MINUTES OF THE SPECIAL CALL MEETING
OF THE MAYOR AND BOARD OF ALDERMEN
The City of Starkville, Mississippi
July 27, 2017

Be it remembered that the Mayor and Board of Alderman met in a Special Call Meeting on July 27, 2017 at 6:00 p.m. in the main upstairs courtroom of the Oktibbeha County Chancery Courthouse located at 101 East Main Street, Starkville, MS. Present were Mayor D. Lynn Spruill, Aldermen Ben Carver, Sandra Sistrunk, David Little, Jason Walker, Patrick Miller and Henry Vaughn, Sr. Alderman Roy A'. Perkins was unable to attend. Attending the Board were Attorney Chris Latimer and City Clerk / CFO Lesa Hardin.

Mayor Spruill opened the meeting with the Pledge of Allegiance followed by prayer and a moment of silence.

Mayor Spruill announced that since this was a Special Call meeting and the agenda is fixed, no approval of the agenda was necessary.

This meeting was properly noticed pursuant to Miss. Code Ann §§21-3-21 and 25-41-13. A copy of both Notices are attached hereto.

THERE WILL BE A SPECIAL CALLED MEETING ON
THURSDAY, JULY 27, 2017
AT 6:00 PM IN THE MAIN UPSTAIRS COURTROOM OF
THE OKTIBBEHA COUNTY CHANCERY COURTHOUSE
LOCATED AT 101 EAST MAIN STREET

OFFICIAL AGENDA

THE MAYOR AND BOARD OF ALDERMEN
OF THE CITY OF STARKVILLE, MISSISSIPPI

I. CALL THE MEETING TO ORDER

II. DISCUSSION AND CONSIDERATION OF A RESOLUTION AUTHORIZING AND DIRECTING THE ISSUANCE OF GENERAL OBLIGATION TAXABLE DEVELOPMENT BONDS, SERIES 2017, OF THE CITY OF STARKVILLE, MISSISSIPPI, IN THE MAXIMUM PRINCIPAL AMOUNT OF SEVEN MILLION DOLLARS ($7,000,000), TO RAISE MONEY TO PAY THE COSTS INCURRED FOR THE DEVELOPMENT OF A NEW INDUSTRIAL PARK TO BE LOCATED NEAR THE INTERSECTION OF HIGHWAYS 82 AND 389 IN THE MUNICIPALITY, TOGETHER WITH ANY ECONOMIC DEVELOPMENT PROJECT TO BE LOCATED IN SUCH INDUSTRIAL PARK, WHICH INDUSTRIAL PARK PROJECT WAS RECOMMENDED BY THE GOLDEN TRIANGLE DEVELOPMENT LINK; PRESCRIBING THE FORM AND INCIDENTS OF SAID BONDS; PROVIDING FOR THE LEVY OF TAXES FOR THE PAYMENT THEREOF; PROVIDING FOR THE SALE OF SAID BONDS; AUTHORIZING A BOND INSURANCE POLICY; AUTHORIZING A BOND RATING; APPROVING AND AUTHORIZING THE EXECUTION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION AND DISTRIBUTION OF AN OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION OF A CONTINUING DISCLOSURE CERTIFICATE; APPROVING AND AUTHORIZING THE DISTRIBUTION OF A NOTICE OF BOND SALE; AND FOR RELATED PURPOSES.

III. ADJOURN UNTIL AUGUST 1, 2017 @ 5:30 IN THE COURT ROOM AT CITY HALL LOCATED AT 110 WEST MAIN STREET.

1. MOTION TO APPROVE RESOLUTION AUTHORIZING ISSUANCE OF BONDS.

A motion was offered by Alderman Little and seconded by Alderman Carver, to approve a Resolution authorizing and directing the issuance of general obligation taxable development bonds, series 2017, of the City of Starkville, Mississippi, in substantially similar form as presented at the table, with the addition of an Extraordinary Call Provision drafted by the City's Bond Counsel and approved by the City Attorney and approved on the Minutes of the July 27, 2017 meeting of the Starkville Board of Aldermen, in the maximum principal amount of seven million dollars ($7,000,000), to raise money to pay the costs incurred for the development of a new industrial park to be located near the intersection of Highways 82 and 389 in the municipality, together with any economic development project to be located in such industrial park, which industrial park project was recommended by the Golden Triangle Development LINK; prescribing the form and incidents of said bonds; providing for the levy of taxes for the payment thereof; providing for the sale of said bonds; authorizing a bond insurance policy; authorizing a bond rating; approving and authorizing the execution and distribution of a preliminary official statement; authorizing the execution and distribution of an official statement; authorizing the execution of a continuing disclosure certificate; approving and authorizing the distribution of a notice of bond sale; and for related purposes consistent with Paragraph 15 of the Resolution, this motion is contingent upon the adoption by the County to raise money for the Project and to fund Project Costs, as authorized by the Act and pursuant to the REDA Agreement approved and executed by the Municipality and the County and subsequently approved by the Mississippi Development Authority and the Attorney General of the State of Mississippi.

The Board voted as follows:

Alderman Ben Carver	Voted: Yea
Alderman Sandra Sistrunk	Voted: Nay
Alderman David Little	Voted: Yea
Alderman Jason Walker	Voted: Yea
Alderman Patrick Miller	Voted: Nay
Alderman Roy A'. Perkins	Voted: Absent
Alderman Henry Vaughn, Sr.	Voted: Yea

Having received a majority affirmative vote, Mayor Spruill declared the motion passed.

2. MOTION TO ADJOURN UNTIL AUGUST 1, 2017 @ 5:30 IN THE COURT ROOM AT CITY HALL LOCATED AT 110 WEST MAIN STREET.

Upon the motion of Alderman Little, duly seconded by Alderman Walker, for the Board of Aldermen to adjourn the meeting until August 1, 2017 at 5:30 at 110 West Main Street in the City Hall Courtroom, the Board voted as follows:

Alderman Ben Carver	Voted: Yea
Alderman Sandra Sistrunk	Voted: Yea
Alderman David Little	Voted: Yea
Alderman Jason Walker	Voted: Yea
Alderman Patrick Miller	Voted: Yea
Alderman Roy A'. Perkins	Voted: Absent
Alderman Henry Vaughn, Sr.	Voted: Yea

Having received a majority affirmative vote, Mayor Spruill declared the motion passed.

SIGNED AND SEALED THIS THE ________ DAY OF ______________________ 2017.

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MAYOR D. LYNN SPRUILL

Attest:

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Seal LESA HARDIN, CITY CLERK

RESOLUTION AUTHORIZING AND DIRECTING THE ISSUANCE OF GENERAL OBLIGATION TAXABLE DEVELOPMENT BONDS, SERIES 2017, OF THE CITY OF STARKVILLE, MISSISSIPPI, IN THE MAXIMUM PRINCIPAL AMOUNT OF SEVEN MILLION DOLLARS ($7,000,000), TO RAISE MONEY TO PAY THE COSTS INCURRED FOR THE DEVELOPMENT OF A NEW INDUSTRIAL PARK TO BE LOCATED NEAR THE INTERSECTION OF HIGHWAYS 82 AND 389 IN THE MUNICIPALITY, TOGETHER WITH ANY ECONOMIC DEVELOPMENT PROJECT TO BE LOCATED IN SUCH INDUSTRIAL PARK, WHICH INDUSTRIAL PARK PROJECT WAS RECOMMENDED BY THE GOLDEN TRIANGLE DEVELOPMENT LINK; PRESCRIBING THE FORM AND INCIDENTS OF SAID BONDS; PROVIDING FOR THE LEVY OF TAXES FOR THE PAYMENT THEREOF; PROVIDING FOR THE SALE OF SAID BONDS; AUTHORIZING A BOND INSURANCE POLICY; AUTHORIZING A BOND RATING; APPROVING AND AUTHORIZING THE EXECUTION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION AND DISTRIBUTION OF AN OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION OF A CONTINUING DISCLOSURE CERTIFICATE; APPROVING AND AUTHORIZING THE DISTRIBUTION OF A NOTICE OF BOND SALE; AND FOR RELATED PURPOSES.

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

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

"Act" shall mean, together, Sections 21-33-301 through 21-33-329, Mississippi Code of 1972, as amended (the "Infrastructure Act"), and Sections 57-64-1 through 57-64-27, Mississippi Code of 1972, as amended (the "Regional Economic Development Act" or "REDA").

"Bond" or "Bonds" shall mean the General Obligation Taxable Development Bonds, Series 2017, of the Municipality, authorized and directed to be issued in this Bond Resolution.

"Bond Counsel" shall mean Jones Walker LLP, Jackson, Mississippi, or any other nationally recognized attorneys on the subject of municipal bonds.

"Bond Fund" shall mean the Bond Fund (Industrial Park Project) of the Municipality provided for in Section 15 hereof.

"Bond Insurance Policy" shall mean a municipal bond insurance policy issued by the Bond Insurer, if any, guaranteeing the scheduled payment of principal of and interest on the Bonds when due.

"Bond Insurer" shall mean a municipal bond insurance company, if any, guaranteeing the scheduled payment of principal of and interest on the Bonds when due.

"Bond Resolution" shall mean this resolution authorizing and directing the issuance of the Bonds.

"Bondholder" or "Holder" shall mean the Registered Owner of any Bond issued pursuant to this Bond Resolution.

"Business Day" shall mean a day of the year on which banks located in the city in which the principal office of the Paying Agent is located are not required or authorized to remain closed.

"Certificate of Public Convenience and Necessity" or "CPCN" shall mean the Certificate of Public Convenience and Necessity No. RA-022, dated October 4, 2016, issued by the Mississippi Development Authority in connection with the REDA Agreement and the Project.

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

"Continuing Disclosure Certificate" shall mean the Continuing Disclosure Certificate to be executed by the Municipality and dated the date of issuance and delivery of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof.

"County" shall mean Oktibbeha County, Mississippi.

"DTC" shall mean The Depository Trust Company, New York, New York.

"Event of Default" shall mean an event of default as described in Section 20 of this Bond Resolution.

"Golden Triangle Development LINK" refers to the regional economic development organization serving the County, together with Clay County, Mississippi and Lowndes County, Mississippi.

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

"Improvement Fund" shall mean the Improvement Fund (Industrial Park Project) of the Municipality provided for in Section 16 hereof.

