

**STATE OF MISSISSIPPI
COUNTY OF PEARL RIVER
CITY OF PICAYUNE**

Be It Remembered that the Mayor and City Council of the City of Picayune, Pearl River County, Mississippi, met at City Hall, 203 Goodyear Blvd., in said City, Tuesday, November 4, 2014, at 5:00 p.m. in regular session with the following officials present: Mayor Pro Temp Wayne Gouguet, Council Members Tammy Valente, Lynn Bumpers and Larry Breland, City Manager Jim Luke and City Clerk Amber Hinton. Mayor Ed Pinero and Council Member Jan Stevens were absent.

It Being Determined a quorum was present, the following proceedings were held.

Opening prayer was given by Pastor Dale Claybough, followed by the Pledge of Allegiance led by Mayor Pro Temp Wayne Gouguet.

ORDER TO APPROVE MINUTES

Motion was made by Council Member Valente, seconded by Council Member Bumpers to approve the Minutes for the City of Picayune dated October 21, 2014.

The following roll call was made:

VOTING YEA: Mayor Pro Temp Wayne Gouguet, Council Members Valente, Bumpers and Breland

VOTING NAY: None

ABSENT AND NOT VOTING: Mayor Ed Pinero and Council Member Jan Stevens

ABSTAINING AND NOT VOTING: None

The motion was declared carried.

ACKNOWLEDGE RECEIPT OF MONTHLY BUDGET REPORT

Motion was made by Council Member Valente, seconded by Council Member Bumpers to acknowledge receipt of monthly budget report for the month of October 2014.

**AF Statement of Activity - MTD and YTD with Budget
City of Picayune
For 10/31/2014**

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Financial Report	Annual Budget	M-T-D Actual	Y-T-D Actual + Encumbrances	Y-T-D Budget	Variance	Percent YTD
Revenues						
351-000-232.14-000-000 FAA-REHABILITATE RUNWAY	500,000	0	0	41,667	(41,667)	0
351-000-341.01-000-000 RENT T-HANGARS	78,660	21,300	21,300	6,555	14,745	27
351-000-341.02-000-000 GROUND LEASES	12,480	0	0	1,040	(1,040)	0
351-000-374.00-000-000 FUEL SALES	4,000	278	278	333	(55)	7
Total Revenues	595,140	21,578	21,578	49,595	(28,017)	4
Expenditures						
Airport Expenses						
PERSONNEL	57,868	4,076	4,076	4,823	747	7
SUPPLIES	6,300	0	0	525	525	0
OUTSIDE SERVICES	55,756	1,215	3,427	4,648	1,221	6
CAPITAL OUTLAY	550,000	0	0	45,833	45,833	0
Total Airport Expenses	669,924	5,291	7,503	55,829	48,326	1
Total Expenditures	669,924	5,291	7,503	55,829	48,326	1
Excess Revenue Over (Under) Expenditures	(74,784)	16,287	14,075	(6,234)	(76,343)	19

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**CF Statement of Activity - MTD and YTD with Budget
City of Picayune
For 10/31/2014**

Run: 10/30/2014 at 9:22 AM

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Financial Report	Annual Budget	M-T-D Actual	Y-T-D Actual + Encumbrances	Y-T-D Budget	Variance	Percent YTD
Revenues						
406-000-211.00-000-000 RECORDING FEES	0	47	47	0	47	0
406-000-340.00-000-000 INTEREST INCOME	200	0	0	17	(17)	0
406-000-355.00-000-000 MISCELLANEOUS INCOME	350	0	0	29	(29)	0
406-000-380.01-000-000 TRANSFER FROM GENERAL FUND	69,000	5,750	5,750	5,750	0	8
406-000-392.00-000-000 SALE OF LOTS	20,000	2,727	2,727	1,667	1,060	14
Total Revenues	89,550	8,524	8,524	7,463	1,061	10
Expenditures						
Cemetery Expenses						
PERSONNEL	76,355	3,501	3,501	6,363	2,862	5
SUPPLIES	7,967	390	390	666	276	5
OUTSIDE SERVICES	3,300	93	93	275	182	3
Total Cemetery Expenses	87,642	3,984	3,984	7,304	3,320	5
Total Expenditures	87,642	3,984	3,984	7,304	3,320	5
Excess Revenue Over (Under) Expenditures	1,908	4,540	4,540	159	(2,259)	238

**ED Statement of Activity - MTD and YTD with Budget
City of Picayune
For 10/31/2014**

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Financial Report	Annual Budget	M-T-D Actual	Y-T-D Actual + Encumbrances	Y-T-D Budget	Variance	Percent YTD
Revenues						
110-043-340.00-000-000 INTEREST INCOME	250	0	0	21	(21)	0
110-043-340.01-000-000 INTEREST INCOME - FARMER FRESH	0	2,747	2,747	0	2,747	0
110-043-341.00-000-000 RENT	67,875	0	0	5,656	(5,656)	0
110-402-260.00-000-000 SALES TAX-TOURISM	415,000	34,406	34,406	34,583	(177)	8
110-402-314.00-000-000 PARK BLDG RENTAL FEES	2,500	235	235	208	27	9
110-402-314.03-000-000 PARK FIELD RENTAL FEES	1,138	500	500	95	405	44
110-402-314.06-000-000 PARK TOURNAMENT FEES	550	0	0	46	(46)	0
110-402-314.07-000-000 PARK CONCESSION REVENUE	100	0	0	8	(8)	0
110-402-340.00-000-000 INTEREST INCOME-TOURISM IMPROVEMENTS	250	0	0	21	(21)	0
110-402-346.01-000-000 PARK FUNDRAISER	0	1,000	1,000	0	1,000	0
Total Revenues	104,500	0	0	8,708	(8,708)	0
Expenditures	592,163	38,888	38,888	49,346	(10,458)	7
Sale of Lots Expenses						
OUTSIDE SERVICES	5,000	380	380	417	37	8
CAPITAL OUTLAY	100,001	3,651	66,176	100,001	33,825	66
Total Sale of Lots Expenses	105,001	4,031	66,556	100,418	33,862	63
Recreation Expenses						
PERSONNEL	124,465	8,834	8,834	10,372	1,538	7
SUPPLIES	45,000	954	5,519	3,751	(1,768)	12
OUTSIDE SERVICES	140,947	8,955	8,955	11,746	2,791	6
CAPITAL OUTLAY	3,891	0	1,260	3,891	2,631	32
Total Recreation Expenses	314,303	18,743	24,568	29,760	5,192	8
Retirement Development Expenses						
Total Expenditures	419,304	22,774	91,124	130,178	39,054	22
Excess Revenue Over (Under) Expenditures	172,859	16,114	(52,236)	(80,832)	(49,512)	(30)

