

The City Council of the City of Hattiesburg, Mississippi (the “City”) acting for and on behalf of the City, took up for consideration the matter of requesting and authorizing Requisition No. **36** from the Project Fund Construction Account in connection with the loan agreement between the Mississippi Development Bank and the City dated August 18, 2016. After discussion of the subject, Council Member \_\_\_\_\_ offered and moved for the adoption of the following resolution:

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF HATTIESBURG, MISSISSIPPI (THE “CITY”) AUTHORIZING REQUISITION NO. 36 FROM THE PROJECT FUND CONSTRUCTION ACCOUNT IN CONNECTION WITH THAT CERTAIN LOAN AGREEMENT, DATED AS OF AUGUST 18, 2016, BY AND BETWEEN THE MISSISSIPPI DEVELOPMENT BANK AND THE CITY.**

**Whereas**, on August 18, 2016 the City entered into a loan with the Mississippi Development Bank in an amount not to exceed \$25,000,000 (the “Loan”) pursuant to the terms and conditions of that certain loan agreement, dated as of August 18, 2016, by and between the Mississippi Development Bank and the City (the “Loan Agreement”).

**Whereas,** the City Council of the City now finds it necessary to approve Requisition No. **36** from the Project Fund Construction Account under the Loan in the total aggregate amount of **\$92,577.50** for the purpose of paying Water & Sewer Projects in connection with the loan as more particularly described in Exhibit A.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF HATTIESBURG, MISSISSIPPI:**

**SECTION 1.** The City Council of the City hereby authorizes and approves Requisition No. **36** from the Project Fund Construction Account under the Loan in the total aggregate amount of **Ninety-two Thousand Five Hundred Seventy-seven and 50/100 dollars (\$92,577.50)** for the purpose of paying Water & Sewer Projects in connection with the loan as more particularly described in Exhibit A.

**SECTION 2.** The City Council hereby directs Regions Bank, as Trustee to disburse funds of Requisition No. **36** in the total aggregate amount **Ninety-two Thousand Five Hundred Seventy-seven and 50/100 dollars (\$92,577.50)** as authorized herein, as more particularly described in Exhibit A.

**SECTION 3.** The Mayor and City Clerk are hereby authorized and directed for and on behalf of the City to take any and all action as may be required by the City to carry out and 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 the authority.

The above and foregoing Resolution, after having been first reduced to writing, was introduced by Council Member \_\_\_\_\_ seconded by Council Member \_\_\_\_\_, and was adopted by the following vote, to wit:

YEAS:

NAYS:

ABSENT:

The motion having received the affirmative vote of a majority of the Council members present, the President declared the motion carried and the resolution adopted, on this the **19th** day of **February, 2019**.

(SEAL)

**ATTEST:**

**ADOPTED:**

\_\_\_\_\_  
**CLERK OF COUNCIL**

\_\_\_\_\_  
**PRESIDENT**

The above and foregoing Resolution having been submitted to and approved by the Mayor, this the **19th** day of **February, 2019**.

**ATTEST:**

**APPROVED:**

\_\_\_\_\_  
**CITY CLERK**

\_\_\_\_\_  
**MAYOR**

**EXHIBIT A**

**PROJECT FUND CONSTRUCTION ACCOUNT REQUISITION**

## PROJECT FUND CONSTRUCTION ACCOUNT REQUISITION

**RE:** \$25,000,000.00 Mississippi Development Bank Taxable Special Obligation Bonds, Series 2016 (Hattiesburg, Mississippi Combined Water and Sewer System Construction Project) (the "Series 2016 Bonds") secured by \$25,000,000.00 Taxable Promissory Note (Hattiesburg, Mississippi Combined Water and Sewer System Construction Project), dated August 18, 2016 (the "Series 2016 Note").

**TO:** Regions Bank  
400 West Capitol, 7th Floor  
Little Rock, AR 72201  
ATTN: Corporate Trust Department

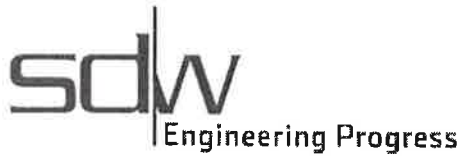
**REQUISITION NO.:** 36

**DATE OF REQUISITION:** 2/19/2019

Item #	Payee Name & Address	Budget Line Item	Payment Amount	Invoice #	Purpose of Payment
1	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7245.13	1,750.00	20633	Katie Ave & Arledge St Infrastructure Period: 12/23/18 - 01/30/19 MB 2018-25 SDW #11258
2	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7220.71	16,475.00	20638	Sewer Improvements Phase IX - Buschman & 2nd Period: 12/23/18 - 01/26/19 MB 2011-4/89-110 SDW #1273-S014
3	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7220.68	13,082.50	20639	Sewer Improvements Tuscan Ave Period: 12/23/18 - 01/26/19 MB 2011-4/89-110 SDW #1273-S016
4	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7210.05	2,000.00	20645	South Lagoon Bridge Replacement Project Period: 12/23/18 - 01/26/19 MB 2018-12 SDW #11259

