

City of Hattiesburg, MS

*200 Forrest St.
P.O. Box 1898
Hattiesburg, MS 39401*



Meeting Agenda - Final

Monday, June 29, 2015

8:30 AM

Council Chambers

City Council - Special Called Meeting

*City Council
Special Called Meeting*

1. [2015-1974](#) Rescind the motion passed by the Council June 16, 2015 to Table until July 7, 2015, to adopt a Resolution appointing Anthony Parker as Police Chief for the City of Hattiesburg.
2. [2015-1964](#) Take from the Table and Adopt a Resolution appointing Anthony L. Parker as Chief of Police for the City of Hattiesburg .

Attachments: [Resume-Parker](#)
 [RES-Parker, Police Chief, 2015](#)
 [executed RES-Parker, Police Chief, 2015 RES#2015-82](#)

3. [2015-1961](#) Take from the Table and Adopt resolution authorizing employment of Butler Snow, LLP, Government Consultants, Inc. and Raymond James, Inc. in connection with the issuance of refunding bonds to raise money for providing funds for prepayment and refunding of certain outstanding debt obligations of the City of Hattiesburg; and for related purposes.

Attachments: [Engagement Resolution](#)
 [executed Engagement Resolution RES#2015-83](#)



City of Hattiesburg, MS

200 Forrest St.
P.O. Box 1898
Hattiesburg, MS 39401

Master

File Number: 2015-1974

File ID: 2015-1974

Type: Regular Agenda Item

Status: Agenda Ready

Version: 1

Reference:

In Control: City Council

File Created: 06/26/2015

Brief Title: Rescind 6-16-15 Motion Tabling Police Chief Resolution

Final Action: 06/29/2015

Minute Book Number: MB2015-195

Title:

Rescind the motion passed by the Council June 16, 2015 to Table until July 7, 2015, to adopt a Resolution appointing Anthony Parker as Police Chief for the City of Hattiesburg.

Notes:

Sponsors:

Enactment Date:

Attachments:

Enactment Number:

Contact:

Meeting Date: 06/29/2015

Drafter: Debbie Bernardo

Effective Date:

History of Legislative File

Ver- sion:	Acting Body:	Date:	Action:	Sent To:	Due Date:	Return Date:	Result:
1	City Council - Special Called Meeting	06/29/2015	Rescind				Pass
Action Text: A MOTION was made by Dryden and seconded by Carroll to Rescind the motion passed by the Council June 16, 2015 to Table until July 7, 2015, to adopt a Resolution appointing Anthony Parker as Police Chief for the City of Hattiesburg.							
There being no discussion, the Motion received the affirmative vote of the Council as follows:							
Yeas: 4 - Bradley, Carroll, Dryden and Naylor							
Nays: 0							
Absent: 1 - Delgado							
Yea: 4 Bradley Carroll Naylor Dryden							
TEL-No Vote: 0							

Text of Legislative File 2015-1974

Title

Rescind the motion passed by the Council June 16, 2015 to Table until July 7, 2015, to adopt a Resolution appointing Anthony Parker as Police Chief for the City of Hattiesburg.

Summary

Rescind 6-16-15 Motion Tabling Police Chief Resolution

Budget Information

Expenditure Type

Purchasing Item

Publication Information



City of Hattiesburg, MS

200 Forrest St.
P.O. Box 1898
Hattiesburg, MS 39401

Master

File Number: 2015-1964

File ID: 2015-1964

Type: Resolution

Status: Passed

Version: 2

Reference:

In Control: City Council

File Created: 06/10/2015

Brief Title: Appointment of Chief of Police

Final Action: 06/29/2015

Minute Book Number: MB2015-186-187(Tab

Title:

Take from the Table and Adopt a Resolution appointing Anthony L. Parker as Chief of Police for the City of Hattiesburg .

Notes:

Sponsors:

Enactment Date:

Attachments: Resume-Parker, RES-Parker, Police Chief, 2015, executed RES-Parker, Police Chief, 2015
RES#2015-82

Enactment Number:

Contact:

Meeting Date:

Drafter: Kermas Eaton

Effective Date:

History of Legislative File

Ver- sion:	Acting Body:	Date:	Action:	Sent To:	Due Date:	Return Date:	Result:
2	City Council	06/16/2015	Table				Pass

Action Text: A MOTION was made by Council member Carroll and seconded by Council President Bradley to TABLE until the end of the week to Adopt a Resolution appointing Anthony L. Parker as Chief of Police for the City of Hattiesburg.

Council President Bradley said the meeting with Chief Parker went well but that the discussion was an hour before the Council meeting and that the reason for the table was to give Council members some time to consider before voting.

Following discussion, the Motion failed, receiving the vote of the Council as follows:

Yeas: 2 - Bradley and Carroll

Nays: 2 - Delgado and Naylor

Abstain: 1 - Dryden

A MOTION was made by Council Member Dryden and seconded by Council Member Naylor to TABLE until the next scheduled Council meeting to Adopt a Resolution appointing Anthony L. Parker as Chief of Police for the City of Hattiesburg.

Council President Bradley said that meeting will be three weeks from now.

Council member Dryden said [the Council] needs to consider that there is already a police chief and that if the process goes too quickly, [the City] will be paying two police chiefs at one time.

Council member Delgado said [Chief Bolton] is not functioning as the police chief, at the discretion of the mayor. She said she thought there was an agreement that he would become commissioner of public safety, which would include police and fire, but that she does not see that happening; Council President Bradley said it did not happen.

Council Vice President Bradley asked that the discussion remain on the current item.

Council President Bradley said [the Council] did not create this problem and does not have to fix it this week but feels that this may be uncomfortable for [Chief Parker] and that it leaves the City of Crystal Springs in the lurch.

Following discussion, the Motion to Table until the next scheduled meeting received the affirmative vote of the Council as follows:

Yeas: 4 - Bradley, Carroll, Dryden and Naylor

Nays: 1 - Delgado

Yea: 4 Council Member Bradley
Council Member Carroll
Council Member Dryden
Council Member Naylor

Nay: 1 Council Member Delgado

TEL-No Vote: 0

2 City Council - Special
Called Meeting 06/29/2015 Adopt

Pass

Action Text: A MOTION was made by Carroll and seconded by Dryden to Take from the Table and Adopt a Resolution appointing Anthony L. Parker as Chief of Police for the City of Hattiesburg.

Council President Bradley welcomed Chief Parker to Hattiesburg. He said he spoke yesterday to Chief Parker, who plans to start in a few weeks, and that he has received numerous calls about the chief and about his character. He said he knows he will do an outstanding job.

Following discussion, the Motion received the affirmative vote of the Council as follows:

Yeas: 4 - Bradley, Carroll, Dryden and Naylor

Nays: 0

Absent: 1 - Delgado

Yea: 4 Bradley
 Carroll
 Naylor
 Dryden

TEL-No Vote: 0

Text of Legislative File 2015-1964

Title

Take from the Table and Adopt a Resolution appointing Anthony L. Parker as Chief of Police for the City of Hattiesburg .

Summary

Adopt Resolution Appointing Anthony L. Parker as Chief of Police

Budget Information

Expenditure Type

Purchasing Item

Publication Information

SUMMARY OF QUALIFICATIONS

- Chief of Police
- 33 years of law enforcement experience
- Responsive, skilled, and knowledgeable law enforcement professional
- Qualified Expert Active Duty Firearms Course

EDUCATION

University of Southern Mississippi
Bachelor of Science - Athletic Administration & Coaching

August 1974-May 1979

CURRENT EXPERIENCE

Crystal Springs Police Department
Chief of Police

Crystal Springs, MS
October 2009-Present

- Contributes to department's overall quality by developing, reviewing and implementing policies and procedures to meet legal requirements and city needs.
- Prepares, recommends and implements strategic plans to meet the city's current and long-range needs
- Develops and directs the implementation of goals, objectives, policies, procedures and work standards
- Prepares and administers the department's budget.
- Plans, organizes, administers, reviews and evaluates the work of sworn and non-sworn staff
- Provides for the selection, training, professional development and work evaluation of department staff
- Provides policy guidance, ensure that laws, ordinances and policies are consistently enforced
- Oversees all city police functions including community-oriented policing, patrol, crime prevention, investigation, traffic enforcement, school services, dispatch and records.
- Directs the investigation of major crimes in coordination with other agencies
- Assists the city attorney and district attorney in the preparation of cases.
- Authorizes discipline as required

ADDITIONAL ASSIGNMENTS

Crystal Springs Police Department
Lieutenant
Sergeant
Patrolman

February 2010-October 2013
November 2009-February 2010
March 2009- November 2009

RELATED EXPERIENCE

State of Mississippi

Miss. Bureau of Investigations Special Agent/Master Sgt.

Mississippi Highway Patrol
February 2001 – April 2009

- Acted as liaison between local and federal officials and the Department of Public Safety
- Provided information and assistance as needed to county, state, and federal government.
- Analyzed and prepared detailed reports on each investigation.
- Led investigations for criminal and non-criminal activities.
- Prepared investigative reports to submit to supervisor.
- Interviewed witnesses, victims, and suspects.
- Testified in court cases as needed.

State Trooper MHP

December 1982- February 2001

- Enforced all traffic rules and regulations of the state of Mississippi for assigned portion of the Mississippi Highway Patrol System.
- Provided assistance to the public and government agencies and officials during crises or special events.
- Investigated motorist accidents. Made arrests when necessary.
- Testified in court when necessary.

