

Monday, June 23, 2014, the Board met pursuant to recess. Notice of the meeting was duly posted, as evidenced by Exhibit 1, and the agenda for the meeting is attached as Exhibit 2. The following were present:

Honorable Bill Lauderdale, President (4th District)
William Banks, Vice President (2nd District)
John Arnold (1st District)
Charles Selmon (3rd District)
Richard George (5th District)
Donna F. Hardy, Chancery Clerk, and Deputy
John Smith, County Administrator
Marcie Southerland, Board Attorney

The President Bill Lauderdale called the meeting to order at 9:00 a.m. and offered the invocation.

Public Hearing - Katrina Supplemental Community
Development Block Grant Go Zone Program
Bayou Improvements - Haining Road - Slide Repair and
Drainage Improvements Project

The President stated that the date and time had arrived for a public hearing to inform the citizens of Warren County of the change of scope of work in the application from Bayou Improvements to Slide Repair and Drainage Improvements. Notice of the hearing appeared in the *Vicksburg Post*, a newspaper of general circulation in Warren County, Mississippi, on June 7, 2014. Proof of publication is attached as Exhibit 3 hereto and incorporated herein by reference. A sign in-sheet was circulated, a copy of which is attached hereto as Exhibit 4 and incorporated herein by reference. Jackie McKay explained the change of scope of work in the application from Bayou Improvements to Slide Repair and Drainage Improvements and informed the public of the deadline of December 31, 2014, set by the Mississippi Development Authority to have the project completed. At the conclusion of Ms. McKay's presentation, the President opened the floor for comments from the public, either oral or written. Supervisor George made a motion, seconded by Supervisor Selmon and carried unanimously, to close the hearing.

Brian Robbins, P.E., Stantec Engineering

Mr. Robbins asked the Board to authorize the President to sign a contract with Stantec Engineering for the work on the slide repair and drainage improvements contingent upon Mississippi Development Authority approving the amount available for the project. Motion was made by Supervisor George, seconded by Supervisor Arnold and carried unanimously, to authorize the President to sign the contract contingent upon MDA approval.

Landy Teller, Attorney, International Paper

Preliminary Order Granting International Paper
Company an Exemption from Ad Valorem Taxation
Upon Additions to and Expansions of its Manufacturing
Plant Located in Warren County, Mississippi

The Board considered the application of International Paper Company for an exemption from ad valorem taxation upon additions to and expansions of its manufacturing plant located in Warren County, Mississippi, which additions and expansions were completed prior to December 31, 2013. The total exemption amount is \$26,113,871.59, for a period of ten (10) years from and after December 31, 2013. Motion was made by Supervisor George, seconded by Supervisor Arnold and carried unanimously, to accept the application of International Paper Company for an exemption from ad valorem taxation upon additions to and expansions of its manufacturing plant. A copy of the Application is attached hereto as Exhibit 5 and incorporated herein by reference.

Motion was made by Supervisor Banks, seconded by Supervisor George and carried unanimously, to adopt a Preliminary Order granting International Paper Company an exemption for a period of ten (10) years commencing with the tax year 2014, and authorize the Board President to sign. A copy of the Preliminary Order is attached hereto as Exhibit 6 and incorporated herein by reference.

Preliminary Order Granting Cameron Rig Solutions, Inc.
An Exemption from Ad Valorem taxation upon Additions
To And Expansions of its Manufacturing Plant Completed
Prior to December 31, 2013

Motion was made by Supervisor Arnold, seconded by Supervisor Banks and carried unanimously, to adopt a Preliminary Order granting Cameron Rig Solutions, Inc. an exemption for a period of ten (10) years commencing with the tax year 2014, and authorize the Board President to sign. A copy of the Preliminary Order is attached hereto as Exhibit 7 and incorporated herein by reference.

Approval of Sufficiency of Public Official Bond

Ms. Hardy presented the public official bond for the Warren County Circuit Clerk, Greg Peltz, for approval of sufficiency. Motion was made by Supervisor Arnold, seconded by Supervisor Selmon and carried unanimously, to approve the sufficiency of the bond for Greg Peltz, Warren County Circuit Clerk. A copy of the bond is attached hereto as Exhibit 8 and incorporated herein by reference.

Marcie Southerland, Board Attorney

FY2014 Edward Byrne Memorial
Justice Assistance Grant (JAG) Program

Ms. Southerland stated that the Secretary of State has recorded the Interlocal Agreement between the City of Vicksburg, Mississippi and Warren County, Mississippi in connection with the FY2014 Edward Byrne Memorial Justice Assistance Grant (JAG) Program and requested that the Board accept the agreement for information. Motion was made by

Supervisor Banks, seconded by Supervisor Arnold and carried unanimously, to accept the Interlocal Agreement for information.

Appointment

Motion was made by Supervisor George, seconded by Supervisor Selmon and carried unanimously, to appoint Lamar Roberts to the Vicksburg Tourism and Convention Board.

Recess

Motion was made by Supervisor Arnold, seconded by Supervisor George and carried unanimously, to recess until 9:45 a.m.

