

location, then in such event, and as soon as may be practical, such City or Cities shall be reimbursed from the funds generated by the MET for these initial contributions.

18. **Miscellaneous:** For purposes of this Agreement, whenever the terms Chief, Chief of Police, or Chiefs, appears at any point in the text of the Agreement, such terms shall mean the Chiefs of Police of the Agencies who are signatory to this Agreement, or their respective designees.

Witness the signatures of the participating parties on this the _____ day of _____, 2012.

City of Pascagoula

By: _____ Date
Mayor

By: _____ Date
Police Chief

City of Gautier

By: _____ Date
Mayor

By: _____ Date
Police Chief

City of Moss Point

By: _____ Date
Mayor

By: _____ Date
Police Chief

There came for consideration of the Mayor and Members of the Council of the City of Gautier, Mississippi, the following:

ORDER NUMBER 269-2012

IT IS HEREBY ORDERED by the Mayor and Members of the Council of the City of Gautier, Mississippi, that the City is hereby authorized to purchase land as described as Tract 2 with CIAP and Tidelands Funds and receive Tract 1 as donated property.

IT IS FURTHER ORDERED that the City Manager or Interim City Clerk is authorized to execute any and all documents necessary.

Motion was made by Councilman Macfarland, seconded by Councilwoman Martin and the following vote was recorded:

AYES: Tommy Fortenberry
Johnny Jones
Hurley Ray Guillotte
Gordon Gollott
Mary Martin
Scott Macfarland
Adam Colledge

NAYS: None

MAYOR

ATTEST:

INTERIM CITY CLERK

PASSED AND ADOPTED by the Mayor and Members of the Council of the City of Gautier, Mississippi, at the meeting of November 20, 2012.

There came for consideration of the Mayor and Members of the Council of the City of Gautier, Mississippi the following:

RESOLUTION NUMBER 033-2012

RESOLUTION DECLARING THE INTENTION OF THE MAYOR AND CITY COUNCIL OF THE CITY OF GAUTIER, MISSISSIPPI, TO ISSUE A GRANT ANTICIPATION NOTE, SERIES 2012, OF SAID CITY IN THE MAXIMUM PRINCIPAL AMOUNT OF ONE MILLION DOLLARS (\$1,000,000.00) TO RAISE MONEY FOR THE PURPOSE OF ACQUIRING REAL PROPERTY; AND DIRECTION PUBLICATION OF NOTICE OF SUCH INTENTION.

WHEREAS, the Mayor and City Council of the City of Gautier, Mississippi, (the Governing Body), acting for and on behalf of the City of Gautier, Mississippi, (the "City"), hereby finds, determines, adjudicates and declares as follows:

1. The City is authorized by Section 21-33-326. Mississippi Code of 1972 as amended (the "Act") to issue a note hereinafter proposed to be issued for the purposes and the amounts set forth in paragraph 2 of this preamble.
2. Inv2012, of the City in the principal amount not to exceed ONE MILLION DOLLARS, (\$1,000,000.00) (the "Note"), to raise money for the purpose of ACQUIRING REAL PROPERTY (THE "Project").
3. The Note will not exceed any conditional or statutory limitation upon indebtedness which may be incurred by the City.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY ACTING FOR AND ON BEHALF OF THE CITY, AS FOLLOWS;

Section 1. The Governing Body hereby declares its Intention to issue the Note pursuant to the Act to raise money for the purpose providing funds for the Project. The Note will be a general obligation of the City payable as to principal and interest out of certain proceeds of a confirmed grant from the Coastal Impact Assistance Program and Tidelands Trust Fund Program, (the "Grant"), earnings on the investment of such Grant proceeds, or from any other proceeds, revenues or earnings received by the City in connection with such Grant.

Section 2. The Governing Body proposes to direct the issuance of the Note in the amounts, for the purposes and secured as aforesaid at a meeting place of the Governing Body at its meeting place in the City Hall of the City of Gautier, Mississippi, at the hour of 6:30 o'clock p.m. on November 20, 2012.

Section 3. The City Manager is hereby directed to negotiate for the sale of the Note and are hereby directed to present the terms of such negotiation to the Governing Body for approval and ratification at the date and time specified for the sale of the Note.

Section 4. The terms and conditions for the Note and the form of the Note shall be those agreed upon between the City and the party agreeing to purchase the Note, provided, however, that the principal amount of the Note shall be scheduled to be repaid within a reasonable time after receipt of the proceeds of the Grant and that the interest rate on such Note shall not exceed that allowed in Section 75-17-107, Mississippi Code of 1972.

Section 5. If anyone or more of the provisions of this resolution shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any of the other provisions of this resolution, but this resolution shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained herein.

Motion made by Councilman Macfarland, seconded by Councilwoman Martin and the following vote was recorded.

AYES: Tommy Fortenberry
Johnny Jones
Hurley Ray Guillotte
Gordon Gollott
Mary Martin
Scott Macfarland
Adam Colledge

NAYS: None

MAYOR

ATTEST:

INTERIM CITY CLERK

PASSED AND APPROVED by the Mayor and Members of the Council of the City of Gautier, Mississippi, at the meeting of November 20, 2012.

