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December 18, 2019

Trustmark National Bank  
Attn: Kelly Lawson  
145 N. Magnolia St.  
Laurel, MS 39440

*and*

Butler Snow LLP,  
as Special Tax Counsel to the  
City of Laurel, Mississippi

Re: Lease-Purchase of Equipment by the City of Laurel, Mississippi

Ladies and Gentlemen:

Pursuant to your request, I hereby render the following opinion regarding the Lease and Option to Purchase (the “Lease”) between the Mayor and City Council (the “Governing Body”) of the City of Laurel, Mississippi (the “Lessee”) and Trustmark National Bank (the “Lessor”), dated December 18, 2019.

I have acted as counsel to the Lessee and the Governing Body with respect to certain legal matters pertaining to the Lease and I have examined such agreements, schedules, statements, certificates, records, including minutes of the Governing Body of the Lessee and other instruments of public officials, Lessee, and other persons as I have considered necessary or proper as a basis for the opinions hereinafter stated.

Based on such examination, I am of the opinion that:

1. Lessee and the Governing Body have full power, authority and legal right to execute, deliver and perform the terms of the Lease. On December 17, 2019, the Lease was duly authorized by all necessary action on the part of Lessee and the Governing Body and any other governing authority and does not require the approval of, or the giving of notice to any other federal, state, local, or foreign governmental authority and does not contravene any law binding on Lessee or the Governing Body or contravene any indenture, credit agreement or other agreement to which the Lessee or the Governing Body is a party or by which it is bound.

2. The Lease has been duly authorized, executed and delivered and constitutes a valid and binding obligation of Lessee and the Governing Body enforceable in accordance with its terms.

3. All required proceedings for execution of the Lease, including competitive bidding, if applicable, have been complied with or are in the process of being complied with, and all rentals will be paid out of funds which are legally available for such purposes.

4. As of the date herein, there are no pending or threatened actions or proceedings before any court, administrative agency or other tribunal or body against Lessee or the Governing Body which may materially affect Lessee's or the Governing Body's financial condition or operations, or which could have any effect whatsoever upon the validity, performance or enforceability of the terms of the Lease.

This opinion is being furnished to you in connection with the above-referenced transaction and the opinions expressed herein are for the sole benefit of, and may be relied upon by the Lessor and its assigns and Butler Snow LLP, as special tax counsel, and are not to be delivered to or relied upon by any other party without my prior written consent.

Sincerely,

CITY ATTORNEY  
CITY OF LAUREL, MISSISSIPPI