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PHILLIP W. JARRELL
(1959 - 2014)

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April 22, 2014
(Hand-Delivered)

*also licensed in CA
**also licensed in AL

Dr. John Kelly
Chief Administrative Officer
City of Gulfport
Post Office 1780
Gulfport, Mississippi 39520

RE: Addendum to Legal Services Agreement with
Dukes, Dukes, Keating and Faneca, P.A.

Dear Dr. Kelly,

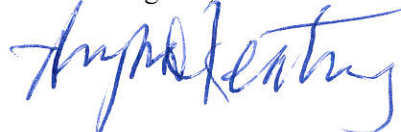
Attached hereto as Exhibit A and incorporated herein by reference, please find the Proposed Fee Structure and Billing in Terms of Basis Points (herein "Fee Structure") for our firm to represent the City of Gulfport as issuers counsel in relation to public financing for all matters of the nature described in Exhibit A.

On behalf of Dukes, Dukes, Keating and Faneca, P.A., we sincerely appreciate the opportunity to serve the City of Gulfport. Please know that we have made every effort to provide an extremely competitive pricing schedule for legal services related to the role of issuers counsel.

Should the Fee Structure set forth herein be acceptable to the City of Gulfport, upon the ratification of the City Council and execution hereof by the Mayor, this letter shall serve as an Addendum to Section 3 (3) of our firm's Engagement Agreement with the City of Gulfport.

We look forward to working with the City of Gulfport in relation to its various public financing needs.

With best regards, I am



Hugh D. Keating

Ratified and Approved by the City Council for the City of Gulfport on the 22nd day of April, 2014 and executed by the Mayor for the City of Gulfport, Mississippi on the 25th day of April, 2014.

City of Gulfport, Mississippi

By: _____


BILLY HEWES, MAYOR

cc: Jeff Bruni, Esq., City Attorney
Margaret Murdock, Esq., Assistant City Attorney

EXHIBIT "A"

Proposed Fee Structure and Billing In Terms of Basis Points

Issue Amount					
Debt Instrument	\$1 - \$4 Million	\$5 - \$8 Million	\$9 - \$12 Million	\$13 - \$16 Million	\$17 - \$20 Million
General Obligation	35 or \$5,000, whichever is greater with a cap of \$10,000.00	30	25 With a cap of \$25,000.00	20 With a cap of \$25,000.00	20 With a cap of \$25,000.00
Special Revenue	35 or \$5,000, whichever is greater with a cap of \$10,000.00	30	25 With a cap of \$25,000.00	20 With a cap of \$25,000.00	20 With a cap of \$25,000.00
Advance Refunding	35 or \$5,000, whichever is greater with a cap of \$10,000.00	30	25 With a cap of \$25,000.00	20 With a cap of \$25,000.00	20 With a cap of \$25,000.00
Tax Increment Financing	35 or \$5,000, whichever is greater with a cap of \$10,000.00	30	25 With a cap of \$25,000.00	20 With a cap of \$25,000.00	20 With a cap of \$25,000.00
Lease Purchase Financing	\$5,000,	30	25 With a cap of \$25,000.00	20 With a cap of \$25,000.00	20 With a cap of \$25,000.00
Mississippi Development Bank Loan	35 or \$5,000, whichever is greater with a cap of \$10,000.00	30	25 With a cap of \$25,000.00	20 With a cap of \$25,000.00	20 With a cap of \$25,000.00

AUTHORIZATION

Company/Firm Name	
Authorized Representative - Print	
Authorized Representative - Sign	
Address	
Phone Number	
Facsimile Number	
Email	
Website	