**GF Statement of Activity - MTD and YTD with Budget
City of Picayune
For 10/31/2014**

Run: 10/30/2014 at 9:22 AM

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Financial Report	Annual Budget	M-T-D Actual	Y-T-D Actual + Encumbrances	Y-T-D Budget	Variance	Percent YTD
Revenues						
001-000-200.00-000-000 AD VALOREM TAXES-CURRENT	1,290,836	382	382	107,570	(107,188)	0
001-000-201.00-000-000 AUTO AND MOBILE HOME TAXES	226,443	17,005	17,005	18,870	(1,865)	8
001-000-202.00-000-000 PERSONAL TAXES	366,947	18	18	30,579	(30,561)	0
001-000-203.00-000-000 AD VALOREM-DELINQUENT	1,000	0	0	83	(83)	0
001-000-210.00-000-000 PENALTIES & INTEREST	24,588	553	553	2,049	(1,496)	2
001-000-214.00-000-000 TAX COLLECTION COSTS	65,133	592	592	5,428	(4,836)	1
001-000-220.00-000-000 PRIVILEGE LICENSES	37,654	3,502	3,502	3,138	364	9
001-000-220.01-000-000 LIQUOR PRIVILEGE TAX	3,825	0	0	319	(319)	0
001-000-221.00-000-000 FRANCHISE CHARGES-UTILITIES	662,686	33,940	33,940	55,224	(21,284)	5
001-000-222.00-000-000 BUILDING PERMITS	55,000	12,929	12,929	4,583	8,346	24
001-000-223.00-000-000 PLANNING/ZONING APPLICATIONS	8,000	0	0	667	(667)	0
001-000-224.00-000-000 LOT CLEAN UP	20,000	0	0	1,667	(1,667)	0
001-000-241.00-000-000 FEDERAL PAYMENT IN LIEU OF	27,500	0	0	2,292	(2,292)	0
001-000-245.01-000-000 STATE WIRELESS FUND	8,657	0	0	721	(721)	0
001-000-250.00-000-000 MUNICIPAL-STATE AID	17,500	0	0	1,458	(1,458)	0
001-000-251.00-000-000 HOMESTEAD EXEMPTION REIMB.	150,000	0	0	12,500	(12,500)	0
001-000-260.00-000-000 GENERAL SALES TAX	4,170,045	370,068	370,068	347,504	22,564	9
001-000-262.01-000-000 MUN. FIRE REBATE FUND - FOR LTD	56,136	0	0	4,678	(4,678)	0
001-000-262.02-000-000 1/4 MILL LEVY FIRE PROTECTION	19,987	183	183	1,666	(1,483)	1
001-000-262.03-000-000 MUN. FIRE REBATE FUNDS-FOR CODE	1,831	0	0	153	(153)	0
001-000-263.00-000-000 POLICE MINIMUM STANDARDS	15,000	0	0	1,250	(1,250)	0
001-000-271.00-000-000 ROAD & BRIDGE TAXES	220,000	2,105	2,105	18,333	(16,228)	1
001-000-276.00-000-000 SCHOOL PATROL	120,696	111,522	111,522	10,058	101,464	92
001-000-289.00-000-000 MUN COURT WARRANT OFFICER	13,000	387	387	1,083	(696)	3
001-000-330.00-000-000 COURT FINES & FEES	303,000	10,860	10,860	25,250	(14,390)	4
001-000-334.00-000-000 SPECIAL POLICE SERVICE	22,500	1,730	1,730	1,875	(145)	8
001-000-335.00-000-000 POLICE EQUIP ASSESSMENTS	2,000	80	80	167	(87)	4
001-000-336.02-000-000 COURT EQUIPMENT	0	20	20	0	20	0
001-000-336.05-000-000 COLLECTION FEE	100	15	15	8	7	15
001-000-336.10-000-000 MUNICIPAL COURT EVIDENCE	10,200	403	403	850	(447)	4
001-000-340.00-000-000 INTEREST EARNED	20,000	0	0	1,667	(1,667)	0
001-000-355.00-000-000 MISCELLANEOUS INCOME	14,000	55	55	1,167	(1,112)	0
001-000-380.07-000-000 TRANSFER FROM CAPITAL PROJECTS FUND	80,879	17,000	17,000	6,740	10,260	21
001-000-393.04-000-000 SALE OF SCRAP METAL-MAINTENANCE	0	184	184	0	184	0
Total Revenues	8,035,143	583,533	583,533	669,597	(86,064)	7
Expenditures						
Municipal Council Expenses						
PERSONNEL	67,163	4,598	4,598	5,598	1,000	7
SUPPLIES	500	0	420	42	(378)	84
OUTSIDE SERVICES	54,750	2,799	2,799	4,563	1,764	5

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**GF Statement of Activity - MTD and YTD with Budget
City of Picayune
For 10/31/2014**

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	Annual Budget	M-T-D Actual	Y-T-D Actual + Encumbrances	Y-T-D Budget	Variance	Percent YTD
Financial Report						
Total Municipal Council Expenses	122,413	7,397	7,817	10,203	2,386	6
<u>Municipal Court Expenses</u>						
PERSONNEL	268,606	19,554	19,554	22,383	2,829	7
SUPPLIES	4,250	857	217	354	137	5
OUTSIDE SERVICES	68,125	5,950	5,950	5,678	(272)	9
Total Municipal Court Expenses	340,981	26,361	25,721	28,415	2,694	8
<u>City Attorney Expenses</u>						
PERSONNEL	19,616	660	660	1,634	974	3
OUTSIDE SERVICES	20,000	1,618	1,618	1,667	50	8
Total City Attorney Expenses	39,616	2,278	2,278	3,301	1,024	6
<u>City Manager Expenses</u>						
PERSONNEL	98,290	7,321	7,321	8,190	869	7
SUPPLIES	6,000	96	112	501	389	2
OUTSIDE SERVICES	15,300	564	564	1,276	712	4
Total City Manager Expenses	119,590	7,981	7,997	9,967	1,970	7
<u>General Services Expenses</u>						
PERSONNEL	17,307	1,229	1,229	1,444	215	7
SUPPLIES	7,700	290	497	642	145	6
OUTSIDE SERVICES	200,173	59,665	60,865	16,681	(44,184)	30
Total General Services Expenses	225,180	61,184	62,591	18,767	(43,824)	28
<u>Financial Expenses</u>						
PERSONNEL	141,525	10,457	10,457	11,793	1,336	7
SUPPLIES	7,500	270	450	625	175	6
OUTSIDE SERVICES	69,625	2,621	2,621	5,802	3,181	4
Total Financial Expenses	218,650	13,348	13,528	18,220	4,692	6
<u>Grant Expenses</u>						
PERSONNEL	20,793	1,514	1,514	1,733	219	7
SUPPLIES	4,000	0	0	333	333	0
OUTSIDE SERVICES	7,950	942	942	1,579	637	12
Total Grant Expenses	32,743	2,456	2,456	3,645	1,189	8
<u>Code Enforcement Expenses</u>						
PERSONNEL	150,905	11,220	11,220	12,576	1,356	7
SUPPLIES	4,300	83	330	358	128	5
OUTSIDE SERVICES	41,650	3,080	7,034	3,472	(3,562)	17
Total Code Enforcement Expenses	196,855	14,383	18,484	16,406	(2,078)	9
<u>Police Administration Expenses</u>						
PERSONNEL	126,602	9,777	9,777	10,550	773	8
SUPPLIES	7,500	311	655	625	(330)	13
OUTSIDE SERVICES	56,025	7,267	6,603	4,670	(2,133)	12
CAPITAL OUTLAY	8,657	0	0	721	721	0
Total Police Administration Expenses	198,784	17,355	17,535	16,566	(968)	9

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**GF Statement of Activity - MTD and YTD with Budget
City of Picayune
For 10/31/2014**

Run: 10/30/2014 at 9:22 AM

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Financial Report	Annual Budget	M-T-D Actual	Y-T-D Actual + Encumbrances	Y-T-D Budget	Variance	Percent YTD
Patrol & Investigations Expenses						
PERSONNEL	1,398,337	97,120	97,120	116,529	19,409	7
SUPPLIES	136,750	7,426	8,483	11,396	2,913	6
OUTSIDE SERVICES	100,906	9,936	13,536	8,408	(5,128)	13
Total Patrol & Investigations Expenses	1,635,993	114,482	119,139	136,333	17,194	7
Domestic Violence Grant Expenses						
SUPPLIES	1,000	0	0	83	83	0
Total Domestic Violence Grant Expenses	1,000	0	0	83	83	0
Custody of Prisoners Expenses						
PERSONNEL	170,227	10,310	10,310	14,185	3,875	6
SUPPLIES	61,500	3,011	3,599	5,124	1,525	6
OUTSIDE SERVICES	15,500	280	280	1,292	1,012	2
Total Custody of Prisoners Expenses	247,227	13,601	14,189	20,601	6,412	6
Alcohol Countermeasures Grant Expenses						
Records & Communications Expenses						
PERSONNEL	357,332	24,416	24,416	29,778	5,362	7
SUPPLIES	6,500	0	0	541	541	0
OUTSIDE SERVICES	20,300	2,792	2,792	1,691	(1,101)	14
Total Records & Communications Expenses	384,132	27,208	27,208	32,010	4,802	7
School Patrol Expenses						
PERSONNEL	173,763	12,731	12,731	14,481	1,750	7
SUPPLIES	6,000	599	599	500	(99)	10
OUTSIDE SERVICES	3,750	212	212	313	101	6
Total School Patrol Expenses	183,513	13,542	13,542	15,294	1,752	7
Animal Control Expenses						
PERSONNEL	30,601	2,193	2,193	2,549	356	7
SUPPLIES	2,780	307	307	231	(76)	11
OUTSIDE SERVICES	42,650	4,425	4,425	(1,028)	(5,453)	10
Total Animal Control Expenses	76,031	6,925	6,925	1,752	(5,173)	9
Fire Department Expenses						
PERSONNEL	2,006,143	145,886	145,886	167,179	21,293	7
SUPPLIES	54,600	10,278	3,389	4,550	1,161	6
OUTSIDE SERVICES	82,889	7,892	9,898	6,907	(2,991)	12
Total Fire Department Expenses	2,143,632	164,056	159,173	178,636	19,463	7
Streets & Drainage Expenses						
PERSONNEL	328,630	23,035	23,035	27,385	4,350	7
SUPPLIES	169,105	6,641	13,254	14,092	838	8
OUTSIDE SERVICES	302,050	32,839	31,144	25,172	(5,972)	10
Total Streets & Drainage Expenses	799,785	62,515	67,433	66,649	(784)	8
Grounds & Beautification Expenses						

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**GF Statement of Activity - MTD and YTD with Budget
City of Picayune
For 10/31/2014**

