

# Minutes, City of Southaven, Southaven, Mississippi

Posted

11-6-13

## CITY OF SOUTHAVEN Top of Mississippi

8710 Northwest Drive  
Southaven, MS 38671



Phone: 662.393.6939  
Fax: 662.393.7294

### NOTICE OF SPECIAL CALLED MEETING OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI

In accordance with Mississippi Code Annotated §21-3-21, notice is hereby given that a Special Meeting of the Mayor and Board of Aldermen of the City of Southaven shall be held on Thursday the 7<sup>th</sup> day of November, 2013, at 3:00 PM in the Boardroom of Southaven City Hall, located at 8710 Northwest Drive, Southaven, Mississippi.

The subject matters of business (Agenda) to be acted upon at this Special Meeting are as follows, to-wit:

- Excutive Session  
1. Economic Development

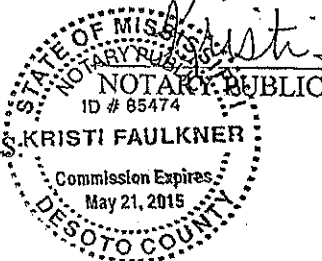
This Special Meeting Of the Mayor and Board Of Aldermen is hereby called by the Mayor, Darren Musselwhite, on this, the 6th day of November, 2013.

Darren Musselwhite, Mayor

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 6th day of November, 2013

MY COMMISSION EXPIRES

May 21, 2015



Kristi Faulkner

NOTARY PUBLIC

ID # 85474

KRISTI FAULKNER

Commission Expires  
May 21, 2015

DESOTO COUNTY

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## MINUTES OF THE SPECIAL MEETING OF NOVEMBER 7, 2013 OF THE MAYOR AND BOARD OF ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI

**BE IT REMEMBERED** that the Mayor and Board of Aldermen of the City of Southaven, Mississippi met in Special Session on the 7<sup>th</sup> day of November, 2013 at three o'clock (3:00) p.m. at City Hall.

**Present were:**

William Brooks	Alderman At Large
Kristian Kelly	Alderman, Ward 1
Shirley Beshears	Alderman, Ward 2
George Payne	Alderman, Ward 3
Joel Gallagher	Alderman, Ward 4
Scott Ferguson	Alderman, Ward 5
Raymond Flores	Alderman, Ward 6

Also present were Mayor Musselwhite, Sheila Heath, and Nick Manley, City Attorney. Approximately ten (10) other people were present.

Mayor Musselwhite called the meeting to order. Alderman Gallagher led in prayer, followed by the Pledge of Allegiance led by Alderman Ferguson.

### PERSONNEL AND LITIGATION

A motion was made by Alderman Brooks to move for a closed determination of the issue on whether or not to declare an Executive Session. Motion was put to vote and passed unanimously. Alderman Brooks made the motion to go into Executive Session for the purpose of discussing Economic Development. Motion was seconded by Alderman Payne. Motion was put to a vote and passed unanimously by the raise of hands.

**The Executive Session was ended and Mayor Musselwhite called the meeting back to order.**

### **RESOLUTION BY THE CITY OF SOUTHAVEN FOR THE APPLICATION BY DESOTO MID SOUTH TOURISM PROJECT, LLC FOR THE OUTLET SHOPS OF THE MID SOUTH**

It came on for consideration the matter of showing support for The Outlet Shops of the Mid-South a cultural retail attraction project, and acknowledging that certain sales tax will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty percent (30%) of certain approved costs by the Mississippi Development Authority ("MDA")

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incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first

After full consideration of the matter, Alderman Brooks offered and moved the adoption of the following resolution:

RESOLUTION OF THE MAYOR AND ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI, SUPPORTING THE OUTLET SHOPS OF THE MID-SOUTH PROJECT AND PLANNED SUBSEQUENT DEVELOPMENT PHASES, ALL LOCATED ON PROPERTY CURRENTLY OWNED BY DESOTO POINTE DEVELOPMENT, LLC, A CULTURAL RETAIL ATTRACTION PROJECT, AND ACKNOWLEDGING THAT SALES TAX COLLECTED FROM PHASE I OF THE OUTLET SHOPS OF THE MID-SOUTH WILL BE DIVERTED TO THE SALES TAX INCENTIVE FUND FOR A PERIOD OF UP TO FIFTEEN YEARS, OR WHEN THE AGGREGATE AMOUNT OF THIRTY PERCENT (30%) OF THE APPROVED PHASE I PROJECT COSTS BY THE MISSISSIPPI DEVELOPMENT AUTHORITY INCURRED BY DESOTO MID-SOUTH TOURISM PROJECT, LLC FOR THE TOURISM PROJECT HAS BEEN PAID, WHICHEVER SHALL OCCUR FIRST, PURSUANT TO SECTION 57-26-1 *ET SEQ.* MISSISSIPPI CODE OF 1972, AS AMENDED; AND FOR RELATED PURPOSES.