CONTINUING EDUCATION

Law Enforcement Officer Standards and Training
Crime Stoppers Annual Training Conference
Equitable Sharing for financial Support Staff
Executive Management Training
Domestic Violence Training
Constitutional Updates
Intellectual Property
Ethics

PROFESSIONAL TRAINING

Drug Enforcement Administration Task Force Agent Orientation
U. S. Customs Blue Lightning Cross-Designation Training
Drug Enforcement Administration Asset Forfeiture
Basic Narcotic and Dangerous Drug Investigation
Basic Audio and Video Surveillance Operations
Mississippi Law Enforcement Officers Training
Basic Crisis Hostage Negotiation Training
Basic Videography for Law Enforcement
Confidential Source Management School
Basic Crime Scene Investigation
Certified Investigator Program
Narcotics' Identification Class
Interviews and Interrogation
Death Scene Investigations
Doppler Radar Operation
Cyber Crimes Forensics
Radiological Monitors

REFERENCES

Captain, Robert Bradley
Mississippi Highway Patrol
1900 Woodrow Wilson Blvd.
Jackson, Mississippi 39205
601-942-3720

Retired Lt. Col., Douglas Stewart
Alcorn State Campus Police
1000 ASU Drive Alcorn State
Alcorn, Mississippi 39096
601-613-1454

U.S. Marshal, George White
Jackson Federal Courthouse
501 East Court Street
Jackson, Mississippi 39201
601-573-4975

RESOLUTION

**RESOLUTION FOR APPOINTING POLICE CHIEF FOR HATTIESBURG POLICE
DEPARTMENT FOR CITY OF HATTIESBURG**

WHEREAS, Section 21-8-23 of the Mississippi Code of 1972, as annotated and amended, provides that a department director shall be appointed by the Mayor of the City of Hattiesburg, Mississippi, and confirmed by an affirmative vote of a majority of the City Council present and voting: and

WHEREAS, Anthony L. Parker. is appointed by the Mayor and is recognized by the Council as a qualified and proper person to fulfill the duties of the Chief of the Hattiesburg Police Department:

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF HATTIESBURG:

Section 1. That Anthony L. Parker. be and is hereby confirmed to serve as Chief of the Hattiesburg Police Department to fulfill the duties as defined by Section 21-8-23 of the Mississippi Code of 1972 as annotated and amended.

Section 2. That public interest and necessity requiring same, this Resolution shall become effective immediately.

The above and foregoing Resolution, after having been first reduced to writing, was introduced by Councilman _____, seconded by Councilman _____, and was adopted by the following vote, to-wit:

YEAS:

NAYS:

The President thereby declared the motion carried and the Resolution adopted, this the 29th day of June, 2015.

(S E A L)

ATTEST:

ADOPTED:

CLERK OF COUNCIL

PRESIDENT

The above and foregoing Resolution having been submitted to and approved by the Mayor, this the 29th day of June, 2015.

ATTEST:

APPROVED:

CITY CLERK

MAYOR

RESOLUTION

RESOLUTION FOR APPOINTING POLICE CHIEF FOR HATTIESBURG POLICE DEPARTMENT FOR CITY OF HATTIESBURG

WHEREAS, Section 21-8-23 of the Mississippi Code of 1972, as annotated and amended, provides that a department director shall be appointed by the Mayor of the City of Hattiesburg, Mississippi, and confirmed by an affirmative vote of a majority of the City Council present and voting; and

WHEREAS, Anthony L. Parker. is appointed by the Mayor and is recognized by the Council as a qualified and proper person to fulfill the duties of the Chief of the Hattiesburg Police Department:

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF HATTIESBURG:

Section 1. That Anthony L. Parker. be and is hereby confirmed to serve as Chief of the Hattiesburg Police Department to fulfill the duties as defined by Section 21-8-23 of the Mississippi Code of 1972 as annotated and amended.

Section 2. That public interest and necessity requiring same, this Resolution shall become effective immediately.

The above and foregoing Resolution, after having been first reduced to writing, was introduced by Councilman Carroll, seconded by Councilman Dryden, and was adopted by the following vote, to-wit:

YEAS: Bradley
Carroll
Dryden
Naylor

NAYS: None ABSENT: Delgado

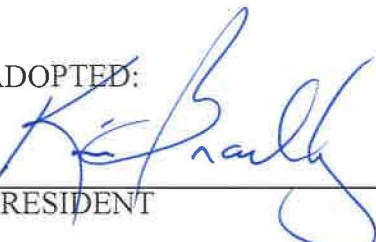
The President thereby declared the motion carried and the Resolution adopted, this the 29th day of June, 2015.

(S E A L)

ATTEST:


CLERK OF COUNCIL

ADOPTED:

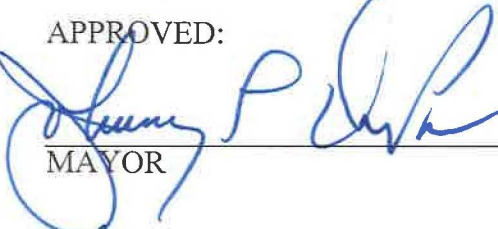

PRESIDENT

The above and foregoing Resolution having been submitted to and approved by the Mayor, this the 29th day of June, 2015.

ATTEST:


CITY CLERK

APPROVED:


MAYOR



City of Hattiesburg, MS

200 Forrest St.
P.O. Box 1898
Hattiesburg, MS 39401

Master

File Number: 2015-1961

File ID: 2015-1961

Type: Resolution

Status: Passed

Version: 2

Reference:

In Control: City Council

File Created: 06/09/2015

Brief Title: Engagement Resolution for Bond Refunding

Final Action: 06/29/2015

Minute Book Number: MB2015-187-188 (tab

Title:

Take from the Table and Adopt resolution authorizing employment of Butler Snow, LLP, Government Consultants, Inc. and Raymond James, Inc. in connection with the issuance of refunding bonds to raise money for providing funds for prepayment and refunding of certain outstanding debt obligations of the City of Hattiesburg; and for related purposes.

Notes:

Sponsors:

Enactment Date:

Attachments: Engagement Resolution, executed Engagement Resolution RES#2015-83

Enactment Number:

Contact:

Meeting Date: 06/16/2015

Drafter: Sharon Waits

Effective Date:

History of Legislative File

Ver- sion:	Acting Body:	Date:	Action:	Sent To:	Due Date:	Return Date:	Result:
1	City Council	06/16/2015	Table				Pass

Action Text: A MOTION was made by Council Member Carroll and seconded by Council Member Dryden to TABLE until the next Council meeting to Adopt resolution authorizing employment of Butler Snow, LLP, Government Consultants, Inc. and Raymond James, Inc. in connection with the issuance of refunding bonds to raise money for providing funds for prepayment and refunding of certain outstanding debt obligations of the City of Hattiesburg; and for related purposes.

Council President Bradley asked Ms. Everett if she made an inquiry about Raymond James; she apologized, said she did not and that conversations started when representatives met with the Mayor. Council President Bradley said this is the first time Raymond James has [done business] with the city and that there are local representatives.

Ms. Everett said she does not know that it matters which principals of the corporation are involved. Council President Bradley said that it involves a lot of money. Council member Delgado stated that Ms. Everett knows that [use of] a Hattiesburg agency makes a difference.

Council member Carroll said he is not comfortable with Ms. Everett's explanation and would like to hear from Butler Snow; he said they should have been available [for Agenda Review].

Council member Delgado said she would move to deny. Council President Bradley asked if she would be comfortable with tabling; she said she would not vote for tabling because she thinks the item should be denied.

Following discussion, the Motion to Table received the affirmative vote of the Council as follows:

Yeas: 3 - Bradley, Carroll and Dryden

Nays: 2 - Delgado and Naylor

Yea: 3 Council Member Bradley
Council Member Carroll
Council Member Dryden
Nay: 2 Council Member Delgado
Council Member Naylor

TEL-No Vote: 0

2	City Council - Special Called Meeting	06/29/2015	Adopt	Pass
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Action Text: A MOTION was made by Carroll and seconded by Council Vice President Naylor to Take from the Table and Adopt resolution authorizing employment of Butler Snow, LLP, Government Consultants, Inc. and Raymond James, Inc. in connection with the issuance of refunding bonds to raise money for providing funds for prepayment and refunding of certain outstanding debt obligations of the City of Hattiesburg; and for related purposes.

Council President Bradley said his questions have been answered.

Council member Carroll said he also talked with Butler Snow and got the answers he needed.

Following discussion, the Motion received the affirmative vote of the Council as follows:

Yeas: 4 - Bradley, Carroll, Dryden and Naylor

Nays: 0

Absent: 1 - Delgado

Yea: 4 Bradley
Carroll
Naylor
Dryden

TEL-No Vote: 0

Text of Legislative File 2015-1961

Title

Take from the Table and Adopt resolution authorizing employment of Butler Snow, LLP,

Government Consultants, Inc. and Raymond James, Inc. in connection with the issuance of refunding bonds to raise money for providing funds for prepayment and refunding of certain outstanding debt obligations of the City of Hattiesburg; and for related purposes.

Summary

Engagement Resolution for Bond Refunding

RESOLUTION OF THE MAYOR AND CITY COUNCIL (THE "GOVERNING BODY") OF THE CITY OF HATTIESBURG, MISSISSIPPI (THE "CITY"), AUTHORIZING THE EMPLOYMENT OF PROFESSIONALS IN CONNECTION WITH THE ISSUANCE OF REFUNDING BONDS, IN ONE OR MORE SERIES, OF THE CITY (TOGETHER, THE "BONDS") TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR (I)(A) THE PREPAYMENT AND REFUNDING OF ALL OR A PORTION OF THE CITY'S OUTSTANDING PROMISSORY NOTE (HATTIESBURG, MISSISSIPPI COMBINED WATER AND SEWER SYSTEM REFUNDING AND CONSTRUCTION PROJECT), DATED JUNE 28, 2006, ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$17,000,000, AND THE SUBSEQUENT REFUNDING OF THE MISSISSIPPI DEVELOPMENT BANK SPECIAL OBLIGATION BONDS, SERIES 2006 (HATTIESBURG, MISSISSIPPI COMBINED WATER AND SEWER SYSTEM REFUNDING AND CONSTRUCTION PROJECT), DATED JUNE 28, 2006, ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$17,000,000; (B) THE PREPAYMENT AND REFUNDING OF ALL OR A PORTION OF THE CITY'S OUTSTANDING GENERAL OBLIGATION WATER AND SEWER BONDS, SERIES 2009, DATED MARCH 4, 2009, ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$7,500,000; (C) THE PREPAYMENT AND REFUNDING OF ALL OR A PORTION OF THE CITY'S OUTSTANDING GENERAL OBLIGATION POOL LOAN REFUNDING BONDS, SERIES 2009, DATED DECEMBER 21, 2009, ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$9,950,000; AND (II) FOR RELATED PURPOSES.