The President called the meeting to order at 9:45 a.m.

Donna F. Hardy, Chancery Clerk

Acknowledgement of Fourth of July Holiday

Ms. Hardy presented the notice received from the Secretary of State that acknowledges the designation of Friday, July 4, 2014 as a legal holiday to observe Independence Day. Motion was made by Supervisor Banks, seconded by Supervisor George and carried unanimously, to accept the notice for information.

Executive Session

Motion was made by Supervisor Banks, seconded by Supervisor George and carried unanimously, to consider entering executive session to discuss a litigation matter regarding Ameristar Casino.


Motion was made by Supervisor Banks, seconded by Supervisor George and carried unanimously, to enter executive session to discuss a litigation matter regarding Ameristar Casino. Those who may remain are the Board Attorney, County Administrator, Chancery Clerk, Deputy Chancery Clerk, Contracted Appraisers, Lem Montgomery and William Thomas, attorneys.

Motion was made by Supervisor Banks, seconded by Supervisor Arnold and carried unanimously, to exit executive session.

No action taken.

Recess

Motion was made by Supervisor Selmon, seconded by Supervisor George and carried unanimously, to recess until 9:00 a.m., Monday, June 30, 2014.


Bill Lauderdale, President

**BOARD OF SUPERVISORS
WARREN COUNTY, MISSISSIPPI**

NOTICE OF MEETING

Notice is given that the Warren County Board of Supervisors' regular June 2014 Term has been recessed to:

Monday, June 23, 2014, at 9:00 a.m.,
In the Board of Supervisors' Meeting Room
3rd Floor, Warren County Courthouse
Vicksburg, Mississippi

At which time the Board will transact any and all business which comes before the Board for discussion at that time.

EX. 1

WARREN COUNTY BOARD OF SUPERVISORS
AGENDA

Monday, June 23, 2014

9:00 A.M.

Public Hearing

- Transfer of Unused Bayou Project Fund

Landy Teller, Attorney for International Paper

- Present application for tax exemption on behalf of International Paper Company for Board approval
- Approve Preliminary Order granting International Paper an exemption from ad valorem taxes and authorize Board President to sign

Donna F. Hardy, Chancery Clerk

- Present Preliminary Order, on behalf of Cameron Rig Solutions, Inc. for Board consideration in the matter of granting an exemption from ad valorem taxes. Request approval and authorize Board President to sign
- Approve sufficiency of public official bond for Warren County Circuit Clerk, Greg Peltz.

Marcie Southerland, Board Attorney

- Request acceptance of 2014 JAG Agreement for information

Executive Session: Ameristar vs. Warren County

Ex. 2

STATE OF MISSISSIPPI,
Warren County

Personally appeared before me, the undersigned Notary Public for Warren County, State of Mississippi, Jeff Schumacher, one of the publishers of the VICKSBURG POST, a newspaper published in Vicksburg, in the aforesaid County and State, who made oath that the notice of Public Hearing

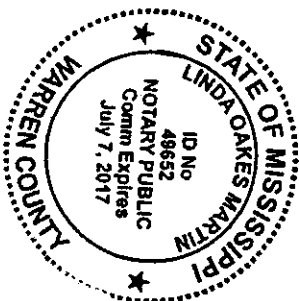
a true copy of which is hereto attached, was published in said newspaper on the following dates:

Saturday, the 7th day of June, 2014
_____, the _____ day of _____,
_____, the _____ day of _____,
_____, the _____ day of _____,
_____, the _____ day of _____,
_____, the _____ day of _____,
_____, the _____ day of _____,
_____, the _____ day of _____

[Handwritten Signature]

Sworn to and subscribed before me, the undersigned Notary Public, this _____ 20th _____ day of June, _____, _____ 2014 _____.

[Handwritten Signature: Linda Oakes Martin]
Notary Public.



Ex. 3

**WARREN COUNTY, MISSISSIPPI
COMMUNITY DEVELOPMENT BLOCK GRANT
PUBLIC HEARING NOTICE
FOR PUBLIC HEARING**

The Warren County Board of Supervisors, Warren County, Mississippi has applied and received Community Development Block Grant Go Zone Funding of approximately \$2 million for the Warren County Bayou Improvements/Haining Road Slide Repair and Drainage Improvements Project. These funds must be used for one of the following purposes:

1. to benefit low- and moderate-income persons;
2. to aid in the prevention or elimination of slums or blight;
or
3. to meet other community development needs
having a particular urgency because existing conditions
pose a serious and immediate threat to the health
or welfare of the community where other
financial resources are not available to meet such needs.

The activities for which these funds may be used are to benefit low and moderate income persons and to meet a community development need having a particular urgency because existing conditions pose a serious and immediate threat to the health and welfare of the community where other financial resources are not available to meet such needs. More specific details regarding eligible activities, program requirements, and the rating system will be provided at a public hearing that will be held at the Warren County Courthouse, 3rd Floor, Board of Supervisors Meeting Room, 1009 Cherry Street, Vicksburg, Mississippi 39183, on Monday, June 23, 2014 at 9 A.M.. The purpose of this hearing will be to obtain citizen input into the development of the application.