WHEREAS, pursuant to the provisions of the Mississippi Tourism Incentive Program, as set forth in Section 57-26-1, *et seq.*, Mississippi Code of 1972, as amended (the "Tourism Act"), Desoto Mid-South Tourism Project, LLC, a Mississippi limited liability company, by and through its Members, proposes to develop and construct The Outlet Shops of the Mid-South, together with additional phases of development to be undertaken and completed following construction of The Outlet Shops of the Mid-South (collectively, the "Project"), all within the City of Southaven, Mississippi and in connection therewith will make application to the MDA for the benefits provided by the Tourism Act; and

WHEREAS, the Project is a cultural retail attraction project as contemplated in the Tourism Act and the Project will have a significant impact on the economy of the City of Southaven, Desoto County, and the surrounding region; and

WHEREAS, the City of Southaven, Mississippi is in full support of the Project and supports the application of Desoto Mid-South Tourism Project, LLC pursuant to the Tourism Act; and

WHEREAS, the City of Southaven, Mississippi acknowledges that the Project will have multiple phases consisting of various cost for each phase that comprise the complete application as submitted by Desoto Mid-South Tourism Project, LLC to the MDA; and

WHEREAS, pursuant to the Tourism Act, the City of Southaven acknowledges that the City of Southaven sales tax collected from Phase I, which costs shall comprise an amount not to exceed One Hundred Fifteen Million and 00/100 (\$115,000,000.00) of cost toward the Project, as set forth in the Master Plan and attached hereto as Exhibit A, will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty percent (30%) of the MDA approved Phase I Project costs incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first; and

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WHEREAS, certain infrastructure improvements completed for the Project by Desoto Mid-South Tourism Project, LLC or completed on Desoto Mid-South Tourism Project, LLC's behalf, whether dedicated or not dedicated to the City shall be done in accordance with the applicable MDA regulations and City of Southaven regulations, ordinances and laws. NOW, THEREFORE, BE IT RESOLVED by the Mayor and Aldermen of the City of Southaven, Mississippi, as follows:

Section 1. That all the findings of fact made and set forth in the preamble of this resolution shall be in the same or hereby found to declared and adjudicated to be true and correct.

Section 2. That the City of Southaven, Mississippi fully supports the Project and the application of Desoto Mid-South Tourism Project, LLC to the MDA pursuant to the Tourism Act and acknowledges that sales tax collected from Phase I of the Project, which Phase I shall comprise of costs in an amount not to exceed One Hundred Fifteen Million Dollars and 00/100 (\$115,000,000.00) of the total costs of the Project, consistent with the designs and costs of Exhibit A attached hereto, will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty percent (30%) of the approved Phase I MDA Project Costs incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first.

Section 3. That the City of Southaven, Mississippi shall commit to its obligations under this Resolution provided that the Desoto Mid-South Tourism Project, LLC is in compliance with the applicable MDA regulations, schedules, timelines and guidelines governing the duties and obligations of the Desoto Mid-South Tourism Project, LLC.

Section 4. That the City of Southaven, Mississippi shall require the infrastructure improvements completed for the Project by Desoto Mid-South Tourism Project, LLC or completed on Desoto Mid-South Tourism Project, LLC's behalf, whether dedicated or not dedicated to the City be done in accordance with the applicable MDA regulations and City of Southaven specifications, ordinances and zoning regulations.

Section 5. That the City of Southaven Mayor is authorized to execute any and all necessary documents and clarifications required or requested by MDA for the qualification of the Tourism Incentive Program. Alderman Payne seconded the motion to adopt the foregoing resolution and the same being put to a roll call vote, the result was as follows:

Alderman William Brooks	Yes
Alderman Kristian Kelly	Yes
Alderman Shirley Beshears	Yes
Alderman George Payne	Yes
Alderman Joel Gallagher	Yes
Alderman Scott Ferguson	Yes
Alderman Raymond Flores	No

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The motion having received the affirmative vote of a majority of the members of the Governing Body, present the Mayor declared the motion carried and the resolution adopted on this the 7th day of November, 2013.

