

**RESOLUTION OF THE MAYOR AND CITY COUNCIL OF THE CITY OF LAUREL, MISSISSIPPI (THE "CITY") TO ISSUE GENERAL OBLIGATION BONDS, SERIES 2019 OF THE CITY IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED THREE MILLION DOLLARS (\$3,000,000) TO RAISE MONEY FOR THE PURPOSE OF PROVIDING FUNDS FOR ESTABLISHING, REPAIRING, IMPROVING, AND EXTENDING SANITARY, STORM, DRAINAGE, OR SEWERAGE SYSTEMS; PROTECTING MUNICIPAL STREETS AND SIDEWALKS FROM OVERFLOW, CAVING BANKS, AND OTHER LIKE DANGERS; CONSTRUCTING, IMPROVING, AND REPAIRING BRIDGES AND CULVERTS; ALTERING OR CHANGING THE CHANNELS OF STREAMS AND WATER COURSES TO CONTROL DEFLECT OR GUIDE THE CURRENT THEREOF; REPAIRING, IMPROVING, AND EQUIPPING MUNICIPAL BUILDINGS; AND FOR OTHER RELATED PURPOSES; AND FOR PAYING FOR THE COSTS OF ISSUANCE FOR THE BONDS.**

**WHEREAS**, the Mayor and City Council of the City of Laurel, Mississippi (the "Governing Body"), acting for and on behalf of the City of Laurel, Mississippi (the "City"), hereby find, determine, adjudicate and declare as follows:

1. (a) 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 Sections 21-33-301 *et seq.*, Mississippi Code of 1972, as amended and/or supplemented from time to time.

"Act of Bankruptcy" shall mean the filing of a petition in bankruptcy by or against the City under any applicable bankruptcy, insolvency, reorganization or similar law, now or hereafter in effect.

"Agent" shall mean any Paying Agent or Transfer Agent, whether serving in either or both capacities, and herein designated by the Governing Body.

"Authorized Officer" means the Mayor of the City, the Clerk of the City and any other officer designated from time to time as an Authorized Officer by resolution of the City, and when used with reference to any act or document also means any other Person authorized by resolution of the City to perform such act or sign such document.

"Bond" or "Bonds" shall mean the \$3,000,000 City of Laurel, Mississippi General Obligation Bonds, Series 2019 authorized and directed to be issued in this resolution.

"Bond Counsel" shall mean Butler Snow LLP, Ridgeland, Mississippi.

"Bond Resolution" shall mean this resolution.

"City" shall mean the City of Laurel, Mississippi.

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

"Code" shall mean the Internal Revenue Code of 1986, as amended, supplemented or superseded.

"Governing Body" shall mean the Mayor and City Council of the City.

"Mayor" shall mean the Mayor of the City.

"Notice" shall mean the Notice of Bond Sale set out in Section 22 hereof.

"Paying Agent" shall mean any bank, trust company or other institution or the City Clerk of the City hereafter designated by the Governing Body for the payment of the principal of and interest on the Bonds.

"Person" shall mean an individual, partnership, corporation, limited liability company, trust or unincorporated organization and a government or agency or political subdivision thereof.

"Project" shall mean providing funds to raise money for the purpose of providing funds for establishing, repairing, improving, and extending sanitary, storm, drainage, or sewerage systems; protecting municipal streets and sidewalks from overflow, caving banks, and other like dangers; constructing, improving and repairing bridges and culverts; altering or changing the channels of streams and water courses to control deflect or guide the current thereof; repairing, improving, and equipping municipal buildings; and for other related purposes; and for paying for the costs of issuance for the Bonds.

"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 maturity date or the date set for redemption.

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

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

"State" shall mean the State of Mississippi.

"Transfer Agent" shall mean any bank, trust company or other institution or the City Clerk of the City hereafter designated by the Governing Body for the registration of owners of the Bonds and for the performance of such other duties as may be herein or hereafter specified by the Governing Body.

"2019 Bond Fund" shall mean the City of Laurel, Mississippi General Obligation Bonds, Series 2019 Bond Fund provided for in Section 13 hereof.

"2019 Construction Fund" shall mean the City of Laurel, Mississippi General Obligation Bonds, Series 2019 Construction Fund provided for in Section 14 hereof.

(b) 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 the 16th day of April 2019, the Governing Body adopted a certain resolution entitled **"RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND CITY COUNCIL OF THE CITY OF LAUREL, MISSISSIPPI (the "city"), TO EITHER ISSUE GENERAL OBLIGATION BONDS OF THE CITY, ISSUE A GENERAL OBLIGATION BOND OF THE CITY FOR SALE TO THE MISSISSIPPI DEVELOPMENT BANK, OR ENTER INTO A**

