City of Hattiesburg, MS

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

Meeting Agenda - Final

Monday, November 30, 2015

8:00 AM

Council Chambers

City Council - Special Called Meeting

City Council
Special Called Meeting

1. 2015-2296 Adopt Resolution declaring the intention of the Mayor and City Council of the City of Hattiesburg, Mississippi, to issue Combined Water and Sewer System Revenue Bonds, Series 2016, of the City of Hattiesburg, Mississippi, or to borrow funds by entering into a loan with the Mississippi Development Bank, all in the principal amount of not to exceed Twenty-five Million Dollars ($25,000,000) to raise money for the purpose of providing funds for (I) Improving, repairing, and extending the Combined Water and Sewer System of the City of Hattiesburg, Mississippi; (II) Other authorized purposes under the Mississippi Code Sections 31-25-1 et. seq., as amended and/or supplemented from time to time, and/or sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and (III) Costs of issuance of the borrowing; and directing publication of notice of such intention.

Attachments: MDB - Hattiesburg MS WS Revenue Bonds (2016) (_______) - Intent Resolution
executed MDB - Hattiesburg MS WS Revenue Bonds (2016) (_______) - Intent F

2. 2015-2297 Adopt 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 Combined Water and Sewer System Revenue Bonds, Series 2016, of the City of Hattiesburg, Mississippi, or to borrow funds by entering into a loan with the Mississippi Development Bank, to raise money for the purpose of providing funds for (I) Improving, repairing, and extending the Combined Water and Sewer System of the City of Hattiesburg, Mississippi; (II) Other authorized purposes under Mississippi Code Sections 31-25-1 et seq., as amended and/or supplemented from time to time, and/or Sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and (iii) Costs of issuance of the borrowing.

Attachments: MDB - Hattiesburg MS WS Revenue Bonds (2016)(______________) - Engager
MDB Hattiesburg WS Rev (2016)(______) - Engagement Letter_28730765_1
Hattiesburg Water_Sewer 2016
executed MDB - Hattiesburg MS WS Revenue Bonds (2016)(______________)
Fully executed MDB - Hattiesburg MS WS Revenue Bonds (2016)(___________

3. 2015-2290 Authorize Mayor and City Clerk to sign subdivision Plat of Midtown Square development located within the City of Hattiesburg, Forrest County, Mississippi and accept infrastructure including water, sewer, drainage, and roadways for maintenance.

Attachments: MIDTOWN SQUARE SUBDIVISION PLAT 11-23-15
Midtown letters

City of Hattiesburg, MS

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

Master

File Number: 2015-2296

File ID:	2015-2296	**Type:**	Resolution	**Status:**	Passed
Version:	2	**Reference:**		**In Control:**	City Council
				File Created:	11/25/2015
Brief Title:	Intent Resolution to issue $25,000,000 debt			**Final Action:**	11/30/2015
				Minute Book Number:	MB2015-343-344

Title:

Adopt Resolution declaring the intention of the Mayor and City Council of the City of Hattiesburg, Mississippi, to issue Combined Water and Sewer System Revenue Bonds, Series 2016, of the City of Hattiesburg, Mississippi, or to borrow funds by entering into a loan with the Mississippi Development Bank, all in the principal amount of not to exceed Twenty-five Million Dollars ($25,000,000) to raise money for the purpose of providing funds for (I) Improving, repairing, and extending the Combined Water and Sewer System of the City of Hattiesburg, Mississippi; (II) Other authorized purposes under the Mississippi Code Sections 31-25-1 et. seq., as amended and/or supplemented from time to time, and/or sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and (III) Costs of issuance of the borrowing; and directing publication of notice of such intention.