"Industrial Park Project" shall mean the development of a new industrial park to be located near the intersection of Highways 82 and 389 in the Municipality, together with any economic development project to be located in such industrial park, which Industrial Park Project was recommended by the Golden Triangle Development LINK, including the costs of: (a) erecting or purchasing waterworks, gas, electric and other public utility plants or distribution systems or franchises, and repairing, improving and extending the same; (b) establishing sanitary, storm, drainage or sewerage systems, and repairing, improving and extending the same; (c) protecting the municipality, its streets and sidewalks from overflow, caving banks and other like dangers; (d) constructing, improving or paving streets, sidewalks, driveways, parkways, walkways or public parking facilities, and purchasing land therefor; (e) purchasing land for cemeteries and improving, equipping and adorning the same; (f) constructing bridges and culverts; (g) altering or changing the channels of streams and water courses to control, deflect or guide the current thereof; (h) purchasing fire-fighting equipment and apparatus, and providing housing for same, and purchasing land therefor; (i) mitigation of any environmental or cultural conditions necessary or proper to accomplish any of the foregoing; (j) pursuant to the Regional Economic Development Act (REDA), the purposes authorized by REDA for the Industrial Park Project; and (k) the issuance of the Bonds.

"Mayor" shall mean the Mayor of the Municipality.

"Municipality" shall mean the City of Starkville, Mississippi.

"Notice" shall mean the Notice of Bond Sale, substantially in the form as set forth in Section 25 hereof.

"Paying Agent" shall mean any bank, trust company or other institution designated, whether herein or hereafter, by the Governing Body to make payments of the principal of and interest on the Bonds, to serve as registrar and transfer agent for the registration of owners of the Bonds and for the performance of other duties as may be herein or hereafter specified by the Governing Body.

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

"Project" shall mean, together, the Industrial Park Project and the REDA Project.

"Project Costs" shall mean (a) obligations of the Municipality or REDA Alliance incurred, or reimbursement to the Municipality or REDA Alliance, for labor and to contractors, builders and materialmen in connection with acquiring, renovating, equipping and furnishing the Project; (b) the cost of contract bonds and of insurance of all kinds that may be required or necessary during the course of construction of the Project which is not paid by the contractor or contractors or otherwise provided for; (c) all costs of engineering services, including test borings, surveys, estimates, plans and specifications and preliminary investigations, and supervising construction, equipping as well as for the performance of all other duties required by or consequent upon the proper construction of the Project; (d) all other costs which the Municipality or REDA Alliance shall be required to pay, under the terms of any contract or contracts, for the acquisition, construction and installation of the Project, including contracts for construction, engineering and architectural services; (e) the costs, fees and expenses incurred by the Municipality or REDA Alliance in connection with the authorization, issuance, bond insurance (if obtained), bond rating (if obtained), sale, validation and delivery of the Bonds; and (f) all other costs relating to the Project to the extent that such costs are eligible for payment under the Act.

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

"Record Date" shall mean, as to interest payments, the 15th day of the month preceding the dates set for payment of interest on the Bonds and, as to payments of principal, the 15th day of the month preceding the date on which such principal shall be due and payable, whether at maturity or upon redemption prior to maturity.

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

"REDA Agreement" shall mean that certain Regional Economic Development Act Alliance Agreement entered into by and between the Municipality and the County pursuant to the REDA in connection with the Project, as approved by the Attorney General of the State of Mississippi on October 13, 2016, and filed of record on October 25, 2016 with the Chancery Clerk of the County and the Secretary of State of the State of Mississippi.

"REDA Alliance" shall mean the regional economic development alliance of the Municipality and the County formed pursuant to the REDA Act and the REDA Agreement in connection with the Project.

"REDA Application" shall mean the Regional Economic Development Act Application.

"REDA Project" shall mean the development of a new industrial park to be located near the intersection of Highways 82 and 389 in the Municipality, together with any economic development project to be located in such industrial park, which Industrial Park Project was recommended by the Golden Triangle Development LINK, including the costs of: (a) acquiring land and/or acquiring or constructing buildings, fixtures, machinery, equipment, infrastructure, utilities, port or airport facilities, roads, rail lines and rail spurs, and other related projects that have or will provide a multi-jurisdictional benefit, including all site preparation, mitigation of environmental or cultural conditions and other start-up activities; (b) construction; (c) acquisition of fixtures and of real and personal property required for the purposes of the Industrial Park Project and facilities related thereto, whether publicly or privately owned, including land and any rights or undivided interests therein; (d) acquisition of machinery and equipment, including motor vehicles which are used for Industrial Park Project functions; (e) closure, post-closure maintenance or correction action on environmental matters; (f) financing charges and interest prior to and during construction and during such additional period as the alliance may reasonably determine to be necessary for the placing of the Industrial Park Project in operation; (g) engineering, surveying, environmental geotechnical, architectural and legal services; (h) plans and specifications and all expenses necessary or incident to determining the feasibility or practicability of the Industrial Park Project; (i) administrative expenses; (j) a renewal and replacement reserve, bond insurance, and/or other credit enhancement, and such other reserves as may be authorized; (k) construction or contracting for the construction of streets, roads, water, sewerage, drainage and other related facilities; (l) borrowing for the Industrial Park Project; and (m) any other property or services related to (a) through (l) above.

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

"Representation Letter" shall mean the blanket representation letter to DTC pertaining to book-entry obligations of the Municipality.

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

2. Heretofore, on June 21, 2016, the Governing Body adopted a resolution entitled "RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF STARKVILLE, MISSISSIPPI, TO ISSUE GENERAL OBLIGATION BONDS OF THE CITY OF STARKVILLE, MISSISSIPPI, TO SUPPORT THE DEVELOPMENT OF A NEW INDUSTRIAL PARK TO BE LOCATED NEAR THE INTERSECTION OF HIGHWAYS 82 AND 389 IN THE MUNICIPALITY, TOGETHER WITH ANY ECONOMIC DEVELOPMENT PROJECT TO BE LOCATED IN SUCH INDUSTRIAL PARK (THE "INDUSTRIAL PARK PROJECT"), WHICH INDUSTRIAL PARK PROJECT WAS RECOMMENDED BY THE GOLDEN TRIANGLE DEVELOPMENT LINK, IN THE MAXIMUM PRINCIPAL AMOUNT OF SEVEN MILLION DOLLARS ($7,000,000), IN ONE OR MORE SERIES, TO RAISE MONEY TO PAY THE COSTS INCURRED FOR THE FOLLOWING PURPOSES SOLELY IN CONNECTION WITH THE INDUSTRIAL PARK PROJECT: (A) ERECTING OR PURCHASING WATERWORKS, GAS, ELECTRIC AND OTHER PUBLIC UTILITY PLANTS OR DISTRIBUTION SYSTEMS OR FRANCHISES, AND REPAIRING, IMPROVING AND EXTENDING THE SAME; (B) ESTABLISHING SANITARY, STORM, DRAINAGE OR SEWERAGE SYSTEMS, AND REPAIRING, IMPROVING AND EXTENDING THE SAME; (C) PROTECTING THE MUNICIPALITY, ITS STREETS AND SIDEWALKS FROM OVERFLOW, CAVING BANKS AND OTHER LIKE DANGERS; (D) CONSTRUCTING, IMPROVING OR PAVING STREETS, SIDEWALKS, DRIVEWAYS, PARKWAYS, WALKWAYS OR PUBLIC PARKING FACILITIES, AND PURCHASING LAND THEREFOR; (E) PURCHASING LAND FOR CEMETERIES AND IMPROVING, EQUIPPING AND ADORNING THE SAME; (F) CONSTRUCTING BRIDGES AND CULVERTS; (G) ALTERING OR CHANGING THE CHANNELS OF STREAMS AND WATER COURSES TO CONTROL, DEFLECT OR GUIDE THE CURRENT THEREOF; (H) PURCHASING FIRE-FIGHTING EQUIPMENT AND APPARATUS, AND PROVIDING HOUSING FOR SAME, AND PURCHASING LAND THEREFOR; (I) MITIGATION OF ANY ENVIRONMENTAL OR CULTURAL CONDITIONS NECESSARY OR PROPER TO ACCOMPLISH ANY OF THE FOREGOING; (J) TO THE EXTENT THE MUNICIPALITY OBTAINS A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY PURSUANT TO THE REGIONAL ECONOMIC DEVELOPMENT ACT (REDA) FOR THE INDUSTRIAL PARK PROJECT, THE PURPOSES AUTHORIZED BY REDA AS MORE SPECIFICALLY SET FORTH BELOW; AND (K) ISSUANCE OF THE BONDS; PROVIDING FOR THE LEVY OF TAXES FOR THE PAYMENT OF THE BONDS; DIRECTING PUBLICATION OF NOTICE OF SUCH INTENTION; AND FOR RELATED PURPOSES," wherein the Governing Body found, determined and adjudicated that it is necessary that bonds of the Municipality be issued in the amount, for the purpose, and secured as aforesaid, declared its intention to issue said bonds, and fixed August 2, 2016, at 5:30 pm, or at some date held subsequent thereto, as the date and hour

on which it proposed to direct the issuance of said bonds, on or prior to which date and hour any protests to be made against the issuance of said bonds were required to be filed.

3. Heretofore on August 2, 2016, the Governing Body adopted a resolution entitled "RESOLUTION FINDING AND DETERMINING THAT THE RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF STARKVILLE, MISSISSIPPI TO ISSUE GENERAL OBLIGATION BONDS OF THE CITY OF STARKVILLE, MISSISSIPPI, TO SUPPORT THE DEVELOPMENT OF A NEW INDUSTRIAL PARK PROJECT, IN THE MAXIMUM PRINCIPAL AMOUNT OF SEVEN MILLION DOLLARS ($7,000,000), ADOPTED ON THE 21ST DAY OF JUNE, 2016, WAS DULY PUBLISHED AS REQUIRED BY LAW; THAT NO WRITTEN PROTEST OR OTHER OBJECTION OF ANY KIND OR CHARACTER AGAINST THE ISSUANCE OF THE BONDS DESCRIBED IN SAID RESOLUTION HAS BEEN FILED BY THE QUALIFIED ELECTORS; AND AUTHORIZING THE ISSUANCE OF SAID BONDS," which adjudicated, as required by Sections 21-33-301 to 21-33-329, Mississippi Code of 1972, as amended, and as directed by the aforesaid resolution, said resolution was published once a week for at least three (3) consecutive weeks in *The Starkville Daily News*, a newspaper published in and having a general circulation in the Municipality, and qualified under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended, the first publication having been made not less than twenty-one (21) days prior to August 2, 2016, and the last publication having been made not more than seven (7) days prior to such date, said notice having been published in said newspaper on July 12, 2016, July 19, 2016 and July 26, 2016, as evidenced by the publisher's affidavit attached hereto as **Attachment A**.