WHEREAS, the Mayor and City Council (the "Governing Body") of the City of Hattiesburg, Mississippi (the "City"), acting for and on behalf of the City, hereby finds and determines as follows:

1. The Governing Body has determined that the City can realize financial benefits by refunding all of or a portion of the City's (a) Promissory Note (Hattiesburg, Mississippi Combined Water and Sewer System Refunding and Construction Project), dated June 28, 2006, issued in the original principal amount of \$17,000,000, and the subsequent refunding of the Mississippi Development Bank Special Obligation Bonds, Series 2006 (Hattiesburg, Mississippi Combined Water and Sewer System Refunding and Construction Project), dated June 28, 2006, issued in the original principal amount of \$17,000,000; (b) General Obligation Water and Sewer Bonds, Series 2009, dated March 4, 2009 issued in the original principal amount of \$7,500,000; and (c) General Obligation Pool Loan Refunding Bonds, Series 2009, dated December 21, 2009, issued in the original principal amount of \$9,950,000 (together, the "Refunding Project").

2. It is necessary and in the public interest for the City to negotiate for the sale of refunding bonds, in one or more series, (together, the "Refunding Bonds") for the Refunding Project.

3. That in order to prepare the necessary offering documents it is in the best interest of the City to authorize the law firm of Butler Snow LLP, Ridgeland, Mississippi, as Bond Counsel (the "Bond

Counsel"), Government Consultants, Inc. Jackson, Mississippi, as Municipal Advisor (the "Municipal Advisor"), and Raymond James, Inc., Memphis, Tennessee, as the Underwriter (the "Underwriter"), to prepare and distribute all necessary documents and to do all things required in order to negotiate the sale of the Refunding Bonds and effectuate the issuance of such Refunding Bonds at a subsequent date subject to the approval of the Governing Body of the City.

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 the Refunding Bonds to raise money for the purpose of providing funds for the Refunding Project and paying for costs of issuance of the Bonds.

SECTION 2. The Governing Body herein employs the law firm of Butler Snow LLP, Ridgeland, Mississippi, as Bond Counsel, Government Consultants, Inc. Jackson, Mississippi, as Municipal Advisor, and Raymond James, Inc., Memphis, Tennessee, as the Underwriter, and authorizes them to prepare and distribute all necessary documents and to do all things required in order to negotiate the sale of the Refunding Bonds and to effectuate the issuance of such Refunding Bonds subject to the approval of the Governing Body of the City at a subsequent date.

SECTION 3. The terms of employment for Bond Counsel are set forth in the engagement letter (the "Engagement Letter") attached hereto as **EXHIBIT A**. All provisions of the Engagement Letter, when executed as hereinafter authorized, shall be incorporated herein, and shall be deemed to be part of this resolution fully and to the same extent as if separately set out verbatim herein. The form of the Engagement Letter and the execution thereof by the Mayor and/or the City Clerk is hereby approved and authorized.

SECTION 4. In connection with the employment of Government Consultants, Inc., Jackson, Mississippi, as Municipal Advisor, the City is hereby requested to execute the attached Independent Registered Municipal Advisor (IRMA) Representation letter (the "M/A IRMA Letter"), attached hereto as **EXHIBIT B**. The Mayor or City Clerk of the Governing Body is hereby authorized, acting for and on behalf of the City, to execute said M/A IRMA Letter.

SECTION 5. In connection with the employment of the Underwriter, the Governing Body is hereby requested to execute the attached G-17 letter ("G-17"), attached hereto as **EXHIBIT C**. The form of the G-17 and the execution thereof by the Mayor and/or the City Clerk is hereby approved and authorized.

SECTION 6. 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, but only to the extent of such conflict.

Following the reading of the foregoing resolution, Council Member_____made the motion and Council Member _____seconded the motion. After discussion, the matter was put to a roll call vote. The result was as follows:

YEAS:

NAYS:

ABSENT:

The motion having received the affirmative vote of the Governing Body, the President of the City Council declared the motion carried and the resolution adopted, on this the 29th day of June, 2015.

[SEAL]

ATTEST:

CLERK OF COUNCIL

PRESIDENT

The above and foregoing Resolution having been submitted to and approved by the Mayor, this the 29th day of June, 2015.

CITY CLERK

MAYOR

EXHIBIT A

ENGAGEMENT LETTER

BUTLER | SNOW

June 16, 2015

Mayor and City Council
City of Hattiesburg, Mississippi

Re: Refunding Bonds issued in one or more series (the "**Bonds**")

Ladies and Gentlemen:

The purpose of this engagement letter is to set forth certain matters concerning the services we will perform as bond counsel to the City of Hattiesburg, Mississippi (the "**City**") in connection with the issuance of the above-referenced Bonds. We understand that the Bonds are being issued to provide funds for refunding all of or certain maturities of the City's (a) Promissory Note (Hattiesburg, Mississippi Combined Water and Sewer System Refunding and Construction Project), dated June 28, 2006, issued in the original principal amount of \$17,000,000, and the subsequent refunding of the Mississippi Development Bank Special Obligation Bonds, Series 2006 (Hattiesburg, Mississippi Combined Water and Sewer System Refunding and Construction Project), dated June 28, 2006, issued in the original principal amount of \$17,000,000; (b) General Obligation Water and Sewer Bonds, Series 2009, dated March 4, 2009 issued in the original principal amount of \$7,500,000; and (c) General Obligation Pool Loan Refunding Bonds, Series 2009, dated December 21, 2009, issued in the original principal amount of \$9,950,000 (together, the "Refunding Project").

SCOPE OF ENGAGEMENT

In connection with this engagement, we expect to perform the following duties:

1. Subject to the completion of proceedings to our satisfaction, render our legal opinion (the "**Bond Opinion**") regarding the validity and binding effect of the Bonds, the source of payment and security for the Bonds, and the excludability of interest on the Bonds from gross income for federal and State of Mississippi (the "**State**") income tax purposes;
2. Prepare and review documents necessary or appropriate for the authorization, issuance and delivery of the Bonds and coordinate the authorization and execution of such documents;
3. Assist the City in seeking from any other governmental authorities such approvals, permissions, and exemptions as we determine are necessary or appropriate in connection with the authorization, issuance and delivery of the Bonds, except that we will not be responsible for any required Blue Sky filings;
4. Review legal issues relating to the structure of the Bond issue;
5. Pursue validation proceedings under State law;

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F 601.985.4500
www.butlersnow.com

Suite 1400
1020 Highland Cowny Parkway
Ridgeland, MS 39157

6. Assist the City in preparing the official statement (the "**Official Statement**") and subject to satisfactory completion of our review, provide to the Issuer written advice that in the course of our participation, no information has come to our attention that leads us to believe that the Official Statement, as of its date (except for financial statements, other statistical data, feasibility reports and statements of trends and forecasts and book-entry language contained in the Official Statement and its appendices, as to which we will express no opinion), contains any untrue statement of material fact or omits to state any material fact necessary to make the statements in the Official Statement, in light of the circumstances under which they were made, not misleading;

7. Assist the City in presenting information to bond rating organizations, if necessary, and providers of credit enhancement relating to legal issues affecting the issuance of the Bonds;

8. Prepare and review the Bond Purchase Agreement pertaining to the negotiated sale of the Bonds; and

9. If applicable, draft the continuing disclosure undertaking of the City.

Our Bond Opinion will be addressed to the City and will be delivered by us on the date of delivery of the Bonds. The Bond Opinion will be based on facts and laws existing as of its date. In rendering our Bond 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, and we will assume continuing compliance by the City with applicable laws relating to the Bonds. During the course of this engagement, we will rely on you to provide us with complete and timely information on all developments pertaining to any aspect of the Bonds and their security. We understand that you will direct members of your staff and other employees of the City to cooperate with us in this regard. In rendering our Bond Opinion, we will expressly rely upon other counsel as to due authorization, execution and delivery of bond documents executed by the City.

Our duties in this engagement are limited to those expressly set forth above. Among other things, our duties under this engagement, without a separate engagement as may hereafter be agreed between the parties, do not include:

(a) Except as described in paragraph 6 above, assisting in the preparation or review of the Official Statement or any other disclosure document, if applicable, with respect to the Bonds, or performing an independent investigation to determine the accuracy, completeness or sufficiency of any such document or rendering advice that the Official Statement or other disclosure document, if applicable, does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading;

(b) Preparing request for tax rulings from the Internal Revenue Service ("**IRS**") or no action letters from the Securities and Exchange Commission ("**SEC**");

- (c) If applicable, preparing Blue Sky or investment surveys with respect to the Bonds;
- (d) Drafting State constitutional or legislative amendments;
- (e) Pursuing test cases or other litigation, such as contested validation proceedings;
- (f) Making an investigation or expressing any view as to the creditworthiness of the City or the Bonds;
- (g) Except as described in paragraph 9 above and if applicable, assisting in the preparation of, or opining on, a continuing disclosure undertaking pertaining to the Bonds or, after closing, providing advice concerning any actions necessary to assure compliance with any continuing disclosure undertaking;
- (h) Representing the City in IRS examinations or inquiries, or SEC investigations;
- (i) After closing, providing continuing advice to the City or any other party concerning any actions necessary to assure that interest paid on the Bonds will continue to be excludable from gross income for federal income tax purposes (e.g., our engagement does not include rebate calculations for the Bonds). Although our present engagement does not include rebate analysis and post-issuance advice relating to the Bonds, we would like to discuss with you a separate engagement involving rebate and other post-issuance compliance matters for the Bonds and other bond issues that you may have issued on various occasions. This includes the drafting of a formal debt management policy and post-issuance tax compliance policy;
- G) Giving and/or providing any financial advice or financially-related recommendations concerning the issuance of the Bonds as mandated by SEC and/or MSRB rules; or
- (k) Addressing any other matters not specifically set forth above that is not required to render our Bond Opinion.

ATTORNEY-CLIENT RELATIONSHIP

Upon execution of this engagement letter, the City will be our client and an attorney-client relationship will exist between us. We understand that counsel to the City has been engaged by the City to assist with the issuance of the Bonds, particularly as to the authorization, execution and delivery of bond documents. We assume that all other parties will retain such counsel, as they deem necessary and appropriate to represent their interest in this transaction. We further assume that all other parties understand that in this transaction we represent only the City, we are not counsel to any other party, and we are not acting as an intermediary among the parties. Our services as bond counsel are limited to those contracted for in this letter, and the City's execution of this engagement letter will constitute an acknowledgment of those limitations. Our representation of the City will not affect, however, our responsibility to render an objective Bond Opinion.