Notes:

Sponsors:		**Enactment Date:**	
Attachments:	MDB - Hattiesburg MS WS Revenue Bonds (2016) (______) - Intent Resolution 002_28720618_2, executed MDB - Hattiesburg MS WS Revenue Bonds (2016) (______) - Intent Resolution 002_28720618_2 RES#2015-137	**Enactment Number:**	
Contact:		**Meeting Date:**	11/30/2015
Drafter:		**Effective Date:**	

History of Legislative File

Ver-sion:	Acting Body:	Date:	Action:	Sent To:	Due Date:	Return Date:	Result:
2	City Council - Special Called Meeting	11/30/2015	Adopt				Pass

Action Text: A MOTION was made by Carroll and seconded by Naylor to Adopt Resolution declaring the intention of the Mayor and City Council of the City of Hattiesburg, Mississippi, to issue Combined Water and Sewer System Revenue Bonds, Series 2016, of the City of Hattiesburg, Mississippi, or to borrow funds by entering into a loan with the Mississippi Development Bank, all in the principal amount of not to exceed Twenty-five Million Dollars ($25,000,000) to raise money for the purpose of providing funds for (I) Improving, repairing, and extending the Combined Water and Sewer System of the City of Hattiesburg, Mississippi; (II) Other authorized purposes under the Mississippi Code Sections 31-25-1 et. seq., as amended and/or supplemented from time to time, and/or sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and (III) Costs of issuance of the borrowing; and directing publication of notice of such intention.

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

Yeas: 4 - Bradley, Carroll, Dryden and Naylor

Nays: 0

TEL - DID NOT VOTE: 1 - Delgado

Yea:	4	Bradley Carroll Naylor Dryden
TEL-No Vote:	1	Delgado

Text of Legislative File 2015-2296

Title

Adopt Resolution declaring the intention of the Mayor and City Council of the City of Hattiesburg, Mississippi, to issue Combined Water and Sewer System Revenue Bonds, Series 2016, of the City of Hattiesburg, Mississippi, or to borrow funds by entering into a loan with the Mississippi Development Bank, all in the principal amount of not to exceed Twenty-five Million Dollars ($25,000,000) to raise money for the purpose of providing funds for (I) Improving, repairing, and extending the Combined Water and Sewer System of the City of Hattiesburg, Mississippi; (II) Other authorized purposes under the Mississippi Code Sections 31-25-1 et. seq., as amended and/or supplemented from time to time, and/or sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and (III) Costs of issuance of the borrowing; and directing publication of notice of such intention.

Summary

Intent Resolution to issue $25,000,000 debt

Publication Information

To be published December 10, 17, and 24, 2015

RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND CITY COUNCIL OF THE CITY OF HATTIESBURG, MISSISSIPPI, TO ISSUE COMBINED WATER AND SEWER SYSTEM REVENUE BONDS, SERIES 2016, OF THE CITY OF HATTIESBURG, MISSISSIPPI, OR TO BORROW FUNDS BY ENTERING INTO A LOAN WITH THE MISSISSIPPI DEVELOPMENT BANK, ALL IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED TWENTY FIVE MILLION DOLLARS ($25,000,000) TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR (I) IMPROVING, REPAIRING, AND EXTENDING THE COMBINED WATER AND SEWER SYSTEM OF THE CITY OF HATTIESBURG, MISSISSIPPI; (II) OTHER AUTHORIZED PURPOSES UNDER MISSISSIPPI CODE SECTIONS 31-25-1 ET SEQ., AS AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME, AND/OR SECTIONS 21-27-23 AND 21-27-41 THROUGH 21-27-69, AS AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME, AS APPLICABLE; AND (III) COSTS OF ISSUANCE OF THE BORROWING; AND DIRECTING PUBLICATION OF NOTICE OF SUCH INTENTION.

WHEREAS, the City of Hattiesburg, Mississippi (the "City"), is authorized under the provisions of Mississippi Code 1972 Annotated, Sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time (the "Bond Act") and/or, as applicable, Sections 31-25-1 et seq., Mississippi Code of 1972, as amended and/or supplemented from time to time (the "Bank Act" and together with the Bond Act, the "Act"), to issue bonds hereinafter proposed to be issued under the Bond Act or to enter into a loan for the purposes and amounts set forth herein under the Bond Act and the Bank Act, as applicable; and

