this 11th 29th day of May, 2009.

MAYOR