**LOAN WITH THE MISSISSIPPI DEVELOPMENT BANK, ALL IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED THREE MILLION DOLLARS (\$3,000,000) TO RAISE MONEY FOR THE PURPOSE OF ESTABLISHING, REPAIRING, IMPROVING, AND EXTENDING SANITARY, STORM, DRAINAGE, OR SEWERAGE SYSTEMS; PROTECTING MUNICIPAL STREETS AND SIDEWALKS FROM OVERFLOW, CAVING BANKS, AND OTHER LIKE DANGERS; CONSTRUCTING, IMPROVING, AND REPAIRING BRIDGES AND CULVERTS; ALTERING OR CHANGING THE CHANNELS OF STREAMS AND WATER COURSES TO CONTROL DEFLECT OR GUIDE THE CURRENT THEREOF; REPAIRING, IMPROVING, AND EQUIPPING MUNICIPAL BUILDINGS; AND FOR OTHER RELATED PURPOSES AS AUTHORIZED UNDER MISSISSIPPI CODE ANN. SECTIONS 21-33-301 ET SEQ., AS AMENDED AND SUPPLEMENTED FROM TIME TO TIME, INCLUDING PAYING FOR THE COST OF SUCH BORROWING; DIRECTING THE PUBLICATION OF A NOTICE OF SUCH INTENTION; AND FOR RELATED PURPOSES”,** (the "Intent Resolution") wherein the Governing Body found, determined and adjudicated that it is necessary that bonds of the City be issued in the amount, for the purpose and secured as aforesaid, declared its intention to issue said bonds, and fixed 9:00 a.m. on May 21, 2019, 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 protest to be made against the issuance of such bonds was required to be filed.

3. As required by law and as directed by the Intent Resolution, the Intent Resolution was published once a week for at least three (3) consecutive weeks in the *Laurel Leader-Call*, a newspaper published in and having a general circulation in the City, 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 May 21, 2019, 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 April 25, May 2, 9 and 15, 2019.

4. On or prior to the hour of 9:00 a.m. on May 21, 2019, no written protest against the issuance of the Bonds had been filed with the Clerk of the City.

5. At the hour of 9:00 a.m. on May 21, 2019, at the usual meeting place of the Governing Body, in the City Hall located at 401 North 5th Avenue, Laurel, Mississippi 39440 in the City, all persons present or represented by counsel or otherwise were given the opportunity to be heard concerning the issuance of the Bond and the purpose for which said bonds will be issued and no protest or objection of any kind or character against the issuance of the Bonds or the purpose for which they are to be issued was presented.

6. The Governing Body is now authorized and empowered by the provisions of the Act to issue the Bonds without an election on the question of the issuance thereof and is authorized to issue Bonds registered as to principal and interest in the form and manner hereinafter provided for by the Act.

7. The assessed value of all taxable property within the City, according to the last completed assessment for taxation, is One Hundred One Hundred Seventy-five Thousand Five Hundred Seventy-five Thousand Five Hundred Forty-nine Dollars (\$175,575,549); the City has outstanding bonded indebtedness subject to the fifteen percent (15%) debt limit prescribed by Section 21-33-303, Mississippi in the amount of Nineteen Million Eight Hundred Forty-five Thousand Dollars (\$19,845,000), 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 15% debt limit), in the amount of Nineteen Million Eight Hundred Forty-five Thousand Dollars (\$19,845,000); the issuance of the Bonds hereinafter proposed to be issued pursuant to the Act, when added to the outstanding bonded indebtedness of the City, 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 City, 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 City, and will not exceed any constitutional or statutory limitation upon indebtedness which may be incurred by the City.

8. It has now become necessary to make provision for the preparation, execution and issuance of said Bonds.

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

**SECTION 1.** Each and all of the facts and findings set forth in the premises clauses of this resolution are hereby found and determined to be true and accurate and are incorporated herein by this reference thereto as though set forth again in words and figures.

**SECTION 2.** In consideration of the purchase and acceptance of any and all of the Bonds by those who shall hold the same from time to time, this Bond Resolution shall constitute a contract between the City 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 City for the benefit of the Registered Owners 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 3.** The Bonds are hereby authorized and ordered to be prepared and issued in the principal amount of Three Million Dollars (\$3,000,000) to raise money for the Project as authorized by the Act.

**SECTION 4.** The Bonds shall be general obligations of the City secured by the full faith, credit and resources of the City. 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, there shall be and is hereby levied a direct, continuing special tax upon all of the taxable property within the geographical limits of the City, adequate and sufficient, after allowance shall have been made for the expenses of collection and delinquencies in the payment of taxes, to produce sums required for the payment of the principal of and the interest on the Bonds; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the bond fund of the Bonds, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City, in accordance with the provisions of the bond resolution securing the Bonds. When necessary, 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 City 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 time, 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 5.** (a) 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) The Bonds shall be registered as to both principal and interest; shall be dated the date of delivery thereof; shall be issued in the principal denomination of \$5,000 each, or integral multiples thereof up to the amount of a single maturity; shall be numbered from one 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 March 1 and September 1 of each year (each an "Interest Payment Date"), commencing September 1, 2020; and shall mature and become due and payable on September 1 in the years and in the principal amounts as follows:

| <u>YEAR</u> | <u>AMOUNT</u> | <u>YEAR</u> | <u>AMOUNT</u> |
|-------------|---------------|-------------|---------------|
| 2020        | \$150,000     | 2026        | \$190,000     |
| 2021        | 155,000       | 2027        | 335,000       |
| 2022        | 165,000       | 2028        | 350,000       |
| 2023        | 170,000       | 2029        | 360,000       |
| 2024        | 175,000       | 2030        | 375,000       |
| 2025        | 185,000       | 2031        | 390,000       |

Interest will be calculated using a 360-day year basis on twelve 30-day months.

(c) The Bonds are subject to redemption prior to their stated dates of maturity at par, plus accrued interest to the date of redemption, either in whole or in part at any time.