Run: 10/30/2014 at 9:22 AM

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	Annual Budget	M-T-D Actual	Y-T-D Actual + Encumbrances	Y-T-D Budget	Variance	Percent YTD
Financial Report						
PERSONNEL	344,870	27,612	27,612	28,740	1,128	8
SUPPLIES	94,844	6,334	5,457	7,905	2,448	6
OUTSIDE SERVICES	20,950	1,334	1,753	1,746	(7)	8
Total Grounds & Beautification Expenses	460,664	35,280	34,822	38,391	3,569	8
Equipment Maintenance Expenses						
PERSONNEL	46,331	2,352	2,352	3,861	1,509	5
SUPPLIES	14,110	91	252	1,176	924	2
OUTSIDE SERVICES	10,300	463	463	869	396	5
CAPITAL OUTLAY	184	0	184	184	0	100
Total Equipment Maintenance Expenses	70,925	2,906	3,251	6,080	2,829	5
Transfers Expenses						
OUTSIDE SERVICES	433,318	5,750	5,750	36,110	30,360	1
Total Transfers Expenses	433,318	5,750	5,750	36,110	30,360	1
Aid to Other Govts Expenses						
OUTSIDE SERVICES	19,280	1,607	1,607	1,607	0	8
Total Aid to Other Govts Expenses	19,280	1,607	1,607	1,607	0	8
Total Expenditures	7,950,312	600,615	611,446	659,036	47,591	8
Excess Revenue Over (Under) Expenditures	84,831	(17,062)	(27,913)	10,561	(133,655)	(33)

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UF Statement of Activity - MTD and YTD with Budget
City of Picayune
For 10/31/2014

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Financial Report	Annual Budget	M-T-D Actual	Y-T-D Actual + Encumbrances	Y-T-D Budget	Variance	Percent YTD
Revenues						
405-000-340.00-000-000 INTEREST INCOME	7,500	0	0	625	(625)	0
405-000-340.04-000-000 2013 REVENUE BOND INTEREST EARNED	2,640	0	0	220	(220)	0
405-000-351.02-000-000 MISC TAP INCOME	25,000	1,050	1,050	2,083	(1,033)	4
405-000-352.00-000-000 PRCUA BILLING/AMR PAYMENTS	54,000	4,638	4,638	4,500	138	9
405-000-355.00-000-000 MISC INCOME	112,000	9,041	9,041	9,333	(292)	8
405-000-355.01-000-000 MISC INCOME BAGS	4,000	248	248	333	(85)	6
405-000-360.01-000-000 METERED SALES WATER	1,721,138	129,362	129,362	143,428	(14,066)	8
405-000-360.02-000-000 METERED SALES GAS	2,235,400	120,909	120,909	186,283	(65,374)	5
405-000-362.00-000-000 SERVICE CONNECTION CHARGES	2,000	125	125	167	(42)	6
405-000-364.00-000-000 UTILITY LATE CHARGES	145,000	12,904	12,904	12,083	821	9
405-000-365.00-000-000 GARBAGE REVENUE	915,000	81,716	81,716	76,250	5,466	9
Total Revenues	5,223,678	359,993	359,993	435,305	(75,312)	7
Expenditures						
Intrafund Transfers Expenses						
TRANSFERS	100,000	8,333	8,333	8,333	0	8
Total Intrafund Transfers Expenses	100,000	8,333	8,333	8,333	0	8
Utility Administration Expenses						
PERSONNEL	564,707	43,076	43,076	47,059	3,983	8
SUPPLIES	29,000	819	902	2,416	1,514	3
OUTSIDE SERVICES	205,250	36,477	36,477	35,437	(1,040)	18
Total Utility Administration Expenses	798,957	80,372	80,455	84,912	4,457	10
Director of Public Works Expenses						
PERSONNEL	159,997	11,994	11,994	13,334	1,340	8
SUPPLIES	16,616	3,038	776	1,949	1,173	5
OUTSIDE SERVICES	79,615	4,954	4,954	6,635	1,681	6
CAPITAL OUTLAY	2,203	440	0	370	370	0
Total Director of Public Works Expenses	258,431	20,426	17,724	22,288	4,564	7
Water Regulations Expenses						
PERSONNEL	44,627	3,533	3,533	3,720	187	8
SUPPLIES	39,950	1,963	353	3,350	2,977	1
OUTSIDE SERVICES	6,608	17	17	551	534	0
Total Water Regulations Expenses	91,185	5,513	3,903	7,601	3,698	4
Well and Pump Maintenance Expenses						
SUPPLIES	18,975	895	1,515	1,581	66	8
OUTSIDE SERVICES	94,582	6,379	6,806	7,882	1,076	7
Total Well and Pump Maintenance Expenses	113,557	7,274	8,321	9,463	1,142	7
Sewer Construction Expenses						
Utility Construction Expenses						

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**UF Statement of Activity - MTD and YTD with Budget
City of Picayune
For 10/31/2014**

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Financial Report	Annual Budget	M-T-D Actual	Y-T-D Actual + Encumbrances	Y-T-D Budget	Variance	Percent YTD
PERSONNEL	172,998	12,253	12,253	14,417	2,164	7
SUPPLIES	40,135	3,286	3,700	3,345	(355)	9
OUTSIDE SERVICES	30,630	86	4,835	2,552	(2,283)	16
Total Utility Construction Expenses	243,763	15,624	20,788	20,314	(474)	9
Water Operations Expenses						
PERSONNEL	325,607	15,301	15,301	27,134	11,833	5
SUPPLIES	139,025	4,759	39,812	11,586	(28,226)	29
OUTSIDE SERVICES	20,350	573	4,592	1,696	(2,866)	23
CAPITAL OUTLAY	163,856	0	0	31,989	31,989	0
Total Water Operations Expenses	648,838	20,633	59,705	72,405	12,700	9
Gas Operations Expenses						
PERSONNEL	241,372	17,982	17,982	20,114	2,132	7
SUPPLIES	1,436,600	180,368	179,872	119,716	(60,156)	13
OUTSIDE SERVICES	80,300	1,355	3,201	6,693	3,492	4
CAPITAL OUTLAY	2,407,670	197,850	197,850	200,639	2,789	8
Total Gas Operations Expenses	4,165,942	397,555	396,905	347,162	(51,743)	10
Garbage Expenses						
GARBAGE EXPENSES	810,000	72,414	72,414	67,500	(4,914)	9
Total Garbage Expenses	810,000	72,414	72,414	67,500	(4,914)	9
Loan Interest Expenses						
INTEREST EXPENSE	87,957	3,596	3,596	7,330	3,734	4
Total Loan Interest Expenses	87,957	3,596	3,596	7,330	3,734	4
Total Expenditures	7,318,630	631,740	674,144	647,308	(26,836)	9
Excess Revenue Over (Under) Expenditures	(2,094,952)	(271,747)	(314,151)	(212,003)	(48,476)	(15)

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The following roll call was made:

VOTING YEA: Mayor Pro Temp Wayne Gouguet, Council Members Valente, Bumpers and Breland

VOTING NAY: None

ABSENT AND NOT VOTING: Mayor Ed Pinero and Council Member Jan Stevens

ABSTAINING AND NOT VOTING: None

The motion was declared carried.

ACKNOWLEDGE RECEIPT OF OATH'S OF OFFICE FOR MUNICIPAL COURT DEPUTY CLERK

Motion was made by Council Member Valente, seconded by Council Member Bumpers to acknowledge receipt of Oath of Office for Municipal Court Deputy Clerks Reba Tate.

OATH OF OFFICE

THE STATE OF MISSISSIPPI

CITY OF PICAYUNE

I, Reba Tate, do solemnly swear that I will faithfully support the Constitution of the United States and the Constitution of the State of Mississippi, and obey the laws thereof, that I am not disqualified from holding the office of Municipal Court Deputy Clerk of the City of Picayune in said state; that I will faithfully discharge the duties of the office upon which I am about to enter, SO HELP ME GOD.



Sworn to and subscribed before me, this 1st day of October,
2014.



G. GERALD CRUTHIRD
Picayune Municipal Court Judge

19

Item # 18

The following roll call was made:

VOTING YEA: Mayor Pro Temp Wayne Gouguet, Council Members Valente, Bumpers and Breland

VOTING NAY: None

ABSENT AND NOT VOTING: Mayor Ed Pinero and Council Member Jan Stevens

ABSTAINING AND NOT VOTING: None

The motion was declared carried.

ORDER TO APPROVE DOCKET

Motion was made by Council Member Valente, seconded by Council Member Bumpers to approve the docket for November 4, 2014 in the amount of \$ 872,444.39.

The following roll call was made:

VOTING YEA: Mayor Pro Temp Wayne Gouguet, Council Members Valente, Bumpers and Breland

VOTING NAY: None

ABSENT AND NOT VOTING: Mayor Ed Pinero and Council Member Jan Stevens

ABSTAINING AND NOT VOTING: None

The motion was declared carried.