Item #	Payee Name & Address	Budget Line Item	Payment Amount	Invoice #	Purpose of Payment
5	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7220.70	25,645.00	20657	Sewer Improvements Ph VIII - Camp St. Area Period: 12/23/18 - 01/26/19 MB 2011-4/89-110 SDW #1273-S010
6	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7220.72	19,160.00	20658	Sewer Improvements Phase X - Quinn St. Area Period: 12/23/18 - 01/26/19 MB 2011-4/89-110 SDW #1273-S011
7	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7295.70	4,357.50	20659	Water Plant #1 Rehabilitation Period: 12/23/18 - 01/26/19 MB 2017-81 SDW #1273-W015
8	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7245.12	7,445.00	20663	North 40th & North 39th Ave Period: 12/23/18 - 01/26/19 MB 2012-1/34 SDW #11254
9	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7220.54	525.00	20664	Sewer Improvements Ph V Period: 12/23/18 - 01/26/19 MB 2011-4/89-110 & 2012-1/413 SDW Project# 1273-S005
10	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7220.74	525.00	20665	Sewer Improvements Ph XII Period: 12/23/18 - 01/26/19 MB 2011-4/89-110 SDW #1273-S012
11	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7220.74	1,102.50	20666	Sewer Improvements Ph XII Period: 12/23/18 - 01/26/19 MB 2011-4/89-110 SDW #1273-S012

Item #	Payee Name & Address	Budget Line Item	Payment Amount	Invoice #	Purpose of Payment
12	Shows, Dearman, & Waits, Inc. 301 Second Ave Hattiesburg, MS 39401	093695.7245.51	510.00	20667	Water Ph II - Palmers Crossing Period: 12/23/18 - 01/26/19 MB 2011-4/89-110 SDW #1273-W007
			<hr/> 92,577.50 <hr/>		



CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 30, 2019  
Project No: 11258  
Invoice No: 20633

Project Manager Shea McNease

Project 11258 Infrastructure Improvements on Katie Ave & Arledge St

Professional Services from December 23, 2018 to January 26, 2019

Phase CM Construction Management

**Professional Personnel**

	Hours	Rate	Amount
PROJECT ENGINEER			
McNease, Shea	10.00	175.00	1,750.00
Totals	10.00		1,750.00
<b>Total Labor</b>			<b>1,750.00</b>
		<b>Total this Phase</b>	<b>\$1,750.00</b>
		<b>Total this Invoice</b>	<b>\$1,750.00</b>

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.

301 Second Ave. | Hattiesburg, MS 39401 | (p) 601.544.1821 | sd-w.com

093695. 7245.13  
MB 2018-25



CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 30, 2019  
Project No: 1273-S014  
Invoice No: 20638

Project Manager Shea McNease

Project 1273-S014 ComSWIP Sewer Phase IX Bushman & 2nd

Professional Services from December 23, 2018 to January 26, 2019

Phase DD Design Phase Services

**Professional Personnel**

	Hours	Rate	Amount	
CADD TECHNICIAN I				
Sullivan, Richard	6.00	105.00	630.00	
CAD TECHNICIAN II				
Trahan, Beau	143.00	90.00	12,870.00	
PROJECT ENGINEER				
McNease, Shea	17.00	175.00	2,975.00	
Totals	166.00		16,475.00	
<b>Total Labor</b>				<b>16,475.00</b>
		<b>Total this Phase</b>		<b>\$16,475.00</b>
		<b>Total this Invoice</b>		<b>\$16,475.00</b>

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.