ROSTER

WARREN COUNTY, MISSISSIPPI
 KATRINA SUPPLEMENTAL COMMUNITY DEVELOPMENT BLOCK GRANT
 GO ZONE PROGRAM
 BAYOU IMPROVEMENTS-HAINING ROAD-SLIDE REPAIR AND
 DRAINAGE IMPROVEMENTS PROJECT
 PUBLIC HEARING

Monday, June 23, 2014

9:00 AM

NAME	ADDRESS/PHONE NUMBER	REPRESENTING
Jackie McKay	3535 Mason Dr. Ste. 4 - 638-7101	Garcas Urban Planning
BRUN ROBBINS	901 JACKSON ST 638 2642	STANTEC
JOHN SMITH	913 JACKSON ST 634-8073	WARREN COUNTY
Landy Teller	1201 Cherry Street	IP
Caleb Cape	3737 Hwy 3 N Redwood	IP
Jackie Goin	" "	IP
Ann Marie Peon	6400 Poplar Ave 901-419-9000	IP
Tom OLSTAD	3737 Hwy 3 N. Redwood	IP
Marie Sutherland	Bond Attorney	Witman Co.
Lana Barrett		Via Post

Ex. 4

**APPLICATION OF INTERNATIONAL PAPER COMPANY FOR
EXEMPTION FROM AD VALOREM TAXATION UPON ADDITIONS
TO AND EXPANSIONS OF ITS MANUFACTURING PLANT LOCATED
IN WARREN COUNTY, MISSISSIPPI, OFTEN REFERRED TO AS
ITS VICKSBURG MILL, WHICH ADDITIONS AND EXPANSIONS WERE
COMPLETED PRIOR TO DECEMBER 31, 2013**

COMES NOW the Applicant, International Paper Company, and respectfully shows unto the Board of Supervisors of Warren County, Mississippi:

1. Applicant is a corporation organized and existing under and by virtue of the laws of the State of New York, is duly qualified to do business in the State of Mississippi and has been doing business within Warren County since the establishment by Applicant of a large manufacturing plant.

2. Applicant owns and operates within Warren County a large manufacturing enterprise or public utility within the meaning of Miss. Code Ann. §27-31-101 et seq. (1972), which plant is now principally manufacturing and producing Kraft liner board from wood and recycled paper.

3. On June 7, 1968, this Board duly considered the application made by International Paper Company for exemption from ad valorem taxation of its manufacturing plant as a new enterprise in Vicksburg, Warren County, Mississippi, Mill; and, after due proceedings had, on July 5, 1968, entered its "Final Order Granting to International Paper Company Exemption from Ad Valorem Taxation of its Manufacturing Plant in Warren County, Mississippi, near Vicksburg in said County as New Enterprise."

4. As by Order of this Board entered on September 7, 1965, recorded in Minute Book "W" at Page 379, a consideration of International Paper Company locating its manufacturing plant in Warren County, Mississippi, was the commitment of the County that

Ex. 5

International Paper Company would be granted tax exemptions to the fullest extent then or subsequently permitted by law and for the maximum period so permitted.

5. During the year 2013, Applicant completed material additions to and expansions of its facilities used in connection with and necessary to the operation of its manufacturing plant, the last such additions having been completed on or about December 31, 2013.

6. All of the additions and expansions to the facilities as hereinafter described are such as contemplated by the laws of the State of Mississippi to be exempt under current law from ad valorem taxation, except State ad valorem taxation and ad valorem taxes for school district purposes, for a period or periods as provided under said Miss. Code Ann. §27-31-101 and 27-31-105 (1972), with the total exemption period from date of each completion not to exceed ten (10) years.

7. The physical properties entitled to the benefit of said exemption, based upon the capital outlays in each instance made, tabulated according to general categories of operation and the true value thereof, all of which were completed prior to December 31, 2013, are set forth on Exhibit "A" which is attached hereto and incorporated herein, the total exemption claimed as to physical properties being \$26,113,871.59. There were no additions and expansions relating only to real estate improvements which qualify and were completed in 2013, therefore, the total additions for which exemption is requested is \$26,113,871.59.

8. These additions and expansions preserved approximately 300 jobs for International Paper Company full time employees alone in existence at its Vicksburg operations which have an estimated annual payroll, exclusive of benefits of \$28.3 million.

WHEREFORE, Applicant prays:

(1) That such procedures be had as are contemplated by the pertinent laws of the State of Mississippi, particularly Miss. Code Ann. §27-31-101 et seq. (Revised 1995), and that this Board grant to Applicant an exemption for a period of ten (10) years from and after December 31, 2013, commencing with the tax year 2014 on the additions and expansions by it made and completed prior to December 31, 2013.

