

FINAL MINUTES OF THE DECEMBER 16, 2004, MEETING OF THE
MADISON COUNTY ECONOMIC DEVELOPMENT AUTHORITY
HELD AND CONDUCTED ON THE 16th DAY OF DECEMBER, 2004, AT 8:30 A.M.
IN THE MCEDA CONFERENCE ROOM
OF THE 1855 COURTHOUSE IN CANTON, MISSISSIPPI

The meeting of the Madison County Economic Development Authority was conducted on the 16th day of December, 2004, at 8:30 a.m. in the 1855 Courthouse in the City of Canton, Mississippi.

Members Present: John Almond, Chip Estes, Barbara Gray and Deborah Martin.
Also present were Tim Coursey, Joy Foy and Craig Panter

Guests: Lucy Weber, Elizabeth Raley, Charles Williford, Jim Haney, John Bourgeois, Phillip Holman and Andrew Mattiace

Chairman Gray announced that the members present constituted a quorum and declared the meeting duly convened.

Ms Martin made a motion to adopt the agenda. After a second by Mr. Estes, the motion was unanimously adopted.

Ms Martin made a motion to adopt the November 18, 2004, minutes. After a second by Mr. Almond, the motion was unanimously adopted.

Ms Raley confirmed that the Madison County Foundation office has completed its move to a new office at the Copeland, Cook, Taylor and Bush building along Highland Colony Parkway. Ms Raley reminded the Board of the Foundation's request from last month for \$500.00 to assist with the cost of relocating the office. She also reported that additional funding has been approved by the Washington Congressmen to relocate Highway 22.

Mr. Haney with ProMax Automotive, Inc. explained that they are looking at relocating their business to the Haverty warehouse at Central Mississippi Industrial Center (CMIC). To ensure sufficient flow of product, additional loading docks will be required both on the east side of the building and along the south side of the building. ProMax would like to replace front loading docks which will require removal of the cinder blocks. A curb-cut into Old Jackson Road is also needed for the 24 hour/7 days a week service to Nissan. This facility will be a state-of-the-art regional office for the southeast customer base from the Carolinas to Mexico and the remodeling is expected to cost \$500,000. Mr. Almond made a motion to authorize the staff to work with ProMax and the county engineer to ensure that ProMax's requests to adapt the Haverty building are compatible with the covenants. After a second by Ms. Martin, the motion was unanimously adopted.

Mr. Bourgeois reported his findings for the Oxford Automotive loading dock area. In summary, he concluded the area was in poor condition due to defects in the original construction. The lack of drainage to the area needs to be addressed. A temporary fix of asphalt overlay would cost an estimated \$12,000 while the new access cost was estimated at \$630,000. Mr. Bourgeois defended his recommendation of the new access road based on the fact that the new road could be used by other land owners and would assist in development of adjoining property. A third option would be to repair the more damaged areas, overlay the entire loading/driveway with asphalt and address the drainage issue for an estimated cost of \$33,000. Mr. Estes made a motion to implement the most and best fix in an emergency situation subject to legal ramifications and cost effectiveness. After a second by Mr. Almond, the motion was unanimously adopted.

Attorney Panter reported that the Madison County Waste Water Authority (MCWWA) had requested an exclusive easement, not a true utility easement, across MCEDA property at CMIC. Mr. Coursey was instructed to contact Mayor McGee as Chairman of the MCWWA for direction on bringing this issue to closure.

Attorney Panter said that he is coordinating a closing date for the Harreld property.

Mr. Estes made a motion to approve the financial reports and payment of monthly invoices with the exception of check #1705 for Jerry Acy's membership dues to International Economic Development Council. After a second by Mr. Almond, the motion was unanimously adopted.

At 9:55 a.m., Mr. Almond made a motion to enter closed session to determine whether or not to declare an executive session. After a second by Ms Martin, the motion was unanimously adopted. At that time, Chairman Gray adjourned the open session and convened the closed session. Mr. Broughton joined the meeting.