Our representation of the City and the attorney-client relationship created by this engagement letter will be concluded upon issuance of the Bonds. Nevertheless, subsequent to Closing, we will mail to the IRS the appropriate IRS Form 8038-G and prepare and distribute to the participants in the transaction a transcript of the proceedings pertaining to the Bonds.

PROSPECTIVE CONSENT

As you are aware, Butler Snow represents many political subdivisions, companies and individuals. It is possible that during the time that we are representing the City, one or more of our present or future clients will have transactions with the City. It is also possible that we may be asked to represent, in an unrelated matter, one or more of the entities involved in the issuance of the Bonds. We do not believe that such representation, if it occurs, will adversely affect our ability to represent you as provided in this letter, either because such matters will be sufficiently different from the issuance of the Bonds so as to make such representations not adverse to our representation of you, or because the potential for such adversity is remote or minor and outweighed by the consideration that it is unlikely that advice given to the other client will be relevant to any aspect of the issuance of the Bonds. Execution of this letter will signify the City's consent to our representation of others consistent with the circumstances described in this paragraph.

FEES

Based upon: (i) our current understanding of the terms, structure, size and schedule of the financing represented by the Bonds; (ii) the duties we will undertake pursuant to this engagement letter; (iii) the time we anticipate devoting to the financing; and (iv) the responsibilities we will assume in connection therewith, our fee will be not to exceed one percent (1%) of the par amount of the Bonds and our fee as participating and assisting with the preparation of the Official Statement will not exceed 0.25% of the par amount of the Bonds, which includes our expenses such as travel costs, deliveries, copies, transcripts, telephone charges, filing fees, computer-assisted research and other expenses.

If the financing is not consummated, we understand and agree that we will not be paid for our time expended on your behalf but will be paid for client charges made or incurred on your behalf.

RECORDS

At your request, papers and property furnished by you will be returned promptly upon receipt of payment for outstanding fees and client charges. Our own files, including lawyer work product, pertaining to the transaction will be retained by us. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to dispose of any documents or other material retained by us after the termination of this engagement.

Mayor and City Council
City of Hattiesburg, Mississippi
June 16, 2015
Page 5

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

BUTLERS O'WELL *n*

By: *M Ub*
Eliza Oeth Lambert Clark

Accepted and Approved:

**CITY OF HATTIESBURG
HATTIESBURG, MISSISSIPPI**

BY: _____
Mayor

Dated: _____

Authorized by Resolution of the Mayor and City Council dated June 16, 2015.

EXHIBIT B

M/AIRMA LETTER



GOVERNMENT CONSULTANTS, INC.

Consulting & Advisory Firm

1830 Crane Ridge Drive
Jackson, Mississippi 39216

Telephone: (601) 982-0005
Facsimile: (601) 982-2448
Email: gcms@gc-ms.net

June 16, 2015

Mayor Johnny DuPree & City Council
City of Hattiesburg, Mississippi

Dear Mayor and City Council,

We are writing you to provide certain disclosures to you as representative of City of Hattiesburg, Mississippi (the "Issuer") as required by the Municipal Securities Rulemaking Board ("MSRB") rules.

Government Consultants, Inc. serves as municipal advisor to the Issuer related to the proposed issuance of the Refunding Bonds, Series 2015 issued in one or more series of the City of Hattiesburg, Mississippi (the "Bonds"). Under the rules promulgated by the Securities and Exchange Commission ("SEC") and the MSRB, Government Consultants, Inc. is an Independent Registered Municipal Advisor ("IRMA") and is providing municipal advisory services to Issuer as such. Our role is that of municipal advisor and not as underwriter. As part of our services as municipal advisor to the Issuer, we provide advice concerning the structure, timing, terms, sizing and other similar matters related to the issuance of the Bonds.

Disclosures Concerning our Role as Municipal Advisor

- (i) As municipal advisor, we have a fiduciary duty to the Issuer and we act at all times in the best interest of the Issuer. This is different than an underwriter who only has an obligation to deal fairly with you, as Issuer. The underwriter has financial and other interests that differ from the Issuer. As municipal advisor, we have no financial or other interests that differ from the Issuer.
- (ii) We provide the services set out above independent of the underwriter and any other professionals working on behalf of the Issuer.
- (iii) We have a continuing obligation to disclose to you, as Issuer, any matter that may be a conflict or that may hamper in any way our ability to provide unbiased and independent advice to you as municipal advisor.

Mayor Johnny DuPree & City Council
City of Hattiesburg, Mississippi
June 16, 2015
Page Two

Compensation

Our compensation for serving as municipal advisor for the issuance of the Bonds will be contingent on the closing of the transaction and is based, in part, on the size of the Bonds. In keeping with our fiduciary duty to the Issuer, any advice or recommendation as to the sizing of the Bonds will be based solely on what is in the best interest of the Issuer.

Risks Related to Issuing Bonds

As with any bond issue, your obligation to pay principal and interest when due will be a contractual obligation that will require you to make these payments no matter what budget restraints you encounter. The failure to pay principal and interest when due could cause you to be in default. A default may negatively impact your credit ratings and may effectively limit your ability to publicly offer bonds, bonds or other security at market rate levels.

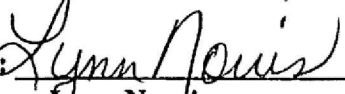
Since we expect to recommend that the Bonds be issued as fixed rate bonds, please be aware of the following basic aspects of that type bond. Fixed rate bonds are interest bearing debt securities issued by an issuer such as the City of Hattiesburg, Mississippi. Maturity dates for fixed rate bonds are fixed at the time of the issuance and may include serial maturities (specified principal amounts are payable on each term maturity date) or a combination of serial and term maturities. Interest on fixed rate bonds is typically paid semi-annually at a state fixed rate or rates for each maturity. It is recommended that you consult with bond counsel on such tax matters related to the issuance of the Bonds.

Acknowledgement

We must seek your acknowledgement that you have received this disclosure. Accordingly, please acknowledge your receipt of this disclosure on behalf of the Issuer in the space provided below.

Sincerely,

Government Consultants, Inc.

BY: 
Lynn Norris

RECEIPT ACKNOWLEDGED AND APPROVED BY:

BY: _____
Mayor Johnny DuPree
City of Hattiesburg, Mississippi

EXHIBIT C

G-17 LETTER

RAYMONDJAMES®

June 8, 2015

Mayor Johnny L. DuPree, Ph.D.
City of Hattiesburg, Mississippi
PO Box 1898
Hattiesburg, MS 39403

Re: Disclosures by Senior Managing Underwriter
Pursuant to MSRB Rule G-17
Series 2015 Bonds

Mayor DuPree:

We are writing to provide you, as Mayor of the City of Hattiesburg, Mississippi (Issuer) with the authority to bind the Issuer by contract, with certain disclosures relating to the captioned bond issue (the "Bonds"), as required by Municipal Securities Rulemaking Board (MSRB) Rule G-17 as set forth in MSRB Notice 2012-25 (May 7, 2012)¹.

The Issuer has engaged Raymond James & Associates, Inc. ("RJA") to serve as an underwriter, and not as a financial advisor or municipal advisor, in connection with the issuance of the Bonds.

As part of our services as senior managing underwriter, RJA may provide advice concerning the structure, timing, terms, and other similar matters concerning the issuance of the Bonds. As senior managing underwriter, we are providing this letter on behalf of the underwriters that are members of the underwriting syndicate for the Bonds. You also may receive additional separate disclosure letters pursuant to Rule G-17 from one or more co-managing underwriters for the Bonds.

I. Disclosures Concerning the Underwriters' Role:

(i) MSRB Rule G-17 requires an underwriter to deal fairly at all times with both municipal issuers and investors.

(ii) The primary role of the underwriters is to purchase the Bonds with a view to distribution in an arm's-length commercial transaction with the Issuer. The underwriters have financial and other interests that differ from those of the Issuer.

(iii) Unlike a municipal advisor, the underwriters do not have a fiduciary duty to the Issuer under the federal securities laws and are, therefore, not required by federal law

Interpretive Notice Concerning the Application of MSRB Rule G-17 to Underwriters of Municipal Securities (effective August 2, 2012).

to act in the best interests of the Issuer without regard to their own financial or other interests.

(iv) The underwriters have a duty to purchase the Bonds from the Issuer at a fair and reasonable price, but must balance that duty with their duty to sell the Bonds to investors at prices that are fair and reasonable.

(v) The underwriters will review the official statement for the Bonds in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws, as applied to the facts and circumstances of this transaction.

II. Disclosures Concerning the Underwriters' Compensation:

The underwriters will be compensated by a fee and/or an underwriting discount that will be set forth in the bond purchase agreement to be negotiated and entered into in connection with the issuance of the Bonds. Payment or receipt of the underwriting fee or discount will be contingent on the closing of the transaction and the amount of the fee or discount may be based, in whole or in part, on a percentage of the principal amount of the Bonds. While this form of compensation is customary in the municipal securities market, it presents a conflict of interest since the underwriters may have an incentive to recommend to the Issuer a transaction that is unnecessary or to recommend that the size of the transaction be larger than is necessary.

III. Additional Conflicts and Business Relationships Disclosures:

RJA has identified the following additional potential or actual material conflicts or business relationships we wish to call to your attention:

- In the ordinary course of its various business activities, RJA and its affiliates, officers, directors, and employees may purchase, sell or hold a broad array of investments and may actively trade securities, derivatives, loans, commodities, currencies, credit default swaps, and other financial instruments for their own account and for the accounts of customers. Such investment and trading activities may involve or relate to assets, securities and/or instruments of the Issuer (whether directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with the Issuer. RJA and its affiliates also may communicate independent investment recommendations, market advice or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and at any time may hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.
- In the ordinary course of its business, RJA and its affiliates have engaged, and may in the future engage, in transactions with, and perform services for, the Issuer and its affiliates for which they received or will receive customary fees and expenses.

- We understand that the Issuer may use a portion of the proceeds from the issuance of the Bonds to refund certain of the Issuer's outstanding securities ("Refunded Bonds"). To the extent that Raymond James or an affiliate thereof owns Refunded Bonds, Raymond James or its affiliate, as the case may be, would receive a portion of the proceeds from the issuance of the Bonds.

