

There came on for consideration the matter of employing professionals related to issuing a bond for providing financing for various capital improvements and defeasing and refunding certain debt for the City of Gluckstadt, Mississippi, and after a discussion of the subject matter Alderman Bates offered and moved the adoption of the following resolution:

RESOLUTION OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF GLUCKSTADT, MISSISSIPPI (THE "CITY"), AUTHORIZING THE EMPLOYMENT OF PROFESSIONALS IN CONNECTION WITH THE ISSUANCE OF NOT TO EXCEED EIGHT MILLION DOLLARS (\$8,000,000) GENERAL OBLIGATION BONDS OF THE CITY TO RAISE MONEY FOR THE PURPOSE OF (A) PURCHASING, ERECTING, REPAIRING, IMPROVING, ADORNING AND EQUIPPING MUNICIPAL BUILDINGS, INCLUDING CONSTRUCTING AND FURNISHING A MUNICIPAL COURT BUILDING AND POLICE STATION, AND FOR PURCHASING LAND THEREFOR, IF NECESSARY; (B) FOR OTHER RELATED PURPOSES AUTHORIZED UNDER SECTIONS 21-33-301 ET SEQ. AND SECTIONS 31-25-1 ET SEQ., MISSISSIPPI CODE OF 1972, AS AMENDED AND SUPPLEMENTED; (C) AND PAYING FOR COSTS OF ISSUANCE OF THE BORROWING; AND FOR RELATED PURPOSES.

WHEREAS, the Mayor and Board of Aldermen (the "Governing Body") of the City of Gluckstadt, Mississippi (the "City"), hereby find, determine, adjudicate and declare as follows:

1. The Governing Body has determined that it is necessary and in the public interest for the City to issue not to exceed Eight Million Dollars (\$8,000,000) General Obligation Bonds (the "Bonds") for the purpose of (a) purchasing, erecting, repairing, improving, adorning and equipping municipal buildings, including constructing and furnishing a municipal court building and police station, and purchasing land therefor, if necessary; (b) for other related purposes authorized under Sections 21-33-301 et seq., and Sections 31-25-1 et seq., Mississippi Code of 1972, as amended and supplemented; (c) and for paying for costs of issuance of the borrowing (collectively items (a)-(c) are the "Project").

2. That in order to prepare the necessary offering documents it is in the best interest of the City to authorize the law firm of Butler Snow LLP, Ridgeland, Mississippi, as Bond Counsel, Mills Scanlon Dye & Pittman, Ridgeland, Mississippi, as City Counsel, and Government Consultants, Inc., Madison, Mississippi, as Municipal Advisor, which professionals will prepare and distribute all necessary documents and do all things required in order to facilitate the sale and issuance of the Bonds at a subsequent date subject to the approval of the Governing Body of the City.

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

SECTION 1. The Governing Body hereby declares its intention to issue the Bonds, of the City to raise money for the purpose of providing funds for the Project.

SECTION 2. The Governing Body herein employs the law firm of Butler Snow LLP, Ridgeland, Mississippi, as Bond Counsel, Mills Scanlon Dye & Pittman, Ridgeland, Mississippi, as City Counsel, and Government Consultants, Inc., Madison, Mississippi, as Municipal Advisor, and authorizes them to prepare and distribute all necessary documents and to do all things required in order to facilitate the sale of the Bonds and to effectuate the issuance of the Bonds subject to the approval of the Governing Body of the City.

SECTION 3. The terms of employment for Butler Snow LLP, Ridgeland, Mississippi, as Bond Counsel, are set forth in the engagement letter (the "Engagement Letter") attached hereto as **EXHIBIT A**. All provisions of the Engagement Letter, when executed as hereinafter authorized, shall be incorporated herein, and shall be deemed to be part of this resolution fully and to the same extent as if separately set out verbatim herein. The form of the Engagement Letter and the execution thereof by the Mayor of the City is hereby approved and authorized.

SECTION 4. The Governing Body hereby employs Government Consultants, Inc., Madison, Mississippi, as municipal advisor to the City (the "Municipal Advisor"). In connection with the employment of the Municipal Advisor, the City is hereby requested to execute the Independent Registered Municipal Advisor Representation Letter (the "IRMA Letter") attached hereto as **EXHIBIT B**. The form of the IRMA Letter and the execution of same by the Mayor of the City is hereby approved and authorized.

Alderman Taylor seconded the motion to adopt the foregoing resolution, and the question being put to a roll call vote, the result was as follows:

Alderman Bate	voted: <u>Aye</u>
Alderman Powell	voted: <u>Aye</u>
Alderman Slay	voted: <u>Aye</u>
Alderman Taylor	voted: <u>Aye</u>
Alderman Williams	voted: <u>Aye</u>

The Mayor declared the motion carried and the resolution be adopted this the 5 day of April, 2023.

Walter Morrison
Mayor

ATTEST:

Lindsay Kellum
City Clerk

(SEAL)



EXHIBIT A
BOND COUNSEL ENGAGEMENT LETTER

EXHIBIT B
IRMA LETTER

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