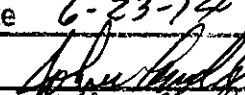

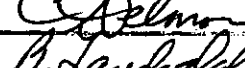
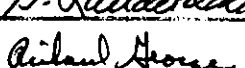

(2) That this Board approve the Application by Order or Resolution spread upon its minutes, declaring that such property described above is exempt from all ad valorem taxation, except State ad valorem taxation and school district ad valorem taxation, and that an original and three (3) copies of this Application and a certified transcript of such approval be forwarded to the Mississippi Department of Revenue, and upon approval of said application by the Mississippi Department of Revenue and upon receipt of certification of such approval that this Board then enter a final order granting the exemption herein requested.

(3) Applicant prays for such other and further general and full relief as may be accorded to it by this Honorable Board.

Respectfully submitted this the 21st of May, 2014.

INTERNATIONAL PAPER COMPANY

BY: 
 Thomas Olstad, Mill Manager


APPROVED			
SUBJ	APPROVED		
Date	6-23-14	Yes	No
1st		✓	
2nd		✓	
3rd		✓	
4th		✓	
5th		✓	

STATE OF MISSISSIPPI)
) ss:
COUNTY OF WARREN)

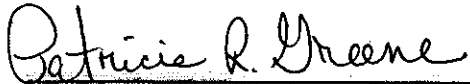
PERSONALLY appeared before me the undersigned authority in and for the aforesaid jurisdiction, Thomas Olstad, who being by me first duly sworn, deposes and says:

Affiant is the duly constituted Mill Manager of the Vicksburg Mill, International Paper Company, said International Paper Company being the Applicant named in the above and foregoing Application for Tax Exemption addressed to the Board of Supervisors of said Warren County and as such is duly authorized to execute, file and present this Application on behalf of corporation Applicant.

All matters of fact as averred in the above and foregoing Application are true and correct as therein stated.


Thomas Olstad

SWORN to and subscribed before me this the 21 day of May, 2014.


NOTARY PUBLIC
My Commission Expires: May 11, 2015

00219566.WPD



Asset ID	Date Acquired	Description	Original Cost
623719-3	2013	Raise WWTS Internal Leeves 2009, 2010, 2011	80,785.96
719576-1	2013	Millwide Infrastructure Adds 2012 - 12A298	228,088.86
640997-3	2013	WWTS Internal Leeves 2009, 2010, 2011	4,409.70
669157-1	2013	Adds to Debarking Drums, #1 Bark Sys, Barking an	92,193.47
773408-0	2013	No.2 T/G Additional power generation- 11H250	1,231,448.69
773406-0	2013	No.2 T/G stage buckets - 11A267	1,206,701.21
658350-2	2013	MCC Environmental Upgrades - 11A278	1,031,110.92
773410-0	2013	Lime Kiln Upgrade - 11A159	3,072,927.65
773394-0	2013	Reliability - Elec. Dist. Sys. - 12A296	275,939.67
773389-0	2013	Press Felt Handling Availability - 12A922	134,342.63
681495-1	2013	Additions to Utility Safety and Reliability - 12A242	1,974,609.48
773396-0	2013	TRS System Adds - 12A332	357,072.45
773411-0	2013	Automate Hardwood Digester Controls - 11A021	3,190,105.30
720935-1	2013	Adds to Sarco Stainers - 12A906	14,049.82
670343-1	2013	Tank Adds 2012 - 12A281	281,024.45
773401-0	2013	PM6 Dryer Gear - 12A309	531,832.51
773404-0	2013	Expand access to Green Liquor Line - 12A319	515,614.72
773391-0	2013	No.2 T/G Hydrogen Analyzer -12A929	139,574.22
773388-0	2013	RB Superheater Vent Valve - 12A928	106,561.65
773407-0	2013	Additons to RB Reduction Efficiency- 12H337	1,318,358.03
773405-0	2013	Pulp Mill Service Tanks - 12A375	1,192,435.22
773402-0	2013	Expand Integrity of Cooking Screen Support Sys - 12A368	1,003,245.11
773380-0	2013	LVHC Double Block & Bleed Upgrade-12G930	124,712.21
773403-0	2013	P.B. Combustion Efficiency - 12H339	826,717.31
773409-0	2013	Additions to Pine Digester Efficiency - 12H311	2,622,372.26
773390-0	2013	EEl - Warm Water Optimization - 12H336	269,882.71
773399-0	2013	Additions to Purchased Chip Screens/BM&M - 12A123	468,615.35
773386-0	2013	NCG Sys PLC Upgrade 024012A357C	238,106.25
773379-0	2013	Install New Winder Control Room - 12A936C	81,122.66
773392-0	2013	Adds to Permanent Rope Groove Fillers - 12A937C	143,238.27
773393-0	2013	Millwide Sewer Process Additions - 13A341	235,069.29
773375-0	2013	PM6 Main Oil Sys Ctrl to PLC-12A938	145,252.48
773398-0	2013	Adds to Press Section Reliability-12C330	335,821.04
773378-0	2013	Adds to Pulp Mill Rejects Delivery - 12A932	53,798.87
773376-0	2013	Additions to Process Infrastructure 2013 - 13A348	213,981.23
781151-0	2013	Pwr 7th Fir Mill Wtr - Wtr Pressure/Flow - 12A939	138,994.73
736881-1	2013	PM Sec Wet Room HW Ref Adds-12A945	1,315.80
773381-0	2013	No. 2 PB Dust Hopper Adds-13A933	148,087.54
773377-0	2013	BSW Shower Nozzle - 12A942	84,284.76
776554-0	2013	Reduce Heat Loss in Spare Liq Heater - 13A318	274,031.28
773397-0	2013	RB IK Opening Adds - 13A381	465,151.55
773382-0	2013	Pump Base Adds Paper - 13A351	11,022.84
773383-0	2013	Pump Base Adds Pulp - 13A351	94,114.31
773384-0	2013	Pump Base Upgrades Power - 13A351	3,289.50
781150-0	2013	Machine Shop Bandsaw - 13A949	19,579.95
785555-0	2013	Lathe for Machine Shop - 13A934	44,062.72
785557-0	2013	Pick-up Roll High Pressure Shwr-13A952	69,027.81
792755-0	2013	Expand Access to Foul Conds. Line - 13A010	122,738.06
773395-0	2013	Additions to Cabs on No. 1 & 2 Wtd Cranes-12A237	253,121.28
785556-0	2013	Wdyd Chpr Otfd Conv Belt Scale - 13A941	20,201.58
773400-0	2013	Road and Rail Adds 2013 - 13A354	486,879.80
774780-0	2013	Additions to telephone rigid conduit	9,128.17
774779-0	2013	Mill wide fiber optic/copper wiring	88,735.10
774777-0	2013	Network switch - CISCO	34,139.27
774778-0	2013	Install new network power cabinet	4,843.89
		Grand Total	26,113,871.59