There was a discussion about the need to go into executive session to discuss: (1.) compensation request from the outgoing executive directors and a possible short-term consulting contract with the outgoing executive director; (2.) the sale of an existing tract of land to Mattiace Properties, Inc.; (3.) concerns about the need to diversify the use of engineering firms; (4.) approval of the Memorandum of Understanding (MOU) regarding the employment of the new executive directors and (5.) a possible resolution regarding the outgoing executive director.

After discussion, Mr. Almond made a motion to return to open session, which was seconded by Ms Martin and unanimously adopted. Whereupon, Chairman Gray adjourned the closed session and reconvened the open session.

For the above stated reasons, Mr. Almond made a motion to enter executive session. After a second by Mr. Broughton, the motion was unanimously adopted. Chairman Gray recessed the open session and convened the executive session.

The sale of the eight acre site at CMIC to a developer for retail development was discussed. A request to perform due diligences in the form of soil borings, environmental studies, etc was discussed. Mr. Estes made a motion to sell the property at \$4.00 per square foot, but to stipulate that a copy of all collected data be shared with MCEDA if the developer fails to purchase the site. Five Thousand Dollar (\$5,000.00) earnest money will be required before signing the contract. After a second by Mr. Broughton, the motion was unanimously adopted.

Mr. Coursey was directed to draft a policy for determining earnest money requirements for sales contracts or option to purchase land.

There was next a discussion about compensation requests from the outgoing executive director. Attorney Panter commented upon certain requests that, in his opinion, could not be granted. After further discussion, Ms Martin made a motion to pay Mr. Acy (a.) the difference between his contractual rate of pay and what he had actually received (being \$7,857.07), (b.) an amount to compensate Mr. Acy for retirement benefits he did not receive because of underpayment of his salary (being \$698.01), (c.) authorize education expenses being estimated at \$3,427.00, a figure that must be confirmed before payment) and (d.) mileage, at the county approved rate, if Mr. Acy used his personal vehicle in the performance of duties for MCEDA. Mr. Estes seconded the motion and the motion was adopted with all voting "aye".

There was next a discussion about the MOU, a copy is attached to and made a part of these minutes by reference, for the new executive director. Mr. Estes moved to authorize the Chairman to sign it. Ms Martin seconded the motion was adopted with all voting "aye".

There was next a discussion of a possible short-term consulting contract with Mr. Acy. It was generally agreed that any such contract would expire by March 15, 2005, involved approximately 40 hours or less and provide pay at \$100 an hour plus expenses.

Mr. Broughton made a motion that the Board consult with the new executive director to determine if he thinks such a contract would be beneficial and, if so, to enter into an agreement in accordance with the terms stated above. Mr. Almond seconded the motion and it was adopted with all voting "aye".

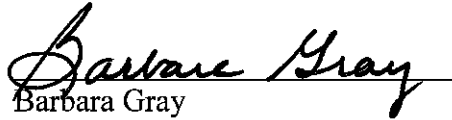
There was next a discussion of a possible resolution thanking the outgoing executive director for his services. A form resolution was reviewed. Mr. Estes moved to approve the resolution. Ms Martin seconded the motion. The motion was adopted with all voting "aye" except Mr. Almond who voted "nay".

There was next a general discussion about the need to be sure MCEDA utilized the services of different, qualified engineers and that no one firm receive (or be viewed as receiving) all of the engineering work from MCEDA.

Mr. Broughton then made a motion to return to open session. Mr. Almond seconded the motion and all voted "aye".

Back in open session, Ms Gray announced upcoming events.

At 11:00 a.m., upon motion made by Ms. Martin, seconded by Mr. Broughton and unanimously adopted the meeting was adjourned.


Barbara Gray

ATTEST:


Bryan "Chip" Estes, Secretary-Treasurer