ACCEPT GOVERNOR'S PROCLAMATION IN REGARDS TO HOLIDAYS

Motion was made by Council Member Breland, seconded by Council Member Valente to accept the Governor's Proclamation in regards to the Thanksgiving, Christmas and New Year's holiday.

PROCLAMATION

WHEREAS, pursuant to Miss. Code Ann. Section 3-3-7, Thanksgiving Day, Christmas Day and New Year's Day are declared legal holidays in the State of Mississippi; and

WHEREAS, during the Thanksgiving holiday and Christmas and New Year's season, many state employees will spend time with their families in Mississippi and in other states;

NOW, THEREFORE, I, Phil Bryant, Governor of the State of Mississippi, pursuant to the authority vested in me under the Constitution of the State of Mississippi and applicable statutes of the State of Mississippi, do hereby authorize the closing of all offices of the State of Mississippi on Thursday, November 27, 2014, in observance of THANKSGIVING DAY; on Thursday, December 25, 2014, in observance of CHRISTMAS DAY; and on Thursday, January 1, 2015, in observance of NEW YEAR'S DAY.

IN ADDITION, I hereby authorize the executive officers of all state agencies, in their discretion after considering the interests of the people of the State of Mississippi and the staffing needs of their respective agencies, to close all offices of the State of Mississippi on Friday, November 28, 2014, in further observance of the Thanksgiving holiday, on Wednesday, December 24, 2014, in further observance of Christmas and on Friday, January 2, 2015, in further observance of New Year's Day; and to staff their respective agencies as needed during the Thanksgiving holiday and Christmas and New Year's season.



IN WITNESS WHEREOF, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed.

DONE in the City of Jackson, on the 23rd day of October in the year of our Lord, two thousand and fourteen, and of the Independence of the United States of America, the two hundred and thirty-ninth.

Handwritten signature of Phil Bryant in cursive.

PHIL BRYANT
GOVERNOR

BY THE GOVERNOR

Handwritten signature of C. Delbert Hosemann, Jr. in cursive.

C. DELBERT HOSEMAN, JR.
SECRETARY OF STATE

The following roll call was made:

VOTING YEA: Mayor Pro Temp Wayne Gouquet, Council Members Valente, Bumpers and Breland

VOTING NAY: None

ABSENT AND NOT VOTING: Mayor Ed Pinero and Council Member Jan Stevens

ABSTAINING AND NOT VOTING: None

The motion was declared carried.

ACCEPT DONATIONS FOR THE LIGHTING PROJECT ON WEST CANAL ST

Motion as made by Council Member Breland, seconded by Council Member Valente to accept donations totaling \$2,000.00 for the lighting project on West Canal St.

The following roll call was made:

VOTING YEA: Mayor Pro Temp Wayne Gouguet, Council Members Valente, Bumpers and Breland

VOTING NAY: None

ABSENT AND NOT VOTING: Mayor Ed Pinero and Council Member Jan Stevens

ABSTAINING AND NOT VOTING: None

The motion was declared carried.

ACKNOWLEDGE THE PLACEMENT OF THE “FALLEN SOLDIER BATTLE CROSS” MONUMENT

Motion was made by Council Member Valente, seconded by Council Member Bumpers to acknowledge the placement of the “Fallen Solder Battle Cross” Monument to be located by the flag pole in front of City Hall on Goodyear Blvd. on November 11, 2014 at 11:00.

The following roll call was made:

VOTING YEA: Mayor Pro Temp Wayne Gouguet, Council Members Valente, Bumpers and Breland

VOTING NAY: None

ABSENT AND NOT VOTING: Mayor Ed Pinero and Council Member Jan Stevens

ABSTAINING AND NOT VOTING: None

The motion was declared carried.

APPROVE RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PICAYUNE, MISSISSIPPI AUTHORIZING THE EMPLOYMENT OF PROFESSIONALS IN CONNECTION WITH CITY’S ANNUAL CONTINUING DISCLOSURE FILING REQUIREMENT

Motion was made by Council Member Breland, seconded by Council Member Valente to approve Resolution of the City Council of the City of Picayune, Mississippi authorizing the employment of professionals in connection with the City’s annual continuing disclosure filing requirement and authorize Mayor and City Clerk to sign all necessary documents.

The City Council (the "Governing Body") of the City of Picayune, Mississippi (the "City") took up for consideration the matter of establishing appropriate policies and procedures regarding continuing disclosure obligations and thereupon Council Member Breland offered and moved for the adoption of the following resolution:

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PICAYUNE, MISSISSIPPI (THE "CITY") AUTHORIZING THE EMPLOYMENT OF PROFESSIONALS IN CONNECTION WITH THE CITY'S ANNUAL CONTINUING DISCLOSURE FILING REQUIREMENT PURSUANT TO RULE 15C2-12, AS AMENDED FROM TIME TO TIME; AUTHORIZING AND APPROVING THE FORM OF A MUNICIPALITIES CONTINUING DISCLOSURE COOPERATION INITIATIVE QUESTIONNAIRE (THE "QUESTIONNAIRE") AND THE FILING OF THE QUESTIONNAIRE WITH THE SECURITIES AND EXCHANGE COMMISSION; AUTHORIZING AND APPROVING THE FORM OF AND ADOPTION OF POLICIES AND PROCEDURES FOR CONTINUING DISCLOSURE/SEC RULE 15C2-12 COMPLIANCE; AND FOR RELATED PURPOSES.

WHEREAS, pursuant to Securities and Exchange Commission Rule 15c2-12, as amended from time to time (the "Rule"), the City is required to provide on an annual basis certain financial information and operating data to the Municipal Securities Rulemaking Board (the "MSRB") through the MSRB's Electronic Municipal Market Access system at www.emma.msrb.org ("EMMA"), in the electronic format then prescribed by the Securities and Exchange Commission (the "SEC") (the "Required Electronic Format") pursuant to the Rule (the "Annual Filing");

WHEREAS, the Governing Body finds it is in the best interest of the City to authorize the law firm of Butler Snow LLP, Ridgeland, Mississippi to serve as dissemination agent and to prepare and distribute all necessary documents in connection with the City's Annual Filing and to approve the form of the engagement letter in connection with the City's Annual Filing;

WHEREAS, the Municipalities Continuing Disclosure Cooperation Initiative (the "Initiative") was created by the SEC to encourage self-reporting by issuers of possible violations related to potential misrepresentations in offering documents concerning an issuer's prior compliance with continuing disclosure obligations through the filing of a Municipalities Cooperation Initiative Questionnaire for Self-Reporting Entities (the "Questionnaire");

WHEREAS, the Governing Body finds it is in the best interest of the City to participate in the Initiative and to approve the form/forms of the Questionnaire and to authorize the law firm of Butler Snow LLP, Ridgeland, Mississippi as special counsel to the City to submit the Questionnaire to the SEC and to approve the form of the engagement letter in connection with submission of the Questionnaire to the Initiative; and

WHEREAS, the Governing Body finds it is in the best interest of the City to monitor post issuance compliance in connection with the City's outstanding bond obligations and pursuant to the City's continuing disclosure agreements/certificates executed in connection with

the City's outstanding bond obligations and to approve the form of and execution of the Policies and Procedures For Continuing Disclosure/SEC Rule 15c2-12 Compliance (the "Policy"), to be dated as of the date of this resolution.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the City of Picayune, Mississippi, acting for and on behalf of the City, as follows:

SECTION 1. That the Governing Body of the City hereby employs the law firm of Butler Snow LLP to serve as dissemination agent and to compile the necessary information, with the assistance of the City, in connection with the City's Annual Filing, and the Mayor and/or the City Clerk of the City are hereby authorized and directed to execute and deliver the engagement letter, attached hereto as **EXHIBIT A**.

SECTION 2. The Governing Body of the City hereby approves the participation in the Initiative and the form of the Questionnaire and the Mayor and/or the City Clerk of the City are hereby authorized and directed to execute said Questionnaire on behalf of the City, which said Questionnaire shall be in substantially the form attached hereto as **EXHIBIT B**, with such completions, changes, insertions and modifications as shall be approved by the officers executing and delivering the same.

SECTION 3. The Governing Body of the City hereby employs the law firm of Butler Snow LLP to serve as special counsel to the City in connection with the participation in the Initiative, and the Mayor and/or the City Clerk of the City are hereby authorized and directed to execute and deliver the engagement letter, attached hereto as **EXHIBIT C**. The Governing Body of the City hereby authorizes the City Clerk and the City Attorney to assist Butler Snow LLP in connection with the participation in the Initiative.

SECTION 4. Butler Snow, LLP, Ridgeland, Mississippi is hereby approved to submit the Questionnaire for and on behalf of the City on or before December 1, 2014 to the SEC.