Exhibit A

Following discussion of the pending Application of International Paper Company for exemption from ad valorem taxation upon additions to and expansions of its manufacturing plant located in Warren County, Mississippi, the Board, having heard and considered the same, does now find:

**PRELIMINARY ORDER GRANTING INTERNATIONAL PAPER COMPANY
AN EXEMPTION FROM AD VALOREM TAXATION UPON ADDITIONS
TO AND EXPANSIONS OF ITS MANUFACTURING PLANT LOCATED
IN WARREN COUNTY, MISSISSIPPI, WHICH ADDITIONS AND EXPANSIONS
WERE COMPLETED PRIOR TO DECEMBER 31, 2013**

1st: Applicant is a corporation organized and existing under and by virtue of the laws of the State of New York, is duly qualified to do business in the State of Mississippi and has been doing business within Warren County since the establishment by Applicant of a large manufacturing plant.

2nd: Applicant owns and operates within Warren County a large manufacturing enterprise or public utility within the meaning of Miss. Code Ann. §27-31-101 et seq. (1972), which plant is now principally manufacturing and producing Kraft liner board from wood and recycled paper.

3rd: On June 7, 1968, this Board duly considered the application made by International Paper Company for exemption from ad valorem taxation of its manufacturing plant as a new enterprise in Vicksburg, Warren County, Mississippi, Mill; and, after due proceedings had, on July 5, 1968, entered its "Final Order Granting to International Paper Company Exemption from Ad Valorem Taxation of its Manufacturing Plant in Warren County, Mississippi, near Vicksburg in said County as New Enterprise."

4th: As by Order of this Board entered on September 7, 1965, recorded in Minute Book "W" at Page 379, a consideration of International Paper Company locating its manufacturing plant in Warren County, Mississippi, was the commitment of the County that International Paper Company would be granted tax exemptions to the fullest extent then or subsequently permitted by

law and for the maximum period so permitted.

5th: During the year 2013, Applicant completed material additions to and expansions of its facilities used in connection with and necessary to the operation of its manufacturing plant, the last such additions having been completed on or about December 31, 2013.

6th: All of the additions and expansions to the facilities as hereinafter described are such as contemplated by the laws of the State of Mississippi to be exempt under current law from ad valorem taxation, except State ad valorem taxation and ad valorem taxes for school district purposes, for a period or periods as provided under said Miss. Code Ann. §27-31-101 and 27-31-105 (1972), with the total exemption period from date of each completion not to exceed ten (10) years.

7th: The physical properties entitled to the benefit of said exemption, based upon the capital outlays in each instance made, tabulated according to general categories of operation and the true value thereof, all of which were completed prior to December 31, 2013, are set forth on Exhibit "A" attached hereto and incorporated herein, the total exemption claimed as to physical properties being \$25,804,996.77. There were two additions and expansions relating to real estate improvements which were completed in 2013; the first two items listed on Exhibit A relate to those real estate additions, viz: Raise WWTS Internal Leaves - \$80,785.96, and Millwide Infrastructure - \$228,088.86 for a total of all real estate additions being \$308,874.82; therefore, the total additions for which exemption is requested is \$26,113,871.59.

8th: These additions and expansions preserved approximately 300 jobs for International Paper Company employees alone in existence at its Vicksburg operations which have an estimated annual payroll, exclusive of benefits of \$28.3 million.