4. Heretofore on August 2, 2016, the Governing Body adopted a resolution entitled "RESOLUTION FINDING AND DETERMINING THAT THE RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF STARKVILLE, MISSISSIPPI TO ISSUE GENERAL OBLIGATION BONDS OF THE CITY OF STARKVILLE, MISSISSIPPI, TO SUPPORT THE DEVELOPMENT OF A NEW INDUSTRIAL PARK PROJECT, IN THE MAXIMUM PRINCIPAL AMOUNT OF SEVEN MILLION DOLLARS ($7,000,000), ADOPTED ON THE 21ST DAY OF JUNE, 2016, WAS DULY PUBLISHED AS REQUIRED BY LAW; THAT NO WRITTEN PROTEST OR OTHER OBJECTION OF ANY KIND OR CHARACTER AGAINST THE ISSUANCE OF THE BONDS DESCRIBED IN SAID RESOLUTION HAS BEEN FILED BY THE QUALIFIED ELECTORS; AND AUTHORIZING THE ISSUANCE OF SAID BONDS," which adjudicated, as required by Sections 57-64-1 through 57-64-27, Mississippi Code of 1972, as amended, and as directed by the aforesaid resolution, a *Notice of Bond Issue* was also published once in *The Starkville Daily News*, a newspaper published in and having a general circulation in the Municipality, and being a qualified newspaper under the provisions of Section 13-3-31, Mississippi Code of 1972, as amended. Said publication was made not less than thirty (30) days prior to August 2, 2016, and was made and in the manner specified in Sections 57-64-1 through 57-64-27, Mississippi Code of 1972, as amended. A public hearing on the issuance of the bonds described in the aforesaid resolution and on the acquisition, construction, and renovation of the REDA Project was held on August 2, 2016, at 5:30 o'clock p.m., said notice having been published in said newspaper on July 1, 2016, as evidenced by the publisher's affidavit attached hereto as **Attachment B**.

5. On or prior to the date and hour of August 2, 2016, at 5:30 o'clock p.m., no written protest or other objection of any kind or character against the issuance of the bonds described in the aforesaid resolution had been filed or presented by qualified electors of the Municipality, and no such protest or objection has been filed to this date.

6. The Governing Body is now authorized and empowered by the provisions of the Act to issue its General Obligation Taxable Development Bonds in the maximum principal amount of Seven Million Dollars ($7,000,000) (the "Bonds"), without an election on the question of the issuance thereof and is authorized to issue the Bonds registered as to principal and interest in the form and manner hereinafter provided for by Sections 31-21-1 *et seq.*, Mississippi Code of 1972, as amended.

7. The assessed value of all taxable property within the Municipality, according to the last completed assessment for taxation, is Two Hundred Thirty-Six Million Two Hundred Forty Thousand Nine Hundred Sixty-Two Dollars ($236,240,962); the Municipality has outstanding bonded indebtedness subject to the fifteen percent (15%) debt limit prescribed by Section 21-33-303, Mississippi Code of 1972, as amended, in the amount of Twelve Million Nine Hundred Fifteen Thousand Dollars ($12,915,000), and outstanding bonded and floating indebtedness subject to the twenty percent (20%) debt limit prescribed by Section 21-33-303, Mississippi Code of 1972, as amended (which amount includes the sum set forth above subject to the fifteen percent (15%) debt limit), in the amount of Seventeen Million Three Hundred Thirty-Nine Two Hundred Fifty-Six Thousand Dollars ($17,339,256); the issuance of the Bonds hereinafter proposed to be issued, when added to the outstanding bonded indebtedness of the Municipality, will not result in bonded indebtedness, exclusive of indebtedness not subject to the aforesaid fifteen percent (15%) debt limit, of more than fifteen percent (15%) of the assessed value of taxable property within the Municipality, and will not result in indebtedness, both bonded and floating, exclusive of indebtedness not subject to the aforesaid twenty percent (20%) debt limit, in excess of twenty percent (20%) of the assessed value of taxable property within the Municipality and will not exceed any constitutional or statutory limitation upon indebtedness which may be incurred by the Municipality.

8. The Municipality adopted its Resolution Approving a REDA Agreement and REDA Application on September 6, 2016, whereby the Municipality authorized the execution of the REDA Agreement and the submission of the REDA Application to the Mississippi Development Authority and the Attorney General of the State.

9. The County approved its Resolution Approving the REDA Agreement and REDA Application on September 6, 2016, whereby the County authorized the execution of the REDA Agreement and the submission of the REDA Application to the Mississippi Development Authority and the Attorney General of the State of Mississippi.

10. The Municipality executed the REDA Agreement on September 6, 2016.

11. The County executed the REDA Agreement on September 6, 2016.

12. The REDA Application was approved, and in connection therewith, the CPCN was issued by the Mississippi Development Authority on October 4, 2016, and the REDA

Agreement was approved by the Attorney General of the State of Mississippi on October 13, 2016.

13. Pursuant to the Act and the aforesaid resolutions adopted by the Governing Body on June 21, 2016, and August 2, 2016, the Governing Body adopted a resolution on December 6, 2016, entitled "RESOLUTION AUTHORIZING AND DIRECTING THE ISSUANCE OF GENERAL OBLIGATION TAXABLE DEVELOPMENT BONDS, SERIES 2017, OF THE CITY OF STARKVILLE, MISSISSIPPI, IN THE MAXIMUM PRINCIPAL AMOUNT OF SEVEN MILLION DOLLARS ($7,000,000), TO RAISE MONEY TO PAY THE COSTS INCURRED FOR THE DEVELOPMENT OF A NEW INDUSTRIAL PARK TO BE LOCATED NEAR THE INTERSECTION OF HIGHWAYS 82 AND 389 IN THE MUNICIPALITY, TOGETHER WITH ANY ECONOMIC DEVELOPMENT PROJECT TO BE LOCATED IN SUCH INDUSTRIAL PARK, WHICH INDUSTRIAL PARK PROJECT WAS RECOMMENDED BY THE GOLDEN TRIANGLE DEVELOPMENT LINK; PRESCRIBING THE FORM AND INCIDENTS OF SAID BONDS; PROVIDING FOR THE LEVY OF TAXES FOR THE PAYMENT THEREOF; PROVIDING FOR THE SALE OF SAID BONDS; AUTHORIZING A BOND INSURANCE POLICY; AUTHORIZING A BOND RATING; APPROVING AND AUTHORIZING THE EXECUTION AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION AND DISTRIBUTION OF AN OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION OF A CONTINUING DISCLOSURE CERTIFICATE; APPROVING AND AUTHORIZING THE DISTRIBUTION OF A NOTICE OF BOND SALE; AND FOR RELATED PURPOSES," said resolution authorizing and directing the issuance and offer for sale of the Bonds.

14. The sale of the Bonds directed by the aforesaid resolution adopted December 6, 2016, was not consummated due to factors extraneous to the statutory requirements for the said sale of the Bonds pursuant to the Act and the previously adopted resolutions of the Governing Body on June 21, 2016, and August 2, 2016.

15. It has now become necessary to again direct the issuance of and offer for sale of the Bonds, contingent upon the adoption by the County of a resolution authorizing and directing the issuance of bonds of the County to raise money for the Project and to fund Project Costs, as authorized by the Act and pursuant to the REDA Agreement approved and executed by the Municipality and the County and subsequently approved by the Mississippi Development Authority and the Attorney General of the State of Mississippi.

16. It is advisable and in the public interest to authorize the Mayor to arrange for bond insurance for the payment of principal and interest on the Bonds, in the event that the Municipality may realize a savings in connection with the issuance of the Bonds. The Governing Body should authorize such bond insurance to be obtained and should authorize a commitment for bond insurance to be executed on behalf of the Municipality by the Mayor if same determines such bond insurance to be in the best interest of the Municipality.

17. It is advisable and in the public interest to authorize the Mayor to arrange for a bond rating for the Bonds, in the event that said officer determines that obtaining any such rating is in the best interests of the Municipality. The Governing Body should authorize the obtaining of such rating, the execution of any documents necessary or appropriate for such purpose, and

the commitment to pay the rating fee and usual costs pertaining to any such rating, by the Mayor if same determines any such rating to be in the best interest of the Municipality.

18. The Municipality desires to go forward with preparation for the issuance of the Bonds and in connection therewith, desires to approve the engagement of certain professionals to assist with the issuance of the Bonds.

19. The Preliminary Official Statement pertaining to the sale of the Bonds should be approved by the Governing Body of the Municipality, and copies thereof distributed to prospective purchasers of the Bonds in substantially the form attached hereto as **Attachment C**.

20. The Official Statement pertaining to the sale of the Bonds should be approved by the Governing Body and it is necessary and appropriate for the Governing Body to authorize the execution thereof.

21. It is necessary and appropriate for this Governing Body to approve the Continuing Disclosure Certificate attached to the Preliminary Official Statement and to authorize the execution thereof.

22. The Municipality reasonably expects that it will incur expenditures for Project Costs prior to the issuance of the Bonds, and that it should declare its official intent to reimburse such expenditures with the proceeds of the Bonds upon the issuance thereof.

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

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

SECTION 2. Amount; Purpose. The Bonds are hereby authorized and ordered to be prepared and issued in the maximum principal amount of Seven Million Dollars ($7,000,000), in on or more series, to raise money for the Project and to fund Project Costs as authorized by the Act, contingent upon the adoption by the County of a resolution authorizing and directing the issuance of bonds of the County to raise money for the Project and to fund Project Costs, as authorized by the Act and pursuant to the REDA Agreement approved and executed by the Municipality and the County and subsequently approved by the Mississippi Development Authority and the Attorney General of the State of Mississippi.

SECTION 3. Engagement of Professionals. The Municipality desires to go forward with preparation for the issuance of the Bonds and in connection therewith, desires to confirm and approve the engagement of various professionals in connection with the issuance of the Bonds, including Jones Walker LLP, Jackson, Mississippi, to serve as Bond Counsel to the

Municipality; Christopher L. Latimer, Mitchell, McNutt & Sams, P.A., Columbus, Mississippi to serve as counsel to the Municipality; and Demery F. Grubbs, Government Consultants, Inc., Madison, Mississippi, to serve as financial advisor to the Municipality.

SECTION 4. Reimbursement of Project Costs. The Governing Body hereby declares its official intent to reimburse Project Costs paid for the Project prior to the issuance of the Bonds with proceeds of the Bonds.

SECTION 5. (a) Payments. Payments of interest on the Bonds shall be made to the Record Date Registered Owner, and payments of principal shall be made upon presentation and surrender thereof at the principal office of the Paying Agent to the Record Date Registered Owner in lawful money of the United States of America.

