

MINUTES OF THE DECEMBER, 2002
OF THE MADISON COUNTY ECONOMIC DEVELOPMENT AUTHORITY
HELD AND CONDUCTED ON THE 19TH DAY OF DECEMBER, 2002, 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 19th day of December, 2002, at 8:30 a.m. in the 1855 Courthouse in the City of Canton, Mississippi.

Members Present: Steve Davenport, Chip Estes, Barbara Gray, Thomas Johnson, Billy B. Thames, John Wallace and Hite Wolcott. Also present were Jerry Acy, Joy Foy and Bob Montgomery.

Guests: Joe Waggoner, Mike McKenzie, Elizabeth Raley, Tom Cook, and Carl Allen.

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

Mr. Davenport made a motion to approve the Minutes of the November 21, 2002, meeting as presented. After a second by Ms. Gray, the motion was unanimously adopted.

Mr. Estes praised the landscaping around the courthouse, but suggested that the dead trees, other planting, and sprucing up in general should be reviewed. After discussion, it was the consensus of the Board to request that the Madison County Board of Supervisors implement the county's landscaping plans for the courthouse grounds.

Ms. Raley shared with the Board, that the Madison County Foundation is moving ahead with plans for a signing ceremony and a press conference surrounding the county's support for a resolution promoting the Highway 22 project with the federal legislators. She also reported that the Foundation has asked Mr. Montgomery to assist them with plans for a legislative reception in the first part of 2003.

The financial reports attached to and made a part of these Minutes by reference as "Exhibit B" were presented and reviewed. Also, a list of the invoices is attached to the Minutes as "Exhibit C" and labeled "Docket." Chairman Johnson made a motion to approve the December financial reports and the payment of the monthly invoices. After a second by Mr. Davenport, the motion was unanimously approved.

Mr. Acy began his report with a 30 foot easement request from Entergy to redirect and tie into Old Jackson Road electrical service in the Central Mississippi Industrial Center (CMIC). Entergy submitted a price of \$3,007 each for the required 11 metal poles if the Board would like to use them in this change to the industrial park services. Mr. Estes made a motion to approve a 15 foot non-exclusive easement for Entergy, provided Entergy supply the 11 metal poles at no cost to MCEDA and agrees to relocate, if required for future growth, at no cost to MCEDA, any of the 11 poles. After a second by Mr. Davenport, the motion was unanimously approved.

The 16th Section Lease was discussed. The original 181.57 acres of the lease are now down to 127.21 acres due to the widening of Old Jackson Road, the sale to MTEK and a utility easement. Mr. Wallace made a motion to renew the lease for an additional year on the 127.21 acres at a price of \$12,721.00 per year. With a second from Mr. Davenport, the motion was unanimously approved.

A request from Phillip/Smith-Vaniz to redesign the outdoor sign was considered. According to the email and pictures sent electronically, the sign would look basically the same, but would change top billing on the sign to the new tenants, with Phillip/Smith-Vaniz under that tenants and an interchangeable panel at the bottom and the size of the size will change from 6' X 6' to 7.5' tall X 6' wide. Mr. Wallace made a motion to grant the request for the sign change. After a second by Mr. Davenport, the motion was unanimously approved.

A final draft of the Memorandum of Understanding (MOU) that outlines the commitment of the State of Mississippi, the Madison County Board of Supervisors, MCEDA and System Electro

Coating, LLC and MiTech Steel was reviewed. Mr. Acy reminded the Board that providing the service was part of the initial commitment to SEC, LLC and MiTech. Mr. Wallace made a motion to approve the MOU. After a second by Chairman Johnson, the motion was unanimously approved.

Mr. Acy reported from the recent trip to Washington, D.C. that meetings with the delegates' staff members went well. MCEDA will continue to work with the Waste Water Authority to find funding for the sewer project and to recapture any unused funds from the Corp of Engineers.

Mr. Acy requested approval to attend the International Council of Shopping Centers Convention schedule for February 19, 20 and 21, 2003, in New Orleans. Mr. Wallace made the motion to approve the requested travel and the related expenses. After a second by Mr. Estes, the motion was unanimously approved.