IN THE CHANCERY COURT OF JACKSON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JOHN J. WHITEHEAD, JR., DECEASED

CAUSE NO.: 2010-0093-JB

ENTRY OF APPEARANCE, WAIVER OF PROCESS AND CONSENT

The undersigned, **W. Harvey Barton**, Attorney of Record for and on behalf of **Jonathan Catchot, f/k/a Jonathan Whithead, 22513 Hinton Road, Lucedale, MS 39452**, does hereby acknowledge receipt of a copy of the Amended Petition For Permission to Sell Real Property and For Other Relief. Furthermore, the undersigned has read and does understand the contents of said Petition; that by executing and filing this Entry of Appearance and Waiver of Process, he enters his appearance in this cause just as if it had been served more than thirty (30) days prior to this date, and agrees that this action may be heard and disposed of without further notice, and joins in this action and in the prayer for relief. Further, **W. Harvey Barton**, Attorney for and on behalf of **Jonathan Catchot, f/k/a Jonathan Whitehead** joins in and consents to the Amended Petition for Permission to Sell Real Property and For Other Relief, and signs as his Attorney-in-Fact.

This the 10th Day of August, 2012.



**W. HARVEY BARTON, Attorney for
and on Behalf of
Jonathan Catchot f/k/a Jonathan Whitehead**

State of MS

County of Jackson

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named, **W. Harvey Barton**, Attorney of Record for and on behalf of **Jonathan Catchot, f/k/a Jonathan Whithead**, who, after being duly sworn by me, acknowledged that he executed the above and foregoing entry of appearance and waiver of process on the day and year therein mentioned, having been duly authorized so to do.

Given under my hand and official seal of office, this the 10th day of August, 2012





Notary Public

IN THE CHANCERY COURT OF JACKSON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
JOHN J. WHITEHEAD, JR., DECEASED

FILED

SEP 05 2012

BY:

MB 2012 P. 63595
TERRY MILLER, CLERK
[Signature]

CAUSE NO. 2010-0093-JB

LARRY JOHN WHITEHEAD and
MICHAEL EDWARD WHITEHEAD

PETITIONERS

ORDER GRANTING PERMISSION TO SELL REAL PROPERTY AND OTHER RELIEF

THIS CAUSE came on this day to be heard on the Amended Petition of Larry John Whitehead and Michael Edward Whitehead, Co-Administrators C.T.A. of the Estate of John J. Whitehead, Jr., Deceased, to Sell Real Property and for Other Relief (the "Petition"), and the Court having heard and considered said Petition and being fully advised in the premises finds the following :

1. That Petitioners are the duly appointed, qualified and acting Co-Administrators C.T.A. of the Estate of John J. Whitehead, Jr., Deceased (the "Estate"). On March 23, 2012, Petitioners filed a Petition for Permission to Sell Real Property and For Other Relief. That Petition sought permission, *inter alia*, to sell a parcel of property to the City of Gautier, Mississippi and to donate a parcel of property to the City of Gautier, Mississippi. It has been reported that since the filing of that Petition, the City of Gautier, Mississippi contacted your Petitioners and dictated that it desires to purchase and be donated different parcels than contemplated by the previous Petition. These circumstances required the filing of the Amended Petition for Permission to Sell Real Property and for Other Relief, which document, along with its attachments, should be deemed to amend the Petition for Permission to Sell Real Property and for Other Relief filed on March 23, 2012.

2. That at the time of his death, John J. Whitehead, Jr. was the owner of a one-twelfth (1/12) interest in and to real property located in Jackson County, Mississippi, which property is more particularly described in the Summary Appraisal Report attached to the Petition as Exhibit "A". Said property will hereinafter be referred to as Parcel 1. As evidenced by the correspondence attached to the Petition as Exhibit "B", Williams Gas Pipeline-Transco has offered to purchase an easement over Parcel 1 from the Estate for \$15,000.00. Though \$15,000.00 has been offered, the subject easement will only diminish the value of Parcel

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JAYE A. BRADLEY
CHANCERY COURT JUDGE

1 by \$3,000.00. The Petitioners believe it is in the best interest of the Estate to sell an easement over Parcel 1 to Williams Gas Pipeline-Transco.