(b) Bond Details. The Bonds shall be registered as to both principal and interest; shall be dated October 1, 2017; shall be issued in the denomination of $5,000 each, or integral multiples thereof up to the amount of a single maturity; shall be numbered from one (1) upward in the order of issuance; shall bear interest from the date thereof at the rate or rates specified by further order of the Governing Body, payable on October 1, 2018, and semiannually thereafter on October 1 and April 1 of each year; and shall mature and become due and payable, with option of prior payment, on October 1 in the years and in the principal amounts as follows:

YEAR	AMOUNT
2018	$350,000
2019	$350,000
2020	$350,000
2021	$350,000
2022	$350,000
2023	$350,000
2024	$350,000
2025	$350,000
2026	$350,000
2027	$350,000
2028	$350,000
2029	$350,000
2030	$350,000
2031	$350,000
2032	$350,000
2033	$350,000
2034	$350,000
2035	$350,000
2036	$350,000
2037	$350,000

(c) Optional Redemption. Bonds maturing after October 1, 2027, are subject to redemption prior to their respective maturities at the option of the Governing Body of the Municipality on and after October 1, 2027, either in whole or in part on any date, with the maturities and principal amounts thereof to be determined by the Municipality, at the principal amount thereof together with accrued interest to the date fixed for redemption.

(d) Extraordinary Optional Redemption from Excess Funds in the Improvement Fund. Bonds are subject to extraordinary optional redemption prior to their respective maturities at the option of the Governing Body of the Municipality, from excess funds remaining in the Improvement Fund, either in whole or in part on any date for which the requisite notice of redemption can be given, within one hundred eighty (180) days of a final, nonappealable decision of a governmental authority or of a court of competent jurisdiction that prevents funds remaining in the Improvement Fund from being spent for Project Costs, with the maturities and principal amounts thereof to be determined by the Municipality, at the principal amount thereof together with accrued interest to the date fixed for redemption. Any funds remaining in the Improvement Fund after an extraordinary optional redemption shall be transferred to the Bond Fund and used to pay debt service on the Bonds.

(e) Optional Redemption- Procedural Matters. Notice of each such redemption shall be mailed, postage prepaid, not less than thirty (30) days prior to the redemption date, to all Registered Owners of the Bonds to be redeemed at their addresses as they appear on the registration books of the Municipality kept by the Paying Agent. If less than all of the outstanding Bonds of a maturity are to be redeemed, the particular Bonds to be redeemed shall be selected by the Paying Agent by lot or random selection in such manner as it shall deem fair and appropriate. The Paying Agent may provide for the selection of portions of the principal of the Bonds (in integral multiples of $5,000), and for all purposes of this Bond Resolution, all provisions pertaining to the redemption of the Bonds shall relate, in the case of any Bond redeemed or to be redeemed only in part, to the portion of the principal of such Bond which has been or is to be redeemed.

SECTION 6. Bond Insurance And Rating Authorized; Covenants.

(a) The Mayor is hereby authorized to execute a commitment for bond insurance and to do such other things and take such other actions as may be necessary to obtain such insurance for the Bonds if such official determines that obtaining such insurance will result in the realization of greater savings in connection with the issuance of the Bonds. Such bond insurance may be obtained or not obtained within the discretion of such official.

(b) The provisions of the Bond Insurance Policy (if any) and the municipal bond insurance commitment pertaining thereto, together with any attachments and documents referenced therein, as long as the Bond Insurance Policy remains outstanding and the Bond Insurer has not failed to comply with its payment obligations thereunder and notwithstanding anything contained in this Bond Resolution to the contrary, shall govern and are made a part of this Bond Resolution as though set forth in full herein. In addition to all notices and reporting requirements specifically set forth herein, the Bond Insurer shall be provided with such additional information as the Bond Insurer may reasonably request from time to time.

(c) The Bonds are issued subject to certain requirements and covenants set forth in this Bond Resolution, including without limitation those requirements and covenants pertaining to bond insurance, if any, for the Bonds.

(d) The Mayor is hereby authorized to obtain a bond rating or ratings with regard to the sale of the Bonds, and to execute such documents and to do such other things and take such other actions as may be necessary with regard thereto, if such official determines that obtaining such rating or ratings will result in a net savings with regard to the sale of the Bonds. Such bond rating may be obtained or not obtained within the discretion of such official.

SECTION 7. (a) Bonds Registered as Obligations; Registration and Validation Certificate. When the Bonds shall have been validated and executed as herein provided, they shall be registered as an obligation of the Municipality in the office of the Clerk in a book maintained for that purpose, and the Clerk shall cause to be imprinted upon each of the Bonds, over her facsimile signature and facsimile seal, her certificate in substantially the form set out in Section 9.

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

(c) Delivery; Bond Transcript; Legal Opinion. The Bonds shall be delivered to the Purchaser upon payment of the purchase price therefor in accordance with the terms and conditions of their sale and award, together with a complete certified transcript of the proceedings had and done in the matter of the authorization, issuance, sale and validation of the Bonds, and the final, unqualified approving opinion of Bond Counsel, which opinion shall be imprinted on the reverse of each of the Bonds.

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

(i) a copy, certified by the Clerk, of the transcript of proceedings of the Governing Body in connection with the authorization, issuance, sale and validation of the Bonds; and

(ii) an authorization to the Paying Agent, signed by the Mayor, to authenticate and deliver the Bonds to the Purchaser.

(e) Authentication. The Paying Agent acting through its officers, employees or agents, shall authenticate the Bonds and deliver them to the Purchaser thereof upon payment of the purchase price of the Bonds to the Municipality.

(f) Bond Certificates. Certificates, blank as to denomination, rate of interest, date of maturity and CUSIP number and sufficient in quantity in the judgment of the Municipality to meet the reasonable transfer and reissuance needs on the Bonds, shall be printed and delivered to the Paying Agent in generally-accepted format, and held by the Paying Agent until needed for transfer or reissuance, whereupon the Paying Agent shall imprint the appropriate information as to denomination, rate of interest, date of maturity and CUSIP number prior to the registration, authentication and delivery thereof to the transferee holder. The Paying Agent is hereby authorized upon the approval of the Governing Body to have printed from time to time as necessary additional certificates bearing the facsimile seal of the Municipality and facsimile signatures of the persons who were the officials of the Governing Body as of the date of original issue of the Bonds.

SECTION 8. (a) Designation of Paying Agent. A Paying Agent for the Bonds, which shall serve as paying agent, registrar and transfer agent, shall be designated by further order of the Governing Body.

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

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

(d) (i) Change of Paying Agent. A Paying Agent may at any time resign and be discharged of its duties and obligations as Paying Agent by giving at least sixty (60) days' written notice to the Municipality, and may be removed as Paying Agent at any time by resolution of the Governing Body delivered to the Paying Agent. The resolution shall specify the date on which such removal shall take effect and the name and address of the successor Paying Agent, and shall be transmitted to the Paying Agent being removed within a reasonable time prior to the effective date thereof. Provided, however, that no resignation or removal of a Paying Agent shall become effective until a successor Paying Agent has been appointed pursuant to this Bond Resolution.

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

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

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

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

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

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

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

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

SECTION 9. Bond Form. The Bonds shall be in substantially the following form, with such appropriate variations, omissions and insertions as are permitted or required by this Bond Resolution:

[BOND FORM]

UNITED STATES OF AMERICA

STATE OF MISSISSIPPI

OKTIBBEHA COUNTY

CITY OF STARKVILLE

GENERAL OBLIGATION TAXABLE DEVELOPMENT BOND

SERIES 2017

NO. ________ $__________

Rate of Interest	Maturity	Date	CUSIP

Registered Owner:

Principal Amount: DOLLARS

The City of Starkville in Oktibbeha County, State of Mississippi (the "Municipality"), a body politic existing under the Constitution and laws of the State of Mississippi, acknowledges itself to owe and for value received, promises to pay in lawful money of the United States of America to the registered owner identified above, on the maturity date stated above, upon the presentation and surrender of this bond, at the principal office of ______________________________________, or its successor, as paying agent (the "Paying Agent") for the General Obligation Taxable Development Bonds, Series 2017, of the Municipality (the "Bonds"), on the maturity date identified above, the principal amount identified above. Payment of the principal amount of this bond shall be made to the registered owner hereof whose name shall appear in the registration records of the Municipality maintained by the Paying Agent, which will also serve as registrar and transfer agent for the Bonds, as of the 15th day of the calendar month preceding the maturity date hereof.

The Municipality further promises to pay interest on such principal amount from the date of this bond or from the most recent interest payment date to which interest has been paid at the rate of interest per annum set forth above on ______________, 20___, and semiannually thereafter on ____________ 1 and ____________ 1 of each year, until said principal sum is paid, to the registered owner hereof whose name shall appear in the registration records of the Municipality maintained by the Paying Agent as of the 15th day of the calendar month preceding the applicable interest payment date.

Payments of principal of and interest on this bond shall be made by check or draft delivered directly to or mailed on the date on which interest or principal and interest shall be due and payable (or, with respect to principal, such later date on which any Bond shall be presented and surrendered for payment as provided herein) to such registered owner at his address as it appears on such registration records. The registered owner hereof may change such address by written notice to the Paying Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Paying Agent, such notice to be received by the Paying Agent not later than the 15th day of the calendar month preceding the applicable principal or interest payment date.

Bonds maturing after October 1, 2027, are subject to redemption prior to their respective maturities at the option of the Governing Body of the Municipality on and after October 1, 2027, either in whole or in part on any date, with the maturities and principal amounts thereof to be determined by the Municipality, at the principal amount thereof together with accrued interest to the date fixed for redemption.

Bonds are subject to extraordinary optional redemption prior to their respective maturities at the option of the Governing Body of the Municipality, from excess funds remaining in the Improvement Fund, either in whole or in part on any date for which the requisite notice of redemption can be given, within one hundred eighty (180) days of a final, nonappealable decision of a governmental authority or of a court of competent jurisdiction that prevents funds remaining in the Improvement Fund from being spent for Project Costs, with the maturities and principal amounts thereof to be determined by the Municipality, at the principal amount thereof together with accrued interest to the date fixed for redemption. Any funds remaining in the Improvement Fund after an extraordinary optional redemption shall be transferred to the Bond Fund and used to pay debt service on the Bonds.

Notice of each such redemption shall be mailed, postage prepaid, not less than thirty (30) days prior to the redemption date, to all Registered Owners of the Bonds to be redeemed at their addresses as they appear on the registration books of the Municipality kept by the Paying Agent. If less than all of the outstanding Bonds of a maturity are to be redeemed, the particular Bonds to be redeemed shall be selected by the Paying Agent by lot or random selection in such manner as it shall deem fair and appropriate. The Paying Agent may provide for the selection of portions of the principal of the Bonds (in integral multiples of $5,000), and for all purposes of the Bond Resolution (as hereinafter defined), all provisions pertaining to the redemption of the Bonds shall relate, in the case of any Bond redeemed or to be redeemed only in part, to the portion of the principal of such Bond which has been or is to be redeemed.