(d) Notice of redemption identifying the numbers of Bonds or portions thereof to be redeemed shall be given to the Registered Owners thereof by first class mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption. Failure to mail or receive any such notice, or any defect therein or in the mailing thereof, shall not affect the validity of any proceedings for the redemption of Bonds. Any notice mailed as provided herein shall be conclusively presumed to have been given, irrespective of whether received. If such written notice of redemption is made and if due provision for payment of the redemption price is made, all as provided above, the Bonds which are to be redeemed thereby automatically shall be deemed to have been redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the owner to receive the redemption price out of the funds provided for such payment. If at the time of mailing of any notice of redemption, there shall not be on deposit with the Paying Agent sufficient moneys to redeem all of the Bonds called for redemption, such notice shall state that it is subject to the deposit of moneys with the Paying Agent not later than on the redemption date and shall be of no effect unless such moneys are deposited.

(e) The Bonds, for which the payment of sufficient moneys or, to the extent permitted by the laws of the State, (a) direct obligations of, or obligations for the payment of the principal of and interest on which are unconditionally guaranteed by, the United States of America ("Government Obligations"), (b) certificates of deposit or municipal obligations fully secured by Government Obligations or (c) evidences of ownership of proportionate interests in future interest or principal payments on Government Obligations held by a bank or trust company as custodian, under which the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor on the Government Obligations and which Government Obligations are not available to satisfy any claim of the custodian or any person claiming through the custodian or to whom the custodian may be obligated, (d) State and Local Government Series ("SLGS") Securities, and (e) municipal obligations, the payment of the principal of, interest and redemption premium, if any, on which are irrevocably secured by Government Obligations and which Government Obligations are not subject to redemption prior to the date on which the proceeds attributable to the principal of such obligations are to be used and have been deposited in an escrow account

which is irrevocably pledged to the payment of the principal of and interest and redemption premium, if any, on such municipal obligations (all of which collectively, with Government Obligations, "Defeasance Securities"), shall have been deposited with an escrow agent appointed for such purpose, which may be the Paying and Transfer Agent, shall be deemed to have been paid, shall cease to be entitled to any lien, benefit or security under this Bond Resolution and shall no longer be deemed to be outstanding hereunder, and the Registered Owners shall have no rights in respect thereof except to receive payment of the principal of and interest on such Bonds from the funds held for that purpose. Defeasance Securities shall be considered sufficient under the Bond Resolution if said investments, with interest, mature and bear interest in such amounts and at such times as will assure sufficient cash to pay currently maturing interest and to pay principal when due on such Bonds.

**SECTION 6.** (a) When the Bonds shall have been validated and executed as herein provided, they shall be registered as an obligation of the City in the office of the Clerk in a record maintained for that purpose, and the Clerk shall cause to be imprinted upon, or attached to the Bonds, over his manual or facsimile signature and manual or facsimile seal, his certificate in substantially the form set out in Section 8.

(b) 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 City imprinted or affixed thereto; provided, however all signatures and seals appearing on the Bonds, other than the signature of an authorized officer of the Transfer 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 City 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) 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.

(d) Prior to or simultaneously with the delivery by the Transfer Agent of any of the Bonds, the City shall file with the Transfer 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 Transfer Agent, signed by the Mayor or the Clerk, to authenticate and deliver the Bonds to the Purchaser.

(e) At delivery, the Transfer Agent shall authenticate the Bonds and deliver them to the Purchaser thereof upon payment of the purchase price of the Bonds to the City.

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

or facsimile signatures of the persons who were the officials of the Governing Body as of the date of original issue of the Bonds.

**SECTION 7.** (a) The Mayor and the Clerk of the City are hereby authorized to appoint the Paying Agent and Transfer Agent for the Bonds after receiving the recommendation of the successful bidder subject to the following conditions. The Paying Agent and Transfer Agent shall be a bank or trust company with a main office or branch located within the State. The City specifically reserves the right to hereafter designate a separate Transfer Agent and/or Paying Agent in its discretion in the manner hereinafter provided.

(b) So long as any of the Bonds shall remain outstanding, the City shall maintain with the Transfer Agent records for the registration and transfer of the Bonds. The Transfer Agent is hereby appointed registrar for the Bonds, in which capacity the Transfer 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) The City shall pay or reimburse the 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 City and the Agent. Fees and reimbursements for extraordinary services and expenses, so long as not occasioned by the negligence, misconduct or willful default of the Agent, shall be made by the City 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) An Agent may at any time resign and be discharged of the duties and obligations of either the function of the Paying Agent or Transfer Agent, or both, by giving at least sixty (60) days' written notice to the City and may be removed from either or both of said functions at any time by resolution of the Governing Body delivered to the Agent. The resolution shall specify the date on which such removal shall take effect and the name and address of the successor Agent and shall be transmitted to the Agent being removed within a reasonable time prior to the effective date thereof. Provided, however, that no resignation or removal of an Agent shall become effective until a successor Agent has been appointed pursuant to this Bond Resolution.

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

(iii) In the event of a change of Agents, the predecessor Agent shall cease to be custodian of any funds held pursuant to this Bond Resolution in connection with its role as such Agent, and the successor 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 Agent shall be fully paid. Every predecessor Agent shall deliver to its successor Agent all records of account, registration records, lists of Registered Owners and all other records, documents and instruments relating to its duties as such Agent.

(iv) Any successor 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 Agent appointed hereunder shall execute, acknowledge and deliver to its predecessor Agent and to the City an instrument in writing accepting such appointment hereunder, and thereupon such successor 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 Agent from the City to more fully and certainly vest in such successor Agent the estates, rights, powers and duties hereby vested or intended to be vested in the predecessor Agent, any such transfer, assignment and written instruments shall, on request, be executed, acknowledged and delivered by the City.