SECTION 5. The form of the Policy is hereby approved, and the Mayor and the City Clerk of the City are hereby authorized and directed to execute said Policy on behalf of the City. All provisions of the Policy, when executed as authorized herein, shall be incorporated herein, and shall be deemed to be a part of this Resolution fully and to the same extent as if separately set out verbatim herein, which said Policy shall be in substantially the form attached hereto as **EXHIBIT D**, with such completions, changes, insertions and modifications as shall be approved by the officers executing and delivering the same.

SECTION 6. The Mayor and/or City Clerk or any other authorized officer of the Governing Body, be, and they are hereby authorized and directed for and on behalf of the City, to take any and all such actions as may be required by the City to carry out and to give effect to the aforesaid documents authorized pursuant to this resolution and to execute all papers, documents, certificates and other instruments that may be required for the carrying out of the authority conferred by this resolution in order to evidence said authority.

SECTION 7. 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

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only to the extent of such conflict. For cause, this resolution shall become effective upon the adoption hereof.

Following further discussion of the foregoing Resolution, Council Member Valente seconded the motion for its adoption and the question being put to a roll call vote, and the result was as follows:

Mayor Ed Pinero	Voted: <u>Absent</u>
Council Member Tammy Valente	Voted: <u>YAY</u>
Council Member Lynn Bogan Bumpers	Voted: <u>YAY</u>
Council Member Jan Stevens	Voted: <u>Absent</u>
Council Member Larry Breland	Voted: <u>YAY</u>
Council Member Wayne Gouquet	Voted: <u>YAY</u>

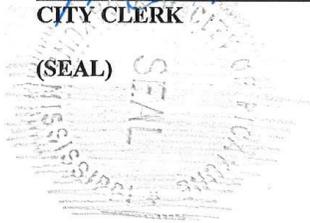
The motion having received the affirmative vote of a majority of the members present, the Mayor declared the motion carried and the resolution adopted, on this the 4 day of November, 2014.

ATTEST:

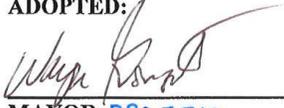


CITY CLERK

(SEAL)



ADOPTED:



MAYOR PRO TEMP

EXHIBIT A

DISSIMINATION AGENT ENGAGEMENT LETTER

November 4, 2014

VIA E-MAIL AT AHINTON@PICAYUNE.MS.US

City of Picayune, Mississippi
Attn: Amber Hinton, City Clerk
203 Goodyear Boulevard
Picayune, MS 39466

Re: City of Picayune, Mississippi 2015 Continuing Disclosure Submission

Dear Ms. Hinton:

We served as Bond Counsel in connection with various bond issues of the City. In the past, the City retained our firm to prepare and submit the City's Continuing Disclosure Information Statement in connection with the Bonds. It is once again time to prepare the current year's annual disclosure.

As you may recall, pursuant to each Continuing Disclosure Agreement executed in connection with the issuance of the Bonds, the City is required to provide on an annual basis certain financial information and operating data to the (i) (a) Municipal Securities Rulemaking Board (the "MSRB") through MSRB's Electronic Municipal Market Access system at www.emma.msrb.org ("EMMA"), in the electronic format then prescribed by the Securities and Exchange Commission (the "SEC") (the "Required Electronic Format") pursuant to Rule 15c2-12, as amended from time to time (the "Rule") of the SEC, together with any identifying information or other information then required to accompany the applicable filing (the "Accompanying Information"), and (b) in the future, any successor repository or repositories prescribed by the SEC for the purpose of serving as repository under the Rule (together (a) and (b) are the "National Repository"); and (ii) any public or private repository or entity designated by the State as a State repository for the purposes of the Rule (the "State Repository" and together with the National Repository, the "Repository"), together with any identifying information or other information then required to accompany the applicable filing (the "Accompanying Information"). This continuing disclosure requirement is set forth in the Rule and requires such updated data be filed with EMMA no later than 180 days after the end of each fiscal year. **This year's filing is due on or before March 31, 2015.** Failure to file timely and to comply with the Rule could result in an Enforcement Action by the SEC where the SEC may attempt to require performance and may allege penalties are owed. Additionally, the City's failure to disclose timely may adversely impact bondholders of the Bonds and could adversely affect the sale of future bonds issued by the City.

Our fees hereunder will be based upon (i) our current understanding of the terms, the structure, size and schedule of the financings which may be represented hereunder, (ii) the duties we will undertake pursuant to this engagement letter, (iii) the time we anticipate devoting to the matters hereunder and (iv) the responsibilities we will assume in connection therewith. Based on

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the foregoing, we estimate that our fees for legal services hereunder will be between \$3,000 and \$5,000.

This letter authorizes us to incur expenses and make disbursements on behalf of the City, which will include such items as travel costs, photocopying, deliveries and other out-of-pocket costs. Attached as Exhibit A is the Butler Snow billing policy

If you would like for us to handle this matter for you, please have this proposal approved and return a signed copy of this letter to us at your earliest convenience. Alternatively, if you do not wish for us to handle this matter for you, please sign the portion of this letter indicating same, and return it to us. If you have any questions or wish to discuss this matter further, please do not hesitate to contact me.

Very truly yours,

BUTLER SNOW LLP

Lucien L. Bourgeois

APPROVED BY:

Name: _____

Title: _____

We do not wish to retain Butler Snow LLP to prepare the Continuing Disclosure Information Statement for the City of Picayune.

Name: _____

Title: _____

Date: _____

cc: Nathan S. Farmer, Esq., City of Picayune, Mississippi City Attorney
(via email to: nathansfarmer@bellsouth.net)

Exhibit A

**BUTLER SNOW LLP
STANDARD BILLING TERMS AND CHARGES FOR EXPENSES
As of January 1, 2014**

Butler Snow LLP (the "Firm") will bill clients on a monthly basis for legal services, unless another arrangement is agreed to and approved in writing by the Firm and the Client. The Firm typically sends bills for legal services and expenses via the U.S. Postal Service or by e-mail. Electronic billing services may also be used by specific agreement.

It is our goal that our bills are easy to understand, simple, and reflect appropriate charges for the value our services provided. As such, we do not charge for many incidental costs or routine services. We are continually working to ensure that our bills are clear and understandable. Should you have questions about any aspect of your bill, please contact the Firm as soon as possible so that your concerns may be quickly resolved. The chart below spells out the complete details of our expense charges. Our payment terms are payment within **15 days** of receipt of the bill, unless other arrangements are agreed to in advance.

Any overpayments or duplicate payments the Firm receives that cannot be posted to an outstanding bill ("unapplied payments") will be deposited into the Firm's operating account upon receipt and posted as unapplied cash to the client's account. These unapplied payments will either be applied to a future bill or refunded to the client, whichever is appropriate.

Document Reproduction	No charge for routine reproduction (under 50 pages per day)
Normal sized documents (up to 11 x 17)	For reproduction in excess of 50 pages per day – Black & White: \$0.10/page Color: \$0.25/page
	Bates Labeling – Electronic: \$0.05/page Manual: \$0.15/page
Oversize documents (size in excess of 11 x 17)	Charge for each page – no exclusion Black & white: \$6.00/page Color: \$30.00/page
Electronic Data Manipulation for reproduction	\$75 per hour

Document Scanning	No charge for routine scanning (except evidentiary materials) Bulk scanning of evidentiary documents: \$0.06/page <i>(additional charge for document coding)</i>
Oversize documents (size in excess of 11 x 17)	\$10.00/page

Wire Transfers	Outgoing: International: \$50/wire Domestic: \$25/wire
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Data/Audio/Visual Duplication & Reproduction	CD/DVD: Portable Media Devices:	\$12.00 for each disc Priced per data storage size
Electronically Stored Information (Litigation Support Services)	Data Filtering/Searching: Data Processing Native: Data Processing Full Tiff: Data Storage:	\$50.00/gb per occurrence \$200.00/gb per occurrence \$250.00/gb per occurrence \$15.00/gb per mo.
Computerized Legal Research	No charge for basic research. \$25/search for public records, special treatises, briefs, motions and expert directory databases. Specialized research at actual cost with prior client approval	
Electronic retrieval of Court documents	\$0.40 / document	
Electronic retrieval of Court documents	No charge for calls or Fax transmissions within the United States. Non-domestic and conference calls charged at actual cost.	
Travel (personal vehicle)	Current Standard Mileage Rate as allowed by the IRS	
Messenger Delivery and Service of Subpoenas or Summons	Deliveries under 10 miles one way-No charge; 10-25 miles one way - \$25.00; over 25 miles one way - \$10.00/hour plus mileage; Service of Subpoenas/Summons - \$35.00 plus delivery	
Overnight Package Delivery	Charged at actual cost per package	
Postage	No charge for routine postage (under \$25 per day) Bulk mailing postage: at actual cost	

EXHIBIT B
FORM OF QUESTIONNAIRE



**U.S. SECURITIES AND EXCHANGE COMMISSION
DIVISION OF ENFORCEMENT**

**MUNICIPALITIES CONTINUING DISCLOSURE COOPERATION INITIATIVE
QUESTIONNAIRE FOR SELF-REPORTING ENTITIES**

NOTE: The information being requested in this Questionnaire is subject to the Commission's routine uses. A list of those uses is contained in SEC Form 1662, which also contains other important information.