BASED THEREON, upon motion made by Supervisor Banks and seconded by

Supervisor George, the foregoing Application for Exemption from Ad Valorem Taxation for International Paper Company as set forth above is hereby allowed and approved; and International Paper Company is hereby granted an exemption on the additions and expansions commencing with the tax year 2014 from all ad valorem taxation except State ad valorem taxation and ad valorem taxes for school district purposes, specifically pursuant to Miss. Code Ann. § 27-31-101, et seq., (Revised 1995) and that the additions and expansions to the properties and real estate constituting the manufacturing plant shall be entitled to the full benefit of such exemptions as herein shown and that said properties and real estate shall be reflected on the tax rolls of Warren County, Mississippi, for subsequent years commencing with the year 2014 at valuations uniform with other property of like kind and character similarly situated; and, so valued, taxes and assessments thereon shall be levied solely for State ad valorem taxation and ad valorem taxes for school district purposes for 2014 and the ensuing total ten (10) consecutive year period as by the applicable state statutes contemplated to the full extent reflected on Exhibit A; further, the original and three (3) certified copies of the Application and a certified transcript of this preliminary order approving same shall be forwarded to the Department of Revenue for the State of Mississippi; and, upon receipt of certification of approval by the Mississippi State Tax Commission, this Board shall then enter a final order reflecting the grant of the exemption as requested.

ORDERED AND ADJUDGED this the 23rd of June, 2014.

WARREN COUNTY BOARD OF SUPERVISORS

BY: Bill Lauderdale
PRESIDENT

STATE OF MISSISSIPPI)
) ss:
COUNTY OF WARREN)

I, the undersigned, Clerk of the Chancery Court of Warren County, Mississippi, and of the Board of Supervisors of said County, do hereby certify that the foregoing transcript and application of International Paper, Inc. for exemption from ad valorem taxation and excerpt from the Minutes of the Board of Supervisors meeting held on June 23, 2014, are true and correct copies of the proceedings of said Board approving same.

IN WITNESS WHEREOF, witness my hand official seal this 23 day of June, 2014.

DONNA HARDY, CHANCERY CLERK

BY: Beverly Johnson DC
Clerk

00221552.WPD



Asset ID	Date Acquired	Description	Original Cost	
623719-3	2013	Raise WWTS Internal Leeves 2009, 2010, 2011	80,785.96	Real Estate
719576-1	2013	Millwide Infrastructure Adds 2012 - 12A298	228,088.86	
640997-3	2013	WWTS Internal Leeves 2009, 2010, 2011	4,409.70	
669157-1	2013	Adds to Debarking Drums, #1 Bark Sys, Barking an	92,193.47	
773408-0	2013	No.2 T/G Additional power generation- 11H250	1,231,448.69	
773406-0	2013	No.2 T/G stage buckets - 11A267	1,206,701.21	
658350-2	2013	MCC Environmental Upgrades - 11A278	1,031,110.92	
773410-0	2013	Lime Kiln Upgrade - 11A159	3,072,927.65	
773394-0	2013	Reliability - Elec. Dist. Sys. - 12A296	275,939.67	
773389-0	2013	Press Felt Handling Availability - 12A922	134,342.63	
681495-1	2013	Additions to Utility Safety and Reliability - 12A242	1,974,609.48	
773396-0	2013	TRS System Adds - 12A332	357,072.45	
773411-0	2013	Automate Hardwood Digester Controls - 11A021	3,190,105.30	
720935-1	2013	Adds to Sarco Stainers - 12A906	14,049.82	
670343-1	2013	Tank Adds 2012 - 12A281	281,024.45	
773401-0	2013	PM6 Dryer Gear - 12A309	531,832.51	
773404-0	2013	Expand access to Green Liquor Line - 12A319	515,614.72	
773391-0	2013	No.2 T/G Hydrogen Analyzer -12A929	139,574.22	
773388-0	2013	RB Superheater Vent Valve - 12A928	106,561.65	
773407-0	2013	Additions to RB Reduction Efficiency- 12H337	1,318,358.03	
773405-0	2013	Pulp Mill Service Tanks - 12A375	1,192,435.22	
773402-0	2013	Expand Integrity of Cooking Screen Support Sys - 12A368	1,003,245.11	
773380-0	2013	LVHC Double Block & Bleed Upgrade-12G930	124,712.21	
773403-0	2013	P.B. Combustion Efficiency - 12H339	826,717.31	
773409-0	2013	Additions to Pine Digester Efficiency - 12H311	2,622,372.26	
773390-0	2013	EEl - Warm Water Optimization - 12H336	269,882.71	
773399-0	2013	Additions to Purchased Chlp Screens/BM&M - 12A123	468,615.35	
773386-0	2013	NCG Sys PLC Upgrade 024012A357C	238,106.25	
773379-0	2013	Install New Winder Control Room - 12A936C	81,122.66	
773392-0	2013	Adds to Permanent Rope Groove Fillers - 12A937C	143,238.27	
773393-0	2013	Millwide Sewer Process Additions - 13A341	235,069.29	
773375-0	2013	PM6 Main Oil Sys Ctrl to PLC-12A938	145,252.48	
773398-0	2013	Adds to Press Section Reliability-12C330	335,821.04	
773378-0	2013	Adds to Pulp Mill Rejects Delivery - 12A932	53,798.87	
773376-0	2013	Additions to Process Infrastructure 2013 - 13A348	213,981.23	
781151-0	2013	Pwr 7th Flr Mill Wtr - Wtr Pressure/Flow - 12A939	138,994.73	
736881-1	2013	PM Sec Wet Room HW Ref Adds-12A945	1,315.80	
773381-0	2013	No. 2 PB Dust Hopper Adds-13A933	148,087.54	
773377-0	2013	BSW Shower Nozzle - 12A942	84,284.76	
776554-0	2013	Reduce Heat Loss In Spare Liq Heater - 13A318	274,031.28	
773397-0	2013	RB IK Opening Adds - 13A381	465,151.55	
773382-0	2013	Pump Base Adds Paper - 13A351	11,022.84	
773383-0	2013	Pump Base Adds Pulp - 13A351	94,114.31	
773384-0	2013	Pump Base Upgrades Power - 13A351	3,289.50	
781150-0	2013	Machine Shop Bandsaw - 13A949	19,579.95	
785555-0	2013	Lathe for Machine Shop - 13A934	44,062.72	
785557-0	2013	Pick-up Roll High Pressure Shwr-13A952	69,027.81	
792755-0	2013	Expand Access to Foul Conds. Line - 13A010	122,738.06	
773395-0	2013	Additions to Cabs on No. 1 & 2 Wtd Cranes-12A237	253,121.28	
785556-0	2013	Wdyd Chpr Otfd Conv Belt Scale - 13A941	20,201.58	
773400-0	2013	Road and Rail Adds 2013 - 13A354	486,879.80	
774780-0	2013	Additions to telephone rigid conduit	9,128.17	
774779-0	2013	Mill wide fiber optic/copper wiring	88,735.10	
774777-0	2013	Network switch - CISCO	34,139.27	
774778-0	2013	Install new network power cabinet	4,843.89	
		Grand Total	26,113,871.59	