(vii) The City will provide any successor 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 an Agent or successor 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) Any corporation or association into which an 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 Agent hereunder and vested with all the powers, discretion, 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 City or the successor Agent, anything herein to the contrary notwithstanding, provided only that such successor Agent shall be satisfactory to the City and eligible under the provisions of Section 7(d)(iv) hereof.

**SECTION 8.** 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:

[Remainder of page left blank intentionally]



**[BOND FORM]**  
**UNITED STATES OF AMERICA**  
**STATE OF MISSISSIPPI**  
**CITY OF LAUREL, MISSISSIPPI**  
**GENERAL OBLIGATION BOND**  
**SERIES 2019**

NO. \_\_\_\_\_ \$ \_\_\_\_\_

|                         |                 |                               |              |
|-------------------------|-----------------|-------------------------------|--------------|
| <u>Rate of Interest</u> | <u>Maturity</u> | <u>Date of Original Issue</u> | <u>CUSIP</u> |
|                         |                 | _____, 2019                   | None         |

**Registered Owner:**

**Principal Amount:** \_\_\_\_\_ **DOLLARS**

The City of Laurel, Mississippi (the "City"), 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, upon the presentation and surrender of this Bond, at the principal office of \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, or its successor, as paying agent (the "Paying Agent") for the \$3,000,000 City of Laurel, Mississippi General Obligation Bonds, Series 2019 (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 who shall appear in the registration records of the City maintained by \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, or its successor, as transfer agent for the Bonds (the "Transfer Agent"), as of the 15th day of the calendar month preceding the maturity date hereof.

The City 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 March 1 and September 1 of each year (each an "Interest Payment Date"), commencing September 1, 2020, until said principal sum is paid, to the Registered Owner hereof who shall appear in the registration records of the City maintained by the Transfer 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 mailed on the Interest Payment Date 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 Transfer Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Transfer Agent, such notice to be received by the Transfer Agent not later than the 15th day of the calendar month preceding the applicable principal or Interest Payment Date.

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 principal amount of Three Million Dollars (\$3,000,000) to raise money for the purpose of providing funds for establishing, repairing, improving, and extending sanitary, storm, drainage, or sewerage systems; protecting municipal streets and sidewalks from overflow, caving banks, and other like dangers; constructing, improving and repairing bridges and culverts; altering or changing the channels of streams and water courses to control deflect or guide the current thereof; repairing, improving, and equipping municipal buildings; and for other related purposes; and for paying for the costs of issuance for the Bonds.

This Bond is issued under the authority of the Constitution and statutes of the State of Mississippi, including particularly Sections 21-33-301 *et seq.*, Mississippi Code of 1972, as amended and/or supplemented from time to time (the "Act"), and by the further authority of proceedings duly had by the Mayor and City Council of the City, including resolutions adopted on April 16, 2019, May 21, 2019 and July 2, 2019 (collectively, the "Resolution").

The Bonds are general obligations of the City secured by the full faith, credit and resources of the City and will continue to be 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 time, rate, or amount upon all the taxable property within the geographical limits of the City; provided, however, that such tax levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the bond fund of the Bonds, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City, in accordance with the provisions of the Bond Resolution securing the Bonds. The City, when necessary, will levy annually a special tax upon all taxable property within the geographical limits of the City adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same falls due

The Bonds are subject to redemption prior to their stated dates of maturity, at par, plus accrued interest to the date of redemption, either in whole or in part, at any time.

Notice of redemption identifying the numbers of Bonds or portions thereof to be redeemed shall be given to the Registered Owners thereof by first class mail at least thirty (30) days and not more than sixty (60) days prior to the date fixed for redemption. Failure to mail or receive any such notice, or any defect therein or in the mailing thereof, shall not affect the validity of any proceedings for the redemption of Bonds. Any notice mailed as provided herein shall be conclusively presumed to have been given, irrespective of whether received. If such written notice of redemption is made and if due provision for payment of the redemption price is made, all as provided above, the Bonds which are to be redeemed thereby automatically shall be deemed to have been redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the owner to receive the redemption price out of the funds provided for such payment. If at the time of mailing of any notice of redemption, there shall not be on deposit with the Paying Agent sufficient moneys to redeem all of the Bonds called for redemption, such notice shall state that it is subject to the deposit of moneys with the Paying Agent not later than on the redemption date and shall be of no effect unless such moneys are deposited.

The Bonds are registered as to both principal and interest. The Bonds 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 Transfer Agent, but only in the manner, subject to the limitations in the 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 City 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 City nor the Paying Agent shall be affected by any notice to the contrary.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Resolution until the certificate of registration and authentication hereon shall have been signed by the Transfer Agent.

**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 City, 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 City are hereby irrevocably pledged.

**IN WITNESS WHEREOF**, the City has caused this Bond to be executed in its name by the manual or facsimile signature of the Mayor of the City, countersigned by the manual or facsimile signature of the Clerk of the City, under the manual or facsimile seal of the City, which said manual or facsimile signatures and seal said officials adopt as and for their own proper signatures and seal.

**CITY OF LAUREL, MISSISSIPPI**

**BY:** \_\_\_\_\_  
**Mayor**

**COUNTERSIGNED:**

\_\_\_\_\_  
**City Clerk**

**(SEAL)**

**CERTIFICATE OF REGISTRATION AND AUTHENTICATION**

This Bond is one of the Bonds described in the within mentioned Bond Resolution and is one of the \$3,000,000 City of Laurel, Mississippi General Obligation Bonds, Series 2019.