WHEREAS, the Mayor and City Council of the City (the "Governing Body") find and determine that it is necessary and proper to provide funds for (i) repairing, improving and extending the combined water and sewer system of the City (the "System"); (ii) other authorized purposes under Mississippi Code Sections 31-25-1 et seq., as amended and/or supplemented from time to time and/or Sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and (iii) costs of issuance of the borrowing (together, the "Project"); and

WHEREAS, the Governing Body has caused an estimate to be made of the cost of such Project from which estimate the Governing Body finds that the contemplated costs thereof will not exceed Twenty Five Million Dollars ($25,000,000); and

WHEREAS, it is necessary for the health and well-being of the citizens of the City to issue Combined Water and Sewer System Revenue Bonds, Series 2016 (the "Bonds") of the City or to borrow funds by entering into a loan (the "Loan") with the Mississippi Development Bank, all in the principal amount of not to exceed Twenty Five Million Dollars ($25,000,000) to raise money for the purpose of providing funds for the Project; and

WHEREAS, it is necessary, proper and economically feasible that the City issue its Bonds pursuant to the Bond Act or to enter in a Loan with the Mississippi Development Bank, pursuant to the Bond Act and the Bank Act, for the purposes herein stated and under the procedures hereinafter set forth and as provided by law; and

WHEREAS, the City reasonably expects that it will incur expenditures prior to the issuance of the Bonds or entering into the Loan with the Mississippi Development Bank, which it intends to reimburse with the proceeds of the Bonds upon the issuance thereof or the date of entering into the Loan. This declaration of official intent to reimburse expenditures made prior to the issuance of the Bonds or entering into the Loan in anticipation of the issuance of the Bonds or entering into the Loan is made pursuant to Department of Treasury regulations Section 1.150-2 (the Reimbursement Regulations). The Project for which such expenditures are made is the same as described hereinabove. The maximum principal amount of debt expected to be issued for the Project is the amount hereinabove set forth.

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 Bonds pursuant to the Bond Act or enter into the Loan with the Mississippi Development Bank pursuant to the Bond Act and the Bank Act, in the principal amount of not to exceed Twenty Five Million Dollars ($25,000,000) to raise money for the purpose of providing funds for the Project.

SECTION 2. The principal and interest on the said Bonds or the Loan with the Mississippi Development Bank shall be payable over a period not to exceed twenty (20) years solely from net revenue derived and to be derived from operation of the System subject to the debt service on any outstanding parity indebtedness. Said Bonds or Loan with the Mississippi Development Bank shall not constitute an indebtedness of the City within the meaning of any statutory or charter restriction, limitation, or provision, and the taxing power of the City will not be pledged to the payment of said Bonds or the Loan with the Mississippi Development Bank, but the same, together with the interest thereon, shall be payable solely from net revenues of the System.

SECTION 3. Unless a protest in writing signed by not less than twenty percent (20%) of the qualified electors of the City of Hattiesburg, Mississippi, objecting to and protesting against the issuance of said Bonds or entering into the Loan with the Mississippi Development Bank, is filed with the City Clerk on or 10:00 o'clock a.m. on December 30, 2015, the Governing Body will authorize the issuance of the Bonds or the Loan with the Mississippi Development Bank at a meeting of the Governing Body set for 6:00 o'clock p.m. on January 5, 2016, which date shall be more than ten (10) days after the date of the last publication of this resolution. If such sufficient protest and objection is filed on or before the date and hour hereinabove set forth, the question of the issuance of said Bonds or entering into the Loan with the Mississippi Development Bank shall be submitted to an election to be held as provided in Mississippi Code 1972 Annotated, Section 21-27-43, as amended and/or supplemented from time to time.

SECTION 4. This resolution shall be published once a week for at least three consecutive weeks in the *Hattiesburg American*, a newspaper published in the City of Hattiesburg, Mississippi, and having general circulation therein and qualified under the provisions of the laws of the State of Mississippi, and the last publication of this resolution shall be not more than ten (10) days prior to the date hereinabove set forth as the deadline for the filing of objection or protest and shall be more than ten (10) days prior to the date hereinabove set forth for the meeting of the Governing Body to authorize the issuance of the Bonds or entering into a Loan with the Mississippi Development Bank.