IV. Disclosures Concerning Structure of Municipal Securities Financing:

Since RJA has recommended to the Issuer a financing structure that may be considered a "complex municipal securities financing" for purposes of MSRB Rule G-17, attached is a description of the material financial characteristics of that financing structure as well as the material financial risks of the financing that are known to the underwriter and reasonably foreseeable at this time.

In accordance with the requirements of MSRB Rule G-17, if RJA recommends a "complex municipal securities financing" to the Issuer that is not otherwise described herein, this letter will be supplemented to provide disclosure of the material financial characteristics of that financing structure as well as the material financial risks of the financing that are known to the underwriter and reasonably foreseeable at that time.

If you or any other Issuer official has any questions or concerns about these disclosures, then please make those questions or concerns known immediately to the undersigned. In addition, the Issuer should consult with its own financial and/or municipal, legal, accounting, tax and other advisors, as applicable, to the extent it deems appropriate.

It is our understanding that you have the authority to bind the Issuer by contract with us, and that you are not a party to any conflict of interest relating to the subject transaction. If our understanding is incorrect, please notify the undersigned immediately.

Under MSRB Rules, we are required to seek your acknowledgement that you have received this letter. Accordingly, please send me an email to that effect or sign and return the enclosed copy of this letter to me at the address set forth above/below. Depending on the structure of the transaction that the Issuer decides to pursue, or if additional potential or actual material conflicts are identified, we may be required to send you additional disclosures regarding the material financial characteristics and risks of such transaction and/or describing those conflicts. At that time, we also will seek your acknowledgement of receipt of any such additional disclosures.

We look forward to working with you and the Issuer in connection with the issuance of the Bonds. We appreciate your business.

Sincerely,

A handwritten signature in cursive script that reads "Lindsey Rea".

Lindsey Rea
Vice President
RAYMOND JAMES & ASSOCIATES, INC.

Acknowledgement:

Signature:
Mayor Johnny L. DuPree, Ph.D.
City of Hattiesburg, Mississippi

Date: _____

CC: Butler Snow, Bond Counsel
Government Consultants, Financial Advisor

Fixed Rate Structure Disclosure

The following is a general description of the financial characteristics and security structures of fixed rate municipal bonds ("Fixed Rate Bonds"), as well as a general description of certain financial risks that you should consider before deciding whether to issue Fixed Rate Bonds. If you decide that you would like to pursue this financing alternative, we may provide you with additional information more specific to your particular issue.

Financial Characteristics

Maturity and Interest. Fixed Rate Bonds are interest-bearing debt securities issued by state and local governments, political subdivisions and agencies and authorities. Maturity dates for Fixed Rate Bonds are fixed at the time of issuance and may include serial maturities (specified principal amounts are payable on the same date in each year until final maturity) or one or more term maturities (specified principal amounts are payable on each term maturity date) or a combination of serial and term maturities. The final maturity date typically will range between 10 and 30 years from the date of issuance. Interest on the Fixed Rate Bonds typically is paid semiannually at a stated fixed rate or rates for each maturity date.

Redemption. Fixed Rate Bonds may be subject to optional redemption, which allows you, at your option, to redeem some or all of the bonds on a date prior to scheduled maturity, such as in connection with the issuance of refunding bonds to take advantage of lower interest rates. Fixed Rate Bonds will be subject to optional redemption only after the passage of a specified period of time, often approximately ten years from the date of issuance, and upon payment of the redemption price set forth in the bonds, which may include a redemption premium. You will be required to send out a notice of optional redemption to the holders of the bonds, usually not less than 30 days prior to the redemption date. Fixed Rate Bonds with term maturity dates also may be subject to mandatory sinking fund redemption, which requires you to redeem specified principal amounts of the bonds annually in advance of the term maturity date. The mandatory sinking fund redemption price is 100% of the principal amount of the bonds to be redeemed.

Security

Payment of principal of and interest on a municipal security, including Fixed Rate Bonds, may be backed by various types of pledges and forms of security, some of which are described below.

General Obligation Bonds

"General obligation bonds" are debt securities to which your full faith and credit is pledged to pay principal and interest. If you have taxing power, generally you will pledge to use your ad valorem (property) taxing power to pay principal and interest. Ad valorem taxes necessary to pay debt service on general obligation bonds may not be subject to

state constitutional property tax millage limits (an unlimited tax general obligation bond). The term "limited" tax is used when such limits exist.

General obligation bonds constitute a debt and, depending on applicable state law, may require that you obtain approval by voters prior to issuance. In the event of default in required payments of interest or principal, the holders of general obligation bonds have certain rights under state law to compel you to impose a tax levy.

Revenue Bonds

"Revenue bonds" are debt securities that are payable only from a specific source or sources of revenues. Revenue bonds are not a pledge of your full faith and credit and you are obligated to pay principal and interest on your revenue bonds only from the revenue source(s) specifically pledged to the bonds. Revenue bonds do not permit the bondholders to compel you to impose a tax levy for payment of debt service. Pledged revenues may be derived from operation of the financed project or system, grants or excise or other specified taxes. Generally, subject to state law or local charter requirements, you are not required to obtain voter approval prior to issuance of revenue bonds. If the specified source(s) of revenue become inadequate, a default in payment of principal or interest may occur. Various types of pledges of revenue may be used to secure interest and principal payments on revenue bonds. The nature of these pledges may differ widely based on state law, the type of issuer, the type of revenue stream and other factors.

The description above regarding "Security" is only a brief summary of certain possible security provisions for the bonds and is not intended as legal advice. You should consult with your bond counsel for further information regarding the security for the bonds.

Financial Risk Considerations

Certain risks may arise in connection with your issuance of Fixed Rate Bonds, including some or all of the following

Issuer Default Risk

You may be in default if the funds pledged to secure your bonds are not sufficient to pay debt service on the bonds when due. The consequences of a default may be serious for you and, depending on applicable state law and the terms of the authorizing documents, the holders of the bonds, the trustee and any credit support provider may be able to exercise a range of available remedies against you. For example, if the bonds are secured by a general obligation pledge, you may be ordered by a court to raise taxes. Other budgetary adjustments also may be necessary to enable you to provide sufficient funds to pay debt service on the bonds. If the bonds are revenue bonds, you may be required to take steps to increase the available revenues that are pledged as security for the bonds. A default may negatively impact your credit ratings and may effectively limit your ability to publicly offer bonds or other securities at market interest rate levels. Further, if you are unable to provide sufficient funds to remedy the default, subject to applicable state law and the terms of the authorizing documents, you may find it

necessary to consider available alternatives under state law, including (for some issuers) state-mandated receivership or bankruptcy. A default also may occur if you are unable to comply with covenants or other provisions agreed to in connection with the issuance of the bonds.

This description is only a brief summary of issues relating to defaults and is not intended as legal advice. You should consult with your bond counsel for further information regarding defaults and remedies.

Redemption Risk

Your ability to redeem the bonds prior to maturity may be limited, depending on the terms of any optional redemption provisions. In the event that interest rates decline, you may be unable to take advantage of the lower interest rates to reduce debt service.

Refinancing Risk

If your financing plan contemplates refinancing some or all of the bonds at maturity (for example, if you have term maturities or if you choose a shorter final maturity than might otherwise be permitted under the applicable federal tax rules), market conditions or changes in law may limit or prevent you from refinancing those bonds when required. Further, limitations in the federal tax rules on advance refunding of bonds (an advance refunding of bonds occurs when tax-exempt bonds are refunded more than 90 days prior to the date on which those bonds may be retired) may restrict your ability to refund the bonds to take advantage of lower interest rates.

Reinvestment Risk

You may have proceeds of the bonds to invest prior to the time that you are able to spend those proceeds for the authorized purpose. Depending on market conditions, you may not be able to invest those proceeds at or near the rate of interest that you are paying on the bonds, which is referred to as "negative arbitrage".

Tax Compliance Risk

The issuance of tax-exempt bonds is subject to a number of requirements under the United States Internal Revenue Code, as enforced by the Internal Revenue Service (IRS). You must take certain steps and make certain representations prior to the issuance of tax-exempt bonds. You also must covenant to take certain additional actions after issuance of the tax-exempt bonds. A breach of your representations or your failure to comply with certain tax-related covenants may cause the interest on the bonds to become taxable retroactively to the date of issuance of the bonds, which may result in an increase in the interest rate that you pay on the bonds or the mandatory redemption of the bonds. The IRS also may audit you or your bonds, in some cases on a random basis and in other cases targeted to specific types of bond issues or tax concerns. If the bonds are declared taxable, or if you are subject to audit, the market price of your bonds may be adversely affected. Further, your ability to issue other tax-exempt bonds also may be limited. This description of tax compliance risks is not intended as legal advice and you should consult with your bond counsel regarding tax implications of issuing the bonds.

RESOLUTION OF THE MAYOR AND CITY COUNCIL (THE "GOVERNING BODY") OF THE CITY OF HATTIESBURG, MISSISSIPPI (THE "CITY"), AUTHORIZING THE EMPLOYMENT OF PROFESSIONALS IN CONNECTION WITH THE ISSUANCE OF REFUNDING BONDS, IN ONE OR MORE SERIES, OF THE CITY (TOGETHER, THE "BONDS") TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR (I)(A) THE PREPAYMENT AND REFUNDING OF ALL OR A PORTION OF THE CITY'S OUTSTANDING PROMISSORY NOTE (HATTIESBURG, MISSISSIPPI COMBINED WATER AND SEWER SYSTEM REFUNDING AND CONSTRUCTION PROJECT), DATED JUNE 28, 2006, ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$17,000,000, AND THE SUBSEQUENT REFUNDING OF THE MISSISSIPPI DEVELOPMENT BANK SPECIAL OBLIGATION BONDS, SERIES 2006 (HATTIESBURG, MISSISSIPPI COMBINED WATER AND SEWER SYSTEM REFUNDING AND CONSTRUCTION PROJECT), DATED JUNE 28, 2006, ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$17,000,000; (B) THE PREPAYMENT AND REFUNDING OF ALL OR A PORTION OF THE CITY'S OUTSTANDING GENERAL OBLIGATION WATER AND SEWER BONDS, SERIES 2009, DATED MARCH 4, 2009, ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$7,500,000; (C) THE PREPAYMENT AND REFUNDING OF ALL OR A PORTION OF THE CITY'S OUTSTANDING GENERAL OBLIGATION POOL LOAN REFUNDING BONDS, SERIES 2009, DATED DECEMBER 21, 2009, ISSUED IN THE ORIGINAL PRINCIPAL AMOUNT OF \$9,950,000; AND (II) FOR RELATED PURPOSES.