\_\_\_\_\_ as Transfer Agent

**BY:** \_\_\_\_\_ Authorized Officer

Date of Registration and Authentication: \_\_\_\_\_

**REGISTRATION AND VALIDATION CERTIFICATE**

**STATE OF MISSISSIPPI  
COUNTY OF JONES**

I, the undersigned City Clerk of the City of Laurel, Mississippi, do hereby certify that the within Bond has been duly registered by me as an obligation of said City pursuant to law in a record kept in my office for that purpose, and has been validated and confirmed by Decree of the Chancery Court of Jones County, Mississippi, rendered on the \_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
City Clerk

**(SEAL)**

**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 Transfer Agent to transfer the said Bond on the records kept for registration thereof  
with full power of substitution in the premises.

\_\_\_\_\_  
**NOTICE:** The signature to this Assignment must correspond with the name of the Registered Owner as it appears upon the face of the within Bond in every particular manner, without any alteration whatever.

Signatures guaranteed:

\_\_\_\_\_  
**NOTICE:** Signature(s) must be guaranteed by an approved eligible guarantor institution, an institution that is a participant in a Securities Transfer Association recognized signature guarantee program.

\_\_\_\_\_  
(Authorized Officer)

Date of Assignment: \_\_\_\_\_

Insert Social Security Number or Other  
Tax Identification Number of Assignee: \_\_\_\_\_

**[END OF BOND FORM]**

**SECTION 9.** In case any Bond shall become mutilated or be stolen, destroyed or lost, the City 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 City in connection therewith, and in case of a Bond stolen, destroyed or lost, his filing with the City or Transfer Agent evidence satisfactory to them that such Bond was stolen, destroyed or lost, and of his ownership thereof, and furnishing the City or Transfer 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 10.** 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 Transfer 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 Transfer Agent, which executed certificate shall be conclusive evidence of registration, authentication and delivery under this Bond Resolution. The Transfer Agent's certificate of registration and authentication on any Bond shall be deemed to have been duly executed if signed by an authorized officer of the Transfer Agent, but it shall not be necessary that the same officer sign said certificate on all of the Bonds that may be issued hereunder at any one time.

**SECTION 11.** (a) 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 City, 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 Transfer 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) Except as hereinabove provided, the Person in whose name any Bond shall be registered in the records of the City maintained by the Transfer 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 12.** (a) Each Bond shall be transferable only in the records of the City, upon surrender thereof at the office of the Transfer Agent, together with a written instrument of transfer satisfactory to the Transfer Agent duly executed by the Registered Owner or his attorney duly authorized in writing. Upon the transfer of any Bond, the City, acting through its Transfer 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) In all cases in which the privilege of transferring Bonds is exercised, the Transfer Agent shall authenticate and deliver Bonds in accordance with the provisions of this Bond Resolution.

**SECTION 13.** (a) The City hereby establishes the 2019 Bond Fund which shall be maintained with a qualified depository in its name for the payment of the principal of and interest on the Bonds, and the payment of Agents' fees in connection therewith. There shall be deposited into the 2019 Bond Fund as and when received:

- (i) The accrued interest and premium, if any, received upon delivery of the Bonds;
- (ii) The avails of any of the ad valorem taxes levied and collected pursuant to Section 4 hereof;
- (iii) Any income received from investment of monies in the 2019 Bond Fund; and
- (iv) Any other funds available to the City 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 2019 Bond Fund.

(b) 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 2019 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 at least five (5) days prior to the date on which said interest or principal and interest shall become due.

**SECTION 14.** The City hereby establishes the 2019 Construction Fund which shall be maintained with a qualified depository. The principal proceeds received upon the sale of the Bonds shall be deposited in the 2019 Construction Fund. Any income received from investment of monies in the 2019 Construction Fund shall be deposited in the 2019 Construction Fund or the 2019 Bond Fund for the payment of debt service on the Bonds during the construction period for the Project. From the 2019 Construction Fund there shall be first paid the costs, fees and expenses incurred by the City in connection with the authorization, issuance, sale, validation and delivery of the Bonds. The balance thereof shall be held and disbursed for the Project, as authorized by the Act. Any amounts which remain in the 2019 Construction Fund after the completion of the Project shall be transferred to the 2019 Bond Fund and used as permitted under State law.

**SECTION 15.** (a) 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 who shall appear in the registration records of the City maintained by the Transfer Agent as of the Record Date.

(b) Payment of each installment of interest on the Bonds shall be made to the Record Date Registered Owner thereof whose name shall appear in the registration records of the City maintained by the Transfer Agent as of the Record Date. 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) Principal of and interest on the Bonds shall be paid by check or draft mailed on the Interest Payment Date to Registered Owners at the addresses appearing in the registration records of the Transfer Agent. Any such address may be changed by written notice from the Registered Owner to the Transfer Agent by certified mail, return receipt requested, or such other method as may be subsequently prescribed by the Transfer Agent, such notice to be received by the Transfer 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 16.** The Bonds shall be submitted to validation as provided by Chapter 13, Title 31, Mississippi Code of 1972, 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 17.** The City hereby covenants that it will not make any use of the proceeds of the Bonds or do or suffer any other action that would cause: (i) the Bonds to be "arbitrage bonds" as such term is defined in Section 148(a) of the Code and the Regulations promulgated thereunder; (ii) the interest on the Bonds to be included in the gross income of the Registered Owners thereof for federal income taxation purposes; or (iii) the interest on the Bonds to be treated as an item of tax preference under Section 57(a)(5) of the Code.