This bond is one of a series of bonds of like date of original issue, tenor and effect, except as to denomination, number, rate of interest and date of maturity, issued in the aggregate authorized maximum principal amount of Seven Million Dollars ($7,000,000) (out of an authorized maximum principal amount of $7,000,000) to raise money to pay the costs of developing a new industrial park to be located near the intersection of Highways 82 and 389 in the Municipality, together with any economic development project to be located in such industrial park (the "Industrial Park Project"), which Industrial Park Project was recommended by the Golden Triangle Development LINK, including the costs of: (a) erecting or purchasing waterworks, gas, electric and other public utility plants or distribution systems or franchises, and repairing, improving and extending the same; (b) establishing sanitary, storm, drainage or sewerage systems, and repairing, improving and extending the same; (c) protecting the municipality, its streets and sidewalks from overflow, caving banks and other like dangers; (d) constructing, improving or paving streets, sidewalks, driveways, parkways, walkways or public parking facilities, and purchasing land therefor; (e) purchasing land for cemeteries and improving, equipping and adorning the same; (f) constructing bridges and culverts; (g) altering or changing the channels of streams and water courses to control, deflect or guide the current thereof; (h) purchasing fire-fighting equipment and apparatus, and providing housing for same, and purchasing land therefor; (i) mitigation of any environmental or cultural conditions necessary or proper to accomplish any of the foregoing; (j) pursuant to Sections 57-64-1 through 57-64-27, Mississippi Code of 1972, as amended (the "Regional Economic Development Act" or "REDA"), the following purposes authorized by the REDA for the Industrial Park Project: (i) acquiring land and/or acquiring or constructing buildings, fixtures, machinery, equipment, infrastructure, utilities, port or airport facilities, roads, rail lines and rail spurs, and other related projects that have or will provide a multi-jurisdictional benefit, including all site preparation, mitigation of environmental or cultural conditions and other start-up activities; (ii) construction; (iii) acquisition of fixtures and of real and personal property required for the purposes of the Industrial Park Project and facilities related thereto, whether publicly or privately owned, including land and any rights or undivided interests therein; (iv) acquisition of machinery and equipment, including motor vehicles which are used for Industrial Park Project functions; (v) closure, post-closure maintenance or correction action on environmental matters; (vi) financing charges and interest prior to and during construction and during such additional period as the alliance may reasonably determine to be necessary for the placing of the Industrial Park Project in operation; (vii) engineering, surveying, environmental geotechnical, architectural and legal services; (viii) plans and specifications and all expenses necessary or incident to determining the feasibility or practicability of the Industrial Park Project; (ix) administrative expenses; (x) a renewal and replacement reserve, bond insurance, and/or other credit enhancement, and such other reserves as may be authorized; (xi) construction or contracting for the construction of streets, roads, water, sewerage, drainage and other related facilities; (xii) borrowing for the Industrial Park Project; and (xiii) any other property or services related to (i) through (xii) above; and (k) the issuance of the Bonds.

This bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including Sections 21-33-301 through 21-33-329, and Sections 57-64-1 through 57-64-27, Mississippi Code of 1972, as amended, and by the further authority of proceedings duly had by the Mayor and Board of Aldermen of the Municipality, including a resolution adopted _______________, 20___ (the "Bond Resolution").

The Bonds are registered as to both principal and interest and are to be issued or reissued in the denomination of $5,000 each, or integral multiples thereof up to the amount of a single maturity.

This bond may be transferred or exchanged by the registered owner hereof in person or by his attorney duly authorized in writing at the principal office of the Paying Agent, but only in the manner, subject to the limitations in the Bond Resolution, and upon surrender and cancellation of this bond. Upon such transfer or exchange, a new bond or bonds of like aggregate principal amount in authorized denominations of the same maturity will be issued.

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

The Bonds shall be general obligations of the Municipality payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to rate or amount upon all the taxable property within the geographical limits of the Municipality. To the extent other moneys are not available, the Municipality will levy annually a direct and continuing tax upon all taxable property within the geographical limits of the Municipality, which tax, together with any other moneys available for such purpose, shall be adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same falls due.

This bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Bond Resolution until the certificate of registration and authentication hereon shall have been signed by the Paying Agent, acting through its officers, employees or agents.

IT IS HEREBY CERTIFIED, RECITED AND REPRESENTED that all conditions, acts and things required by law to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds, in order to make the same legal and binding general obligations of the Municipality, according to the terms thereof, do exist, have happened and have been performed in regular and due time, form and manner as required by law. For the performance in apt time and manner of every official act herein required, and for the prompt payment of this bond, both principal and interest, the full faith and credit of the Municipality are hereby irrevocably pledged.

IN WITNESS WHEREOF, the Municipality has caused this bond to be executed in its name by the manual or facsimile signature of the Mayor of the Municipality, countersigned by the manual or facsimile signature of the Clerk of the Municipality, under the manual or facsimile seal of the Municipality, which said facsimile signatures said officials adopt as and for their own proper signatures, all as of the 27th day of July, 2017.

CITY OF STARKVILLE, MISSISSIPPI

BY: ______________________
Mayor

COUNTERSIGNED:

Lisa Hardin
City Clerk

(seal)

CITY OF STARKVILLE STATE OF MISSISSIPPI

There shall be printed or accompany the Bonds a registration and authentication certificate in substantially the following form:

CERTIFICATE OF REGISTRATION AND AUTHENTICATION

This Bond is one of the Bonds described in the within mentioned Bond Resolution and is one of the General Obligation Taxable Development Bonds, Series 20___, of the City of Starkville, Mississippi.

____
as Paying Agent

____
Authorized Signatory

Date of Registration and Authentication: ______________________________

There shall be printed on or accompany the Bonds a registration and validation certificate and an assignment form in substantially the following form:

REGISTRATION AND VALIDATION CERTIFICATE

STATE OF MISSISSIPPI

COUNTY OF OKTIBBEHA

I, the undersigned City Clerk of the City of Starkville, Mississippi, do hereby certify that the within Bond has been duly registered by me as an obligation of said Municipality pursuant to law in a book kept in my office for that purpose, and has been validated and confirmed by Validation Judgment of the Chancery Court of Oktibbeha County, Mississippi, rendered on the ____ day of ______________, 20__.

(Seal)

____
City Clerk

ASSIGNMENT

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

____
(Name and Address of Assignee)

the within bond and does hereby irrevocably constitute and appoint ______________ as Paying Agent to transfer the said bond on the records kept for registration thereof with full power of substitution in the premises.

Signature guaranteed:

____
(Bank, Trust Company or Paying Agent)

____
(Authorized Signatory)

NOTICE: Signature(s) must be guaranteed by an institution that is a participant in a Securities Transfer Association recognized signature guarantee program.

____
NOTICE: The signature to this Assignment must correspond with the Registered Owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Date of Assignment:__________________

Insert Social Security Number or Other Tax Identification Number of Assignee: ____________

[END OF BOND FORM]

SECTION 10. Replacement of Bond Certificates. In case any Bond shall become mutilated or be stolen, destroyed or lost, the Municipality shall, if not then prohibited by law, cause to be authenticated and delivered a new Bond of like date, number, maturity and tenor in exchange and substitution for and upon cancellation of such mutilated Bond, or in lieu of and in substitution for such Bond stolen, destroyed or lost, upon the Registered Owner's paying the reasonable expenses and charges of the Municipality in connection therewith, and in case of a Bond stolen, destroyed or lost, his filing with the Municipality or Paying Agent evidence satisfactory to them that such Bond was stolen, destroyed or lost, and of his ownership thereof, and furnishing the Municipality or Paying Agent with such security or indemnity as may be required by law or by them to save each of them harmless from all risks, however remote.

SECTION 11. Security for Payment. For the purpose of effectuating and providing for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue, to the extent other moneys are not available, there shall be and is hereby levied a direct, continuing tax upon all of the taxable property within the geographical limits of the Municipality, which tax, together with any other moneys available for such purpose, shall be adequate and sufficient, after allowance shall have been made for the expenses of collection and delinquencies in the payment of taxes, and taking into account any other moneys available for such purpose, to produce sums required for the payment of the principal of and the interest on the Bonds. Said tax shall be extended upon the tax rolls and collected in the same manner and at the same time as other taxes of the Municipality are collected, and the rate of tax which shall be so extended shall be sufficient in each year fully to produce the sums required as aforesaid, without limitation as to rate or amount. The avails of said tax are hereby irrevocably pledged for the payment of the principal of and interest on the Bonds as the same shall respectively mature and accrue. Should there be a failure in any year to comply with the requirements of this section, such failure shall not impair the right of the Registered Owners of any of the Bonds in any subsequent year to have adequate taxes levied and collected to meet the obligations of the Bonds, both as to principal and interest.

SECTION 12. Certificate of Registration and Authentication. Only such of the Bonds as shall have endorsed thereon a certificate of registration and authentication in substantially the form hereinabove set forth, duly executed by the Paying Agent, shall be entitled to the rights, benefits and security of this Bond Resolution. No Bond shall be valid or obligatory for any purpose unless and until such certificate of registration and authentication shall have been duly executed by the Paying Agent, which executed certificate shall be conclusive evidence of registration, authentication and delivery under this Bond Resolution. The Paying Agent's certificate of registration and authentication on any Bond shall be deemed to have been duly executed if signed by an authorized signatory of the Paying Agent, but it shall not be necessary that the same signatory sign said certificate on all of the Bonds that may be issued hereunder at any one time.

SECTION 13. (a) Initial Registration. In the event the Purchaser shall fail to designate the names, addresses and social security or tax identification numbers of the Registered Owners of the Bonds within thirty (30) days of the date of sale, or at such other later date as may be designated by the Municipality, one Bond registered in the name of the Purchaser may be issued in the full amount for each maturity. Ownership of the Bonds shall be in the Purchaser until the initial Registered Owner has made timely payment and, upon request of the Purchaser within a reasonable time of the initial delivery of the Bonds, the Paying Agent shall re-register any such Bond upon its records in the name of the Registered Owner to be designated by the Purchaser in the event timely payment has not been made by the initial Registered Owner.