WHEREAS, the Mayor and City Council (the "Governing Body") of the City of Hattiesburg, Mississippi (the "City"), acting for and on behalf of the City, hereby finds and determines as follows:

1. The Governing Body has determined that the City can realize financial benefits by refunding all of or a portion of the City's (a) Promissory Note (Hattiesburg, Mississippi Combined Water and Sewer System Refunding and Construction Project), dated June 28, 2006, issued in the original principal amount of \$17,000,000, and the subsequent refunding of the Mississippi Development Bank Special Obligation Bonds, Series 2006 (Hattiesburg, Mississippi Combined Water and Sewer System Refunding and Construction Project), dated June 28, 2006, issued in the original principal amount of \$17,000,000; (b) General Obligation Water and Sewer Bonds, Series 2009, dated March 4, 2009 issued in the original principal amount of \$7,500,000; and (c) General Obligation Pool Loan Refunding Bonds, Series 2009, dated December 21, 2009, issued in the original principal amount of \$9,950,000 (together, the "Refunding Project").

2. It is necessary and in the public interest for the City to negotiate for the sale of refunding bonds, in one or more series, (together, the "Refunding Bonds") for the Refunding Project.

3. That in order to prepare the necessary offering documents it is in the best interest of the City to authorize the law firm of Butler Snow LLP, Ridgeland, Mississippi, as Bond Counsel (the "Bond

Counsel"), Government Consultants, Inc. Jackson, Mississippi, as Municipal Advisor (the "Municipal Advisor"), and Raymond James, Inc., Memphis, Tennessee, as the Underwriter (the "Underwriter"), to prepare and distribute all necessary documents and to do all things required in order to negotiate the sale of the Refunding Bonds and effectuate the issuance of such Refunding Bonds at a subsequent date subject to the approval of the Governing Body of the City.

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 the Refunding Bonds to raise money for the purpose of providing funds for the Refunding Project and paying for costs of issuance of the Bonds.

SECTION 2. The Governing Body herein employs the law firm of Butler Snow LLP, Ridgeland, Mississippi, as Bond Counsel, Government Consultants, Inc. Jackson, Mississippi, as Municipal Advisor, and Raymond James, Inc., Memphis, Tennessee, as the Underwriter, and authorizes them to prepare and distribute all necessary documents and to do all things required in order to negotiate the sale of the Refunding Bonds and to effectuate the issuance of such Refunding Bonds subject to the approval of the Governing Body of the City at a subsequent date.

SECTION 3. The terms of employment for Bond Counsel are set forth in the engagement letter (the "Engagement Letter") attached hereto as **EXHIBIT A**. All provisions of the Engagement Letter, when executed as hereinafter authorized, shall be incorporated herein, and shall be deemed to be part of this resolution fully and to the same extent as if separately set out verbatim herein. The form of the Engagement Letter and the execution thereof by the Mayor and/or the City Clerk is hereby approved and authorized.

SECTION 4. In connection with the employment of Government Consultants, Inc., Jackson, Mississippi, as Municipal Advisor, the City is hereby requested to execute the attached Independent Registered Municipal Advisor (IRMA) Representation letter (the "M/A IRMA Letter"), attached hereto as **EXHIBIT B**. The Mayor or City Clerk of the Governing Body is hereby authorized, acting for and on behalf of the City, to execute said M/A IRMA Letter.

SECTION 5. In connection with the employment of the Underwriter, the Governing Body is hereby requested to execute the attached G-17 letter ("G-17"), attached hereto as **EXHIBIT C**. The form of the G-17 and the execution thereof by the Mayor and/or the City Clerk is hereby approved and authorized.

SECTION 6. 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, but only to the extent of such conflict.

Following the reading of the foregoing resolution, Council Member Carroll made the motion and Council Member Naylor seconded the motion. After discussion, the matter was put to a roll call vote. The result was as follows:

YEAS: Bradley
Carroll
Dryden
Naylor

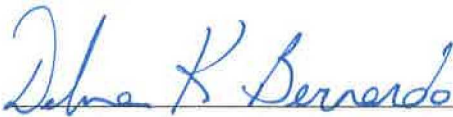
NAYS: None

ABSENT: Delgado

The motion having received the affirmative vote of the Governing Body, the President of the City Council declared the motion carried and the resolution adopted, on this the 29th day of June, 2015.

[SEAL]

ATTEST:



CLERK OF COUNCIL

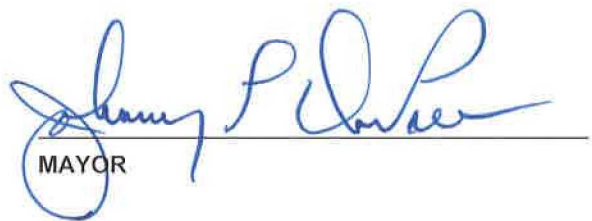


PRESIDENT

The above and foregoing Resolution having been submitted to and approved by the Mayor, this the 29th day of June, 2015.



CITY CLERK



MAYOR

EXHIBIT A

ENGAGEMENT LETTER

BUTLER | SNOW

June 16, 2015

Mayor and City Council
City of Hattiesburg, Mississippi

Re: Refunding Bonds issued in one or more series (the "**Bonds**")

Ladies and Gentlemen:

The purpose of this engagement letter is to set forth certain matters concerning the services we will perform as bond counsel to the City of Hattiesburg, Mississippi (the "**City**") in connection with the issuance of the above-referenced Bonds. We understand that the Bonds are being issued to provide funds for refunding all of or certain maturities of the City's (a) Promissory Note (Hattiesburg, Mississippi Combined Water and Sewer System Refunding and Construction Project), dated June 28, 2006, issued in the original principal amount of \$17,000,000, and the subsequent refunding of the Mississippi Development Bank Special Obligation Bonds, Series 2006 (Hattiesburg, Mississippi Combined Water and Sewer System Refunding and Construction Project), dated June 28, 2006, issued in the original principal amount of \$17,000,000; (b) General Obligation Water and Sewer Bonds, Series 2009, dated March 4, 2009 issued in the original principal amount of \$7,500,000; and (c) General Obligation Pool Loan Refunding Bonds, Series 2009, dated December 21, 2009, issued in the original principal amount of \$9,950,000 (together, the "Refunding Project").

SCOPE OF ENGAGEMENT

In connection with this engagement, we expect to perform the following duties:

1. Subject to the completion of proceedings to our satisfaction, render our legal opinion (the "**Bond Opinion**") regarding the validity and binding effect of the Bonds, the source of payment and security for the Bonds, and the excludability of interest on the Bonds from gross income for federal and State of Mississippi (the "**State**") income tax purposes;
2. Prepare and review documents necessary or appropriate for the authorization, issuance and delivery of the Bonds and coordinate the authorization and execution of such documents;
3. Assist the City in seeking from any other governmental authorities such approvals, permissions, and exemptions as we determine are necessary or appropriate in connection with the authorization, issuance and delivery of the Bonds, except that we will not be responsible for any required Blue Sky filings;
4. Review legal issues relating to the structure of the Bond issue;
5. Pursue validation proceedings under State law;

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1020 Highland Cowmy Parkway
Ridgeland, MS 39157

6. Assist the City in preparing the official statement (the "**Official Statement**") and subject to satisfactory completion of our review, provide to the Issuer written advice that in the course of our participation, no information has come to our attention that leads us to believe that the Official Statement, as of its date (except for financial statements, other statistical data, feasibility reports and statements of trends and forecasts and book-entry language contained in the Official Statement and its appendices, as to which we will express no opinion), contains any untrue statement of material fact or omits to state any material fact necessary to make the statements in the Official Statement, in light of the circumstances under which they were made, not misleading;

7. Assist the City in presenting information to bond rating organizations, if necessary, and providers of credit enhancement relating to legal issues affecting the issuance of the Bonds;

8. Prepare and review the Bond Purchase Agreement pertaining to the negotiated sale of the Bonds; and

9. If applicable, draft the continuing disclosure undertaking of the City.

Our Bond Opinion will be addressed to the City and will be delivered by us on the date of delivery of the Bonds. The Bond Opinion will be based on facts and laws existing as of its date. In rendering our Bond 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, and we will assume continuing compliance by the City with applicable laws relating to the Bonds. During the course of this engagement, we will rely on you to provide us with complete and timely information on all developments pertaining to any aspect of the Bonds and their security. We understand that you will direct members of your staff and other employees of the City to cooperate with us in this regard. In rendering our Bond Opinion, we will expressly rely upon other counsel as to due authorization, execution and delivery of bond documents executed by the City.

Our duties in this engagement are limited to those expressly set forth above. Among other things, our duties under this engagement, without a separate engagement as may hereafter be agreed between the parties, do not include:

(a) Except as described in paragraph 6 above, assisting in the preparation or review of the Official Statement or any other disclosure document, if applicable, with respect to the Bonds, or performing an independent investigation to determine the accuracy, completeness or sufficiency of any such document or rendering advice that the Official Statement or other disclosure document, if applicable, does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading;

(b) Preparing request for tax rulings from the Internal Revenue Service ("**IRS**") or no action letters from the Securities and Exchange Commission ("**SEC**");

- (c) If applicable, preparing Blue Sky or investment surveys with respect to the Bonds;
- (d) Drafting State constitutional or legislative amendments;
- (e) Pursuing test cases or other litigation, such as contested validation proceedings;
- (f) Making an investigation or expressing any view as to the creditworthiness of the City or the Bonds;
- (g) Except as described in paragraph 9 above and if applicable, assisting in the preparation of, or opining on, a continuing disclosure undertaking pertaining to the Bonds or, after closing, providing advice concerning any actions necessary to assure compliance with any continuing disclosure undertaking;
- (h) Representing the City in IRS examinations or inquiries, or SEC investigations;
- (i) After closing, providing continuing advice to the City or any other party concerning any actions necessary to assure that interest paid on the Bonds will continue to be excludable from gross income for federal income tax purposes (e.g., our engagement does not include rebate calculations for the Bonds). Although our present engagement does not include rebate analysis and post-issuance advice relating to the Bonds, we would like to discuss with you a separate engagement involving rebate and other post-issuance compliance matters for the Bonds and other bond issues that you may have issued on various occasions. This includes the drafting of a formal debt management policy and post-issuance tax compliance policy;
- G) Giving and/or providing any financial advice or financially-related recommendations concerning the issuance of the Bonds as mandated by SEC and/or MSRB rules; or
- (k) Addressing any other matters not specifically set forth above that is not required to render our Bond Opinion.