THE CITY OF SOUTHAVEN, MISSISSIPPI

\_\_\_\_\_  
BY: Darren Musselwhite, Mayor

ATTEST:

\_\_\_\_\_  
Sheila Heath, City Clerk

There being no further business to come before the Board of Aldermen, a Motion was made by Alderman Brooks to adjourn. Motion was seconded by Alderman Beshears. Motion was put to a vote and passed unanimously, November 7, 2013 at 5:45 p.m.

\_\_\_\_\_  
Darren Musselwhite,  
Mayor

\_\_\_\_\_  
Andrea Mullen, Assistant City Clerk

(Seal)

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## RESOLUTION BY THE CITY OF SOUTHAVEN FOR THE APPLICATION BY DESOTO MID SOUTH TOURISM PROJECT, LLC FOR THE OUTLET SHOPS OF THE MID SOUTH

It came on for consideration the matter of showing support for The Outlet Shops of the Mid-South a cultural retail attraction project, and acknowledging that certain sales tax will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty percent (30%) of certain approved costs by the Mississippi Development Authority ("MDA") incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first

After full consideration of the matter, Alderman Brooks offered and moved the adoption of the following resolution:

RESOLUTION OF THE MAYOR AND ALDERMEN OF THE CITY OF SOUTHAVEN, MISSISSIPPI, SUPPORTING THE OUTLET SHOPS OF THE MID-SOUTH PROJECT AND PLANNED SUBSEQUENT DEVELOPMENT PHASES, ALL LOCATED ON PROPERTY CURRENTLY OWNED BY DESOTO POINTE DEVELOPMENT, LLC, A CULTURAL RETAIL ATTRACTION PROJECT, AND ACKNOWLEDGING THAT SALES TAX COLLECTED FROM PHASE I OF THE OUTLET SHOPS OF THE MID-SOUTH WILL BE DIVERTED TO THE SALES TAX INCENTIVE FUND FOR A PERIOD OF UP TO FIFTEEN YEARS, OR WHEN THE AGGREGATE AMOUNT OF THIRTY PERCENT (30%) OF THE APPROVED PHASE I PROJECT COSTS BY THE MISSISSIPPI DEVELOPMENT AUTHORITY INCURRED BY DESOTO MID-SOUTH TOURISM PROJECT, LLC FOR THE TOURISM PROJECT HAS BEEN PAID, WHICHEVER SHALL OCCUR FIRST, PURSUANT TO SECTION 57-26-1 *ET SEQ.* MISSISSIPPI CODE OF 1972, AS AMENDED; AND FOR RELATED PURPOSES.

WHEREAS, pursuant to the provisions of the Mississippi Tourism Incentive Program, as set forth in Section 57-26-1, *et seq.*, Mississippi Code of 1972, as amended (the "Tourism Act"), Desoto Mid-South Tourism Project, LLC, a Mississippi limited liability company, by and through its Members, proposes to develop and construct The Outlet Shops of the Mid-South, together with additional phases of development to be undertaken and completed following construction of The Outlet Shops of the Mid-South (collectively, the "Project"); all within the City of Southaven, Mississippi and in connection therewith will make application to the MDA for the benefits provided by the Tourism Act; and

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WHEREAS, the Project is a cultural retail attraction project as contemplated in the Tourism Act and the Project will have a significant impact on the economy of the City of Southaven, Desoto County, and the surrounding region; and

WHEREAS, the City of Southaven, Mississippi is in full support of the Project and supports the application of Desoto Mid-South Tourism Project, LLC pursuant to the Tourism Act; and

WHEREAS, the City of Southaven, Mississippi acknowledges that the Project will have multiple phases consisting of various cost for each phase that comprise the complete application as submitted by Desoto Mid-South Tourism Project, LLC to the MDA; and

WHEREAS, pursuant to the Tourism Act, the City of Southaven acknowledges that the City of Southaven sales tax collected from Phase I, which costs shall comprise an amount not to exceed One Hundred Fifteen Million and 00/100 (\$115,000,000.00) of cost toward the Project, as set forth in the Master Plan and attached hereto as Exhibit A, will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty percent (30%) of the MDA approved Phase I Project costs incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first; and

WHEREAS, certain infrastructure improvements completed for the Project by Desoto Mid-South Tourism Project, LLC or completed on Desoto Mid-South Tourism Project, LLC's behalf, whether dedicated or not dedicated to the City shall be done in accordance with the applicable MDA regulations and City of Southaven regulations, ordinances and laws.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Aldermen of the City of Southaven, Mississippi, as follows:

Section 1. That all the findings of fact made and set forth in the preamble of this resolution shall be in the same or hereby found to declared and adjudicated to be true and correct.

