

**MADISON COUNTY ECONOMIC DEVELOPMENT AUTHORITY
MINUTES
DECEMBER 15, 1995, 1:30 O'CLOCK P.M.
CHANCERY/ADMINISTRATIVE BUILDING IN THE CITY OF
CANTON, MADISON COUNTY, MISSISSIPPI**

PRESENT: Brance Beamon, Mark Bounds, Mayor Mary Hawkins, Thomas Johnson, Hite Wolcott, John Wallace, Steve Duncan, Bob Montgomery

GUESTS: Supervisor Karl Banks, Supervisor J. L. McCullough, Supervisor Bob Dowdle, Supervisor Marc Sharpe, Supervisor David Richardson, President of the Madison County Board of Supervisors

- I. WELCOME - President Wallace presided and called the meeting to order.

- II. EXECUTIVE SESSION - Director Johnson then made a motion for a closed determination upon the issue of whether or not to declare an Executive Session which was seconded by Director Beamon. Pursuant to a roll call vote, the motion was unanimously adopted. The President then convened the closed session and announced that the issues to be discussed and/or acted on in Executive Session was the transaction of business in discussing regarding the prospective purchase and sale of certain real property specifically, the Authority's purchase of 1,923.63 acres of land from Southern Farm Bureau Life Insurance Company, a Mississippi corporation, and the subsequent sale of said land to Kountry Tyme Sports Foundation, a Kansas corporation. Upon motion of Director Johnson, seconded by Director Beamon, with all present voting "Aye", an Executive Session was declared for the stated purposes, and the President called the Executive Session to order.

The Madison County Economic Development Authority Board of Directors met with the Madison County Board of Supervisors with regard to the prospective purchase of approximately 1,900 acres of land from Southern Farm Bureau Life Insurance Company, and the subsequent sale thereof said land to Kountry Tyme Sports Foundation, which had been previously discussed by both Boards. After a thorough discussion on the issue for which the Executive Session was declared, but before any motion was made or a vote taken, Director Hawkins and Director Bounds left the meeting. Thereafter, the President announced that a quorum of the Board remained and the meeting continued. After additional discussion on the issue for which the Executive Session was declared, upon motion of Director Beamon with a second by Director Johnson, with Directors Wallace, Johnson and Beamon voting "Aye", and Director Wolcott voting "Nay", the following Resolution was adopted:

RESOLUTION

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MADISON COUNTY ECONOMIC DEVELOPMENT AUTHORITY, that pursuant to prior approval by the Madison County Board of Supervisors, the Madison County Economic Development Authority is authorized to purchase the property described in Exhibit "A" from Southern Farm Bureau Life Insurance Company for the sum of Three Million Six Hundred Fifty Thousand Dollars (\$3,650,000.00), to borrow said sum from Trustmark National Bank for a term of thirteen (13) years at 7.25% per annum with semi-annual interest payments in annual

principal and interest payments, which shall constitute the purchase price for said land, to be secured by a Deed of Trust from Madison County Economic Development Authority to Trustmark National Bank and thereafter to sell said property for the same amount to Kountry Tyme Sports Foundation, a Kansas corporation, for the purposes of development as proposed by said corporation upon receipt of a Promissory Note from the corporation payable to MCEDA in the sum of Three Million Six Hundred Fifty Thousand Dollars (\$3,650,000.00) with terms thereon identical to the terms contained in the Note between MCEDA and Trustmark National Bank to be secured by a Deed of Trust from the corporation to MCEDA. Further, as a condition to the sale of said property to Kountry Tyme, the corporation shall provide a verified letter of credit or similar document from a institution or corporation, which shall be verified by C. R. "Bob" Montgomery, attorney for MCEDA in an amount not less than Three Hundred Thousand Dollars (\$300,000.00) to secure Kountry Tyme's payment of the purchase price as evidenced by the aforesaid Promissory Note, and that further, a contract be prepared by and between the Madison County Economic Development Authority and Kountry Tyme Sports Foundation enumerating its agreement with MCEDA, including, but not limited to, the requirement of Kountry Tyme to make an additional payment to MCEDA in the sum of Fifty Thousand Dollars (\$50,000.00) within thirty (30) days of closing and the payment of Ninety Thousand Dollars (\$90,000.00) per year to the Madison County Economic Development Authority and Ten Thousand Dollars (\$10,000.00) per year to the Madison County Economic Development Foundation for a period of ten (10) years and to require additional equity payments in the event that timber currently growing on the subject property is sold before the indebtedness owed by Kountry Tyme to MCEDA is paid in full. In addition, Montgomery, Smith-Vaniz & McGraw were authorized and directed to prepare and/or review the documentation necessary or convenient to accomplish and finalize the above referenced purchase and sale of the subject property.

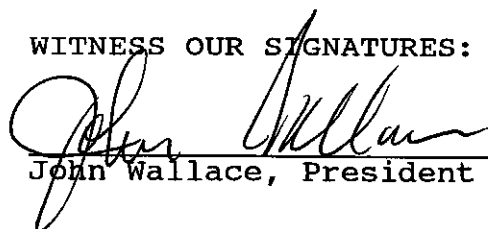
SO RESOLVED BY THE BOARD OF DIRECTORS OF THE MADISON COUNTY ECONOMIC DEVELOPMENT AUTHORITY, this the 15th day of December, 1995.

Director Wolcott expressed concern and suggested that the vote should not have been taken in the absence of Director Bounds and Director Hawkins. President Wallace noted for the Minutes that the Board of Supervisors continued to support the project, supported the terms and conditions of the purchase and sale, and supported MCEDA in moving forward on the project, as evidenced by the Resolution adopted by the Madison County Board of Supervisors on the 6th day of November, 1995, a copy of which is attached to the Minutes as Exhibit "B".

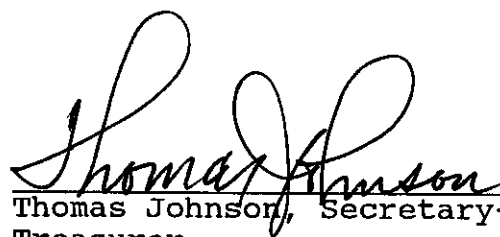
III. ADJOURNMENT - Upon motion of Director Wolcott and seconded by Director Johnson, with all present voting "Aye", the Executive Session was adjourned and the meeting was recessed until 2:00 o'clock p.m. on Friday, the 22nd day of December, 1995, at the Chancery/

Administrative Building in Canton, Mississippi, for another joint meeting with the Madison County Board of Supervisors.

WITNESS OUR SIGNATURES:



John Wallace, President



Thomas Johnson, Secretary-
Treasurer