**SECTION 18.** The City represents as follows:

(a) The City shall timely file with the Ogden, Utah Service Center of the Internal Revenue Service, such information report or reports as may be required by Section 148(f) and 149(e) of the Code;

(b) The City shall take no action that would cause the Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code;

(c) The City shall take all necessary action to have the Bonds registered within the meaning of Section 149(a) of the Code; and

(d) The City will not employ any device or abusive transaction with respect to the investment of the proceeds of the Bonds.

**SECTION 19.** The City hereby designates the Bonds as "qualified tax-exempt obligations" as defined in and for the purposes of Section 265(b)(3) of the Code. For purposes of this designation, the City hereby represents that:

(a) the City reasonably anticipates that the amount of tax-exempt obligations to be issued by it during the period from January 1, 2019, to December 31, 2019, and the amount of obligations designated as "qualified tax-exempt obligations" by it, will not exceed \$10,000,000 when added to the aggregate principal amount of the Bonds; and

(b) for purposes of this Section 19, the following obligations are not taken into account in determining the aggregate principal amount of tax-exempt obligations issued by the City: (i) a private activity bond as defined in Section 141 of the Code (other than a qualified 501(c)(3) bond, as defined in Section 145 of the Code); and (ii) any obligation issued to refund any other tax-exempt obligation (other than to advance refund within the meaning of Section 149(d)(5) of the Code) as provided in Section 265(b)(3)(c) of the Code.

**SECTION 20.** The Bonds in this matter are being sold through a competitive sale and not a public offering to a purchaser without a view for distributing said Bonds. The Purchaser of said Bonds shall be required to execute a certification at closing to the effect that the Bonds are being purchased for the account of the Purchaser without the intent to distribute. As such, the issuance of the Bonds in this matter is not a primary offering of municipal securities and as such, 17 CFR § 240.15c2-12 does not apply.

**SECTION 21.** 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 form of Notice below in Section 22 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.



**SECTION 22.** As required by Section 31-19-25, Mississippi Code of 1972, as amended, the Clerk is hereby authorized and directed to give Notice by publishing an advertisement at least two (2) times in the *Laurel Leader-Call*, a newspaper published in and having a general circulation in the City with the first publication thereof to be made at least ten (10) days preceding the date fixed herein for the receipt of bids. The Notice and the "Official Bid Form" shall be in substantially the following form:

[Remainder of page is intentionally blank.]

**NOTICE OF BOND SALE**  
**\$3,000,000**  
**CITY OF LAUREL, MISSISSIPPI**  
**GENERAL OBLIGATION BONDS**  
**SERIES 2019**

Sealed proposals will be received by the City Clerk of the City of Laurel, Mississippi (the "City"), in her office in the City Hall until the hour of 9:30 o'clock a.m. on the 16th day of July, 2019 (for subsequent presentation to the Mayor and City Council of the City of Laurel, Mississippi (the "Governing Body"), in its meeting place in the City Hall in the City at a meeting scheduled on said date) at which time said bids will be publicly 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 Three Million Dollars (\$3,000,000) principal amount City of Laurel, Mississippi General Obligation Bonds, Series 2019 (the "Bonds").

The Bonds will be dated the date of delivery thereof, will be delivered in denominations of Five Thousand Dollars (\$5,000) each, or integral multiples thereof up to the amount of a single maturity, will be numbered from one upward; will be issued in fully registered form; and will bear interest from the date thereof at the rate or rates offered by the successful bidder in its bid, payable on March 1 and September 1 in each year (each an "Interest Payment Date"), commencing September 1, 2020. The Bonds will mature serially on September 1 in each year and in the principal amounts as follows:

| <u>YEAR</u> | <u>AMOUNT</u> | <u>YEAR</u> | <u>AMOUNT</u> |
|-------------|---------------|-------------|---------------|
| 2020        | \$150,000     | 2026        | \$190,000     |
| 2021        | 155,000       | 2027        | 335,000       |
| 2022        | 165,000       | 2028        | 350,000       |
| 2023        | 170,000       | 2029        | 360,000       |
| 2024        | 175,000       | 2030        | 375,000       |
| 2025        | 185,000       | 2031        | 390,000       |

Interest will be calculated using a 360-day year basis on twelve 30-day months.

The Bonds are subject to redemption prior to their stated dates of maturity, at par, plus accrued interest to the date of redemption, either in whole or in part, at any time.

The Bonds are being issued pursuant to the provisions of Sections 21-33-301 *et seq.*, Mississippi Code of 1972, as amended and supplemented, and a resolution adopted by the Governing Body on July 2, 2019 (the "Bond Resolution"), to raise money for the purpose of providing funds for establishing, repairing, improving, and extending sanitary, storm, drainage, or sewerage systems; protecting municipal streets and sidewalks from overflow, caving banks, and other like dangers; constructing, improving and repairing bridges and culverts; altering or changing the channels of streams and water courses to control deflect or guide the current thereof; repairing, improving, and equipping municipal buildings; and for other related purposes; and for paying for the costs of issuance for the Bonds.