1. Please provide the official name of the entity that is self-reporting ("Self-Reporting Entity") pursuant to the MCDC Initiative along with contact information for the Self-Reporting Entity:

Individual Contact Name:
Individual Contact Title:
Individual Contact telephone:
Individual Contact Fax number:
Individual Contact email address:

Full Legal Name of Self-Reporting Entity:
Mailing Address (number and street):
Mailing Address (city):
Mailing Address (state): Mississippi
Mailing Address (zip):

2. Please identify the municipal bond offering(s) (including name of Issuer and/or Obligor, date of offering and CUSIP number) with Official Statements that may contain a materially inaccurate certification on compliance regarding prior continuing disclosure obligations (for each additional offering, attach an additional sheet or separate schedule):

State: Mississippi
Full Name of Issuing Entity:
Full Legal Name of Obligor (if any):
Full Name of Security Issue:
Initial Principal Amount of Bond Issuance:
Date of Offering:
Date of final Official Statement (format MMDDYYYY):
Nine Character CUSIP number of last maturity:

3. Please describe the role of the Self-Reporting Entity in connection with the municipal bond offerings identified in Item 2 above (select Issuer, Obligor or Underwriter):

- Issuer
- Obligor
- Underwriter

4. Please identify the lead underwriter, municipal advisor, bond counsel, underwriter's counsel and disclosure counsel, if any, and the primary contact person at each entity, for each offering identified in Item 2 above (attach additional sheets if necessary):

Senior Managing Underwriting Firm:
Primary Individual Contact at Underwriter:

Financial Advisor:
Primary Individual Contact at Financial Advisor:

Bond Counsel Firm:
Primary Individual Contact at Bond Counsel:

Law Firm Serving as Underwriter's Counsel:
Primary Individual Contact at Underwriter's Counsel:

Law Firm Serving as Disclosure Counsel:
Primary Individual Contact at Disclosure Counsel:

5. Please include any facts that the Self-Reporting Entity would like to provide to assist the staff of the Division of Enforcement in understanding the circumstances that may have led to the potentially inaccurate statements (attach additional sheets if necessary):
PLEASE SEE ATTACHED EXHIBIT L M A L ; D M F P L

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On behalf of
I hereby certify that the Self-Reporting Entity intends to consent to the applicable
settlement terms under the MCDC Initiative.

By: _____

Name of Duly Authorized Signer:

Title:

EXHIBIT C

SPECIAL COUNSEL ENGAGEMENT LETTER

November 4, 2014

VIA E-MAIL AT AHINTON@PICAYUNE.MS.US

City of Picayune, Mississippi
Attn: Amber Hinton, City Clerk
203 Goodyear Boulevard
Picayune, MS 39466

Re: City of Picayune, Mississippi 2015 MCDC/SEC Initiative

Dear Ms. Hinton:

This letter is to confirm our engagement as special counsel to the City of Picayune, Mississippi (the "City") in connection with advising the City with regard to possible participation in the Municipalities Continuing Disclosure Cooperation Initiative (the "Initiative") of the Securities and Exchange Commission (the "SEC"). This letter sets forth the role we propose to serve and the responsibilities we propose to assume as special counsel to the City in connection with this engagement. Our engagement hereunder is as special counsel to the City and we are not representing any officer or any individual member of the governing body of the City in connection with these matters.

Scope of Services

We understand our employment will include conferences with the City with regard to its past compliance with its continuing disclosure undertakings in connection with prior City financings, reviewing statements made by the City regarding its compliance in Official Statements delivered to investors since 2009, and advising the City about whether to participate in the Initiative. Our services do not include financial advice to the City. Our services as special counsel to the City are limited to those contracted for explicitly herein and the execution of this letter by the City constitutes an acknowledgment of those limitations.

Attorney-Client Relationship

In performing our services as special counsel, the City will be our client. We will represent the interests of the City, respectively, rather than the City Council, the Council's individual members, or the City's employees.

Conflicts of Interest

Before accepting any new business, the Mississippi Rules of Professional Conduct (the "Rules") require us to evaluate whether there exist any ethical constraints to representing the City. We have completed a conflicts check within our firm and have found no current conflict between the City and our existing clients.

As we discussed, we have served as bond counsel to the City in connection with bond issuances which we understand have been self-reported by certain underwriters under the Initiative and are included under Exhibit C attached hereto. We have participated in the preparation of official statements and continuing disclosure undertakings subject to our bond counsel representation. We have also assisted the City with certain annual continuing disclosure undertakings related to City bond issuances.

The Initiative may create a tension between the City and its officials, employees and representative advisors. Initiative participation does not protect individuals associated with bond issues from further enforcement action. If the SEC pursues action against City officials as a result of information gleaned from the Initiative questionnaire, representatives of the City may be required to cooperate with the SEC in the ensuing investigation. The information in the MCDC questionnaire may also lead to investigations of and enforcement actions against City advisors such as underwriters, financial advisors or bond lawyers.

At this time, to the best of our knowledge, the SEC has made no allegations against City representatives or advisors as described in the immediately preceding paragraph. It is possible, though, that the interests of the City and Butler Snow may diverge in connection with Butler Snow representation hereunder in the event that the SEC pursues action against other transaction participants (including Butler Snow) as a result of the Initiative. The City and Butler Snow hereby agree that should there ever be any litigation, arbitration or other adversary proceeding, claim or dispute that may result in a conflict of interest between Butler Snow and the City, Butler Snow may be required to either request additional waivers from the City and/or terminate our engagement as special counsel hereunder.

Financial Arrangements

Our fees hereunder will be based upon (i) our current understanding of the terms, the structure, size and schedule of the financings which may be represented by the Initiative, (ii) the duties we will undertake pursuant to this engagement letter, (iii) the time we anticipate devoting to the Initiative and (iv) the responsibilities we will assume in connection therewith. Based on the foregoing, we estimate that our fees for legal services hereunder will be between \$3,000 and \$5,000.

This letter authorizes us to incur expenses and make disbursements on behalf of the City, which will include such items as travel costs, photocopying, deliveries and other out-of-pocket costs. Attached as Exhibit A is the Butler Snow billing policy.

Document Retention

Butler Snow maintains its client files electronically. We do not keep separate paper files. We will scan documents you or others send to us related to your matter to our electronic file for that matter and will retain only the electronic version while your matter is pending. Unless you instruct us otherwise, once such documents have been scanned to our electronic file, we will destroy all paper documents provided to us. If you send us original documents that need to be maintained as originals while the matter is pending, we ordinarily will scan those to our client

City of Picayune
November 4, 2014
Page 3

file and return the originals to you for safekeeping. Alternatively, you may request that we maintain such originals while the matter is pending. If we agree to do that, we will make appropriate arrangements to maintain those original documents.

Unless you instruct us otherwise, once our work on this matter is completed, we will designate your file as a closed file on our system and will apply our document retention policy then in effect to the materials in your closed file. At that time, we ordinarily will return to you any original documents we have maintained in accordance with the preceding paragraph while the matter was pending. Otherwise, we will retain the closed file materials for our benefit and subject to our own policies and procedures concerning file retention and destruction. Accordingly, if you desire copies of any documents (including correspondence, e-mails, pleadings, contracts, agreements, etc.) related to this matter or generated while it was pending, you should request such copies at the time our work on this matter is completed. A more complete notice of Butler Snow's Record Retention and Destruction Policy for Client Files, which also will be applicable to this Engagement, is attached as Exhibit B and incorporated herein by reference.

Termination of Engagement

Upon completion of our services as outlined in this letter, our responsibilities as special counsel will terminate and our representation of the City and the attorney-client relationship created by this engagement letter will be concluded. Should the City seek other, additional legal services, we would be happy to discuss the nature and extent of our separate engagement at that time.

We are pleased to have the City as our client, and look forward to a mutually satisfactory and beneficial relationship. If the foregoing terms are acceptable to you, please so indicate by returning a copy of this letter signed by the appropriate individual so authorized for the City and keeping a copy for your files. Thank you.