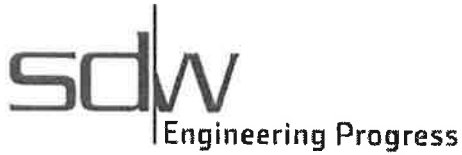
CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 30, 2019  
Project No: 1273-S016  
Invoice No: 20639

Project Manager      Shea McNease  
Project                  1273-S016                  Tuscan Avenue Sewer Rehab  
**Professional Services from December 23, 2018 to January 26, 2019**  
**Professional Personnel**

	Hours	Rate	Amount
CADD TECHNICIAN I			
Simmons, Skyler	36.50	90.00	3,285.00
Sullivan, Richard	6.00	105.00	630.00
CAD TECHNICIAN II			
Trahan, Beau	9.50	90.00	855.00
FIELD CREW			
Crew, Field	36.00	175.00	6,300.00
PROJECT ENGINEER			
McNease, Shea	11.50	175.00	2,012.50
Totals	99.50		13,082.50
<b>Total Labor</b>			<b>13,082.50</b>
		<b>Total this Invoice</b>	<b>\$13,082.50</b>

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.



CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 31, 2019  
Project No: 11259  
Invoice No: 20645

Project Manager Nicholas Connolly

Project 11259 North Entrance to South Lagoon Bridge Replacement

Professional Services from December 23, 2018 to January 26, 2019

Phase CM N Ent to S Lagoon Bridge Repl - Construc

Total Fee 20,000.00

Percent Complete

100.00

Total Earned

20,000.00

Previous Fee Billing

18,000.00

Current Fee Billing

2,000.00

**Total Fee**

**2,000.00**

**Total this Phase**

**\$2,000.00**

**Total this Invoice**

**\$2,000.00**

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.

301 Second Ave. | Hattiesburg, MS 39401 | (p) 601.544.1821 | sd-w.com

093695.7210.05  
MB 2018-12



CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 31, 2019  
Project No: 1273-S010  
Invoice No: 20657

Project Manager John Weeks

Project 1273-S010 ComSWIP Sewer Phase VIII - Camp St. Area

**Professional Services from December 23, 2018 to January 26, 2019**

Phase CM Construction Phase Services

**Professional Personnel**

	Hours	Rate	Amount	
RESIDENT PROJECT REPRESENTATIVE				
Jackson, Terry	21.00	85.00	1,785.00	
Tingle, William	165.50	95.00	15,722.50	
PROJECT ENGINEER				
Weeks, John	46.50	175.00	8,137.50	
Totals	233.00		25,645.00	
<b>Total Labor</b>				<b>25,645.00</b>
		<b>Total this Phase</b>		<b>\$25,645.00</b>
		<b>Total this Invoice</b>		<b>\$25,645.00</b>

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.



CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 31, 2019  
Project No: 1273-S011  
Invoice No: 20658

Project Manager John Weeks  
Project 1273-S011 ComSWIP Sewer Phase X - Quinn St. Area  
Professional Services from December 23, 2018 to January 26, 2019  
Professional Personnel

	Hours	Rate	Amount	
RESIDENT PROJECT REPRESENTATIVE				
Jackson, Terry	21.00	85.00	1,785.00	
Phillips, Michael	98.00	85.00	8,330.00	
RESIDENT PROJECT REPRESENTATIVE				
Phillips, Michael	22.00	85.00	1,870.00	
PROJECT ENGINEER				
Weeks, John	41.00	175.00	7,175.00	
Totals	182.00		19,160.00	
Total Labor				19,160.00
		Total this Invoice		\$19,160.00

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.



CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 31, 2019  
Project No: 1273-W015  
Invoice No: 20659

Project Manager John Weeks  
Project 1273-W015 Water Plant #1 Rehabilitation

**Professional Services from December 23, 2018 to January 26, 2019**

Phase DD Design Phase Services

**Professional Personnel**

	Hours	Rate	Amount	
GRADUATE ENGINEER				
Riley, Ivy	41.50	105.00	4,357.50	
Totals	41.50		4,357.50	
<b>Total Labor</b>				<b>4,357.50</b>
		<b>Total this Phase</b>		<b>\$4,357.50</b>
		<b>Total this Invoice</b>		<b>\$4,357.50</b>

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.



CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 31, 2019  
Project No: 11254  
Invoice No: 20663

Project Manager Kyle Wallace

Project 11254 Infrastructure Improvements on N 40th & N 39th Avenues

Professional Services from December 23, 2018 to January 26, 2019

**Professional Personnel**

	Hours	Rate	Amount	
RESIDENT PROJECT REPRESENTATIVE				
Jackson, Terry	2.00	85.00	170.00	
Phillips, Michael	43.00	85.00	3,655.00	
RESIDENT PROJECT REPRESENTATIVE				
Phillips, Michael	22.00	85.00	1,870.00	
PROJECT ENGINEER				
Wallace, Kyle	10.00	175.00	1,750.00	
Totals	77.00		7,445.00	
<b>Total Labor</b>				<b>7,445.00</b>
		<b>Total this Invoice</b>		<b>\$7,445.00</b>

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.