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

SECTION 14. (a) Transfers. Each Bond shall be transferable only in the records of the Municipality, upon surrender thereof at the office of the Paying Agent, together with a written instrument of transfer satisfactory to the Paying Agent duly executed by the Registered Owner or his attorney duly authorized in writing. Upon the transfer of any Bond, the Municipality, acting through its Paying Agent, shall issue in the name of the transferee a new Bond or Bonds of the same aggregate principal amount and maturity and rate of interest as the surrendered Bond or Bonds.

(b) Paying Agent to Transfer in Accordance with Bond Resolution. In all cases in which the privilege of transferring Bonds is exercised, the Paying Agent, acting through its officers, employees or agents, shall authenticate and deliver Bonds in accordance with the provisions of this Bond Resolution.

(c) Expenses of Transfer. The Municipality or the Paying Agent may require payment by the Registered Owner of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any transfer of Bonds. All other expenses incurred by the Municipality or the Paying Agent in connection with any transfer of Bonds shall be paid by the Municipality.

SECTION 15. (a) Bond Fund (Industrial Park Project). The Municipality shall maintain with a qualified depository thereof a Bond Fund in its name for the payment of the principal of and interest on the Bonds, and the payment of Paying Agents' fees in connection therewith. There shall be deposited into the Bond Fund as and when received:

(i) The accrued interest, if any, received upon delivery of the Bonds;

(ii) The avails of any of the ad valorem taxes levied and collected pursuant to Section 11 hereof;

(iii) Any income received from investment of monies in the Bond Fund; and

(iv) Any other funds available to the Municipality which may be lawfully used for payment of the principal of and interest on the Bonds, and which the Governing Body, in its discretion, may direct to be deposited into the Bond Fund.

(b) Payments by Clerk. As long as any principal of and interest on the Bonds remains outstanding, the Clerk is hereby irrevocably authorized and directed to withdraw from the Bond Fund sufficient monies to make the payments herein provided for and to transfer same to the account of the Paying Agent in time to reach said Paying Agent prior to the date on which said interest or principal and interest shall become due, and in accordance with any statutory requirements.

(c) Bond Fund. Notwithstanding anything herein to the contrary, the Municipality at its option, may maintain one bond fund for all general obligations bonds of the Municipality, or as many as it shall deem to be appropriate.

SECTION 16. Improvement Fund (Industrial Park Project). The principal proceeds received upon the sale of the Bonds shall be deposited with a qualified depository of the Municipality in a special improvement fund, hereby created, in the name of the Municipality and herein referred to as the "Improvement Fund (Industrial Park Project)". From the Improvement Fund there shall be first paid the costs, fees and expenses incurred by the Municipality in connection with the authorization, issuance, and bond insurance, if any, bond rating, if any, sale, validation, and delivery of the Bonds. The balance thereof shall be held and disbursed for other Project Costs.

SECTION 17. (a) Payments of Principal. Payment of principal on the Bonds shall be made, upon presentation and surrender of the Bonds at the principal office of the Paying Agent, to the Record Date Registered Owner thereof whose name shall appear in the registration records of the Municipality maintained by the Paying Agent as of the Record Date.

(b) Payments of Interest. Payment of each installment of interest on the Bonds shall be made to the Record Date Registered Owner thereof. Interest shall be payable in the aforesaid manner irrespective of any transfer or exchange of such Bond subsequent to the Record Date and prior to the due date of the interest.

(c) Method of Payment; Change of Address. Principal of and interest on the Bonds shall be paid by check or draft delivered directly to or mailed on the date on which interest or principal and interest shall be due and payable (or, with respect to principal, such later date on which any Bond shall be presented and surrendered for payment as provided herein) to Registered Owners at the addresses appearing in the registration records of the Paying Agent. Any such address may be changed by written notice from the Registered Owner to the Paying Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Paying Agent, such notice to be received by the Paying Agent not later than the 15th day of the calendar month preceding the applicable principal or interest payment date to be effective as of such date.

SECTION 18. Validation. The Bonds shall be submitted to validation as provided by Chapter 13, Title 31, Mississippi Code of 1972, as amended, and to that end the Clerk is hereby directed to make up a transcript of all legal papers and proceedings relating to the Bonds and to certify and forward the same to the State's Bond Attorney for the institution of validation proceedings.

SECTION 19. Validation of Certain Amendments, Revisions or Supplements. It is specifically provided, notwithstanding the dates set out in this Bond Resolution for the date of the Bonds and the payment dates for principal and interest, that in the event the sale or delivery of the Bonds is delayed by a contest of the validation of the Bonds or otherwise, and the initial Purchaser shall decline to take delivery of the Bonds, then the Bonds may be reoffered for sale. In such event, all principal maturities may be adjusted so that such maturities will fall due in the same amounts and intervals as herein provided, but beginning one (1) year from the actual date of the Bonds as provided by the subsequent resolution directing the offer for sale thereof, and continuing through the twentieth (20th) year from such actual date of the Bonds. The interest payments may also be adjusted accordingly, with interest payments due semiannually, commencing twelve (12) months from such actual date of the Bonds. After the validation of the Bonds, no amendment, revision, or supplement contemplated by this Section shall be cause for the resubmission of the proceedings for the issuance of the Bonds, as amended, revised or supplemented, to any further validation proceedings, it being the intent of this Bond Resolution that any such amendments, revisions or supplements be covered by the initial validation proceeding.

SECTION 20. Events of Default; Remedies. An "Event of Default" as used in this Resolution shall mean any of the following: (1) failure to pay the principal of, premium, if any, or interest on any of the Bonds when such payments shall become due, (2) failure to comply with any other of the covenants of the Municipality set out in this Bond Resolution and the continuation thereof for thirty (30) days after written notice specifying such failure shall have been given to the Municipality by any Bondholder, or (3) filing by the Municipality of a petition under federal bankruptcy laws or a petition seeking composition of indebtedness under any other applicable federal or state laws. Notwithstanding the foregoing, the Municipality's noncompliance with its obligations under Section 23 hereof and the Continuing Disclosure Certificate shall not constitute an Event of Default within the meaning of this Section.

The Holders of not less than 25% of the aggregate principal amount of the outstanding Bonds may, upon an Event of Default, by suit, action, mandamus or other proceedings at law or in equity take action to enforce and compel performance by the appropriate official or officials of the Municipality of any or all of the acts or duties to be performed by the Municipality under the provisions of the Act and this Bond Resolution. The Holders of not less than 51% in aggregate principal amount of the Bonds then outstanding may appoint a trustee for the Holders of all outstanding Bonds issued under this Bond Resolution with authority to represent such Bondholders in any legal proceedings for the enforcement and protection of the rights of such Bondholders under this Bond Resolution.

Nothing in this Bond Resolution contained shall, however, affect or impair the right of any Bondholder to enforce the payment of the principal of and interest on any Bond at and after the maturity thereof, or the obligation of the Municipality to pay the principal of and interest on each of the Bonds issued hereunder to the respective Bondholders thereof at the time and place and in the manner in said Bonds expressed.

SECTION 21. Preliminary Official Statement. The Governing Body hereby approves the Preliminary Official Statement pertaining to the sale of the Bonds, and the distribution of said Preliminary Official Statement is hereby authorized in substantially the form attached hereto, as **Attachment C.**

SECTION 22. Official Statement.

(a) The Governing Body hereby approves and adopts the Official Statement pertaining to the sale of the Bonds in substantially the form of the Preliminary Official Statement with such completions, changes, insertions, and modifications as shall be approved by the officers of the Municipality executing and delivering the same, the execution thereof by such officers to be conclusive evidence of such approval.

(b) The Governing Body hereby approves the execution by the Mayor and the Clerk of the Official Statement for and on behalf of this Governing Body, and the distribution of such Official Statement pertaining to the sale of the Bonds is hereby approved.

SECTION 23. Continuing Disclosure Certificate. The Governing Body hereby approves and adopts the Continuing Disclosure Certificate attached to the Preliminary Official Statement, and approves and authorizes the execution of said Continuing Disclosure Certificate by the Clerk of the Municipality for and on behalf of the Municipality in substantially the form attached to the Preliminary Official Statement, with such completions, changes, insertions, and modifications as shall be approved by the officer of the Municipality executing and delivering the same, the execution thereof to be conclusive evidence of such approval.

SECTION 24. (a) Offer for Sale as Provided in Notice. The Bonds shall be offered for sale on sealed bids at a meeting of the Governing Body to be held at the place, and on the date and at the hour specified and upon the terms and conditions set out in the Notice in Section 25 hereof. On or before said date and hour, such sealed bids must be filed with the Clerk at the place specified in the Notice. The Governing Body reserves the right to reject any and all bids submitted, and if all bids are rejected, to sell the Bonds at a private sale at any time within sixty (60) days after the date advertised for the receipt of bids, at a price not less than the highest bid which shall have been received at the advertised sale.

(b) Interest Rate Limit; Requirements of Act. In no event shall the Bonds be issued at a rate of interest in excess of that allowed in the Notice and the Bonds shall in all other respects comply with the requirements of the Act.

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

[FORM OF]

NOTICE OF BOND SALE

$7,000,000

GENERAL OBLIGATION TAXABLE DEVELOPMENT BONDS, SERIES 2017

OF THE

CITY OF STARKVILLE, MISSISSIPPI

NOTICE IS HEREBY GIVEN that the Mayor and Board of Aldermen of the City of Starkville, Mississippi (the "Governing Body" of the "Municipality") will receive sealed bids in its regular meeting place in the City Hall of the Municipality until the hour of 4:00 o'clock P.M. on September 19, 2017, at which time said bids will be publicly opened and read for the purchase in its entirety, at not less than par and accrued interest to the date of delivery thereof, of an issue of Seven Million Dollars ($7,000,000) General Obligation Taxable Development Bonds, Series 2017, of the Municipality (the "Bonds"). The City Clerk of the Municipality will act on behalf of the Governing Body to receive bids at the aforesaid date, time and place.

THE BONDS: The Bonds will be dated and bear interest from October 1, 2017; will be delivered in definitive form as registered bonds; will be in the denomination of $5,000 each, or integral multiples thereof up to the amount of a single maturity; will be numbered from one upward in the order of issuance; will be payable as to principal at a bank or trust company to be named by the Governing Body in the manner hereinafter provided; and will bear interest, payable on October 1, 2018, and semiannually thereafter on October 1 and April 1 of each year, at the rate or rates offered by the successful bidder in its bid in accordance with this Notice of Bond Sale.

