

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**

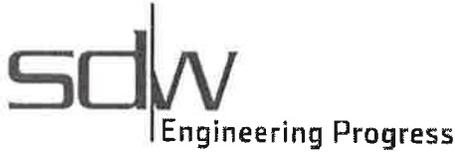
REQUISITION NO.: 36

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
			92,577.50		



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	
Total Labor				1,750.00
		Total this Phase		\$1,750.00
		Total this Invoice		\$1,750.00

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. 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

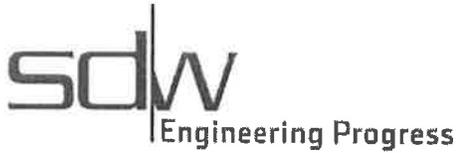
Professional Services from December 23, 2018 to January 26, 2019

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	
Total Labor				16,475.00
		Total this Phase		\$16,475.00
		Total this Invoice		\$16,475.00

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



CITY OF HATTIESBURG
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 HATTIESBURG, MS 39403-1898

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

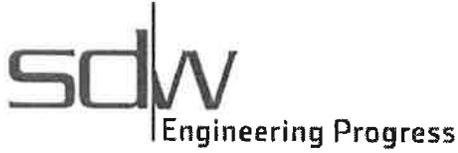
Project Manager Shea McNease
 Project 1273-S016 Tuscan Avenue Sewer Rehab

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	
Total Labor				13,082.50
				Total this Invoice \$13,082.50

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

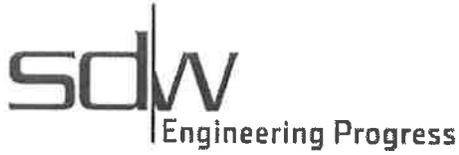
Project Manager Nicholas Connolly
 Project 11259 North Entrance to South Lagoon Bridge Replacement
Professional Services from December 23, 2018 to January 26, 2019

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

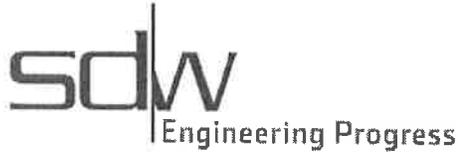
January 31, 2019
 Project No: 1273-S010
 Invoice No: 20657

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
		Total Labor			25,645.00
				Total this Phase	\$25,645.00
				Total this Invoice	\$25,645.00

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-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	
Total Labor				4,357.50
		Total this Phase		\$4,357.50
		Total this Invoice		\$4,357.50

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	
Total Labor				7,445.00
		Total this Invoice		\$7,445.00

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-S005
Invoice No: 20664

Project Manager Kyle Wallace
Project 1273-S005 ComSWIP Sewer Phase V

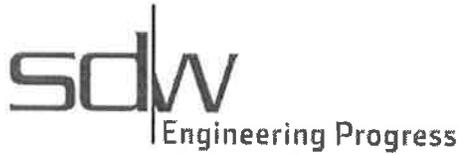
Professional Services from December 23, 2018 to January 26, 2019

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	
Total Labor				525.00
		Total this Phase		\$525.00
		Total this Invoice		\$525.00

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-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

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

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-S015
Invoice No: 20666

Project Manager Kyle Wallace

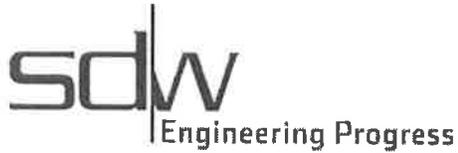
Project 1273-S015 COMSWIP Sewer Phase XII - Cross Creek Pkwy Sewer Pump Station

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	
Total Labor				1,102.50
		Total this Invoice		\$1,102.50

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	
Total Labor				510.00
		Total this Phase		\$510.00
		Total this Invoice		\$510.00

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