SECTION 5. The City Clerk is hereby directed to procure from the publisher of the aforesaid newspaper the customary proof of publication of this resolution and have the same before the Governing Body on the day and hour hereinabove specified.

SECTION 6. The City reasonably expects that it will incur expenditures prior to the issuance of the Bonds or entering into the Loan with the Mississippi Development Bank, which it intends to reimburse with the proceeds of the Bonds upon the issuance thereof or the date of entering into the Loan. This declaration of official intent to reimburse expenditures made prior to the issuance of the Bonds or the authorization of the Loan in anticipation of the issuance of the Bonds or entering into the Loan is made pursuant to the Department of Treasury regulations Section 1.150-2 (the Reimbursement Regulations). The Project for which such expenditures are made is the same as described hereinabove. The maximum principal amount of debt expected to be issued or borrowed for the Project is the amount hereinabove set forth.

SECTION 7. If any one or more of the provisions of this resolution shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any of the other provisions of this resolution, but this resolution shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained herein.

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 roll call vote, to wit:

YEAS: **NAYS:** **ABSENT:**

The President thereby declared the motion carried and the resolution adopted this the 30th day of November, 2015.

(SEAL)

ATTEST:	**ADOPTED:**
______________________________	______________________________
CLERK OF COUNCIL	**PRESIDENT**

The above and foregoing resolution having been submitted to and approved by the Mayor, this the 30th day of November, 2015.

______________________________	______________________________
CITY CLERK	**MAYOR**

PUBLISH: December 10, 17 and 24, 2015

28720618v2

City of Hattiesburg, MS

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

Master

File Number: 2015-2297

File ID:	2015-2297	**Type:**	Resolution	**Status:**	Passed
Version:	1	**Reference:**		**In Control:**	City Council
				File Created:	11/25/2015
Brief Title:	Engagement Resolution for Water and Sewer debt issuance			**Final Action:**	11/30/2015
				Minute Book Number:	MB2015-344

Title:

Adopt 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 Combined Water and Sewer System Revenue Bonds, Series 2016, of the City of Hattiesburg, Mississippi, or to borrow funds by entering into a loan with the Mississippi Development Bank, to raise money for the purpose of providing funds for (I) Improving, repairing, and extending the Combined Water and Sewer System of the City of Hattiesburg, Mississippi; (II) Other authorized purposes under Mississippi Code Sections 31-25-1 et seq., as amended and/or supplemented from time to time, and/or Sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and (iii) Costs of issuance of the borrowing.

Notes:

Sponsors:

Enactment Date:

Attachments: MDB - Hattiesburg MS WS Revenue Bonds (2016) (______________) - Engagement Resolution 001_28728675_1, MDB Hattiesburg WS Rev (2016) (_____) - Engagement Letter_28730765_1, Hattiesburg Water Sewer 2016, executed MDB - Hattiesburg MS WS Revenue Bonds (2016) (______________) - Engagement Resolution 001_28728675_1 RES#2015-138, Fully executed MDB - Hattiesburg MS WS Revenue Bonds (2016) (______________) - Engagement Resolution 001_28728675_1 RES#2015-138

Enactment Number:

Contact:

Meeting Date: 11/30/2015

Drafter:

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	11/30/2015	Adopt	Pass

Action Text: A MOTION was made by Carroll and seconded by Naylor to Adopt 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 Combined Water and Sewer System Revenue Bonds, Series 2016, of the City of Hattiesburg, Mississippi, or to borrow funds by entering into a loan with the Mississippi Development Bank, to raise money for the purpose of providing funds for (I) Improving, repairing, and extending the Combined Water and Sewer System of the City of Hattiesburg, Mississippi; (II) Other authorized purposes under Mississippi Code Sections 31-25-1 et seq., as amended and/or supplemented from time to time, and/or Sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and (iii) Costs of issuance of the borrowing.

Council President Bradley stated that this is a construction loan to help the city start with whichever wastewater treatment system is selected; he said the City must identify funding before it can select a plan, and has the authority to borrow funds for this purpose.

Elizabeth Clark of Butler Snow and Lynn Norris of Government Consultants appeared before the Council to provide an overview on the resolutions.