ATTORNEY-CLIENT RELATIONSHIP

Upon execution of this engagement letter, the City will be our client and an attorney-client relationship will exist between us. We understand that counsel to the City has been engaged by the City to assist with the issuance of the Bonds, particularly as to the authorization, execution and delivery of bond documents. We assume that all other parties will retain such counsel, as they deem necessary and appropriate to represent their interest in this transaction. We further assume that all other parties understand that in this transaction we represent only the City, we are not counsel to any other party, and we are not acting as an intermediary among the parties. Our services as bond counsel are limited to those contracted for in this letter, and the City's execution of this engagement letter will constitute an acknowledgment of those limitations. Our representation of the City will not affect, however, our responsibility to render an objective Bond Opinion.

Mayor and City Council
City of Hattiesburg, Mississippi
June 16, 2015
Page 4

Our representation of the City and the attorney-client relationship created by this engagement letter will be concluded upon issuance of the Bonds. Nevertheless, subsequent to Closing, we will mail to the IRS the appropriate IRS Form 8038-G and prepare and distribute to the participants in the transaction a transcript of the proceedings pertaining to the Bonds.

PROSPECTIVE CONSENT

As you are aware, Butler Snow represents many political subdivisions, companies and individuals. It is possible that during the time that we are representing the City, one or more of our present or future clients will have transactions with the City. It is also possible that we may be asked to represent, in an unrelated matter, one or more of the entities involved in the issuance of the Bonds. We do not believe that such representation, if it occurs, will adversely affect our ability to represent you as provided in this letter, either because such matters will be sufficiently different from the issuance of the Bonds so as to make such representations not adverse to our representation of you, or because the potential for such adversity is remote or minor and outweighed by the consideration that it is unlikely that advice given to the other client will be relevant to any aspect of the issuance of the Bonds. Execution of this letter will signify the City's consent to our representation of others consistent with the circumstances described in this paragraph.

FEES

Based upon: (i) our current understanding of the terms, structure, size and schedule of the financing represented by the Bonds; (ii) the duties we will undertake pursuant to this engagement letter; (iii) the time we anticipate devoting to the financing; and (iv) the responsibilities we will assume in connection therewith, our fee will be not to exceed one percent (1%) of the par amount of the Bonds and our fee as participating and assisting with the preparation of the Official Statement will not exceed 0.25% of the par amount of the Bonds, which includes our expenses such as travel costs, deliveries, copies, transcripts, telephone charges, filing fees, computer-assisted research and other expenses.

If the financing is not consummated, we understand and agree that we will not be paid for our time expended on your behalf but will be paid for client charges made or incurred on your behalf.

RECORDS

At your request, papers and property furnished by you will be returned promptly upon receipt of payment for outstanding fees and client charges. Our own files, including lawyer work product, pertaining to the transaction will be retained by us. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to dispose of any documents or other material retained by us after the termination of this engagement.

Mayor and City Council
City of Hattiesburg, Mississippi
June 16, 2015
Page 5

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

BUTLERS OWLL *n*

By: *M Ub*
Elizaoeth Lambert Clark

Accepted and Approved:

**CITY OF HATTIESBURG
HATTIESBURG, MISSISSIPPI**

BY: _____
Mayor

Dated: _____

Authorized by Resolution of the Mayor and City Council dated June 16, 2015.

2629538lv

EXHIBIT B

M/A IRMA LETTER



GOVERNMENT CONSULTANTS, INC.

Consulting & Advisory Firm

1830 Crane Ridge Drive
Jackson, Mississippi 39216

Telephone: (601) 982-0005
Facsimile: (601) 982-2448
Email: gcms@gc-ms.net

June 16, 2015

Mayor Johnny DuPree & City Council
City of Hattiesburg, Mississippi

Dear Mayor and City Council,

We are writing you to provide certain disclosures to you as representative of City of Hattiesburg, Mississippi (the "Issuer") as required by the Municipal Securities Rulemaking Board ("MSRB") rules.

Government Consultants, Inc. serves as municipal advisor to the Issuer related to the proposed issuance of the Refunding Bonds, Series 2015 issued in one or more series of the City of Hattiesburg, Mississippi (the "Bonds"). Under the rules promulgated by the Securities and Exchange Commission ("SEC") and the MSRB, Government Consultants, Inc. is an Independent Registered Municipal Advisor ("IRMA") and is providing municipal advisory services to Issuer as such. Our role is that of municipal advisor and not as underwriter. As part of our services as municipal advisor to the Issuer, we provide advice concerning the structure, timing, terms, sizing and other similar matters related to the issuance of the Bonds.

Disclosures Concerning our Role as Municipal Advisor

- (i) As municipal advisor, we have a fiduciary duty to the Issuer and we act at all times in the best interest of the Issuer. This is different than an underwriter who only has an obligation to deal fairly with you, as Issuer. The underwriter has financial and other interests that differ from the Issuer. As municipal advisor, we have no financial or other interests that differ from the Issuer.
- (ii) We provide the services set out above independent of the underwriter and any other professionals working on behalf of the Issuer.
- (iii) We have a continuing obligation to disclose to you, as Issuer, any matter that may be a conflict or that may hamper in any way our ability to provide unbiased and independent advice to you as municipal advisor.

Mayor Johnny DuPree & City Council
City of Hattiesburg, Mississippi
June 16, 2015
Page Two

Compensation

Our compensation for serving as municipal advisor for the issuance of the Bonds will be contingent on the closing of the transaction and is based, in part, on the size of the Bonds. In keeping with our fiduciary duty to the Issuer, any advice or recommendation as to the sizing of the Bonds will be based solely on what is in the best interest of the Issuer.

Risks Related to Issuing Bonds

As with any bond issue, your obligation to pay principal and interest when due will be a contractual obligation that will require you to make these payments no matter what budget restraints you encounter. The failure to pay principal and interest when due could cause you to be in default. A default may negatively impact your credit ratings and may effectively limit your ability to publicly offer bonds, bonds or other security at market rate levels.

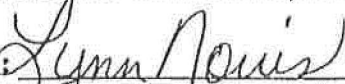
Since we expect to recommend that the Bonds be issued as fixed rate bonds, please be aware of the following basic aspects of that type bond. Fixed rate bonds are interest bearing debt securities issued by an issuer such as the City of Hattiesburg, Mississippi. Maturity dates for fixed rate bonds are fixed at the time of the issuance and may include serial maturities (specified principal amounts are payable on each term maturity date) or a combination of serial and term maturities. Interest on fixed rate bonds is typically paid semi-annually at a state fixed rate or rates for each maturity. It is recommended that you consult with bond counsel on such tax matters related to the issuance of the Bonds.

Acknowledgement

We must seek your acknowledgement that you have received this disclosure. Accordingly, please acknowledge your receipt of this disclosure on behalf of the Issuer in the space provided below.

Sincerely,

Government Consultants, Inc.

BY: 
Lynn Norris

RECEIPT ACKNOWLEDGED AND APPROVED BY:

BY: _____
Mayor Johnny DuPree
City of Hattiesburg, Mississippi

EXHIBIT C

G-17 LETTER

RAYMOND JAMES®

June 8, 2015

Mayor Johnny L. DuPree, Ph.D.
City of Hattiesburg, Mississippi
PO Box 1898
Hattiesburg, MS 39403

Re: Disclosures by Senior Managing Underwriter
Pursuant to MSRB Rule G-17
Series 2015 Bonds

Mayor DuPree:

We are writing to provide you, as Mayor of the City of Hattiesburg, Mississippi (Issuer) with the authority to bind the Issuer by contract, with certain disclosures relating to the captioned bond issue (the "Bonds"), as required by Municipal Securities Rulemaking Board (MSRB) Rule G-17 as set forth in MSRB Notice 2012-25 (May 7, 2012)¹.

The Issuer has engaged Raymond James & Associates, Inc. ("RJA") to serve as an underwriter, and not as a financial advisor or municipal advisor, in connection with the issuance of the Bonds.

As part of our services as senior managing underwriter, RJA may provide advice concerning the structure, timing, terms, and other similar matters concerning the issuance of the Bonds. As senior managing underwriter, we are providing this letter on behalf of the underwriters that are members of the underwriting syndicate for the Bonds. You also may receive additional separate disclosure letters pursuant to Rule G-17 from one or more co-managing underwriters for the Bonds.

I. Disclosures Concerning the Underwriters' Role:

(i) MSRB Rule G-17 requires an underwriter to deal fairly at all times with both municipal issuers and investors.

(ii) The primary role of the underwriters is to purchase the Bonds with a view to distribution in an arm's-length commercial transaction with the Issuer. The underwriters have financial and other interests that differ from those of the Issuer.

(iii) Unlike a municipal advisor, the underwriters do not have a fiduciary duty to the Issuer under the federal securities laws and are, therefore, not required by federal law

Interpretive Notice Concerning the Application of MSRB Rule G-17 to Underwriters of Municipal Securities (effective August 2, 2012).

to act in the best interests of the Issuer without regard to their own financial or other interests.

(iv) The underwriters have a duty to purchase the Bonds from the Issuer at a fair and reasonable price, but must balance that duty with their duty to sell the Bonds to investors at prices that are fair and reasonable.

(v) The underwriters will review the official statement for the Bonds in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws, as applied to the facts and circumstances of this transaction.

