

**RESOLUTION OF THE CITY COUNCIL TO AUTHORIZE THE SOUTH  
MISSISSIPPI FAIR COMMISSION TO BORROW \$1,500,000 PURSUANT TO SENATE  
BILL NO. 3362, MISSISSIPPI LEGISLATURE, REGULAR SESSION 1994 AND FOR  
RELATED PURPOSES.**

The City Council (the “**Governing Body**”) of the City of Laurel, Mississippi (the “**City**”) acting for and on behalf of the City, took up for consideration the matter of approving and acknowledging the South Mississippi Fair Commission (the “**Fair Commission**”) borrowing \$1,500,000 from Community Bank, Laurel, Mississippi (the “**Bank**”) in order to provide funds for the repairs to the Magnolia Center, Arts Building, Agriculture Building and the construction of a 10,000 square foot multi-use exhibit hall (the “**Project**”), and to pay for costs of issuance of the Note undertaken pursuant to Senate Bill No. 3362, Mississippi Legislature, Regular Session 1994 (the “**Bill**”):

**WHEREAS**, the Fair Commission is authorized by the Bill to borrow money and issue negotiable promissory notes evidencing such debt in order to provide for the acquisition, purchase, construction, improvement, equipping, furnishing, leasing and/or selling of any portion of the real property and improvements owned by the Fair Commission; provided, however, in no event shall the Commission have any outstanding debts totaling more than fifty percent (50%) of its projected annual revenues unless such debt has been previously authorized by the governing bodies;

**WHEREAS**, the City authorized the Fair Commission to borrow \$1,500,000 by a duly adopted resolution of the City Council on June 19, 2018;

**WHEREAS**, the Fair Commission sent requests to local banking institutions soliciting proposals for the financing of the Project with proposals due July 10, 2018;

**WHEREAS**, the Fair Commission received proposals from two (2) banks on July 10, 2018 and after due consideration by the Fair Commission, the proposal by Community Bank, Laurel, Mississippi (the “**Bank**”), contains the lowest interest rate and most favorable terms for the Fair Commission;

**WHEREAS**, there has been prepared and submitted to the City the form of a Promissory Note to be dated the date of closing, by and between the Fair Commission and the Bank, along with any and all attachments (collectively, the “**Promissory Note**”), the form of the a Request Directing Payment of Funds by the Fair Commission (the “**Request**”), and the form of an Assignment of Deposit Account, to be dated the date of closing (the “**Assignment**” and together with the Promissory Note, the “**Fair Commission Documents**”) between the Fair Commission, and the Bank; and

**WHEREAS**, the Governing Body does now find, determine and adjudicate that the Fair Commission Documents regarding the financing of the Project is in the best interest of the Commission and the City and finds it necessary to approve the form of and the execution, if any, of the Fair Commission Documents.

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

**SECTION 1.** This Resolution is adopted by the Governing Body of the City pursuant to the Bill and all matters and things recited in the premises and preamble of this Resolution are found and determined to be true and accurate.

**SECTION 2.** To provide monies for the Project to the Fair Commission and provide funds in connection with the issuance and the sale of the Promissory Note to the Bank by the Fair Commission to finance the Project, the issuance of the Promissory note in the maximum aggregate original principal amount of One Million Five Hundred Thousand Dollars (\$1,500,000) is hereby approved and authorized, subject to the provisions of this Resolution. Pursuant to this Resolution, the City is providing its approval of the Promissory Note with such modifications, deletions, and additions that are not inconsistent with this Resolution as may be agreed to by the Fair Commission and is acknowledging the sale and issuance of the Promissory Note, all in accordance with this Resolution and the Bill.

**SECTION 3.** The City hereby finds, determines, and adjudicates that the Fair Commission shall make payments under the terms and provisions of the Fair Documents in an amount that shall be equal to the amount payable as principal of, premium, if any, and interest on the Promissory Note as set forth therein.

**SECTION 4.** It is the understanding of the City that the Fair Commission is establishing an account styled as "Account #6000489788, South Mississippi Fair Commission" with the Bank pursuant to which payments of principal, premium, if any, and interest on the Promissory Note will be paid. The City hereby acknowledges such account and the request from the Fair Commission to have any and all funds to be paid by the City to the Fair Commission pursuant to the Bill deposited into such account, and the execution by the Mayor of the Request is authorized and approved.

**SECTION 5.** The forms of the Fair Documents attached hereto as **EXHIBIT A** as submitted to this meeting and made a part of this Resolution as though set forth in full herein shall be, and the same hereby are, acknowledged in substantially said forms.

**SECTION 6.** The Mayor and the City Clerk are hereby further authorized and directed to execute and deliver any additional documents, agreements, instruments, requisitions and certificates which are required in connection with the Fair Documents upon the advice of the City Attorney.

**SECTION 7.** Except as otherwise expressly provided herein, nothing in this Resolution, express or implied, is intended or shall be construed to confer upon any such person or form or corporation other than the Fair Commission and the City, any right, remedy or claim, legal or equitable, under and by reason of this Resolution or any of the provisions hereof.

**SECTION 8.** No stipulation, obligation or agreement herein contained or contained in the Fair Documents or other documents necessary to conclude the closing shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the City in such person's individual capacity, and no such officer, director, agent or employee shall be personally liable on the Fair Documents or be subject to personal liability or accountability by reason of the closing thereof.

**SECTION 9.** From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things to and execute all such documents as may be necessary to carry out and comply with the provisions of said documents as executed and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection the Fair Documents or other documents necessary to conclude the closing and to document the City's compliance with the Bill.

**SECTION 10.** All acts and doings of the officers of the City that are in conformity with the purposes and intents of this Resolution and in furtherance of the closing of the Fair Documents, from time to time, and the execution, delivery and performance of each of the documents to which the City is a party, shall be, and the same hereby are, in all respects approved and confirmed.

**SECTION 11.** This Resolution shall become effective immediately and all resolutions and orders, or parts thereof, in conflict herewith are, to the extent of such conflict, repealed.

**SECTION 12.** All orders, resolutions or proceedings of the Governing Body in conflict with the provisions of this resolution shall be and are hereby repealed, rescinded and set aside, but only to the extent of such conflict.

Motion was made by Councilperson \_\_\_\_\_ and seconded by Councilperson \_\_\_\_\_, for the adoption of the above and 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 21<sup>st</sup> day of August, A.D. 2018.

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President of the City Council

ATTESTED AND SUBMITTED TO THE MAYOR BY THE CLERK OF THE  
COUNCIL ON THIS THE \_\_\_\_\_ DAY OF AUGUST 2018.

\_\_\_\_\_  
Clerk of the Council

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

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

\_\_\_\_\_  
MAYOR

ATTEST:

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

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Min. of \_\_\_\_\_; Book No. \_\_\_\_\_; Page No. \_\_\_\_\_; Agenda Item No. \_\_\_\_\_.

**EXHIBIT A**

**FORM OF FAIR DOCUMENTS**