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

Yeas: 4 - Bradley, Carroll, Dryden and Naylor

Nays: 0

TEL - DID NOT VOTE: 1 - Delgado

Yea:	4	Bradley
		Carroll
		Naylor
		Dryden
TEL-No Vote:	1	Delgado

Text of Legislative File 2015-2297

Title

Adopt 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 Combined Water and Sewer System Revenue Bonds, Series 2016, of the City of Hattiesburg, Mississippi, or to borrow funds by entering into a loan with the Mississippi Development Bank, to raise money for the purpose of providing funds for (I) Improving, repairing, and extending the Combined Water and Sewer System of the City of Hattiesburg, Mississippi; (II) Other authorized purposes under Mississippi Code Sections 31-25-1 et seq., as amended and/or supplemented from time to time, and/or Sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and (iii) Costs of issuance of the borrowing.

Summary

Engagement Resolution for Water and Sewer debt issuance

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 COMBINED WATER AND SEWER SYSTEM REVENUE BONDS, SERIES 2016, OF THE CITY OF HATTIESBURG, MISSISSIPPI, OR TO BORROW FUNDS BY ENTERING INTO A LOAN WITH THE MISSISSIPPI DEVELOPMENT BANK, TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR (I) IMPROVING, REPAIRING, AND EXTENDING THE COMBINED WATER AND SEWER SYSTEM OF THE CITY OF HATTIESBURG, MISSISSIPPI; (II) OTHER AUTHORIZED PURPOSES UNDER MISSISSIPPI CODE SECTIONS 31-25-1 ET SEQ., AS AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME, AND/OR SECTIONS 21-27-23 AND 21-27-41 THROUGH 21-27-69, AS AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME, AS APPLICABLE; AND (III) COSTS OF ISSUANCE OF THE BORROWING

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 the necessity of providing funds for (i) repairing, improving and extending the combined water and sewer system of the City (the "System"); (ii) other authorized purposes under Mississippi Code Sections 31-25-1 et seq., as amended and/or supplemented from time to time and/or Sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and (iii) costs of issuance of the borrowing (together, the "Project").

2. It is necessary and in the public interest for the City to issue Combined Water and Sewer System Revenue Bonds, Series 2016 (the "Bonds") or to borrow funds by entering into a loan (the “Loan”) with the Mississippi Development Bank to raise money to finance the cost of the 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") and Government Consultants, Inc. Jackson, Mississippi, as Municipal Advisor (the “Municipal Advisor”), to prepare and distribute all necessary documents and to do all things required in order to negotiate the sale of the Bonds or the Loan with the Mississippi Development Bank and effectuate the issuance of such Bonds or the entering into the Loan with the Mississippi Development Bank 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 Bonds or to enter into the Loan with the Mississippi Development Bank to raise money for the purpose of providing funds for the Project including 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 and Government Consultants, Inc. Jackson, Mississippi, as Municipal Advisor, and authorizes them to prepare and distribute all necessary documents and to do all things required in order to negotiate the sale of the Bonds or the Loan with the Mississippi Development Bank and effectuate the issuance of such Bonds or the entering into the Loan with the Mississippi Development Bank at a subsequent date subject to the approval of the Governing Body of the City.

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. 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 President thereby declared the motion carried and the resolution adopted this the 30th day of November, 2015.

(SEAL)

ATTEST: **ADOPTED:**

CLERK OF COUNCIL **PRESIDENT**

The above and foregoing resolution having been submitted to and approved by the Mayor, this the 30th day of November, 2015.