MATURITIES: The Bonds will mature serially, with option of prior payment, on October 1 in each of the years and amounts as follows:

YEAR	AMOUNT
2018	$350,000
2019	$350,000
2020	$350,000
2021	$350,000
2022	$350,000
2023	$350,000
2024	$350,000
2025	$350,000
2026	$350,000
2027	$350,000
2028	$350,000
2029	$350,000
2030	$350,000
2031	$350,000
2032	$350,000
2033	$350,000
2034	$350,000
2035	$350,000
2036	$350,000
2037	$350,000

REDEMPTION: Bonds maturing after October 1, 2027, are subject to redemption prior to their respective maturities at the option of the Governing Body of the Municipality on and after October 1, 2027, either in whole or in part on any date, with the maturities and principal amounts thereof to be determined by the Municipality, at the principal amount thereof together with accrued interest to the date fixed for redemption.

Bonds are subject to extraordinary optional redemption prior to their respective maturities at the option of the Governing Body of the Municipality, from excess funds remaining in the Improvement Fund, either in whole or in part on any date for which the requisite notice of redemption can be given, within one hundred eighty (180) days of a final, nonappealable decision of a governmental authority or of a court of competent jurisdiction that prevents funds remaining in the Improvement Fund from being spent for Project Costs, with the maturities and principal amounts thereof to be determined by the Municipality, at the principal amount thereof together with accrued interest to the date fixed for redemption. Any funds remaining in the Improvement Fund after an extraordinary optional redemption shall be transferred to the Bond Fund and used to pay debt service on the Bonds.

Notice of each such redemption shall be mailed, postage prepaid, not less than thirty (30) days prior to the redemption date, to all Registered Owners of the Bonds to be redeemed at their addresses as they appear on the registration books of the Municipality kept by the Paying Agent. If less than all of the outstanding Bonds of a maturity are to be redeemed, the particular Bonds to be redeemed shall be selected by the Paying Agent by lot or random selection in such manner as it shall deem fair and appropriate. The Paying Agent may provide for the selection of portions of the principal of the Bonds (in integral multiples of $5,000), and for all purposes of the Bond Resolution (as hereinafter defined), all provisions pertaining to the redemption of the Bonds shall relate, in the case of any Bond redeemed or to be redeemed only in part, to the portion of the principal of such Bond which has been or is to be redeemed.

AUTHORITY AND SECURITY: The Bonds will be issued pursuant to the provisions of Sections 21-33-301 through 21-33-329, and Sections 57-64-1 through 57-64-27, Mississippi Code of 1972, as amended (together, the "Act") and the resolution authorizing and directing the issuance and sale of the Bonds dated July 27, 2017 (the "Bond Resolution"), and shall be general obligations of the Municipality payable as to principal and interest out of and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to rate or amount upon the taxable property within the geographical limits of the Municipality. To the extent other moneys are not available, the Municipality will levy annually a direct and continuing tax upon all taxable property within the geographical limits of the Municipality, which tax, together with any other moneys available for such purpose, shall be adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same falls due.

PURPOSE: The Bonds are being issued to provide funds for the purpose of paying the costs to raise money to pay the costs of developing a new industrial park to be located near the intersection of Highways 82 and 389 in the Municipality, together with any economic development project to be located in such industrial park (the "Industrial Park Project"), which Industrial Park Project was recommended by the Golden Triangle Development LINK, including the costs of: (a) erecting or purchasing waterworks, gas, electric and other public utility plants or distribution systems or franchises, and repairing, improving and extending the same; (b) establishing sanitary, storm, drainage or sewerage systems, and repairing, improving and extending the same; (c) protecting the municipality, its streets and sidewalks from overflow, caving banks and other like dangers; (d) constructing, improving or paving streets, sidewalks, driveways, parkways, walkways or public parking facilities, and purchasing land therefor; (e) purchasing land for cemeteries and improving, equipping and adorning the same; (f) constructing bridges and culverts; (g) altering or changing the channels of streams and water courses to control, deflect or guide the current thereof; (h) purchasing fire-fighting equipment and apparatus, and providing housing for same, and purchasing land therefor; (i) mitigation of any environmental or cultural conditions necessary or proper to accomplish any of the foregoing; (j) pursuant to Sections 57-64-1 through 57-64-27, Mississippi Code of 1972, as amended (the "Regional Economic Development Act" or "REDA"), the following purposes authorized by the REDA for the Industrial Park Project: (i) acquiring land and/or acquiring or constructing buildings, fixtures, machinery, equipment, infrastructure, utilities, port or airport facilities, roads, rail lines and rail spurs, and other related projects that have or will provide a multi-jurisdictional benefit, including all site preparation, mitigation of environmental or cultural conditions and other start-up activities; (ii) construction; (iii) acquisition of fixtures and of real and personal property required for the purposes of the Industrial Park Project and facilities related thereto, whether publicly or privately owned, including land and any rights or undivided interests therein; (iv) acquisition of machinery and equipment, including motor vehicles which are used for Industrial Park Project functions; (v) closure, post-closure maintenance or correction action on environmental matters; (vi) financing charges and interest prior to and during construction and during such additional period as the alliance may reasonably determine to be necessary for the placing of the Industrial Park Project in operation; (vii) engineering, surveying, environmental geotechnical, architectural and legal services; (viii) plans and specifications and all expenses necessary or incident to determining the feasibility or practicability of the Industrial Park Project; (ix) administrative expenses; (x) a renewal and replacement reserve, bond insurance, and/or other credit enhancement, and such other reserves as may be authorized; (xi) construction or contracting for the construction of streets, roads, water, sewerage, drainage and other related facilities; (xii) borrowing for the Industrial Park Project; and (xiii) any other property or services related to (i) through (xii) above; and (k) the issuance of the Bonds.

FORM OF BIDS: Bids should be addressed to the Mayor and Board of Aldermen and should be plainly marked "Bid for General Obligation Taxable Development Bonds, Series 2017, of the City of Starkville, Mississippi," and should be filed with the City Clerk of the Municipality on or prior to the date and hour hereinabove named. All bids should be submitted substantially in the form prepared by the Municipality, copies of which may be obtained from the City Clerk of the Municipality or from Keith Parsons, Jones Walker LLP, Jackson, Mississippi.

INTEREST RATE AND BID RESTRICTIONS: The Bonds shall not bear a greater overall maximum interest rate to maturity than eleven percent (11%) per annum, nor shall the interest rate for any one maturity exceed eleven percent (11%) per annum. No Bond shall bear more than one (1) rate of interest; each Bond shall bear interest from its date to its stated maturity date at the interest rate specified in the bid; all Bonds of the same maturity shall bear the same rate of interest from date to maturity; and the lowest interest rate specified shall not be less than seventy percent (70%) of the highest interest rate specified. Each interest rate specified in any bid must be a multiple of one-eighth of one percent (1/8 of 1%) or one-tenth of one percent (1/10 of 1%) and a zero rate of interest cannot be named.

GOOD FAITH DEPOSIT: Each bid must be accompanied by a cashier's check, certified check, or exchange, issued or certified by a bank located in the State of Mississippi, payable to the Mayor and Board of Aldermen of the City of Starkville, Mississippi, in the amount of One Hundred Forty Thousand Dollars ($140,000) as a guaranty that the bidder will carry out its contract and purchase the Bonds if its bid be accepted. All checks of unsuccessful bidders will be returned immediately on award of the Bonds. If the successful bidder fails to purchase the Bonds pursuant to its bid and contract, then the amount of such good faith check shall be retained by the Municipality as liquidated damages for such failure. No interest will be allowed on the amount of the good faith deposit.

AWARD OF BONDS: The award, if any, will be made to the bidder complying with the terms of sale and offering to purchase the Bonds at the lowest net interest cost to the Municipality, which shall be determined by computing the aggregate interest on the Bonds over the life of the issue at the rate or rates of interest specified by the bidder. less premium offered, if any. It is requested that each bid be accompanied by a statement of the net interest cost (computed to six decimal places), but such statement will not be considered a part of the bid. All bids shall remain firm for six (6) hours after the time specified for the opening of bids, and an award of the Bonds, or rejection of bids, will be made by the Governing Body within said period of time.

RIGHT OF REJECTION, CANCELLATION: The Governing Body reserves the right to reject any or all bids submitted, as well as to waive any irregularity or informality in any bid. The successful bidder shall have the right, at its option, to cancel its agreement to purchase the Bonds if the Bonds are not tendered for delivery within sixty (60) days from the date of sale thereof, and in such event the Governing Body shall return to said bidder its good faith deposit. The Governing Body shall have the right, at its option, to cancel its agreement to sell the Bonds if, within five (5) days after the tender of the Bonds for delivery, the successful bidder shall not have accepted delivery of and paid for the Bonds, and in such event the Governing Body shall retain the successful bidder's good faith deposit as liquidated damages as hereinabove provided.

PAYING AGENT, TRANSFER AGENT, AND REGISTRAR: The successful bidder may designate a bank or trust company located within the State of Mississippi to serve as paying agent (the "Paying Agent") for the Bonds within forty-eight (48) hours of the date of sale of the Bonds, subject to the approval of the Governing Body. The Governing Body's approval of the Paying Agent shall be contingent on a determination as to the willingness and ability of the Paying Agent to perform the duties of registrar and transfer agent and on the satisfactory negotiation of service fees. The Paying Agent shall be subject to change by order of the Governing Body under the conditions and in the manner provided in the Bond Resolution. Both principal of and interest on the Bonds will be payable by check or draft mailed to registered owners of the Bonds as of the 15th day of the month preceding the maturity date for such principal or interest payment at the addresses appearing in the registration records of the Municipality maintained by the Paying Agent. The Bonds will be transferable only upon the books of the Paying Agent, and payment of principal at maturity shall be conditioned on the proper presentation and surrender of the Bonds to the Paying Agent.

DELIVERY: The successful bidder must designate within thirty (30) days of the date of sale, or at such other later date as may be designated by the Governing Body, the names and addresses of the registered owners of the Bonds and the denominations in which the Bonds of each maturity are to be issued. If the successful bidder fails to submit such information within the required time, one Bond may be issued for each maturity in the full amount maturing on that date registered in the name of the successful bidder. The Bonds will be delivered at a place to be designated by the purchaser and without cost to the purchaser, and payment therefor shall be made in immediately available funds.

CUSIP NUMBERS: It is anticipated that CUSIP identification numbers will be printed on the Bonds unless specifically declined by the purchaser, but neither the failure to print such number on any bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Bonds in accordance with the terms of the purchase contract. All expenses in relation to the printing of CUSIP numbers on the Bonds shall be paid by the Municipality; the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser.

LEGAL OPINION; CLOSING DOCUMENTS: The Bonds are offered subject to the unqualified approval of the legality thereof by Jones Walker LLP, Jackson, Mississippi, Bond Counsel. A copy of the opinion of Bond Counsel, together with the usual closing papers, including a non-litigation certificate dated the date of delivery of the Bonds, evidencing that no litigation is pending in any way affecting the legality of the Bonds or the taxes to be levied for the payment of the principal thereof and interest thereon, and a transcript of the proceedings relating to the Bonds will be delivered to the successful bidder without charge. The Municipality will pay for all legal fees and will pay for the printing and validation of the Bonds.