PRELIMINARY ORDER
GRANTING CAMERON RIG SOLUTIONS, INC.
AN EXEMPTION FROM AD VALOREM TAXATION UPON ADDITIONS TO AND EXPANSIONS OF ITS
MANUFACTURING PLANT COMPLETED PRIOR TO DECEMBER 31, 2013

The Board of Supervisors of Warren County, Mississippi, this day considered the matter of granting exemption from ad valorem taxes, except school district taxes, to **Cameron Rig Solutions, Inc.**

The governing authority finds that the Mississippi Department of Revenue has certified that the applicant is eligible for exemption. The authority also finds that the property described in the application constitutes an industrial enterprise as described in Section 27-31-101, Mississippi Code of 1972, as amended.

This governing authority does hereby grant ad valorem tax exemption to the above taxpayer for a period of 10 years, beginning January 1, 2014, and expiring December 31, 2023, on the property described in the application with a total true value of \$2,318,305.

Therefore the resolution to grant ad valorem tax exemption to the above named enterprise is hereby approved by the Board of Supervisors of Warren County, Mississippi for a period of 10 years as authorized by Section 27-31-101 et seq., Mississippi Code of 1972, as amended, on this the 23rd day of June, 2014.

Bill Lauderdale
Granting Authority

Bill Lauderdale, President
Name & Title



Attest: Donna F. Hardy, Chancery Clerk
Beverly Johnson, DC

EX. 7

Form 60-970 (Rev. 10/01)

POSITION STATEMENT OF TAX ASSESSOR

TRADE NAME OF APPLICANT: Cameron Rig Solutions Inc.
 LOCATION: 500 LeTourneau Rd. V'burg, MS. PARCEL # _____
 EXEMPTION RELATES TO MISS. CODE OF 1972, SECTION: 27-31-105
 TYPE OF BUSINESS: oil + gas
 FINISHED PRODUCTS ARE: oil Rig Components
 HAS THIS ENTERPRISE ENJOYED AN EXEMPTION PREVIOUSLY? (YES-NO) yes
 UNDER ANY OTHER TRADE NAME? (YES-NO) yes
 ANY OTHER LOCATION? (YES-NO) NO
 UNDER ANY OTHER OWNERSHIP? yes
 NUMBER OF NEW JOBS? 100 ESTIMATED ANNUAL PAYROLL 4,383,460
 EXEMPTION TO BE ON:

LAND VALUE AS OF COMPLETION DATE: \$ _____ N/A
 IMPROVEMENT VALUE AS OF COMPLETION DATE: \$ _____ N/A

PERSONAL PROPERTY:

FURN. & FIX.	VALUE \$	_____
MACH. & EQUIP.	VALUE \$	<u>2,318,305</u>
RAW MATERIALS	VALUE \$	_____
WORK IN PROCESS	VALUE \$	_____
PERSONAL PROPERTY TOTAL AS OF COMPLETION DATE: \$		<u>2,318,305</u>
EXEMPTION TOTAL VALUE AS OF COMPLETION DATE: \$		<u>2,318,305</u>