At 9:40 a.m., Ms. Gray made a motion to enter executive session concerning transaction of business and discussion regarding the prospective purchase and sale of land and lease of facilities. After a second by Chairman Johnson, the motion was unanimously approved with Members Davenport, Estes, Gray, Thames, Wallace, and Wolcott voting aye.

Mr. Acy informed the Board that the sewer forced main project was still experiencing right-of-way (ROW) issues. The limit has been drawn on the DEQ loan funds and the EDA funds cannot be drawn until the ROW issues are reconciled. The bills will be paid from the MCEDA Construction Account until these EDA funds are available to reimburse MCEDA. The last pay request will be approximately \$98,970.48 more than the remaining DEQ loan amount. Mr. Davenport made a motion to approve expending the \$98,970.48 from the MCEDA Construction Checking Account. After a second by Chairman Johnson, the motion was unanimously approved.

Wickey Mansell is asking \$31,585 for a perpetual easement across his property for the sewer ROW. Based upon Attorney Montgomery's advise that in lieu of condemnation of the property, MCEDA would best serve the County by paying the difference in the asking price and appraised price, Chairman Johnson made a motion to accept this arrangement. After a second by Mr. Estes, the motion passed with all voting aye except Mr. Davenport who abstained. Attorney Montgomery noted that MCEDA would save money by paying the difference in place of a legal battle and this arrangement would be more practical to all involved.

Attorney Montgomery informed the Board of Mr. Eddie Samuel's accusation that a 20' hickory tree was damaged in the sewer ROW work. Ms. Gray made a motion to pay Mr. Samuel the \$700.00 asking price for the hickory tree. After a second by Chairman Johnson, the motion was unanimously approved.

After discussion that the AJA South Star site should include the adjoining ditch which would add an additional 2 acres to the site, Mr. Estes made a motion to amend the contract by adding the additional 2 acres, leave the price of \$111,000.00, but require the ditch be maintained by the landowner and have the maintenance of the ditch included in the contract. After a second by Mr. Wallace, the motion was unanimously approved.

Mr. Acy explained that the Nissan Training Facility will soon have approximately 22,000 square feet available when the administrative offices move to the Nissan Building. When Nissan completely moves to the new Nissan manufacturing facility along Interstate 55, Holmes Community College would likely utilize a \$5Million grant for training in approximately 40,000 square feet of this building. A new building for the One Stop Center can not be ready in required time line. Mr. Estes made a motion to advertise for architectural/engineering services to retro fit the Nissan Training Facility for the use as the One Stop Center. After a second by Mr. Wolcott, the motion was unanimously approved.

An investor has made an offer of \$1.4Million for the Hydro building. This investor would own and manage the building taking over the Oxford lease and improvements. After looking at the value of the building on today's market and the \$1.5Million debt on the building, it was the Board's consensus to refuse the offer.

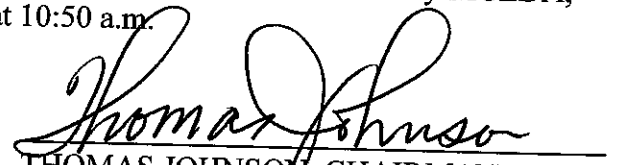
A request for a 2 acre site in the Canton Commercial and Industrial Center for a tractor

equipment sales and service dealership was reviewed and declined.


The Bobcat project will be supported by MCEDA through consensus of the Board to authorize payment of Attorney Montgomery's fees associated with working on the project. The Foundation will be responsible for the engineering charges on the project from Williford Gearhart and Knight.

At 10:45 a.m., Dr. Thames made a motion to adjourn executive session. After a second by Mr. Estes, the motion was unanimously approved. Whereupon, Chairman Johnson adjourned the executive session and reconvened the open session.

After the upcoming events as noted on the agenda were discussed, with special attention noted of the lunch meeting with the Madison County Board of Supervisors immediately following the MCEDA meeting, and with there being no more business to be considered by MCEDA, Chairman Johnson adjourned the meeting at 10:50 a.m.


THOMAS JOHNSON, CHAIRMAN

ATTEST:


BILLY B. THAMES, SECRETARY-TREASURER