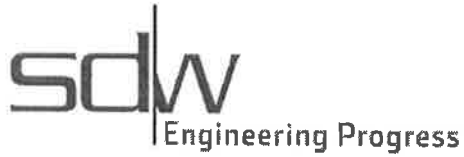
CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 31, 2019  
Project No: 1273-S005  
Invoice No: 20664

Project Manager Kyle Wallace  
Project 1273-S005 ComSWIP Sewer Phase V  
Professional Services from December 23, 2018 to January 26, 2019  
Phase CM Phase V - Construction Phase Services  
**Professional Personnel**

	Hours	Rate	Amount	
PROJECT ENGINEER				
Wallace, Kyle	3.00	175.00	525.00	
Totals	3.00		525.00	
<b>Total Labor</b>				<b>525.00</b>
		<b>Total this Phase</b>		<b>\$525.00</b>
		<b>Total this Invoice</b>		<b>\$525.00</b>

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.



CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 31, 2019  
Project No: 1273-S012  
Invoice No: 20665

Project Manager Kyle Wallace

Project 1273-S012 COMSWIP Sewer Improv. Phase XII - J Ed Turner & Forrest Ave.

Professional Services from December 23, 2018 to January 26, 2019

**Professional Personnel**

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	
PROJECT ENGINEER				
Wallace, Kyle	3.00	175.00	525.00	
Totals	3.00		525.00	
<b>Total Labor</b>				<b>525.00</b>
		<b>Total this Invoice</b>		<b>\$525.00</b>

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.





CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 31, 2019  
Project No: 1273-S015  
Invoice No: 20666

Project Manager Kyle Wallace

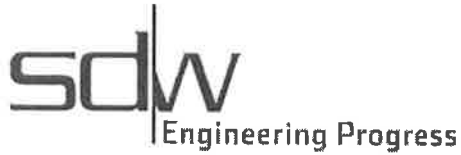
Project 1273-S015 COMSWIP Sewer Phase XII - Cross Creek Pkwy Sewer Pump Station

Professional Services from December 23, 2018 to January 26, 2019

**Professional Personnel**

	Hours	Rate	Amount	
CADD TECHNICIAN I				
Sullivan, Richard	.50	105.00	52.50	
PROJECT ENGINEER				
Wallace, Kyle	6.00	175.00	1,050.00	
Totals	6.50		1,102.50	
<b>Total Labor</b>				<b>1,102.50</b>
		<b>Total this Invoice</b>		<b>\$1,102.50</b>

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.



CITY OF HATTIESBURG  
P. O. BOX 1898  
HATTIESBURG, MS 39403-1898

January 31, 2019  
Project No: 1273-W007  
Invoice No: 20667

Project Manager Kyle Wallace  
Project 1273-W007 ComSWIP Water Phase II - Palmers Crossing

Professional Services from December 23, 2018 to January 26, 2019

Phase CM Palmer's Crossing - Construction Phase

**Professional Personnel**

	Hours	Rate	Amount
CONSTRUCTION OBSERVER			
Jackson, Terry	6.00	85.00	510.00
Totals	6.00		510.00
<b>Total Labor</b>			<b>510.00</b>
		<b>Total this Phase</b>	<b>\$510.00</b>
		<b>Total this Invoice</b>	<b>\$510.00</b>

Please make checks payable to Shows, Dearman and Waits, Inc. Thank you.

Hattiesburg, Mississippi does hereby certify to Regions Bank, as trustee in respect to the referenced Bonds (the Trustee”):

- (1) The amounts herein requisitioned to be paid to the above-designated payees are for the items or services hereinabove described.
- (2) The items or services listed above for which payment is proposed to be made hereunder have not formed the basis for any payment heretofore made from the Series 2016 Project Fund Construction Account.
- (3) Each of the items was reasonable and necessary in connection with the “Construction Project” being financed pursuant to the Loan Agreement dated as of August 18, 2016 (the “Loan Agreement”).
- (4) The payment herein authorized and approved is a proper charge against the Series 2016 Project Fund Construction Account as provided for in Section 3 of the Loan Agreement.
- (5) The invoices or statements from the contractor, vendor or other payee or other document supporting the amounts requisitioned herein are on file with the City.

CITY OF HATTIESBURG, MISSISSIPPI

By: \_\_\_\_\_  
Title: Mayor or City Clerk  
(Authorized City Representative)

As Approved by:

Regions Commercial Equipment Finance, LLC  
As Purchaser

\_\_\_\_\_  
Authorized Officer