LAND AND IMPROVEMENTS:

OWNER OF LAND: _____
 OWNER OF IMPROVEMENTS: _____
 DATE OF IMPROVEMENTS: COMPLETED 12-31-2013 EXPANDED 12-31-2013
 ANY PRIOR EXEMPTION: yes
 YEARS OF EXEMPTION APPLIED FOR: 1-1-2014 THRU 12-31-2023
 APPLICANT'S REPRESENTATIVE: _____
 ADDRESS: _____ PHONE: _____
 INVESTIGATED BY: John Lewis
 COMMENTS: _____

DATE: _____ TAX ASSESSOR: _____



Travelers Casualty & Surety Company of America

**PUBLIC OFFICIAL BOND -
FOR DEFINITE TERM**

BOND NO. 106118239

KNOW ALL MEN BY THESE PRESENTS, That we Greg A Peltz
Of 100 Greyline Drive, Vicksburg, MS 39183, as Principal, and
Travelers Casualty & Surety Company of America, a corporation of CT, as Surety are held
and firmly bound unto State of Mississippi in the
penal sum of One Hundred Thousand Dollars (100,000.00) Dollars, lawful money
of the United States of America, for the payment of which well and truly to be made, said principal binds
himself/herself, his/her heirs, executors, administrators and assigns, and said Surety binds itself, its
successors and assigns, jointly and severally, firmly by these presents.

SEALED and dated this 20th day of May, 2014.

WHEREAS, the said principal has been elected or appointed to the office of:
Warren County Circuit Clerk for a definite term beginning May 20, 2014
and ending December 31, 2014 and is required to furnish a bond for the faithful performance of
the duties of the said office or position.

NOW, THEREFORE THE CONDITION OF THIS OBLIGATION is such that if the above bounden
Principal shall (except as hereinafter provided) faithfully perform the duties of his/her said office or
position during the said term, and shall pay over to the persons authorized by law to receive the same
all moneys that may come into his/her hands during the said term without fraud or delay, and at the
expiration of said term, or in case of his/her resignation or removal from office, shall turn over to
his/her successor all records and property which have come into his/her hands, then this obligation to
be null and void; otherwise to remain in full force and effect.

PROVIDED, HOWEVER, that the above named Surety shall not be liable hereunder for any loss of
any public fund resulting from the insolvency of any bank or banks in which said funds are deposited;
and, if this provision shall be held void, this entire bond shall be void.

AND PROVIDED FURTHER, that the Surety may cancel bond at any time during the said term by
giving to the obligee a written notice of its desire so to cancel and at the expiration of thirty (30) days
from the receipt of such notice by the obligee the surety shall be completely released as to all liability
thereafter accruing. If this provision shall be held void, this entire bond shall be void.

WITNESS:

Donna F. Hardy

Greg A Peltz

[Signature] (Seal)
(Principal)

Travelers Casualty & Surety Company of America

By: [Signature]
Susan G Johnston Attorney-in-Fact

WARNING: THIS POWER OF ATTORNEY IS INVALID WITHOUT THE RED BORDER



POWER OF ATTORNEY

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company

Attorney-In Fact No. 222458

Certificate No. 003678875

KNOW ALL MEN BY THESE PRESENTS: That St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, that Farmington Casualty Company, Travelers Casualty and Surety Company, and Travelers Casualty and Surety Company of America are corporations duly organized under the laws of the State of Connecticut, that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc., is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

Susan G. Johnston, and Ronald L. Andrews

of the City of Vicksburg, State of Mississippi, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 24th day of May, 2010

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company



State of Connecticut
City of Hartford ss.

By: George W. Thompson
George W. Thompson, Senior Vice President

On this the 24th day of May, 2010, before me personally appeared George W. Thompson, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.
My Commission expires the 30th day of June, 2011.



Marie C. Tetreault
Marie C. Tetreault, Notary Public

WARNING: THIS POWER OF ATTORNEY IS INVALID WITHOUT THE RED BORDER

WARNING: THIS POWER OF ATTORNEY IS INVALID WITHOUT THE RED BORDER

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, which resolutions are now in full force and effect, reading as follows:

RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is

FURTHER RESOLVED, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

FURTHER RESOLVED, that any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

FURTHER RESOLVED, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such Power of Attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, Kori M. Johanson, the undersigned, Assistant Secretary, of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies which is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 20th day of MAY, 2014.

WARNING: THIS POWER OF ATTORNEY IS INVALID WITHOUT THE RED BORDER

Kori M. Johanson
Kori M. Johanson, Assistant Secretary



To verify the authenticity of this Power of Attorney, call 1-800-421-3880 or contact us at www.travelersbond.com. Please refer to the Attorney-In-Fact number, the above-named individuals and the details of the bond to which the power is attached.

APPROVED

SUBJ		
Date	Yes	No
6/23/14		
1st <i>John Knudsen</i>	✓	
2nd <i>William W. Bishop</i>	✓	
3rd <i>Chad Meyer</i>	✓	
4th <i>Richard George</i>	✓	
5th <i>Richard George</i>	✓	

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