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CONTRACTS - MISSISSIPPI

Retro Metro, LLC v. City of Jackson by and through City Council

United States Court of Appeals, Fifth Circuit - August 7, 2025 - F.4th - 2025 WL 2249348

Commercial property lessor brought breach-of-contract action against city which leased the property after city purportedly terminated the lease.

The United States District Court for the Southern District of Mississippi granted summary judgment to city. Lessor appealed.

The Court of Appeals held that:

- Under Mississippi law, lease was not sufficiently placed in minutes of city council and thus, pursuant to "minutes rule," was not an enforceable contract;
- Mississippi law rather than federal law applied to determination of whether city was judicially estopped from asserting that lease was invalid based on "minutes rule";
- Under Mississippi law as predicted by Court of Appeals, city's admission in prior litigation between same parties that city had entered into lease could not judicially estop city from arguing that lease was invalid based on "minutes rule"; and
- Under Mississippi law as predicted by Court of Appeals, the "minutes rule" is not an affirmative defense that can be waived but rather goes to the issue of whether a contract was ever formed in the first place.

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