INFORMATION FROM PURCHASER: The purchaser must certify to the Municipality the initial offering price to the public (excluding bond houses, brokers and other intermediaries) of each maturity of the Bonds at which a substantial amount of Bonds of that maturity were sold, to enable the Municipality to compute the yield on the Bonds for federal arbitrage law purposes.

FURTHER INFORMATION: The Municipality has prepared a Preliminary Official Statement which it deems, for purposes of S.E.C. Rule 15c2-12, to be final and complete as of this date except for the omission of the offering prices, interest rates, and any other terms of the Bonds depending on such matters, and the identity of the purchasers, subject to revision, amendment and completion in a final Official Statement. By submission of its bid, the successful bidder will be deemed to have certified that it has obtained and reviewed the Preliminary Official Statement. Upon the award of the Bonds, the Municipality will publish an Official Statement in substantially the same form as the Preliminary Official Statement, subject to minor additions, deletions and revisions as required to complete the Preliminary Official Statement. The Municipality will furnish up to 25 copies of the Official Statement to the successful bidder of the Bonds without charge within seven (7) business days after the award of the bid. The successful bidder must notify the City Clerk of the Municipality in writing within five (5) business days of the award if the bidder requires additional copies of the Official Statement to comply with applicable regulations. The cost for such additional copies will be paid by the successful bidder requesting such copies. By submission of its bid, the successful bidder will be deemed to have agreed to supply to the Municipality all necessary pricing information and any purchaser identification determined by the Municipality to be necessary for the Official Statement within 24 hours after the award of the Bonds.

A copy of the Preliminary Official Statement and the bid form may be obtained from Brad C. Davis at Jones Walker LLP, Jackson, Mississippi, Bond Counsel, telephone (601) 949-4623.

CONTINUING DISCLOSURE: In order to assist bidders in complying with S.E.C. Rule 15c2-12(b)(5), the Municipality will undertake, pursuant to the Bond Resolution and a Continuing Disclosure Certificate, to provide annual reports and notices of certain events. A description of this undertaking is set forth in the Preliminary Official Statement and will also be set forth in the Official Statement. Failure of the Municipality to deliver the Continuing Disclosure Certificate at the time of issuance and delivery of the Bonds shall relieve the successful bidder from its obligation to purchase the Bonds.

By order of the Mayor and Board of Aldermen of the City of Starkville, Mississippi, on July 27, 2017.

/s/ Lesa Hardin
City Clerk

[END OF NOTICE]

SECTION 26. Proof of Publication. The Clerk shall obtain from the publisher of the aforesaid newspaper the customary publisher's affidavit proving publication of the Notice for the time and in the manner required by law, and such proof of publication shall be filed in the Clerk's office and exhibited before the Governing Body at the hour and date aforesaid.

SECTION 27. Continuing Disclosure. The Municipality hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate. Notwithstanding any other provision of this Bond Resolution, failure of the Municipality to comply with the Continuing Disclosure Certificate shall not be considered an Event of Default pursuant to Section 20 hereof; however, any Bondholder may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Municipality to comply with its obligations under this Section.

SECTION 28. Book-Entry Only System. Notwithstanding anything herein to the contrary, the Bonds shall be initially issued in the form of a separate, single and fully registered Bond for each of the maturities thereof. In such case, upon initial issuance, the ownership of each such Bond shall be registered in the Bond Register in the name of Cede & Co., as nominee of DTC, and except as provided in Section 29 hereof, all of the outstanding Bonds shall be registered in the Bond Register in the name of Cede & Co., as nominee of DTC.

With respect to Bonds registered in the Bond Register in the name of Cede & Co., as nominee of DTC, the Municipality and the Paying Agent shall have no responsibility or obligation to any participant for whom DTC is a security depository nominee ("DTC Participants") or to any Person on behalf of whom such a DTC participant holds an interest in the Bonds. Without limiting the immediately preceding sentence, the Municipality and the Paying Agent shall have no responsibility or obligation with respect to (a) the accuracy of the records of DTC, Cede & Co. or any DTC participant with respect to any ownership interest in the Bonds, (b) the delivery to any DTC participant or any other Person, other than a Registered Owner, as shown in the Bond Register, of any notice with respect to the Bonds, including any notice of redemption, or (c) the payment to any DTC participant or any other Person, other than a Registered Owner, as shown in the Bond Register, of any amount with respect to principal of, premium, if any, or interest on, the Bonds. Notwithstanding any other provision of this Bond Resolution to the contrary, the Municipality and the Paying Agent shall be entitled to treat and consider the Person in whose name each Bond is registered in the Bond Register as the absolute owner of such Bond for the purpose of payment of principal, premium, if any, and interest with respect to such Bond, for the purpose of giving notices of redemption and other matters with respect to such Bond, for the purpose of registering transfers with respect to such Bond, and for all other purposes whatsoever. The Paying Agent, shall pay all principal of, premium, if any, and interest on the Bonds only to or upon the order of the respective Registered Owners, as shown in the Bond Register as provided in this Bond Resolution, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the Municipality's obligations with respect to payment of principal of, premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. No person other than a Registered Owner, as shown in the Bond Register, shall receive a Bond certificate evidencing the obligation of the Municipality to make payments of principal, premium, if any, and interest pursuant to this Bond Resolution. Upon delivery by DTC to the Paying Agent of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions in this Bond Resolution with respect to interest checks or drafts being mailed to the Registered Owner at the close of business on the Record Date, the words "Cede & Co." in this Bond Resolution shall refer to such new nominees of DTC.

SECTION 29. Successor Securities Depository; Transfers Outside Book-Entry Only System. In the event that the Municipality and the Paying Agent determine that DTC is incapable of discharging its responsibilities described herein and in the Representation Letter or that it is in the best interest of the beneficial owners of the Bonds that they be able to obtain certificated Bonds, the Municipality and the Paying Agent shall (a) appoint a successor securities depository, qualified to act as such under Section 17(a) of the Securities and Exchange Act of 1934, as amended, notify DTC and DTC Participants of the appointment of such successor securities depository and transfer one or more separate Bond certificates to such successor securities depository or (b) notify DTC and DTC Participants of the availability through DTC of Bond certificates and transfer one or more separate Bond certificates to DTC Participants having Bonds credited to their DTC accounts. In such event, the Bonds shall no longer be restricted to being registered in the Bond Register in the name of Cede & Co., as nominee of DTC, but may be registered in the name of the successor securities depository, or its nominee, or in whatever name or names Registered Owners transferring or exchanging Bonds shall designate, in accordance with the provisions of this Bond Resolution.

SECTION 30. Payments and Notices to Cede & Co. Notwithstanding any other provision of this Bond Resolution to the contrary, so long as any of the Bonds is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to principal of, premium, if any, and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, in the manner provided in the Representation Letter

SECTION 31. Modification or Amendment. (a) No material modification or amendment of this Bond Resolution or of any resolution amendatory hereof or supplemental hereto, may be made without the consent in writing of the Holders of two-thirds or more in principal amount of the Bonds then outstanding; provided, however, that no modification or amendment shall permit a change in the maturity of the Bonds or a reduction in the rate of interest thereon, or affect the unconditional promise of the Municipality to levy taxes in an amount sufficient to pay the interest and principal on the Bonds, as the same mature and become due, or reduce such percentage of Holders of the Bonds required above for such modification or amendment without the consent of the Holders of all of the Bonds.

(b) The foregoing shall not be construed to prohibit supplemental amendments of this Bond Resolution without the consent of Bondholders for the following purposes:

(1) to add to the covenants and agreements of the Municipality herein contained other covenants and agreements thereafter to be observed and performed by the Municipality, provided that such other covenants and agreements shall not either expressly or implicitly limit or restrict any of the obligations of the Municipality contained in this Bond Resolution;

(2) to cure any ambiguity or to cure, correct or supplement any defect or inconsistent provision contained in this Bond Resolution or in any supplemental resolution or to

make any provisions with respect to matters arising under this Bond Resolution or any supplemental resolution for any other purpose if such provisions are necessary or desirable and are not inconsistent with the provisions of this Bond Resolution or any supplemental resolution and do not adversely affect the interests of the Holders of the Bonds; or

(3) to subject to the pledge herein contained additional revenues or receipts.

(c) Notwithstanding any provision herein to the contrary, this Bond Resolution may be amended by resolution of the Municipality prior to the delivery of any of the Bonds with the consent of the Purchaser.

SECTION 32. Payments Due on Days Other Than Business Days. In any case where the date of maturity of interest on or principal of the Bonds or the date fixed for redemption of any Bonds, or the date on which any funds are required to be deposited into a fund pursuant hereto, shall be in the city in which the principal office of the Paying Agent is located a day other than a Business Day, then payment of interest or principal, and premium, if any, or deposit into the funds pursuant hereto, need not be made on such date but shall be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption, or the date fixed for deposit into a fund, and no interest shall accrue for the period after such date.

SECTION 33. Repealer; Effective Date. All orders, resolutions or proceedings of the Governing Body in conflict with any provision hereof shall be, and the same are hereby repealed, rescinded and set aside, but only to the extent of such conflict. For cause, this Bond Resolution shall become effective upon the adoption hereof.

Alderman David Little moved and Alderman Ben Carver seconded the motion to adopt the foregoing resolution, and the question being put to a roll call vote, the result was as follows:

Alderman Ben Carver	voted: aye
Alderman David Little	voted: aye
Alderman Patrick Miller	voted: nay
Alderman Roy A'. Perkins	voted: absent
Alderwoman Sandra C. Sistrunk	voted: nay
Alderman Henry N. Vaughn, Sr.	voted: aye
Alderman Jason Walker	voted: aye

The motion having received the affirmative vote of a majority of the members present, the Mayor declared the motion carried and the resolution adopted this, the 27th day of July, 2017.

City of Starkville, Mississippi

Lynn Spruill, Mayor

ATTEST:

Lesa Hardin

Lesa Hardin, City Clerk

ATTACHMENT A

PROOF OF PUBLICATION OF RESOLUTION OF INTENT

PUBLICATIONS ON JULY 12, 2016, JULY 19, 2016 AND JULY 26, 2016

ATTACHMENT B

PROOF OF PUBLICATION OF NOTICE OF BOND ISSUE

PUBLISHED ON JULY 1, 2016

ATTACHMENT C

FORM OF THE PRELIMINARY OFFICIAL STATEMENT