Section 2. That the City of Southaven, Mississippi fully supports the Project and the application of Desoto Mid-South Tourism Project, LLC to the MDA pursuant to the Tourism Act and acknowledges that sales tax collected from Phase I of the Project, which Phase I shall comprise of costs in an amount not to exceed One Hundred Fifteen Million Dollars and 00/100 (\$115,000,000.00) of the total costs of the Project, consistent with the designs and costs of Exhibit A attached hereto, will be diverted to the Sales Tax Incentive Fund for a period of up to fifteen years, or when the aggregate amount of thirty



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percent (30%) of the approved Phase I MDA Project Costs incurred by Desoto Mid-South Project, LLC for the tourism project has been paid, whichever shall occur first.

Section 3. That the City of Southaven, Mississippi shall commit to its obligations under this Resolution provided that the Desoto Mid-South Tourism Project, LLC is in compliance with the applicable MDA regulations, schedules, timelines and guidelines governing the duties and obligations of the Desoto Mid-South Tourism Project, LLC.

Section 4. That the City of Southaven, Mississippi shall require the infrastructure improvements completed for the Project by Desoto Mid-South Tourism Project, LLC or completed on Desoto Mid-South Tourism Project, LLC's behalf, whether dedicated or not dedicated to the City be done in accordance with the applicable MDA regulations and City of Southaven specifications, ordinances and zoning regulations.

Section 5. That the City of Southaven Mayor is authorized to execute any and all necessary documents and clarifications required or requested by MDA for the qualification of the Tourism Incentive Program.

Alderman Payne seconded the motion to adopt the foregoing resolution and the same being put to a roll call vote, the result was as follows:

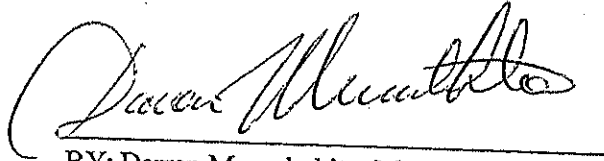
Alderman William Brooks	voted: Yes
Alderman Kristian Kelly	voted: Yes
Alderman Shirley Beshears	voted: Yes
Alderman George Payne	voted: Yes
Alderman Joel Gallagher	voted: Yes
Alderman Scott Ferguson	voted: Yes
Alderman Raymond Flores	voted: No

The motion having received the affirmative vote of a majority of the members of the Governing Body, present the Mayor declared the motion carried and the resolution adopted on this the 7th day of November, 2013.

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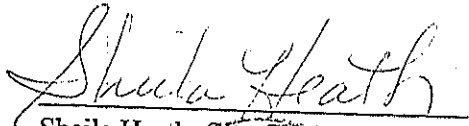
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THE CITY OF SOUTHAVEN, MISSISSIPPI



BY: Darren Musselwhite, Mayor

ATTEST:



Sheila Heath, City Clerk



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EXHIBIT A  
DESOTO MID-SOUTH TOURISM PROJECT, LLC MASTER PLAN

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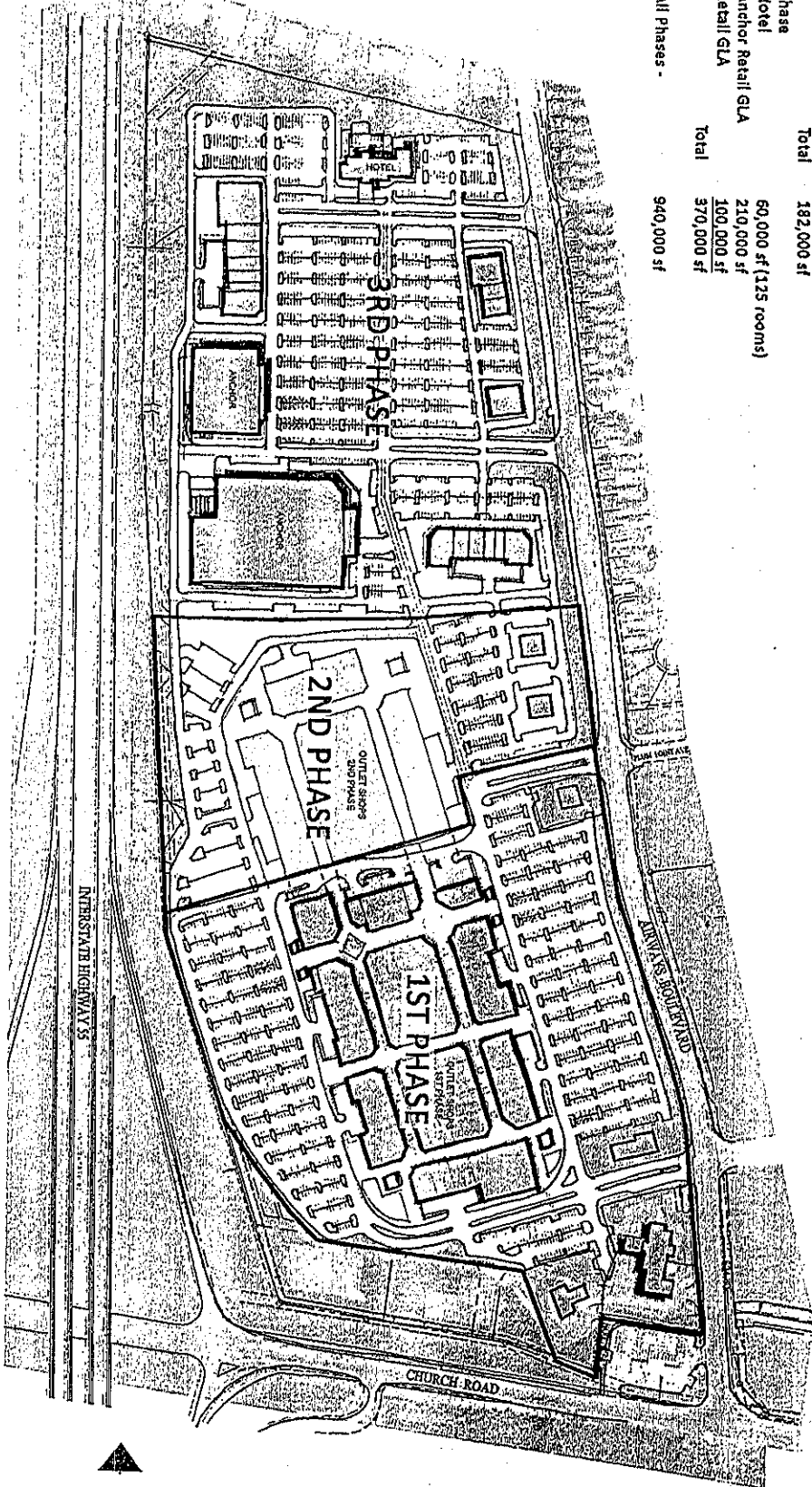
Phase	Outlet Shops GLA	310,000 sf
	Outparcel GLA (Incl. hotel)	78,000 sf
	<b>Total</b>	<b>388,000 sf</b>
Phase	Retail GLA	170,000 sf
	Outparcel GLA	12,000 sf
	<b>Total</b>	<b>182,000 sf</b>
Phase	Hotel	60,000 sf (125 rooms)
	Anchor Retail GLA	210,000 sf
	Retail GLA	100,000 sf
	<b>Total</b>	<b>370,000 sf</b>
All Phases -		940,000 sf

1ST Phase	Outlet Center	\$90 million
	Outparcels	\$15 million
	Outlet Shops FF&E	\$10 million
	<b>Total</b>	<b>\$115 million</b>

2ND Phase	Outlet Center	\$90 million
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3RD Phase	Additional Cultural Retail Attraction Facilities	Up to \$75 million
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Mississippi Tourism Rebate Program  
Estimated Project Costs



Master Site - Concept Layout

THE OUTLET SHOPS OF THE MID-SOUTH

Southaven, MS

OAG Shopping Centers

September 30, 2013