The Bonds are general obligations of the City secured by the full faith, credit and resources of the City and will continue to be 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 time, rate, or amount upon all the taxable property within the geographical limits of the City; provided, however, that such tax

levy for any year shall be abated pro tanto to the extent the City on or prior to September 1 of that year has transferred money to the bond fund of the Bonds, or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Bonds due during the ensuing fiscal year of the City, in accordance with the provisions of the bond resolution securing the Bonds. The City, when necessary, will levy annually a special tax upon all taxable property within the geographical limits of the City adequate and sufficient to provide for the payment of the principal of and the interest on the Bonds as the same falls due.

The City will appoint the Paying and Transfer Agent for the Bonds after receiving the recommendation of the successful bidder. The Paying and Transfer Agent shall be a bank or trust company with a main office or branch located within the State of Mississippi. The Paying Agent and/or Transfer Agent shall be subject to change by order of the Governing Body under the conditions and in the manner provided in the Bond Resolution under which the Bonds are issued.

The successful bidder must deliver to the Transfer Agent within thirty (30) days of the date of sale, or at such other later date as may be designated by the City, 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 to the Transfer Agent by 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.

Both principal of and interest on the Bonds will be payable by check or draft mailed on the Interest Payment Date 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 City maintained by the Transfer Agent. Payment of principal at maturity shall be conditioned on the presentation and surrender of the Bonds at the principal office of the Transfer Agent.

The Bonds will be transferable only upon the records of the City maintained by the Transfer Agent.

The Bonds shall not bear a greater overall maximum interest rate to maturity than eleven percent (11%) per annum, and shall mature in the amounts and on the dates hereinabove set forth; 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 or rates specified in the bid; all Bonds of the same maturity shall bear the same rate of interest from date to maturity. The lowest interest rate specified shall not be less than seventy percent (70%) of the highest interest rate specified; each interest rate specified must be an even 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 cannot be named. The interest rate for any one maturity shall not exceed eleven percent (11%) per annum.

The City will designate the Bonds as qualified tax-exempt obligations within the meaning and for the purposes of Section 265(b)(3) of the Code.

Proposals should be addressed to the Mayor and City Council and should be plainly marked "Proposal for \$3,000,000 City of Laurel, Mississippi General Obligation Bonds, Series 2019", and should be filed with the Clerk of the City on or prior to the date and hour hereinabove named.

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 City of Laurel, Mississippi, in the amount of Sixty Thousand Dollars (\$60,000.00) as a guaranty that the bidder will carry out its contract and purchase the Bonds if its bid be accepted. 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 City as liquidated damages for such failure. No interest will be allowed on the amount of the good faith deposit. All checks of unsuccessful

bidders will be returned immediately on award of the Bonds. All proposals shall remain firm for three hours after the time specified for the opening of proposals and an award of the Bonds, or rejection of proposals, will be made by the City within said period of time.

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 City. The net interest cost will 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 proposal 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 proposal.

The Governing Body reserves the right to reject any and all bids submitted and to waive any irregularity or informality.

The obligation of the purchaser to purchase and pay for the Bonds is conditioned on the delivery, at the time of settlement of the Bonds, of the following: (1) the approving legal opinion of Butler Snow LLP, Ridgeland, Mississippi, Bond Counsel, to the effect that the Bonds constitute valid and legally binding obligations of the City payable from and secured by an irrevocable pledge of the avails of a direct and continuing tax to be levied annually without limitation as to time, rate or amount upon all of the taxable property within the geographical limits of the City and to the effect that the interest on the Bonds is excludable from gross income of the holder thereof for federal income tax purposes and exempt from Mississippi income taxes under existing laws, regulations, rulings and judicial decisions with such exceptions as shall be required by the Internal Revenue Code of 1986; and (2) the delivery of certificates in form and tenor satisfactory to Bond Counsel evidencing the proper execution and delivery of the Bonds and receipt of payment therefor, including a statement of the City, dated as of the date of such delivery, to the effect that there is no litigation pending or, to the knowledge of the signer or signers thereof, threatened relating to the issuance, sale and delivery of the Bonds. A copy of said approving legal opinion will accompany the Bonds.

Delivery of the Bonds is expected to be made within sixty (60) days after the aforesaid date of sale of the Bonds at a place to be designated by the purchaser and without cost to the purchaser. Simultaneously with the delivery of the Bonds, the purchaser shall furnish to the City a certificate, in form acceptable to Bond Counsel, stating that: (i) it purchased the Bonds as an investment for its own account and not with a view toward distribution or resale in the capacity of a bond house, broker, or intermediary; or (ii) pursuant to a bona fide public offering of all of the Bonds, it sold a substantial amount (ten percent (10%), or more, in par amount) of each maturity of the Bonds to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) at or below the initial public offering prices set forth in such certificate. The purchaser shall also furnish a certificate, in form acceptable to Bond Counsel, setting forth the yield on the Bonds and issue price thereof, calculated in accordance with the requirements of the Code.

It is anticipated that CUSIP identification numbers will not be printed on the Bonds unless specifically requested 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 City; the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser.

The Bonds are being sold through a competitive sale and not a public offering to a purchaser without a view for distributing the Bonds. The purchaser of the Bonds shall be required to execute a

certification at closing to the effect that the Bonds are being purchased for the account of the purchaser without the intent to distribute. As such, the issuance of the Bonds in this matter is not a primary offering of municipal securities, and as such, 17 CFR § 240.15c2-12 does not apply.

By order of the Mayor and City Council of the City of Laurel, Mississippi, on July 2, 2019.