CITY CLERK **MAYOR**

EXHIBIT A

ENGAGEMENT LETTER

EXHIBIT B

M/A IRMA LETTER

BUTLER | SNOW

November 30, 2015

Mayor and City Council
City of Hattiesburg, Mississippi

Re: Proposed not to exceed $25,000,000 Combined Water and Sewer Revenue Bonds, Series 2016 or Loan with the Mississippi Development Bank (the "**Bonds**" or "**Loan**")

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 or the Loan with the Mississippi Development Bank. We understand that the Bonds are being issued and the Loan entered into with the Mississippi Development Bank to provide funds for repairing, improving and extending the combined water and sewer system of the City, other authorized purposes under Mississippi Code Sections 31-25-1 et seq., as amended and/or supplemented from time to time and/or Sections 21-27-23 and 21-27-41 through 21-27-69, as amended and/or supplemented from time to time, as applicable; and costs of issuance of the borrowing (together, the "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 or entering into the Loan with the Mississippi Development Bank, the source of payment and security for the Bonds or the Loan with the Mississippi Development Bank, and the excludability of interest on the Bonds or the Loan with the Mississippi Development Bank 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 or the Loan with the Mississippi Development Bank, 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 or the Loan with the Mississippi Development Bank;

5. Pursue validation proceedings under State law;

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BUTLER SNOW LLP

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 or entering into the Loan with the Mississippi Development Bank;

8. Prepare and review the Bond Purchase Agreement pertaining to the negotiated sale of the Bonds or the Loan with the Mississippi Development Bank; 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 or entering into the Loan with the Mississippi Development Bank. 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 or the Loan with the Mississippi Development Bank. 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 or the Loan with the Mississippi Development Bank 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 the Loan with the Mississippi Development Bank, 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 or the Loan with the Mississippi Development Bank;

(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 or the Loan with the Mississippi Development Bank;

(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 the Loan with the Mississippi Development Bank, 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 or the Loan with the Mississippi Development Bank 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 or the Loan with the Mississippi Development Bank). Although our present engagement does not include rebate analysis and post-issuance advice relating to the Bonds or the Loan with the Mississippi Development Bank, we would like to discuss with you a separate engagement involving rebate and other post-issuance compliance matters for the Bonds or the Loan with the Mississippi Development Bank 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;

(j) Giving and/or providing any financial advice or financially-related recommendations concerning the issuance of the Bonds or the Loan with the Mississippi Development Bank 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 or the Loan with the Mississippi Development Bank, 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; provided, however, that if the City should enter into the Loan with the Mississippi Development Bank, we will represent the Mississippi Development Bank regarding certain matters pursuant to a separate engagement letter with the Mississippi Development Bank. 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 or the Loan with the Mississippi Development Bank. 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 or the Loan with the Mississippi Development Bank.

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 or the Loan with the Mississippi Development Bank. 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 or the Loan with the Mississippi Development Bank, (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 an amount to be determined plus expenses which includes 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 retain by us after the termination of this engagement.

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.

BUTLER SNOW LLP

By: Elizabeth Lambert Clark by JCP
Elizabeth Lambert Clark

Accepted and Approved
:

CITY OF HATTIESBURG
HATTIESBURG, MISSISSIPPI

BY: ______________________
Mayor

Dated: ______________________

Authorized by resolution of the Mayor and City Council dated November 30, 2015.

28728692v2

GOVERNMENT CONSULTANTS

GOVERNMENT CONSULTANTS, INC.

Consulting & Advisory Firm

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December 1, 2015

Mayor Johnny Dupree and City Council
Hattiesburg, MS

Dear Mayor Dupree and Council Members:

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 not to exceed $25,000,000 City of Hattiesburg, Mississippi Combined Water and Sewer Revenue Bonds, Series 2016 or loan through the Mississippi Development Bank (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.

<u>Disclosures Concerning our Role as Municipal Advisor</u>

(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 professional 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.

Compensation

There will be no compensation for reviewing and analyzing various financing options available to the City of Hattiesburg, Mississippi. If a financing transaction is agreed up, the compensation as municipal advisor will be contingent on the closing of the transaction and would be 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 or other security at market rate levels.

Since we expect to recommend that the Bonds be issued at interest rates that best meets the needs of Issuer, please be aware of the following basic aspects. The bonds are interest bearing debt securities issued by an issuer such as Hattiesburg, Mississippi. Maturity dates for the 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 the bonds is typically paid semi-annually 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
Lynn Norris

RECEIPT ACKNOWLEDGED AND APPROVED BY:

BY: ________________________________
Mayor Johnny Dupree