II. Disclosures Concerning the Underwriters' Compensation:

The underwriters will be compensated by a fee and/or an underwriting discount that will be set forth in the bond purchase agreement to be negotiated and entered into in connection with the issuance of the Bonds. Payment or receipt of the underwriting fee or discount will be contingent on the closing of the transaction and the amount of the fee or discount may be based, in whole or in part, on a percentage of the principal amount of the Bonds. While this form of compensation is customary in the municipal securities market, it presents a conflict of interest since the underwriters may have an incentive to recommend to the Issuer a transaction that is unnecessary or to recommend that the size of the transaction be larger than is necessary.

III. Additional Conflicts and Business Relationships Disclosures:

RJA has identified the following additional potential or actual material conflicts or business relationships we wish to call to your attention:

- In the ordinary course of its various business activities, RJA and its affiliates, officers, directors, and employees may purchase, sell or hold a broad array of investments and may actively trade securities, derivatives, loans, commodities, currencies, credit default swaps, and other financial instruments for their own account and for the accounts of customers. Such investment and trading activities may involve or relate to assets, securities and/or instruments of the Issuer (whether directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with the Issuer. RJA and its affiliates also may communicate independent investment recommendations, market advice or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and at any time may hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.
- In the ordinary course of its business, RJA and its affiliates have engaged, and may in the future engage, in transactions with, and perform services for, the Issuer and its affiliates for which they received or will receive customary fees and expenses.

- We understand that the Issuer may use a portion of the proceeds from the issuance of the Bonds to refund certain of the Issuer's outstanding securities ("Refunded Bonds"). To the extent that Raymond James or an affiliate thereof owns Refunded Bonds, Raymond James or its affiliate, as the case may be, would receive a portion of the proceeds from the issuance of the Bonds.

IV. Disclosures Concerning Structure of Municipal Securities Financing:

Since RJA has recommended to the Issuer a financing structure that may be considered a "complex municipal securities financing" for purposes of MSRB Rule G-17, attached is a description of the material financial characteristics of that financing structure as well as the material financial risks of the financing that are known to the underwriter and reasonably foreseeable at this time.

In accordance with the requirements of MSRB Rule G-17, if RJA recommends a "complex municipal securities financing" to the Issuer that is not otherwise described herein, this letter will be supplemented to provide disclosure of the material financial characteristics of that financing structure as well as the material financial risks of the financing that are known to the underwriter and reasonably foreseeable at that time.

If you or any other Issuer official has any questions or concerns about these disclosures, then please make those questions or concerns known immediately to the undersigned. In addition, the Issuer should consult with its own financial and/or municipal, legal, accounting, tax and other advisors, as applicable, to the extent it deems appropriate.

It is our understanding that you have the authority to bind the Issuer by contract with us, and that you are not a party to any conflict of interest relating to the subject transaction. If our understanding is incorrect, please notify the undersigned immediately.

Under MSRB Rules, we are required to seek your acknowledgement that you have received this letter. Accordingly, please send me an email to that effect or sign and return the enclosed copy of this letter to me at the address set forth above/below. Depending on the structure of the transaction that the Issuer decides to pursue, or if additional potential or actual material conflicts are identified, we may be required to send you additional disclosures regarding the material financial characteristics and risks of such transaction and/or describing those conflicts. At that time, we also will seek your acknowledgement of receipt of any such additional disclosures.

We look forward to working with you and the Issuer in connection with the issuance of the Bonds. We appreciate your business.

Sincerely,

A handwritten signature in cursive script that reads "Lindsey Rea".

Lindsey Rea
Vice President
RAYMOND JAMES & ASSOCIATES, INC.

Acknowledgement:

Signature:
Mayor Johnny L. DuPree, Ph.D.
City of Hattiesburg, Mississippi

Date: _____

CC: Butler Snow, Bond Counsel
Government Consultants, Financial Advisor

Fixed Rate Structure Disclosure

The following is a general description of the financial characteristics and security structures of fixed rate municipal bonds ("Fixed Rate Bonds"), as well as a general description of certain financial risks that you should consider before deciding whether to issue Fixed Rate Bonds. If you decide that you would like to pursue this financing alternative, we may provide you with additional information more specific to your particular issue.

Financial Characteristics

Maturity and Interest. Fixed Rate Bonds are interest-bearing debt securities issued by state and local governments, political subdivisions and agencies and authorities. Maturity dates for Fixed Rate Bonds are fixed at the time of issuance and may include serial maturities (specified principal amounts are payable on the same date in each year until final maturity) or one or more term maturities (specified principal amounts are payable on each term maturity date) or a combination of serial and term maturities. The final maturity date typically will range between 10 and 30 years from the date of issuance. Interest on the Fixed Rate Bonds typically is paid semiannually at a stated fixed rate or rates for each maturity date.

Redemption. Fixed Rate Bonds may be subject to optional redemption, which allows you, at your option, to redeem some or all of the bonds on a date prior to scheduled maturity, such as in connection with the issuance of refunding bonds to take advantage of lower interest rates. Fixed Rate Bonds will be subject to optional redemption only after the passage of a specified period of time, often approximately ten years from the date of issuance, and upon payment of the redemption price set forth in the bonds, which may include a redemption premium. You will be required to send out a notice of optional redemption to the holders of the bonds, usually not less than 30 days prior to the redemption date. Fixed Rate Bonds with term maturity dates also may be subject to mandatory sinking fund redemption, which requires you to redeem specified principal amounts of the bonds annually in advance of the term maturity date. The mandatory sinking fund redemption price is 100% of the principal amount of the bonds to be redeemed.

Security

Payment of principal of and interest on a municipal security, including Fixed Rate Bonds, may be backed by various types of pledges and forms of security, some of which are described below.

General Obligation Bonds

"General obligation bonds" are debt securities to which your full faith and credit is pledged to pay principal and interest. If you have taxing power, generally you will pledge to use your ad valorem (property) taxing power to pay principal and interest. Ad valorem taxes necessary to pay debt service on general obligation bonds may not be subject to

state constitutional property tax millage limits (an unlimited tax general obligation bond). The term "limited" tax is used when such limits exist.

General obligation bonds constitute a debt and, depending on applicable state law, may require that you obtain approval by voters prior to issuance. In the event of default in required payments of interest or principal, the holders of general obligation bonds have certain rights under state law to compel you to impose a tax levy.

Revenue Bonds

"Revenue bonds" are debt securities that are payable only from a specific source or sources of revenues. Revenue bonds are not a pledge of your full faith and credit and you are obligated to pay principal and interest on your revenue bonds only from the revenue source(s) specifically pledged to the bonds. Revenue bonds do not permit the bondholders to compel you to impose a tax levy for payment of debt service. Pledged revenues may be derived from operation of the financed project or system, grants or excise or other specified taxes. Generally, subject to state law or local charter requirements, you are not required to obtain voter approval prior to issuance of revenue bonds. If the specified source(s) of revenue become inadequate, a default in payment of principal or interest may occur. Various types of pledges of revenue may be used to secure interest and principal payments on revenue bonds. The nature of these pledges may differ widely based on state law, the type of issuer, the type of revenue stream and other factors.

The description above regarding "Security" is only a brief summary of certain possible security provisions for the bonds and is not intended as legal advice. You should consult with your bond counsel for further information regarding the security for the bonds.

Financial Risk Considerations

Certain risks may arise in connection with your issuance of Fixed Rate Bonds, including some or all of the following

Issuer Default Risk

You may be in default if the funds pledged to secure your bonds are not sufficient to pay debt service on the bonds when due. The consequences of a default may be serious for you and, depending on applicable state law and the terms of the authorizing documents, the holders of the bonds, the trustee and any credit support provider may be able to exercise a range of available remedies against you. For example, if the bonds are secured by a general obligation pledge, you may be ordered by a court to raise taxes. Other budgetary adjustments also may be necessary to enable you to provide sufficient funds to pay debt service on the bonds. If the bonds are revenue bonds, you may be required to take steps to increase the available revenues that are pledged as security for the bonds. A default may negatively impact your credit ratings and may effectively limit your ability to publicly offer bonds or other securities at market interest rate levels. Further, if you are unable to provide sufficient funds to remedy the default, subject to applicable state law and the terms of the authorizing documents, you may find it

necessary to consider available alternatives under state law, including (for some issuers) state-mandated receivership or bankruptcy. A default also may occur if you are unable to comply with covenants or other provisions agreed to in connection with the issuance of the bonds.

This description is only a brief summary of issues relating to defaults and is not intended as legal advice. You should consult with your bond counsel for further information regarding defaults and remedies.

Redemption Risk

Your ability to redeem the bonds prior to maturity may be limited, depending on the terms of any optional redemption provisions. In the event that interest rates decline, you may be unable to take advantage of the lower interest rates to reduce debt service.

Refinancing Risk

If your financing plan contemplates refinancing some or all of the bonds at maturity (for example, if you have term maturities or if you choose a shorter final maturity than might otherwise be permitted under the applicable federal tax rules), market conditions or changes in law may limit or prevent you from refinancing those bonds when required. Further, limitations in the federal tax rules on advance refunding of bonds (an advance refunding of bonds occurs when tax-exempt bonds are refunded more than 90 days prior to the date on which those bonds may be retired) may restrict your ability to refund the bonds to take advantage of lower interest rates.

Reinvestment Risk

You may have proceeds of the bonds to invest prior to the time that you are able to spend those proceeds for the authorized purpose. Depending on market conditions, you may not be able to invest those proceeds at or near the rate of interest that you are paying on the bonds, which is referred to as "negative arbitrage".

Tax Compliance Risk

The issuance of tax-exempt bonds is subject to a number of requirements under the United States Internal Revenue Code, as enforced by the Internal Revenue Service (IRS). You must take certain steps and make certain representations prior to the issuance of tax-exempt bonds. You also must covenant to take certain additional actions after issuance of the tax-exempt bonds. A breach of your representations or your failure to comply with certain tax-related covenants may cause the interest on the bonds to become taxable retroactively to the date of issuance of the bonds, which may result in an increase in the interest rate that you pay on the bonds or the mandatory redemption of the bonds. The IRS also may audit you or your bonds, in some cases on a random basis and in other cases targeted to specific types of bond issues or tax concerns. If the bonds are declared taxable, or if you are subject to audit, the market price of your bonds may be adversely affected. Further, your ability to issue other tax-exempt bonds also may be limited. This description of tax compliance risks is not intended as legal advice and you should consult with your bond counsel regarding tax implications of issuing the bonds.