BUTLER SNOW LLP

Accepted and Approved:
CITY OF PICAYUNE, MISSISSIPPI

By: _____
Title: _____
Date: _____

Enclosures

cc: Nathan S. Farmer, Esq., City of Picayune, Mississippi City Attorney
(via email to: nathansfarmer@bellsouth.net)

**Exhibit A
BUTLER SNOW LLP
STANDARD BILLING TERMS AND CHARGES FOR EXPENSES
As of January 1, 2014**

Butler Snow LLP (the "Firm") will bill clients on a monthly basis for legal services, unless another arrangement is agreed to and approved in writing by the Firm and the Client. The Firm typically sends bills for legal services and expenses via the U.S. Postal Service or by e-mail. Electronic billing services may also be used by specific agreement.

It is our goal that our bills are easy to understand, simple, and reflect appropriate charges for the value our services provided. As such, we do not charge for many incidental costs or routine services. We are continually working to ensure that our bills are clear and understandable. Should you have questions about any aspect of your bill, please contact the Firm as soon as possible so that your concerns may be quickly resolved. The chart below spells out the complete details of our expense charges. Our payment terms are payment within **15 days** of receipt of the bill, unless other arrangements are agreed to in advance.

Any overpayments or duplicate payments the Firm receives that cannot be posted to an outstanding bill ("unapplied payments") will be deposited into the Firm's operating account upon receipt and posted as unapplied cash to the client's account. These unapplied payments will either be applied to a future bill or refunded to the client, whichever is appropriate.

Document Reproduction	No charge for routine reproduction (under 50 pages per day)
Normal sized documents (up to 11 x 17)	For reproduction in excess of 50 pages per day – Black & White: \$0.10/page Color: \$0.25/page
	Bates Labeling – Electronic: \$0.05/page Manual: \$0.15/page
Oversize documents (size in excess of 11 x 17)	Charge for each page – no exclusion Black & white: \$6.00/page Color: \$30.00/page
Electronic Data Manipulation for reproduction	\$75 per hour

	No charge for routine scanning (except evidentiary materials)
Document Scanning	Bulk scanning of evidentiary documents: \$0.06/page <i>(additional charge for document coding)</i>

REGULAR MEETING NOVEMBER 4, 2014

Oversize documents (size in excess of 11 x 17)	\$10.00/page
Wire Transfers	Outgoing: International: \$50/wire Domestic: \$25/wire
Data/Audio/Visual Duplication & Reproduction	CD/DVD: \$12.00 for each disc Portable Media Devices: Priced per data storage size
Electronically Stored Information (Litigation Support Services)	Data Filtering/Searching: \$50.00/gb per occurrence Data Processing Native: \$200.00/gb per occurrence Data Processing Full Tiff: \$250.00/gb per occurrence Data Storage: \$15.00/gb per mo.
Computerized Legal Research	No charge for basic research. \$25/search for public records, special treatises, briefs, motions and expert directory databases. Specialized research at actual cost with prior client approval
Electronic retrieval of Court documents	\$0.40 / document
Electronic retrieval of Court documents	No charge for calls or Fax transmissions within the United States. Non-domestic and conference calls charged at actual cost.
Travel (personal vehicle)	Current Standard Mileage Rate as allowed by the IRS
Messenger Delivery and Service of Subpoenas or Summons	Deliveries under 10 miles one way-No charge; 10-25 miles one way - \$25.00; over 25 miles one way - \$10.00/hour plus mileage; Service of Subpoenas/Summons - \$35.00 plus delivery
Overnight Package Delivery	Charged at actual cost per package
Postage	No charge for routine postage (under \$25 per day) Bulk mailing postage: at actual cost

Exhibit B

NOTICE TO CLIENTS OF BUTLER SNOW'S
RECORD RETENTION & DESTRUCTION POLICY FOR CLIENT FILES

Butler Snow maintains its client files electronically. Ordinarily, we do not keep separate paper files. We will scan documents you or others send to us related to your matter to our electronic file for that matter and will ordinarily retain only the electronic version while your matter is pending. **Unless you instruct us otherwise, once such documents have been scanned to our electronic file, we will destroy all paper documents provided to us.** If you send us original documents that need to be maintained as originals while the matter is pending, we ordinarily will scan those to our client file and return the originals to you for safekeeping. Alternatively, you may request that we maintain such originals while the matter is pending. If we agree to do that, we will make appropriate arrangements to maintain those original documents while the matter is pending.

At all times, records and documents in our possession relating to your representation are subject to Butler Snow's Record Retention and Destruction Policy for Client Files. Compliance with this policy is necessary to fulfill the firm's legal and ethical duties and obligations, and to ensure that information and data relating to you and the legal services we provide are maintained in strict confidence at all times during and after the engagement. All client matter files are subject to these policies and procedures.

At your request, at any time during the representation, you may access or receive copies of any records or documents in our possession relating to the legal services being provided to you, excluding certain firm business or accounting records. We reserve the right to retain originals or copies of any such records or documents as needed during the course of the representation.

Unless you instruct us otherwise, once our work on this matter is completed, we will designate your file as a closed file on our system and will apply our document retention policy then in effect to the materials in your closed files. At that time, we ordinarily will return to you any original documents we have maintained in accordance with the preceding paragraph while the matter was pending. Otherwise, we will retain the closed file materials for our benefit and subject to our own policies and procedures concerning file retention and destruction. Accordingly, if you desire copies of any documents (including correspondence, e-mails, pleadings, contracts, agreements, etc.) related to this matter or generated while it was pending, you should request such copies at the time our work on this matter is completed.

You will be notified and given the opportunity to identify and request copies of such items you would like to have sent to you or someone else designated by you. You will have 30 days from the date our notification is sent to you to advise us of any items you would like to receive. You will be billed for the expense of assimilating, copying and transmitting such records. We reserve the right to retain copies of any such items as we deem appropriate or necessary for our use. Any non-public information, records or documents retained by Butler Snow and its employees will be kept confidential in accordance with applicable rules of professional responsibility.

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Any file records and documents or other items not requested within 30 days will become subject to the terms of Butler Snow's Record Retention and Destruction Policy for Client Files and will be subject to final disposition by Butler Snow at its sole discretion. Pursuant to the terms of Butler Snow's Record Retention and Destruction Policy for Client Files, all unnecessary or extraneous items, records or documents may be removed from the file and destroyed. The remainder of the file will be prepared for closing and placed in storage or archived. It will be retained for the period of time established by the policy for files related to this practice area, after which it will be completely destroyed. This includes all records and documents, regardless of format.

While we will use our best efforts to maintain confidentiality and security over all file records and documents placed in storage or archived, to the extent allowed by applicable law, Butler Snow specifically disclaims any responsibility for claimed damages or liability arising from damage or destruction to such records and documents, whether caused by accident; natural disasters such as flood, fire, or wind damage; terrorist attacks; equipment failures; breaches of Butler Snow's network security; or the negligence of third-party providers engaged by our firm to store and retrieve records.

Exhibit C

Bond Issues Reported to SEC

\$3,000,000 Combined Utility System Revenue Bonds, Series 2013 dated 4/01/13 (Duncan-Williams, Inc.)

EXHIBIT D

POLICY

23251994 v1

**CITY OF PICAYUNE, MISSISSIPPI
POLICIES AND PROCEDURES
FOR CONTINUING DISCLOSURE/SEC RULE 15c2-12 COMPLIANCE**

I. Statement of Purpose

This Policies and Procedures for Continuing Disclosure/SEC Rule 15c2-12 Compliance (this "**Policy**") designates specific policies of the City of Picayune, Mississippi (the "**Issuer**") to monitor and ensure post issuance compliance under and pursuant to its continuing disclosure agreements/certificates (the "**CDA**") in connection with certain bond obligations (the "**Obligations**") issued by the Issuer with applicable provisions of the Securities and Exchange Commission's ("**SEC**") Rule 15c2-12 (the "**Rule**").

This Policy describes various procedures and systems designed to identify on a timely basis facts relevant to demonstrating compliance with the requirements that must be satisfied subsequent to the issuance of Obligations in order that the Obligations be, or continue to be, in compliance with the CDA and the Rule. The Issuer recognizes that compliance with the Rule is an on-going process, necessary, during the entire term of the Obligations, and is an integral component of the Issuer's overall debt management policies. Accordingly, the analysis of those facts and implementation of this Policy will require on-going monitoring and may require consultation with bond counsel or other professionals beyond the scope of their initial engagement with respect to the issuance of particular Obligations.

II. Responsible Parties

- A. The _____ shall identify an appropriate officer (currently the _____) to be responsible for monitoring the Issuer's post-issuance compliance issues (the "**Staff Designee**"). The _____ shall be responsible for ensuring an adequate succession plan for transferring post-issuance compliance responsibility when changes in officers and staff occur.
- B. The Staff Designee will coordinate procedures for record retention and review of such records.
- C. The Staff Designee will review post-issuance compliance procedures and systems on a periodic basis, but not less than annually, will keep a log to document such reviews, and will consult as necessary with the Issuer's financial advisor and bond counsel.
- D. The Staff Designee shall maintain originals and copies of all documents and other records relating to the Obligations.
- E. The Staff Designee will review each issue of Obligations for compliance with this Policy on a periodic basis, but not less than annually, and will keep a log to document such reviews.