3. That at the time of his death, John J. Whitehead, Jr. maintained a 100% ownership interest in Misty Meadow Farms, Inc. ("Misty Meadow"). Misty Meadow owns two tracts of land located in Jackson County, Mississippi which are more particularly described as follows:

TRACT 1

A parcel of land situated in the Southwest Quarter of the Southwest Quarter and the Southeast Quarter of the Southwest Quarter of section 26 and Government Lots 2 and 3 of Section 35, Township 7 South, Range 7 West, Jackson County, Mississippi, being more particularly described as:

Commencing at ½" iron rod at the Northwest Corner of Section 35; thence run S89°24'04"E 2106.41 feet along the Northern line of Section 35 to the Eastern existing Mississippi Power Company Right of Way and the Point of Beginning; thence run N34°02'10"W 124.79 feet to a found iron pin; thence run North 381.56 feet to a set iron pin; thence run N89°26'55"E 926.00 feet to a found iron pin; thence run S50°32'59"E 126.46 feet; thence run S36°37'30"E 237.41 feet to a set iron pin; thence run S17°19'30"E 30.96 feet to a set iron pin; thence run S07°47'02"W 48.56 feet to a set iron pin; thence run S15°58'50"E 29.65 feet to a found 6" post; thence run S00°20'34"E 128.40 feet to a found 1" pipe at the Southeast Corner of the West Half of the Southwest Quarter of the Southeast Quarter of Section 26; thence run S32°14'30"E 147.16 feet to a set iron pin; thence run S19°50'53"W 376.80 feet to a set iron pin; thence run N80°02'43"W 433.81 feet to a set iron pin; thence run North 232.70 feet to a set iron pin; thence run N89°24'04"W 510.45 feet to a set iron pin; thence run N34°02'10"W 214.11 feet back to

the Point of Beginning. Containing 871,256 square feet of 20.00 acres, more or less.

Said property will hereinafter be referred to as Parcel 2.

TRACT 2:

A parcel of land situated in Government Lots 2 and 3 of Section 35, Township 7 South, Range 7 West, Jackson County, Mississippi, being more particularly described as:

Commencing at ½" iron rod at the Northwest Corner of said Section 35; thence run S89°24'04"E 2106.41 feet along the Northern line of Section 35 to the Eastern Existing Mississippi Power Company Right-of-Way; thence run S34°02'10"E 214.11 feet along said Right-of-Way to the Point of Beginning; thence run S89°24'04"E 510.45 feet to a set iron pin; thence run South 232.70 feet to a set iron pin; thence run S80°02'43"E 433.81 feet to a set iron pin; thence run S19°50'53"W 122.34 feet to a set iron pin; thence run S10°03'06"W 254.37 feet to a set iron pin on the Northern Right-of-Way of Dolphin Drive; thence run N80°04'22"W 100.00 feet along said Northern Right-of-Way to a set pin thence run N10°03'06"E 254.77 feet to a found iron pin; thence run N79°50'48"W 204.90 feet to a found iron pin; thence run N79°45'10"W 205.07 feet to a found iron pin; thence run N79°45'10"W 135.25 feet to a set iron pin; thence run S46°48'12"W 241.37 feet to a set iron pin; thence run S72°27'38"W 258.93 feet to a set iron pin; thence run S16°32'04"W 181.68 feet to a set iron pin on the Northern Right-of-Way of Dolphin Drive; thence run S72°27'38"W 206.71 feet along said Northern Right-of-Way; thence run N36°30'00"W 227.05 feet to a set iron pin; thence run N30°31'36"W 46.98 feet to a set iron pin; thence run N36°52'37"W

162.17 feet to a set iron pin; thence run N55°53'05"E 624.9 feet to a set iron pin; thence run S34°02'10"E 100.43 feet to a found iron pin; thence run N55°56'59"E 174.78 feet to a found iron pin; thence run N34°02'10"W 91.62 feet back to the Point of Beginning.

Less and Except Parcel #1 found in the Warranty Deed to Gautier Utility District of Jackson County, Mississippi, Deed Book 896, Page 87.

Containing 522,666 Square Feet of 12.00 Acres, more or less (with Parcel One of Deed Book 896, Page 87 removed).

Said property will hereinafter be referred to as Parcel 3.

4. As evidenced by the Contract for Sale and Purchase for Real Estate attached to the Petition as Exhibit "C", the City of Gautier, Mississippi, has offered to purchase Parcel 2 for \$1,000,000.00. Though no appraisal has been performed specifically for Parcel 2 by the Estate, multiple appraisals have been performed for Misty Meadow. Those appraisals are attached to the Petition as Exhibits "D", "E", "F" and "G" and, taken together, include assessment and valuation of Parcel 2.

Given the review of the appraisals attached to the Petition as Exhibits "D", "E", "F" and "G" and their understanding of the market for large tracts of real property located in Jackson County, Mississippi, the Petitioners believe that Parcel 2 may be sold for above fair market value and that Misty Meadow should be permitted to consummate the sale of Parcel 2 to the City of Gautier, Mississippi for the sum of \$1,000,000.00 and donate parcel 3 to the City of Gautier. Petitioners believe that if Parcel 2 is not sold at this juncture, the City of Gautier, Mississippi may be unable to purchase the property in the future. The sale of Parcel 2 is contingent upon both the approval of this Court and Misty Meadow's donation of parcel 3 to the City of Gautier, Mississippi. The donation of Parcel 3 will provide a tax benefit to Misty Meadow, and is necessary to consummate the sale of Parcel 2 for \$1,000,000.00. Following the sale of Parcel 2 and the donation of Parcel 3, Petitioners aver that it is in the best interest of Misty Meadow to attempt to perform a 1031 exchange by