**CITY OF LAUREL, MISSISSIPPI**

By /s/Mary Ann Hess  
City Clerk

**PUBLISH: JULY 6 AND 11, 2019**



**OFFICIAL BID FORM**

July 16, 2019

Mayor and City Council  
City of Laurel, Mississippi  
401 North 5th Avenue  
Laurel, MS 39440

Ladies and Gentlemen:

We hereby offer to pay \$\_\_\_\_\_ for the Three Million Dollars (\$3,000,000) principal amount of General Obligation Bonds, Series 2019, to be dated the date of delivery thereof (the "Bonds"), of the City of Laurel, Mississippi (the "City"), as described in the Notice of Bond Sale, dated July 2, 2019, maturing on September 1 in the years indicated and bearing interest as follows:

| <u>YEAR OF MATURITY</u> | <u>PRINCIPAL AMOUNT</u> | <u>INTEREST RATE</u> |
|-------------------------|-------------------------|----------------------|
| 2020                    | \$150,000               | _____                |
| 2021                    | 155,000                 | _____                |
| 2022                    | 165,000                 | _____                |
| 2023                    | 170,000                 | _____                |
| 2024                    | 175,000                 | _____                |
| 2025                    | 185,000                 | _____                |
| 2026                    | 190,000                 | _____                |
| 2027                    | 335,000                 | _____                |
| 2028                    | 350,000                 | _____                |
| 2029                    | 360,000                 | _____                |
| 2030                    | 375,000                 | _____                |
| 2031                    | 390,000                 | _____                |

Based upon the interest rate or rates specified above, we compute the gross interest cost<sup>1</sup> to the City to be \$\_\_\_\_\_, the net interest cost (deducting premium of \$\_\_\_\_\_, if any) to be \$\_\_\_\_\_ and the average annual net interest rate from the date of the Bonds to their respective maturities to be \_\_\_\_\_%.

If there is any discrepancy as between the actual interest cost computed upon the rate or rates of interest above specified and the interest cost or average rate hereinabove set forth, the interest rate or rates above specified and the actual interest cost or average interest rate computed upon said rate or rates shall prevail.

A (cashier's check) (certified check) (bank exchange), issued or certified by a bank located in the State of Mississippi and payable to the order of the City of Laurel, Mississippi, in the amount of Sixty Thousand Dollars (\$60,000) accompanies this proposal as a guarantee that we will carry out this contract and accept delivery of the Bonds if this proposal is accepted, which shall be returned to the undersigned (1) if this bid be not accepted or (2) if the City should fail to deliver the Bonds to the undersigned in accordance

<sup>1</sup> For purposes of submitting this bid, please assume a date on or about August 15, 2019 to be the dated date of the Bonds.

with the terms of this proposal, or applied as and for liquidated damages in the event that the undersigned fails to take up and pay for the Bonds.

This proposal is submitted subject to all of the terms and conditions of the Notice of Bond Sale, dated July 2, 2019, which by reference is hereby made a part of this Bid.

**BIDDER:** \_\_\_\_\_

**BY:** \_\_\_\_\_

**TITLE:** \_\_\_\_\_

Associates (if any):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Return of good faith deposit is hereby acknowledged.

**DATE:** \_\_\_\_\_

**BY:** \_\_\_\_\_

**ACCEPTANCE**

The above proposal accepted by resolution of the Mayor and City Council of the City and receipt of the within-mentioned check is hereby acknowledged.

**CITY OF LAUREL, MISSISSIPPI**

**BY:** \_\_\_\_\_  
**City Clerk**

**(SEAL)**



**SECTION 23.** 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 set forth in the Sale of the Bonds.

**SECTION 24.** Each of the following constitutes an event of default under this Bond Resolution:

- (a) failure by the City to pay any installment of principal of or interest on any Bond at the time required;
- (b) failure by the City to perform or observe any other covenant, agreement or condition on its part contained in this Bond Resolution or in the Bonds, and the continuance thereof for a period of thirty (30) days after written notice thereof to the City by the Registered Owners of not less than ten percent (10%) in principal amount of the then outstanding Bonds; or
- (c) an Act of Bankruptcy occurs.

**SECTION 25.** The Mayor and Clerk and any other Authorized Officers of the Governing Body are authorized to take such actions as set forth in the Bond Resolution and execute and deliver such resolutions, certificates and other documents as our required for the sale, issuance and delivery of the Bonds.

**SECTION 26.** 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.

Motion was made by Council Member \_\_\_\_\_ and seconded by Council Member \_\_\_\_\_ to adopt the foregoing Resolution.

Upon roll call vote, the result was as follows:

YEAS:

NAYS:

ABSTAINING:

ABSENT:

The President thereupon declared the motion carried and the Resolution be adopted this the 2nd day of July, A.D. 2019.

---

President of the City Council

ATTESTED AND SUBMITTED TO THE MAYOR BY THE CLERK OF THE COUNCIL ON THIS  
THE \_\_\_\_\_ day of \_\_\_\_\_ 2019.

\_\_\_\_\_  
**CLERK OF THE COUNCIL**

APPROVED ( ) DATE \_\_\_\_\_

VETOED ( ) DATE \_\_\_\_\_

\_\_\_\_\_  
**MAYOR**

**ATTEST:**

\_\_\_\_\_  
**CITY CLERK**

Min. of 07/02/19; Bk. No. 101; Pg. No. \_\_\_\_\_; Agn. Itm. 4A