III. General Recordkeeping

The Staff Designee will maintain and store a copy of the following documents on file at all times for the life of the Obligations plus three (3) years:

- Financing transcript (may be in CD form);
- Copy of the CDA for each Obligation;
- Copy of the Official Statement for each Obligation;
- Copy of any rating reports or analysis;
- Copy of any defeasance, refunding or redemption notices;
- Copy of any Material Event Notice (as defined below);
- Copy of any Notice of Failure to File Annual Report (as defined below);
- Copy of any Annual Filing (as defined below);
- Copy of Financial Statements of the Issuer; and
- Copy of Current Budget information of the Issuer.

IV. Annual Filing

The following relate to compliance with the Rule regarding Annual Filings of Obligations.

The Staff Designee will:

- A. Appoint or engage bond counsel or a dissemination agent (the "**Agent**") to assist in carrying out its obligations under this Policy, each CDA and the Rule. If the Issuer does not engage an Agent to file its Annual Filing, the Staff Designee shall be responsible for submitting the information required in this Policy directly to the MSRB (as defined below) through EMMA (as defined below) pursuant to each CDA.
- B. Confirm that the Agent has filed with the Municipal Securities Rulemaking Board (the "**MSRB**") through the EMMA Dataport ("**EMMA**") at <http://www.emma.msrb.org>; information which is consistent with the requirements under its CDA (the "**Annual Filing**") no later than the date required for the reporting of each Annual Filing as determined by each CDA (the "**Report Date**"). The Annual Filing may be submitted as a single document or as separate documents comprising a package, and may be submitted separately from the balance of the Annual Filing.
- C. If the Issuer is unable to provide the Annual Filing or portions of the Annual Filing by the Report Date, confirm that the Agent has filed on the Report Date a notice to the MSRB (the "**Notice of Failure to File**") in substantially the form attached hereto as **Exhibit A**.
- D. Confirm that the Agent has filed audited financial statements by the Report Date. If audited financial statements are unavailable by the Report Date, confirm that the Agent has filed a Notice of Failure to File on the Report Date.
- E. Confirm that the Agent has filed the budget for the next fiscal year by the Report Date.
- F. Confirm that the Annual Report contains the appropriate information as required by its CDA. Examples of the following information typically required in an Annual Report are as follows:

1. Audited Financial Statements;
 2. Budget for next fiscal year;
 3. Accounting principles pursuant to which the Audited Financial Statements were prepared; and
 4. Operating and financial information contained in the official statement in connection with the Obligation.
- G. Confirm that no listed event as required by the Issuer's CDA has occurred. If the Issuer determines that a listed event has occurred, confirm that the Agent causes a notice of such occurrence (the "**Material Event Notice**") to be filed with the MSRB on or before the time period prescribed by the Rule, through EMMA, together with a cover sheet in substantially the form attached hereto as **Exhibit B**.

V. Material Event Notice

The following policies relate to compliance with regulations regarding the filing of a Material Event Notice.

The Staff Designee will:

- A. Notify Bond Counsel and/or the Agent of any Listed Event (defined below) within ten (10) days after the occurrence of the event.
- B. Confirm that the Material Event Notice of such Listed Event was provided to the MSRB, through EMMA, within ten (10) days after the occurrence of an event.

Listed Events include:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves, if any, reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Obligations, or other material events affecting the tax status of the Obligations;
- (7) Modifications to rights of Bondholders, if material;
- (8) Bond calls, if material, and tender offers;
- (9) Defeasances;

(10) Release, substitution, or sale of property, if any, securing repayment of the Obligations, if material;

(11) Rating changes;

(12) Bankruptcy, insolvency, receivership, or similar event of the City;

(13) The consummation of a merger, consolidation, or acquisition involving the City or the sale of all or substantially all of the assets of the City, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and/or

(14) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

VI. Rating Changes

The following policies relate to compliance with regulations regarding any rating changes. Rating changes may include, without limitation, any change in rating on the Obligations

The Staff Designee will:

- A. Notify Bond Counsel and/or the Agent of any rating change within ten (10) days after the occurrence of the event.
- B. Confirm that the rating change was provided to the MSRB, through EMMA, within ten (10) days after the rating change in the form of the Material Event Notice.

VII. Defeasance of Obligations

The following policies relate to compliance with regulations regarding any defeasance of any Obligations.

The Staff Designee will:

- A. Confirm Bond Counsel and/or the Agent has filed notice of the defeasance in the form of a Material Event Notice and that the Material Event Notice provides explicit disclosure as to whether the Obligations have been escrowed to maturity or escrowed to call, as well as appropriate disclosure of the timing of maturity or call.

VIII. Training

The following policies relate to compliance with regulations regarding training of staff in connection with the Policy.

The Staff Designee will consult with Bond Counsel and/or the Agent on appropriate training of responsible employees and staff in connection with this Policy.

Adopted on _____, 2014.

EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: City of Picayune, Mississippi

Date of Issuance: _____, 2014

CUSIP Numbers: _____, _____, _____

NOTICE IS HEREBY GIVEN that the City has not provided an Annual Report as required by its continuing disclosure undertakings. The City anticipates that the Annual Report will be filed by _____.

Dated: _____

CITY OF PICAYUNE, MISSISSIPPI

By: _____
Authorized Officer

EXHIBIT B

MATERIAL EVENT NOTICE COVER SHEET

Name of Issuer: City of Picayune, Mississippi

Date of Issuance: _____, 2014

CUSIP Numbers: _____, _____, _____

Description of the attached Material Event Notice (Check One):

- 1. _____ Principal and interest payment delinquencies
- 2. _____ Non-Payment related defaults, if material
- 3. _____ Unscheduled draws on debt service reserves, if any, reflecting financial difficulties
- 4. _____ Unscheduled draws on credit enhancements reflecting financial difficulties
- 5. _____ Substitution of credit or liquidity providers, or their failure to perform
- 6. _____ Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (ITS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the bonds, or other material events affecting the tax status of the Bonds
- 7. _____ Modifications to rights of Bondholders, if material
- 8. _____ Bond calls, if material, and tender offers
- 9. _____ Defeasances
- 10. _____ Release, substitution, or sale of property, if any, securing repayment of the securities
- 11. _____ Rating changes
- 12. _____ Bankruptcy, insolvency, receivership or other similar event of the State
- 13. _____ The consummation of a merger, consolidation or acquisition involving the State or the sale of all or substantially all of the assets of the State, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material
- 14. _____ Appointment of a successor or additional trustee or the change of name of a trustee, if material
- 15. _____ Failure to provide annual financial information as required by the Rule
- 16. _____ Other material event notice (specify) _____

I hereby represent that I am authorized by the City/Other Obligated Person or its agent to distribute this information publicly:

Signature: _____
 Name: _____ Title: _____
 Employer: _____
 Address: _____
 Issuer, State, Zip Code: _____
 Voice Telephone Number: _____

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The following roll call was made:

VOTING YEA: Mayor Pro Temp Wayne Gouguet, Council Members Valente, Bumpers and Breland

VOTING NAY: None

ABSENT AND NOT VOTING: Mayor Ed Pinero and Council Member Jan Stevens

ABSTAINING AND NOT VOTING: None

The motion was declared carried.

AUTHORIZE FIRE DEPARTMENT TO APPLY FOR ASSISTANCE TO FIREFIGHTERS GRANT

Motion was made by Council Member Breland, seconded by Council Member Valente to authorize Fire Department to apply for "Assistance to Firefighters" grant for the purpose to obtain extrication tools and authorize Chief Keith Brown as the signee.

The following roll call was made:

VOTING YEA: Mayor Pro Temp Wayne Gouguet, Council Members Valente, Bumpers and Breland

VOTING NAY: None

ABSENT AND NOT VOTING: Mayor Ed Pinero and Council Member Jan Stevens

ABSTAINING AND NOT VOTING: None

The motion was declared carried.

MOTION TO RECESS

Motion was made by Council Member Breland, seconded by Council Member Valente to recess until Tuesday, November 18, 2014 at 5:00 pm.

The following roll call was made:

VOTING YEA: Mayor Pro Temp Wayne Gouguet, Council Members Valente, Bumpers and Breland

VOTING NAY: None

ABSENT AND NOT VOTING: Mayor Ed Pinero and Council Member Jan Stevens

ABSTAINING AND NOT VOTING: None

The motion was declared carried.

Ed Pinero, Mayor

ATTEST:

Amber Hinton, City Clerk